

Regd. Office: 84/105-A, G.T. Road, Kanpur Mahanagar, Kanpur - 208003 (U.P.) INDIA E-mail: Head Office: 48, Vandana Vihar, Narmada Road, Gorak'.pur, Jabalpur - 482001 (M.P.) Website:

E-mail: info@cebbco.com Website: www.cebbco.com

05.01.2019

To,

The Secretary,
Bombay Stock Exchange Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001
Fax No. 022-2272 3121/2272 2037

National Securities Depository Limited Trade World, 4th floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, **Mumbai - 400 013**

General Manager Karvy Computershare Pvt Ltd Plot.No.17 to 24, Vithalrao Nagar Madhapur **Hyderabad -500 081** Andhra Pradesh,

Tel: 040 4465500

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

Central Depository Services (India) Ltd. 28th Floor, P J Towers Dalal Street, Fort **Mumbai - 400023**

Sub: Corrigendum to the Notice of Extra Ordinary General Meeting of the Financial Year 2018-2019 of the Members of Commercial Engineers and Body Builders Co. Limited Dated December 10th, 2018

Scrip code: 533272(BSE)/CEBBCO EQ(NSE)

Dear Sir/Madam,

We refer to Notice dated December 10th, 2018 convening Extra Ordinary General Meeting of the Company, to be held on Monday, 7th January 2019 at 3.00 P.M. at Hotel Samdareeya, Dr. Barat Road, Russel Chowk, Jabalpur (M.P.) and our application for in-principle approval for preferential allotment of Equity shares

We refer to your observation while processing our application with regard to proposed Allottee and ultimate beneficial ownership of the proposed Allottee, please note that the equity shares will be subscribed by and allotted to Jupiter Wagons Limited, whose ultimate beneficial ownership is already mentioned in the notice and further information is mentioned in the Corrigendum to the Notice of EGM.



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

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Factory (Unit III): Plot No. 690 to 693 & 751 to 756, Sector III, Industrial Area, Pithampur-454774, Distt. Dhar-454774, Tel. 07292-407981

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We have also given certain clarifications for few resolutions proposed to be passed by the members for taking an informed decision.

A copy of the corrigendum to give effect to the above and for the notice of members for taking an informed decision in relation to the items proposed is enclosed for your reference and records.

We will publish the corrigendum in the newspaper having nationwide circulation and also undertake to upload the same on the website of the company, BSE Limited, NSEI Limited, NSDL and CDSL.

This is for your kind notice and records, kindly acknowledge the receipt of the same and oblige.

Yours faithfully,

For COMMERCIAL ENGINEERS AND BODY BUILDERS CO. LIMITED

Amit K Jain
Company Secretary



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Website: www.cebbco.com

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OTC Exchange of India

92, Maker Towers F, Cuffe Parade, Mumbai - 400005

U.P. Stock Exchange Ltd.

Padam Towers, 14/113, Civil Lines, Kanpur – 208001

Jaipur Stock Exchange Ltd.

Stock Exchange Building, JLN Marg, Malviya Nagar, Jaipur - 302017

Madras Stock Exchange Ltd.

Exchange Building, P O Box no 183, No: 30, Second Line Beach, Chennai - 600

Cochin Stock Exchange Ltd.

M.E.S. Complex, 36/1565, 4th Floor, Judges Avenue, Kaloor, Kochi - 682017

Bangalore Stock Exchange Ltd.

Stock Exchange Towers, 51, 1st Cross, J C Road, Bangalore - 560027

The Gauhati Stock Exchange Limited

2nd floor, Shine Towers, Sati Jaymati Road, Arya chowk, Rehabari, Guwahati-

781008

The Ludhiana Stock Exchange Ltd.

Feroze Gandhi Market, Ludhiana - 141001

The Calcutta Stock Exchange Ltd.

7, Lyons Range, Kolkata - 700001

Bhubneshwar Stock Exchange Ltd.

Stock Exchange Bhavan, P-2, Jayadev Vihar, P.O. - Chandrasekharpur,

Bhubaneswar - 751 023"

The Delhi Stock Exchange Ltd.

DSE House, 3/1, Asaf Ali Road, New Delhi - 110002

Vadodara Stock Exchange Ltd.

Fortune Tower, Sayajigunj, Vadodara - 390005

Ahmedabad Stock Exchange Ltd.

Kamdhenu Complex, Opp, Sahajanand College, Panjarapole, Ambawadi,

Ahmedabad - 380001

Madhya Pradesh Stock Exchange Ltd. Palika Plaza, Phase II, 201, 2nd Floor, MTH Compound, Indore - 452001

Pune Stock Exchange Ltd.

Shivleela Chambers, 752, Sadashiv Peth, RB Kumthekar Marg, Pune - 411030

Inter connected Stock Exchange of

India Ltd.

International Infotech Park, Tower 7, 5th Floor, Sector 30, Vashi, Navi Mumbai

-400703

MCX Stock Exchange Ltd

Exchange Square, 3rd Floor, Suren Road, Chakala, Andheri (East) Mumbai - 400

United Stock Exchange of India

Limited (USE)

25th floor, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400 001

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COMMERCIAL ENGINEERS & BODY BUILDERS CO. LIMITED

CIN: L24231UP1979PLC004837

Registered Office: 84/105-A GT Road, Kanpur, 208 003, Uttar Pradesh. **Phone No.**: Registered office: 0512-2520291, Corporate office: 0761-2661336 **Email address**: cs@cebbco.com, **Website**: www.cebbco.com

ADDENDUM TO THE NOTICE OF EXTRA-ORDINARY GENERAL MEETING

This addendum is being issued in continuation to the notice dated 10 December 2018 convening an extraordinary general meeting of the members of Commercial Engineers & Body Builders Co. Limited ("Company") on Monday, 7 January 2019 at 3.00 P.M. at Hotel Samdareeya, Dr. Barat Road, Russel Chowk, Jabalpur, Madhya Pradesh ("Notice"). The following additional clarifications with respect to certain disclosures under the explanatory statement, which is annexed with the Notice ("Explanatory Statement"), are hereby notified through this addendum.

All other contents of the Notice and the Explanatory Statement, save and except as clarified by this addendum, shall remain unchanged. Capitalized terms used but not defined herein shall have the meaning ascribed to them in the Notice and the Explanatory Statement, as the case may be.

1. The following information shall be read along with the disclosures made at **point 4(1)** of the Explanatory Statement on page no. 24 of the Notice:

Set out below is the table encapsulating requisite clarifications with respect to the total % of shareholding of JWL pursuant to acquisition of shares of the Company by way of: (a) subscription of shares issued and allotted by the Company; and (b) acquisition of Company's shares from the lenders and existing shareholders of the Company, as the case may be:

Sr. No.	Name of the proposed allottees	% of equity shareholding issued and allotted to JWL by the Company (A)	% of equity shareholding acquired by JWL from existing lenders/ shareholders (B)	Total % (i.e., A+B)
1.	JWL	38.6%	6.85%*	45.45 %
Tota	al % of Equity Shares		•	45.45 %

*Note: In accordance with the Resolution of Stressed Assets - Revised Framework bearing reference no. DBR.No.BP.BC.101/21.04.048/2017-18 dated 12 February 2018 issued by the Reserve Bank of India ("Stressed Assets Circular") and the resolution plan approved by the lenders, JWL will purchase: (a) 30,92,969 equity shares of the Company amounting to 3.46 % of equity paid up share capital of the Company from Tata Capital; and (b) 30,34,173 equity shares of the Company amounting to 3.39% of the equity paid up share capital of the Company from Mr. Kailash Gupta, collectively amounting to 6.85% of the equity paid up share capital of the Company.

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2. The following information shall be read along with the disclosures made at **point 4(o)** of the Explanatory Statement on page no. 25 of the Notice:

Set out below is the shareholding pattern with certain clarifications:

Sr. No	Category	Pre-i	ssue	Post-issue	
		No of shares held	% of share holding**	No of shares held	% of share holding***
A	Promoters' holding*				
1	Indian			100	1-2
	Individual	2,71,07,115	49.3%	13,53,366	1.5%
	HUF	-	-	45,33,678	5.1%
	Bodies corporate		-	4,16,38,339	46.5%
	Trust	32,13,443	5.8%	-	-
	Sub-total	3,03,20,558	55.2%	4,75,25,383	53.1%
2	Foreign promoters	-	-	68,00,518	7.6%
	sub-total (A)	3,03,20,558	55.2%	5,43,25,901	60.7%
<u>B</u>	Non-promoters' holding			ÿ	
1	Institutional investors	-	-	1,05,34,350****	11.8%
2	Non-institution				
	Private corporate bodies	24,64,451	4.5%	24,64,451	2.8%
	Directors and relatives		-	-	-
	Indian public	1,43,38,786	26.1%	1,43,38,786	16.0%
	Trust	60,05,401	10.9%	60,05,401	6.7%
	others (including NRIs)	18,13,768	3.3%	18,13,768	2.0%
	Sub-total (B)	2,46,22,406	44.8%	3,51,56,756	39.3%
	GRAND TOTAL	5,49,42,964	100.0%	8,94,82,657	100.0%

*Note: The ownership and control of the Company is being changed in favour of Jupiter Group and Tatravagonka by the existing lenders of the Company in accordance with the Stressed Assets Circular. Pursuant to the Stressed Assets Circular read with the relevant SEBI regulations, subject to receipt of approval of the shareholders of the Company by way of special resolution, Jupiter Group and Tatravagonka may acquire shares by way of subscription to shares issued by the Company on preferential basis and/or by way of transfer from existing shareholders of the Company, as the case may be, and pursuant to such subscription and/or acquisition, the Jupiter Group along with Tatravagonka will be categorised as the new promoters of the Company.

**Note: certain shares of the existing promoters are pledged with the existing lenders of the Company. Pursuant to the restructuring process initiated by the lenders, (a) the Company will issue certain equity shares to JWL on a preferential basis; and (b) the existing lenders will invoke the pledge and the existing lenders and the existing promoters (other than Ms. Shalini Gupta) will transfer the equity shares of the Company in favour of Jupiter Group and

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Tatravagonka as highlighted in the Notice. The existing promoters will be re-classified as public shareholders in accordance with the procedure and the timelines set out in Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("Listing Regulations"). Till such time, as the existing promoters can be re-classified as public shareholders, they will continue to be designated as promoters of the Company along with the new promoters i.e., Jupiter Group and Tatravagonka.

***Note: In accordance with the Stressed Assets Circular, the Jupiter Group and Tatravagonka will be considered as the new promoters of the Company. As noted above, the existing promoter group (other than Ms. Shalini Gupta) will no longer hold any shares of the Company and will be re-classified as promoters in accordance with the procedure and the timelines set out in Regulation 31A of the Listing Regulations.

****Note: Pursuant to the restructuring of the Company in accordance with the Stressed Assets Circular, (a) Axis Bank will invoke the pledge in relation the shares pledged by the existing promoters with Axis Bank and retain 83,49,158 shares amounting to 9.33% of the share capital of the Company; and (b) Tata Capital will invoke the pledge in relation the shares pledged by the existing promoters with Tata Capital and retain 21,85,192 shares amounting to 2.44% of the share capital of the Company. Accordingly, there is a change in the shareholding of the Institutional Investors;

3. The following information shall be read along with the disclosures made at **point 4(s)** of the Explanatory Statement at page no. 26 of the Notice:

See the revised **Annexure 1** along with details of all ultimate beneficial owners annexed hereto.

4. As required under Regulation 158(7)(f)(g) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations"), please note that the issuance of the equity shares on preferential basis (as provided in item no. 2 of the Notice) is in compliance with all applicable laws, including the provisions under the Companies Act, 2013.

This addendum is also being placed on the website of the Company and the websites of BSE Limited and National Stock Exchange of India Limited.

By order of the Board of Directors

For Commercial Engineers & Body Builders Co. Limited

Amit Kumar Jain Company Secretary

M.No- 39779

Place: Jabalpur Date: 05.01.2019

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Annexure 1

A. Ultimate Beneficial Shareholding of Jupiter Wagons Limited, Jupiter Forgings & Steel Limited and Tatravagonka A.S.

1. Jupiter Wagons Limited

#	Name of shareholder	Directors (if a body corporate)	Ultimate beneficial shareholders	Shareholding % in Jupiter Wagons Limited	Indirect shareholding % in the Company
1.	Karisma Goods	Asim Dasgupta	Vivek Lohia	13.10%	5.96%
	Private Limited	Ranjan,	Vikash Lohia	6.55%	2.98%
		Sudip Kumar	Murari Lal Lohia	4.19%	1.91%
		Haldar,	Usha Lohia	2.62%	1.19%
		Madhuchhanda	Ritu Lohia	5.11%	2.32%
		Chatterjee	Shradha Lohia	0.52%	0.24%
2	Jupiter Metal Spring	Pawan Kumar	Vivek Lohia	3.53%	1.61%
	Private Limited	Kedia,	Vikash Lohia	3.89%	1.77%
		Indranil Gupta	Murari Lal Lohia	2.83%	1.29%
			Usha Lohia	2.83%	1.29%
			Murari Lal Lohia as Karta of Murari Lal Lohia (HUF)	2.47%	1.12%
3	Anish Consultants &	Vinod Kumar	Vivek Lohia	2.41%	1.09%
	Credits Private	Sharma,	Vikash Lohia	1.83%	0.83%
	Limited	Amit Agarwal,	Ritu Lohia	0.42%	0.19%
		Navneet Kumar Singhania	Others	0.85%	0.39%
4	Riddle Marketing	Subhodip Ghosh,	Vivek Lohia	0.11%	0.05%
	Private Limited	Vinod Kumar Rai	Vikash Lohia	0.06%	0.03%
			Others	0.03%	0.01%
5	Jupiter Forging &	Vindop Kumar	Vikash Lohia	1.47%	0.67%
	Steel Private Limited	Sharma,	Murari Lal Lohia (HUF)	0.58%	0.26%
		Sudip Kumar	Vivek Lohia	1.41%	0.64%
		Haldar	Ritu Lohia	0.50%	0.23%
			Usha Lohia	0.48%	0.22%
			Murari Lal Lohia	0.54%	0.24%
			Shradha Lohia	0.03%	0.01%
6	Murari Lal Lohia	-	MurariLal Lohia	6.26%	2.84%
7	Murari Lal Lohia as Karta of Murari Lal Lohia (HUF)	-	Murari Lal Lohia as Karta of Murari Lal Lohia (HUF)	0.99%	0.45%
8	Usha Lohia	-	Usha Lohia	0.69%	0.31%
9	Vivek Lohia	-	Vivek Lohia	2.79%	1.27%
10	Ritu Lohia	-	Ritu Lohia	0.52%	0.24%
11	Vikash Lohia	-	Vikash Lohia	4.10%	1.86%
12	Samir Kumar Gupta	-	Samir Kumar Gupta	0.02%	0.01%
13	Shradha Lohia	-	Shradha Lohia	0.26%	0.12%
14	Tatravagonka A.S	Mr. Alexej	Michal Lazar	6.50%	2.95%
		Beljajev, Snr.	Alexej Beljajev	6.50%	2.95%
		Mr. Peter Malec	Ivan Petricek	2.99%	1.36%
		Mr. Matúš Babik,	Privec Funds	9.26%	4.21%
		Mr. Michal Škuta,	Others	0.75%	0.34%
		Mr. Alexej Beljajev, Jnr.	Total	100.00%	45.45%



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2. <u>Jupiter Forgings & Steel Private Limited</u>

#	Name of shareholder	Directors (if a body corporate)	Ultimate beneficial shareholders	Shareholding % in Jupiter Forgings & Steel Private Limited	Indirect shareholding % in the Company
1.	Jupiter Metal Springs	Pawan Kumar	Vikash Lohia	8.63%	0.09%
1.2	Private Limited	Kedia, Indranil Gupta	Murari Lal Lohia (HUF)	5.49%	0.06%
			Vivek Lohia	7.85%	0.09%
			Usha Lohia	6.28%	0.07%
			Murari Lal Lohia	6.28%	0.07%
2.	Karishma Goods Private Limited	Asim Dasgupta	Vikash Lohia	6.90%	0.08%
		Ranjan,	Vivek Lohia	13.81%	0.15%
		Sudip Kumar	Ritu Lohia	5.39%	0.06%
		Haldar,	Usha Lohia	2.76%	0.03%
		Madhuchhanda	Murari Lal Lohia	4.42%	0.05%
		Chatterjee	Shradha Lohia	0.55%	0.01%
3.	Vikash Lohia	-	Vikash Lohia	13.83%	0.15%
4.	Murari Lal Lohia (HUF)	-	Murari Lal Lohia as Karta of Murari Lal Lohia (HUF)	6.12%	0.07%
5.	Vivek Lohia		Vivek Lohia	6.49%	0.07%
6.	Ritu Lohia		Ritu Lohia	4.60%	0.05%
7.	Usha Lohia	537 · 1007	Usha Lohia	0.60%	0.01%
8.	Murari Lal Lohia	A. 2017 July 18 18 18 18 18 18 18 18 18 18 18 18 18	Murari Lal Lohia	0.00%	0.00%
9.	Shradha Lohia		Shradha Lohia	0.00%	0.00%
		- 7	Total	100.00%	1.09%

3. Tatravagonka A.S

#	Name of shareholder	Directors (if a body corporate)	Ultimate beneficial shareholders	Shareholding % in Tatravagonka	Indirect shareholding % in the Company
1.	Optifin Invest	Miroslav Betik,	Michal Lazar	25.00%	1.90%
		Luddovit Wittner	Alexej Beljajev	25.00%	1.90%
2.	Budamar Logistics A.S	Jan Voscek,	Privec Funds	35.62%	2.71%
		Peter Malec, Lubomir Loy, Fridrich Racz	Ivan Petricek	11.50%	0.87%
			Others	2.89%	0.22%
			Total	100.00%	7.60%



	B. Ultimate beneficial shareholding in the Company					
#	Name of the Ultimate Beneficial Owner of Company	% of direct shareholding	% of indirect shareholding	Total % of direct + indirect shareholding		
1.	Vivek Lohia		10.62 % held through Jupiter Wagons Limited 0.31 % held through Jupiter Forgings & Steel	10.93%		
			Private Limited			
2.	Murari Lal Lohia	1.45%	6.28 % held through Jupiter Wagons Limited	7.84%		
			0.12 % held through Jupiter Forgings & Steel Private Limited			
3.	Murari Lal Lohia as	5.07%	1.84 % held through Jupiter Wagons Limited	7.03%		
	Karta of Murari Lal Lohia (HUF)		0.13 % held through Jupiter Forgings & Steel Private Limited			
4.	Usha Lohia	-	3.01 % held through Jupiter Wagons Limited	3.12%		
		,	0.11 % held through Jupiter Forgings & Steel Private Limited			
5. Ritu Lohia		-	2.97 % held through Jupiter Wagons Limited	3.08%		
			0.11 % held through Jupiter Forgings & Steel Private Limited			
6. Vikash Lohia			8.14 % held through Jupiter Wagons Limited	8.46%		
			0.32 % held through Jupiter Forgings & Steel Private Limited			
7.	Shradha Lohia	adha Lohia -	0.37 % held through Jupiter Wagons Limited	0.38%		
			0.01 % held through Jupiter Forgings & Steel Private Limited			
8.	Samir Kumar Gupta		0.01 % held through Jupiter Wagons Limited	0.01%		
9.	Michal Lazar		2.95 % held through Jupiter Wagons Limited 1.90 % held through Tatravagonka A.S	4.85%		
10.	Alexej Beljajev	-	2.95 % held through Jupiter Wagons Limited 1.90 % held through Tatravagonka A.S	4.85%		
11.	Ivan Petricek	•	1.36 % held through Jupiter Wagons Limited	2.23%		
12.	Privec Funds		0.87 % held through Tatravagonka A.S 4.21 % held through Jupiter Wagons Limited	6.92%		
			2.71 % held through Tatravagonka A.S			
13.	Others		0.74% held through Jupiter Wagons Limited	0.96%		
			0.22 % held through Tatravagonka A.S			
	Control of the Contro		Total	60.65%		

. Ltd. .a

Amit K Jain Company Secretary M.No- 39779