

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

Date - May 29, 2023

The Secretary,
National Stock Exchange of India Ltd
'Exchange Plaza,' 5th 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

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

Dear Sir/Mam,

Please find enclosed herewith the Annual Secretarial Compliance Report for the financial year ended March 31, 2023, 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.

This is for your kind information and record.

Kindly acknowledge the receipt of the same and oblige.

Yours faithfully,

For Jupiter Wagons Limited
(Formerly Commercial Engineers & Body Builders Co Limited)

Deepes
h Kedia
Digitally signed
by Deepesh
Kedia
Date: 2023.05.29
15:17:20 +05'30'

Deepesh Kedia
Company Secretary

Encl: As above

Deepak Khaitan & Co. LLP

LLP Identification No. AAU-7316

+91 90070 55560/ 98748 47954 @:khaitan52@gmail.com/singhaia.shruti19@gmail.com/officedkk@gmail.com

GEM House, 5B Russell Street, Unit 7B, 7th Floor, Kolkata – 700 071

SECRETARIAL COMPLIANCE REPORT

OF JUPITER WAGONS LIMITED (FORMERLY KNOWN AS COMMERCIAL ENGINEERS & BODY BUILDERS CO LIMITED) FOR THE YEAR ENDED 31ST MARCH, 2023

[Pursuant to Regulation 24A(2) of the Securities and Exchange Board of India (listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, read with Circular No. CIR/CFD/CMDI/27/2019 dated February 8, 2019, issued by Securities and Exchange Board of India and Circulars dated March 16, 2023 and April 10, 2023 issued by the National Stock Exchange of India limited and BSE limited]

We 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 31st March, 2023 ("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
- (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");

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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 ;
- (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**);
- (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 18th October, 2019;

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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 the information, provided by the listed entity, its officers, agents and authorized representatives, we hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	YES	-
2.	Adoption and timely updation of the Policies: <ul style="list-style-type: none">All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entitiesAll the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI	YES	-

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3.	Maintenance and disclosures on Website: <ul style="list-style-type: none">• The Listed entity is maintaining a functional website• Timely dissemination of the documents/ information under a separate section on the website• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/ section of the website	YES	-
4.	Disqualification of Director: <p>None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	YES	-
5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material as well as other subsidiaries</p>	NA	The listed entity do not have any material subsidiary companies during the Review Period
6.	Preservation of Documents: <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	YES	-
7.	Performance Evaluation: <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.</p>	YES	-

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8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	YES NA	- As the listed entity has obtained prior approval of Audit Committee for all related party transactions
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	YES	-
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	YES	-
11.	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein (**).	YES	-
12.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	YES	-

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Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1.	Compliances with the following conditions while appointing/re-appointing an auditor		
	i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or	NA	There is no instance of resignation by the Statutory Auditor during the Review Period.
	ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or	NA	
	iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.	NA	

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2.	Other conditions relating to resignation of statutory auditor		
	<p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p>	NA	There is no such instance during the Review Period.
	<p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/explanation sought and not provided by the management, as applicable.</p>		

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	<p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information:</p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>		
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/ CFD/CMD1/114/2019 dated 18 th October, 2019.	NA	There is no such instance during the Review Period.

*Observations /Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'

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(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:-

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation / Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations / Remarks of the Practicing Company Secretary	Management Response	Remarks
NIL										

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

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation / Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations / Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	As per Regulation 26(1) of Securities And Exchange Board Of India (Listing Obligations And Disclosure	As per Regulation 26(1) of Securities Exchange Board Of India (Listing Obligations And Disclosure	As per clarification mail dated 4 th August, 2021 received from NSE - Mr.Prakash Yashwant	As per Clarification mail dated 4 th August, 2021 received from NSE in this	The Company vide letter dated 5 th August, 2021, 2021 replied to the clarification	As per clarification mail dated 4 th August, 2021 received from NSE - Mr.Prakash Yashwant	NA	As per clarification mail dated 4 th August, 2021 received from NSE- Mr.Prakash Yashwant Gurav, Director of the Company, from 5 th April,	The Company vide letter dated 5 th August, 2021 replied to the clarification raised by NSE vide mail dated	-

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<p>Requirements) Regulations, 2015 states a director shall not be a member in more than ten committees or act as chairperson of more than five committees across all listed entities in which he/she is a director which shall be determined as follows: (a) the limit of the committees on which a director may serve in all public limited companies, whether listed or not, shall be included</p>	<p>s) Regulations, 2015</p>	<p>Gurav, Director of the Company from 5th April, 2021 to 7th July, 2021 was chairman in total 6 (six) committees which exceeded the prescribed limit of being a chairman in 5 (five) committees across all listed company as per Regulation 26(1) of Securities And Exchange Board Of India (Listing Obligation s And Disclosure Requirements)</p>	<p>regard.</p>	<p>raised by NSE vide mail dated 4th August, 2021 that Mr.Pra kash Yashw ant Gurav on 8th July, 2021 stepped down from the post of Chairm ansh- ip of one of the commi ttees of Autom otive Stampi ngs and Assem blies Limited .</p>	<p>Gurav, Director of the Company from 5th April, 2021 to 7th July, 2021 was chairman in total 6 (six) committees which exceeded the prescribed limit of being a chairman in 5 (five) committees across all listed company as per Regulation 26(1) of Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements)</p>	<p>2021 to 7th July, 2021 was chairman in total 6 (six) committees across all listed company as per Regulation 26 (1) of Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements), 2015. Subsequently, Mr.Prakash Yashwant Gurav on 8th July, 2021 stepped down from the post of Chairmanship of one of the committees of Automotive Stamping</p>	<p>4th August, 2021 that Mr.Prakash Yashwant Gurav on 8th July, 2021 stepped down from the post of Chairmansh -ip of one of the committees of Automotive Stampings and Assemblies Limited.. Henceforth, Mr.Prakash Yashwant Gurav w.e.f. 8th July, 2021 is chairman of 5 (five) committee.</p>
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and all other companies including private limited companies, foreign companies and companies under Section 8 of the Companies Act, 2013 shall be excluded; (b) for the purpose of determination of limit, chairpersonship and membership of the audit committee and the Stakeholders Relationship Committee alone shall be considered.	Regulations, 2015.	Henceforth, Mr. Prakash Yashwant Gurav w.e.f. 8 th July, 2021 is chairman of 5 (five) committee.	Regulations, 2015.	Assembly Limited. Henceforth, Mr. Prakash Yashwant Gurav w.e.f. 8 th July, 2021 is chairman of 5 (five) committees.		
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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

Date: 29th May, 2023

Signature:

SHRUTI
SINGHANIA

Digitally signed by SHRUTI
SINGHANIA
Date: 2023.05.29 07:43:12
+05'30'

CS Shruti Singhania.

Practising Company Secretary

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

UDIN NO: F011752E000402175

PR No.: 1552/2021

ICSI Unique Code No.:I2017WB1592300

Designated Partner - Deepak Khaitan & Co. LLP

ICSI Unique Code No.:L2020WB008100