

Disclosure under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("Takeover Regulations")

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|--|--|---|---|
| Name of the Target Company (TC) | Commercial Engineers & Body Builders Co. Limited ("Company") | | |
| Name(s) of the seller acquirer and persons acting in concert (PAC) with the seller acquirer | (i) Kailash Chand Gupta (ii) Rekha Gupta (iii) Nandini Malpani (on behalf of Jashn Beneficiary Trust) ((i)-(iii) are collectively referred to as the "Sellers") | | |
| Whether the seller acquirer belongs to promoter/promoter group | Sellers are the promoters of the Company.*** | | |
| Name(s) of the stock exchange(s) where the shares of TC are listed | The equity shares of the Company are listed on BSE Limited and National Stock Exchange of India Limited. | | |
| Details of the acquisition/ disposal as follows | Number | % w.r.t. total share/ voting capital wherever applicable(*) | % w.r.t. total diluted share/ voting capital of the TC (**) |
| Before the sale acquisition under consideration, holding of: | | | |
| a) Shares carrying voting rights sold | 3,02,62,528 ^{SS} | 55.08% ^{SS} | 55.08% ^{SS} |
| b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others) | Not Applicable ("NA") | NA | NA |
| c) Voting rights (VR) otherwise than by shares | NA | NA | NA |
| d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) | NA | NA | NA |
| e) Total (a+b+c+d) | 3,02,62,528 ^{SS} | 55.08% ^{SS} | 55.08% ^{SS} |
| Details of acquisition/ sale | | | |
| a) Shares carrying voting rights acquired/sold | 3,02,62,528 ^(##) | 55.08% ^(##) | 55.08% ^(##) |
| b) VRs acquired/sold otherwise than by shares | NA | NA | NA |
| c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold | NA | NA | NA |
| d) Shares encumbered/ invoked/released by the acquirer | NA | NA | NA |
| e) Total (a+b+c+/-d) | 3,02,62,528 ^(##) | 55.08% ^(##) | 55.08% ^(##) |
| After the acquisition/sale, holding of: | | | |
| a) Shares carrying voting rights | Nil | Nil | Nil |
| b) Shares encumbered with the acquirer | NA | NA | NA |
| c) VRs otherwise than by shares | NA | NA | NA |

| | | | |
|--|---|-------|-------|
| d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition | NA | NA | NA |
| e) Total (a+b+c+d) | Nil | 0.00% | 0.00% |
| Mode of acquisition/sale (e.g. open market/ off-market/ public issue/ rights issue/ preferential allotment/ inter-se transfer etc). | Off-market | | |
| Date of acquisition/sale of shares/VR or date of receipt of intimation of allotment of shares, whichever is applicable. | (i) Axis Bank has invoked the pledge with respect to 1,46,90,169 equity shares of the Company owned by Kailash Chand Gupta and Rekha Gupta on January 22, 2019. (ii) Tata Capital has released 44,65,184 equity shares of the Company pledged by Kailash Chand Gupta on January 22, 2019 and Tata Capital has invoked the pledge with respect to 1,11,07,175 equity shares of the Company owned by Kailash Chand Gupta and Nandini Malpani (on behalf of Jashn Beneficiary Trust) on January 21, 2019. | | |
| Equity share capital/ total voting capital of the TC before the said acquisition/sale | 5,49,42,964 equity shares of the Company. | | |
| Equity share capital/ total voting capital of the TC after the said acquisition/ sale | 8,94,82,657 equity shares of the Company. | | |
| Total diluted share/ voting capital of the TC after the said sale acquisition | 8,94,82,657 equity shares of the Company. | | |

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the StockExchange under Clause 35 of the listing Agreement.

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

*** The board of directors of the Company have at its board meeting held on 1 December 2018 accepted the request for reclassification of, among others, (i) Kailash Chand Gupta; (ii) Rekha Gupta; and (iii) Nandini Malpani (on behalf of Jashn Beneficiary Trust) 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, among others, (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.

^{ss} The equity shares (%) of the Company which were owned by the Sellers are as follows:

- (i) Kailash Chand Gupta: 2,36,09,495 equity shares (42.97%) of the Company.
- (ii) Rekha Gupta: 34,39,590 equity shares (6.26%) of the Company.
- (iii) Nandini Malpani (on behalf of Jashn Beneficiary Trust): 32,13,443 equity shares (5.85%) of the Company.

(^{##}) The equity shares of the Company owned by the Sellers were sold as follows:

- (i) Kailash Chand Gupta: (a) Invocation of pledge with respect to 1,91,44,311 equity shares of the Company; and (b) Release of pledge with respect to 44,65,184 equity shares of the Company and subsequent sale of such released

equity shares by Kailash Chand Gupta. In aggregate Kailash Chand Gupta has sold 2,36,09,495 equity shares (42.97%) of the Company.

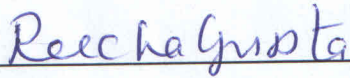
- (ii) Rekha Gupta: Invocation of pledge with respect to 34,39,590 equity shares (6.26%) of the Company owned by Rekha Gupta.
- (iii) Nandini Malpani (on behalf of Jashn Beneficiary Trust): Invocation of pledge with respect to 32,13,443 (5.85%) of the Company owned by Nandini Malpani.



Kailash Chand Gupta

Date: 24.01.2019

Place: Jabalpur



Rekha Gupta

Date: 24.01.2019

Place: Jabalpur



Nandini Malpani (on behalf of Jashn Beneficiary Trust)
[Trustee]

Date: 24.01.2019

Place: Jabalpur