

January 21, 2026

To,

The Corporate Relationship Department,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001
Scrip Code: 533272

The Manager, Listing Department,
National Stock Exchange of India Limited,
Exchange Plaza, Bandra Kurla Complex,
Bandra (E),
Mumbai - 400 051
NSE Symbol : JWL

Sub: Postal Ballot Notice - Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

Dear Madam/Sir(s),

In continuation to our intimation w.r.t. outcome of Board Meeting dated December 15, 2025, and pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith copy of the postal ballot notice dated December 15, 2025 ("Notice") to seek approval of the shareholders for the following special business:

➤ **Appointment of Mr. Mark Damian Stevenson as Non-Executive Director of the Company**

In accordance with the applicable laws, the Notice is being sent by electronic mode only to those members whose names appeared in the Register of Members/List of Beneficial Owners maintained by the Company/Depositories respectively as at close of business hours on Friday, January 16, 2026 i.e., Cut-off Date and who have registered their e-mail address with Company and/or Depository Participants.

The remote e-voting will commence from 9:00 A.M. on Friday, January 23, 2026 and will end at 5:00 P.M. on Saturday, February 21, 2026.

The aforesaid copy of the Notice is also available on the website of the Company at www.jupiterwagons.com.

You are requested to take the same on your record.

Thanking You,

Yours Faithfully,
For Jupiter Wagons Limited

Ritesh Kumar Singh
Company Secretary and Compliance Officer



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

POSTAL BALLOT NOTICE

[Pursuant to Section 108 and 110 of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]

Dear Shareholder(s),

NOTICE IS HEREBY GIVEN pursuant to the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013, (the “**Act**”), read together with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the “**Rules**”), Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**SEBI Listing Regulations**”), Secretarial Standards issued by the Institute of Company Secretaries of India on General Meeting (“**SS-2**”) and the relaxations and clarifications issued by the Ministry of Corporate Affairs (‘**MCA**’) vide General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 08, 2021, General Circular No. 03/2022 dated May 5, 2022 read with other relevant circulars including General Circular No. 09/2023 dated September 25, 2023, General Circular No. 09/2024 dated September 19, 2024 and the latest one being General Circular No. 03/2025 dated September 22, 2025 (hereinafter collectively referred to as the “**MCA Circulars**”) and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time) for seeking approval of the Shareholders of Jupiter Wagons Limited (“**the Company**”) for the business set out hereunder through Postal Ballot by voting through electronic means (“**Postal Ballot/ remote e-voting**”).

Pursuant to Rule 22(5) of the Companies (Management and Administration) Rules, 2014, the Board of Directors of the Company (the “**Board**”) at their meeting held on 15th December, 2025 has appointed Ms. Shruti Singhania (FCS No. 11752), Practising Company Secretary, Kolkata, as Scrutinizer for scrutinizing the Postal Ballot through e-voting process in a fair and transparent manner and she has communicated her willingness to be appointed as Scrutinizer for this postal ballot.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules and the MCA Circulars, the Company is pleased to offer remote e-voting facility to all its members to cast their votes electronically for this postal ballot process. In terms of MCA Circulars, voting can be done only by remote e-voting. Hence, hard copy of the Postal Ballot Notice along with postal ballot forms and pre-paid business envelope are not being sent to the Members.

Members are requested to peruse the proposed resolution(s) along with the Explanatory Statement and thereafter record their assent or dissent by means of remote e-voting facility provided by the Company not later than 5:00 p.m. IST on 21st February, 2026 failing which it will be strictly considered that no reply has been received from the member. Members desiring to exercise their votes are requested to carefully read the instructions in the Notes under the section “Instructions for voting through remote e-voting” to understand the process and manner in which remote e-voting is to be carried out.

In accordance with the provisions of the MCA Circulars, the Company has made arrangements for the shareholders to register their e-mail addresses. Therefore, those shareholders who have not yet registered their e-mail addresses are requested to register the same by following the procedure set out in the notes to this Postal Ballot Notice.

Pursuant to Section 108 of the Act read with Rule 20 of the Rules and Regulation 44 of the SEBI Listing Regulations, the Company has engaged KFin Technologies Limited, Registrar and Transfer Agents of the Company (“**KFinTech**” or “**RTA**”), as the agency to provide remote e-voting facility to its Shareholders.

The remote E-voting facility is available at the link: <https://evoting.kfintech.com> and commences from Friday, 23rd January, 2026 at 09.00 a.m. and concludes on Saturday, 21st February, 2026 at 05.00 p.m. E-Voting module shall be disabled by Kfintech for voting thereafter.

The Board of Directors of the Company now propose to obtain the consent of the members by way of Postal Ballot for the matters as considered in the Special Business ('**Resolution**') appended below in accordance with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014. The Explanatory Statement pursuant to Section 102(1), 110 and other applicable provisions, if any, of the Act pertaining to the said Resolutions setting out the material facts and the reasons for the Resolution is also annexed hereto for your consideration.

The Scrutinizer will submit her report to the Managing Director or Company Secretary of the Company after completion of scrutiny of the e-voting. The results of e-voting shall be declared on or before 48 hours from the conclusion of e-voting process and will be displayed along with the Scrutinizer's Report at the Registered Office of the Company, communicated to the Stock Exchanges (NSE and BSE) and would also be uploaded on the Company's website: www.jupiterwagons.com and on the website of RTA.

SPECIAL BUSINESS:

Appointment of Mr. Mark Damian Stevenson as Non-Executive Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 152,161 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 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, Mr. Mark Damian Stevenson (DIN: 11089244), who was appointed by the Board of Directors as an Additional Director in the category of Non-Executive Non-Independent Director of the Company with effect from December 15, 2025, 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 and in accordance with the recommendation of the Nomination and Remuneration Committee, be and is hereby appointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation.

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."

**By order of the Board of Directors
For Jupiter Wagons Limited**

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

Place: Kolkata
Date: December 15, 2025

Registered Office:
 48, Vandana Vihar,
 Narmada Road, Gorakhpur
 Jabalpur, 482001
 Madhya Pradesh, India

NOTES

1. Approval of Shareholders of the Company is solicited by passing requisite resolution(s) through Postal Ballot/ e-Voting for businesses set out in this Notice.

Explanatory Statement pursuant to Sections 102(1) read with Section 110 of the Act and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, stating all material facts pertaining to the aforesaid resolution is annexed herewith along with Postal Ballot Notice for your consideration.

2. As per the applicable MCA Circulars, **Postal Ballot Notice is being sent only by electronic mode to all the Shareholders of the Company**, whose names appear in the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL"), (NSDL together with CDSL, the "Depositories") and as available with the Company as on 16th January, 2026 ("Cut Off Date").

A copy of this Postal Ballot Notice is also available on the website of the Company www.jupiterwagons.com, the relevant section of the websites of the Stock Exchanges on which the Equity Shares of the Company are listed and the website of KFintech in compliance with the MCA Circulars.

Shareholders holding equity shares as on the Cut-off Date can cast their vote using remote e-voting facility only in accordance with the process laid down in this Notice. A person who is not a member/ beneficial owner as on the Cut-off Date should treat this Notice for information purpose only.

Voting rights of a Shareholder/ beneficial owner (in case of electronic shareholding) shall be in proportion to his/ her/ its shareholding in the paid-up equity share capital of the Company as at close of business hours on the Cut Off Date.

3. Resolution, if approved, by the Shareholders by means of Postal Ballot/ e-Voting is deemed to have been passed at a General Meeting of the Shareholders and on the last date specified for the e-Voting i.e., 21st February, 2026.

4. **Process for registration of email address:**

Members holding shares in physical mode, who have not registered/updated their e-mail address and/ or KYC details are requested to update their aforesaid details by submitting Form ISR-1 duly filled and signed along with requisite supporting documents to KFin at Unit: Jupiter Wagons Limited, Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana, India - 500 032.

The aforesaid form can be accessed from the website of the RTA at <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>.

In case of any queries, Shareholder may write to einward.ris@kfintech.com or cs@jupiterwagons.com.

- (a) **It is further clarified that for permanent registration of email address**, Shareholders are requested to register their email addresses by following due procedure:

1. **For electronic holdings:** with their concerned Depository Participants; and

2. **For physical holdings:** with the Company's Registrar and Share Transfer Agent, KFintech

- (b) Those Shareholders who have already registered their email addresses are requested to keep their email addresses validated with their Depository Participants/ the Company's RTA to enable servicing of notices/ documents/ Annual Reports electronically to their email address.

If any Shareholder who has registered their email address and not received Postal Ballot notice, User-Id and password for remote e-Voting, may write to einward.ris@kfintech.com or cs@jupiterwagons.com from the registered email address to receive the same.

5. In compliance with Sections 108 and 110 of the Act and the Rules made thereunder and Regulation 44 of the SEBI Listing Regulations and MCA Circulars, Company is providing the facility to the Shareholders to exercise their votes electronically and vote on the resolution through e-Voting facility.

The Company has engaged the services of KFintech as the agency to provide e-Voting facility.

Instructions for e-Voting are provided as part of this Postal Ballot Notice which the Shareholders are requested to read carefully before casting their vote.

6. A Shareholder cannot exercise vote by sending physical Postal Ballot or by proxy on Postal Ballot.

All the Shareholders are requested to cast their votes only through remote e-Voting as per the procedure provided in Note 9.

7. The Scrutinizer shall submit her Report on the resolution proposed to be passed through Postal Ballot/ e-Voting to the Managing Director or Company Secretary of the Company after completion of the scrutiny.

The result of the voting by Postal Ballot shall be announced on or before Monday, 23rd February, 2026 and shall be communicated to BSE Limited and National Stock Exchange of India Limited ("Stock Exchanges") where the equity shares of the Company are listed

The results of the Postal Ballot/ e-Voting and scrutinizer's report shall also be displayed on the notice board at the Registered Office and Corporate Office of the Company for a period of 3 (Three) days, on the Company's website at www.jupiterwagons.com and on the website of Kfintech at <https://evoting.kfintech.com/>.

8. All documents referred to in this Postal Ballot Notice shall be available for inspection electronically on all the working days from the date of dispatch of the Postal Ballot Notice, until the last date of voting by remote e-Voting i.e. Saturday, 21st February, 2026. Shareholders seeking to inspect such documents may send their request to cs@jupiterwagons.com or einward.ris@kfintech.com from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID.

9. Procedure of e-Voting

- i. Pursuant to the provisions of Section 108 and other applicable provisions of the Act read with the Rules, and Regulation 44 of SEBI Listing Regulations, as amended, read with SEBI Circular no. SEBI/ HO/ CFD/ PoD2/ CIR/ P/ 0155 dated November 11, 2024 (as amended) on "E-Voting facility provided by Listed Entities", E-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/ websites of Depositories/DPs in order to increase the efficiency of the voting process.

Members are provided with the facility to cast their vote electronically through the E-Voting services provided by KFintech on the resolutions set forth in this Notice.

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

- iii. The e-Voting facility will be available during the following period:

1. Commencement of e-Voting: 9:00 a.m. (IST) on Friday, 23rd January, 2026;
2. End of e-Voting: 5:00 p.m. (IST) on Saturday, 21st February, 2026

The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-Voting module shall be forthwith disabled by KFintech upon expiry of the aforesaid period. Once the vote on the resolution is casted by the member, he/ she shall not be allowed to change it subsequently.

- iv. The process and manner of e-Voting shall be as under:

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
1. Users already registered for IDeAS facility: <ol style="list-style-type: none"> 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. 	1. Users who have opted for Easi/ Easiest <ol style="list-style-type: none"> 1. Visit URL: https://web.cdslindia.com/myeasi/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.
2. Users not registered for IDeAS e-Services <ol style="list-style-type: none"> 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. 1 	2. User not registered for Easi/ Easiest <ol style="list-style-type: none"> 1. Option to register is available at https://web.cdslindia.com/myeasitoken/home/login 2. Proceed with completing the required fields. 3. Follow the steps given in point no. 1
3. Users may alternatively vote by directly accessing the e-Voting website of NSDL <ol style="list-style-type: none"> 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. <p>NSDL Mobile APP</p> <ol style="list-style-type: none"> i. Members can also download the NSDL Mobile App "NSDL Speede" facility by scanning the QR code for seamless voting experience. <p>NSDL Mobile App is available on</p> <div data-bbox="192 1484 625 1664">     </div> <ol style="list-style-type: none"> 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. 	3. Users may alternatively vote by directly accessing the e-Voting website of CDSL <ol style="list-style-type: none"> 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.

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

- Shareholders may login using the login credentials of their demat account through their Depository Participants registered with NSDL /CDSL for e-Voting facility.
- Once logged-in, Shareholders will be able to see e-Voting option.
- 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
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) XXXX, 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.
8. Shareholders holding multiple folios/ demat accounts shall choose the voting process separately for each folio/ demat accounts.
9. 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.
10. You may then cast your vote by selecting an appropriate option and click on "Submit".
11. 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 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. _9395"

2. **Shareholders whose email IDs are not registered with the Company/ Depository Participants(s)**, and consequently the Notice of Postal Ballot and e-Voting instructions cannot be serviced, will have to follow the following process as mentioned in Note 4 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, Senior Manager 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- 800-309-4001 for any further clarifications.

**By order of the Board of Directors
For Jupiter Wagons Limited**

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

Place: Kolkata

Date: December 15, 2025

Registered Office:

48, Vandana Vihar,
 Narmada Road, Gorakhpur
 Jabalpur, 482001
 Madhya Pradesh, India

EXPLANATORY STATEMENT

Pursuant to the provisions of Section 102(1) of the Companies Act, 2013 & Rules framed thereunder

The following Explanatory Statement sets out all the material facts relating to the Special Business mentioned in the accompanying Notice:

Appointment of Mr. Mark Damian Stevenson as Non-Executive Director of the Company

Pursuant to the provisions of Section 152 and 161 of the Companies Act, 2013 ("the Act") and as per the recommendation of Nomination and Remuneration Committee, the Board of Directors had appointed Mr. Mark Damian Stevenson (DIN: 11089244) as an Additional Director in the category of Non-Executive Non-Independent Director of the Company with effect from December 15, 2025. Pursuant to provisions of the Act and the Regulation 17(1C) of the Securities and Exchange Board of India ('SEBI') (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), the appointment of Mr. Mark Damian Stevenson as Non-Executive Non-Independent Director is subject to approval of the members of the Company. As required under Section 160 of the Act, the Company has received a notice in writing from a Member proposing the candidature of Mr. Mark Damian Stevenson for the office of Director of the Company. Mr. Mark Damian Stevenson has given his consent to act as Director and is not disqualified from being appointed as Director in terms of Section 164 of the Act. The Nomination and Remuneration Committee while recommending his appointment, has considered amongst others, leadership capabilities, expertise in governance, financial matters, administrative knowledge and experience as the skills required for this role and also confirmed that he is not debarred from holding the office of director by virtue of any SEBI order or any other such authority. Copy of the draft letter for appointment of Mr. Mark Damian Stevenson as a Non-Executive Director setting out terms and conditions would be available for inspection by members at the Registered Office during normal business hours on any working day of the Company.

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.

Details of Mr. Mark Damian Stevenson as per the requirement of Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meeting (SS-2) is provided in Annexure.

Keeping in view the above, consent of the Members for appointment of Mr. Mark Damian Stevenson as a Non-Executive Non-Independent Director, liable to retire by rotation, is sought by way of ordinary resolution, as set out in the resolution of the accompanying Notice. Mr. Mark Damian Stevenson is interested in the resolution set out in Item of the notice with regard to his appointment. The relatives of Mr. Mark Damian Stevenson may be deemed to be interested in the resolution set out in Item of the notice, to the extent of their equity shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in this resolution. The Board accordingly recommends the Ordinary Resolution set out in Item of the accompanying Notice for the approval of the members.

Brief Profile of Mr. Mark Damian Stevenson

Mr. Mark Damian Stevenson is graduated from MA (Oxon), Modern Languages, University of Oxford and he is a Chartered Accountant (ICAEW), qualified with Price Waterhouse Coopers in the year 1989. He 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.

Being an Oxford graduate and Chartered Accountant, he spent two decades at AAE Ahaus Alstätter Eisenbahn Holding AG, serving first as CFO and later as CEO, guiding the company through significant growth in European and Russian markets. Since 2015, he has held successive Csuite roles at VTG AG — CIO, CFO, and Acting CEO — helping steer Europe's largest freight railcar lessor through major investment cycles and its 2019 public to private transition under Morgan Stanley Investment Partners.

As Required under SEBI Listing Regulations and Secretarial Standards-2 on General Meetings, the relevant details in respect of director seeking appointment under item of this notice are as below:

Name of the Director	Mr. Mark Damian Stevenson
DIN	11089244
Date of Birth and Age	12.01.1963 63 years
Qualification	Mr. Mark Damian Stevenson is graduated from MA (Oxon), Modern Languages, University of Oxford and he is a Chartered Accountant (ICAEW), qualified with Price Waterhouse Coopers in the year 1989
Experience / expertise in specific functional areas	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. He had a significant role in the development of a Common Debt Platform with an issue volume of over USD 3 Billion. For detailed profile, please refer Company's website: www.jupiterwagons.com
Date of first appointment on the Board	15.12.2025
Number of equity shares held in the Company	NIL
Terms and condition of appointment/ re-appointment	Appointment as Non-Executive Non Independent Director, liable to retire by rotation and other terms as mentioned in the statement annexed to the notice.
Remuneration proposed to be paid	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 Companies Act, 2013.
Recognition or awards	NIL
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Not Applicable
Remuneration/Sitting Fees last drawn	Not Applicable
No. of the Board meeting attended (till the date of Postal Ballot Notice)	Not Applicable
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
Board membership of other Companies as on 31 st March, 2025 (Listed / Unlisted) (excluding foreign companies)	NIL
Membership/ Chairmanship of Committees of the Board of Directors of other Companies as on 31 st March, 2025 (excluding foreign companies)	NIL
Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any	Not related to any Board Member or KMP.
Date of Current Appointment	He is being proposed to be appointed as Non-Executive Director from 15 th December, 2025.
Listed entities from which resigned in the past three years (excluding foreign companies)	NIL

**By order of the Board of Directors
For Jupiter Wagons Limited**

**Place: Kolkata
Date: December 15, 2025**

Registered Office:

48, Vandana Vihar,
Narmada Road, Gorakhpur
Jabalpur, 482001
Madhya Pradesh, India

**Sd/-
Ritesh Kumar Singh
Company Secretary
Membership No. F9722**