September 5, 2026

To,

The Corporate Relationship Department,	The Manager, Listing Department,
BSE Limited,	**National Stock Exchange of India Limited**,
Phiroze Jeejeebhoy Towers,	Exchange Plaza, Bandra Kurla Complex,
Dalal Street,	Bandra (E),
Mumbai - 400 001.	Mumbai - 400 051.
Scrip Code: 533272	**NSE Symbol : JWL**

Sub: Notice of 46th Annual General Meeting

Dear Madam/ Sir,

This is to inform that the 46th Annual General Meeting of Jupiter Wagons Limited ("the Company") for the F.Y. 2025-26 will be held on **Tuesday, September 29, 2026 at 01:00 P.M.** through Video Conference ("VC") or Other Audio Visual Means ("OAVM') without the physical presence of the Members at a common venue.

Further, pursuant to Section 108 of the Companies Act, 2013 and the Rules made thereunder, the Company is offering e-voting facility to its members in respect of all the businesses to be transacted at the aforesaid Annual General Meeting. Members holding shares as on the cut-off date i.e. September 22, 2026, may cast their vote electronically on the Businesses as set out in the Notice of the Annual General Meeting through electronic voting system of Kfin Technologies Limited / CDSL / NSDL.

All the members are informed that the voting through electronic means shall commence from Saturday, September 26, 2026 (9.00 a.m.) and end on Monday, September 28, 2026 (5.00 p.m.). The Notice of the meeting, containing the business to be transacted, is enclosed.

The Notice of the Annual General Meeting and the Annual Report is also available on the website of the Company at www.jupiterwagons.com

The aforesaid documents are being dispatched electronically to only those members whose email IDs are registered with the Company/Depositories/ RTA.

Yours Faithfully,

For Jupiter Wagons Limited

RITESH KUMAR SINGH Digitally signed by RITESH KUMAR SINGH Date: 2026.09.05 12:22:06 +05'30'

Ritesh Kumar Singh

Company Secretary

JUPITER WAGONS LIMITED
Regd. Office: 48, Vandana Vihar, Narmada Road, Gorakhpur
Jabalpur (M.P.) – 482001, India
CIN: L28100MP1979PLC049375
Telephone No. - 0761-2661336
Email ID – cs@jupiterwagons.com, **Website -** www.jupiterwagons.com

NOTICE

NOTICE is hereby given that the 46th (Forty Sixth) Annual General Meeting ('AGM') of the Shareholders of Jupiter Wagons Limited ("Company") will be held on Tuesday, 29th September, 2026 at 1:00 P.M. through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM') to transact the following business(es):

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements (including the Consolidated Financial Statements) of the Company for the financial year ended 31st March, 2026 together with the Reports of the Board of Directors and the Auditors thereon.

2. To appoint a director in place of Mr. Abhishek Jaiswal (DIN: 07936627), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

3. To appoint a director in place of Mr. Swapan Kumar Chaudhury (DIN: 10694552), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. **Re-appointment of Mrs. Madhuchhanda Chatterjee (DIN: 02510507) as Independent Director of the Company.**

   To consider and if thought fit, to pass the following Resolution as a ***SPECIAL RESOLUTION:***

   "**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the 'Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended (hereinafter collectively referred to as the "Applicable Laws") and the Articles of Association of the Company and on recommendation of Nomination and Remuneration Committee and approval of Board of Directors of the Company, Mrs. Madhuchhanda Chatterjee (DIN: 02510507), who holds the office as an Independent Director of the Company up to 29th May, 2027 and who, being eligible to be re-appointed as an Independent Director and has submitted a declaration that she meets the criteria of Independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 (1) of the Act from a member, proposing her candidature for the office of Director, consent of the Members of the Company be and is hereby accorded for re-appointment of Mrs. Madhuchhanda Chatterjee as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years from 30th May, 2027 to 29th May, 2032 (both days inclusive) on such terms and conditions as stated in the explanatory statement hereto.

   RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of Listing Regulations, as amended from time to time, applicable provisions of the Act and rules made thereunder and on recommendation of Nomination and Remuneration Committee and approval of Board of Directors, the consent of the Members of the Company be and is hereby accorded for re-appointment of Mrs. Madhuchhanda Chatterjee (DIN: 02510507) as a Non-Executive Independent Director of the Company, who will attain the age of Seventy five years during her tenure commencing from 30th May, 2027 to 29th May, 2032 (both days inclusive), upon such terms and conditions as set out in the Explanatory Statement attached hereto.

   RESOLVED FURTHER THAT the Board of Directors of the Company and/or Company Secretary of the Company be and are hereby jointly and/or severally authorised to do all such acts, deeds, matters, things and sign and file all such papers, documents, forms and writings as may be necessary and incidental to the aforesaid resolution."

5. **Re-appointment of Mr. Avinash Gupta (DIN: 02783217) as Independent Director of the Company.**

   To consider, and if thought fit, to pass the following Resolution as a ***SPECIAL RESOLUTION:***

   "**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the 'Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and applicable provisions of the Securities and Exchange

Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended (hereinafter collectively referred to as the "Applicable Laws") and the Articles of Association of the Company and on recommendation of Nomination and Remuneration Committee and approval of Board of Directors of the Company, Mr. Avinash Gupta (DIN: 02783217), who holds the office as an Independent Director of the Company up to 29th May, 2027 and who, being eligible to be re-appointed as an Independent Director and has submitted a declaration that he meets the criteria of Independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 (1) of the Act from a member, proposing his candidature for the office of Director, consent of the Members be and is hereby accorded for re-appointment of Mr. Avinash Gupta as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years from 30th May, 2027 to 29th May, 2032 (both days inclusive) on such terms and conditions as stated in the explanatory statement hereto.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or Company Secretary of the Company be and are hereby jointly and/or severally authorised to do all such acts, deeds, matters, things and sign and file all such papers, documents, forms and writings as may be necessary and incidental to the aforesaid resolution."

6. Re-appointment of Mr. Vivek Lohia (DIN: 00574035) as the Managing Director of the Company for a period of 5 (five) years.

To consider, and if thought fit, to pass the following Resolution as a ***SPECIAL RESOLUTION:***

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and any other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the applicable Regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and subject to the provisions of the Articles of Association of the Company and on recommendation of Nomination and Remuneration Committee and approval of the Board of Directors, consent of the Members of the Company be and is hereby accorded for re-appointment of Mr. Vivek Lohia (DIN: 00574035) as the Managing Director of the Company for a period of 5 (five) years, with effect from 30th May, 2027, liable to retire by rotation, upon such remuneration and terms & conditions as set out in the explanatory statement and agreement entered into between the Company and Mr. Vivek Lohia, which agreement also be and is hereby approved, with liberty to the Nomination and Remuneration Committee to alter and vary the terms and conditions thereof including remuneration (within the limits set out in the explanatory statement annexed) in such manner as may be agreed to between the Nomination and Remuneration Committee and Mr. Vivek Lohia, subject to the same not exceeding the limits specified under Section 197 of the Act read with Schedule V of the Act or other applicable provisions of the Act.

RESOLVED FURTHER THAT consent of the Members be and is hereby accorded to the payment of remuneration to Mr. Vivek Lohia (Promoter of the Company), as Managing Director, notwithstanding that the same may be in excess of the limits prescribed under Regulation 17(6)(e) of the Listing Regulations, as amended.

RESOLVED FURTHER THAT where in any financial year during the tenure of Mr. Vivek Lohia, the Company has no profits or its profits are inadequate, the Company may pay to Mr. Vivek Lohia, the remuneration as mentioned in explanatory statement as the minimum remuneration, subject to receipt of the requisite approvals, if any, for a period not exceeding 3 (three) years or such other period as may be statutorily permitted.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or Company Secretary of the Company be and are hereby jointly and/or severally authorised to do all such acts, deeds, matters, things and sign and file all such papers, documents, forms and writings as may be necessary and incidental to the aforesaid resolution."

7. Re-appointment of Mr. Vikash Lohia (DIN: 00572725) as the Deputy Managing Director of the Company for a period of 5 (five) years.

To consider, and if thought fit, to pass the following Resolution as a ***SPECIAL RESOLUTION:***

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and any other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the applicable Regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and subject to the provisions of the Articles of Association of the Company and on recommendation of Nomination and Remuneration Committee and approval of the Board of Directors, consent of the Members of the Company be and is hereby accorded for re-appointment of Mr. Vikash Lohia (DIN: 00572725) as the Deputy Managing Director of the Company for a period of 5 (five) years, with effect from 30th May, 2027, liable to retire by rotation, upon such remuneration and terms and conditions as set out in the explanatory statement and agreement entered into between the Company and Mr. Vikash Lohia, which agreement also be and is hereby approved, with liberty to the Nomination and Remuneration Committee to alter and vary the terms and conditions thereof including remuneration (within the limits set out in the explanatory statement annexed) in such manner as may be agreed to between the Nomination and Remuneration Committee and Mr. Vikash Lohia, subject to the same not exceeding the limits specified under Section 197 of the Act read with Schedule V of the Act or other applicable provisions of the Act.

RESOLVED FURTHER THAT consent of the Members be and is hereby accorded to the payment of remuneration to Mr. Vikash Lohia (Promoter of the Company), as Deputy Managing Director, notwithstanding that the same may be in excess of the limits prescribed under Regulation 17(6)(e) of the Listing Regulations, as amended.

RESOLVED FURTHER THAT where in any financial year during the tenure of Mr Vikash Lohia, the Company has no profits or its profits are inadequate, the Company may pay to Mr. Vikash Lohia, the remuneration as mentioned in explanatory statement as the minimum remuneration, subject to receipt of the requisite approvals, if any, for a period not exceeding 3 (three) years or such other period as may be statutorily permitted.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or Company Secretary of the Company be and are hereby jointly and/or severally authorised to do all such acts, deeds, matters, things and sign and file all such papers, documents, forms and writings as may be necessary and incidental to the aforesaid resolution."

8. Appointment of Ms. Ranjini Roy (DIN: 11774372) as Non-Executive Independent Director.

*To consider, and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION:***

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the 'Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended (hereinafter collectively referred to as the "Applicable Laws") and the Articles of Association of the Company and on recommendation of Nomination and Remuneration Committee and approval of Board of Directors of the Company, Ms. Ranjini Roy (DIN: 11774372), who has been appointed as an Additional Director of the Company in the Independent category and has submitted a declaration that she meets the criteria of Independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 (1) of the Act from a member, proposing her candidature for the office of Director, consent of the Members of the Company be and is hereby accorded for appointment of Ms. Ranjini Roy as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years from 9th July, 2026 to 8th July, 2031 (both days inclusive) on such terms and conditions as stated in the explanatory statement hereto.

RESOLVED FURTHER THAT the Board of Directors of the Company and / or Company Secretary of the Company be and are hereby jointly and/or severally authorised to do all such acts, deeds, matters, things and sign and file all such papers, documents, forms and writings as may be necessary and incidental to the aforesaid resolution."

9. Appointment of Ms. Siddhi Singhania (DIN: 07144036) as Non-Executive Independent Director.

*To consider, and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION:***

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the 'Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended (hereinafter collectively referred to as the "Applicable Laws") and the Articles of Association of the Company and on recommendation of Nomination and Remuneration Committee and approval of Board of Directors of the Company, Ms. Siddhi Singhania (DIN: 07144036), who has been appointed as an Additional Director of the Company in the Independent category and has submitted a declaration that she meets the criteria of Independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 (1) of the Act from a member, proposing her candidature for the office of Director, consent of the Members of the Company be and is hereby accorded for appointment of Ms. Siddhi Singhania as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years from 9th July, 2026 to 8th July, 2031 (both days inclusive) on such terms and conditions as stated in the explanatory statement hereto.

RESOLVED FURTHER THAT the Board of Directors of the Company and / or Company Secretary of the Company be and are hereby jointly and/or severally authorised to do all such acts, deeds, matters, things and sign and file all such papers, documents, forms and writings as may be necessary and incidental to the aforesaid resolution."

10. To approve Payment of Remuneration to Mr. Mark Damian Stevenson (DIN: 11089244), Non-Executive, Non Independent Director.

To consider, and if thought fit, to pass the following resolution as a ***SPECIAL RESOLUTION:***

"**RESOLVED THAT** pursuant to the provisions of sections 197 and 198 read with Schedule V and all other applicable provisions of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and in accordance with the provisions of Regulation 17(6)(ca) and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, consent of the Members of the Company be and is hereby accorded for payment of remuneration by way of compensation upto an amount of ₹ 1,00,00,000/- (Rupees One Crore only) for the financial year 2026-27 to Mr. Mark Damian Stevenson (DIN: 11089244), Non-Executive Non-Independent Director of the Company, details whereof are set out in the Explanatory Statement.

RESOLVED FURTHER THAT wherein in any financial year the Company has no profits or its profits are inadequate, the Company shall pay the aforesaid remuneration to Mr. Mark Damian Stevenson as minimum remuneration.

RESOLVED FURTHER THAT the Board of Directors of the Company and / or Company Secretary of the Company be and are hereby jointly and/or severally authorised to do all such acts, deeds, matters, things and sign and file all such papers, documents, forms and writings as may be necessary and incidental to the aforesaid resolution."

11. Ratification of Remuneration of Cost Auditors for the Financial Year 2026-2027.

To consider, and if thought fit, to pass the following resolution as an ***ORDINARY RESOLUTION:***

"**RESOLVED THAT** pursuant to the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of Companies (Audit and Auditors) Rules, 2014 and all other applicable provisions of the Companies Act, 2013 if any read with rules made thereunder (including any statutory modification(s) and/or re-enactment(s), thereof for the time being in force), the remuneration payable to M/s K Das & Associates, Cost Accountants, [Firm Registration No. 004404], the Cost Auditors appointed by the Board of Directors of the Company, based on recommendation of Audit Committee, as the Cost Auditors of the Company, to conduct the audit of the cost records maintained by the Company for the Financial Year ending 31st March, 2027, amounting to ₹ 75,000/- (Rupees Seventy-Five Thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses, be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or Company Secretary of the Company be and are hereby jointly and/or severally authorized to do all such acts, deeds, matters, things and to sign and file all such papers, documents, forms and writings as may be necessary and incidental to the aforesaid resolution."

12. Alteration of Object Clause and adoption of new set of Memorandum of Association ("MOA") of the Company as per Companies Act, 2013.

To consider, and if thought fit, to pass the following resolution as a ***SPECIAL RESOLUTION:***

"**RESOLVED THAT** pursuant to the provisions of Sections 4,13,15 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force) and rules framed thereunder and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), subject to approval of jurisdictional Registrar of Companies, Ministry of Corporate Affairs and any other appropriate regulatory/statutory authorities and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such authority the consent of the Members of the Company be and is hereby accorded to alter the Object Clause and adopt the new set of Memorandum of Association of the Company, to make it in consonance with the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT existing clause III of MOA of the Company be and are hereby altered as under:

The title of the existing clause III be and is hereby substituted into two parts as:

- Clause III(A) - Main objects to be pursued by the Company on its incorporation:
- Clause III(B) - Matters which are necessary for furtherance of the objects specified in Clause III(A) are:

RESOLVED FURTHER THAT the new Memorandum of Association of the Company, in substitution of and in place of the existing Memorandum of Association, be and is hereby approved, with no change in the existing Clause III(A) containing the Main Objects under sub-clauses 1 to 8.

RESOLVED FURTHER THAT the title of the existing Clause III(B) and Clause III(C), presently titled "The Objects Incidental or Ancillary to the attainment of the Main Objects", containing sub-clauses 1 to 69 and 1 to 12, respectively, be and is hereby substituted with the title "Matters which are necessary for furtherance of the objects specified in Clause III(A) are:", with the existing sub-clauses be renumbered as 1 to 81 and after that four new sub-clauses, numbered (82),(83),(84) and (85), be inserted in Clause III(B) immediately after sub-clause (81), as under:

82. *To carry on in India or abroad the business of generation of electrical power by conventional, non-conventional and renewable methods and sources including coal, lignite, gas, naphtha, oil, diesel and other fossil fuels, solar (photovoltaic, floating solar and solar thermal), wind (onshore and offshore), wind-solar hybrid, hydro, small hydro, pumped storage, biomass, bagasse, bio-gas, municipal and industrial waste-to-energy, geothermal, tidal, wave, green hydrogen, green ammonia, fuel cells and any other form or source of energy, whether now known or developed in the future and to establish, commission, set up, operate and maintain power plants, renewable energy parks, solar parks, wind farms, hybrid power projects and captive or group captive power plants, whether on a standalone, cooperative or joint basis, for a group of industrial and other consumers and to supply, sell and distribute power so generated to the participants in such arrangement, to licensees, to distribution companies or to any other consumers, either directly or through the transmission and distribution systems of the Central or State transmission utilities, State Electricity Boards, distribution licensees or other authorities, under open access or otherwise, by entering into appropriate arrangements including power purchase agreements, energy supply agreements and banking, wheeling and leasing arrangements.*

83. *To establish, acquire, develop, operate and maintain generating stations, accumulation and storage facilities, tie lines, sub-stations, switchyards, workshops, transmission lines, distribution networks and evacuation infrastructure and to lay down cables, wires, feeders and allied works and to carry on the business of transmission, distribution, supply, wheeling, banking and trading of electricity and all forms of energy, including inter-State and intra-State trading of power, purchase and sale of power on power exchanges and to deal in renewable energy certificates, energy saving certificates, carbon credits and other environmental attributes and to act as an aggregator, licensee, franchisee or agent for any of the foregoing, in accordance with applicable laws.*

84. *To undertake, carry on and engage in, either alone or jointly, through itself or other companies promoted by the Company or promoters identified by the Company or through third parties, contractors and operators, the business of manufacturers, producers, assemblers, integrators, developers, dealers, importers, exporters, stockists, distributors, agents or otherwise deal in energy storage systems and solutions of every kind including Battery Energy Storage Systems (BESS), containerised and grid-scale battery storage, lithium-ion, sodium-ion, flow and other advanced chemistry cells and batteries, dry batteries, button batteries, battery plates, battery separators, battery containers, cells, lids, battery management systems, power conversion systems, inverters, chargers and any other battery and energy storage components and ancillary equipment; and to establish, set up, own, operate and maintain standalone or co-located energy storage projects, including battery energy storage projects and pumped storage projects, for the purposes of storage of electricity, grid balancing, ancillary and flexibility services, peak shaving, load shifting, round-the-clock renewable power supply and firm and dispatchable renewable energy and to charge, store, discharge, buy, sell, lease and trade the capacity and output thereof.*

85. *To plan, design, develop, construct, own, operate, maintain and transfer all and any kind of infrastructure facilities and services required for or ancillary to power generation, transmission, distribution, energy storage and renewable energy projects, including land acquisition and development, power evacuation infrastructure, transmission corridors, roads, railway sidings, water supply, treatment and recycling facilities, water desalination plants, effluent treatment and solid waste management facilities, gas or other fuel supply and handling systems, environmental protection and pollution control facilities, telecommunication, data transmission and information technology networks, factory buildings, warehouses, workshops, research and training centres and residential, community and other social infrastructure for such projects and to develop and operate solar parks, wind parks, hybrid renewable energy parks and energy storage parks and to purchase, acquire, take on lease or in exchange or in any other lawful manner any land, buildings and structures for the foregoing purposes and to undertake liaison with governmental and regulatory authorities and other allied work in connection therewith.*

RESOLVED FURTHER THAT the Board of Directors of the Company and/or Company Secretary of the Company be and are hereby jointly and/or severally authorized to do all such acts, deeds, matters, things and to sign and file all such papers, documents, forms and writings as may be necessary and incidental to the aforesaid resolution."

13. Adoption of new set of Articles of Association ("AOA") of the Company as per Companies Act, 2013.

*To consider, and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION:***

"**RESOLVED THAT** pursuant to the provisions of Section 5, 14 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the rules framed thereunder, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the consent of the Members of the Company be and is hereby accorded to replace, alter, modify, revise and adopt, the existing Articles of Association of the Company with the new set of Articles of Association ("New Articles") and that the said New Articles be and are hereby approved and adopted as the Articles of Association of the Company and the said New Articles shall be the regulations of the Company, in substitution of and to the entire exclusion of the existing Articles of Association.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or Company Secretary of the Company be and are hereby jointly and/or severally authorized to do all such acts, deeds, matters, things and to sign and file all such papers, documents, forms and writings as may be necessary and incidental to the aforesaid resolution."

14. Modification to the object clause for utilization of funds raised by way of issuance of equity shares and/or equity linked securities by way of Qualified Institutions Placement ("QIP") in December, 2023.

To consider, and if thought fit, to pass the following resolution as a ***SPECIAL RESOLUTION:***

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 ("Act") read with the rules made thereunder including the Companies (Incorporation) Rules, 2014, (including any amendment(s), statutory modification(s), and/or re-enactment(s) thereof for the time being in force), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('Listing Regulations') Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (the "SEBI ICDR Regulations"), the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to vary the terms of one of the Object as mentioned in the Placement Document ("PD") and Preliminary Placement Document ("PPD") filed with the Stock Exchanges on which the equity shares of the Company are listed, in connection with the capital raised by way of issuance of equity shares through Qualified Institutions Placement ("QIP") and approval of the members on 25th October, 2023 by way of Postal Ballot Notice dated 19th September, 2023 and subsequent approval of the members on 18th April, 2025 by way of Postal Ballot Notice dated 4th March, 2025 being the object Enhance the capacity of the existing alloy steel foundry at Bandel, West Bengal by permitting the **utilisation of the unutilised portion of the net proceeds earmarked for the aforesaid object towards working capital requirements**, in accordance with the applicable provisions of the Act, SEBI ICDR Regulations and other applicable laws, rules and regulations.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee thereof and/or any person(s) authorised by the Board in this regard) be and is hereby authorised to determine the amount of unutilised funds to be so utilised, subject to the applicable statutory and regulatory requirements and the limits, if any, prescribed under the SEBI ICDR Regulations and other applicable laws.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers pertaining to the QIP in such manner as they may deem fit to Fund Raising Committee of the Board, with powers to further delegate any of such powers to any of the Director(s) and/or Official(s) of the Company or any other person(s), with or without such condition(s) or stipulation(s) or in any manner, as the Fund Raising Committee may deem fit in its absolute discretion.

RESOLVED FURTHER THAT all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects."

By order of the Board of Directors
For Jupiter Wagons Limited

Sd/-
Ritesh Kumar Singh
Company Secretary & Compliance Officer
Membership No. F9722

Place: Kolkata
Date: 14th August, 2026

Registered Office:
48, Vandana Vihar
Narmada Road, Gorakhpur
Jabalpur – 482001(M.P.)

Corporate Office:
16 Taratala Road
Kolkata - 700088 (W.B.)
(w.e.f. 16th July, 2026)

NOTES

1. The Ministry of Corporate Affairs ("MCA") vide its General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, read with other related circulars including latest being General Circular No. 03/2025 dated September 22, 2025 read together with other previous Circulars issued by MCA in this regard (collectively referred to as "MCA Circulars"), companies are permitted to convene the AGM through VC or OAVM without physical presence of the Members at a common venue.

   Further, Securities and Exchange Board of India ('SEBI'), vide its Circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023, October 7, 2023, October 3, 2024, January 30, 2026 and other applicable circulars issued in this regard (collectively referred to as 'SEBI Circulars'), have provided relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

   Hence, in compliance with the aforesaid circulars and provisions of the Companies Act, 2013 (the "Act") and Listing Regulations, the forty sixth AGM of the Company is being held through VC/OAVM. The proceedings of the AGM will be deemed to be conducted from the Corporate Office of the Company which shall be the deemed Venue of the AGM.

   M/s. Kfin Technologies Limited will be providing a facility for voting through remote e-voting, for participation in the AGM through VC/OAVM and e-voting during the AGM. The procedure for participating in the AGM through VC/OAVM is explained hereunder and is also available on the website of the Company at www.jupiterwagons.com.

2. Since the AGM will be held through VC/OAVM, the Route Map for the AGM venue is not annexed to this Notice and also the requirement of physical attendance of Members has been dispensed with. **Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed to this Notice.**

3. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG format) of its Board or Governing Body Resolution/Authorization etc., authorizing its representative on its behalf to vote through remote e-voting or attend the AGM through VC/OAVM and cast vote during the AGM. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail through its registered e-mail address at cs@jupiterwagons.com, singhania.shruti19@gmail.com with a copy marked to einward.ris@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Jupiter Wagons Limited_EVEN No. 10134".

4. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out the material facts relating to Special Businesses to be transacted at the AGM, as set out in this Notice, is annexed hereto.

5. **Nomination facility:** As per the provisions of Section 72 of the Act, the facility for making nomination is available to the Members in respect of the shares held by them. Members who have not yet registered their nominations are requested to register the same by submitting Form No. SH-13. If a Member desires to opt-out or cancel the earlier nomination and record a fresh nomination, the Member may submit the same in Form ISR-3 or Form SH-14, as the case may be. The said forms can be downloaded from the website of the RTA at https://ris.kfintech.com/clientservices/isc/isrforms.aspx. Members are requested to submit the said form to their DPs.

   Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in demat form only, while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificate; Endorsement; Sub-division/Splitting of securities certificate; Consolidation of securities certificates/folios; Transmission and Transposition. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the website of the Company's RTA at https://ris.kfintech.com/clientservices/isc It may be noted that any service request can be processed only after the folio is KYC compliant.

6. The details of members who have not claimed their dividend declared upto 31st March, 2026 are made available on the Company's website at www.jupiterwagons.com. Members who have not encashed/claimed their dividend upto 31st March, 2026 are advised to write to the Company or KFin immediately, claiming dividends declared by the Company. Pursuant to the provisions of Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer & Refund) Rules, 2016, the amount of dividend and the underlying shares on which dividends remain unpaid or unclaimed for a period of seven consecutive years or more shall be transferred to the Investor Education and Protection Fund (IEPF) Authority as notified by the Ministry of Corporate Affairs.

7. Members are requested to intimate changes, if any, about their name, postal address, e-mail address, telephone/mobile numbers, PAN, power of attorney registration, Bank Mandate details, etc. to their DPs in case the shares are held in electronic form in prescribed Form No. ISR-1, quoting their folio number and enclosing the self-attested supporting documents as stated therein. Further, Members may note that SEBI has mandated the submission of PAN by every participant in the securities market. Members are therefore, requested to submit the

PAN to their depository participants with whom they are maintaining their demat accounts

8. It is mandatory to link PAN to Aadhaar for the PAN to be valid and operative. To prevent fraudulent transactions, Members are advised: (i) to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible; (ii) not to leave their demat account(s) dormant for long; and (iii) to obtain periodic statement of holdings from the concerned DPs and verify from time to time.

9. SEBI vide Circular dated July 31, 2023 read with Master Circular dated December 28, 2023, has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market. Pursuant to above mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (https://smartodr.in/login).

10. Brief profile of the Directors, who are seeking appointment/re-appointment or fixation of remuneration are annexed hereto as per requirements of Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings ('SS-2') and as per provisions of the Act are forming part of the explanatory statement to this Notice.

11. The facility of joining the AGM through VC/OAVM will be opened 15 minutes before the scheduled start time of the AGM, i.e., from 12:45 p.m.

12. Institutional Investors who are members of the Company are encouraged to attend and vote at the Forty Sixth AGM of the Company.

13. A recorded transcript of the meeting shall be uploaded on the website of the Company and the same shall also be maintained in the safe custody of the Company.

14. To receive shareholders' communications through electronic means, including Annual Reports and Notices, members are requested to kindly register/update their e-mail address with their respective depository participant.

15. With a view to help us serve the members better, our RTA, KFINTECH in accordance with the Master SEBI Circular has created an online application which can be accessed via the link : https://kprism.kfintech.com/ by registering with the PAN of the first holder.

16. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

17. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Act and all other documents referred to in the Notice will be available for inspection in electronic mode.

18. For more details on shareholders' matters, please refer to the chapter on General Shareholder Information, included in the Annual Report.

19. In case a person has become a member of the Company after dispatch of AGM Notice, but on or before the cut-off date for e-voting, i.e., 22nd September 2026, such person may obtain the User ID and Password from KFin by e-mail request on einward.ris@kfintech.com.

20. Alternatively, member may send signed copy of the request letter providing the e-mail address, mobile number, self-attested PAN copy along with client master copy (in case of electronic folio)/copy of share certificate (in case of physical folio) via e-mail at the e-mail id einward.ris@kfintech.com for obtaining the Annual Report and Notice of the AGM.

A. VOTING THROUGH ELECTRONIC MEANS:

i. In terms of the provisions of section 108 of the Act, read with rule 20 of the Companies (Management and Administration) Rules, 2014 as amended (hereinafter called 'the Rules' for the purpose of this section of the Notice) and Regulation 44 of the Listing Regulations and in terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 9th December 2020 in relation to e-voting facility provided by Listed Entities, the members are provided with the remote e-voting facility to exercise votes on the items of business given in the Notice, through the e-voting services provided by KFin or to vote at the AGM.

ii. The e-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts / website of Depositories / DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process.

iii. The Members, whose names appear in the Register of Members/list of Beneficial Owners as on 22nd September 2026 (end of day), being the cut-off date fixed for determining voting rights of members who are entitled to participate in the e-voting process. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.

iv. Members can cast their vote online from 26th September 2026 (9.00 a.m.) till 28th September 2026 (5.00 p.m.). Voting beyond the said date shall not be allowed and the remote e-voting facility shall be blocked.

v. Shareholders are advised to update their mobile number and e-mail ID with their DPs in order to access e-voting facility.

vi. The details of the process and manner for remote e-voting are explained herein below:

INFORMATION AND INSTRUCTIONS RELATING TO e-VOTING

Step 1: Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access to KFintech e-Voting system in case of shareholders holding shares in physical form and non-individual shareholders in demat mode.

Details on Step 1 are mentioned below:

1) Login method for remote e-Voting for Individual shareholders holding securities in demat mode

Individual Shareholders holding securities in demat mode with NSDL	Individual Shareholders holding securities in demat mode with CDSL
(i) Users already registered for IDeAS facility: 1. **Visit URL:** https://eservices.nsdl.com 2. **Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section.** 3. **On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting"** 4. **Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.**	**(i) Users who have opted for Easi/ Easiest:** 1. **Visit URL:** https://web.cdslindia.com/myeasitoken/home/login **Or URL:** www.cdslindia.com 2. **Click on New System Myeasi** 3. **Login with your registered user id and password.** 4. **User will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal.** 5. **Click on e-Voting service provider name to cast your vote.**
(ii) Users not registered for IDeAS e-Services: 1. **To register click on link:** https://eservices.nsdl.com 2. **Select "Register Online for IDeAS" or click at** https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. **Proceed with completing the required fields.** 4. **Follow steps given in point no. (i)**	**(ii) User not registered for Easi/ Easiest:** 1. **Option to register is available at** https://web.cdslindia.com/myeasitoken/Home/EasiRegistration 2. **Proceed with completing the required fields.** 3. **Follow the steps given in point no. (i)**
(iii) Users may alternatively vote by directly accessing the e-Voting website of NSDL: 1. **Open URL:** https://www.evoting.nsdl.com/ 2. **Click on the icon "Login" which is available under 'Shareholder/ Member' section.** 3. **A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.** **NSDL Mobile APP** Members can also download the NSDL Mobile App "NSDL Speede" facility by scanning the QR code for seamless voting experience. NSDL Mobile App is available on App Store Google Play 4. **Post successful authentication, you will be requested to select the name of the company and the e-Voting Service Provider name, i.e., Kfintech.** 5. **On successful selection, you will be redirected to Kfintech e-Voting page for casting your vote during the remote e-Voting period.**	**(iii) Users may alternatively vote by directly accessing the e-Voting website of CDSL:** 1. **Visit URL:** www.cdslindia.com 2. **Provide your Demat Account Number and PAN No.** 3. **System will authenticate user by sending OTP on registered Mobile & Email as recorded in the Demat Account.** 4. **After successful authentication, user will be provided links for the respective ESP, i.e., KFintech where the e- Voting is in progress.**

2) Individual Shareholders login through their Demat accounts/ Website of Depository Participant

(i) Shareholders may login using the login credentials of their demat account through their Depository Participants registered with NSDL /CDSL for e-Voting facility.

(ii) Once logged-in, Shareholders will be able to see e-Voting option.

(iii) On clicking e-Voting option, Shareholders will be redirected to NSDL/ CDSL website after successful authentication, wherein they will be able to view the e-Voting feature.

(iv) Click on options available against 'Jupiter Wagons Limited' or 'KFintech'.

Shareholders will be redirected to e-Voting website of KFintech for casting their vote during the remote e-Voting period without any further authentication.

Important note: Shareholders who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at above mentioned websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL is as under:

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022-4886 7000 and 022-2499 7000
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33.

Details on Step 2 are mentioned below:

Login method for shareholders holding shares in physical form and non-individual shareholders in demat mode

1. Shareholders whose email IDs are registered with the Company/ Depository Participant(s), will receive an email from KFintech which will include details of e-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

1. Launch internet browser by typing the URL: https://evoting.kfintech.com/

2. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (e-Voting Event Number) 10134, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-Voting, you can use your existing User ID and password for casting the vote.

3. After entering these details appropriately, click on "LOGIN".

4. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc., on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it.

   It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

5. You need to login again with the new credentials.

6. On successful login, the system will prompt you to select the "EVEN" i.e., "JUPITER WAGONS LIMITED" and click on "Submit".

7. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/ AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/ AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option "ABSTAIN". If the Shareholder does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

   i. Shareholders holding multiple folios/ demat accounts shall choose the voting process separately for each folio/ demat accounts.

   ii. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as Abstained.

   iii. You may then cast your vote by selecting an appropriate option and click on "Submit".

   iv. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Shareholders can login any number of times till they have voted on the Resolution.

Corporate/ Institutional Shareholders (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF/ JPG format) of certified true copy of the Board Resolution/ Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), who is/ are authorized to vote, to the Scrutinizer through email at cs@jupiterwagons.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Jupiter Wagons Limited_EVEN No. 10134."

2. Shareholders whose email IDs are not registered with the Company/ Depository Participants(s) and consequently the Notice of AGM and e-Voting instructions cannot be serviced, will have to follow the process as mentioned in Step 1 above.

After receiving the e-Voting instructions, please follow all steps above to cast your vote by electronic means.

In case of any query and/ or grievance, in respect of voting by electronic means, Shareholders may refer to:

1. Help & Frequently Asked Questions (FAQs) and e-Voting user manual available at the 'Download' section of https://evoting.kfintech.com OR

2. Contact Mr. Anandan K, AVP of KFin Technologies Limited, Selenium Building, Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032 OR

3. Email at einward.ris@kfintech.com or evoting@kfintech.com or call KFintech's toll free No. 1- 800-4254-034/035 for any further clarifications.

B. VOTING AT AGM:

i. Only those members/shareholders, who will be present in the AGM through video conferencing facility and have not cast their vote through remote e-voting & are otherwise not barred from doing so are eligible to vote through e-voting in the AGM.

ii. However, members who have voted through remote e-voting will be eligible to attend the AGM.

iii. Members attending the AGM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.

iv. Upon declaration by the Chairman about the commencement of e-voting at AGM, members shall click on the thumb sign on the left-hand bottom corner of the video screen for voting at the AGM, which will take them to the 'Instapoll' page.

v. Members to click on the 'Instapoll' icon to reach the resolution page and follow the instructions to vote on the resolutions.

C. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM:

i. Members will be able to attend the AGM through VC/ OAVM or view the live webcast of AGM provided by KFin at https://emeetings.kfintech.com

a. by using the registered mobile number and OTP option;

b. by using the registered email address and OTP option;

or

c. by using their remote e-voting login credentials.

The link for AGM will be available in members login where the EVENT and the name of the Company can be selected. Members who do not have User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned under heading A above.

ii. Members are encouraged to join the meeting through Laptops for better experience.

iii. Further, members will be required to allow camera, if any and hence use internet with a good speed to avoid any disturbance during the meeting.

iv. While all efforts would be made to make the VC/ OAVM meeting smooth, participants connecting through mobile devices, tablets, laptops etc. may at times experience audio/video loss due to fluctuation in their respective networks. Use of a stable Wi-Fi or LAN connection can mitigate some of the technical glitches.

v. Members, who would like to express their views or ask questions during the AGM will have to register themselves as a speaker by visiting the URL https://emeetings.kfintech.com/ and clicking on the tab "Speaker Registration" during the period starting from 27th September 2026 (9.00 a.m.) upto 28th September 2026 (5.00 p.m.). Only those members who have registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. Please note that only questions of the members holding the shares as on cut-off date will be considered. The queries may be raised precisely and in brief to enable the Company to answer the same suitably depending on the availability of time at the meeting.

vi. A video guide assisting the members attending AGM either as a speaker or participant is available for quick reference at URL https://emeetings.kfintech.com/

vii. Members who need technical assistance before or during the Forty Sixth AGM can contact KFin at Helpline: 1-800-4254-034/035.

GENERAL INSTRUCTIONS:

i. The Board has appointed Ms. Shruti Singhania (FCS No. 11752), Kolkata or failing her, Ms. Ankita Thakur (ACS No. 57767), as the Scrutinizer for scrutinizing the remote e-voting and e-voting process at the AGM, in a fair and transparent manner.

ii. The Managing Director shall formally propose to the members participating through VC/OAVM facility to vote on the resolutions as set out in the Notice of the Forty Sixth AGM and announce the start of the casting of vote through the e-voting system of KFin.

iii. The Scrutinizer shall, immediately after the conclusion of e-voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes through e-voting in the presence of at least two witnesses, not in the employment of the Company and make a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Managing Director or in his absence Company Secretary of the Company, who shall countersign the same.

iv. The Scrutinizer shall submit her report to the Managing Director or in his absence to the Company Secretary of the Company, who shall declare the result of the voting. The results declared along with the scrutinizer's report shall be placed on the Company's website www.jupiterwagons.com and on the website of KFin https://evoting.kfintech.com/ and shall also be communicated to the stock exchanges. The resolutions shall be deemed to be passed at the AGM of the Company.

v. The Notice of AGM is being sent to those members / beneficials owners whose names appears in the register of members / list of beneficiary received from the depositories on 3rd September 2026.

vi. In compliance with the MCA circulars and the SEBI circulars, Notice of the AGM along with the Annual Report 2025-26 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Furthermore, pursuant to Regulation 36(1)(b) of the Listing Regulations, a letter will be sent to those Members whose email addresses are not registered with the Company/ Registrar & Transfer Agent of the Company intimating them about the web-link, including the exact path, where complete details of the Annual Report 2025-26 of the Company, is available including the information pertaining to the 46th AGM of the Company, scheduled to be held on 29th September, 2026. Members may note that the Notice and the Annual Report 2025-26 will also be available on the Company's website www.jupiterwagons.com and websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 READ TOGETHER WITH REGULATION 17(11) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND OTHER APPLICABLE LAWS (AS AMENDED)

Item No 4

The Board of Directors of the Company had appointed Mrs. Madhuchhanda Chatterjee (DIN: 02510507), as an Independent Director on the Board of Directors for a period of 5 years with effect from 30th May, 2022 to 29th May, 2027, which was approved by the shareholders via Postal Ballot on 30th August, 2022. Accordingly, the first term of five consecutive years of Mrs. Madhuchhanda Chatterjee as an Independent Director ends on 29th May, 2027.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of up to five consecutive years on the Board of a Company.

The Nomination and Remuneration Committee, on the basis of the report on performance evaluation of Independent Director and her consent for re-appointment, has recommended re-appointment of Mrs. Madhuchhanda Chatterjee, for a second term of five consecutive years from 30th May, 2027 to 29th May, 2032 (both days inclusive) as an Independent Director on the Board of the Company. The Board, based on the performance evaluation of Independent Director and as recommended by the Nomination and Remuneration Committee, also considers that, given her background, experience and substantial contributions made by her during her tenure, the continued association of Mrs. Madhuchhanda Chatterjee, would be beneficial to the Company and it is desirable to continue availing her services as Independent Director. The Board, therefore, proposed to re-appoint Mrs. Madhuchhanda Chatterjee, as an Independent Director of the company, not liable to retire by rotation, for a second term of five consecutive years from 30th May, 2027 to 29th May, 2032 (both days inclusive).

Mrs. Madhuchhanda Chatterjee will attain the age of 75 years during the continuation of her second term i.e., on 15th August, 2027 and in order to continue her directorship, a Special Resolution has to be passed pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Accordingly, the prior approval of the Members of the Company is being sought by way of a special resolution for the same.

The Company has received from Mrs. Madhuchhanda Chatterjee (i) consent to act as Director in writing in Form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014; (ii) disclosure in Form DIR-8 pursuant to Rule 14(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that she is not disqualified under sub section (1) and (2) of Section 164 of the Companies Act, 2013; (iii) declaration to the effect that she meets the criteria of independence as prescribed both under subsection (6) of Section 149 of the Act, Rules made thereunder and under the Listing Regulations; (iv) declaration to the effect that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs; and (v) declaration to the effect that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company. Mrs. Madhuchhanda Chatterjee has also confirmed that the directorships held by her are within the limits as prescribed under the Act and Regulation 25 of the Listing Regulations.

The Board of Directors is of the opinion that Mrs. Madhuchhanda Chatterjee fulfills the conditions specified in the Act and the Rules framed thereunder read with the Listing Regulations for her re-appointment as an Independent Director and she is independent of the Company's management. She also possesses appropriate skills, experience and knowledge required for discharge of her duties as Independent Director.

The Company has received notice in writing from a member under Section 160(1) of the Act proposing the candidature of Mrs. Madhuchhanda Chatterjee for the office of Independent Director of the Company. The notice is available for inspection by the members in electronic mode.

Copy of draft letter of re-appointment of Mrs. Madhuchhanda Chatterjee setting out the terms and conditions of reappointment shall be available for inspection by the Members in electronic mode. Members seeking to inspect such documents are requested to follow the procedure mentioned in the Notes to this Notice.

She shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board of Directors, reimbursement of expenses for participating in the Board and other meetings within the limits stipulated under Section 197 of the Act.

Brief Profile of Mrs. Madhuchhanda Chatterjee

Dr. Chatterjee is acting as Executive Director of Anamika Kala Sangam, a premier cultural organization of Kolkata. Dr. Chatterjee has worked as a Consultant in the Ministry of Culture, Govt. of India, steering the plans made by the Ministry. She has also been the Nodal Officer of a Digitization Project under the Indira National Centre for the Arts, Govt. of India. She possesses vast experience in the field of Administration, Corporate Social Responsibility, Sustainability, N.G.O., Academics, Education and Authorship.

Brief resume, the nature of expertise in specific functional areas, names of companies in which she holds directorships, committee memberships/ chairmanships, her shareholding and other details as required under the Listing Regulations and Secretarial Standard on General Meetings, are separately annexed hereto.

Except Mrs. Madhuchhanda Chatterjee and her relatives, none of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding in the Company, if any.

The Board of Directors of the Company recommends the special resolution for re-appointment of Mrs. Madhuchhanda Chatterjee as a Non-Executive Independent Director of the Company for your approval.

Item No 5

The Board of Directors of the Company had appointed Mr. Avinash Gupta, (DIN: 02783217), as an Independent Director on the Board of Directors for a period of 5 years with effect from 30th May, 2022 to 29th May, 2027, which was approved by the shareholders via Postal Ballot on 30th August, 2022. Accordingly, the first term of five consecutive years of Mr. Avinash Gupta as an Independent Director ends on 29th May, 2027.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of up to five consecutive years on the Board of a Company.

The Nomination and Remuneration Committee, on the basis of the report on performance evaluation of Independent Director and his consent for re-appointment, has recommended re-appointment of Mr. Avinash Gupta, for a second term of five consecutive years from 30th May, 2027 to 29th May, 2032 (both days inclusive) as an Independent Director on the Board of the Company. The Board, based on the performance evaluation of Independent Director and as recommended by the Nomination and Remuneration Committee, also considers that, given his background, experience and substantial contributions made by him during his tenure, the continued association of Mr. Avinash Gupta, would be beneficial to the Company and it is desirable to continue availing his services as Independent Director. The Board therefore, proposed to re-appoint Mr. Avinash Gupta as an Independent Director of the company, not liable to retire by rotation, for a second term of five consecutive years from 30th May, 2027 to 29th May, 2032 (both days inclusive).

The Company has received from Mr. Avinash Gupta (i) consent to act as Director in writing in Form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014; (ii) disclosure in Form DIR-8 pursuant to Rule 14(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub section (1) and (2) of Section 164 of the Companies Act, 2013; (iii) declaration to the effect that he meets the criteria of independence as prescribed both under subsection (6) of Section 149 of the Act, Rules made thereunder and under the Listing Regulations; (iv) declaration to the effect that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs; and (v) declaration to the effect that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. Mr. Avinash Gupta has also confirmed that the directorships held by him are within the limits as prescribed under the Act and Regulation 25 of the Listing Regulations.

The Board of Directors is of the opinion that Mr. Avinash Gupta fulfills the conditions specified in the Act and the Rules framed thereunder read with the Listing Regulations for his re-appointment as an Independent Director and he is independent of the Company's management. He also possesses appropriate skills, experience and knowledge required for discharge of his duties as Independent Director.

The Company has received notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Avinash Gupta for the office of Independent Director of the Company. The notice is available for inspection by the members in electronic mode.

Copy of draft letter of re-appointment of Mr. Avinash Gupta setting out the terms and conditions of reappointment shall be available for inspection by the Members in electronic mode. Members seeking to inspect such documents are requested to follow the procedure mentioned in the Notes to this Notice.

He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board of Directors, reimbursement of expenses for participating in the Board and other meetings within the limits stipulated under Section 197 of the Act.

Brief Profile of Mr. Avinash Gupta

Mr. Avinash Gupta has total 35 years of experience in field of finance & accounts and has headed several organisations including Deloitte. His key area of expertise include economics, business management and finance. He was the Managing Director of Dun & Bradstreet Information Services India Private Limited.

He is an MBA from the A.B. Freeman School of Business, Tulane University (Deans List with full fellowship) and a B.Tech. in Mechanical Engineering from the Indian Institute of Technology, BHU Varanasi.

Brief resume, the nature of expertise in specific functional areas, names of companies in which he holds directorships, committee memberships/ chairmanships, his shareholding and other details as required under the Listing Regulations and Secretarial Standard on General Meetings, are separately annexed hereto.

Except Mr. Avinash Gupta and his relatives, none of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding in the Company, if any.

The Board of Directors of the Company recommends the special resolution for re-appointment of Mr. Avinash Gupta as a Non-Executive Independent Director of the Company for your approval.

Item No 6

The Shareholders via Postal Ballot held on 30th August, 2022, approved the re-appointment of Mr. Vivek Lohia (DIN: 00574035) as the Managing Director of the Company for a period of five (5) years, with effect from 30th May, 2022 to 29th May, 2027.

Based on the recommendation of the Nomination and Remuneration Committee, the Board at its meeting held on 14th August, 2026, approved the re-appointment of Mr. Vivek Lohia, as the a Managing Director for a further period of five consecutive years from 30th May, 2027 to 29th May, 2032 (both days inclusive), subject to the approval of the shareholders in the Annual General Meeting.

Brief Profile of Mr. Vivek Lohia is given below

Mr. Vivek Lohia possesses over 25 years of rich and diverse experience in service operations management, rail transportation planning and management, infrastructure and transportation systems, supply chain and logistics management, business development and marketing. His extensive experience and understanding of the railway and mobility ecosystem have played a significant role in shaping the growth and strategic direction of Jupiter Wagons Limited ("Company").

Mr. Vivek Lohia has been associated with the Company in a leadership capacity and has been instrumental in driving its transformation from a traditional railway wagon manufacturer into a diversified mobility solutions provider. As Managing Director, he has played a pivotal role in strengthening the Company's market position, expanding its product and business portfolio, developing new business opportunities and fostering long-term relationships with key customers and stakeholders. His strategic focus on business development, customer engagement, operational efficiency and financial discipline has contributed significantly to the Company's sustained growth and expansion.

In particular, Mr. Vivek Lohia has been closely involved in expanding the Company's presence across the railway and mobility sectors, including through diversification into areas such as railway freight and passenger mobility solutions, railway components and electric mobility. His leadership has also contributed to strengthening the Company's manufacturing capabilities, enhancing its competitive position and pursuing strategic initiatives aimed at creating long-term value for the Company and its stakeholders.

Mr. Vivek Lohia also plays an important role in establishing and maintaining strategic relationships with customers, industry participants and other stakeholders, which is critical to securing new business opportunities and strengthening the Company's position in the evolving railway and transportation ecosystem.

He has been appointed as the Managing Director (Promoter/ Executive) of the Company with effect from 30th May, 2022. He is a graduate from Wharton Business School, USA and is the Chairman of the National Railway Council of ASSOCHAM. He is also associated with various industry and business chambers and forums, including FICCI and CII. He also served as the Honorary Consul of the Slovak Republic, fostering international collaboration.

His extensive industry experience, strategic vision, customer-centric approach and contribution towards the expansion and diversification of the Company's business make him a key member of the leadership team and an important contributor to the continued growth and development of Jupiter Wagons Limited.

The appointment and payment of remuneration to Mr. Vivek Lohia shall be guided by the provisions of the Companies Act, 2013, on such emoluments as outlined below.

1. **TENURE OF APPOINTMENT:**

   The re-appointment of Mr. Vivek Lohia as a Managing Director is for a period of 5 years with effect from 30th May, 2027.

2. **DUTIES AND RESPONSIBILITIES:**

   Mr. Vivek Lohia, the 'Managing Director' of the Company, subject to the provisions of the Companies Act, 2013 and overall superintendence and control of the Board of Directors of the Company, shall perform such duties and exercise such powers, as have been or may, from time to time, be entrusted to, or conferred on him, by the Board of Directors of the Company.

3. **REMUNERATION:**

   (a) Basic Salary shall be ₹ 31,25,000/-(net of tax) per month and thereafter an increase of not exceeding 25 per cent every year as per the policy of the Company, subject to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors .

   (b) Minimum Remuneration - Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of tenure of Mr. Vivek Lohia, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of basic salary and perquisites as specified above as minimum remuneration.

4. **OTHER TERMS OF APPOINTMENT:**

   (a) Mr. Vivek Lohia shall not become interested or otherwise concerned, directly or through his spouse and/ or children, in any selling agency of the Company.

(b) The terms and conditions of the re-appointment of Mr. Vivek Lohia may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and Mr. Vivek Lohia, subject to such approvals as may be required.

(c) The re-appointment may be terminated by either party by giving to the other party six months' notice of such termination or the Company paying six months' remuneration in lieu thereof.

(d) The employment of Mr. Vivek Lohia may be terminated by the Company without notice or payment in lieu of notice:

   i. If Mr. Vivek Lohia is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associated company to which he is required to render services; or

   ii. In the event of any serious, repeated or continuing breach (after prior warning) or nonobservance by Mr. Vivek Lohia of any of the stipulations contained herein; or

   iii. In the event the Board expresses its loss of confidence in Mr. Vivek Lohia; or

(e) In the event Mr. Vivek Lohia is not in a position to discharge his official duties due to any physical or mental incapacity, the Board shall be entitled to terminate his contract on such terms as the Board may consider appropriate in the circumstances.

(f) Upon the termination by whatever means of the employment Mr. Vivek Lohia shall immediately tender his resignation from offices held by him in any subsidiaries and associated companies and other entities without claim for compensation for loss of office and shall not without the consent of the Company at any time thereafter represent himself as connected with the Company or any of the subsidiaries or associated companies.

(g) Mr. Vivek Lohia will be liable to retire by rotation.

The Board of Directors is of the opinion that the above remuneration being paid / payable to Mr. Vivek Lohia, as Managing Director of the Company, is commensurate with his duties and responsibilities.

It has been further provided in Regulation 17(6)(e) that the aggregate annual remuneration payable to the executive directors, who are promoters or members of promoter group, shall be subject to the approval of the shareholders by special resolution in general meeting if:

i. the annual remuneration payable to such executive director exceeds Rupees 5 crore or 2.5 per cent of the net profits of the listed entity, whichever is higher; or

ii. where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 percent of the net profits of the listed entity:

Provided that the approval of the shareholders under this provision shall be valid only till the expiry of the term of such director. As the proposed remuneration paid to executive directors, who are promoters or members of promoter group of the Company is likely to exceed the above thresholds, the matter requires approval of the Shareholders of the Company by way of Special Resolution.

The approval of the members by way of Special Resolution as per Item No. 6 of this Notice shall also be deemed to be approved under Regulation 17(6)(e) of the Listing Regulations.

Mr. Vivek Lohia satisfies all conditions set out in sub-section (3) of Section 196 and Part-I of Schedule V of the Companies Act, 2013 for being eligible for this re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act. Your Directors believe that continued association of Mr. Vivek Lohia would be of immense benefit to the Company and hence recommends to the Members the Special Resolution at item no. 6 of this Notice for your approval to reappoint Mr. Vivek Lohia as a Managing Director, liable to retire by rotation and for payment of remuneration to him.

Copy of agreement entered into by the Company and Mr. Vivek Lohia, setting out the terms and conditions of his reappointment as a Managing Director shall be open for inspection by the Members in electronic mode. Members seeking to inspect such documents are requested to follow the procedure mentioned in the Notes to this Notice.

Additional details of Mr. Vivek Lohia as required pursuant to Companies Act, 2013 (hereinafter referred to as 'the Act') and the Secretarial Standard-2 issued by the Institute of Company Secretaries of India are provided in the table annexed to this Notice.

Except Mr. Vivek Lohia, Mr. Vikash Lohia and their relatives, none of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding in the Company, if any.

The Board of Directors of the Company recommends the special resolution for re-appointment of Mr. Vivek Lohia as a Managing Director for your approval.

Item No 7

The Shareholders via Postal Ballot held on 30th August, 2022, approved the re-appointment of Mr. Vikash Lohia (DIN: 00572725) as a Wholetime Director (change in designation to Deputy Managing Director) of the Company for a period of five years, with effect from 30th May, 2022 to 29th May, 2027.

Based on the recommendation of the Nomination and Remuneration Committee, the Board at its meeting held on 14th August, 2026, approved the re-appointment of Mr. Vikash Lohia, as a Deputy Managing Director for a term of five consecutive years from 30th May, 2027 to 29th May, 2032 (both days inclusive), subject to the approval of the shareholders in the Annual General Meeting.

Brief Profile of Mr. Vikash Lohia is given below

Mr. Vikash Lohia has over 25 years of professional experience, including more than 15 years of specialised experience in the railway wagon industry. His extensive industry knowledge, commercial acumen and understanding of the railway manufacturing ecosystem have enabled him to make a meaningful contribution to the growth and development of Jupiter Wagons Limited ("Company").

In his capacity as Deputy Managing Director, Mr. Vikash Lohia has been closely associated with the Company's commercial functions and has played an important role in strengthening its business relationships, identifying and pursuing commercial opportunities and supporting the achievement of the Company's business objectives. His understanding of customer requirements, market dynamics and industry trends has contributed to the Company's ability to respond effectively to evolving market opportunities.

Mr. Vikash Lohia has also been instrumental in supporting the Company's efforts to build a strong and differentiated position in the railway and mobility sector. His commercial perspective and industry experience have helped the Company strengthen its customer and stakeholder relationships, pursue new avenues of growth and enhance value creation for its stakeholders. His contribution has been particularly relevant in a period of significant expansion and transformation of the Company's business.

With his deep understanding of the wagon industry and extensive experience in commercial and business functions, Mr. Lohia continues to provide valuable leadership and strategic inputs to the Company. His experience and expertise are expected to support the Company in pursuing its growth plans, strengthening its market position and capitalising on emerging opportunities in the railway and mobility sectors.

Mr. Vikash Lohia is a graduate of Wharton Business School and is a member of the Federation of Indian Chambers of Commerce & Industry (FICCI), The Confederation of Indian Industry (CII) and Indian Chamber of Commerce (ICC).

Considering his extensive industry experience, commercial expertise and contribution to the Company's growth and performance, the Board has approved the re-appointment of Mr. Vikash Lohia as Deputy Managing Director of the Company for a further period of five years with effect from 30th May 2027.

The appointment and payment of remuneration to Mr. Vikash Lohia shall be guided by the provisions of the Companies Act, 2013, on such emoluments as outlined below.

1. TENURE OF APPOINTMENT:

The re-appointment of Mr. Vikash Lohia as a Deputy Managing Director is for a period of 5 years with effect from 30th May, 2027.

2. DUTIES AND RESPONSIBILITIES:

Mr. Vikash Lohia, the 'Deputy Managing Director' of the Company shall, subject to the provisions of the Companies Act, 2013 and overall superintendence and control of the Board of Directors of the Company, shall perform such duties and exercise such powers, as have been or may, from time to time, be entrusted to, or conferred on him, by the Board of Directors of the Company.

3. REMUNERATION:

(a) Basic Salary shall be ₹ 12,50,000/- (net of tax) per month and thereafter an increase of not exceeding 25 percent every year as per the policy of the Company, subject to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors .

(b) Minimum Remuneration - Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of tenure of Mr. Vikash Lohia, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of basic salary and perquisites as specified above as minimum remuneration.

4. OTHER TERMS OF APPOINTMENT:

(a) Mr. Vikash Lohia shall not become interested or otherwise concerned, directly or through his spouse and/ or children, in any selling agency of the Company.

(b) The terms and conditions of the re-appointment of Mr. Vikash Lohia may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and Mr. Vikash Lohia, subject to such approvals as may be required.

(c) The re-appointment may be terminated by either party by giving to the other party six months' notice of such termination or the Company paying six months' remuneration in lieu thereof.

(d) The employment of Mr. Vikash Lohia may be terminated by the Company without notice or payment in lieu of notice:

i. If Mr. Vikash Lohia is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associated company to which he is required to render services; or

ii. In the event of any serious, repeated or continuing breach (after prior warning) or non-observance by Mr. Vikash Lohia of any of the stipulations contained herein; or

iii. In the event the Board expresses its loss of confidence in Mr. Vikash Lohia; or

(e) In the event Mr. Vikash Lohia is not in a position to discharge his official duties due to any physical or mental incapacity, the Board shall be entitled to terminate his contract on such terms as the Board may consider appropriate in the circumstances.

(f) Upon the termination by whatever means of the employment Mr. Vikash Lohia shall immediately tender his resignation from offices held by him in any subsidiaries and associated companies and other entities without claim for compensation for loss of office and shall not without the consent of the Company at any time thereafter represent himself as connected with the Company or any of the subsidiaries or associated companies.

(g) Mr. Vikash Lohia will be liable to retire by rotation.

The Board of Directors is of the opinion that the above remuneration being paid / payable to Mr. Vikash Lohia, as Deputy Managing Director of the Company, is commensurate with his duties and responsibilities.

It has been further provided in Regulation 17 (6) (e) that the aggregate annual remuneration payable to the executive directors, who are promoters or members of promoter group, shall be subject to the approval of the shareholders by special resolution in general meeting if:

i. the annual remuneration payable to such executive director exceeds Rupees 5 crore or 2.5 per cent of the net profits of the listed entity, whichever is higher; or

ii. where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 percent of the net profits of the listed entity:

Provided that the approval of the shareholders under this provision shall be valid only till the expiry of the term of such director. As the proposed remuneration paid to executive directors, who are promoters or members of promoter group of the Company is likely to exceed the above thresholds, the matter requires approval of the Shareholders of the Company by way of Special Resolution.

The approval of the members by way of Special Resolution as per Item No. 7 of this Notice shall also be deemed to be approved under Regulation 17(6)(e) of the Listing Regulations.

Mr. Vikash Lohia satisfies all conditions set out in sub-section (3) of Section 196 and Part-I of Schedule V of the Companies Act, 2013 for being eligible for this re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act. Your Directors believe that continued association of Mr. Vikash Lohia would be of immense benefit to the Company and hence recommends to the Members the Special Resolution at item no. 7 of this Notice for your approval to reappoint Mr. Vikash Lohia as a Deputy Managing Director, liable to retire by rotation and for payment of remuneration to him.

Copy of agreement entered into by the Company and Mr. Vikash Lohia, setting out the terms and conditions of his re-appointment as a Deputy Managing Director shall be open for inspection by the Members in electronic mode. Members seeking to inspect such documents are requested to follow the procedure mentioned in the Notes to this Notice.

Additional details of Mr. Vikash Lohia as required pursuant to Companies Act, 2013 (hereinafter referred to as 'the Act') and the Secretarial Standard-2 issued by the Institute of Company Secretaries of India are provided in the table annexed to this Notice.

Except Mr. Vikash Lohia, Mr. Vivek Lohia and their relatives, none of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding in the Company, if any.

The Board of Directors of the Company recommends the special resolution for re-appointment of Mr. Vikash Lohia as a Deputy Managing Director, for your approval.

Item No 8

Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on 9th July, 2026, approved the appointment of Ms. Ranjini Roy (DIN: 11774372) as an Additional Director on the Board of the Company in Independent category for a term of 5 (five) years from 9th July, 2026 to 8th July, 2031, subject to approval of the shareholders of the Company.

The Company has, in terms of Section 160(1) of the Act, received a notice in writing from a Member of the Company proposing Ms. Ranjini Roy, as a candidate for the office of Director. The notice shall be available for inspection by the members in electronic mode.

Brief Profile of Ms. Ranjini Roy is given below

Ms. Ranjini Roy is a senior business leader with 25+ years of experience across Aditya Birla Group, TCG and Avalon Consulting Group, driving enterprise growth, business transformation and financial excellence. An M.Sc. and MBA, by education from Presidency College, Kolkata and IMI, New Delhi, Ms. Ranjini has worked with businesses across multiple industries, geographies and stages of organizational maturity.

She has contributed to corporate leadership and strategic advisory profiles for leading Indian, global and Fortune 500 companies for FMCG, Metals, BFSI, Retail, Telecom, Chemicals, Construction, Automotive, Logistics, Agribusiness, Consumer and other emerging sectors in India and on short-term global assignments.

Her expertise includes strategy, growth, customer-centric transformation, brand management, market expansion and organizational capability building. She has grown from a management trainee in sales and marketing to Vice-President at Aditya Birla Group and then moved on as Business Head before becoming the Executive Vice-President and Practice Head for a global research and consulting firm.

Her work has encompassed business strategy, growth planning, customer and market insights, commercial effectiveness, portfolio management, product strategy, brand development, organizational transformation, market entry, innovation, business restructuring and capability building. She brings an independent, grounds-up, cross-industry perspective, combining strategic insight, governance, commercial acumen, people process and operational excellence for unlocking value and sustainable business growth.

The Company has received from Ms. Ranjini Roy (i) consent to act as Director in writing in Form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014; (ii) disclosure in Form DIR-8 pursuant to Rule 14(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that she is not disqualified under sub section (1) and (2) of Section 164 of the Companies Act, 2013; (iii) declaration to the effect that she meets the criteria of independence as prescribed both under subsection (6) of Section 149 of the Act, Rules made thereunder and under the Listing Regulations; (iv) declaration to the effect that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs; and (v) declaration to the effect that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company.

In the opinion of the Board, Ms. Ranjini Roy is a person of integrity, possesses relevant expertise/ experience and fulfills the conditions specified in the Act and the Listing Regulations for appointment as an Independent Director and she is independent of the management. The requisite details and information pursuant to Regulation 36(3) of the Listing Regulations, the Act and Secretarial Standards-2 issued by the Institute of Company Secretaries of India (ICSI), is provided as Annexure to this Notice. She also possesses appropriate skills, experience and knowledge required for discharge of her duties as an Independent Director. The Directors are of the view that the vast knowledge and varied experience of Ms. Ranjini Roy will be of immense benefit to the Company and hence her appointment as an Independent Director is justified in terms of Secretarial Standards on General Meeting (SS-2).

Given her versatile experience and expertise, Board considers it is desirable and in the interest of the Company to have Ms. Ranjini Roy on the Board of the Company and accordingly the Board recommends the appointment of Ms. Ranjini Roy as an Independent Director as set out at Item No. 8 of this Notice for approval by the Members.

Copy of draft letter of appointment of Ms. Ranjini Roy as an Independent Director containing the terms and conditions of appointment is open for inspection by the members in electronic mode. Members seeking to inspect such documents are requested to follow the procedure mentioned in the Notes to this Notice.

Ms. Ranjini Roy shall be paid remuneration by way of fee for attending meetings of the Board and Committees thereof, reimbursement of expenses for participating in such meetings. The terms and conditions of appointment of an Independent Director of the Company is available on the website of the Company and can be accessed on the weblink: www.jupiterwagons.com.

Except Ms. Ranjini Roy, none of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding in the Company, if any.

The Board of Directors of the Company recommends the special resolution for Appointment of Ms. Ranjini Roy as a Non Executive Independent Director, for your approval.

Item No 9

Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on 9th July, 2026, approved the appointment of Ms. Siddhi Singhania (DIN: 07144036) as an Additional Director on the Board of the Company in Independent category for a term of 5 (five) years from 9th July, 2026 to 8th July, 2031, subject to approval of the shareholders of the Company.

The Company has, in terms of Section 160(1) of the Act, received a notice in writing from a Member of the Company proposing Ms. Siddhi Singhania, as a candidate for the office of Director. The notice shall be available for inspection by the members in electronic mode.

Brief Profile of Ms. Siddhi Singhania is given below

CS Siddhi Singhania is an Associate Member of ICSI. She has chosen to begin her professional life as an entrepreneur in the service sector as a Practising Company Secretary right from day one and her journey as a start-up in this field has been rewarding so far. She started her career as a Company Secretary in Practice over 12 years back and at present she has client base of diverse nature. She is a Peer-Reviewed Professional, recognized by the Institute of Company Secretaries of India (ICSI). Her practice is built on the pillars of integrity, compliance and continuous professional growth. Throughout her career, she has served as an advisor and consultant to a diverse portfolio of companies — both listed and unlisted — providing strategic and compliance related guidance. She has consistently excelled in the domain of corporate laws, with deep expertise in corporate governance, regulatory matters and board advisory. In her corporate advisory career, she has played key roles in Business Process Reviews, Secretarial Audits, Due Diligence, Internal Corporate Restructuring, IPO Advisory Services and NCLT matters. Her ability to collaborate with regulatory authorities, combined with her strategic mindset and problem-solving skills, enables her to offer valuable insights and sound judgement at the board level.

The Company has received from Ms. Siddhi Singhania (i) consent to act as Director in writing in Form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014; (ii) disclosure in Form DIR-8 pursuant to Rule 14(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that she is not disqualified under sub section (1) and (2) of Section 164 of the Companies Act, 2013; (iii) declaration to the effect that she meets the criteria of independence as prescribed both under subsection (6) of Section 149 of the Act, Rules made thereunder and under the Listing Regulations; (iv) declaration to the effect that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs; and (v) declaration to the effect that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company.

In the opinion of the Board, Ms. Siddhi Singhania is a person of integrity, possesses relevant expertise/ experience and fulfills the conditions specified in the Act and the Listing Regulations for appointment as an Independent Director and she is independent of the management. The requisite details and information pursuant to Regulation 36(3) of the Listing Regulations, the Act and Secretarial Standards-2 issued by the Institute of Company Secretaries of India (ICSI), is provided as Annexure to this Notice. She also possesses appropriate skills, experience and knowledge required for discharge of her duties as an Independent Director. The Directors are of the view that the vast knowledge and varied experience of Ms. Siddhi Singhania will be of immense benefit to the Company and hence her appointment as an Independent Director is justified in terms of Secretarial Standards on General Meeting (SS-2).

Given her versatile experience and expertise, Board considers it is desirable and in the interest of the Company to have Ms. Siddhi Singhania on the Board of the Company and accordingly the Board recommends the appointment of Ms. Siddhi Singhania as an Independent Director as set out at Item No. 9 of this Notice for approval by the Members.

Copy of draft letter of appointment of Ms. Siddhi Singhania as an Independent Director containing the terms and conditions of appointment is open for inspection by the members in electronic mode. Members seeking to inspect such documents are requested to follow the procedure mentioned in the Notes to this Notice.

Ms. Siddhi Singhania shall be paid remuneration by way of fee for attending meetings of the Board and Committees thereof, reimbursement of expenses for participating in such meetings. The terms and conditions of appointment of an Independent Director of the Company is available on the website of the Company and can be accessed on the weblink: www.jupiterwagons.com.

Except Ms. Siddhi Singhania, none of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding in the Company, if any.

The Board of Directors of the Company recommends the special resolution for Appointment of Ms. Siddhi Singhania as a Non-Executive Independent Director, for your approval.

Item No 10

Mr. Mark Damian Stevenson was appointed as an Additional Director (Non-Executive, Non-Independent) of the Company by the Board of Directors at its meeting held on 15th December 2025, based on the recommendation of the Nomination and Remuneration Committee. Subsequently, the Members of the Company, through Postal Ballot dated 21st February 2026, approved his appointment as a Non-Executive, Non-Independent Director of the Company.

Since his appointment, Mr. Mark Damian Stevenson has been actively involved in providing strategic oversight and valuable guidance to the Company on matters relating to corporate governance, business strategy, risk management, project planning and implementation, operational matters and other key areas of significance to the Company. Given his extensive experience and expertise in the railway and mobility sector, his inputs have been particularly valuable in supporting the Company in evaluating strategic opportunities, strengthening governance practices and addressing complex business and operational matters.

Mr. Stevenson is also playing a vital role in the implementation and execution of key project of the Company. His experience, technical understanding and project management capabilities have enabled him to provide valuable guidance in relation to project planning, execution strategy, coordination with relevant stakeholders, identification and mitigation of project-related risks, monitoring of implementation milestones and resolution of critical issues arising during the course of project execution. His continued involvement has contributed to ensuring timely and effective implementation of strategic projects and strengthening the Company's execution capabilities.

The role discharged by Mr. Stevenson involves significant responsibilities and requires substantial time, commitment and continued engagement with the Company, including participation in meetings of the Board and its Committees and providing guidance and advice on important strategic, business and project-related matters beyond the routine responsibilities ordinarily associated with the office of a Non-Executive Director.

In view of the significant responsibilities undertaken by Mr. Stevenson, his vital contribution towards the implementation of key projects, the time and commitment devoted by him and the value of his experience, expertise and strategic guidance to the Company, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, has approved payment of remuneration of up to **₹ 1,00,00,000/- (Rupees One Crore only)** to Mr. Mark Damian Stevenson for the financial year 2026-27, subject to the approval of the Members of the Company and such other approvals as may be required under the applicable provisions of the Companies Act, 2013 and the Listing Regulations.

The said remuneration will be paid as minimum remuneration to Mr. Mark Damian Stevenson even if it exceeds one percent of the net profits of the Company in accordance with sections 197, 198 of the Act, including any statutory modification(s) or re-enactment(s) thereof and notwithstanding the limits approved by the Shareholders of the Company for payment of remuneration to Non-Executive Directors of the Company from time to time. Notwithstanding the profits in any financial year, the Company shall pay the remuneration as the minimum remuneration to Mr. Mark Damian Stevenson, Non-Executive Non-Independent Director for the financial year 2026-27.

Further, pursuant to Regulation 17(6)(ca) of the Listing Regulations, the approval of the Shareholders of the Company is being sought for payment of remuneration to Mr. Mark Damian Stevenson, as Non-Executive Non-Independent Director of the Company for the Financial Year 2026-27.

A brief resume of Mr. Mark Damian Stevenson, nature of his expertise in specific functional areas, disclosure of relationships between directors inter-se, name of listed entities and other companies in which he holds directorships and memberships/chairmanships of Board Committees, shareholding in the Company, the number of Meetings of the Board attended during the year, as stipulated under Listing Regulations and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India are stated herein.

The Board is of the view that Mr. Mark Damian Stevenson's knowledge and experience will continue to be of immense benefit and value to the Company and pursuant to the recommendation of the Nomination and Remuneration Committee, recommends his remuneration as a Non-Executive Non-Independent Director of the Company for the Financial Year 2026-27 to the Shareholders.

The remuneration proposed to be paid to Mr. Mark Damian Stevenson is commensurate with his role, responsibilities, experience and contribution to the Company and is considered appropriate having regard to the size and nature of operations of the Company.

Except Mr. Mark Damian Stevenson none of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding in the Company, if any.

The Board of Directors of the Company recommends the special resolution for payment of remuneration to Mr. Mark Damian Stevenson as a Non Executive Non Independent Director for your approval.

Item No 11

On the recommendation of the Audit Committee, the Board of Directors of the Company has approved the appointment of M/s. K Das & Associates [Firm registration No.: 004404], Cost Accountants as the Cost Auditor of the Company for the financial year 2026-2027 at a remuneration of ₹ 75,000/- (Rupees Seventy Five Thousand only) plus applicable taxes and reimbursement of out of pocket expenses incurred, if any, in connection with the cost audit. The remuneration of the cost auditor is required to be ratified subsequently by the Members, in accordance with the provisions of the Act and Rule 14 of the Rules.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding in the Company, if any.

The Board of Directors of the Company recommends the ordinary resolution for ratification of the remuneration payable to the Cost Auditors for the financial year ending on 31st March, 2027 for your approval.

Item No 12

The Board of Directors at its meeting held on 14th August, 2026, approved the proposal to alter the Object Clause and to adopt a new set of the Memorandum of Association("MOA") of the Company in accordance with the provisions of the Companies Act, 2013.

As the members are aware, the existing Memorandum of Association is based on the Companies Act, 1956. Accordingly, the alteration and adoption of a new set of the Memorandum of Association is necessary to bring it in line with the Companies Act, 2013.

The title of the existing Clause III of the Memorandum of Association is proposed to be restructured and substituted into two parts, namely: Clause III(A) – "The objects to be pursued by the Company on its incorporation" and Clause III(B) – "Matters which are necessary for furtherance of the objects specified in Clause III(A)". Further, in view of the diversification of the Company's business, the objects to be pursued by the Company on its incorporation are, as set out in existing Clause III(A) shall remain unchanged and the title of the existing **Clause III(B)** and **Clause III(C)**, presently titled "**The Objects Incidental or Ancillary to the attainment of the Main Objects**", containing sub-clauses 1 to 69 and 1 to 12, respectively, **are proposed to be altered** with the title "**Matters which are necessary for furtherance of the objects specified in Clause III(A) are:**", with the existing sub-clauses be renumbered as 1 to 81 and after that four new sub-clauses, numbered (82),(83),(84) and (85), be inserted in Clause III(B) immediately after sub-clause (81).

These changes are intended to reflect the Company's efforts to enhance its business activities and expand its operations by exploring new opportunities that can be conveniently and advantageously combined with the existing business of the Company. The proposed sub-clauses are set out in detail in the resolution placed before the members for approval.

A draft copy of the altered Memorandum of Association of the Company is available on the Company's website at www.jupiterwagons.com and is open for inspection by the members in electronic mode. Members seeking to inspect such documents are requested to follow the procedure mentioned in the Notes to this Notice.

Pursuant to Section 13 and other applicable provisions, if any, of the Companies Act, 2013, approval of the shareholders by way of a Special Resolution is required to alter the Memorandum of Association of the Company.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding in the Company, if any.

The Board of Directors of the Company recommends the special resolution for alteration of Memorandum of Association of the Company for your approval.

Item No 13

The Board of Directors at its meeting held on 14th August, 2026, approved the proposal to alter and replace the existing Articles of Association ("AOA") of the Company with a new set of Articles. The existing Articles of Association are based on the provisions of the Companies Act, 1956 and contain several references thereto. Certain provisions of the existing AOA are no longer in conformity with the Companies Act, 2013 and the rules made thereunder.

In order to align the Articles of Association with the provisions of the Companies Act, 2013, it has become necessary to revise, modify and replace the existing AOA. Accordingly, the Board has approved the adoption of a new set of Articles of Association ("New Articles"), which have been drafted in line with Table F of Schedule I to the Companies Act, 2013, with suitable modifications as considered necessary in the best interests of the Company.

The proposed New Articles, upon approval by the Members, shall replace the existing Articles of Association in their entirety and shall govern the management and administration of the Company. However, pursuant to Section 14 and other applicable provisions, if any, of the Companies Act, 2013, approval of the shareholders by way of a Special Resolution is required to alter the Articles of Association of the Company.

A draft copy of the altered Articles of Association of the Company is available on the Company's website at www.jupiterwagons.com and is open for inspection by the members in electronic mode. Members seeking to inspect such documents are requested to follow the procedure mentioned in the Notes to this Notice.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding in the Company, if any.

The Board of Directors of the Company recommends the special resolution for alteration of Articles of Association of the Company for your approval.

Item No 14

The Members of the Company, by way of Postal Ballot resolution dated 25th October, 2023 had approved raising of funds for an amount up to ₹ 700 Crores in one or more tranches, on such terms and conditions as it may deem fit, by way of issuance of Equity Shares and/ or securities convertible into Equity Shares at the option of the Company and/ or the holders of such securities and/ or securities linked to Equity Shares and/or any other instrument or securities representing Equity Shares and/ or convertible securities linked to Equity Shares (all of which are hereinafter collectively referred to as "Securities") through one or more of the permissible modes including but not limited to private placement, qualified institutions placement ("QIP").

Subsequently, the Members of the Company, by way of Postal Ballot resolution dated 18th April, 2025, approved the variation/modification in the utilisation of the QIP proceeds in respect of one of the objects from Setting up a new captive alloy steel foundry unit at Jabalpur, Madhya Pradesh to Enhance the capacity of the existing alloy steel foundry at Bandel, West Bengal.

Pursuant to the aforesaid approval, the Company had allocated an amount of ₹ 50.00 Crores towards the said object. During the initial phase of implementation of the project, the Company utilised an amount of ₹ 6.36 Crores towards civil works and land development. Accordingly, an amount of ₹ 43.64 Crores remains unutilised out of the amount allocated towards the aforesaid object.

During the course of implementation of the Project and considering the operational requirements and timelines involved, the Company proceeded with and substantially completed/established the Project through its internal accruals, pending utilisation of the balance amount earmarked from the QIP proceeds. Accordingly, the Project has since been implemented/established and the Company does not presently require the balance QIP proceeds earmarked for the said object. Consequently, an amount of ₹ 43.64 Crores remains unutilised out of the amount of ₹ 50.00 Crores originally earmarked towards the Project.

The unutilised amount of ₹ 43.64 Crores has been lying idle for over two years and the utilisation thereof has been duly reported on a quarterly basis by the Monitoring Agency and simultaneously submitted to and disclosed with the Stock Exchange(s), in accordance with the applicable regulatory requirements.

In view of the fact that the Project has already been implemented/established through the Company's internal accruals, the Company no longer requires the balance amount of ₹ 43.64 Crores for the aforesaid object. Keeping in view the Company's current business requirements, operational priorities and funding requirements, the Board of Directors, at its meeting held on 14th August 2026, after due consideration, approved the proposal to vary the terms of utilisation of the QIP proceeds and utilise the aforesaid unutilised amount of ₹ 43.64 Crores towards General Corporate Purposes, subject to approval of the Members of the Company and such other approvals, consents and permissions as may be required under applicable laws.

The proposed variation will enable the Company to deploy the unutilised QIP proceeds towards its ongoing and future working capital requirements and other purposes permitted under applicable laws, thereby avoiding the funds remaining idle. The proposed utilisation is intended to ensure optimum, efficient and productive deployment of the funds raised through the QIP, while providing the Company with appropriate financial flexibility to meet its evolving business requirements.

The proposed variation does not affect the implementation or completion of the Project, as the Project has already been established through the Company's internal accruals. Accordingly, the variation is limited to the utilisation of the unutilised balance of ₹ 43.64 Crores originally earmarked for the Project.

In terms of the applicable provisions of the Companies Act, 2013, the Listing Regulations and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, approval of the members of the Company is being sought for the proposed variation in the terms of utilisation of the QIP proceeds.

Therefore, the approval of the shareholders is being sought to enable the Board of Directors to proceed with utilization of idle fund of ₹ 43.64 crores towards general corporate purposes.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding in the Company, if any.

The Board of Directors of the Company recommends the special resolution for this item for your approval.

AS REQUIRED UNDER LISTING REGULATIONS AND SECRETARIAL STANDARDS-2 ON GENERAL MEETINGS, THE RELEVANT DETAILS IN RESPECT OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT UNDER ITEM NOS. 2-10 OF THIS NOTICE ARE AS BELOW:

BRIEF PROFILE OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT:

Name of the Director	Mr. Abhishek Jaiswal	Mr. Swapan Kumar Chaudhury	Mrs. Madhuchhanda Chatterjee	Mr. Avinash Gupta	Ms. Ranjini Roy	Ms. Siddhi Singhania	Mr. Mark Damian Stevenson
DIN	07936627	10694552	02510507	02783217	11774372	07144036	11089244
Date of Birth/Age	25.06.1969/ 57 Years	07.01.1959/67 years	15.08.1952 / 74 Years	06.05.1966 / 60 Years	09.09.1975 / 51 Years	15.01.1988 / 38 Years	12.01.1963 / 63 Years
Qualification	Bachelor of Engineering, Production Branch, Diploma in Business Management	Post Graduate Engineering Degree from IIT, Kharagpur.	M.A., P.H.D.	B. Tech Mechanical & M.B.A	M.Sc. and MBA	B.Com and CS	Graduated from MA (Oxon), Modern Languages, University of Oxford and Chartered Accountant (ICAEW).
Experience / expertise in specific functional areas	Mr. Abhishek Jaiswal has vast experience of 30 years' in setting and executing the organisation's strategy, allocating capital, building and overseeing the executive team.	He has over 40 years' experience in Wagons Manufacturing.	Dr. Chatterjee has worked as a Consultant in the Ministry of Culture, Govt. of India steering the plans made by the Ministry. She has also been the Nodal Officer of a Digitization Project under the Indira National Centre for the Arts, Govt. of India. CSR, Sustainability & NGO matters, Academics, Education, Authorship and administration.	Mr. Avinash Gupta is an MBA from the A.B. Freeman School of Business, Tulane University (Deans List with full fellowship) and a B.Tech. in Mechanical Engineering from the Indian Institute of Technology, BHU Varanasi. He has total 35 years of experience in field of Finance & Accounts and headed many organizations including Deloitte.	Ms. Ranjini Roy is a senior business leader with 25+ years of experience across Aditya Birla Group, TCG and Avalon Consulting Group, driving enterprise growth, business transformation and financial excellence. An M.Sc. and MBA, by education from Presidency College, Kolkata and IMI, New Delhi, Ranjini has worked with businesses across multiple industries, geographies and stages of organizational maturity.	CS Siddhi Singhania is an Associate Member of ICSI. She has chosen to begin her professional life as an entrepreneur in the service sector as a Practising Company Secretary right from day one and her journey as a start-up in this field has been rewarding so far. She started her career as a Company Secretary in Practice over 12 years back and at present she has client base of diverse nature. She is a Peer-Reviewed Professional, recognized by the Institute of Company Secretaries of India (ICSI). Her practice is built on the pillars of integrity, compliance and continuous professional growth.	Mr. Mark Damian Stevenson began his career with Price Waterhouse Coopers before transitioning into the rail logistics sector. Mr. Mark Damian Stevenson is a seasoned senior rail industry executive with more than three decades of leadership experience across European freight railcar leasing,

Name of the Director	Mr. Abhishek Jaiswal	Mr. Swapan Kumar Chaudhury	Mrs. Madhuchhanda Chatterjee	Mr. Avinash Gupta	Ms. Ranjini Roy	Ms. Siddhi Singhania	Mr. Mark Damian Stevenson
					She has contributed to corporate leadership and strategic advisory profiles for leading Indian, global and Fortune 500 companies for FMCG, Metals, BFSI, Retail, Telecom, Chemicals, Construction, Automotive, Logistics, Agribusiness, Consumer and other emerging sectors in India and on short-term global assignments. Her expertise includes strategy, growth, customer-centric transformation, brand management, market expansion and organizational capability building. She has grown from a management trainee in sales and marketing to Vice-President at Aditya Birla Group and then moved on as Business Head before becoming the Executive Vice-President and Practice Head for a global research and consulting firm.	Throughout her career, she has served as an advisor and consultant to a diverse portfolio of companies — both listed and unlisted — providing strategic and compliance related guidance. She has consistently excelled in the domain of corporate laws, with deep expertise in corporate governance, regulatory matters and board advisory. In her corporate advisory career, she has played key roles in Business Process Reviews, Secretarial Audits, Due Diligence, Internal Corporate Restructuring, IPO Advisory Services and NCLT matters. Her ability to collaborate with regulatory authorities, combined with her strategic mindset and problem-solving skills, enables her to offer valuable insights and sound judgement at the board level. She has been actively handling litigation at NCLT, compliances of listed company, corporate due diligence at various levels, secretarial audit, corporate governance and CSR related issues apart from regular compliances under Companies Act, 2013. She is regularly invited as faculty at programmes conducted by The Institute of Company Secretaries of India-EIRC.	financial stewardship and large scale operational transformation. He had a significant role in the development of a Common Debt Platform with an issue volume of over USD 3 Billion.

Name of the Director	Mr. Abhishek Jaiswal	Mr. Swapan Kumar Chaudhury	Mrs. Madhuchhanda Chatterjee	Mr. Avinash Gupta	Ms. Ranjini Roy	Ms. Siddhi Singhania	Mr. Mark Damian Stevenson
Skills and capabilities required for the role and the manner in which the proposed Independent Director meets such requirements	Not Applicable	Not Applicable	Company has identified certain skills and capabilities required by the directors of the company and these are specified in matrix setting out the 'Core skills /expertise/ competence of the board of directors' forming part of Directors' report.	Company has identified certain skills and capabilities required by the directors of the company and these are specified in matrix setting out the 'Core skills /expertise/ competence of the board of directors' forming part of Directors' report.	Company has identified certain skills and capabilities required by the directors of the company.	Company has identified certain skills and capabilities required by the directors of the company.	Not Applicable
Date of first appointment on the Board	14th September, 2017 as Whole Time Director.	13th July, 2024	22nd May, 2019 as Non-Executive Director.	30th May, 2022 as Independent Non-Executive Director.	9th July, 2026 as Independent Non-Executive Director.	9th July, 2026 as Independent Non-Executive Director.	15th December, 2025 as Non-Executive Non Independent Director.
Number of equity shares held in the Company	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Terms and condition of appointment/re-appointment	Re-appointed as Whole Time Director & CEO, liable to retire by rotation at remuneration.	Appointed as Whole Time Director, liable to retire by rotation at remuneration	Re-appointed as an independent Director, not liable to retire by rotation for a second term of 5(five) years with effect from 30th May, 2027.	Re-appointed as an independent Director, not liable to retire by rotation for a second term of 5(five) years with effect from 30th May, 2027.	Appointed as Independent Non-Executive Director for a first term of 5(five) years w.e.f. 9th July, 2026, not liable to retire by rotation.	Appointed as Independent Non-Executive Director for a first term of 5(five) years w.e.f. 9th July, 2026, not liable to retire by rotation.	Appointed as Non-Executive Non Independent Director w.e.f. 15th December, 2025, liable to retire by rotation.
Remuneration to be paid	In terms of the Special Resolution passed by the shareholders vide resolution dated 28th September, 2022 and 25th September, 2025.	In terms of the Special Resolution passed by the shareholders vide resolution dated 12th September, 2024.	Sitting fees for attending Board and Committee meetings.	Sitting fees for attending Board and Committee meetings.	Sitting fees for attending Board and Committee meetings.	Sitting fees for attending Board and Committee meetings.	An amount not exceeding ₹ 1,00,00,000/- (Rupees One Crore Only) in the Financial Year 2026-2027.

Name of the Director	Mr. Abhishek Jaiswal	Mr. Swapan Kumar Chaudhury	Mrs. Madhuchhanda Chatterjee	Mr. Avinash Gupta	Ms. Ranjini Roy	Ms. Siddhi Singhania	Mr. Mark Damian Stevenson
Recognition or awards	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Job Profile and his suitability	Mr. Abhishek Jaiswal is production head and responsible for Planning and execution of production, as Operational manager responsibility for developmental jobs and Quality addition to the profile. As unit head responsible for complete performance of the unit and as group operational head took the Commercial vehicle business to the new height and expanded the group operations.	He has a Post Graduate Engineering Degree from IIT, Kharagpur and over 40 years' experience in Wagons Manufacturing. Mr. Swapan Kumar Chaudhury is responsible for work of the Company and will manage and attend such business and carry out the orders and directions given by the Board from time to time in all respect.	CSR, Sustainability & NGO matters, Academics, Education, Authorship and Administration.	Mr. Avinash Gupta has total 35 years of experience in field of finance & accounts and has headed several organisations including Deloitte. His key area of expertise include economics, business management and finance. He is the Managing Director of Dun & Bradstreet Information Services India Private Limited. He is an MBA from the A.B. Freeman School of Business, Tulane University (Deans List with full fellowship) and a B.Tech. in Mechanical Engineering from the Indian Institute of Technology, BHU Varanasi.	Ms. Ranjini Roy is a senior business leader with 25+ years of experience across Aditya Birla Group, TCG and Avalon Consulting Group, driving enterprise growth, business transformation and financial excellence.	CS Siddhi Singhania is an Associate Member of ICSI. She has chosen to begin her professional life as an entrepreneur in the service sector as a Practising Company Secretary right from day one and her journey as a start up in this field has been rewarding so far. She started her career as a Company Secretary in Practice over 12 years back and at present she has client base of diverse nature. She is a Peer-Reviewed Professional, recognized by the Institute of Company Secretaries of India (ICSI).	Mr. Mark Damian Stevenson began his career with Price Waterhouse Coopers before transitioning into the rail logistics sector. Mr. Mark Damian Stevenson is a seasoned senior rail industry executive with more than three decades of leadership experience across European freight railcar leasing, financial stewardship and large scale operational transformation.
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Remuneration being given is at par with industry level and size of the company.	Remuneration being given is at par with industry level and size of the company.	Sittings fees as per Companies Act.	Sittings fees as per Companies Act.	Sittings fees as per Companies Act.	Sittings fees as per Companies Act.	Remuneration being given is at par with industry level and size of the company.
Remuneration/ Sitting Fees last drawn	₹ 76.31 Lakhs for the Financial Year 2025-2026.	₹ 50.51 Lakhs for the Financial Year 2025-2026.	₹ 4.30 Lakhs for the Financial Year 2025-2026.	₹ 1.80 Lakhs for the Financial Year 2025-2026.	-	-	₹ 30,000/- for the Financial Year 2025-2026.
No. of the Board meeting attended during the financial year 2025-2026	Total out of 7 Board Meetings, Mr. Abhishek Jaiswal attended 4 Board Meetings.	Total out of 7 Board Meetings, Mr. Swapan Kumar Chaudhury attended 4 Board Meetings.	Total out of 7 Board Meetings, Mrs. Madhuchhanda Chatterjee attended 6 Board Meetings.	Total out of 7 Board Meetings, Mr. Avinash Gupta attended 6 Board Meetings.	Not Applicable	Not Applicable	Total out of 1 Board Meeting, Mr. Mark Damian Stevenson has attended 1 Board Meeting.

Name of the Director	Mr. Abhishek Jaiswal	Mr. Swapan Kumar Chaudhury	Mrs. Madhuchhanda Chatterjee	Mr. Avinash Gupta	Ms. Ranjini Roy	Ms. Siddhi Singhania	Mr. Mark Damian Stevenson
Relationship with other Directors, Manager, KMP of the company	Not related to any Director / Key Managerial Personnel of the Company or its subsidiaries or associate companies.	NIL	Not related to any Director / Key Managerial Personnel of the Company or its subsidiaries or associate companies.	Not related to any Director / Key Managerial Personnel of the Company or its subsidiaries or associate companies.	Not related to any Director / Key Managerial Personnel of the Company or its subsidiaries or associate companies.	Not related to any Director / Key Managerial Personnel of the Company or its subsidiaries or associate companies.	Not related to any Director / Key Managerial Personnel of the Company or its subsidiaries or associate companies.
Board membership of other Companies as on 31st March, 2026 (Listed / Unlisted)	NIL	NIL	1. Jupiter Electric Mobility Private Limited 2. Jupiter Tatravagonka Railwheel Factory Private Limited 3. Stone India Limited	1. Keventer Agro Limited 2. Adventz Keventers Capital Advisors Private Limited 3.Transport Corporation of India Limited 4. Stove Kraft Limited	NIL	1. Kabra Marble Udyog Ltd. 2. Kabra Steel Products Ltd. 3. Kabra Commercial Ltd.	NIL
Membership/ Chairmanship of Committees of the Board of Directors of other Companies as on 31st March, 2026 (Listed)	-	-	-	1.Transport Corporation of India Limited i) Nomination and Remuneration Committee - Chairperson 2. Stove Kraft Limited i) Risk Management Committee - Chairperson ii) Nomination and Remuneration Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee - Member	-	-	-

Name of the Director	Mr. Abhishek Jaiswal	Mr. Swapan Kumar Chaudhury	Mrs. Madhuchhanda Chatterjee	Mr. Avinash Gupta	Ms. Ranjini Roy	Ms. Siddhi Singhania	Mr. Mark Damian Stevenson
Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any	Except for receiving remuneration as Whole-time Director and Chief Executive Officer, he does not have any pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel of the Company.	He was Senior Vice-President of the Company and was heading Wagons division of the Bandel Plant. He has been appointed as Whole Time Director w.e.f. 13th July, 2024 and drawing remuneration	Not related to any Board Member or KMP.	Not related to any Board Member or KMP.	Not related to any Board Member or KMP.	Not related to any Board Member or KMP.	Not related to any Board Member or KMP.
Date of Appointment & term of Appointment	Appointed as Whole-time Director w.e.f. 14th October 2022 to 13th October 2027 (5 Years).	He was been appointed as Whole Time Director w.e.f. 13th July, 2024 to 12th July, 2029 (5 years)	Re-appointed for a termof 5 consecutive years from 30 May 2027 to 29 May 2032.	Re-appointed for a term of 5 consecutive years from 30 May 2027 to 29 May 2032.	Appointed for a term of 5 consecutive years from 9th July, 2026 for a term of 5 consecutive years.	Appointed for a term of 5 consecutive years from 9th July, 2026 for a term of 5 consecutive years.	Appointed as Non-Executive Non Independent Director w.e.f. 15th December, 2025.
Listed entities from which resigned in the past three years	NIL	NIL	NIL	NIL	NIL	NIL	NIL

Name of the Director	Mr. Vivek Lohia	Mr. Vikash Lohia
DIN	00574035	00572725
Date of Birth / Age	24th February, 1974 / 52 years	2nd July, 1975/ 51 Years
Qualification	Graduate from Wharton Business School, USA.	Graduate from Wharton Business School, USA.
Experience / expertise in specific functional areas	Mr. Lohia brings with him over more than two decades of expertise in transportation, logistics strategy and rail transport management. A Wharton Business School graduate, he has led Jupiter Wagons to become a leading provider of comprehensive mobility solutions in India. Mr. Lohia holds key leadership roles including Chairman of the National Council of Railways at ASSOCHAM and Co-Chair of the FICCI Transport Infrastructure Committee. He also serves as the Honorary Consul of the Slovak Republic, fostering international collaboration.	He has more than 25 years of experience and out of which 15 years are in the wagon industry. He has necessary expertise, knowledge and business acumen to drive the business of the Company.
Skills and capabilities required for the role and the manner in which the proposed Independent Director meets such requirements	Not Applicable	Not Applicable
Date of first appointment on the Board	25th March, 2021	30th May, 2022
Number of equity shares held in the Company	77,96,540	1,14,26,473
Terms and condition of appointment/re-appointment	Appointed as Managing Director, liable to retire by rotation.	Appointed as Deputy Managing Director, liable to retire by rotation.
Remuneration to be paid	In terms of the Special Resolution passed by the shareholders vide Postal Ballot dated 30th August 2022.	In terms of the Special Resolution passed by the shareholders vide Postal Ballot dated 30th August, 2022.
Recognition or awards	Member of Federation of Indian Chambers of Commerce & Industry (FICCI), ASSOCHAM, The Confederation of Indian Industry (CII) and Bengal Chamber of Commerce.	Member of Federation of Indian Chambers of Commerce & Industry (FICCI), The Confederation of Indian Industry (CII) and Indian Chamber of Commerce (ICC).

Job Profile and his suitability	Mr. Vivek Lohia is responsible for the entire finance function and establishing management relationship with the customers which is of paramount importance and will help the Company to achieve the target and in building a global reputation.	Mr. Vikash Lohia is looking after the commercial activity of the Company and help the company to achieve the target led the company in building a global reputation with a differentiated business model and delivering value for its stakeholders.
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Remuneration being given is at par with industry level and size of the company.	Remuneration being given is at par with industry level and size of the company.
Remuneration/Sitting Fees last drawn	₹ 605.52 Lakhs for the Financial Year 2025-2026.	₹ 236.48 Lakhs for the Financial Year 2025-2026.
No. of the Board meeting attended during the financial year 2025-2026	Total out of 7 Board Meetings, Mr. Vivek Lohia attended 5 Board Meetings.	Total out of 7 Board Meetings Mr. Vikash Lohia attended 4 Board Meetings.
Relationship with other Directors, Manager, KMP of the company	Brother of Mr. Vikash Lohia, Deputy Managing Director.	Brother of Mr. Vivek Lohia, Managing Director.
Board membership of other Companies as on 31st March, 2026 (Listed / Unlisted)	1. Jwl Kovis (India) Private Limited 2. Jwl Talegria (India) Private Limited 3. Bengal Chambers of Commerce and Industry	1. Stone India Limited 2. Jupiter Tatravagonka Railwheel Factory Private Limited 3. Jwl Dako Cz (India) Private Limited 4. Indian Chambers of Commerce, Calcutta
Membership/Chairmanship of Committees of the Board of Directors of other Companies as on 31st March, 2026 (Listed)	NIL	NIL
Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any	He was appointed as Managing Director (Promoter/Executive) w.e.f. 30 May, 2022 and drawing remuneration. He is brother of Mr. Vikash Lohia who has been appointed as a Whole Time Director (now designated as Deputy Managing Director) (Promoter Executive Director) w.e.f. 30th May, 2022.	He was appointed as Deputy Managing Director (Promoter / Executive) drawing remuneration w.e.f. 30th May, 2022. He is brother of Mr. Vivek Lohia, who is Managing Director of the Company.
Date of Appointment & term of Appointment	He has been appointed as Managing Director (Promoter/Executive) w.e.f. 30th May, 2022 and drawing remuneration for 5 consecutive years. The term of his appointment is due to expire on 29th May, 2027. Therefore the Board of Directors on the recommendation of Nomination & Remuneration Committee at its meeting held on 14th August, 2026 has re-appointed him as a Managing Director for a further term of 5 consecutive years w.e.f. 30th May, 2027. The re-appointment is subject to the approval of shareholders in the ensuing annual general meeting of the Company.	He has been appointed as a Deputy Managing Director from 30th May, 2022 for term of 5 years. The term of his appointment is due to expire on 29th May, 2027. Therefore Board of Directors on the recommendation of Nomination & Remuneration Committee at its meeting held on 14th August, 2026 has re-appointed him as a Deputy Managing Director for a further term of 5 consecutive years w.e.f. 30th May, 2027. The re-appointment is subject to the approval of shareholders in the ensuing annual general meeting of the Company.
Listed entities from which resigned in the past three years	NIL	NIL

By order of the Board of Directors
For Jupiter Wagons Limited

Sd/-
Ritesh Kumar Singh
Company Secretary & Compliance Officer
Membership No. F9722

Place - Kolkata
Date – 14th August, 2026