



#### JUPITER WAGONS LIMITED

(formerly known as Commercial Engineers & Body Builders Co Limited) (CIN No – L28100MP1979PLC049375)

Date - 29.05.2022

The Secretary,
National Stock Exchange of India Ltd
'Exchange Plaza,' 5<sup>th</sup> Floor
Plot No. C/1, G. Block
Bandra Kurla Complex,
Bandra (East),
Mumbai – 400 051

Fax No. 022-26598237/38, 66418124/25/26

The Secretary,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001
Fax No. 022-2272 3121/2272 2037

## <u>Sub: Annual Secretarial Compliance Report pursuant to SEBI Circular No. CIR/CFD/CMDI/27/2019 dated February 8, 2019</u>

Dear Sir/Mam,

Please find enclosed herewith the Annual Secretarial Compliance Report for the financial year ended 31<sup>st</sup> March, 2022, issued by M/s. Deepak Khaitan & Co. LLP., Practicing Company Secretaries, Kolkata (W.B.) U/Reg 24A of SEBI (Listing Obligations & Disclosure Requirements). Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMDI/27/2019 dated February 8, 2019

As informed earlier vide disclosure dated 26 May 2022, name of the transferee company changed from "Commercial Engineers & Body Builders Co Limited" to "Jupiter Wagons Limited" w.e.f. 25 May, 2022. The process of change of name in the records of the stock exchange is underway

This is for your kind information and record. Kindly acknowledge the receipt of the same and oblige.

Yours faithfully,

For Jupiter Wagons Limited

Deepesh Kedia Company Secretary

Encl: As above

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

Email Id – cs@cebbco.com, Website – www.cebbco.com, Tel – 0761-2661336

Factory (Unit I) : 21,22,33,34, Industrial Area Richhai, Jabalpur - 482010 M.P.,

Factory (Unit II) : NH12-A, Village Udaipura, Teh. Niwas, Distt. Mandla - 481661 M.P.,

Factory (Unit III) : Plot No. 690 to 693 & 751 to 756, Sector III, Industrial Area, Pithampur, Distt. Dhar,

Factory (Unit V) : Plot No. 742, Asangi Phase Area, Saraikela, Jharkhand – 932109,

Factory (Unit VI) : 118, Village Imlai, Near Deori Railway Station, P.O. Panagar, Jabalpur – 483220

Kolkata Office : 4/2, Middleton Street, Second Floor, Kolkata (W.B.) 700071 IN

LLP Identification No. AAU-7316

Street, Unit 7B, 7<sup>th</sup> Floor, Kolkata – 700 071

#### SECRETARIAL COMPLIANCE REPORT

# OF JUPITER WAGONS LIMITED (FORMERLY KNOWN AS COMMERCIAL ENGINEERS & BODY BUILDERS CO LIMITED) FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2022

I have examined:

- (a) all the documents and records made available to us and explanation provided by Jupiter Wagons Limited (formerly known as Commercial Engineers & Body Builders Co Limited) having CIN L28100MP1979PLC049375 ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31<sup>st</sup> March, 2022 ("Review Period") in respect of compliance with the provisions of :-

(a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and

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(b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (Not Applicable to Company during the Review Period);
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities)

  Regulations, 2018 (Not Applicable to Company during the Review Period);
- (e) Securities and Exchange Board of India (Share Based Employee Benefits)

  Regulations, 2014(Not Applicable to Company during the Review Period);
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities)
  Regulations, 2008 (Not Applicable to Company during the Review Period);

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- (g) Securities and Exchange Board of India(Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 (Not Applicable to the Company during the Review Period);
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading)

  Regulations, 2015;
- (i) Securities and Exchange Board of India (Depositories and Participant)

  Regulations, 2018;

and circulars/ guidelines issued thereunder including Para 6(A) and 6(B) of SEBI Circular No. CIR/CFD/CMD1/114/2019 dated 18<sup>th</sup> October, 2019;

and based on the above examination and online verification of the listed entity's books, papers, minute books, forms and returns filed and other records maintained by the listed entity to the extent possible due to COVID-19 and subsequent lockdown situation and also the information, provided by the listed entity, its officers, agents and authorized representatives, I hereby report that in my opinion, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

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Standard Sta

Sr.	Compliance Requirement	Deviations	Observations/ Remarks
No.	(Regulations/ Circulars/		of the Practising
	guidelines including		Company Secretary
	specific clause)		
1.	As per Regulation 26(1) of	Mr.Prakash Yashwant	As per Regulation 26(1)
	Securities And Exchange	Gurav, Director of the	of Securities And
	Board Of India (Listing	Company from 5 <sup>th</sup>	Exchange Board Of India
	Obligations And Disclosure	April, 2021 to 7 <sup>th</sup>	(Listing Obligations And
	Requirements)	July, 2021 was	Disclosure Requirements)
	Regulations, 2015 states a	chairman in total 6	Regulations, 2015 states
	director shall not be a	(six) committees	that a director shall not
	member in more than ten	which exceeded the	be a member in more
	committees or act as	prescribed limit of	than ten committees or
	chairperson of more than	being a chairman in 5	act as chairperson of
	five committees across all	(five) committees	more than five
	listed entities in which	across all listed	committees across all
	he/she is a director which	company as per	listed entities in which
	shall be determined as	Regulation 26(1) of	he/she is a director.
	follows:	Securities And	However Mr.Prakash
	(a) the limit of the	Exchange Board Of	Yashwant Gurav, Director
	committees on which a	India (Listing	of the Company, from 5 <sup>th</sup>
	director may serve in all	Obligations And	April, 2021 to 7 <sup>th</sup> July,
	public limited companies,	Disclosure	2021 was chairman in
	whether listed or not, shall	Requirements)	total 6 (six) committees
	be included and all other	Regulations, 2015.	which exceeded the
	companies including		prescribed limit of being a
	private limited companies,		chairman in 5 (five)
	foreign companies and		committees across all
	companies under		listed company as per
	Section 8 of the Companies		Regulation 26 (1) of
	Act, 2013 shall be		Securities And Exchange
	excluded;		Board Of India (Listing
			Obligations And
			Disclosure Requirements)

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S-91 90070 55560/ 98748 47954 :khaitan52@gmail.com/singhaia.shruti19@gmail.com/officedkk@gmail.com/officed

(b) for the purpose of	Regulations, 2015.	
determination of limit,	Subsequently, Mr.Prakash	
chairpersonship and	Yashwant Gurav on 8 <sup>th</sup>	
membership of the audit	July, 2021 stepped down	
committee and the	from the post of	
Stakeholders Relationship	Chairmanship of one of	
Committee alone shall	the committees and	
beconsidered.	continues as the member	
	of that committee.	
	Henceforth, Mr.Prakash	
	Yashwant Gurav w.e.f. 8 <sup>th</sup>	
	July, 2021 is chairman of	
	5 (five) committees.	
	5 (five) confinittees.	

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from myexamination of those records.
- (c) The following are the details of actions taken against the listed entity/ it's promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

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Standard Sta

Sr.	Action	Details of Violation	Details of	Observations/Remarks of	
No.	taken by		action taken	the Practising Company	
	,		e.g. fines,	Secretary, if any	
			warning letter,		
			debarment, etc.		
1.	National	As per Regulation	Email dated 4 <sup>th</sup>	As per Regulation	
1.	Stock	26(1) of Securities	August, 2021	26(1) of Securities	
	Exchange	And Exchange Board	received from	And Exchange Board Of	
	Exchange	Of India (Listing	NSE in this	India (Listing	
		Obligations And	regard.	Obligations And	
		Disclosure	regula.	Disclosure	
		Requirements)		Requirements)	
		Regulations, 2015		Regulations, 2015	
		states a director shall		states that a director	
		not be a member in		shall not be a member	
		more than 10 (ten)		in more than ten	
		committees or act as		committees or act as	
		chairperson of more		chairperson of more	
		than 5 (five)		than five committees	
		committees across all		across all listed entities	
		listed entities in which		in which he/she is a	
		he/she is a director		director. However	
		which shall be		Mr.Prakash Yashwant	
		determined as follows:		Gurav, Director of the	
		(a) the limit of the		Company from 5 <sup>th</sup>	
		committees on which a		April, 2021 to 7 <sup>th</sup> July,	
		director may		2021 was chairman in	
		serve in all public		total 6 (six)	
		limited		committees which	
		companies, whether		exceeded the	
		listed or not, shall be		prescribed limit of	
		included and all other		being a chairman in 5	
		companies		(five) committees	

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including private	across all listed
limited companies,	company as per
foreign companies and	Regulation 26 (1) of
companies under	Securities And
Section 8 of the	Exchange Board Of
Companies Act, 2013	India (Listing
shall be excluded;	Obligations And
(b) for the purpose of	Disclosure
determination of limit,	Requirements)
chairpersonship and	Regulations, 2015.
membership of the	Subsequently,
audit committee and	Mr.Prakash Yashwant
the Stakeholders'	Gurav on 8 <sup>th</sup> July, 2021
Relationship	stepped down from the
Committee alone shall	Chairmanship of one of
beconsidered.	the committees and
	continue as the
	member of that
	committee. Henceforth,
	Mr.Prakash Yashwant
	Gurav w.e.f. 8 <sup>th</sup> July,
	2021 is chairman of 5
	(five) committees.

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

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Sr.	Observations of	Observations	Actions taken by	Comments of the	
No.	the Practising	made in the	the listed entity,	Practising Company	
	Company	secretarial	if any	on the actions taken	
	Secretary in the	compliance report		by the listed entity	
	previous reports.	for the year ended			
		31 <sup>st</sup> March, 2021			
1.	As per	The board of	Mr.Ganesan	Mr.Ganesan	
	Regulation	directors of the	Raghuram was	Raghuram was	
	17(1)(c) of	Companycompri	appointed as	appointed as	
	Securities And	sed of less than	Independent	Independent	
	Exchange Board	6(six) directors	Director of the	Director of the	
	Of India (Listing	from 1 <sup>st</sup> April,	Company w.e.f.	Company w.e.f. 19 <sup>th</sup>	
	Obligations And	2020 to 18 <sup>th</sup>	19 <sup>th</sup> May, 2020	May, 2020 and	
	Disclosure	May, 2020	and thereafter	thereafter the	
	Requirements)	(during first	the board of	board of directors of	
	Regulations,	quarter ended	directors of the	the Company	
	2015 the Board	30 <sup>th</sup> June,	Company	comprised of 6(six)	
	of Directors of	2020).	comprised of	directors.	
	top 2000 listed		6(six) directors.	Subsequently the	
	entities, shall		Subsequently	Company also	
	comprise of not		the Company	deposited the fine	
	less than 6(six)		also deposited	with both the stock	
	directors, with		the fine with	exchanges i.e.	
	effect from		both the stock	NSE& BSE as	
	1 <sup>st</sup> April, 2020.		exchangesi.e.	directed. Further,	
	The board of		NSE &BSE as	BSE vide email	
	directors of the		directed.	dated 5 <sup>th</sup> July, 2021	
	Company			waived off the fine	
	comprised of			levied for the	
	less than 6 (six)			quarter ended June,	
	directors from			2020 under	
	1 <sup>St</sup> April, 2020 to			Regulation 17(1)(c)	
	18 <sup>th</sup> May, 2020			of Securities And	

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(during first		Exchange	Board Of
quarter ended		India	(Listing
30 <sup>th</sup> June, 2020).		Obligations	And
		Disclosure	
		Requirements)	
		Regulations	s, 2015.

Note: Scheme of Amalgamation of Jupiter Wagons Limited ("JWL" or "Amalgamating Company") into and with the Commercial Engineers & Body Builders Co. Limited ("Company") and their respective shareholders and creditors under Section 230 to 232 and other applicable provisions of the Companies Act, 2013, rules made thereunder and other applicable laws, ("scheme") approved by Hon'ble National Company Law Tribunal, Kolkata Bench vide Order dated 28th February, 2022 and Hon'ble National Company Law Tribunal, Indore Bench, vide order dated 13th May, 2022. Pursuant to Clause 1.1 of Part IV of the Scheme of Amalgamation, once the Scheme of Amalgamation has become effective, the name of Commercial Engineers & Body Builders Co Limited" shall stand amended to "Jupiter Wagons Limited". Please also note that the Registrar of Companies, Madhya Pradesh has issued a fresh certificate of incorporation pursuant to change of name dated 25 May 2022".

Place: Kolkata Signature:

Date: 29<sup>th</sup> May, 2022

SHRUTI SINGHANIA Date: 2022.05.29 17:12:29 +05'30'

Digitally signed by SHRUTI SINGHANIA

CS Shruti Singhania.

**Practising Company Secretary** 

(F.C.S. No.: 11752/C.P. No.: 18028)

UDIN NO:F011752D000422129

PR No.: 1552/2021

ICSI Unique Code No.:I2017WB1592300

Designated Partner - Deepak Khaitan & Co. LLP

ICSI Unique Code No.:L2020WB008100