

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

Date - 30.07.2022

To,

The Secretary,
Bombay Stock Exchange Limited,
25th Floor, P J Towers,
Dalal Street,
MUMBAI – 400 001
Fax No. 022 2272 2061/022 2272 2041

The Secretary
National Stock Exchange of India Ltd
Exchange Plaza, 5th Floor, Plot No C/1 G
Block, Bandra Kurla Complex, Bandra
(East) **Mumbai 400051**
Fax No. 022-2659 8237/38,
66418124/25/26

Dear Sir/Madam,

Scrip Code – BSE – 533272

NSE Symbol: CEBBCO

Sub: Postal Ballot Notice dated July 30, 2022

Pursuant to Regulation 30 read with Schedule III of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 we are enclosing herewith the Postal Ballot Notice dated July 30, 2022, as sent / dispatched to the Members on their registered E mail address on July 30, 2022, seeking approval for the following Special Businesses as set out in the said Postal Ballot Notice:

S. No.	Resolutions Description	Type of Resolution
1	Appointment of Mr. Vivek Lohia (DIN:00574035) as Managing Director of the Company	Special
2	Appointment of Mr. Vikash Lohia (DIN: 00572725), Additional Director as a Director of the Company.	Special
3	Appointment of Mr. Vikash Lohia (DIN:00572725) as a Whole Time Director of the Company	Special
4	Appointment of Mr. Asim Ranjan Dasgupta (DIN: 02284092), Additional Director as a Director of the Company	Special
5	Appointment of Mr. Asim Ranjan Das Gupta (DIN: 02284092) as Whole Time Director of the Company	Special
6	Appointment of Mr. Samir Kumar Gupta (DIN: 00576571), Additional Director as a Director of the Company	Special
7	Appointment of Mr. Sameer Kumar Gupta (DIN:00576571) as Whole Time Director of the Company	Special
8	Appointment of Mrs. Madhu Chhanda Chatterjee (DIN:02510507) as an Independent Director of the Company	Special
9	Appointment of Mr. Avinash Gupta (DIN: 02783217) as an Independent Director of the Company	Special

Regd Office : 48, Vandana Vihar, Narmada Road, Gorakhpur, Jabalpur (M.P.) – 482001
Email Id – cs@cebbco.com, Website – www.cebbco.com, Tel – 0761-2661336

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

Factory (Unit II) : NH12-A, Village Udaipura, Teh. Niwas, Distt. Mandla - 481661 M.P.,

Factory (Unit III) : Plot No. 690 to 693 & 751 to 756, Sector III, Industrial Area, Pithampur, Distt. Dhar,

Factory (Unit V) : Plot No. 742, Asangi Phase Area, Saraikela, Jharkhand – 932109,

Factory (Unit VI) : 118, Village Imlai, Near Deori Railway Station, P.O. Panagar, Jabalpur – 483220

Kolkata Office : 4/2, Middleton Street, Second Floor, Kolkata (W.B.) 700071 IN

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

10	To approve continuation of Mr. Manchi Venkatraja Rao (DIN: 00110363) as a Non-executive Independent Director beyond the age of 75 years	Special
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The e-voting period commences on Monday, August 01, 2022 (09:00 hours IST) and ends on Tuesday, August 30, 2022 (17:00 hours IST).

The said information is also being made available on the website of the Company i.e. www.cebbco.com and www.jupiterwagons.com.

This is for your information and records.

For Jupiter Wagons Limited



Deepesh Kedia
Company Secretary

JUPITER WAGONS LIMITED

(Formerly Known as Commercial Engineers & Body Builders Co. Limited)

Registered Office: 48, Vandana Vihar, Narmada Road, Gorakhpur, Jabalpur (M.P.) India-482001

[CIN: L28100MP1979PLC049375]

Tele No.: 07612611336, Email address: cs@cebbco.com,

Website: www.cebbco.com and www.jupiterwagons.com

NOTICE OF POSTAL BALLOT

Dear Shareholders,

NOTICE is hereby given pursuant to the provisions of Section 110 of the Companies Act, 2013 (the “**Act**”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”) including any statutory modification(s) or re-enactment(s) thereof from time to time being in force and Regulation 17(1C), Regulation 25 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**SEBI Listing Regulations**”) 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**”) 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. 22/ 2020 dated June 15, 2020, General Circular No. 33/ 2020 dated September 28, 2020, General Circular No. 39/ 2020 dated December 31, 2020, General Circular No.02/2021 dated January, 13, 2021, General Circular No. 10/ 2021 dated June 23, 2021, General Circular No. 20/ 2021 dated December 8, 2021, and General Circular No. 3/ 2022 dated May 5, 2022 (“**MCA Circulars**”) for seeking approval of the Shareholders of Jupiter Wagons Limited (formerly known as Commercial Engineers & Body Builders Co. Limited (the “**Company**”) for the business set out hereunder through Postal Ballot by remote e-voting (“**Postal Ballot/e-Voting**”).

In view of the current circumstances due to COVID-19 pandemic requiring social distancing, MCA in terms of its Circulars, has advised the companies to take all decisions of urgent nature requiring shareholders’ approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of Postal Ballot/ e-Voting in accordance with the provisions of the Act and Rules made thereunder, without holding a general meeting that requires physical presence of Shareholders at a common venue.

Further, in terms of the MCA Circulars, the Company shall send Postal Ballot Notice by email to all its Shareholders who have registered their email addresses with the Company or depository/ depository participants and the communication of assent / dissent of the Shareholders shall only take place through remote e-Voting system. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars.

The proposed Resolution and Explanatory Statement pursuant to Section 102 of the Act and the relevant information required under regulation 36(3) of the SEBI Listing Regulations setting out all material facts relating to the proposed resolution is annexed hereto for your consideration.

Scrutinizer for conducting the Postal Ballot

The Board of Directors, pursuant to Rule 22(5) of the Rules, have appointed CS Shruti Singhania (Membership No. FCS.: 11752 and CP.: 18028) and / or CS Purna Verma (Membership No. ACS.: 47079 and CP.: 18029) Designated Partners of M/s. Deepak Khaitan & Co. LLP, Company Secretaries, Kolkata, as Scrutinizer for conducting the Postal Ballot/ e-Voting in accordance with the law and in a fair and transparent manner.

E-voting

Pursuant to Section 108 of the Act read with Rule 20 of the Rules and Regulation 44 of the Listing Regulations, the Company has engaged KFin Technologies Limited (formerly, KFin Technologies Private Limited), Registrar and Transfer Agents of the Company (“**KFintech**” or “**RTA**”), as the agency to provide e-Voting facility for its Shareholders.

The remote E-voting facility is available at the link: <https://evoting.kfintech.com> and commences from Monday, August 1, 2022 at 09.00 am and concludes on Tuesday, August 30, 2022 at 05.00 pm. E-Voting module shall be disabled by KFintech for voting thereafter. Shareholders desiring to exercise their votes are requested to carefully read the “**Information and Instructions relating to e- Voting**” provided in the Notes to this Notice.

The Scrutinizer shall submit his Report, in writing, upon completion of scrutiny of e-Voting data provided by KFintech, in a fair and transparent manner. The result on the resolution proposed to be passed through Postal Ballot/ e-Voting shall be announced on or before Thursday, September 01, 2022 and shall be displayed on the notice board at the Registered Office of the Company for a period of 3 (Three) days and shall be communicated to BSE Limited and National Stock Exchange of India Limited (“**Stock Exchanges**”) where the equity shares of the Company are listed. The results of the Postal Ballot/ e- Voting shall also be displayed on the Company’s website at www.jupiterwagons.com / www.cebbco.com and on the website of KFintech: <https://evoting.kfintech.com/>.

Key details regarding the Postal Ballot/ e-Voting

#	Particulars	Details
1)	Link for remote e-Voting	https://evoting.kfintech.com/
2)	Scrutinizer Details	Ms. Shruti Singhania (Membership No. FCS: 11752 and CP: 18028), Designated Partner of M/s. Deepak Khaitan & Co. LLP, Company Secretaries, Kolkata. Email:Singhania.shruti19@gmail.com
3)	Cut-off date for eligibility for e-Voting	Friday, July 22, 2022
4)	Time period for e-voting	Starts: Monday, August 01, 2022 at 09.00 am. Ends: Tuesday, August 30, 2022 at 05.00 pm.
5)	Link for Shareholders to temporarily update e- mail address	https://ris.kfintech.com/clientservices/postalballot/registration.aspx
6)	Last date for publishing results of the e-Voting	On or before Thursday, September 1, 2022
7)	In case of any grievances or queries, contact	Mr. Bhaskar Roy, Asst. Vice President Mr. Shyam Kumar, Manager, Sr. Manager KFin Technologies Limited (formerly, KFin Technologies Private Limited) E-mail: einward.ris@kfintech.com ; Toll Free No.: 1800 309 4001

RESOLUTION FOR APPROVAL THROUGH POSTAL BALLOT

SPECIAL BUSINESSES

ITEM 1:

APPOINTMENT OF MR. VIVEK LOHIA (DIN:00574035) AS MANAGING DIRECTOR OF THE COMPANY

To consider and if deemed fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“**RESOLVED THAT** in accordance with 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, Mr. Vivek Lohia (DIN: 00574035) who was appointed as Non-Executive Director of the Company, be and is hereby appointed as Managing Director of the Company for a period of 5 years commencing from 30th May, 2022 to 29th May 2027 (liable to retire by rotation) 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. Vivek Lohia within the applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT where in any financial year during the tenure of the said Managing Director, 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 authorized 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.”

ITEM NO.2 :

APPOINTMENT OF MR. VIKASH LOHIA (DIN: 00572725), ADDITIONAL DIRECTOR AS A DIRECTOR OF THE COMPANY.

To consider and if deemed fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 152, 160 and all 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**”) Mr. Vikash Lohia (DIN: 00572725), who, on the recommendation of the Nomination and Remuneration Committee, was

appointed as an Additional Director (Whole Time Director) by the Board of Directors of the Company, be and is hereby appointed as a Director of the Company and that he shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company and / or Company Secretary of the Company be and are hereby severally and/or jointly authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

ITEM 3:

APPOINTMENT OF MR. VIKASH LOHIA (DIN:00572725) AS A WHOLE TIME DIRECTOR OF THE COMPANY

To consider and if deemed fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT the provisions of Sections 196, 197, 198, 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 appointment of Mr. Vikash Lohia (DIN: 00572725) as Whole Time Director of the Company for a period of 5 years commencing from 30th May, 2022 to 29th May 2027 (liable to retire by rotation) 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. Vikash Lohia 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, 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 authorized 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.”

ITEM NO.4:

APPOINTMENT OF MR. ASIM RANJAN DASGUPTA (DIN: 02284092), ADDITIONAL DIRECTOR AS A DIRECTOR OF THE COMPANY

To consider and if deemed fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 152, 160 and all 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”**) Mr. Asim Ranjan Dasgupta

(DIN:02284092), who, on the recommendation of the Nomination and Remuneration Committee, was appointed as an Additional Director (Whole Time Director) by the Board of Directors of the Company, be and is hereby appointed as a Director of the Company and that he shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company and / or Company Secretary of the Company be and are hereby severally and/or jointly authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

ITEM 5:

APPOINTMENT OF MR. ASIM RANJAN DAS GUPTA (DIN: 02284092) AS WHOLE TIME DIRECTOR OF THE COMPANY

To consider and if deemed fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT the provisions of Sections 196, 197, 198 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 Regulation 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 appointment of Mr. Asim Ranjan Das Gupta (DIN:02284092) as Whole Time Director of the Company who has attained the age of 73 years, for a period of 5 years commencing from 30th May, 2022 to 29th May 2027(liable to retire by rotation) 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. Asim Ranjan Das gupta 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, 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 authorized 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.”

ITEM NO.6:

APPOINTMENT OF MR. SAMIR KUMAR GUPTA (DIN: 00576571), ADDITIONAL DIRECTOR AS A DIRECTOR OF THE COMPANY

To consider and if deemed fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 152, 160 and all 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”**) Mr. Samir Kumar Gupta (DIN:

00576571), who, on the recommendation of the Nomination and Remuneration Committee, was appointed as an Additional Director (Whole Time Director) by the Board of Directors of the Company, be and is hereby appointed as a Director of the Company and that he shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company and / or Company Secretary of the Company be and are hereby severally and/or jointly authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

ITEM 7:

APPOINTMENT OF MR. SAMEER KUMAR GUPTA (DIN:00576571) AS WHOLE TIME DIRECTOR OF THE COMPANY

To consider and if deemed fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT the provisions of Sections 196, 197, 198 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 Regulation 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 appointment of Mr. Samir Kumar Gupta (DIN:00576571) as Whole Time Director of the Company who has attained the age of 84 years, for a period of 5 years commencing from 30th May, 2022 to 29th May 2027 (liable to retire by rotation) 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. Samir Kumar Gupta 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, 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 authorized 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.”

ITEM NO – 8 :

APPOINTMENT OF MRS. MADHUCHHANDA CHATTERJEE (DIN:02510507) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

To consider and if deemed fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV 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 Regulation 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 on the recommendation of the Nomination and Remuneration Committee Mrs. Madhu chhanda

Chatterjee (DIN: 02510507), who was appointed as Non-Executive Director of the Company and who has submitted a declaration that she meets the criteria of Independence as provided under the Act and the SEBI Listing Regulations, be and is hereby appointed as a Non-Executive, Independent Director of the Company for a term of 5 (Five) consecutive years with effect from May 30, 2022 to May 29, 2027 and not be liable to retire by rotation.”

“**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 and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

ITEM NO. 9:

APPOINTMENT OF MR. AVINASH GUPTA (DIN: 02783217) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and if deemed fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV 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 Regulation 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 on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Avinash Gupta (DIN: 02783217), who was appointed as an Additional Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director of the Company and who has submitted a declaration that he meets the criteria of Independence as provided under the Act and the SEBI Listing Regulations, be and is hereby appointed as a Non- Executive, Independent Director of the Company for a term of 5 (Five) consecutive years with effect from May 30, 2022 to May 29, 2027, not liable to retire by rotation.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company and/or a Company Secretary of the Company be and are hereby severally and/or jointly authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

ITEM NO.10:

TO APPROVE CONTINUATION OF MR. MANCHI VENKATRAJA RAO (DIN: 00110363) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR BEYOND THE AGE OF 75 YEARS

To consider and if deemed fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder (including any amendments thereto or re-enactment thereof, for the time being in force) (hereinafter collectively referred to as the “**Applicable Laws**”) approval of the shareholders of the Company be and is hereby accorded for continuation of directorship of Mr. Manchi Venkatraja Rao (DIN: 00110363) as Non-executive Independent Director of the Company beyond the age of 75 years till the expiry of his current term till 14th July, 2024.

RESOLVED FURTHER THAT the Board of Directors of the Company and / or Company Secretary of the Company be and are hereby severally and/or jointly authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Place: Jabalpur

Date: July 30, 2022

**By Order of the Board
For Jupiter Wagons Limited (formerly known as
Commercial Engineers & Body Builders Co. Limited)
Sd/-
Deepesh Kedia
Company Secretary & Compliance Officer**

NOTES

1. Approval of Shareholders of the Company is solicited by passing requisite resolution through Postal Ballot/ e-Voting for business set out in Item 1 to 10 of this Notice.

Explanatory Statement pursuant to Sections 102 read with Section 110 of the Act stating all material facts pertaining to the resolution is annexed along with Postal Ballot Notice for your consideration.

2. **Postal Ballot Notice is being sent only by electronic mode to all the Shareholders of the Company**, whose names appear in the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”), (NSDL together with CDSL, the “Depositories”) and as available with the Company as at Friday, July 22, 2022 (“**Cut Off Date**”).

A copy of this Postal Ballot Notice shall also be available on the website of the Company www.jupiterwagons.com and www.cebbco.com, the relevant section of the websites of the Stock Exchanges on which the Equity Shares of the Company are listed and the website of KFin Technologies Limited (formerly, KFin Technologies Private Limited), Registrar and Transfer Agent of the Company (“**KFintech**” or “**RTA**”).

Shareholders holding equity shares as on the Cut-off Date can cast their vote using remote e-Voting facility only. *A person who is not a Shareholder as on the Cut-off Date should treat this Notice for information purpose only.*

Voting rights of a Shareholder/ beneficial owner (in case of electronic shareholding) shall be in proportion to his/ her/ its shareholding in the paid-up equity share capital of the Company as on the Cut Off Date.

3. Resolution, if approved, by the Shareholders by means of Postal Ballot/ e-Voting is deemed to have been passed at a General Meeting of the Shareholders and the last date of the e-Voting i.e., Tuesday, August 30, 2022, shall be the date on which the Resolution shall be deemed to have been passed.

4. **Temporary Email Registration**

The Company is sending Postal Ballot Notice in electronic form only as permitted under the General Circulars. Accordingly, the communication of the assent or dissent of the Shareholders would take place through remote e-Voting system only.

To facilitate such Shareholders to receive this notice electronically and cast their vote electronically, the Company has made arrangement with RTA for registration of email addresses in terms of the General Circulars.

Process for registration of email addresses is as under:

- (a) Pursuant to General Circulars for remote e-Voting for this Postal Ballot, Shareholders who have not registered their email address and in consequence the e-Voting notice could not be serviced, may temporarily get their email address registered with the Company’s RTA by clicking the link: <https://ris.kfintech.com/clientservices/postalballot/registration.aspx> and following the below process:

- 1) Select the company name “Jupiter Wagons Limited”
- 2) Select the Holding type from the drop down i.e. - NSDL/CDSL/Physical
- 3) 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.
- 4) 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.
- 5) In case of shares held in physical form where PAN details are not available in the records, please enter any one of the Share Certificate No. in respect of the shares held by you.
- 6) Enter the email address and mobile number.
- 7) System will validate DP ID – Client ID/Folio No. and PAN or Share certificate No., as the case may be, and send OTP at the registered mobile number as well as email address for validation.
- 8) Enter the OTPs received by SMS and email to complete the validation process. OTP will be valid for 5 minutes only.
- 9) The Notice and e-Voting instructions along with the User ID and Password will be sent on the email address updated by the Shareholder.

Shareholders may also register their e-mail IDs by sending an e-mail citing subject line as “JWL’ Postal Ballot - Registration of e-mail IDs” to cs@cebbco.com with

- Name of registered Member(s)/ shareholder(s);
- Folio number(s)/ DP ID/ Client ID; and
- No. of equity shares held

from the email address they wish to register.

Post successful registration of the email, the Shareholder would get soft copy of the Notice and the procedure for e-Voting along with the User ID and Password to enable e-Voting for this Postal Ballot.

In case of any queries, Shareholder may write to inward.ris@kfintech.com or cs@cebbco.com.

- (b) **It is further clarified that for permanent registration of email address**, Shareholders are requested to register their email addresses by following due procedure:

- **For electronic holdings:** with their concerned Depository Participants; and
- **For physical holdings:** with the Company’s Registrar and Share Transfer Agent, KFintech

- (c) Those Shareholders who have already registered their email addresses are requested to keep their email addresses validated with their Depository Participants/ the Company's RTA to enable servicing of notices/ documents/ Annual Reports electronically to their email address.

If any Shareholder who has registered the email address and not received Postal Ballot notice, User-Id and password for remote e-Voting, may write to einward.ris@kfintech.com or cs@cebbco.com from the registered email address to receive the same.

5. In compliance with Sections 108 and 110 of the Act and the Rules made thereunder and Regulation 44 of the Listing Regulations and General Circulars, Company is providing the facility to the Shareholders to exercise their votes electronically and vote on the resolution through e-Voting facility.

The Company has engaged the services of KFintech as the agency to provide e-Voting facility.

Instructions for e-Voting are provided as part of this Postal Ballot Notice which the Shareholders are requested to read carefully before casting their vote.

6. A Shareholder cannot exercise vote by sending physical Postal Ballot or by proxy on Postal Ballot.

All the Shareholders are requested to cast their votes only through remote e-Voting as per the procedure provided in Note 9.

7. The Scrutinizer shall submit his Report on the resolution proposed to be passed through Postal Ballot/ e-Voting to the Company Secretary of the Company after completion of the scrutiny.

The result of the voting by Postal Ballot shall be announced on or before Thursday, September 1, 2022 and shall be communicated to BSE Limited and National Stock Exchange of India Limited ("Stock Exchanges") where the equity shares of the Company are listed.

The results of the Postal Ballot/ e-Voting shall also be displayed on the notice board at the Registered Office of the Company for a period of 3 (Three) days, on the Company's website at www.jupiterwagons.com and www.cebbco.com and on the website of KFintech at <https://evoting.kfintech.com/>

8. All documents referred to in this Postal Ballot Notice shall be available for inspection electronically on the website of the Company from the date of dispatch of the Postal Ballot Notice, until the last date of voting by remote e-Voting. Shareholders seeking to inspect such documents may also send an email to cs@cebbco.com.

9. Procedure of e-Voting

- i. Pursuant to the provisions of Section 108 and other applicable provisions of the Act read with the Rules, and Regulation 44 of Listing Regulations, as amended, read with SEBI Circular no. SEBI/ HO/ CFD/ CMD/ CIR/ P/ 2020/ 242 dated December 9, 2020 on "e-Voting Facility provided by Listed Entities", the Company is providing facility to the Shareholders to exercise votes through e-Voting on the e-Voting platform provided by KFintech to enable them to cast their votes electronically.

ii. The e-Voting facility will be available during the following period:

- **Commencement of e-Voting:** 9:00 a.m. (IST) on Monday, August 1, 2022;
- **End of e-Voting:** 5:00 p.m. (IST) on Tuesday, August 30, 2022

The remote e-Voting will not be allowed beyond the aforesaid date and time and the remote e-Voting module shall be forthwith disabled by KFintech upon expiry of the aforesaid period.

iii. The process and manner of e-Voting shall be as under:

INFORMATION AND INSTRUCTIONS RELATING TO e-VOTING

Step 1: Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access to KFintech e-Voting system in case of shareholders holding shares in physical form and non-individual shareholders in demat mode.

Details on Step 1 are mentioned below:

1) Login method for remote e-Voting for Individual shareholders holding securities in demat mode

Individual Shareholders holding securities in demat mode with NSDL	Individual Shareholders holding securities in demat mode with CDSL
<p>1. Users already registered for IDeAS facility:</p> <p>(i) Visit URL: https://eservices.nsdl.com</p> <p>(ii) Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.</p> <p>(iii) On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”</p> <p>(iv) Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</p>	<p>1. Users who have opted for Easi/ Easiest</p> <p>(i) Visit URL: https://web.cdslindia.com/myeasi/home/loginOr URL: www.cdslindia.com</p> <p>(ii) Click on New System Myeasi</p> <p>(iii) Login with your registered user id and password.</p> <p>(iv) User will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal.</p> <p>(v) Click on e-Voting service provider name to cast your vote.</p>

<p>2. Users not registered for IDeAS e-Services</p> <p>(i) To register click on link: https://eservices.nsdl.com</p> <p>(ii) Select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>(iii) Proceed with completing the required fields.</p> <p>(iv) Follow steps given in point no. 1</p>	<p>2. User not registered for Easi/ Easiest</p> <p>(i) Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>(ii) Proceed with completing the required fields.</p> <p>(iii) Follow the steps given in point no. 1</p>
<p>3. Users may alternatively vote by directly accessing the e-Voting website of NSDL</p> <p>(i) Open URL: https://www.evoting.nsdl.com/</p> <p>(ii) Click on the icon “Login” which is available under ‘Shareholder/ Member’ section.</p> <p>(iii) A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</p> <p>(iv) Post successful authentication, you will be requested to select the name of the company and the e-Voting Service Provider name, i.e., KFintech.</p> <p>(v) On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.</p>	<p>3. Users may alternatively vote by directly accessing the e-Voting website of CDSL</p> <p>(i) Visit URL: www.cdslindia.com</p> <p>(ii) Provide your Demat Account Number and PAN No.</p> <p>(iii) System will authenticate user by sending OTP on registered Mobile & Email as recorded in the Demat Account.</p> <p>(iv) After successful authentication, user will be provided links for the respective ESP, i.e., KFintech where the e- Voting is in progress.</p>

Individual Shareholders login through their Demat accounts/ Website of Depository Participant

- (i) Shareholders may login using the login credentials of their demat account through their Depository Participants registered with NSDL /CDSL for e-Voting facility.
- (ii) Once logged-in, Shareholders will be able to see e-Voting option.
- (iii) On clicking e-Voting option, Shareholders will be redirected to NSDL/ CDSL website after

successful authentication, wherein they will be able to view the e-Voting feature.

- (iv) Click on options available against 'Jupiter Wagons Limited' or 'KFintech'
- (v) Shareholders will be redirected to e-Voting website of KFintech for casting their vote during the remote e-Voting period without any further authentication.

Important note: Shareholders who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at above mentioned websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL is as under:

Important note: Shareholders who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at above mentioned websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL is as under:

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request atevoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request athelpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

Details on Step 2 are mentioned below:

1) Login method for shareholders holding shares in physical form and non-individual shareholders in demat mode

A) Shareholders whose email IDs are registered with the Company/ Depository Participant(s), will receive an email from KFintech which will include details of e-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- (i) Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
- (ii) Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (e-Voting Event Number) XXXX, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-Voting, you can use your existing User ID and password for casting the vote.
- (iii) After entering these details appropriately, click on "LOGIN".
- (iv) You will now reach 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.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc., on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly

recommended that you do not share your password with any other person and that you 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 “EVEN” i.e., “JUPITER WAGONS LIMITED” and click on “Submit”.
- (vii) On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR/ AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/ AGAINST” taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option “ABSTAIN”. If the Shareholder does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
- (viii) Shareholders holding multiple folios/ demat accounts shall choose the voting process separately for each folio/ demat accounts.
- (ix) Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as Abstained.
- (x) You may then cast your vote by selecting an appropriate option and click on “Submit”.
- (xi) A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Shareholders can login any number of times till they have voted on the Resolution.

Corporate/ Institutional Shareholders (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF/ JPG format) of certified true copy of the Board Resolution/ Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), who is/ are authorized to vote, to the Scrutinizer through email at cs@cebbco.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format “Corporate Name_EVEN No.”

B) Shareholders whose email IDs are not registered with the Company/ Depository Participants(s), and consequently the Notice of Postal Ballot and e-Voting instructions cannot be serviced, will have to follow the following process as mentioned in Note 4 above.

After receiving the e-Voting instructions, please follow all steps above to cast your vote by electronic means.

In case of any query and/ or grievance, in respect of voting by electronic means, Shareholders may refer to

- the Help & Frequently Asked Questions (FAQs) and e-Voting user manual available at the ‘Download’ section of <https://evoting.kfintech.com> OR
- may contact to Mr. Bhaskar Roy, Dy. Vice President/ Mr. Shyam Kumar, Manager of KFin Technologies Limited, Selenium Building, Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032 OR
- Email at inward.ris@kfintech.com or evoting@kfintech.com or call KFinTech’s toll free No. 1-800-309-4001 for any further clarifications.

EXPLANATORY STATEMENT

(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 Listing Regulations”) 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”))

As required by Section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all the material facts relating to the business mentioned under Item 1 of the accompanying Notice:

ITEM NO.1

The Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee at its meeting held on 30th May, 2022 appointed Mr. Vivek Lohia (DIN: 00574035) as ‘Managing Director’ of the Company, for a period of period of 5 (five) years with effect from 30th May, 2022, subject to approval of the Members of 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

Mr. Vivek Lohia has expertise, knowledge and business acumen required for managing the overall business of the Company and his appointment as Managing Director would be beneficial for the Company given the paucity of experienced and skilled personnel. The remuneration proposed for Mr. Vivek Lohia is commensurate with the industry and size of the Company. Mr. Vivek Lohia has no pecuniary relationship directly or indirectly with the Company. However, he is related to Mr. Vikash Lohia as a brothers.

The terms and conditions are set out herein below:

1. TENURE OF APPOINTMENT:

The appointment of Mr. Vivek Lohia as Managing Director (change in designation from ‘Director’ to ‘Managing Director’) is for a period of 5 years with effect from 30th May 2022

2. DUTIES AND RESPONSIBILITIES:

Mr. Vivek Lohia, the ‘Managing 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:

Mr. Vivek Lohia shall be entitled to remuneration as stated hereunder in terms of Schedule V of the Companies Act, 2013:

- (a) Basic Salary shall be Rs. 20,00,000 /- per month w.e.f. 30.05.2022 (net of taxes) and thereafter an increase of not exceeding 25 per cent every year with effect from 1st April, 2023, subject to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors. Since the basic salary to be paid will be net of tax, hence, the tax component on actual basis shall be paid by the Company and accordingly it shall also be considered as perquisite subject to the maximum limit of 30% of the basic salary. The company shall also reimburse the expenses incurred upto a maximum limit of 10% of the basic salary towards gas, electricity, water, furnishings, house maintenance etc. w.e.f. 30.05.2022 and the same will be treated as perquisites. The aforesaid perquisites shall be payable w.e.f. 30.05.2022 and it shall be over and above the basic salary. The aforesaid perquisites shall be valued as per the provisions of the Income-tax Act and the Rules thereunder, wherever applicable and in absence of any such provision, perquisites shall be valued at actual cost.
- (b) Minimum Remuneration - Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of tenure of Mr. Vivek Lohia, 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. Vivek Lohia 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. Vivek Lohia 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. Vivek Lohia, 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. Vivek Lohia may be terminated by the Company without notice or payment in lieu of notice:
 - (i). If Mr. Vivek Lohia 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. Vivek Lohia of any of the stipulations contained herein as no separate agreement shall be executed between the Company and Mr. Vivek Lohia; or
 - (iii). In the event the Board expresses its loss of confidence in Mr. Vivek Lohia;
- (e) In the event Mr. Vivek Lohia 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 of Mr. Vivek Lohia 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. Vivek Lohia will be liable to retire by rotation.

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

Additional details of Mr. Vivek Lohia 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. Vivek Lohia and his relatives, including Mr. Vikash Lohia, 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 Nos. 1 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 30th August, 2022 and will also be available for inspection at the Meeting.

The Board recommends the Special Resolution as set out at Item Nos. 1 respectively of the Notice for approval of the Members.

ITEM NO.2 AND 3:

The Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee at its meeting held on 30th May, 2022 had appointed Mr. Vikash Lohia (DIN: 00572725) as an Additional Director (Whole Time Director) of the Company, for a period of period of 5 (five) years with effect from 30th May, 2022, subject to approval of the Members of 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

Mr. Vikash Lohia 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. Vikash Lohia is commensurate with the industry and size of the Company. Mr. Vikash Lohia has no pecuniary relationship directly or indirectly with the Company. However, he is related to Mr. Vivek Lohia as brothers.

The terms and conditions are set out herein below:

1. TENURE OF APPOINTMENT:

The appointment of Mr. Vikash Lohia as Whole Time Director (change in designation from 'Director' to 'Whole-time Director') is for a period of 5 years with effect from 30.05.2022.

2. DUTIES AND RESPONSIBILITIES:

Mr. Vikash Lohia, 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) Basic Salary shall be Rs. 10,00,000/- per month (Net of Tax) w.e.f. 30.05.2022 and thereafter an increase of not exceeding 25 per cent every year with effect from 1st April, 2023, subject to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors. Since the basic salary to be paid will be net of tax, hence, the tax component on actual basis shall be paid by the Company and accordingly it shall also be considered as perquisite subject to the maximum limit of 30% of the basic salary. The company shall also reimburse the expenses incurred upto a maximum limit of 10 % of basic salary towards gas, electricity, water, furnishings, house maintenance etc. and the same will be treated as perquisites. The aforesaid perquisites shall be over and above the basic salary. The aforesaid perquisites shall be valued as per the provisions of the Income-tax Act and the Rules thereunder, wherever applicable and in absence of any such provision, perquisites shall be valued at actual cost.
- (b) Minimum Remuneration - Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of tenure of Mr. Vikash Lohia, 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. Vikash Lohia 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. Vikash Lohia 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. Vikash Lohia, 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. Vikash Lohia may be terminated by the Company without notice or payment in lieu of notice:

- (i). If Mr. Vikash Lohia 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. Vikash Lohia of any of the stipulations contained herein as no separate agreement shall be executed between the Company and Mr. Vikash Lohia; or
 - (iii). In the event the Board expresses its loss of confidence in Mr. Vikash Lohia; or
- (e) In the event Mr. Vikash Lohia 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. Vikash Lohia 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. Vikash Lohia will be liable to retire by rotation

The Board of Directors is of the opinion that the above remuneration being paid / payable to Mr. Vikash Lohia, 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. Vikash Lohia 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. Vikash Lohia and his relatives, including Mr. Vivek Lohia, 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 Nos. 2 & 3 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 30th August, 2022 and will also be available for inspection at the Meeting.

The Board recommends the Special Resolution as set out at Item Nos. 2 & 3 respectively of the Notice for approval of the Members.

ITEM NO. 4 & 5:

The Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee at its meeting held on 30th May, 2022 appointed Mr. Asim Ranjan Dasgupta (DIN: 02284092) as an Additional Director (Whole Time Director) of the Company, for a period of period of 5 (five) years with effect from 30th May, 2022, subject to approval of the Members of 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

Mr. Asim Ranjan Dasgupta 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. Asim Ranjan Dasgupta is commensurate with the industry and size of the Company. Mr. Asim Ranjan Dasgupta has no pecuniary relationship directly or indirectly with the Company.

The terms and conditions are set out herein below:

1. TENURE OF APPOINTMENT:

The re-appointment of Mr. Asim Ranjan Dasgupta as Whole Time Director is for a period of 5 years with effect from 30th May 2022.

2. DUTIES AND RESPONSIBILITIES:

Mr. Asim Ranjan Dasgupta 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) Basic Salary shall be Rs 1,07,582/- per month w.e.f. 30.05.2022 and thereafter an increase of not exceeding 25 per cent every year with effect from 1st April, 2023, 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. Asim Ranjan Dasgupta, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of basic salary as specified above.

4. OTHER TERMS OF APPOINTMENT:

- (a) Mr. Asim Ranjan Dasgupta 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. Asim Ranjan Dasgupta 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. Asim Ranjan Dasgupta, 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. Asim Ranjan Dasgupta may be terminated by the Company without notice or payment in lieu of notice:
 - (i). If Mr. Asim Ranjan Dasgupta 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. Asim Ranjan Dasgupta of any of the stipulations contained herein as no separate agreement shall be executed between the Company and Mr. Asim Ranjan Dasgupta; or
 - (iii). In the event the Board expresses its loss of confidence in Mr. Asim Ranjan Dasgupta; or
- (e) In the event Mr. Asim Ranjan Dasgupta 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 of Mr. Asim Ranjan Dasgupta 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. Asim Ranjan Dasgupta will be liable to retire by rotation

The Board of Directors is of the opinion that the above remuneration being paid / payable to Mr. Asim Ranjan Dasgupta, as a 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. Asim Ranjan Dasgupta 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. Asim Ranjan Dasgupta 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 Nos. 4 & 5 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 30th August, 2022 and will also be available for inspection at the Meeting.

The Board recommends the Special Resolution as set out at Item Nos.4 & 5 respectively of the Notice for approval of the Members.

ITEM NO. 6 & 7:

The Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee at its meeting held on 30th May, 2022 appointed Mr. Samir Kumar Gupta (DIN: 00576571) as an Additional Director (Whole Time Director) of the Company, for a period of period of 5 (five) years with effect from 30th May, 2022, subject to approval of the Members of 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

Mr. Samir Kumar Gupta 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. Samir Kumar Gupta is commensurate with the industry and size of the Company. Mr. Samir Kumar Gupta has no pecuniary relationship directly or indirectly with the Company.

The terms and conditions are set out herein below:

1. TENURE OF APPOINTMENT:

The appointment of Mr. Samir Kumar Gupta as Whole Time Director for a period of 5 years with effect from 30th May 2022.

2. DUTIES AND RESPONSIBILITIES:

Mr. Samir Kumar Gupta 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) Basic Salary shall be Rs. 66,696/- per month w.e.f. 30.05.2022. and thereafter an increase of not exceeding 25 per cent every year with effect from 1st April, 2023, 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. Samir Kumar Gupta, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of basic salary as specified above.

4. OTHER TERMS OF APPOINTMENT:

- (a) Mr. Samir Kumar Gupta 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. Samir Kumar Gupta 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. Samir Kumar Gupta, 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. Samir Kumar Gupta may be terminated by the Company without notice or payment in lieu of notice:
 - (i). If Mr. Samir Kumar Gupta 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. Samir Kumar Gupta of any of the stipulations contained herein as no separate agreement shall be executed between the Company and Mr. Samir Kumar Gupta; or
 - (iii). In the event the Board expresses its loss of confidence in Mr. Samir Kumar Gupta; or
- (e) In the event Mr. Samir Kumar Gupta 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 of Mr. Samir Kumar Gupta 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. Samir Kumar Gupta will be liable to retire by rotation.

The Board of Directors is of the opinion that the above remuneration being paid / payable to Mr. Samir Kumar Gupta, as a 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. Samir Kumar Gupta 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. Samir Kumar Gupta 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 Nos. 6 & 7 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 30th August, 2022 and will also be available for inspection at the Meeting.

The Board recommends the Special Resolution as set out at Item Nos.6 & 7 respectively of the Notice for approval of the Members.

ITEM NO.8.:

Pursuant to the Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the “Act”) and the Rules made thereunder [including any statutory modification(s) or re-enactment thereof for the time being in force] read with Schedule IV to the Companies Act, 2013 and the Articles of Association of the Company, Mrs. Madhu Chhanda Chatterjee (DIN: **02510507**) who was appointed as Non-Executive Director of the Company on 22 May 2019 was on the recommendation of the Nomination and Remuneration Committee appointed by the Board of Directors (‘the Board’) as an Independent Director of the Company with effect from 30th May, 2022.

The Company has received declaration from Mrs. Madhuchhanda Chatterjee that she meets the criteria of independence, as prescribed, both under Section 149(6) of the Act and under Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Section 149 of the Act, read with the Companies (Appointment and Qualification of Directors) Rules 2014, provides for appointment of Independent Directors. It is proposed to appoint Mrs. Madhuchhanda Chatterjee as an Independent Director under Section 149 of the Act and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to hold office for 5 (Five) consecutive years with effect from 30th May, 2022 to 29th May, 2027.

In the opinion of the Board, Mrs. Madhuchhanda Chatterjee fulfills the conditions for appointment as an Independent Director, as specified in the Act, and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Mrs. Madhuchhanda Chatterjee is independent of the management.

Brief resume of Mrs. Madhuchhanda Chatterjee, nature of her expertise in specific functional areas and names of Companies in which she holds directorships and memberships/chairmanships of Board Committees, shareholding and relationships between Directors inter-se are provided in Annexure to this Notice. Copy of the draft letter for appointment of Mrs. Madhuchhanda Chatterjee as an Independent Director setting out the terms and conditions are available for inspection by members at the Registered Office of the Company.

This Statement may also be regarded as a disclosure under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Save and except Mrs. Madhuchhanda Chatterjee and her 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. 8 of the Notice.

All the documents referred to are open for inspection at the Company’s Registered Office at 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 30th August, 2022 and will also be available for inspection at the Meeting.

The Board recommends the Special Resolution set out at Item No. 8 of the Notice for approval of the Members.

ITEM NO.9:

Pursuant to the Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the “Act”) and the Rules made thereunder [including any statutory modification(s) or re-enactment thereof for the time being in force] read with Schedule IV to the Companies Act, 2013 and the Articles of Association of the Company, Mr. Avinash Gupta (DIN: 02783217), on the recommendation of the Nomination and Remuneration Committee, was appointed by the Board of Directors (‘the Board’) as an Additional Director (Independent) of the Company with effect from 30th May, 2022.

The Company has received declaration from Mr. Avinash Gupta that he meets the criteria of independence, as prescribed, both under Section 149(6) of the Act and under Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Section 149 of the Act, read with the Companies (Appointment and Qualification of Directors) Rules 2014, provides for appointment of Independent Directors. It is proposed to appoint Mr. Avinash Gupta as an Independent Director under Section 149 of the Act and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to hold office for 5 (Five) consecutive years with effect from 30th May, 2022 to 29th May, 2027.

In the opinion of the Board, Mr. Avinash Gupta fulfills the conditions for appointment as an Independent Director, as specified in the Act, and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Mr. Avinash Gupta is independent of the management.

Brief resume of Mr. Avinash Gupta, nature of his expertise in specific functional areas and names of Companies in which he holds directorships and memberships/chairmanships of Board Committees, shareholding and relationships between Directors inter-se are provided in Annexure to this Notice. Copy of the draft letter for appointment of Mr. Avinash Gupta as an Independent Director setting out the terms and conditions are available for inspection by members at the Registered Office of the Company.

This Statement may also be regarded as a disclosure under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Save and except Mr. Avinash Gupta 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. 9 of the Notice.

All the documents referred to are open for inspection at the Company’s Registered Office at 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 30th August, 2022 and will also be available for inspection at the Meeting.

The Board recommends the Special Resolution set out at Item No. 9 of the Notice for approval of the Members.

ITEM NO.10:

Mr. Manchi Venkatraja Rao was appointed as an Independent Non-Executive Director of the Company by the members at the 34th Annual General Meeting of the Company held on 29th September, 2014 for a period of five consecutive years commencing from 15th July, 2014 to 14th July, 2019. Based on recommendation of Nomination and Remuneration Committee Mr. Manchi Venkatraja Rao, was re-appointed as an Independent Director for second term of five consecutive years from 15 July, 2019 up-to 14 July, 2024.

In terms of Regulation 17(1A) of SEBI Listing Regulations, effective from 1st April, 2019 consent of members by way of special resolution is required for appointment or continuation of directorship of Independent Non-Executive Director, beyond the age of 75 years.

Further, Mr. Manchi Venkatraja Rao will attain the age of 75 years with effect from 5th September, 2022 and approval of members is required for the continuation of his directorship from the day he attains the age of 75 years till the expiry of his current term till 14th July, 2024.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Raja Rao as an Independent Director.

Accordingly, the Board recommends passing of the Special Resolution in relation to continuation of directorship of Mr. Raja Rao as an Independent Director till the expiry of the current term till 14th July, 2024, for the approval by the shareholders of the Company.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested financially or otherwise, in this Resolution.

All the documents referred to are open for inspection at the Company's Registered Office at 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 30th August, 2022 and will also be available for inspection at the Meeting.

The Board recommends the Special Resolution set out at Item No. 10 of the Notice for approval of the Members.

Place: Jabalpur
Date: July 30, 2022

By Order of the Board
For Jupiter Wagons Limited (Formerly known as
Commercial Engineers & Body Builders Co. Limited)

Sd/-

Deepesh Kedia
Company Secretary & Compliance Officer

ANNEXURE

Information pursuant to Regulation 36(3) as applicable of of Securities Exchange Board of India (Listing Obligations and Disclosures) Regulations, 2015 and Secretarial Standard on General Meeting with regards to the Director seeking appointment/re-appointment in the forthcoming Extra Ordinary General Meeting (in pursuance of Schedule V of the Companies Act, 2013)

Name of the Director	Mr. Vivek Lohia
DIN	00574035
Reason for Appointment / Change	Change in Designation from Non-Executive Director to Managing Director
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 first 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	As per the resolution at item no. 1 of the notice read with explanatory statement thereto.
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	Rs. 20000 sitting fees per meeting
No. of the Board meeting attended	2
Relationship with other Directors, Manager, KMP of the company	Brother of Mr. Vikash Lohia
Board membership of other Companies as on 31st March, 2022 (Listed / Unlisted)	1. Jwl Kovis (India) Private Limited 2. Jwl Talegria (India) Private Limited
Membership/Chairmanship of Committees of the Board of Directors of other Companies as on 31st March, 2022	Nil
Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any	He has been appointed as Managing Director (Promoter/Executive) w.e.f. 30 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 May, 2022
Date of Appointment & term of Appointment	He is been appointed as Managing 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 20th 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
<u>General Information:</u>	
Nature of Industry	Engineering
Date or expected date of commencement of commercial product	The Company had commenced commercial operations way back in September, 1979
Financial Performance based on given indicators	The financial performance of the company has been better

	than the industry average.
Foreign Investment or collaborations, if any.	Yes the Company has foreign Investors

Name of the Director	Mr. Vikash Lohia
DIN	00572725
Date of Birth	02.07.1975 / 47 years
Qualification	He is a graduate from Wharton Business School.
Experience / expertise in specific functional areas	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 first appointment on the Board	N.A.
Number of equity shares held in the Company	1,14,26,473
Terms and condition of appointment	Appointed as Promoter 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	As per the resolution at item no. 3 of the notice read with explanatory statement thereto.
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. Vikash Lohia is looking after the commercial activity of the Company and help the company to achieve the target led the company in building a global reputation with a differentiated business model and delivering value for its stakeholders
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 last drawn	N.A.
No. of the Board meeting attended from the date of appointment	1
Relationship with other Directors, Manager, KMP of the company	Brother of Mr. Vivek Lohia
Board membership of other Companies as on 31st March, 2022	N.A.

Membership/Chairmanship of Committees of the Board of Directors of other Companies	Nil
Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any	Whole Time director (Promoter /Executive) drawing remuneration. He is brother of Mr. Vivek Lohia, was has been appointed as a managing Director w.e.f. 30 May, 2022 r
Date of Appointment & term of Appointment	He has been appointed as a Whole Time Director for term of 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 20th June, 2018.	Mr. Vikash Lohia is not debarred from holding the office of director by virtue of any SEBI order or any other such authority
<u>General Information:</u>	
Nature of Industry	Engineering
Date or expected date of commencement of commercial product	The Company had commenced commercial operations way back in September,1979
Financial Performance based on given indicators	The financial performance of the company has been better than the industry average.
Foreign Investment or collaborations, if any.	Yes the Company has foreign Investors

Name of the Director	Mr. Asim Ranjan Dasgupta
DIN	02284092
Date of Birth / Age	11.12.1948 / 73 years
Qualification	He has done Mechanical Engineering from IIT Kharagpur.
Experience / expertise in specific functional areas	He has a vast knowledge & experience in wagons industry for the last 50 years. He has necessary expertise, knowledge and business acumen to drive the business of the Company.
Date of first appointment on the Board	N.A.
Number of equity shares held in the Company	NIL
Terms and condition of appointment	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	As per the resolution at item no. 4 & 5 of the notice read with explanatory statement thereto.
Recognition or awards	NIL
Job Profile and his suitability	He will perform his duties as such with respect to 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 and confirm to and comply with all such directions and regulations as may be from time to time may be given and made by the Board
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 last drawn	N.A.
No. of the Board meeting attended since appointment	1
Relationship with other Directors, Manager, KMP of the company	N.A.
Board membership of other Companies	1. Jwl Dako-Cz(India) Limited 2. Karisma Goods Private Limited
Membership/Chairmanship of Committees of the Board of Directors of other Companies	Nil
Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any	Whole Time Director (Executive) and drawing remuneration. Not related to any managerial personnel
Date of Appointment & term of Appointment	He is being appointed as a Whole Time Director for term of 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 20th June, 2018.	Mr. Asim Ranjan Das Gupta is not debarred from holding the office of director by virtue of any SEBI order or any other such authority
<u>General Information:</u>	
Nature of Industry	Engineering
Date or expected date of commencement of commercial product	The Company had commenced commercial operations way back in September,1979

Financial Performance based on given indicators	The financial performance of the company has been better than the industry average.
Foreign Investment or collaborations, if any.	Yes the Company has foreign Investors

Name of the Director	Mr. Samir Kumar Gupta
DIN	00576571
Date of Birth	08.06.1938 / 84 years
Qualification	He has completed Bachelor of Engineering from University of Calcutta.
Experience / expertise in specific functional areas	He has more than 50 years of experience in the wagon industry. He has necessary expertise, knowledge and business acumen to drive the business of the Company.
Date of first appointment on the Board	N.A.
Number of equity shares held in the Company	55100
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	As per the resolution at item no. 6 & 7 of the notice read with explanatory statement thereto.
Recognition or awards	NIL
Job Profile and his suitability	Mr. Samir Kr Gupta is looking after the Technical side of the manufacturing of Wagons at Plant.
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 last drawn	N.A.
No. of the Board meeting attended	NIL
Relationship with other Directors, Manager, KMP of the company	NA
Board membership of other Companies	Jwl Dako-Cz (India) Limited Htte Overseas Training And Testing services Private Limited Quivan Skill Empowerment Private Limited Chiu Ren Training Centre Private Limited
Membership/Chairmanship of Committees	Nil

of the Board of Directors of other Companies	
Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any	Whole Time Director (Promoter/Executive) drawing remuneration. Not related to any managerial personnel
Date of Appointment & term of Appointment	He is being appointed as a Whole Time Director for term of 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 20th June, 2018.	Mr. Samir Kumar Gupta is not debarred from holding the office of director by virtue of any SEBI order or any other such authority
<u>General Information:</u>	
Nature of Industry	Engineering
Date or expected date of commencement of commercial product	The Company had commenced commercial operations way back in September, 1979
Financial Performance based on given indicators	The financial performance of the company has been better than the industry average.
Foreign Investment or collaborations, if any.	Yes the Company has foreign Investors

NAME OF THE DIRECTOR	MRS. MADHUCHHANDA CHHATTERJEE
DIN	02510507
Date of Birth / Age	15.08.1952 / 70 Years
Qualification	M.A. P.H.D.
Experience / expertise in specific functional areas	Dr. Chatterjee has worked as a Consultant in the Ministry of Culture, Govt. Of India steering the plans made by the Ministry. She has also been the Nodal Officer of a Digitization Project under the Indira National Centre for the Arts, Govt. of India. CSR, Sustainability & NGO matters, Academics, Education, Authorship and administration
Date of first appointment on the Board	22.05.2019
Number of equity shares held in the Company	NIL
Terms and condition of appointment	Appointed as an independent Director, liable to retire by rotation at remuneration and other terms as mentioned in the statement annexed to the notice.

Remuneration to be paid	As per the resolution at item no. 8 of the notice read with explanatory statement thereto.
Recognition or awards	NIL
Job Profile and her suitability	CSR, Sustainability & NGO matters, Academics, Education, Authorship and Administration
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Sittings fees as per Companies Act Remuneration being given is at par with industry level and size of the company.
Remuneration/Sitting Fees last drawn	Rs. 20000 sitting fees per meeting
No. of the Board meeting attended for the F.Y. 2022-23	4
Relationship with other Directors, Manager, KMP of the company	NA
Board membership of other Companies	Karisma Goods Private Limited
Membership/Chairmanship of Committees of the Board of Directors of other Companies	Nil
Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any	Not related to any managerial personnel
Date of Appointment & term of Appointment	For a term of 5 consecutive years from 30 May 2022 to 29 May 2027
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 20th June, 2018.	Mrs. Chatterjee is not debarred from holding the office of director by virtue of any SEBI order or any other such authority
<u>General Information:</u>	
Nature of Industry	Engineering
Date or expected date of commencement of commercial product	The Company had commenced commercial operations way back in September, 1979
Financial Performance based on given indicators	The financial performance of the company has been better than the industry average.
Foreign Investment or collaborations, if any.	Yes the Company has foreign Investors

NAME OF THE DIRECTOR	MR. AVINASH GUPTA
DIN	02783217
Date of Birth / Age	06.05.1966 / 56 years
Qualification	B.TECH MECHANICAL & M.B.A.
Experience / expertise in specific functional areas	Mr. Avinash Gupta is an MBA from the A.B. Freeman School of Business, Tulane University (Deans List with full fellowship) and a B.Tech. in Mechanical Engineering from the Indian Institute of Technology, BHU Varanasi. He has total 30years of experience in field of Finance & Accounts and headed many organizations including Deloitte
Date of first appointment on the Board	N.A.
Number of equity shares held in the Company	NIL
Terms and condition of appointment	Appointed as an independent Director, liable to retire by rotation at remuneration and other terms as mentioned in the statement annexed to the notice.
Remuneration to be paid	As per the resolution at item no. 9 of the notice read with explanatory statement thereto.
Recognition or awards	NIL
Job Profile and his suitability	Economics, Business Management & Finance.
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Sittings fees as per Companies Act Remuneration being given is at par with industry level and size of the company.
Remuneration last drawn	N.A.
No. of the Board meeting attended	1
Relationship with other Directors, Manager, KMP of the company	NA
Board membership of other Companies	1. Dun & Bradstreet Information Services India Private Limited 2. Keventer Agro Limited
Membership/Chairmanship of Committees of the Board of Directors of other Companies	Nil
Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any	Not related to any managerial personnel
Date of Appointment & term of Appointment	For a term of 5 consecutive years from 30 May 2022 to 29 May 2027

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 20th June, 2018.	Mr. Avinash Gupta is not debarred from holding the office of director by virtue of any SEBI order or any other such authority
<u>General Information:</u>	
Nature of Industry	Engineering
Date or expected date of commencement of commercial product	The Company had commenced commercial operations way back in September, 1979
Financial Performance based on given indicators	The financial performance of the company has been better than the industry average.
Foreign Investment or collaborations, if any.	Yes the Company has foreign Investors

NAME OF THE DIRECTOR	MR. MANCHI VENKAT RAJA RAO
DIN	00110363
Date of Birth / Age	05.09.1947 / 74 years
Qualification	B.E. (Metallurgy)
Experience / expertise in specific functional areas	Graduated in June 1969 from Regional Engineering college , Surathkal, Karnatak State. Worked as Graduate trainee in M/S Laxmi Machine Works, Coimbatore, Tamil Nadu from July 1969 till April 1970. Worked in Tata Motors, Jamshedpur as graduate Engineer from May 1970 till June 1972 in Industrial Engineering, Foundry. Worked in Tata Motors, Pune from 1972 till Superannuation in September 2007 in various areas of manufacturing in Foundry, Production Engineering, Capital investments, Tools Engineering, and vehicle aggregate manufacturing and vehicle assembly lines of SUVs, LCVs ,and M&HCVs.
Date of first appointment on the Board	15.07.2014
Number of equity shares held in the Company	NIL
Terms and condition of appointment	Appointed as an independent Director, not liable to retire by rotation at remuneration and other terms as mentioned in the statement annexed to the notice. He has been associated with the company as an independent director since 2014
Remuneration to be paid	As per the resolution at item no. 10 of the notice read with explanatory statement thereto.
Recognition or awards	NIL
Job Profile and his suitability	Industrial Engineering, Foundry, Business Management, technical expertise

Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Sittings fees as per Companies Act Remuneration being given is at par with industry level and size of the company.
Remuneration/Sitting Fees last drawn	Rs. 20000 sitting fees per meeting
No. of the Board meeting attended in the F.Y. 2022-23	4
Relationship with other Directors, Manager, KMP of the company	NA
Board membership of other Companies	N.A.
Membership/Chairmanship of Committees of the Board of Directors of other Companies Listed and unlisted	Nil
Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any	Not related to any managerial personnel
Date of Appointment & term of Appointment	For a remaining term of two years up to 14 July 2024
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 20th June, 2018.	Mr. Raja Rao is not debarred from holding the office of director by virtue of any SEBI order or any other such authority
<u>General Information:</u>	
Nature of Industry	Engineering
Date or expected date of commencement of commercial product	The Company had commenced commercial operations way back in September, 1979
Financial Performance based on given indicators	The financial performance of the company has been better than the industry average.
Foreign Investment or collaborations, if any.	Yes the Company has foreign Investors
