

March 18, 2025

To,
The Corporate Relationship Department,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001.
Security 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 4th March, 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 4th March, 2025 (“Notice”) to seek approval of the shareholders for the following special business(es):

- Re-appointment of Mr. Ganesan Raghuram as an Independent Director of the Company;
- To approve Material Related Party Transaction(s) with Jupiter Tatravagonka Railwheel Factory Private Limited (JTRFPL); and
- Change in one of 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 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, 14th March, 2025 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 Thursday, 20th March, 2025 and will end 5:00 P.M. on Friday 18th April, 2025.

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



JUPITER WAGONS LIMITED

CIN : L28100MP1979PLC049375

You are requested to kindly 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 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. 3/2022 dated May 5, 2022 read with other relevant circulars including General Circular No. 09/2023 dated September 25, 2023 and the latest being General Circular No. 09/2024 dated September 19, 2024 (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 businesses 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 4th March, 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 05:00 p.m. IST on 18th April, 2025 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 Thursday, 20th March, 2025, at 09.00 a.m. IST and concludes on Friday, 18th April, 2025 at 05.00 p.m. IST E-Voting module shall be disabled by Kfintech for voting thereafter.

The Board of Directors of the Company now proposes to obtain the consent of the members by way of Postal Ballot for the matters as considered in the Special Business(es) (**‘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 announced on or before Monday, 21st April, 2025 and will be displayed along with the Scrutinizer’s Report on the notice board at the Registered Office and Corporate 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:

Item No 1: Re-appointment of Mr. Ganesan Raghuram as an 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 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. Ganesan Raghuram (DIN: 01099026), who holds the office as an Independent Director of the Company up to May 18, 2025 and who, being eligible to be reappointed 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, be and is hereby re-appointed 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 19th May, 2025 to 18th May, 2030 (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.”

Item No 2: To approve Material Related Party Transaction(s) with Jupiter Tatravagonka Railwheel Factory Private Limited (JTRFPL) (Formerly Bonatrans India Private Limited)

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

‘RESOLVED THAT pursuant to Regulation 23(4) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (**‘SEBI Listing Regulations’**), the applicable provisions of the Companies Act, 2013 (**‘the Act’**) read with Rules made thereunder, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the Policy on Related Party Transaction(s) of Jupiter Wagons Limited (**‘the Company’**) and the approval of the Audit Committee and recommendation of the Board of Directors (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) of the Company, the approval of the Members be and is hereby accorded to the Board of Directors of the Company to enter into/execute new contract(s) / arrangement(s) / transaction(s) (whether by way of an individual transaction or series of transactions taken together or otherwise) as mentioned in the Explanatory Statement with Jupiter Tatravagonka Railwheel Factory Private Limited (JTRFPL) (Formerly Bonatrans India Private Limited), an unlisted subsidiary of the Company and accordingly a related party under Regulation 2(1)(zb) of the SEBI Listing Regulations, on such terms and conditions as may be agreed between the Company and JTRFPL, for the following related party transaction:

Sl. No.	Nature of Transaction(s)	Amount (Rs.)
1.	To enter into Long Term Purchase/Sale Agreement for 10 years to purchase and sale of goods, rendering and receiving of services, other transactions for the purpose of business, subject to such contract(s) / arrangement(s) / transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company and JTRFPL.	an aggregate value up to Rs. 2,000 crores in a financial year

RESOLVED FURTHER THAT the Board be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred to any Director(s) or any Committee constituted / empowered / to be constituted by the Board or Company Secretary or any other Officer(s) / Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

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."

Item No 3: Change in one of 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")

*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), 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, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (the "SEBI ICDR Regulations"), the approval 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 by way of Qualified Institutions Placement ("QIP") and approval of the members on 25th October, 2023 by way of Postal Ballot Notice dated 19th September, 2023 i.e., "Setting up a new captive alloy steel foundry unit at Jabalpur, Madhya Pradesh" to "enhance the capacity by 1000 MT/M of the existing alloy steel foundry at Bandel, West Bengal and utilizing the unutilized and idle QIP fund for the same."

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
Membership No. F9722**

Place: Kolkata

Date: March 4, 2025

Registered Office:

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

Website: www.jupiterwagons.com

NOTES

- 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 resolutions are annexed herewith along with Postal Ballot Notice for your consideration.

- 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 14th March, 2025 ("**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 KFin Technologies Limited, Registrar and Transfer Agent of the Company ("**KFintech**" or "**RTA**") 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.

- 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., 18th April, 2025.

- 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 Technologies 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.

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

- For electronic holdings:** with their concerned Depository Participants; and
- For physical holdings:** with the Company's Registrar and Share Transfer Agent, KFin Technologies

- 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.

- In compliance with Sections 108 and 110 of the Act and the Rules made thereunder and Regulation 44 of the Listing Regulations and General 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 KFin Technologies 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.

- 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.

- 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, 21st April, 2025 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. Friday, 18th April, 2025. Shareholders seeking to inspect such documents may send their request to cs@jupiterwagons.com or inward.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 Listing Regulations, as amended, read with SEBI Circular no. SEBI/ HO/ CFD/ CMD/ CIR/ P/ 2020/ 242 dated December 9, 2020 on “e-Voting Facility provided by Listed Entities”, the Company is providing facility to the Shareholders to exercise votes through e-Voting on the e-Voting platform provided by Kfintech to enable them to cast their votes electronically.

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

1. Commencement of e-Voting: 9:00 a.m. (IST) on Thursday, 20th March 2025;
2. End of e-Voting: 5:00 p.m. (IST) on Friday, 18th April, 2025

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.

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

INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING


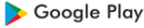


Step 1: Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

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
<p>1. Users already registered for IDeAS facility:</p> <ol style="list-style-type: none"> 1. Visit URL: https://eservices.nsd.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. 	<p>1. Users who have opted for Easi/ Easiest</p> <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.
<p>2. Users not registered for IDeAS e-Services</p> <ol style="list-style-type: none"> 1. To register click on link: https://eservices.nsd.com 2. Select “Register Online for IDeAS” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Proceed with completing the required fields. 4. Follow steps given in point no. 1 	<p>2. User not registered for Easi/ Easiest</p> <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

Individual Shareholders holding securities in demat mode with NSDL	Individual Shareholders holding securities in demat mode with CDSL
<p>3. Users may alternatively vote by directly accessing the e-Voting website of NSDL</p> <ol style="list-style-type: none"> Open URL: https://www.evoting.nsd.com/ Click on the icon "Login" which is available under 'Shareholder/ Member' section. 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> <p>i. Members can also download the NSDL Mobile App "NSDL Speede" facility by scanning the QR code for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p>   <ol style="list-style-type: none"> Post successful authentication, you will be requested to select the name of the company and the e-Voting Service Provider name, i.e., KFintech. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period. 	<p>3. Users may alternatively vote by directly accessing the e-Voting website of CDSL</p> <ol style="list-style-type: none"> Visit URL: www.cdslindia.com Provide your Demat Account Number and PAN No. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the Demat Account. 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

- (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.: 022-48867000 or 022-24997000
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 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

- 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:**
 - Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
 - 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_8720."

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. Shyam Kumar, 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: March 4, 2025**

Registered Office:
48, Vandana Vihar,
Narmada Road, Gorakhpur
Jabalpur, 482001
Madhya Pradesh, India
Website: www.jupiterwagons.com

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 Businesses mentioned in the accompanying Notice:

Item No 1: Re-appointment of Mr. Ganesan Raghuram as an Independent Director of the Company

The Board of Directors and the Shareholders of the Company had appointed Mr. Ganesan Raghuram as an Independent Non-Executive Director of the Company at the 40th AGM of the Company held on 24th September, 2020 for a term of five consecutive years commencing from 19th May, 2020 to 18th May, 2025. Accordingly, the first term of five consecutive years of Mr. Ganesan Raghuram as an Independent Director ends on 18th May, 2025.

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. Ganesan Raghuram, for a second term of five consecutive years from 19th May, 2025 to 18th May, 2030 (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. Ganesan Raghuram, 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. Ganesan Raghuram, as an Independent Director of the company, not liable to retire by rotation, for a second consecutive term of five years from 19th May, 2025 to 18th May, 2030 (both days inclusive).

The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has also given his consent to continue to act as Director of the Company, if so appointed by the members.

In the opinion of the Board, Mr. Ganesan Raghuram fulfills the conditions specified under Section 149(6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and that he is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority for his reappointment as an Independent Non-Executive Director of the Company and is independent of the management. Copy of the draft letter for re-appointment of Mr. Ganesan Raghuram as an Independent 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.

Brief Profile of Mr. Ganesan Raghuram

Mr. Ganesan Raghuram is a Professor (Emeritus) of Chanakya University and the Gujarat Maritime University. He is visiting faculty at IIM Ahmedabad, IIM Bangalore, Gati Shakti Vishwavidyalaya and Gujarat National Law University. He is associated with the Akshaya Patra Foundation and the Infrastructure Vision Foundation.

He has been Director, IIM Bangalore, from February 2017 to July 2020. Prior to that, he was Professor and Chairperson of the Public Systems Group at IIMA. He has been Dean (Faculty), IIMA; Vice-Chancellor of the Indian Maritime University and Indian Railways Chair Professor at IIMA.

He specializes in infrastructure and transport systems, and logistics and supply chain management. He conducts research on the railway, port, shipping, aviation, and road sectors. He has been part of various government policy making and advisory committees, and Boards of companies, higher educational and social institutions and continues to be on some.

Mr. Ganesan Raghuram has a BTech from IIT, Madras; a Post Graduate Diploma in Management from IIM, Ahmedabad; and a PhD from Northwestern University, USA.

As Required under Listing Regulations and Secretarial Standards-2 on General Meetings, the relevant details in respect of directors seeking reappointment under item no. 1 of this notice are as below:

Brief profile of director seeking reappointment:

Name of the Director	Mr. Ganesan Raghuram
DIN	01099026
Date of Birth and Age	20.07.1955 70 Years
Qualification	Engineering degree from IIT Madras and PGDM from IIM, Ahmedabad as well as PhD from North western University, Kellogg Graduate School of Management, Evanston, Illinois, USA.
Experience / expertise in specific functional areas	Mr. Ganesan Raghuram possesses overall more than 45 years of vast experience in Human Resources & Industrial Relations, Law, Banking, Investment & Treasury Management, Corporate Governance & Ethics, Regulatory, Government & Security matters, CSR, Sustainability & NGO matters and such others. For detailed profile, please refer Company's website: www.jupiterwagons.com
Skills and capabilities required for the role and the manner in which the proposed Independent Director meets such requirements	Refer Notice and Explanatory Statement.
Date of first appointment on the Board	19.05.2020
Number of equity shares held in the Company	Nil
Terms and condition of appointment/re-appointment	Re-appointment as Non-Executive Independent Director, not 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
Job Profile and his suitability	Mr. Ganesan Raghuram is a Professor (Emeritus) of Chanakya University and the Gujarat Maritime University. He is visiting faculty at IIM Ahmedabad, IIM Bangalore, Gati Shakti Vishwavidyalaya and Gujarat National Law University. He is associated with the Akshaya Patra Foundation and the Infrastructure Vision Foundation. He has been Director, IIM Bangalore, from February 2017 to July 2020. Prior to that, he was Professor and Chairperson of the Public Systems Group at IIMA. He has been Dean (Faculty), IIMA; Vice-Chancellor of the Indian Maritime University and Indian Railways Chair Professor at IIMA. He specializes in infrastructure and transport systems, and logistics and supply chain management. He conducts research on the railway, port, shipping, aviation, and road sectors. He has been part of various government policy making and advisory committees, and Boards of companies, higher educational and social institutions and continues to be on some. Mr. Ganesan Raghuram has a BTech from IIT, Madras; a Post Graduate Diploma in Management from IIM, Ahmedabad; and a PhD from Northwestern University, USA.
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Not Applicable

Remuneration/Sitting Fees last drawn	Sitting fees was paid for attending Board and Committee Meetings as under: Financial year 2023-2024: Rs. 3.45 lakhs Financial Year 2024-2025: Rs.3.40 lakhs (till February, 2025)
No. of the Board meeting attended	Financial year 2023-2024: 9 out of 9 meetings held Financial Year 2024-2025: 8 out of 8 meetings held (till February, 2025)
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, 2024 (Listed / Unlisted)	NIL
Membership/ Chairmanship of Committees of the Board of Directors of other Companies as on 31 st March, 2024	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 an Independent Non-Executive Director from 19 th May, 2025 for 5 years.
Listed entities from which resigned in the past three years	ADANI Port and Special Economic Zone Limited

Except Mr. Ganesan Raghuram, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the accompanying Postal Ballot Notice. Mr. Ganesan Raghuram is not related to any Director of the Company.

The Board of Directors recommends the Special resolution set out in Item no. 1 for your approval

Item No. 2: To approve Material Related Party Transaction(s) with Jupiter Tatravagonka Railwheel Factory Private Limited (JTRFPL) (Formerly Bonatrans India Private Limited)

Context and Statutory provisions:

In terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), as amended, any transactions with a related party shall be considered material, if the transaction(s) entered into/to be entered into individually or taken together with the previous transactions during a financial year exceeds Rs. 1,000 crore or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, shall require prior approval of shareholders by means of an ordinary resolution. The said limits are applicable, even if the transactions are in the ordinary course of business of the concerned company and at an arm's length basis. Further, Regulation 2(1)(zc) of the SEBI Listing Regulations defines a Related Party Transaction ('RPT') to include a transaction involving a transfer of resources, services or obligations between (i) a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand, as well as (ii) a listed entity or any of its subsidiaries on one hand and any other person or entity on the other hand, the purpose and effect of which is to benefit any related party of the listed entity or any of its subsidiaries, regardless of whether a price is charged or not.

The listed entity shall provide the Audit Committee with the information as specified in the Industry Standards on "Minimum information to be provided for review of the Audit Committee and members for approval of a related party transaction", while placing any proposal for review and approval of an RPT.

In the above context, Resolution under Item no. 2 is placed for the approval of the Members of the Company. Further, for the purpose of calculating the total amount of proposed RPTs as a percentage of annual consolidated turnover of Jupiter Wagons Limited and/or annual standalone turnover of the subsidiary company (as applicable) as of the immediately preceding financial year, we have considered FY 2023-2024 as the 'preceding financial year'.

Background, details and benefits of the transaction:

Jupiter Tatravagonka Railwheel Factory Private Limited (JTRFPL) (formerly Bonatrans India Private Limited) is an unlisted subsidiary of Jupiter Wagons Limited ('Company') engaged in the business of manufacturing, designing and producing the highest-quality wheelsets and their parts for all types of rolling stock, high-speed and mainline trains, metro, and freight wagons.

JTRFPL was acquired by the Company in March, 2024 in order to meet the captive requirement of wheelset for the Company and cater to evolving demand in domestic and international market. At present, Jupiter Wagons Limited holds 97.79% stake in JTRFPL.

Both JTRFPL and the Company are in the same line of business where the entities intend to leverage benefits of synergy in business integrations, process and systems. The Company has entered into various transactions with JTRFPL in previous financial years such as purchase of wheelsets, wheels and its part. To ensure continuity of operations at JTRFPL for sustenance of its business and to take advantage of the existing business synergies and Company’s focus towards enhancing the production capacity of JTRFPL, the Company proposes to enter into similar transactions such as purchase of railway wheelsets with certain specifications for use in its manufacturing operations. Further, considering the proposed related party transactions between the Company and JTRFPL, the Company seeks members approval for the following related party transactions:

Sl. No.	Nature of Transaction	Amount (Rs.)
1.	To enter into Long Term Purchase/Sale Agreement for 10 years to purchase and sale of goods, rendering and receiving of services, other transactions for the purpose of business, subject to such contract(s) / arrangement(s) / transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company and JTRFPL.	An aggregate value up to Rs. 2,000 crores in a financial year

Further, the Management has provided to the Audit Committee and Board of Directors of the Company with the relevant details of the proposed RPTs including rationale, material terms and basis of pricing and information as specified in the Industry Standards on “Minimum information to be provided for review of the Audit Committee and members for approval of a related party transaction”.

The Audit Committee and the Board of Directors of the Company has granted approval for entering into a long term Purchase /Sale agreement with JTRFPL for an aggregate value up to Rs. 2,000 crores in a financial year subject to the approval of the Shareholders.

The Committee and the Board has noted that the said transactions will be on an arms’ length basis and in the ordinary course of business of the Company and JTRFPL.

The related party transactions as set out in this Postal Ballot Notice have been unanimously approved by the Audit Committee after satisfying itself that the related party transactions are at arm’s length and in the ordinary course of business. The Audit Committee of the Company reviews on a quarterly basis, the details of all related party transactions entered into by the Company during the previous quarter, pursuant to its approvals.

Details of the proposed transactions with JTRFPL being a related party of the Company, including the information pursuant to the SEBI master circular no **SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024**, are as follows:

S.N.	Description	Details
1.	Details of Summary of information as specified in the Industry Standards on “Minimum information to be provided by the Management for review to the Audit Committee and Shareholders.”	
a.	Type, Material Terms and particulars of the proposed transaction	Type: Long Term Purchase/Sale Agreement for 10 years Material Terms of the proposed transaction: <ul style="list-style-type: none"> • Related Party Transactions upto Rs. 2000 crores in a financial year • Cost plus mark up • Arms’ length basis • Payment will be at 30 days credit period • Any other terms, if any, as suggested by the Audit Committee on a quarterly basis. Particulars of the proposed transaction: Manufacturing, designing and producing the highest-quality wheels, axles and wheelsets and their parts for all types of rolling stock, high-speed and mainline trains, metro, and freight wagons
b.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	Jupiter Tatravagonka Railwheel Factory Private Limited (JTRFPL) (Formerly Bonatrans India Private Limited) JTRFPL is unlisted subsidiary company of Jupiter Wagons Limited.

S.N.	Description	Details
		JTRFPL is covered under Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI Listing Regulations, 2015.
c.	Name of the director or key managerial personnel who is related, if any.	Mr. Vikash Lohia, Deputy Managing Director, Mr. Navin Nayar and Mrs. Madhuchhanda Chatterjee, Independent Directors are on the Board of both, the Company and JTRFPL. Mr. Vivek Lohia, Managing Director of Jupiter Wagons Limited is brother of Mr. Vikash Lohia.
d.	Nature, material terms, monetary value and particulars of contracts or arrangements	Purchase and sale of goods, wheels, axles and wheelsets, rendering and receiving of services, other transactions for the purpose of business, subject to such contract(s) / arrangement(s) / transaction(s) for an amount upto Rs. 2,000 crores in a financial year being carried out at arm's length and in the ordinary course of business of the Company and JTRFPL.
e.	Tenure of the proposed transaction	10 years commencing from 1 st April, 2025.
f.	Value of proposed transaction	An aggregate value up to Rs. 2,000 crores in a financial year.
g.	Percentage of annual consolidated turnover of Jupiter Wagons Limited considering FY 2023-24 as the immediately preceding financial year	30%-40% (approximately)
h.	Justification for the transaction	To leverage benefits of synergy in business integrations, cost optimization and to ensure availability of wheels, axles and wheelsets for manufacturing of rolling stock of the Company.
i.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
(i)	details of the source of funds in connection with the proposed transaction	Not Applicable
(ii)	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments - nature of indebtedness; - cost of funds; and - tenure	
(iii)	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	
(iv)	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	
j.	Percentage of the JTRFPL annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis	
k.	Whether the RPTs proposed to be entered into are: (i) not prejudicial to the interest of public shareholders, and (ii) going to be carried out on the same terms and conditions as would be applicable to any party who is not a related party	Certificate received from the KMP and from promoter directors of the Company w.r.t. RPT.
l.	Any other information that may be relevant	All important information forms part of the Statement setting out Material Facts pursuant to Section 102(1) of the Companies Act, 2013 which have been mentioned in the foregoing paragraph.

Arm's length pricing: The related party transaction(s)/contract(s)/arrangement(s) mentioned in this proposal has been evaluated that the proposed terms of the contract(s)/agreement(s) meet the arm's length testing criteria. The related party transaction(s)/contract(s)/arrangement(s) also qualifies as contract under ordinary course of business. Operational RPTs will be entered based on cost plus reasonable mark up of the relevant material and service upto an aggregate amount of Rs. 2,000 Crores (Rupee Two Thousand crores only) each financial year.

Minimum Information to be provided for review of the Audit Committee and Shareholders for Approval of RPTs required as per SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/18 dated 14th February, 2025 is enclosed as Annexure A.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve Resolution under Item No. 2.

The Board, therefore, recommends the Ordinary Resolution, as set out in this Item No. 2 in the accompanying notice for your approval.

Except above, none of the Directors, Key Managerial Personnel of the Company or their respective relatives is in anyway, concerned or interested, either directly or indirectly in passing of the said resolution, save and except to the extent of their respective interest as shareholders of the Company.

Item No. 3: Change in one of the Object Clause for the utilization of funds raised by way of issuance of equity shares by way of Qualified Institutions Placement ("QIP").

The Members of the Company, through the postal ballot resolution dated October 25, 2023, result of which were declared on October 26, 2023 had approved raising of funds for an amount up to Rs. 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").

The 'objects of the net proceeds' were outlined in the Placement Document (PD) and Preliminary Placement Document (PPD) filed with the Stock Exchanges, in connection with the aforesaid QIP. The Company has explored multiple opportunities over the past months, but due to some unexpected circumstances and unavailability of required statutory and government approval(s), the net proceeds of one of the object i.e. Setting up a new captive alloy steel foundry unit at Jabalpur, Madhya Pradesh as mentioned in the PD and PPD cannot be met and the QIP Fund which are kept in separate bank account remain unutilized and idle.

The Company had allocated Rs. 50.00 crores against the said object i.e. Setting up a new captive alloy steel foundry unit at Jabalpur, Madhya Pradesh out of total estimated project cost of Rs. 200.00 crores.

During initiation of setting up the new captive alloy steel foundry unit, the Company utilized Rs. 6.36 crores out of total allocated amount of Rs. 50.00 crores on account of civil work and land development. The balance amount of Rs. 43.64 crores remained unutilized for over two years. This unutilized amount has been reported quarterly by the Monitoring Agency and published simultaneously to the Stock Exchange(s).

The Company is under the process of enhancing the capacity of its existing foundry at Bandel, West Bengal by 1000 MT/M. Since the Jabalpur project is delayed by more than two years, the management decided to prioritize the enhancement process of existing foundry at Bandel, West Bengal and therefore proposed to utilize the idle fund in the capacity enhancement of the its existing foundry at Bandel, West Bengal.

Therefore, the approval of the shareholders is being sought to enable the Board of Directors to proceed with utilization of idle fund of Rs. 43.64 crores towards capacity enhancement of the existing foundry unit at Bandel, West Bengal.

The Board, therefore, recommends the Special Resolution, as set out in this Item No. 3 in the accompanying notice for your approval.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is in anyway, concerned or interested, either directly or indirectly in passing of the said resolution, save and except to the extent of their respective interest as shareholders of the Company.

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

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

**Place: Kolkata
Date: March 4, 2025**

Registered Office:
48, Vandana Vihar,
Narmada Road, Gorakhpur
Jabalpur, 482001
Madhya Pradesh, India
Website: www.jupiterwagons.com

Annexure - A

S. No.	Particulars of the information	Information provided by the management	Comments of the Audit Committee
A. Details of the related party and transactions with the related party			
A(1). Basic details of the related party			
1.	Name of the related party	Jupiter Tatravagonka Railwheel Factory Private Limited. *	-
2.	Country of incorporation of the related party	India	-
3.	Nature of business of the related party	Manufacturing, designing and producing the highest-quality wheels, axles and wheelsets and their parts for all types of rolling stock, high-speed and mainline trains, metro, and freight wagons.	-
A(2). Relationship and ownership of the related party			
4.	Relationship between the listed entity/ subsidiary (in case of transaction involving the subsidiary) and the related party.	Jupiter Tatravagonka Railwheel Factory Private Limited is a subsidiary of Jupiter Wagons Limited.	-
5.	Shareholding or contribution % or profit & loss sharing % of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. <i>Explanation:</i> Indirect shareholding shall mean shareholding held through any person, over which the listed entity or subsidiary has control.	Jupiter Wagons Limited holds 97.79% Equity Shares in Jupiter Tatravagonka Railwheel Factory Private Limited.	-
6.	Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary). <i>Explanation:</i> Indirect shareholding shall mean shareholding held through any person, over which the related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.	Nil	-
A(3). Financial performance of the related party			
7.	Standalone turnover of the related party for each of the last three financial years:		
	<i>FY 2023-24</i>	Rs. 163.78 Crores	-
	<i>FY 2022-23</i>	Rs. 63.49 Crores	-
	<i>FY 2021-22</i>	Rs. 50.91 Crores	-
8.	Standalone net worth of the related party for each of the last three financial years:		
	<i>FY 2023-24</i>	Rs. 108.09 Crores	-
	<i>FY 2022-23</i>	Rs. 118.60 Crores	-
	<i>FY 2021-22</i>	Rs. 129.25 Crores	-
9.	Standalone net profits of the related party for each of the last three financial years:		
	<i>FY 2023-24</i>	(Rs. 10.55 Crores)	-
	<i>FY 2022-23</i>	(Rs. 10.76 Crores)	-
	<i>FY 2021-22</i>	(Rs. 6.16 Crores)	-
A(4). Details of previous transactions with the related party			
10.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during each of the last three financial years. <i>Note:</i> Details need to be disclosed separately for listed entity and its subsidiary.	Rs. 6.55 Crores	-

S. No.	Particulars of the information	Information provided by the management	Comments of the Audit Committee
FY 2023-24			
	S.N.	Nature of Transaction	Amount (in INR)
	1	Purchase and sale of goods, rendering and receiving of services and Investment in Securities	Rs. 6.55 Crores
FY 2022-23			
	S.N.	Nature of Transaction	Amount (in INR)
		Nil	
FY 2021-22			
	S.N.	Nature of Transaction	Amount (in INR)
		Nil	
11.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the current financial year (till the date of approval of the Audit Committee / shareholders).	Rs. 163.50 Crores	-
12.	Whether prior approval of Audit Committee has been taken for the above mentioned transactions?	Yes	-
13.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last three financial years.	No	-
A(5). Amount of the proposed transactions (All types of transactions taken together)			
14.	Total amount of all the proposed transactions being placed for approval in the current meeting.	Rs. 2000 Crores in a financial year	-
15.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year is material RPT in terms of Para 1(1) of these Standards?	Yes	-
16.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	54.89%	-
17.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	Not Applicable	-
18.	Value of the proposed transactions as a percentage of the related party's annual standalone turnover for the immediately preceding financial year.	1200%	-
B. Details for specific transactions			
B(1). Basic details of the proposed transaction			
<i>(In case of multiple types of proposed transactions, details to be provided separately for each type of the proposed transaction – for example, (i) sale of goods and purchase of goods to be treated as separate transactions; (ii) sale of goods and sale of services to be treated as separate transactions; (iii) giving of loans and giving of guarantee to be treated as separate transactions)</i>			

S. No.	Particulars of the information	Information provided by the management	Comments of the Audit Committee
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Long term purchase and sale of goods, rendering and receiving of services and other operational transactions,	
2.	Details of the proposed transaction	To enter into Long Term Purchase/Sale Agreement to purchase and sale of goods, rendering and receiving of services, other transactions for the purpose of business, subject to such contract(s) / arrangement(s) / transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company and JTRFPL.	-
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	10 Years	-
4.	Indicative date timeline for undertaking the transaction	Financial Year 2025-2026 to financial year 2034-2035 (Tentative)	-
5.	Whether omnibus approval is being sought?	Yes	-
6.	Value of the proposed transaction during a financial year. In case approval of the Audit Committee is sought for multi-year contracts, also provide the aggregate value of transactions during the tenure of the contract. If omnibus approval is being sought, the maximum value of a single transaction during a financial year.	Rs. 2,000 Crores in a financial year	-
7.	Whether the RPTs proposed to be entered into are: (i) not prejudicial to the interest of public shareholders, and (ii) going to be carried out on the same terms and conditions as would be applicable to any party who is not a related party	Certificate received from the KMP of the Company and also from promoter directors of the Company were reviewed by the Audit Committee.	-
8.	Provide a clear justification for entering into the RPT, demonstrating how the proposed RPT serves the best interests of the listed entity and its public shareholders.	JTRFPL manufactures wheels, axles and wheelsets for all kind of rolling stocks which include freight wagons. The listed entity sourced the wheels by importing from China. To ensure the continuity of supply, cost optimization, leveraging benefit of synergy in business and also under PM’s make in India initiative, JTRFPL is planned to enhance the wheelset and wheel manufacturing in India. The proposed transaction will be on arm’s length at cost plus mark up and will be beneficial for both the Companies and also at consolidated level of the Group. .	-
9.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. The details shall be provided, where the shareholding or contribution or % sharing ratio of the promoter(s) or director(s) or KMP in the related party is more than 2%. <i>Explanation:</i> Indirect interest shall mean interest held through any person over which an individual has control including interest held through relatives.		

S. No.	Particulars of the information	Information provided by the management	Comments of the Audit Committee
	a. Name of the director / KMP	Mr. Vikash Lohia is common director in Jupiter Wagons Limited and JTRFPL. Mr. Vivek Lohia, Managing Director of Jupiter Wagons Limited is a brother of Mr. Vikash Lohia.	-
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Negligible holding as the Nominee Shareholder.	-
10.	Details of shareholding (more than 2%) of the director(s) / key managerial personnel/ partner(s) of the related party, directly or indirectly, in the listed entity. <i>Explanation:</i> Indirect shareholding shall mean shareholding held through any person over which an individual has control including shareholding held through relatives.		
	a. Name of the director /KMP/ partner	Mr. Vikash Lohia	-
	b. Shareholding of the director /KMP/ partner , whether direct or indirect, in the listed entity	2.86%	-
11.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable	-
12.	Other information relevant for decision making.	-	-
B(2). Additional details for proposed transactions relating to sale, purchase or supply of goods or services or any other similar business transaction			
13.	Number of bidders / suppliers / vendors / traders / distributors / service providers from whom bids / quotations were received with respect to the proposed transaction along with details of process followed to obtain bids.	Not Applicable	-
14.	Best bid / quotation received. If comparable bids are available, disclose the price and terms offered.	Not Applicable	-
15.	Additional cost / potential loss to the listed entity or the subsidiary in transacting with the related party compared to the best bid / quotation received.	No	-
16.	Where bids were not invited, the fact shall be disclosed along with the justification for the same.	The transaction will be entered at arm's length basis, i.e. cost plus mark up and will be reported quarterly to the Audit Committee.	-
17.	Wherever comparable bids are not available, state what is basis to recommend to the Audit Committee that the terms of proposed RPT are beneficial to the shareholders.	Not Applicable	-

* JTRFPL became subsidiary of the Company w.e.f. March 20, 2024.