

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,' 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 31st 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

Deepak Khaitan & Co. LLP

LLP Identification No. AAU-7316

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

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SECRETARIAL COMPLIANCE REPORT

OF JUPITER WAGONS LIMITED (FORMERLY KNOWN AS COMMERCIAL ENGINEERS & BODY BUILDERS CO LIMITED) FOR THE YEAR ENDED 31ST 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 31st 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 18th 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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Sr. No.	Compliance Requirement (Regulations/ Guidelines including specific clause)	Deviations	Observations/ Remarks of the Practising Company Secretary
1.	<p>As per Regulation 26(1) of Securities And Exchange Board Of India (Listing Obligations And Disclosure 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:</p> <p>(a) the limit of the committees on which a director may serve in all public limited companies, whether listed or not, shall be included and all other companies including private limited companies, foreign companies and companies under Section 8 of the Companies Act, 2013 shall be excluded;</p>	<p>Mr.Prakash Yashwant 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) Regulations, 2015.</p>	<p>As per Regulation 26(1) of Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 states that 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. However Mr.Prakash Yashwant 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>

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	(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. Subsequently, Mr. Prakash Yashwant Gurav on 8 th July, 2021 stepped down from the post of Chairmanship of one of the committees and continues as the member of that committee. Henceforth, Mr. Prakash Yashwant Gurav w.e.f. 8 th July, 2021 is chairman of 5 (five) committees.
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- (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 my examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its 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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Sr. No.	Action taken by	Details of Violation	Details of action taken e.g. fines, warning letter, debarment, etc.	Observations/Remarks of the Practising Company Secretary, if any
1.	National Stock Exchange	As per Regulation 26(1) of Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 states a director shall not be a member in more than 10 (ten) committees or act as chairperson of more than 5 (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 and all other companies	Email dated 4 th August, 2021 received from NSE in this regard.	As per Regulation 26(1) of Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 states that 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. However Mr. Prakash Yashwant Gurav, Director of the Company from 5 th April, 2021 to 7 th July, 2021 was chairman in total 6 (six) committees which exceeded the prescribed limit of being a chairman in 5 (five) committees

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		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.		across all listed company as per Regulation 26 (1) of Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015. Subsequently, Mr.Prakash Yashwant Gurav on 8 th July, 2021 stepped down from the Chairmanship of one of the committees and continue as the member of that committee. Henceforth, Mr.Prakash Yashwant Gurav w.e.f. 8 th July, 2021 is chairman of 5 (five) committees.
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(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

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

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(during first quarter ended 30 th June, 2020).			Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015.
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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, 2022

Signature:

SHRUTI

SINGHANIA

Digitally signed by
SHRUTI SINGHANIA

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

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