

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

Date - 03.09.2022

To,

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

**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 400051**  
Fax No. 022-2659 8237/38, 66418124/25/26

**National Securities Depository Limited**  
Trade World, 4<sup>th</sup> floor,  
Kamala Mills Compound,  
Senapati Bapat Marg, Lower Parel,  
**Mumbai - 400 013**

**Central Depository Services (India) Ltd.**  
28<sup>th</sup> Floor, P J Towers  
Dalal Street, Fort  
**Mumbai - 400023**

**General Manager**  
**KFin Technologies Limited**  
Selenium Tower B, Plot Nos. 31 & 32, Financial  
District Nanakramguda, Serilingampally  
Hyderabad - 500032 | India  
**Toll Free No: 1800-309-4001**

**Sub: Notice of 42<sup>nd</sup> Annual General Meeting**  
**Scrip code: 533272(BSE)/JWL EQ(NSE)**

Dear Sir/Madam,

This is to inform that **42<sup>nd</sup> Annual General Meeting** of the members of the Company will be held on **Wednesday, September 28, 2022 at 02.30 p.m., through Video Conferencing (VC) / Other Audio-Visual Means (OAVM)**

Further, pursuant to Section 108 of the Companies Act, 2013 and the Rules made there under, the Company is offering e-voting facility to its members in respect of all the businesses to be transacted at the aforesaid Annual General Meeting. Members holding shares either in physical form or in dematerialized form, as on the cut-off date of **September 16<sup>th</sup>, 2022**, may cast their vote electronically on the Businesses as set out in the Notice of the Annual General Meeting through electronic voting system of Kfin Technologies Limited / CDSL / NSDL. All the members are informed that the voting through electronic means shall commence on **September 25, 2022 at 09.00 a.m. and end on September 27, 2022 at 05.00 p.m.** The Notice of the meeting, containing the business to be transacted, is enclosed.

This is for your kind notice and records, kindly acknowledge the receipt of the same and oblige.

Yours faithfully,

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

**Deepesh Kedia**  
**Company Secretary**

**JUPITER WAGONS LIMITED**

(formerly known Commercial Engineers &amp; Body Builders Co Limited)

Regd. Office: 48, Vandana Vihar, Narmada Road, Gorakhpur,

Jabalpur (M.P.) – 482001 India

CIN: L28100MP1979PLC049375,

Telephone No. - 0761-2661336,

Email ID – [cs@cebbco.com](mailto:cs@cebbco.com), Website - [www.cebbco.com](http://www.cebbco.com) / [www.jupiterwagons.com](http://www.jupiterwagons.com)

## Notice

**NOTICE is hereby given that the 42<sup>nd</sup> Annual General Meeting ('AGM') of the shareholders of Jupiter Wagons Limited (formerly known as Commercial Engineers & Body Builders Co Limited) ("Company") will be held on Wednesday, 28<sup>th</sup> September 2022 at 2.30 P.M. through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM') to transact the following business:**

**ORDINARY BUSINESS****1. Adoption of Audited Standalone Financial Statements and Board's Report**

To receive, consider and adopt the Audited Standalone Financial statements of the Company for the financial year ended 31<sup>st</sup> March 2022, together with the Reports of Directors and Auditors thereon.

**2. Adoption of Audited Consolidated Financial Statements**

To receive, consider and adopt the Audited Consolidated Financial statements of the Company for the financial year ended 31<sup>st</sup> March 2022, together with the Report of the Auditors thereon.

**3. Appointment of Director retiring by rotation**

To appoint a director in place of Mr. Abhishek Jaiswal (DIN:07936627), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

**4. Appointment of Director retiring by rotation**

To appoint a director in place of Mr. Vivek Lohia (DIN:00574035), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

**SPECIAL BUSINESS****5. To approve ratification of the remuneration to be paid to the Cost Auditor appointed by the Board of Directors of the Company for the financial year 2022-2023 pursuant to Section 148 and all other applicable provisions of Companies Act, 2013**

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

**"RESOLVED THAT** pursuant to the provisions of Section 148 read with Rule 14 of Companies (Audit and Auditors) Rules, 2014 of the Companies Act, 2013, and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s K Das & Associates (Firm registration No, 004404), the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2023, be paid the remuneration amounting to ₹ 50,000/- (fifty Thousand only) (exclusive of Goods and Service Tax & re-imbursment of out-of-pocket expenses);

**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."

**6. To approve Re-Appointment of Mr. Abhishek Jaiswal as Whole Time Director & Chief Executive Officer of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and as per relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (including any amendments thereto or re-enactment thereof, for the time being in force) (hereinafter collectively referred to as the "Applicable Laws") and the Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee and subject to such other approvals as may be necessary, the consent



of the Company be and is hereby accorded for the re-appointment of Mr. Abhishek Jaiswal (DIN: 07936627) as Whole Time Director for a period of 5 years commencing from 14<sup>th</sup> October, 2022 to 13<sup>th</sup> October, 2027 (liable to retire by rotation) & Chief Executive Officer of the Company at a remuneration as set out in the statement annexed to the notice, with full liberty to the Board of Directors (hereinafter referred to as the "Board" which shall be deemed to include the Nomination & Remuneration Committee of the Board) to revise/ alter/ modify/ amend/ change the terms and conditions as may be agreed to by the Board and Mr. Abhishek Jaiswal within the applicable provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** where in any financial year during the tenure of the said Whole Time Director & Chief Executive Officer of the Company has no profits or its profit are inadequate, the remuneration as may be approved by the Board of Directors of the Company from time to time shall be paid as minimum remuneration;

**RESOLVED FURTHER THAT** the Board of Directors of the Company and / or Company Secretary of the Company be and are hereby jointly and/or severally authorised to do all such acts, deeds, matters, things and sign and file all such papers, documents, forms and writings as may be necessary and incidental to the aforesaid resolution."

**By order of the Board of Directors**

**For Jupiter Wagons Limited  
(formerly known as Commercial Engineers  
& Body Builders Co Limited)**

**Deepesh Kedia**

Company Secretary & Compliance Officer  
M.No - ACS 34616

Place: Jabalpur  
Date: 30.08.2022

**NOTES**

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its General Circular No. 14/ 2020 dated April 8, 2020, General Circular No. 17/ 2020 dated April 13, 2020, General Circular No.20/2020 dated May 5, 2020 and General Circular No.02/ 2022 dated May 5, 2022 (hereinafter collectively referred to as 'MCA Circulars') and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 issued by Securities and Exchange Board of India ('SEBI') (hereinafter collectively referred to as 'AGM related circulars') permitted holding of the Annual General Meeting ('AGM' or 'Meeting') through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM') during the calendar year 2022, without the physical presence of the Members at a common venue.'
2. In compliance with the provisions of the Companies Act, 2013 (the 'Act'), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 ('SEBI LODR') and the AGM related circulars, the forty two AGM of the Company will be held through VC/OAVM. The deemed venue for the forty two AGM shall be the registered office of the Company
3. Since the AGM will be held through VC/OAVM, the Route Map for the AGM venue is not annexed to this Notice. Further, since the AGM is being held through VC/OAVM, the requirement of physical attendance of Members has been dispensed with. **Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed to this Notice.**
4. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG format) of its Board or governing body Resolution/Authorisation etc., authorising its representative on its behalf to vote through remote e-voting or attend the AGM through VC/OAVM and cast vote during the AGM. The said Resolution/Authorisation shall be sent to the Scrutinizer by e-mail through its registered e-mail address at [singhania.shruti19@gmail.com](mailto:singhania.shruti19@gmail.com) with a copy marked to [inward.ris@kfintech.com](mailto:inward.ris@kfintech.com). The scanned image of the above mentioned documents should be in the naming format "Corporate Name\_EVENT No."
5. Statement pursuant to section 102 of the Act forms part of this Notice. The Board of Directors at its meeting held on 30<sup>th</sup> August 2022 has decided that the ordinary / special businesses set out under item no. 5 & 6, being considered 'unavoidable', be transacted at the forty second AGM of the Company
6. Brief profile of the directors, who are seeking appointment/re-appointment, are annexed hereto as per requirements of Regulation 36(3) of the SEBI LODR and Secretarial Standard on General Meetings ('SS-2') and as per provisions of the Act are forming part of the explanatory statement to this Notice.
7. The facility of joining the AGM through VC/OAVM will be opened 15 minutes before and will be open up to 15 minutes after the scheduled start time of the AGM, i.e. from 02.15 p.m. to 02.45 pm and will be available for 1,000 members on a first-come first-served basis. This rule would however not apply to participation of shareholders holding 2% or more shareholding, promoters, institutional investors, directors, key and senior managerial personnel, auditors etc.
8. Institutional Investors who are members of the Company are encouraged to attend and vote at the forty Second AGM of the Company
9. SEBI has mandated the submission of Permanent Account Number (PAN) by every person dealing in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or KFin.
10. To receive shareholders' communications through electronic means, including Annual Reports and Notices, members are requested to kindly register/update their e-mail address with their respective depository participant, where shares are held in electronic form. Where shares are held in physical form, members are advised to register their e-mail address with KFin by clicking on the link [https://ris.kfintech.com/email\\_registration/](https://ris.kfintech.com/email_registration/).
11. Members who have not registered their email addresses and mobile numbers and consequently could not be served the Annual Report for FY 2021-2022 and Notice of Forty Second AGM, may temporarily get themselves registered with KFin, by following the procedure mentioned below:
  - a. Visit the link <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>
  - b. Select the Company name i.e. Jupiter Wagons Limited.
  - c. Select the Holding type from the drop down i.e. - NSDL/CDSL/Physical



- d. Enter DP ID – Client ID (in case shares are held in electronic form)/Physical Folio No. (in case shares are held in physical form) and PAN.
  - e. If PAN details are not available in the system, the system will prompt to upload a self-attested copy of the PAN card for updating records.
  - f. In case shares are held in physical form and PAN is not available in the records, please enter any one of the Share Certificate No. in respect of the shares held by you.
  - g. Enter the email address and mobile number.
  - h. System will validate DP ID – Client ID/Folio No. and PAN/Share certificate No., as the case may be, and send OTP at the registered Mobile number as well as email address for validation.
  - i. Enter the OTPs received by SMS and email to complete the validation process. OTP will be valid for 5 minutes only.
  - j. The Notice and e-voting instructions along with the User ID and Password will be sent on the email address updated by the member.
  - k. Please note that in case the shares are held in electronic form, the above facility is only for temporary registration of email address for receipt of the Notice and the e-voting instructions along with the User ID and Password. Such members will have to register their email address with their DPs permanently, so that all communications are received by them in electronic form.
  - l. In case of queries, members are requested to write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) or call at the toll free number 1800-309-4001.
12. Further, those members who have not registered their e- mail addresses and mobile nos. and in consequence could not be served the Annual Report and Notice of AGM, may temporarily get themselves registered with KFin, by clicking the link: [https://ris.kfintech.com/email\\_registration/](https://ris.kfintech.com/email_registration/) for obtaining the same. Members are requested to support our commitment to environmental protection by choosing to receive the Company’s communication through e-mail going forward.
  13. With a view to helping us serve the members better, members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.
  14. Members who still hold share certificates in physical form are advised to dematerialise their shareholding to also avail of numerous benefits of dematerialisation, which include easy liquidity, ease of trading and transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
  15. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM
  16. The Register of Directors’ and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Act and all other documents referred to in the Notice will be available for inspection in electronic mode.
  17. For ease of conduct, members who would like to ask questions/express their views on the items of the businesses to be transacted at the meeting can send in their questions/comments in advance by visiting URL <https://emeetings.kfintech.com/> and clicking on the tab “Post your Queries” during the period starting from 25<sup>th</sup> September 2022 (9.00 a.m.) upto 26<sup>th</sup> September 2022 (5.00 p.m.) mentioning their name, demat account no./Folio no., e-mail Id, mobile number etc. The queries may be raised precisely and in brief to enable the Company to answer the same suitably depending on the availability of time at the meeting.
  18. For more details on shareholders’ matters, please refer to the chapter on General Shareholder Information, included in the Annual Report.
  19. Since the meeting will be conducted through VC/OAVM facility, the Route Map is not annexed in this Notice.
  20. In case a person has become a member of the Company after dispatch of AGM Notice, but on or before the cut-off date for e-voting, i.e., 16<sup>th</sup> September 2022, such person may obtain the User ID and Password from KFin by e-mail request on [shyam.kumar@kfintech.com](mailto:shyam.kumar@kfintech.com).
  21. Alternatively, member may send signed copy of the request letter providing the e-mail address, mobile number, self-attested PAN copy along with client master copy (in case of electronic folio)/copy of share certificate (in case of physical folio) via e-mail at the e-mail id [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) for obtaining the Annual Report and Notice of AGM

22. Pursuant to section 72 of the Act, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13. In respect of shares held in electronic/demat form, the members may please contact their respective depository participant.

**A. VOTING THROUGH ELECTRONIC MEANS:**

**Voting through electronic means**

- a. In terms of the provisions of section 108 of the Act, read with rule 20 of the Companies (Management and Administration) Rules, 2014 as amended (hereinafter called ‘the Rules’ for the purpose of this section of the Notice) and regulation 44 of the SEBI Listing Regulations and in terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 9<sup>th</sup> December 2020 in relation to e-voting facility provided by Listed Entities, the members are provided with the remote e-voting facility to exercise votes on the items of business given in the Notice, through the e-voting services provided by KFin or to vote at the AGM.
- b. The Members, whose names appear in the Register of Members/list of Beneficial Owners as on Tuesday, 16<sup>th</sup> September 2022 (end of day), being the cut-off date fixed for determining voting rights of members who are entitled to participate in the e-voting process. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
- c. Members can cast their vote online from 25<sup>th</sup> September 2022 (9.00 a.m.) till 27<sup>th</sup> September 2022 (5.00 p.m.). Voting beyond the said date shall

not be allowed and the remote e-voting facility shall be blocked.

- d. Alternatively, members holding securities in physical mode may reach out on toll free number 1800 309 4001 for obtaining User ID and password or may write email from the registered email ID to [evoting@kfintech.com](mailto:evoting@kfintech.com).
- e. The details of the process and manner for remote e-voting are explained herein below:
- f. Login method for remote e-voting for Individual shareholders holding securities in demat mode
- g. Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 9<sup>th</sup> December 2020 on “e-voting facility provided by Listed Companies”, e-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts / website of Depositories / DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process.
- h. Shareholders are advised to update their mobile number and e-mail ID with their DPs in order to access e- voting facility.
- i. Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login method
Individual shareholders holding securities in demat mode with NSDL	<p>A. Users registered for NSDL IDeAS facility:</p> <ol style="list-style-type: none"> <li>1. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section.</li> <li>2. A new screen will open. Enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on “Access to e-voting” under e-voting services and you will be able to see e-voting page.</li> <li>3. Click on options available against Company name or e-voting service provider                             <ul style="list-style-type: none"> <li>- Kfintech and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period.</li> </ul> </li> </ol> <p>B. Users not registered for IDeAS e-Services:                      Option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS” Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a> and proceed with completing the required fields. After successful registration, please follow the steps given above to cast your vote.</p>



Type of shareholders	Login method
	<p>C. By visiting the e-voting website of NSDL:</p> <ol style="list-style-type: none"> <li>1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the "Login" icon, available under the 'Shareholder/Member' section.</li> <li>2. A new screen will open. Enter your User ID (i. e. your 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page.</li> <li>3. Click on options available against Company name or e-voting service provider           <ul style="list-style-type: none"> <li>- KFintech and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting.</li> </ul> </li> </ol>
Individual Shareholders holding securities in demat mode with CDSL	<p>A. Existing users who have opted for Easi/Easiest:</p> <ol style="list-style-type: none"> <li>1. URL to login to Easi/Easiest: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon and select New System Myeasi</li> <li>2. Shareholders can login through their existing user ID and password. Option will be made available to reach e-voting page without any further authentication.</li> <li>3. After successful login on Easi/Easiest, the user will also be able to see the e-voting Menu. The menu will have links of ESPs. Click on KFintech to cast your vote.</li> </ol> <p>B. Users who have not opted for Easi/Easiest: Option to register for Easi/Easiest is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>. Proceed with completing the required fields. After successful registration, please follow the steps given above to cast your vote.</p>
Individual Shareholders (holding securities in demat mode) logging through their depository participants	<p>C. By visiting the e-voting website of CDSL:</p> <ol style="list-style-type: none"> <li>1. The user can directly access e-voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; e-mail ID as recorded in the demat Account.</li> <li>2. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and will also be able to directly access the system of e-Voting Service Provider i.e. KFintech.</li> </ol> <p>D. Shareholders can also login using the login credentials of their demat account through their Depository Participant registered with NSDL/CDSL for e-voting facility. Once logged-in, you will be able to see e-voting option.</p> <p>E. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature.</p> <ul style="list-style-type: none"> <li>Click on option available against Company name or e-voting service provider- KFintech and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.</li> </ul>

Important Note: Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode who need assistance for any technical issues related to login through Depository i.e. NSDL and CDSL:

Members facing any technical issue - NSDL	Members facing any technical issue - CDSL
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call on toll free no.: 1800 1020 990 and 1800 22 44 30	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact on 022-23058738 or 022-23058542-43.

**Login method for remote e-voting for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode**

- i. In terms of the provisions of section 108 of the Act, read with rule 20 of the Companies (Management and Administration) Rules, 2014 as amended (hereinafter called 'the Rules' for the purpose of this section of the Notice) and regulation 44 of the Listing Regulations, the Company is providing

facility of remote e-voting facility to exercise votes on the items of business given in the Notice through electronic voting system, to members holding shares as on 16<sup>th</sup> September 2022 (end of day), being the cut-off date fixed for determining voting rights of members, entitled to participate in the remote e-voting process, through the e-voting platform provided by KFin or to vote at the AGM. Person who is not a member as on the cut-off date should treat this Notice for information purposes only.

- ii. The details of the process and manner for remote e-voting are given below:
    - i. Initial password is provided in the body of the email.
    - ii. Launch internet browser and type the URL: <https://evoting.karvy.com> in the address bar.
    - iii. Enter the login credentials i.e. User ID and password mentioned in your email. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your votes.
  - iii. After entering the details appropriately, click on LOGIN.
  - iv. You will reach the 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.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - v. You need to login again with the new credentials.
  - vi. On successful login, the system will prompt you to select the EVENT i.e. JUPITER WAGONS Limited ("JWL").
  - vii. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
  - viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
  - ix. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
  - x. Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote, to the Scrutinizer through e-mail at [singhaniashruti19@gmail.com](mailto:singhaniashruti19@gmail.com) and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'BAL EVENT No.'
  - xi. Members can cast their vote online from 25<sup>th</sup> September 2022 (9.00 a.m.) till 27<sup>th</sup> September 2022 (5.00 p.m.). Voting beyond the said date shall not be allowed and the remote e-voting facility shall be blocked.
  - xii. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for members and e-voting user manual available at the 'download' section of <https://evoting.karvy.com> or call KFin on 1800 309 4001 (toll free).
- B. VOTING AT AGM:**
- i. Only those members/shareholders, who will be present in the AGM through video conferencing facility and have not cast their vote through remote e-voting & are otherwise not barred from doing so are eligible to vote through e-voting in the AGM.
  - ii. However, members who have voted through remote e-voting will be eligible to attend the AGM.
  - iii. Members attending the AGM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.
  - iv. Upon declaration by the Chairman about the commencement of e-voting at AGM, members shall click on the thumb sign on the left-hand bottom corner of the video screen for voting at the AGM, which will take them to the 'Instapoll' page.
  - v. Members to click on the 'Instapoll' icon to reach the resolution page and follow the instructions to vote on the resolutions.
- C. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM:**
- i. Members will be able to attend the AGM through VC/OAVM or view the live webcast of AGM provided by KFin at <https://emeetings.kfintech.com> by clicking on the tab "video conference" and using their remote e-voting login credentials. The link for AGM will be available in members login where the EVENT and the name of the Company can be selected. Members who do not have User ID and Password for e-voting



or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned under heading A above.

- ii. Members are encouraged to join the meeting through Laptops with Google Chrome for better experience.
- iii. Further, members will be required to allow camera, if any, and hence use internet with a good speed to avoid any disturbance during the meeting.
- iv. While all efforts would be made to make the VC/OAVM meeting smooth, participants connecting through mobile devices, tablets, laptops etc. may at times experience audio/video loss due to fluctuation in their respective networks. Use of a stable Wi-Fi or LAN connection can mitigate some of the technical glitches.
- v. Members, who would like to express their views or ask questions during the AGM will have to register themselves as a speaker by visiting the URL <https://emeetings.kfintech.com/> and clicking on the tab "Speaker Registration" during the period starting from 25<sup>th</sup> September 2022 (9.00 a.m.) up-to 26<sup>th</sup> September 2022 (5.00 p.m.). Only those members who have registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. Please note that only questions of the members holding the shares as on cut-off date will be considered.
- vi. A video guide assisting the members attending AGM either as a speaker or participant is available for quick reference at URL <https://emeetings.kfintech.com/>
- vii. Members who need technical assistance before or during the forty first AGM can contact KFin at [emeetings@kfintech.com](mailto:emeetings@kfintech.com) or Helpline: 1800 309 4001.

#### **D. GENERAL INSTRUCTIONS:**

- i. The Board has appointed Ms. Shruti Singhania (FCS-No.:11752) and Ms. Prerna Verma (ACS No.:47079), Designated Partners, M/s Deepak Khaitan & Co. LLP, Company Secretaries, Kolkata as the Scrutinizer and alternate Scrutinizer for conducting the remote e-voting / ballot process, in a fair and transparent manner. Remote e-voting is optional.
- ii. The Chairman shall formally propose to the members participating through VC/OAVM facility to vote on the resolutions as set out in the Notice of the forty first AGM and announce the start of the casting of vote through the e-voting system of KFin.
- iii. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes through e-voting in the presence of at least two witnesses, not in the employment of the Company and make a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman of the Company, who shall countersign the same.
- iv. The Scrutinizer shall submit his report to the Chairman or in his absence Managing Director & CEO of the Company, who shall declare the result of the voting. The results declared along with the scrutinizer's report shall be placed on the Company's website [www.cebbco.com](http://www.cebbco.com) / [www.jupiterwagons.com](http://www.jupiterwagons.com) and on the website of KFin <https://evoting.karvy.com> and shall also be communicated to the stock exchanges. The resolutions shall be deemed to be passed at the AGM of the Company.
- v. The Notice of AGM is being sent to those members / beneficials owners whose names appears in the register of members / list of beneficiary received from the depositories on 26<sup>th</sup> August, 2022.
- vi. In compliance with the MCA circulars and the SEBI circulars, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and the Annual Report 2021-22 will also be available on the Company's website [www.jupiterwagons.com](http://www.jupiterwagons.com), and websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively.

## ANNEXURE TO THE NOTICE

### EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

(Pursuant to Section 102 and any other applicable provisions of the Companies Act, 2013, the Rules made thereunder, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI LODR”) as amended from time to time, Secretarial Standards on General Meeting (“SS-2”) issued by the Institute of Company Secretaries of India and in accordance with the guidelines prescribed/issued by the Ministry of Corporate Affairs (the “MCA”).

#### Item No-5.

In accordance with the provisions of Section 148 of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014 (the Rules), the Company is required to appoint a cost auditor to audit the cost records of the Company.

On the recommendation of the Audit Committee, the Board of Directors of the Company has approved the appointment of M/s K Das & Associates \_[ Firm registration No, 004404], Cost Accountants as the Cost Auditor of the Company for the financial year 2022-2023 at a remuneration of 50,000/- (Rupees Fifty Thousand only) plus reimbursement of all out of pocket expenses incurred, if any, in connection with the cost audit. The remuneration of the cost auditor is required to be ratified subsequently by the Members, in accordance with the provisions of the Act and Rule 14 of the Rules.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested in the Resolution at Item No. 5 of the Notice.

Accordingly, the Board recommends the Ordinary Resolution at item no. 5 of this Notice for the approval of the Members.

#### Item No-6.

Mr. Abhishek Jaiswal is a Whole Time Director and Chief Executive Officer of the Company and was appointed on 14<sup>th</sup> October, 2017 for a period of 5 (five) years, and his present term shall expire on 13<sup>th</sup> October, 2022.

Mr. Abhishek Jaiswal has expertise, knowledge and business acumen in managing the overall business of the Company and his appointment would be beneficial for the Company given the paucity of experienced and skilled personnel. The remuneration proposed for Mr. Abhishek Jaiswal is commensurate with the industry and size of the Company. Mr. Abhishek Jaiswal has no pecuniary

relationship directly or indirectly with the Company. Your Company has diversified business activities and is primarily engaged in the businesses of manufacturing, casting, forging, rolling, repair and/or maintenance of railway wagons (including passenger cars and freight cars), other vehicles, goods carriages, coaches, rolling stock, railway switches, railway crossings, and other railway accessories/components and other ancillary metal products related to the foregoing products, sales and supply of railway wagons (including passenger cars and freight cars), goods carriages, coaches, rolling stock, railway switches, railways crossings and other railway accessories/components related to the foregoing products, metal fabrication comprising of load bodies for commercial vehicles and manufacturing, maintenance and repair of commercial vehicles.

In recognition of his valuable contribution, the Nomination and Remuneration Committee has considered it appropriate to recommend his re-appointment for a period of 5 (five) years commencing from 14<sup>th</sup> October, 2022 to 13<sup>th</sup> October, 2027 (‘Proposed Term’) including the remuneration for a period of 3 (three years) as set out herein below.

#### 1. TENURE OF APPOINTMENT:

The re-appointment of Mr. Abhishek Jaiswal as Whole Time Director & Chief executive Officer is for a period of 5 years with effect from 14.10.2022.

#### 2. DUTIES AND RESPONSIBILITIES:

Mr. Abhishek Jaiswal, the ‘Whole Time Director’ of the Company shall, subject to the provisions of the Companies Act, 2013, and overall superintendence and control of the Board of Directors of the Company, shall perform such duties and exercise such powers, as have been or may, from time to time, be entrusted to, or conferred on him, by the Board of Directors of the Company.

#### 3. REMUNERATION:

- (a) Salary shall be ₹ 3,59,328/- per month and thereafter an increase of not exceeding 25 per cent every year subject to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors..
- (b) Minimum Remuneration - Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of tenure of Mr. Abhishek Jaiswal, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of basic salary and perquisites as specified above.



#### 4. OTHER TERMS OF APPOINTMENT:

- (a) Mr. Abhishek Jaiswal shall not become interested or otherwise concerned, directly or through his spouse and/ or children, in any selling agency of the Company.
- (b) The terms and conditions of the appointment of Mr. Abhishek Jaiswal may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and Mr. Abhishek Jaiswal subject to such approvals as may be required.
- (c) The appointment may be terminated by either party by giving to the other party six months' notice of such termination or the Company paying six months' remuneration in lieu thereof.
- (d) The employment of Mr. Abhishek Jaiswal may be terminated by the Company without notice or payment in lieu of notice:
- (i) If Mr. Abhishek Jaiswal is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associated company to which he is required to render services; or
- (ii) In the event of any serious, repeated or continuing breach (after prior warning) or non-observance by Mr. Abhishek Jaiswal of any of the stipulations contained herein as no separate agreement shall be executed between the Company and Mr. Abhishek Jaiswal; or
- (iii) In the event the Board expresses its loss of confidence in Mr. Abhishek Jaiswal; or
- (e) In the event Mr. Abhishek Jaiswal is not in a position to discharge his official duties due to any physical or mental incapacity, the Board shall be entitled to terminate his contract on such terms as the Board may consider appropriate in the circumstances.
- (f) Upon the termination by whatever means of the employment Mr. Abhishek Jaiswal he shall immediately tender his resignation from offices held by him in any subsidiaries and associated companies and other entities without claim for compensation for loss of office and shall not without the consent of the Company at any time thereafter represent himself as connected with the Company or any of the subsidiaries or associated companies.
- (g) Mr. Abhishek Jaiswal will be liable to retire by rotation

The Board of Directors is of the opinion that the above remuneration being paid / payable to Mr. Abhishek Jaiswal, as Whole Time Director of the Company, is commensurate with his duties and responsibilities. The Board considers that his association as Whole Time Director will be beneficial to and in the interest of the Company.

Additional details of Mr. Abhishek Jaiswal as required pursuant to Companies Act, 2013 (hereinafter referred to as 'the Act') and the Secretarial Standard-2 issued by the Institute of Company Secretaries of India are provided in the table annexed to this Notice. The Company has received certificate from the Company Secretary as required under PART III of Schedule V of the Act.

Save and except Mr. Abhishek Jaiswal and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

All the documents referred to in the said Resolution are open for inspection at the Company's Registered Office 48,, Vandana Vihar, Narmada Road, Gorakhpur, Jabalpur, Madhya Pradesh – 482001 on all working days, except Saturdays, between 10.00 A.M. to 1.00 P.M. till 28<sup>th</sup> September, 2022 and will also be available for inspection at the Meeting.

The Board recommends the Ordinary Resolution as set out at Item No 6 of the Notice for approval of the Members.

**AS REQUIRED UNDER LISTING REGULATIONS AND SECRETARIAL STANDARDS-2 ON GENERAL MEETINGS, THE RELEVANT DETAILS IN RESPECT OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT UNDER ITEM NOS. 2 AND 4 OF THIS NOTICE ARE AS BELOW:**

**BRIEF PROFILE OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT:**

Name of the Director	Mr. Vivek Lohia
DIN	00574035
Date of Birth	24.02.1974 / 48 years
Qualification	He is a Graduate from Wharton Business School, USA.
Experience / expertise in specific functional areas	Mr. Lohia possesses in overall more than 20 years of vast experience in Service operations managements, Rail Transport Planning and management, infrastructure and transportation system, supply chain and logistics management, Marketing Management etc. He has more than 20 years of experience and out of which 15 years are in the wagon industry. He has necessary expertise, knowledge and business acumen to drive the business of the Company.
Date of appointment on the Board	25.03.2021
Number of equity shares held in the Company	77,96,540
Terms and condition of appointment	Appointed as Managing Director, liable to retire by rotation at remuneration and other terms as mentioned in the statement annexed to the notice.
Remuneration to be paid	₹ 20,00,000 /- per month (net of taxes)
Recognition or awards	Member of Federation of Indian Chambers of Commerce & Industry(FICCI) and The Confederation of Indian Industry(CII)
Job Profile and his suitability	Mr. Vivek Lohia is responsible for the entire finance function and function of establishing management relationship with the customers which is of paramount importance and will help the Company to grow faster.
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Remuneration being given is at par with industry level and size of the Company. Mr. Vivek Lohia is a graduate from prestigious foreign university and is instrumental in the overall growth of the Company. The Company expects further to achieve new height under his guidance. Other alumni from similar reputed university command even better remuneration.
Remuneration/Sitting Fees last drawn	₹ 20,00,000 (net of taxes)
No. of the Board meeting attended during the financial year 2021-2022	1
Relationship with other Directors, Manager, KMP of the Company	Brother of Mr. Vikash Lohia
Board membership of other Companies as on 31 <sup>st</sup> March, 2022 (Listed / Unlisted)	1. Jwl Kavis (India) Private Limited 2. Jwl Talegria (India) Private Limited
Membership/Chairmanship of Committees of the Board of Directors of other Companies as on 31 <sup>st</sup> March, 2022	Nil
Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	He is been appointed as Managing Director (Promoter/Executive) w.e.f. 30 <sup>th</sup> May, 2022 and drawing remuneration. He is brother of Mr. Vikash Lohia who has been appointed as an Whole Time Director (Promoter Executive Director) w.,e.f. 30 <sup>th</sup> May, 2022
Date of Appointment & term of Appointment	He is been appointed as Managing Director from 30 <sup>th</sup> May, 2022 for 5 consecutive years.
Information as required pursuant to BSE Circular with ref. no. LIST/COMP/14/2018-19 National Stock Exchange of India Ltd. with ref. no. NSE/CML/2018/24 dated 20 <sup>th</sup> June, 2018.	Mr. Vivek Lohia is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.



Name of the Director	Mr. Abhishek Jaiswal
DIN	07936627
Date of Birth	25/06/1969
Qualification	Bachelor of Engineer, Production Branch, Diploma in Business Management
Experience / expertise in specific functional areas	Have vast experience of 27 years in field of application on commercial vehicles
Date of appointment on the Board	14/10/2017 as Whole Time Director
Number of equity shares held in the Company	Nil
Terms and condition of appointment	Appointed as Whole Time Director & C.E.O., liable to retire by rotation at remuneration and other terms as mentioned in the statement annexed to the notice.
Remuneration to be paid	As mentioned in the Annexure to the Notice
Recognition or awards	N.A.
Job Profile and his suitability	Commercial Body Builder production head and responsible for Planning and execution of production, as Operational manger responsibility for developmental jobs and Quality addition to the profile. As unit head responsible for complete performance of the unit and as group operational head took the Commercial vehicle business to the new height and expanded the group operations
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Remuneration being given is at par with industry level and size of the Company
Remuneration/Sitting Fees last drawn	₹ 3,59,028
No. of the Board meeting attended during the financial year 2021-2022	6
Relationship with other Directors, Manager, KMP of the Company	N.A.
Board membership of other Companies as on 31 <sup>st</sup> March, 2022 (Listed / Unlisted)	N.A.
Membership/Chairmanship of Committees of the Board of Directors of other Companies as on 31 <sup>st</sup> March, 2022	N.A.
Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	He has been appointed as Whole-time Director of the Company w.e.f. 14 <sup>th</sup> October, 2017 and drawing remuneration.
Date of Appointment & term of Appointment	14 <sup>th</sup> October 2022 to 13 <sup>th</sup> October 2022 (5 Years)
Information as required pursuant to BSE Circular with ref. no. LIST/COMP/14/2018-19 National Stock Exchange of India Ltd. with ref. no. NSE/CML/2018/24 dated 20 <sup>th</sup> June, 2018.	Mr. Abhishek Jaiswal is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

**By order of the Board of Directors**

**For Jupiter Wagons Limited  
(formerly known as Commercial Engineers  
& Body Builders Co Limited)**

**Deepesh Kedia**

Company Secretary & Compliance Officer  
M. No. - ACS 34616

Place: Jabalpur  
Date: 30.08.2022