

# JUPITER WAGONS LIMITED

CIN : U35202WB2006PLC110822

Date: 7 March 2019

<b>BSE Limited</b> Phiroze Jeejeebhoy Towers Dalal Street, Fort, Mumbai - 400 001 <b>Tel No.:</b> 022-2272 2039/37/3121  <b>BSE – Scrip Code:</b> <b>533272</b>	<b>National Stock Exchange of India Limited</b> Exchange Plaza, Bandra Kurla Complex, Bandra (East) Mumbai – 400 051 <b>Tel No.:</b> 022 – 2659 8237/38  <b>NSE – Symbol – CEBBCO</b>	<b>The Company Secretary,</b> Commercial Engineers & Body Builders Co Limited 84/ 105-A GT Road, Kanpur, Mahanagar, Uttar Pradesh
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**Subject:** **Submission of disclosure of pledge of shares under Regulation 31 (1) of the Securities & Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2015**

Dear Sir/ Ma'am

We wish to bring to your notice that Jupiter Wagons Limited (“JWL”) has created a further pledge on 1,71,38,349 equity shares of Commercial Engineers & Body Builders Co. Limited (“Company”) which aggregates to 19.15% of the total issued and paid up share capital of the Company (which forms a part of the 4,06,66,835 equity shares (45.45%) held by Jupiter Wagons Limited in the Company) in favour of Avendus Finance Private Limited (“Avendus Finance”).

For ease of reference, please note that JWL’s total shareholding in the Company is 4,06,66,835 equity shares (45.45%). The summary of encumbrances in relation to the said shareholding of JWL is as follows:

- 1) A non-disposal undertaking, effective from 22 January 2019, with respect to JWL’s entire shareholding in the Company i.e., 4,06,66,835 equity shares (45.45%) in favour of Axis Bank Limited (as already disclosed by way of a disclosure dated 28 January 2019);
- 2) A pledge, effective from January 31, 2019, on 61,27,142 equity shares of the Company (6.85%) (which forms a part of the 4,06,66,835 equity shares (45.45%) held by JWL in the Company) in favour of Avendus Finance (as already disclosed by way of a disclosure dated 5 February 2019); and
- 3) A pledge, effective from 5 March 2019, on 1,71,38,349 equity shares of the Company (19.15%) (which forms a part of the 4,06,66,835 equity shares (45.45%) held by JWL in the Company) in favour of Avendus Finance (as being disclosed by the annexed disclosure)



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We hereby enclose the disclosure as required under Regulation 31(1) of the Securities & Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2015.

You are requested to take note of the same.

Thanking You,

Yours faithfully,

For Jupiter Wagons Limited

**Name: Vikash Lohia**

**Designation: Director**

**Authorised Signatory**

**Format for disclosure by the Promoter(s) to the stock exchanges and to the Target Company for encumbrance of shares / invocation of encumbrance/ release of encumbrance. in terms of Regulation 31(1) and 31(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

Name of the Target Company(TC)					Commercial Engineers & Body Builders Co. Limited (“ <b>Company</b> ”)								
Names of the stock exchanges where the shares of the target company are listed					The equity shares of the Company are listed on BSE Limited and National Stock Exchange of India Limited.								
Date of reporting					5 March 2019								
Name of the promoter or PAC on whose shares encumbrance has been created/released/invoked					Jupiter Wagons Limited								
Details of the creation of encumbrance/ invocation/ release:					JWL: Creation of encumbrance by way of a pledge on 1,71,38,349 equity shares of the Company which aggregates to 19.15% of the total issued and paid up share capital of the Company (which forms a part of the 4,06,66,835 equity shares (45.45%) held by Jupiter Wagons Limited in the Company) in favour of Avendus Finance Private Limited (as the lender) (“ <b>Avendus Finance</b> ”).								
Name of the promoter (s) or PACs with him*		Promoter holding in the target company (1)		Promoter holding already encumbered (2)		Details of events pertaining to encumbrance (3)						Post event holding of encumbered shares { creation [(2)+(3)] / release [(2)-(3)] / invocation [(1)-(3)] }	
	Number	% of total shar	Number	% of total	Type of event	Date of creati	Type of encumbranc e (pledge/	Reason s for encum	Numb er	% of sha	Name of the entity	Numb er	% of tot

		e capit al		share capital	(creat ion / releas e / invoc ation)	on/ releas e/ invoc ation of encum brance	lien/ non disposal undertaking/ others)	brance **		re cap ital	in whose favor shares encum bered ***		al sha re cap ital
Kailash Chand Gupta <sup>(###)</sup>	Nil	0.00 %	Nil	0.00%	Not Applica ble ("NA")	-	-	-	-	-	-	-	-
Rekha Gupta <sup>(###)</sup>	Nil	0.00 %	Nil	0.00%	NA	-	-	-	-	-	-	-	-
Nandini Malpani (on behalf of Jashn Beneficiary Trust) <sup>(###)</sup>	Nil	0.00 %	Nil	0.00%	NA	-	-	-	-	-	-	-	-
Commercial Automobiles Private Limited ("CAPL") <sup>(###)</sup>	Nil	0.00 %	Nil	0.00%	NA	-	-	-	-	-	-	-	-
Shalini Gupta	58,030	0.11 %	Nil	0.00%	NA	-	-	-	-	-	-	-	-
Jupiter Wagons Limited ("JWL") <sup>^^^</sup>	4,06,66 ,835	45.4 5%	4,06,66,8 35	45.45%	Creatio n	5 March 2019	Pledge	Security interest for the loan availed by JWL	1,71,38 ,349	19.15 %	Avendus Fiannce (lender)  VISTRA ITCL	4,06,66 ,835 <sup>(++ +)</sup>	45.45 % <sup>(+++)</sup>

									from Aventus Finance			(India) Limited (security trustee)		
Jupiter Forgings & Steel Private Limited (“ <b>JFSPL</b> ”) <sup>^^^</sup>	9,71,504	1.09 %	9,71,504	1.09%	NA	-	-	-	-	-	-	-	9,71,504	1.09 %
Murari Lal Lohia <sup>^^^</sup> (“ <b>ML Lohia</b> ”)	12,95,336	1.45 %	Nil	0.00%	NA	-	-	-	-	-	-	-	-	-
Murari Lal Lohia Hindu Undivided Family (“ <b>ML Lohia HUF</b> ”) <sup>y^^^</sup>	45,33,678	5.07 %	39,97,816	4.47%	NA	-	-	-	-	-	-	-	39,97,816	4.47 %
Tatravagonka A.S (“ <b>Tatravagonka</b> ”) <sup>^^^</sup> .	68,00,518	7.60 %	Nil	0.00%	NA	-	-	-	-	-	-	-	-	-

\*The names of all the promoters, their shareholding in the target company and their pledged shareholding as on the reporting date should appear in the table irrespective of whether they are reporting on the date of event or not.

\*\* For example, for the purpose of collateral for loans taken by the company, personal borrowing, third party pledge, etc.

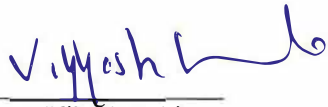
\*\*\*This would include name of both the lender and the trustee who may hold shares directly or on behalf of the lender.

<sup>^^^</sup> JWL, JFSPL, ML Lohia, ML Lohia HUF and Tatravagonka have become promoters of the Company on January 22, 2019.

*(###) The board of directors of the Company have at its board meeting held on 1 December 2018 accepted the request for reclassification of, (i) Kailash Chand Gupta; (ii) Rekha Gupta; (iii) Nandini Malpani (on behalf of Jashn Beneficiary Trust); and (iv) CAPL from promoter and promoter group category and for them to cease to be promoters of the Company. The Company is in the process of getting, (i) Kailash Chand Gupta; (ii) Rekha Gupta; and (iii) Nandini Malpani (on behalf of Jashn Beneficiary Trust) reclassified from 'promoter and promoter group' category in accordance with Regulation 31A of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015.*

*(+++)* As of the date of this disclosure, JWL holds only 4,06,66,835 equity shares in the Company which aggregates to 45.45% of the total issued and paid up share capital of the Company. JWL has created the **following encumbrances** in relation to the 4,06,66,835 equity shares that aggregates to 45.45% of the total issued and paid up share capital of the Company, (i) a non disposal undertaking, effective from January 22, 2019, with respect to 4,06,66,835 equity shares which aggregates to 45.45% of the of the total issued and paid up share capital of the Company in favour of Axis Bank Limited ("**Axis Bank**") (as already disclosed by way of a disclosure dated 28 January 2019); (ii) creation of a pledge, effective from January 31, 2019, on 61,27,142 equity shares of the Company which aggregates to 6.85% of the total issued and paid up share capital of the Company (which forms a part of the 4,06,66,835 equity shares (45.45%) held by JWL in the Company) in favour of Avendus Finance, (as already disclosed by way of a disclosure dated 5 February 2019); and (iii) creation of a pledge, effective from 5 March 2019, on 1,71,38,349 equity shares of the Company which aggregates to 19.15% of the total issued and paid up share capital of the Company (which forms a part of the 4,06,66,835 equity shares (45.45%) held by JWL in the Company) in favour of Avendus Finance. Please also note that the prior approval of Axis Bank has been obtained, for creation of the encumbrances (i.e., pledges) set out at (ii) and (iii) above.

**For Jupiter Wagons Limited**



**Name:** Vikash Lohia

**Designation:** Director

**Authorised Signatory**

**Date:** 7 March 2019

**Place:** Kolkata