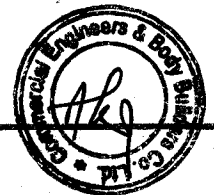


CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE 5TH MEETING OF THE BOARD OF DIRECTORS FOR THE F.Y. 2020-21 (05/2020-21) OF COMMERCIAL ENGINEERS & BODY BUILDERS CO LIMITED (“COMPANY”) HELD ON MONDAY, 28TH DAY OF SEPTEMBER 2020, THROUGH VIDEO CONFERENCING / AUDIO VISIAL MEANS FROM 02:30 P.M. TO 03:35 P.M.

“RESOLVED THAT pursuant to the recommendations of the audit committee of the Board (“**Audit Committee**”) in its report dated 28 September 2020, which the Board takes on record, the consent of the Board be and is hereby accorded to the following documents, duly initialled by the Chairman of the meeting for the purpose of identification, upon examination of the same:

- (i) the draft scheme of amalgamation of the Amalgamating Company into and with the Company (“**Scheme**”);
- (ii) report dated 28 September 2020 issued by TR Chaddha & Co LLP, independent chartered accountants (ICAI Firm Registration Number: 006711N/N500028) (“**Independent Chartered Accountant**”) recommending the fair equity share exchange ratio (“**TRC Equity Share Exchange Report**”);
- (iii) valuation report dated 28 September 2020 issued by Dhwanit Kashyap Vaidya, registered valuer (IBBI Registration Number: IBBI/RV/06/2019/11411) (“**Registered Valuer**”) recommending the fair equity share exchange ratio (“**Valuer Equity Share Exchange Report**”);
- (iv) the fairness opinion dated 28 September 2020 issued by Systematix Corporate Services Limited, the Securities and Exchange Board of India (“**SEBI**”) registered category-I merchant banker (the “**Fairness Opinion**”);
- (v) the draft of the certification to be issued by Walker Chandiook & Co LLP (ICAI Firm Registration Number: 001076N/N500013), the statutory auditor of the Company pursuant to paragraph I.A.5 of Annexure I of the SEBI Circular dated March 10, 2017 bearing reference number CFD/DIL3/CIR/2017/21 and all amendments thereto (the “**SEBI Circular**”), certifying that the accounting treatment specified in the Scheme is in compliance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the SEBI Circular and the applicable accounting standards and other generally accepted accounting principles in India, read with the General Circular No. 09/2019 dated 21 August, 2019 issued by the Ministry of Corporate Affairs;
- (vi) the draft report of the Board under Section 232(2)(c) of the Companies Act, 2013 recommending the Scheme to the shareholders of the Company; and
- (vii) other presentations, reports, documents and information furnished before the Board.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 230-232 and other applicable provisions, if any, of the Companies Act, 2013, the rules made thereunder or any other law for the time being



in force (including any statutory modifications or re-enactments thereof) and such other applicable rules, regulations, guidelines, and circulars issued by the respective regulatory authorities thereunder, or by any other regulatory authority from time to time, and in accordance with the applicable provisions of the Memorandum of Association and Articles of Association of the Company for the time being in force, and subject to the approval of the shareholders and the creditors of the Company, the National Stock Exchange of India Limited ("NSE"), the BSE Limited ("BSE") (NSE and BSE are collectively referred to as the "Stock Exchanges"), the SEBI, the relevant National Company Law Tribunal(s) ("NCLT(s)") having jurisdiction over Amalgamating Company and the Company and other applicable regulatory authorities, if any, in each case as may be required under applicable law and subject to conditions and modifications as may be permitted therein or as prescribed or imposed by the aforesaid regulatory authorities while granting such approvals and sanctions, as the case may be, the approval of the Board is hereby accorded for the amalgamation of the Amalgamating Company into and with the Company in accordance with Section 2(1B) of the Income Tax Act, 1961, which *inter alia* contemplates the following ("Proposed Amalgamation"):

- (i) The dissolution without winding up of the Company with effect from the 1 October, 2019 or such other date as may be mutually agreed between the Amalgamating Company and the Company ("Appointed Date");
- (ii) Transfer of the authorised share capital of the Amalgamating Company to the Company;
- (iii) Issuance and allotment of fully paid-up equity shares by the Company to the shareholders of the Amalgamating Company as on the Record Date (*as defined in the Scheme*), based on the fair equity share exchange ratio recommended by the Independent Chartered Accountant and the Registered Valuer;
- (iv) Cancellation of the equity shares and the non-cumulative redeemable preference shares of the Company, held by the Amalgamating Company, on the Effective Date (*as defined in the Scheme*), as an integral part of the Scheme;
- (v) Change of name of the Company to Jupiter Wagons Limited or such other name which is available and approved by the relevant Registrar of Companies; and
- (vi) Upon the Scheme becoming effective, the equity shares of the Company that are to be issued and allotted by the Company in terms of the Scheme, shall be listed and shall be admitted for trading on the Stock Exchanges by virtue of the Scheme in accordance with the provisions of the SEBI Circular and applicable laws, listing being subject to the Company complying with the conditions and other requirements of the Stock Exchanges and the SEBI.

RESOLVED FURTHER THAT for the purposes of the proposed amalgamation of the Amalgamating Company into and with the Company, having considered the TRC Equity Share Exchange Report issued by the Independent Chartered Accountant and the TRC Equity Share Exchange Report issued by the Registered Valuer, the Fairness Opinion issued by Systematix Corporate Services Limited, the SEBI registered category – I merchant banker, and other presentations, reports, documents and information furnished before the Board,



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Ph. +91 761-2661336 | Email : info@cebbco.com | Website : www.cebbco.com

Factory (Unit I) : 21,22,33,34, Industrial Area Richhai, Jabalpur - 482010 (M.P.) Ph. 0761-2757266

Factory (Unit II) : NH12-A, Village Udaipura, Teh. Narayanganj, Distt. Mandla - 481666 (M.P.)

Factory (Unit III) : Plot No. 690 to 693 & 751 to 756, Sector III, Industrial Area, Pithampur, Ditt. Dhar-454774 Ph. 07292-298396

Factory (Unit IV) : Industrial Area Richhai, Jabalpur - 482010 (M.P.)

Factory (Unit V) : Plot No. 742, Asangi Phase Area, Saraikela, Jharkhand - 832109 Ph. 0657-2200251/252

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

the following equity share exchange ratio be and is hereby recommended to the Board for its consideration and approval, if thought fit:

5510:100, i.e., for every 100 (hundred) fully paid up equity shares of face value of INR 10/- each held in the Amalgamating Company as on the Record Date (as defined in the Scheme), the equity shareholders of the Amalgamating Company shall be issued 5510 (Five thousand five hundred and ten) equity shares of face value of INR 10/- each credited as fully paid up in the Company.

RESOLVED FURTHER THAT any one of Mr. Abhishek Jaiswal, Director & C.E.O. and / or Mr. Sanjiv Keshri, C.F.O., be and are hereby severally authorised to do all deeds and take all necessary actions for finalizing, executing and filing the Scheme and/or any other information/details (including responding to queries from regulatory/statutory authorities or agencies) as may be necessary, with the Registrar of Companies, Stock Exchanges, SEBI, and/ or any other regulatory/ statutory authorities or agencies.

RESOLVED FURTHER THAT the Company designates National Stock Exchange of India Limited as the designated stock exchange for the purpose of coordinating with SEBI to seek its approval to the Scheme in terms of the SEBI Circular.

RESOLVED FURTHER THAT the Amalgamating Company shall not receive any equity shares in terms of the aforementioned share swap ratio, in its capacity as a shareholder of the Company, and the equity shares and non-cumulative redeemable preference shares held by the Amalgamating Company in the Company, either directly or through its nominee, shall stand cancelled and extinguished pursuant to the Scheme and upon the Scheme being effective, and the Amalgamating Company shall be automatically dissolved without winding up pursuant to the Scheme and upon the Scheme being effective.

RESOLVED FURTHER THAT the report of the Board under Section 232(2)(c) of the Companies Act, 2013 explaining the effect of the Scheme and the Proposed Amalgamation on the equity shareholders, key managerial personnel, promoters and non-promoter shareholders of the Company and laying out in particular the share exchange ratio, and specifying any special valuation difficulties is here adopted.

RESOLVED FURTHER THAT each of Mr. Abhishek Jaiswal, Director & C.E.O. and / or Mr. Sanjiv Keshri, C.F.O., be and are hereby severally authorised to do all deeds and take all necessary actions for:

- (i) Appointing such consultants and/or other experts, as deemed fit, for purposes connected to the Proposed Amalgamation, and incurring such expenses as may be necessary to give effect to the Scheme, including payment of stamp duty, payment of fees to legal advisors, attorneys, counsels, advisors and other expenses.
- (ii) Giving consent and making such modifications/amendments to the Scheme, or to any conditions or limitations that the NCLT, Stock Exchanges, SEBI and/or any other authority may deem fit to direct or impose or which may be otherwise considered necessary, desirable or appropriate by such authority, whether in pursuance of a change in law or otherwise; and to take all such steps as may be necessary, desirable or proper for resolving any doubts, difficulties or questions whether by reason of any directive or orders of any authority or otherwise howsoever arising out of or under or by virtue of the Scheme and/or any matter concerned or connected therewith; and making and filing all applications, affidavits and documents as may be necessary to give effect to such amendment or modification;




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Factory (Unit III) : Plot No. 690 to 693 & 751 to 756, Sector III, Industrial Area, Pithampur, Ditt. Dhar-454774 Ph. 07292-298396
Factory (Unit IV) : Industrial Area Richhai, Jabalpur - 482010 (M.P.)
Factory (Unit V) : Plot No. 742, Asangi Phase Area, Saraikela, Jharkhand - 832109 Ph. 0657-2200251/252
Factory (Unit VI) : Village Imlai, Near Deori Railway Station, P.O. Panagar, Jabalpur - 483220

- (iii) Withdrawing the Scheme at any stage in case any alteration or modification proposed by the NCLT, Stock Exchanges, SEBI and/or any other authority to the Scheme adversely affects the interest of the Company, or if so mutually agreed by the Amalgamating Company and the Company, in writing;
- (iv) Preparing, executing and filing appropriate applications, consents, waivers, and other documents before the NCLT or other regulatory/statutory authority or agency for holding or dispensing with the requirement for holding meetings of the shareholders and/or creditors of the Company and, where necessary, to take steps to convene such meetings as per the direction of the NCLT and to prepare and dispatch the notice convening such meetings to the shareholders and/or creditors of the Company and the draft of the explanatory statement(s) under Section 230-232 and other applicable provisions of the of the Companies Act, 2013 or any other applicable law;
- (v) Executing and filing affidavits, petitions, pleadings, court papers, documents, writings, representations, applications, waiver letters, undertakings, confirmations and other documents; which are required to be executed or delivered for the purposes connected to the Proposed Amalgamation and/or obtaining directions from the NCLT and to take all actions and do all deeds, incidental or deemed necessary or useful in connection with the aforesaid (including delivering a certified copy of this resolution to any concerned party or authority and for this purpose, appearing in person and/or to represent the Company in general before the NCLT or any other authority in relation to any matter pertaining to the Scheme), and to execute and issue public notices and advertisements;
- (vi) Affixing the common seal of the Company in accordance with the provisions of the Articles of Association of the Company on any document executed or furnished by the Company in connection with or incidental to the Scheme and to send the common seal of the Company to other places, if so required, to facilitate the execution of such documents in connection with or incidental to the Scheme; and
- (vii) Doing all acts, deeds, matters and things and executing all such documents, papers and writings as may be necessary, proper or expedient, in its absolute discretion, to give effect to the Scheme and for matters connected therewith or incidental thereto, including filing of the certified copy of the final order of the NCLT sanctioning the Scheme with the relevant Registrar of Companies.

RESOLVED FURTHER THAT copies of this resolution, certified to be true by any Director or by the Company Secretary of the Company, be furnished to any authority, company, body corporate, etc., and they be requested to act thereon.”

The meeting commenced at 02:30 p.m. and concluded at 03:35 p.m.

For **COMMERCIAL ENGINEERS & BODY BUILDERS CO LIMITED**


Amit Jain
Company Secretary
CS Membership No.: A-39779



CERTIFIED TRUE COPY
For Commercial Engineers & Body Builders Co. Ltd


Authorised Signatory

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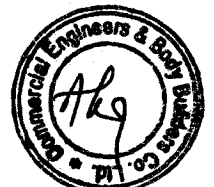
Factory (Unit V) : Plot No. 742, Asangi Phase Area, Saraikela, Jharkhand - 832109 Ph. 0657-2200251/252

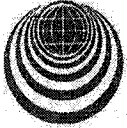
Factory (Unit VI) : Village Imlai, Near Deori Railway Station, P.O. Panagar, Jabalpur - 483220

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF JUPITER WAGONS LIMITED HELD AT THE REGISTERED OFFICE OF THE COMPANY AT 4/2, MIDDLETON STREET, KOLKATA-700071 ON MONDAY, 28th DAY OF SEPTEMBER, 2020

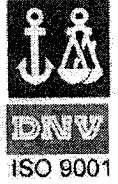
"RESOLVED THAT, the consent of the Board be and is hereby accorded to the following documents, duly initialled by the Chairman of the meeting for the purpose of identification, upon examination of the same:

- (i) the draft scheme of amalgamation of the Company into and with the Commercial Engineers & Body Builders Co Limited ("**Amalgamated Company**") ("**Scheme**");
- (ii) report dated 28th September, 2020 issued by TR Chaddha & Co LLP, independent chartered accountants (ICAI Firm Registration Number: 006711N/N500028) ("**Independent Chartered Accountant**") recommending the fair equity share exchange ratio ("**TRC Equity Share Exchange Report**");
- (iii) report dated 28th September, 2020 issued by Dhwanit Kashyap Vaidya, Registered Valuer (IBBI Registration Number: IBBI/RV/06/2019/11411) ("**Registered Valuer**") recommending the fair equity share exchange ratio ("**Valuer Equity Share Exchange Report**");
- (iv) Fairness opinion dated 28th September, 2020 issued by Systematix Corporate Services Limited, the SEBI registered category - I merchant banker (the "**Fairness Opinion**");





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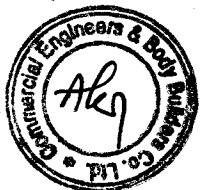


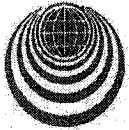
JUPITER WAGONS LIMITED

CIN : U35202WB2006PLC110822

- (v) The certificate dated 28th September, 2020 issued by M/s. Lohariwal & Associates (ICAI Firm Registration Number: 322705E), the statutory auditor of the Company on the proposed accounting treatment in the Scheme in terms of the provisions of sections 230 and 232 of the Companies Act, 2013 (the "Act") read together with the Companies (Compromises, Arrangements and Amalgamation) Rules, 2016, with reference to the Scheme's compliance with the applicable accounting standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 and other Generally Accepted Accounting Principles;
- (vi) the draft report of the Board under Section 232(2)(c) of the Companies Act, 2013 recommending the Scheme to the shareholders of the Company; and
- (vii) other presentations, reports, documents and information furnished before the Board.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 230-232 and other applicable provisions, if any, of the Companies Act, 2013, the rules made thereunder or any other law for the time being in force (including any statutory modifications or re-enactments thereof) and such other applicable rules, regulations, guidelines, and circulars issued by the respective regulatory authorities thereunder, or by any other regulatory authority from time to time, and in accordance with the applicable provisions of the Memorandum of Association and Articles of Association of the Company for the time being in force, and subject to the approval of the shareholders and the creditors of the Company, the National Stock Exchange of India Limited ("**NSE**"), the BSE Limited ("**BSE**") (NSE and BSE are collectively referred to as the "**Stock Exchanges**"), the SEBI,





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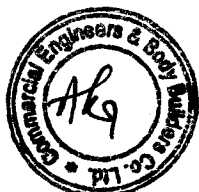


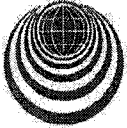
JUPITER WAGONS LIMITED

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the relevant National Company Law Tribunal(s) ("**NCLT(s)**") having jurisdiction over the Company and the Amalgamated Company, and other applicable regulatory authorities, if any, in each case as may be required under applicable law and subject to conditions and modifications as may be permitted therein or as prescribed or imposed by the aforesaid regulatory authorities while granting such approvals and sanctions, as the case may be, the approval of the Board is hereby accorded for the amalgamation of the Company into and with the Amalgamated Company, in accordance with Section 2(1B) of the Income Tax Act, 1961, which *inter alia* contemplates the following ("**Proposed Amalgamation**"):

- (i) Amalgamation of the Company into and with the Amalgamated Company in accordance with Section 2(1B) of the Income Tax Act, 1961 and the dissolution without winding up of the Company with effect from the 1 October, 2019 or such other date as may be mutually agreed between the Company and Amalgamated Company ("**Appointed Date**");
- (ii) Transfer of the authorised share capital of the Company to the Amalgamated Company;
- (iii) Issuance and allotment of fully paid-up equity shares by the Amalgamated Company to the shareholders of the Company as on the Record Date (*as defined in the Scheme*), based on the fair equity share exchange ratio recommended by the Independent Chartered Accountant and the Registered Valuer;
- (iv) Cancellation of the equity shares and the non-cumulative redeemable preference shares of the Amalgamated Company, held by the Company, on the Effective Date (*as defined in the Scheme*), as an integral part of the Scheme;





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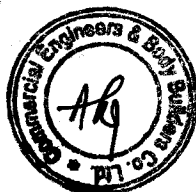
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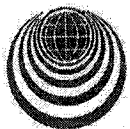
- (v) Change of name of the Amalgamated Company to Jupiter Wagons Limited or such other name which is available and approved by the relevant Registrar of Companies; and
- (vi) Upon the Scheme becoming effective, the equity shares of the Amalgamated Company that are to be issued and allotted by the Amalgamated Company in terms of the Scheme, shall be listed and shall be admitted for trading on the Stock Exchanges by virtue of the Scheme in accordance with the provisions of the SEBI Circular dated 10 March 2017 and bearing reference No. CFD/DIL3/CIR/2017/21, as amended from time to time, and applicable laws, listing being subject to the Amalgamated Company complying with the conditions and other requirements of the Stock Exchanges and the SEBI.

RESOLVED FURTHER THAT for the purposes of the Proposed Amalgamation of the Company into and with the Amalgamated Company, having considered TRC Equity Share Exchange Report issued by the Independent Chartered Accountant, the Valuer Equity Share Exchange Report issued by the Registered Valuer, the Fairness Opinion issued by Systematix Corporate Services Limited, the SEBI registered category – I merchant banker and other presentations, reports, documents and information furnished before the Board, the following equity share exchange ratio be and is hereby recommended to the Board for its consideration and approval, if thought fit:

5510 equity shares of face value of Rs. 10 each of the Amalgamated Company credited as fully paid-up for every 100 equity shares of face value of Rs. 10 each held by the shareholder in the Amalgamating Company.

RESOLVED FURTHER THAT the Company shall not receive any equity shares in terms of the aforementioned equity share exchange ratio, in its capacity as a shareholder of the Amalgamated Company, and the equity shares and the non-





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cumulative redeemable preference shares held by the Company in the Amalgamated Company, either directly or through its nominee, shall stand cancelled and extinguished pursuant to the Scheme and upon the Scheme being effective, and the Company shall be automatically dissolved without winding up pursuant to the Scheme and upon the Scheme being effective.

RESOLVED FURTHER THAT the report of the Board under Section 232(2)(c) of the Companies Act, 2013 explaining the effect of the Scheme and the Proposed Amalgamation on the equity shareholders, key managerial personnel, promoters and non-promoter shareholders of the Company and laying out in particular the share exchange ratio, and specifying any special valuation difficulties is here adopted.

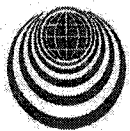
RESOLVED FURTHER THAT Mr. Vivek Lohia, Mr. Vikash Lohia and Mr. Asim Ranjan Das Gupta, Directors of the Company, be and are hereby jointly as well as severally authorized to do all deeds and take all necessary actions for:

- (i) Finalizing, executing and filing the Scheme and/or any other information/details (including responding to queries from regulatory/statutory authorities or agencies) as may be necessary, with the Registrar of Companies, Stock Exchanges, SEBI, and/ or any other regulatory/ statutory authorities or agencies.

RESOLVED FURTHER THAT Mr. Vivek Lohia, Mr. Vikash Lohia and Mr. Asim Ranjan Das Gupta, Directors of the Company, be and are hereby jointly as well as severally authorised to do all deeds and take all necessary actions for:

- (i) Appointing such consultants and/or other experts, as deemed fit, for purposes connected to the Proposed Amalgamation including one or more Advocates/Company Secretaries/ Chartered Accountants (jointly or severally as may be necessary) for filing/appearing before Hon'ble NCLT and to represent before other regulatory authorities, and incurring such





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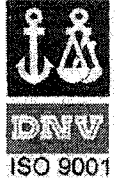
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- expenses as may be necessary to give effect to the Scheme, including payment of stamp duty, payment of fees to legal advisors, attorneys, counsels, advisors and other expenses.
- (ii) to give consent and make such modifications/amendments to the Scheme, or to any conditions or limitations that the NCLT, Stock Exchanges, SEBI and/or any other authority may deem fit to direct or impose or which may be otherwise considered necessary, desirable or appropriate by such authority, whether in pursuance of a change in law or otherwise; and to take all such steps as may be necessary, desirable or proper for resolving any doubts, difficulties or questions whether by reason of any directive or orders of any authority or otherwise howsoever arising out of or under or by virtue of the Scheme and/or any matter concerned or connected therewith; and making and filing all applications, affidavits and documents as may be necessary to give effect to such amendment or modification;
- (iii) Withdrawing the Scheme at any stage in case any alteration or modification proposed by the NCLT, Stock Exchanges, SEBI and/or any other authority to the Scheme adversely affects the interest of the Company, or if so mutually agreed by the Company and the Amalgamated Company, in writing;
- (iv) Preparing, executing and filing appropriate applications, consents, waivers, and other documents before the NCLT or other regulatory/statutory authority or agency for holding or dispensing with the requirement for holding meetings of the shareholders and/or creditors of the Company and, where necessary, to take steps to convene such meetings as per the direction of the NCLT and to prepare and dispatch the notice convening such meetings to the shareholders and/or creditors of the Company and the draft of the explanatory statement(s) under Section 230-232 and other





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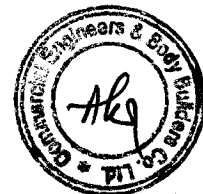


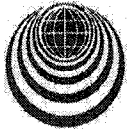
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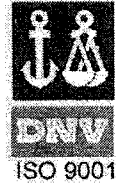
applicable provisions of the of the Companies Act, 2013 or any other applicable law;

- (v) execute and file appropriate applications, consents, waiver letters and other documents before the NCLT, for holding and, or, dispensing with the requirement for holding meetings of the shareholders and, or, creditors of the Company, and represent the Company in such meetings;
- (vi) Executing and filing affidavits, petitions, pleadings, court papers, documents, writings, representations, applications, waiver letters, undertakings, confirmations and other documents which are required to be executed or delivered for the purposes connected to the Proposed Amalgamation and/or obtaining directions from the NCLT and to take all actions and do all deeds, incidental or deemed necessary or useful in connection with the aforesaid (including delivering a certified copy of this resolution to any concerned party or authority and for this purpose, appearing in person and/or to represent the Company in general before the NCLT or any other authority in relation to any matter pertaining to the Scheme), and to execute and issue public notices and advertisements;
- (vii) Affixing the common seal of the Company in accordance with the provisions of the Articles of Association of the Company on any document executed or furnished by the Company in connection with or incidental to the Scheme and to send the common seal of the Company to other places, if so required, to facilitate the execution of such documents in connection with or incidental to the Scheme; and





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JUPITER WAGONS LIMITED

CIN : U35202WB2006PLC110822

(viii) Doing all acts, deeds, matters and things and executing all such documents, papers and writings as may be necessary, proper or expedient, in its absolute discretion, to give effect to the Scheme and for matters connected therewith or incidental thereto, including filing of the certified copy of the final order of the NCLT sanctioning the Scheme with the relevant Registrar of Companies.

RESOLVED FURTHER THAT copies of this resolution, certified to be true by any Director or by the Company Secretary of the Company, be furnished to any authority, company, body corporate, etc., and they be requested to act thereon."

For JUPITER WAGONS LIMITED


Rajiv Kumar Tulsyan

Sr. Manager Finance & Company Secretary



CERTIFIED TRUE COPY
For Commercial Engineers & Body Builders Co. Ltd


Authorised Signatory