

**JUPITER WAGONS LIMITED**

(formerly Commercial Engineers & 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@jupiterwagons.com](mailto:cs@jupiterwagons.com), Website: [www.jupiterwagons.com](http://www.jupiterwagons.com)

## NOTICE

NOTICE is hereby given that the 43<sup>rd</sup> (Forty Third) 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 Tuesday, 19<sup>th</sup> September 2023 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 2023, together with the Reports of Board 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 2023, together with the Report of the Auditors thereon.

**3. Declare Dividend**

To declare dividend of ₹0.50 per equity share of the Company of Face Value of ₹10/- each for the Financial Year ended 31<sup>st</sup> March, 2023.

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

To appoint a director in place of Mr. Asim Ranjan Dasgupta (DIN:02284092), 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 the ratification of the remuneration to be paid to the Cost Auditor appointed by the Board of Directors of the Company for the FY 2023-24.**

To consider, and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the applicable provisions of Section 148 read with Rule 14 of Companies (Audit and Auditors) Rules, 2014 of the Companies Act, 2013, and all other applicable provisions of the Companies Act, 2013 if any read with rules made thereunder (including any statutory modification(s), amendments, variations or re-enactment thereof for the time being in force), the remuneration payable to M/s K Das & Associates, Cost Accountants, [Firm registration No. 004404], the Cost Auditors appointed by the Board of Directors of the Company, based on recommendation of Audit Committee, as the Cost Auditors of the Company, to conduct the audit of the cost records maintained by the Company for the Financial Year ending March 31, 2024, amounting to ₹ 50,000/- (Rupees Fifty Thousand only) plus applicable taxes and reimbursement of out of pocket expenses, be and is hereby ratified.;

**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 authorized to do all such acts, deeds, matters, things and to sign and file all such papers, documents, forms and writings as may be necessary and incidental to the aforesaid resolution."

**6. Borrowing Powers of the Company**

To consider, and if thought fit, to pass the following resolution as a Special Resolution:

**“RESOLVED THAT** in supersession of all earlier resolution passed by the Shareholders of the Company and pursuant to the applicable provisions of Section 180(1)(c) and all other applicable provisions if any, of the Companies Act, 2013 (including statutory modifications amendments or variations or re-enactments thereof, for the time being in force) read with Article of Association of the Company, the consent of the members of the Company be and is hereby accorded to authorize the Board of Directors of the Company (which term shall be deemed to include any Committee -which the Board may have constituted ,or herein after constitute to exercise its powers including the powers conferred by this resolution), subject to the necessary approvals required, if any in this regard from appropriate authorities, to borrow, from time to time, such sum or sums of monies as the Board may deem necessary for the purpose of the business of the Company which together with the monies already ‘borrowed by the Company’(apart from the temporary loans obtained or to be obtained from the ‘Company’s bankers in the ordinary course of business) may exceed the aggregate paid up capital of the Company and its free reserves, provided that the aggregate amount so borrowed at any point of time shall not exceed ₹ 5,000 Crore (Rupee Five Thousand Crore only) together with the interest, additional interest, compound interest, liquidated damages, all other cost, charges, expenses, including any increase as a result of devaluation/ revaluation/ fluctuation in the rate of foreign exchange and all other monies payable by the Company.

**RESOLVED FURTHER THAT** the Securities to be created by the Company for its borrowing as aforesaid may rank with the security already created in the form of mortgage and / or charges already created or to be created in future by the Company as may be agreed to between the Board and concerned parties.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to take all such steps as may be necessary for obtaining approvals, whether, statutory, contractual or otherwise, in relation to the above and to Settle all matters arising out of and incidental thereto, and to sign and to execute all deeds, applications; documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board or any committee or person(s) authorised by the Board, be and is / are hereby authorised to finalise, settle and execute such documents / deeds / writings / papers / agreements as may be required and to do all such acts, deeds, matters and things as may in its / his / their absolute discretion deem necessary, proper or desirable and to settle any question(s), difficulty(ies) or doubt(s) that may arise in regard to creating security(ies) as aforesaid or other considered to be in the best interest of the Company.”

**7. Creation of Charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings.**

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

**“RESOLVED THAT** in supersession of all earlier resolution passed by the Shareholders of the Company and pursuant to the applicable provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, (including statutory modifications, amendments or variations or re-enactments thereof, for the time being in force) read with Article of Association of the Company as amended from time to time, the consent of the members of the Company be and is hereby given to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee thereof) to create such charges, mortgages and hypothecations

in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit and necessary together with power to take over the substantial assets of the Company in certain events in favour of banks/ financial institutions, other investing agencies and trustees for the holders of debentures/bonds/other instruments to secure rupee/foreign currency loans and/or the issue of debentures whether partly/fully convertible or non-convertible and/or securities linked to Ordinary Shares/ 'A' Ordinary Shares and/or rupee/foreign currency convertible bonds and/or foreign currency bonds and/or bonds with share warrants attached (hereinafter collectively referred to as "Loans") provided that the total amount of Loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premium on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said Loans for which the charge is to be created, shall not, at any time exceed ₹ 5,000 Crore (Rupee Five Thousand Crore only) or the aggregate of the paid up capital and free reserves of the Company, whichever is higher."

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to take all such steps as may be necessary for obtaining approvals, whether

statutory, contractual or otherwise, in relation to the above and to Settle all matters arising out of and incidental thereto, and to sign and to execute all deeds, applications; documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board or any committee or person(s) authorised by the Board, be and is / are hereby authorised to finalise, settle and execute such documents / deeds / writings / papers / agreements as may be required and to do all such acts, deeds, matters and things as may in its / his / their absolute discretion deem necessary, proper or desirable and to settle any question(s), difficulty(ies) or doubt(s) that may arise in regard to creating security(ies) as aforesaid or other considered to be in the best interest of the Company."

**By order of the Board of Directors**  
For **Jupiter Wagons Limited**  
(formerly Commercial Engineers &  
Body Builders Co Limited

Place: Kolkata  
Date: 7<sup>th</sup> August 2023

**Ritesh Kumar Singh**  
Company Secretary &  
Compliance Officer

**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, General Circular No. 02/ 2022 dated May 5, 2022 and General Circular No. 10/2022 dated December 28, 2022 (hereinafter collectively referred to as 'MCA Circulars') and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and Circular No. SEBI/HO/CFD/POD-2/CIR/P/2023/4 dated January 5, 2023 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 2023, 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 third AGM of the Company will be held through VC/OAVM. The deemed venue for the forty third 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/Authorization etc., authorizing 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/Authorization 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 7<sup>th</sup> August, 2023 has decided that the ordinary / special businesses set out under item no. 5 to 7 being considered 'unavoidable', be transacted at the forty third AGM of the Company.
6. **Book Closure and Dividend:**  
The Register of Members and Share Transfer Books of the Company will be closed from 13<sup>th</sup> September 2023 to 19<sup>th</sup> September 2023 (**both days inclusive**) for the purpose of payment of dividend and AGM for FY 2022-23. The dividend of ₹ 0.50 per equity share of the Company of Face Value of ₹ 10/- each (5%), if approved by the Members at the AGM, will be paid subject to deduction of income-tax at source ('TDS') on and from 21<sup>st</sup> September 2023 as under:
  - **In respect of shares held in physical form:**  
To all the Members, whose names are on the Company's Register of Members, after giving effect to valid transmission and transposition requests lodged with the Company, as on the close of business hours of 12<sup>th</sup> September 2023.
  - **In respect of Shares held in electronic form:**  
To all beneficial owners of the shares, as of end of day on 12<sup>th</sup> September 2023, as per details furnished by the Depositories for this purpose. The Members who are unable to receive the dividend directly in their bank account through Electronic Clearing Service or any other means, due to non-registration of the Electronic Bank Mandate, the Company shall dispatch the Warrant/Bankers' Cheque/Demand Draft to such Members.

Pursuant to Finance Act 2020, dividend income is taxable in the hands of shareholders effective April 1, 2020 and the Company is required to deduct tax at source from dividend paid to the Members at the rates prescribed in the Income Tax Act, 1961 ('the IT Act'). In general, to enable compliance with TDS requirements, Members are requested to complete and/ or update their Residential status, PAN, Category as per the IT Act with their Depository Participants ('DPs') or in case shares are held in physical form, with the Company/Registrars and Transfer Agents ('RTA') by sending documents through e-mail on or before 6<sup>th</sup> September 2023 to enable the Company to determine the appropriate TDS/withholding tax rate applicable, verify the documents and provide exemption. For the detailed process, please click here: <https://ris.kfintech.com/form15/forms.aspx?q=0> and also refer to the e-mail being sent to members in this regard.

**Updation of mandate for receiving dividend directly in bank account through Electronic Clearing System or any other means in a timely manner:**

**Shares held in physical form:** Members are requested to send the following details/documents to the Company's Registrars and Transfer Agent ('RTA'), viz. KFin Technologies Limited(KFin), latest by 6<sup>th</sup> September 2023:

- Form No. ISR-1 duly filled and signed by the holders stating their name, folio number, complete address with pincode, and the following details relating to the bank account in which the dividend is to be received. The said form is available on the website of the RTA at <https://ris.kfintech.com/clientservices/isc>
  - (i) Name of Bank and Bank Branch;
  - (ii) Bank Account Number;
  - (iii) 11-digit IFSC Code; and
  - (iv) 9-digit MICR Code.
- Original copy of cheque bearing the name of the Member or first holder, in case shares are held jointly. In case, name of the holder is not available on the cheque, kindly submit the following documents:
  - (i) Cancelled cheque in original
  - (ii) Bank attested legible copy of the first page of the Bank Passbook/Bank Statement bearing the names of the account holders, address, same bank account number and type as on the cheque leaf and full address of the bank branch;
  - (iii) Self-attested copy of the PAN Card; and
  - (iv) Self-attested copy of any document (such as AADHAR Card, Driving License, Election Identity Card, Passport) in support of the address of the Member as registered with the Company.

Further, Members are requested to refer to process detailed on <https://ris.kfintech.com/clientservices/isc> and proceed accordingly.

**Shares held in electronic form:** Members may please note that their bank details as furnished by the respective DPs to the Company will be considered for remittance of dividend as per the applicable regulations of the DPs and the Company will not be able to accede to any direct request from such Members for change/addition/deletion in such bank details.

Accordingly, the Members holding shares in demat form are requested to ensure that their Electronic Bank Mandate is updated with their respective DPs by 6<sup>th</sup> September 2023. Further, please note that instructions, if any, already given by Members in respect of shares held in physical form, will not be automatically applicable to the dividend paid on shares held in electronic form.

**Nomination facility:** As per the provisions of Section 72 of the Act, the facility for making nomination is available to the Members in respect of the shares held by them. Members who have not yet registered their nominations are requested to register the same by submitting Form No. SH-13. If a Member desires to opt-out or cancel the earlier nomination and record a fresh nomination, the Member may submit the same in Form ISR-3 or Form SH-14, as the case may be. The said forms can be downloaded from the the website of the RTA at <https://ris.kfintech.com/clientservices/isc>. Members are requested to submit the said form to their DPs in case the shares are held in electronic form and to the RTA in case the shares are held in physical form, quoting their folio no(s). In accordance with Regulation 40 of the SEBI Listing Regulations, as amended, the Company had stopped accepting any fresh transfer requests for securities held in physical form. Members holding shares of the Company in physical form are requested to kindly get their shares converted into demat/electronic form to get inherent benefits of dematerialisation.



Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in demat form only, while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificate; Endorsement; Sub-division/ Splitting of securities certificate; Consolidation of securities certificates/folios; Transmission and Transposition. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the website of the Company's RTA at <https://ris.kfintech.com/clientservices/isc> It may be noted that any service request can be processed only after the folio is KYC compliant.

7. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ('IEPF'). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members/ Claimants are requested to claim their unpaid/ unclaimed dividends from the Company, within the stipulated timeline.
8. Members are requested to intimate changes, if any, about their name, postal address, e-mail address, telephone/ mobile numbers, PAN, power of attorney registration, Bank Mandate details, etc. to their DPs in case the shares are held in electronic form and to the RTA in case the shares are held in physical form, in prescribed Form No. ISR-1 and other forms, quoting their folio number and enclosing the self-attested supporting document. Further, Members may note that SEBI has mandated the submission of PAN by every participant in the securities market.
9. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be

obtained from the concerned DP and holdings should be verified from time to time.

10. **Norms for furnishing of PAN, KYC, Bank details and Nomination:** Pursuant to SEBI Circular no. SEBI/HO/MIRSD/MIRSDPoD-1/P/CIR/2023/37 dated March 16, 2023, issued in supersession of earlier circulars issued by SEBI bearing nos. SEBI/HO/MIRSD/MIRSDRTAMB/P/CIR/2021/655 and SEBI/HO/MIRSD/MIRSDRTAMB/P/CIR/2021/687 dated November 3, 2021 and December 14, 2021, respectively, SEBI has mandated all listed companies to record PAN, Nomination, Contact details, Bank A/c details and Specimen signature for their corresponding folio numbers of holders of physical securities. **The folios wherein any one of the cited documents/details is not available on or after October 1, 2023, such folios shall be frozen by the RTA.** However, the security holders of such frozen folios shall be eligible:
  - To lodge any grievance or avail any service, only after furnishing the complete documents/details as mentioned above;
  - To receive any payment including dividend, interest or redemption amount (which would be only through electronic mode) only after they comply with the above stated requirements.

The forms for updation of PAN, KYC, Bank details and Nomination viz., Forms ISR-1, ISR-2, ISR-3, SH-13 and the said SEBI Circular are available on the website of the Company's RTA at <https://ris.kfintech.com/clientservices/isc>. **In view of the above, we urge Members holding shares in physical form to submit the required forms along with the supporting documents at the earliest.** Members who hold shares in dematerialised form and wish to update their PAN, KYC, Bank details and Nomination, are requested to contact their respective DPs.

11. 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 Companies Act, 2013 are forming part of the explanatory statement to this Notice.

12. The facility of joining the AGM through VC/OAVM will be opened 15 minutes before the scheduled start time of the AGM, i.e., from **02:15** p.m.
13. Institutional Investors who are members of the Company are encouraged to attend and vote at the Forty Third AGM of the Company.
14. 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 KFin.
15. Members holding shares in physical form are requested to register/update their KYC details including email address by submitting duly filled and signed Form ISR-1 along with self-attested copy of the PAN card and such other documents as prescribed in the Form. The said form is available on the website of KFin at [https://ris.kfintech.com/clientservices/isc/default.aspx#isc\\_download\\_hrd](https://ris.kfintech.com/clientservices/isc/default.aspx#isc_download_hrd).  
  
Duly Filled form can be submitted in Person at any of the Branches of KFIN, details of which are available on the link : <https://www.kfintech.com/contact-us/>. Forms can be e-Signed and submitted online along with requisite documents by following the link:<https://ris.kfintech.com/clientservices/isc/default.aspx#> or Physical forms can be sent through post to the address of our RTA - KFin Technologies Limited (Formerly known as KFin Technologies Private Limited) , Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032.
16. 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 or our RTA - KFin Technologies Limited to consolidate their holdings in one folio.
17. Members who still hold share certificates in physical form are advised to dematerialize their shareholding to also avail of numerous benefits of dematerialization, 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.
18. 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.
19. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode.
20. For more details on shareholders' matters, please refer to the chapter on General Shareholder Information, included in the Annual Report.
21. 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., 12<sup>th</sup> September 2023, such person may obtain the User ID and Password from KFin by e-mail request on [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).
22. 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.
23. 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/). Members are requested to support our commitment to environmental protection by choosing to receive the Company’s communication through e-mail going forward.

**A. 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 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 12<sup>th</sup> September 2023 (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 16<sup>th</sup> September 2023 (9.00 a.m.) till 18<sup>th</sup> September 2023 (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. Pursuant to SEBI circular no. SEBI/HO/CFD/ CMD/CIR/P/2020/242 dated 9 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.
- f. Shareholders are advised to update their mobile number and e-mail ID with their DPs in order to access e- voting facility.

g. 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:</p> <p>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.nsd.com/">https://www.evoting.nsd.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> <p>F. 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.</p>

**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 12<sup>th</sup> September 2023 (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:
  - a. Initial password is provided in the body of the email.
  - b. Launch internet browser and type the URL: <https://evoting.kfintech.com/> in the address bar.
  - c. 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 authorized signatory(ies) who is/are authorized 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 16<sup>th</sup> September 2023 (9.00 a.m.) till 18<sup>th</sup> September 2023 (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.kfintech.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>

- a. by using the registered mobile number and OTP option

or

- b. by 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 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 16<sup>th</sup> September 2023 (9.00 a.m.) up-to 17<sup>th</sup> September 2023 (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. 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.

- 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 Third AGM can contact KFin at Helpline: 1800 309 4001.

**D. GENERAL INSTRUCTIONS:**

- i. The Board has appointed Ms. Shruti Singhania (FCS No. 11752), Kolkata as the 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 Third 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 <https://jupiterwagons.com/> and on the website of KFin <https://evoting.kfintech.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 / beneficial owners whose names appears in the register of members / list of beneficiary received from the depositories on 18<sup>th</sup> August 2023.
- vi. In compliance with the MCA circulars and the SEBI circulars, Notice of the AGM along with the Annual Report 2022-23 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 2022-23 will also be available on the Company's website <https://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 THE PROVISIONS OF 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 FY 2023-24 at a remuneration of ₹ 50,000/- (Rupees Fifty Thousand only) plus applicable taxes and 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.

Accordingly, the Board of Directors of the Company recommends the resolution for ratification of the remuneration payable to the Cost Auditors for the financial year ending on 31<sup>st</sup> March, 2024, by Members of the Company by way of an Ordinary Resolution.

None of the Directors, Key Managerial Personnel and their relatives are in any concerned or interested, financially or otherwise, in the proposed resolution.

The Board, therefore, recommends the Ordinary Resolution as set out in Item No. 5 of this Notice for the approval of the Members.

**ITEM NO-6 & 7.**

Taking into consideration the growth in the business operations, foreseeable future plans and the existing credit facilities availed by the Company, it would be in the interest of the Company to enhance the borrowing

limits for the Board and authorise the Board of Directors to borrow monies which may exceed at any time the aggregate of the paid-up capital of the Company and its free reserves and securities premium but that shall not to exceed ₹ 5,000 Crores (Rupees Four Thousand Crores Only).

As per the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of the Company cannot, except with the permission of the Shareholders in General Meeting by passing a Special Resolution, borrow monies in excess of the aggregate of the paid-up share capital, free reserves and securities premium of the Company.

The borrowings of the Company are, in general, required to be secured by suitable mortgage or charge on all or any of the movable and/ or immovable properties of the Company in such form, manner and ranking as may be determined by the Board of Directors of the Company, from time to time, in consultation with the lender(s).

The mortgage and/or charge by the Company of its movable and/or immovable properties and/or the whole or any part of the undertaking(s) of the Company in favour of the lenders/agent(s)/trustees. Further, the Company in certain events of default by the Company, may be regarded as disposal of the Company's undertaking(s) within the meaning of Section 180 (1) (a) of the Companies Act, 2013. Hence it shall be necessary to obtain approval for the same from the Shareholders.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested in the Resolution at Item No. 6 & 7 of the Notice.

Accordingly, the Board recommends the Special Resolution at Item No. 6 & 7 of this Notice for the 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. Asim Ranjan Dasgupta
DIN	02284092
Date of Birth	11 <sup>th</sup> December, 1942 / 80 years
Qualification	He is a B.Tech in Mechanical Engineering from IIT Kharagpur.
Experience / expertise in specific functional areas	Mr. Asim Ranjan Dasgupta is an alumni of IIT Kharagpur and holds a B.Tech in Mechanical Engineering. He started and continued his career in Burn Standard Co. Ltd. (a Govt of India Enterprise) for 35 years and served there as General Manager-Wagons. Thereafter he joined Braithweight & Co. Ltd. as a Director- Production. After his retirement from Government Services, he served HEI as a Vice President for a few years and became associated with Jupiter Wagons Limited in 2007 as a Whole-time Director. During his Professional tenure, Mr. Dasgupta has travelled abroad on a mission relating to technology transfer in the field of Bulk transportation and Wagon Manufacturing.
Date of appointment on the Board	30 <sup>th</sup> May, 2022
Number of equity shares held in the Company	NIL
Terms and condition of appointment	Appointed as Whole Time Director, liable to retire by rotation at remuneration and other terms as mentioned in the statement annexed to the notice.
Remuneration to be paid	₹ 1,10,250/- per month
Recognition or awards	NIL
Job Profile and his suitability	Mr. Asim Ranjan Dasgupta is responsible for all work of the Company and will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respect.
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. Asim Ranjan Dasgupta an alumni of IIT Kharagpur and holds a B.Tech in Mechanical Engineering 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	N.A.
No. of the Board meeting attended during the FY 2022-23	4
Relationship with other Directors, Manager, KMP of the company	NIL
Board membership of other Companies as on 31 <sup>st</sup> March, 2023 (Listed/Unlisted)	JWL Dako-Cz(India) Limited Karisma Goods Private Limited
Membership/Chairmanship of Committees of the Board of Directors of other Companies as on 31 <sup>st</sup> March, 2023	Nil
Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any	He is been appointed as Whole Time Director w.e.f. 30 May, 2022 and drawing remuneration.
Date of Appointment & term of Appointment	He is been appointed as Whole Time Director from 30 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. Asim Ranjan Dasgupta 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 Commercial Engineers & Body Builders Co Limited)

Place: Kolkata  
Date: 7<sup>th</sup> August 2023

**Ritesh Kumar Singh**  
Company Secretary & Compliance Officer