

Commercial Engineers & Body Builders Co. Limited



Regd. Office : 84/105-A, G.T. Road, Kanpur Mahanagar, Kanpur - 208003 (U.P.) INDIA
Head Office : 48, Vandana Vihar, Narmada Road, Gorakhpur, Jabalpur - 482001 (M.P.)

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

December 1, 2018

To,

The Corporate Relationship Department,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001.
Security Code: **533272**
Security ID: **CEBBCO**

The Manager, Listing Department,
National Stock Exchange of India Limited,
Exchange Plaza, Bandra Kurla Complex,
Bandra (E), Mumbai - 400 051.
Symbol: **CEBBCO**

Dear Sir/ Madam,

Sub: Outcome of the meeting of the board of directors held on December 1, 2018.

Ref: Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("Listing Regulations") read with SEBI circular dated September 09, 2015, bearing reference no. CIR/CFD/ CMD/ 4/ 2015 ("Disclosure Circular").

This has reference to our letter dated November 28, 2018, pursuant to which we had informed you that a meeting of the board of directors ("**Board**") of Commercial Engineers & Body Builders Co Limited ("**Company**") will be convened on December 1, 2018.

Axis Bank Limited ("**Axis Bank**"), Tata Capital Financial Services Limited ("**Tata Capital**") (collectively Axis Bank and Tata Capital to be referred to as "**Lenders**") and HDFC Bank Limited ("**HDFC Bank**") collectively, have till date, extended an aggregate loan amount of Rupees 171,16,58,000 (Rupees One Hundred Seventy One Crore Sixteen Lakh and Fifty Eight Thousand).

The Company has been facing liquidity crisis. With an intention to find a resolution for the stressed asset, Axis Bank ran a competitive bidding process to identify an investor for implementation of the resolution plan involving change in ownership of the Company in accordance with the provisions of the circular dated February 12, 2018, issued by the Reserve Bank of India ("**RBI**") bearing no. RBI/2017-18/131 DBR.No.BP.BC.101/21.04.048/2017-18 on resolution of stressed assets – revised framework ("**Stressed Asset Circular**"). Jupiter Wagons Limited, submitted an offer to acquire a majority shareholding of the Company, subject to certain terms and conditions. The Lenders gave their in-principle approval for implementing the resolution plan, involving change in ownership of the Company, in accordance with the Stressed Asset Circular, such that the existing promoters are replaced by the investors, i.e., (i) Jupiter Wagons Limited; (ii) Mr. Murari Lal Lohia, (iii) Murari Lal Lohia Hindu Undivided Family (represented by Mr. Murari Lal Lohia as the Karta); (iv) Tatravagonka A.S.; and (v) Jupiter Forgings & Steel Private Limited ((i) – (v) collectively referred to as "**Investors**") as the new promoters with an aim to resolve the stressed condition of the Company.



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

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

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

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

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For such reasons, the Lenders and HDFC Bank have agreed on the proposed resolution plan, formulated and agreed to by all the Lenders and HDFC Bank ("**Resolution Plan**"), which outlines the manner of change of ownership and control of the Company to be effected in favour of the Investors and the manner of restructuring of the Existing Debt of the Company.

The change of ownership and control of the Company in favour of the Investors (i.e., (i) Jupiter Wagons Limited; (ii) Mr. Murari Lal Lohia; (iii) Murari Lal Lohia Hindu Undivided Family (represented by Mr. Murari Lal Lohia as the Karta); (iv) Tatravagonka A.S.; and (v) Jupiter Forgings & Steel Private Limited) is exempted from the obligation to make an open offer under Regulation 10 (1)(ia) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

In furtherance of facilitating the above, the following was approved by the Board at its meeting held today:

1. The increase in the authorized share capital of the Company from Rupees 77,05,00,000 (Rupees Seventy Seven Crore and Five Lakh) divided into:
 - a) 5,70,50,000 (Five Crore Seventy Lakh and Fifty Thousand) equity shares of the Company having a face value of Rupees 10/- (Rupees Ten) each aggregating to Rupees 57,05,00,000/- (Rupees Fifty Seven Crore Five Lakh); and
 - b) 20,00,000 (Twenty Lakh) non-convertible cumulative redeemable preference shares of the Company having a face value of Rupees 100/- (Rupees One Hundred) each aggregating to Rupees 20,00,00,000/- (Rupees Twenty Crore),

to Rupees. 180,05,00,000/- (Rupees One Hundred Eighty Crore and Five Lakh) divided into:

- a) 9,20,50,000 (Nine Crore Twenty Lakh and Fifty Thousand) equity shares of the Company having a face value of Rupees 10 (Rupees Ten) each aggregating to Rupees 92,05,00,000/- (Rupees Ninety Two Crore Five Lakh); and
- b) 88,00,000 (Eighty Eight Lakh) preference shares of the Company having a face value of Rupees 100 (Rupees One Hundred) each aggregating to Rupees 88,00,00,000/- (Rupees Eighty Eight Crore).

and to amend Clause V of the memorandum of association of the Company to reflect such increase in the authorized share capital of the Company.

2. The issuance and allotment of fully paid-up equity shares of the Company not exceeding 3,45,39,693 (Three Crore Forty Five Lakh Thirty Nine Thousand and Six Hundred and Ninety Three) equity shares of the Company having a face value of Rupees 10/- (Rupees Ten) ("**Equity Shares**") at an issue price of Rupees 10 (Rupees Ten) to Jupiter Wagons Limited ("**JWL**"), by way of a preferential issue ("**JWL Equity Shares**"). The Equity Shares allotted to JWL shall be locked-in for a period of at least three (3) years from the date of their allotment or such other lock-in as



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prescribed by applicable law. Set out below are the details relating to the proposed issue and allotment of equity shares of the Company to JWL in accordance with Regulation 30 of the Listing Regulations read with the Disclosure Circular:

Particulars	Information
a) Type of securities proposed to be issued (viz. equity shares, convertibles, etc.):	Equity Shares
b) Type of issuance (further public offering, rights issue, depository receipts (ADR/GDR), qualified institutions placement, preferential allotment, etc.):	Preferential allotment
c) Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately):	3,45,39,693 (Three Crore Forty Five Lakh Thirty Nine Thousand Six Hundred and Ninety Three) equity shares of the Company having a face value of Rupees 10/- (Rupees Ten) each issued at an issue price of Rupees 10/- (Rupees Ten) (determined in accordance with paragraphs 22 and paragraph 23 of Annexure-1 of the Stressed Assets Circular and the reference date for calculating the price of the JWL Equity Shares is December 1, 2018, being the date of execution of the share subscription agreement dated December 1, 2018 entered into between, the Company, JWL and the Lenders) aggregating to Rupees 34,53,96,930/- (Rupees Thirty Four Crore Fifty Three Lakh Ninety Six Thousand Nine Hundred and Thirty).
d) In case of preferential issue the listed entity shall disclose the following additional details to the stock exchanges:	
(i) names of the investors:	JWL
(ii) post allotment of securities – outcome of the subscription, issue price/ allotted price (in case of convertibles), number of investors:	Post allotment of equity shares of the Company to JWL, JWL will hold 4,06,66,835 (Four Crore Six Lakh Sixty Six Thousand Eight Hundred and Thirty Five) Equity Shares which will include 61,27,142 (Sixty One Lakh Twenty Seven Thousand One Hundred and Forty Two) equity shares of the Company

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Particulars	Information
	<p>purchased by JWL.</p> <p>The issue price is Rupees 10/- (Rupees Ten) per equity share (determined in accordance with paragraphs 22 and paragraph 23 of Annexure-1 of the Stressed Assets Circular and the reference date for calculating the price of the JWL Equity Shares is December 1, 2018, being the date of execution of the Share Subscription Agreement).</p> <p>JWL is the only investor subscribing to the equity shares of the Company.</p>
(iii) in case of convertibles – intimation on conversion of securities or on lapse of the tenure of the instrument:	Not applicable

3. The execution of the agreement dated December 1, 2018 between the Company, JWL and the Lenders for the subscription of 3,45,39,693 (Three Crore Forty Five Lakh Thirty Nine Thousand Six Hundred and Ninety Three) equity shares of the Company, having a face value of Rupees 10/- (Rupees Ten) each issued at an issue price of Rupees 10/- (Rupees Ten) aggregating to Rupees 34,53,96,930/- (Rupees Thirty Four Crore Fifty Three Lakh Ninety Six Thousand Nine Hundred and Thirty) issued by way of a preferential issue (“Share Subscription Agreement”). Set out below are the details relating to the Share Subscription Agreement in accordance with Regulation 30 of the Listing Regulations read with the Disclosure Circular:

Particulars	Information
a) Name(s) of parties with whom the agreement is entered:	The Company, JWL and the Lenders.
b) Purpose of entering into the agreement:	To issue equity shares of the Company to JWL way of preferential issue.
c) Shareholding, if any, in the entity with whom the agreement is executed:	As on date, the Company does not have any shareholding in JWL.
d) Significant terms of the agreement (in brief), special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure, etc.:	JWL (along with Mr. Murari Lal Lohia, Murari Lal Lohia HUF, Jupiter Forgings & Steel Private Limited and Tatravagonka who are not parties to the Share Subscription Agreement) has the right to appoint the right to nominate a majority of directors (other

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Particulars	Information
	than the independent directors) on the Board subject to compliance with applicable laws. (Please also refer to point 9(d) below).
e) Whether the said parties are related to the promoter/ promoter group/ group companies in any manner. If yes, nature of relationship:	JWL is not related to the promoter/ promoter group/ group companies in any manner.
f) Whether the transaction would fall within related party transactions? If yes, whether the same has been undertaken at an arm's length basis:	The transaction does not qualify as a related party transaction.
g) In case of issuance of shares to the parties, details of issue price, class of shares issued:	Issue price of JWL Equity Shares is Rupees 10 (Rupees Ten) per equity share (determined in accordance with paragraphs 22 and paragraph 23 of Annexure-1 of the Stressed Assets Circular and the reference date for calculating the price of the JWL Equity Shares is December 1, 2018, being the date of execution of the Share Subscription Agreement (as defined below).
h) Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.:	Please refer to sub-paragraph (d) above.
i) In case of termination or amendment of agreement, additional details including: (i) Name(s) of the parties to the agreement: (ii) Nature of the agreement: (iii) Date of execution of the agreement: (iv) Details of amendment and impact thereof or reasons of termination and impact thereof:	Not applicable.



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Particulars	Information
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4. The issuance and allotment by the Company of 65,86,000 (Sixty Five Lakh Eighty Six Thousand) rupee denominated non-convertible cumulative redeemable preference shares having a face value of Rupees 100/- (Rupees One Hundred) each, by way of a preferential issue to Axis Bank (“**Axis Bank NCRPS**”) at an issue price of Rupees 100/- (Rupees One Hundred), upon conversion of the outstanding amounts of Rupees 65,86,00,000 (Rupees Sixty Five Crore and Eighty Six Lakh) due by the Company to Axis Bank. The issue of Axis Bank NCRPS shall be subject to, *inter alia*, the following terms and conditions:
- To the extent permitted under applicable law, the Axis Bank NCRPS shall be freely transferable and Axis Bank shall be entitled to transfer and assign all or any of their rights under and in relation to the Axis NCRPS to any other person;
 - The rights, privileges and the terms and conditions of the Axis Bank NCRPS may be varied, amended or abrogated only with the prior written consent of the Axis Bank; and
 - The coupon rate for Axis Bank NCRPS is 0.001%.
 - The tenor of the AXIS NCRPS shall be 5,887 (Five Thousand Eight Hundred and Eighty Seven) days.
 - The Axis Bank NCRPS will either be (i) redeemed by the Company; or (ii) acquired by JWJ, at a value calculated at a discounting rate of 15.07% on or before 31 March 2020.

Set out below are the details relating to the proposed issue of Axis Bank NCRPS in accordance with Regulation 30 of the Listing Regulations read with the Disclosure Circular:

Particulars	Information
a) Type of securities proposed to be issued (viz. equity shares, convertibles, etc.):	Rupee denominated non-convertible cumulative redeemable preference shares
b) Type of issuance (further public offering, rights issue, depository receipts (ADR/ GDR), qualified institutions placement, preferential allotment, etc.):	Preferential allotment
c) Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately):	65,86,000 (Sixty Five Lakh Eighty Six Thousand) rupee denominated non-convertible cumulative redeemable preference shares having a face value of Rupees 100/- (Rupees One Hundred) each

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Particulars	Information
	issued at an issue price of Rupees 100/- (Rupees One Hundred) aggregating up to Rupees 65,86,00,000.
d) In case of preferential issue the listed entity shall disclose the following additional details to the stock exchanges:	-
(i) names of the investors:	Axis Bank
(ii) post allotment of securities – outcome of the subscription, issue price/ allotted price (in case of convertibles), number of investors:	Post allotment of Axis Bank NCRPS, Axis Bank will hold 65,86,000 (Sixty Five Lakh and Eighty Six Thousand) rupee denominated non-convertible cumulative redeemable preference shares of the Company. The issue price is Rupees 100/- (Rupees One Hundred) per rupee denominated non-convertible cumulative redeemable preference share. Axis Bank is the only investor.
(iii) in case of convertibles – intimation on conversion of securities or on lapse of the tenure of the instrument:	Not applicable
e) In case of issuance of debt securities or other non convertible securities the listed entity shall disclose following additional details to the stock exchange(s):	-
(i) size of the issue:	Rupees 65,86,00,000 (Rupees Sixty Five Crore Eighty Six Lakh)
(ii) whether proposed to be listed? If yes, name of the stock exchange(s):	The Axis Bank NCRPS will not be listed on any recognized stock exchange.
(iii) tenure of the instrument (date of allotment and date of maturity):	The tenor of the AXIS NCRPS shall be 5,887 (Five Thousand Eight Hundred and Eighty Seven) days.
(iv) coupon/ interest offered, schedule of payment of coupon/ interest and	The coupon rate is 0.001%.

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Particulars	Information
principal:	
(v) charge/ security, if any, created over the assets:	No charge/ security has been created over the assets.
(vi) special right/ interest/ privileges attached to the instrument and changes thereof:	No special right/ interest/ privileges attached to the instrument.
(vii) delay in payment of interest/ principal amount for a period of more than three months from the due date or default in payment of interest/ principal:	Not applicable
(viii) details of any letter or comments regarding payment/ non-payment of interest, principal on due dates, or any other matter concerning the security and/ or the assets along with its comments thereon, if any:	Not applicable
(ix) details of redemption of preference shares indicating the manner of redemption (whether out of profits or out of fresh issue) and debentures:	Redemption of non-convertible cumulative redeemable preference shares will be either out of profits or out of fresh issue.

5. The issuance of 1,62,229 (One Lakh Sixty Two Thousand Two Hundred and Twenty Nine) rupee denominated non-convertible cumulative redeemable preference shares having a face value of Rupees 100/- (Rupees One Hundred) each, by way of a preferential issue to Tata Capital ("Tata Capital NCRPS") at an issue price of Rupees 100/- (Rupees One Hundred), aggregating to Rupees 1,62,22,900/- (Rupees One Crore Sixty Two Lakh Twenty Two Thousand and Nine Hundred). The issue of Tata Capital NCRPS shall be subject to, *inter alia*, the following terms and conditions:
- To the extent permitted under applicable law, the Tata Capital NCRPS shall be freely transferable and Tata Capital shall be entitled to transfer and assign all or any of their rights under and in relation to Tata Capital NCRPS to any other person;
 - The rights, privileges and the terms and conditions of the Tata Capital NCRPS may be varied, amended or abrogated only with the prior written consent of Tata Capital;
 - The coupon rate for the Tata Capital NCRPS is 0.001%



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- (d) The tenor of the Tata Capital NCRPS shall be 5,887 (Five Thousand Eight Hundred and Eighty Seven) days; and
- (e) The Tata Capital NCRPS shall be transferred to JWL immediately and in no event later than 5 (five) days from the date of credit of the Tata Capital NCRPS into the relevant demat account of Tata Capital.

Set out below are the details relating to the proposed issue of Tata Capital NCRPS in accordance with Regulation 30 of the Listing Regulations read with the Disclosure Circular:

Particulars	Information
a) Type of securities proposed to be issued (viz. equity shares, convertibles, etc.):	Rupee denominated non-convertible cumulative redeemable preference shares
b) Type of issuance (further public offering, rights issue, depository receipts (ADR/ GDR), qualified institutions placement, preferential allotment, etc.):	Preferential allotment
c) Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately):	1,62,229 (One Lakh Sixty Two Thousand Two Hundred and Twenty Nine) rupee denominated non-convertible cumulative redeemable preference shares having a face value of Rupees 100/- (Rupees One Hundred) each issued at an issue price of Rupees 100/- (Rupees One Hundred) aggregating up to 1,62,22,900/- (Rupees One Crore Sixty Two Lakh Twenty Two Thousand and Nine Hundred).
d) In case of preferential issue the listed entity shall disclose the following additional details to the stock exchanges:	
(i) names of the investors:	Tata Capital
(ii) post allotment of securities – outcome of the subscription, issue price/ allotted price (in case of convertibles), number of investors:	Post allotment of Tata Capital NCRPS, Tata Capital will hold 1,62,229 (One Lakh Sixty Two Thousand and Two Hundred and Twenty Nine) rupee denominated non-convertible cumulative redeemable preference shares of the Company. The issue price is Rupees 100/- (Rupees

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Particulars	Information
	One Hundred) per rupee denominated non-convertible cumulative redeemable preference share. Tata Capital is the only investor.
(iii) in case of convertibles – intimation on conversion of securities or on lapse of the tenure of the instrument:	Not applicable
e) In case of issuance of debt securities or other non convertible securities the listed entity shall disclose following additional details to the stock exchange(s):	
(i) size of the issue:	Rupees 1,62,22,900/- (Rupees One Crore Sixty Two Lakh Twenty Two Thousand and Nine Hundred.
(ii) whether proposed to be listed? If yes, name of the stock exchange(s):	The Tata Capital NCRPS will not be listed on any recognized stock exchange.
(iii) tenure of the instrument (date of allotment and date of maturity):	The tenor of the Tata Capital NCRPS shall be 5,887 (Five Thousand Eight Hundred and Eighty Seven) days.
(iv) coupon/ interest offered, schedule of payment of coupon/interest and principal	The coupon rate is 0.001%.
(v) charge/ security, if any, created over the assets:	No charge/ security has been created over the assets.
(vi) special right/ interest/ privileges attached to the instrument and changes thereof:	No special right/ interest/ privileges attached to the instrument.
(vii) delay in payment of interest/ principal amount for a period of more than three months from the due date or default in payment of interest/ principal:	Not applicable
(viii) details of any letter or comments regarding payment/ non-payment of interest, principal on due dates, or any other matter concerning the security	Not applicable

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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

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

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

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

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Particulars	Information
and/ or the assets along with its comments thereon, if any:	
(ix) details of redemption of preference shares indicating the manner of redemption (whether out of profits or out of fresh issue) and debentures:	Redemption of non-convertible cumulative redeemable preference shares will be either out of profits or out of fresh issue.

6. The execution of the agreement dated December 1, 2018 between the Company, Tata Capital, JWL for the issuance of 1,62,229 (One Lakh Sixty Two Thousand Two Hundred and Twenty Nine) Tata Capital NCRPS, having a face value of Rupees 100/- (Rupees One Hundred) each, at a price of Rupees 100/- (Rupees One Hundred) aggregating to Rupees 1,62,22,900/- (Rupees One Crore Sixty Two Lakh Twenty Two Thousand and Nine Hundred) issued by way of a preferential issue (“**Tata Capital NCRPS SPA**”) (JWL referred to as “**Purchaser**”). The Purchaser will purchase the Tata Capital NCRPS for a consideration of Rupees 10.39/- (Rupees Ten and Thirty Nine Paise) immediately upon credit of the Tata Capital NCRPS into the relevant demat account of Tata Capital and in any event prior to expiry of 5 (five) days from the date of credit of the Tata Capital NCRPS into the relevant demat account of Tata Capital. Set out below are the details relating to the Tata Capital NCRPS SPA in accordance with Regulation 30 of the Listing Regulations read with the Disclosure Circular:

Particulars	Information
a) Name(s) of parties with whom the agreement is entered:	Company, Tata Capital and JWL.
b) Purpose of entering into the agreement:	Issuance of Tata Capital NCRPS to Tata Capital. Subsequently, purchase of Tata Capital NCRPS by the Purchaser immediately upon credit of the Tata Capital NCRPS into the relevant demat account of Tata Capital and in any event prior to expiry of 5 (five) days from the date of credit of the Tata Capital NCRPS into the relevant demat account of Tata Capital.
c) Shareholding, if any, in the entity with whom the agreement is executed:	As on date, the Company does not have any shareholding in Tata Capital and the Purchaser.
d) Significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any	There are no such rights.



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

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Particulars	Information
change in capital structure, etc.:	
e) Whether the said parties are related to the promoter/ promoter group/ group companies in any manner. If yes, nature of relationship:	The Purchaser and Tata Capital are not related to the promoter/ promoter group/ group companies in any manner.
f) Whether the transaction would fall within related party transactions? If yes, whether the same has been undertaken at an arm's length basis:	The transaction does not qualify as a related party transaction.
g) In case of issuance of shares to the parties, details of issue price, class of shares issued:	Issue price of Tata Capital NCRPS is Rupees 100 (Rupees One Hundred) per Tata Capital NCRPS.
h) Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.:	Please refer to sub-paragraph (d) above.
i) In case of termination or amendment of agreement, additional details including: (i) Name(s) of the parties to the agreement: (ii) Nature of the agreement: (iii) Date of execution of the agreement: (iv) Details of amendment and impact thereof or reasons of termination and impact thereof:	Not applicable.

7. Invocation of pledge by Axis Bank of the 14,690,169 (One Crore Forty Six Lakh Ninety Thousand One Hundred and Sixty Nine) Equity Shares owned by Mr. Kailash Chand Gupta and Ms. Rekha Gupta, the promoters of the Company and which were pledged in favour of Axis Bank ("Axis Pledged Shares"), and to undertake the following:

- (i) Transfer 63,41,011 (Sixty Three Lakh Forty One Thousand and Eleven) equity shares of

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Particulars	Information
change in capital structure, etc.:	
e) Whether the said parties are related to the promoter/ promoter group/ group companies in any manner. If yes, nature of relationship:	The Purchaser and Tata Capital are not related to the promoter/ promoter group/ group companies in any manner.
f) Whether the transaction would fall within related party transactions? If yes, whether the same has been undertaken at an arm's length basis:	The transaction does not qualify as a related party transaction.
g) In case of issuance of shares to the parties, details of issue price, class of shares issued:	Issue price of Tata Capital NCRPS is Rupees 100 (Rupees One Hundred) per Tata Capital NCRPS.
h) Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.:	Please refer to sub-paragraph (d) above.
i) In case of termination or amendment of agreement, additional details including: (i) Name(s) of the parties to the agreement: (ii) Nature of the agreement: (iii) Date of execution of the agreement: (iv) Details of amendment and impact thereof or reasons of termination and impact thereof:	Not applicable.

7. Invocation of pledge by Axis Bank of the 14,690,169 (One Crore Forty Six Lakh Ninety Thousand One Hundred and Sixty Nine) Equity Shares owned by Mr. Kailash Chand Gupta and Ms. Rekha Gupta, the promoters of the Company and which were pledged in favour of Axis Bank ("Axis Pledged Shares"), and to undertake the following:

- (i) Transfer 63,41,011 (Sixty Three Lakh Forty One Thousand and Eleven) equity shares of

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

the Company out of the Axis Bank Pledged Shares upon invocation in favour of Tatravagonka A.S. (“**Axis Bank Transfer Pledged Shares**”) at a price of Rupees 15.44 (Rupees Fifteen and Forty Four Paise) (“**Tatra Share Price**”) aggregating to Rupees 9,79,05,210 (Rupees Nine Crore Seventy Nine Lakh Five Thousand Two Hundred and Ten) towards part satisfaction of the existing debt owed by the Company to Axis Bank aggregating to Rupees 1,21,94,00,000 (Rupees One Hundred Twenty One Crore and Ninety Four Lakh). The Tatra Share Price has been determined in accordance with paragraphs 24 and 25 of Annexure-1 of the Stressed Assets Circular and Foreign Exchange Management Act, 1999 (and the rules and regulations framed thereunder) and the reference date for calculating the Tatra Share Price is December 1, 2018 being the date of execution of the share purchase agreement entered into between, *inter-alia*, the Company, Investors, Axis Bank, Tata Capital and Mr. Kailash Chand Gupta (“**Share Purchase Agreement**”).

- (ii) Appropriation by Axis Bank in its own favour of 83,49,158 (Eighty Three Lakh Forty Nine Thousand One Hundred and Fifty Eight) Equity Shares out of the Axis Pledged Shares at a price of Rupees 15.44 (Rupees Fifteen and Forty Four Paise) aggregating to Rupees 12,89,11,000 (Rupees Twelve Crore Eighty Nine Lakh Eleven Thousand) (“**Axis Bank Retained Shares**”) towards part satisfaction of the existing debt owed by the Company to Axis Bank aggregating to Rupees 1,21,94,00,000 (Rupees One Hundred Twenty One Crore and Ninety Four Lakh).

The Axis Bank Pledged Shares so transferred by Axis Bank shall be under lock-in for a period of at least three (3) years, or such other lock-in as prescribed by applicable law, from the date of its transfer from Axis Bank to Tatravagonka.

8. Invocation of pledge by Tata Capital of the 1,55,72,359 (One Crore Fifty Five Lakh Seventy Two Thousand Three Hundred and Fifty Nine) Equity Shares, owned by Mr. Kailash Chand Gupta and Ms. Nandini Malpani (on behalf of Jashn Beneficiary Trust), the promoters of the Company and which were pledged in favour of Tata Capital (“**Tata Capital Pledged Shares**”) and to undertake the following:

- (i) Transfer of 89,21,983 (Eighty Nine Lakh Twenty One Thousand and Nine Hundred and Eighty Three) of Tata Capital Pledged Shares in favour of JWL, Mr. Murari Lal Lohia and Murari Lal Lohia Hindu Undivided Family (“**Tata Capital Transfer Pledged Shares**”) upon invocation at a price of Rupees 15.44 (Rupees Fifteen and Forty Four Paise) (“**Jupiter Share Price**”) in the proportion set out in the table below. The Jupiter Share Price has been determined in accordance with paragraphs 24 and 25 of Annexure-1 of the Stressed Assets Circular and the reference date for calculation of the pricing of the shares is December 1, 2018 being the date of execution of the Share Purchase Agreement. The monies shall be utilized towards part satisfaction of the existing debt owed by the Company to Tata Capital aggregating to Rupees 31,14,58,000 (Rupees Thirty One Crore Fourteen Lakh and Fifty Eight Thousand):



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Name of the transferee	Number of Tata Capital Transfer Pledged Shares	Transfer price (in Rupees)
JWL	30,92,969	15.44
Murari Lal Lohia	12,95,336	15.44
Murari Lal Lohia HUF	45,33,678	15.44
Total	89,21,983	-

- (ii) Appropriation by Tata Capital in its own favour of 21,85,192 (Twenty One Lakh Eighty Five Thousand One Hundred and Ninety Two) Equity Shares out of the Tata Capital Pledged Shares at a price of Rupees 15.44 (Rupees Fifteen and Forty Four Paise) aggregating to Rupees 3,37,39,365 (Rupees Three Crore Thirty Seven Lakh Thirty Nine Thousand Three Hundred and Sixty Five) ("**Tata Capital Retained Shares**") to be utilized towards part satisfaction of the existing debt owed by the Company to Tata Capital aggregating to Rupees 31,14,58,000 (Rupees Thirty One Crore Fourteen Lakh and Fifty Eight Thousand);
- (iii) Tata Capital to release its pledge i.e., the security interest created and subsisting on 44,65,184 (Forty Four Lakh Sixty Five Thousand One Hundred and Eighty Four) Equity Shares ("**Tata Capital Released Shares**") pledged by Mr. Kailash Chand Gupta in favor of Tata Capital; and
- (iv) Mr. Kailash Chand Gupta shall transfer 44,65,184 (Forty Four Lakh Sixty Five Thousand One Hundred and Eighty Four) Tata Capital Released Shares to Tatravagonka, JFSPL and JWL at a price of Rupees 15.44 (Rupees Fifteen and Forty Four Paise) ("**KG Share Price**") in the proportion set out in the table below. The KG Share Price has been determined in accordance with paragraphs 24 and 25 of Annexure-1 of the Stressed Assets Circular, provisions of the Foreign Exchange Management Act, 1999 (and the rules and regulations framed thereunder) and the reference date for calculating the price of the Equity Shares is December 1, 2018 being the date of execution of the Share Purchase Agreement.

Transfer in favour of	Number of Equity Shares transferred (i.e., Tata Capital Released Shares and Equity Shares owned by Mr. Kailash Chand Gupta)	Transfer price (in Rupees)
JWL	30,34,173	15.44
JFSPL	9,71,504	15.44
Tatravagonka	4,59,507	15.44
Total	44,65,184	-

The Tata Capital Pledged Shares transferred by Tata Capital shall be under lock-in for a period of at least three (3) years, or such other lock-in as prescribed by applicable law, from the date of its



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

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

Commercial Engineers & Body Builders Co. Limited



CIN-L24231UP1979PLC004837

Regd. Office : 84/105-A, G.T. Road, Kanpur Mahanagar, Kanpur - 208003 (U.P.) INDIA
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transfer from Tata Capital to JWL, Murari Lal Lohia and Murari Lal Lohia HUF. Further, Tata Capital Released Shares so transferred from Mr. Kailash Chand Gupta shall be under lock-in for a period of at least three (3) years, or such other lock-in as prescribed by applicable law, from the date of their transfer from Mr. Kailash Chand Gupta to JWL, JFSPL and Tatravagonka.

9. The execution of the agreement dated December 1, 2018 between the Company, Lenders, Mr. Kailash Chand Gupta and the Investors for the transfer of 3,02,62,528 (Three Crore Two Lakh Sixty Two Thousand Five Hundred and Twenty Eight) equity shares of the Company, having a face value of Rupees 10/- (Rupees Ten), at a price of Rupees 15.44/- (Rupees Fifteen and Forty Four Paise) aggregating to Rupees 46,72,53,437 (Rupees Forty Six Crore Seventy Two Lakh Fifty Three Thousand Four Hundred and Thirty Seven) towards part satisfaction of the amounts due and payable by the Company to the Lenders aggregating to Rupees 1,53,08,58,000/- (Rupees One Hundred Fifty Three Crore Eight Lakh and Fifty Eight Thousand) (“**Share Purchase Agreement**”). Set out below are the details relating to the Share Purchase Agreement in accordance with Regulation 30 of the Listing Regulations read with the Disclosure Circular:

Particulars	Information
a) Name(s) of parties with whom the agreement is entered:	The Company, the Lenders, the Investors and Mr. Kailash Chand Gupta.
b) Purpose of entering into the agreement:	To transfer equity shares of the Company held as collateral by the Lenders to the Investors.
c) Shareholding, if any, in the entity with whom the agreement is executed:	As of date, the Company does not have any shareholding in the Lenders and Investors.
d) Significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure, etc.:	The Investors shall have the right to nominate a majority of directors (other than the independent directors) on the Board subject to compliance with applicable laws.
e) Whether the said parties are related to the promoter/ promoter group/ group companies in any manner. If yes, nature of relationship:	The Investors, the Lenders and Mr. Kailash Chand Gupta are not related to the promoter/ promoter group/ group companies in any manner.
f) Whether the transaction would fall within related party transactions? If yes, whether the same has been undertaken at an arm's length basis:	The transaction will not qualify as a related party transaction.
g) In case of issuance of shares to the parties, details of issue price, class of shares issued:	Not applicable.

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

Commercial Engineers & Body Builders Co. Limited



CIN-L24231UP1979PLC004837

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Particulars	Information
h) Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.:	Please refer to sub-paragraph (d) above.
i) In case of termination or amendment of agreement, additional details including: <ul style="list-style-type: none"> (i) Name(s) of the parties to the agreement; (ii) Nature of the agreement; (iii) Date of execution of the agreement; (iv) Details of amendment and impact thereof or reasons of termination and impact thereof. 	Not applicable.

10. The execution of the agreement dated December 1, 2018 between the Company, the Lenders and the Investors to effect a change in ownership and control of the Company and restructure the Existing Debt in accordance with the provisions of the Stressed Assets Circular and other applicable laws pursuant to the Resolution Plan (“**Framework Agreement**”). Set out below are the details relating to the Framework Agreement in accordance with Regulation 30 of the Listing Regulations read with the Disclosure Circular:

Particulars	Information
a) Name(s) of parties with whom the agreement is entered:	The Company, the Lenders, and the Investors.
b) Purpose of entering into the agreement:	To effect a change in ownership and control of the Company and restructure the Existing Debt.
c) Shareholding, if any, in the entity with whom the agreement is executed:	As of date, the Company does not have any shareholding in the Lenders and the Investors.
d) Significant terms of the agreement (in brief) special rights like right to appoint directors,	The special rights are as follows:

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

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

Commercial Engineers & Body Builders Co. Limited



CIN-L24231UP1979PLC004837

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Particulars	Information
<p>first right to share subscription in case of issuance of shares, right to restrict any change in capital structure, etc.:</p>	<ul style="list-style-type: none"> • In the event Axis Bank or Tata Capital is desirous of transferring all or any part of the Axis Retained Shares or Tata Capital Retained Shares, as the case may be (“ROFR Shares”) to any person (“Proposed Buyer”), then Axis Bank and/or Tata Capital shall grant to the Investors a prior right to acquire all of the ROFR Shares on an equal basis at the same price and on the same terms and conditions as those offered by the proposed buyer. • If any of the Investors are desirous of transferring all or part of the Equity Shares of the Company held by any of the Investors (“Drag Along Seller”) to any person (“Drag Along Buyer”), either in a single transaction or a series of connected transactions, then the Drag Along Seller shall have the right to require the Lenders to sell up to all the Equity Shares of the Company collectively held by the Lenders to such Drag Along Buyer. • If there is a change in control of the Company as a consequence of the transfer of the Equity Shares of the Company by any of the Investors (“Transferring Shareholder”) to any person (“Third Party Purchaser”), either in a single transaction or a series of connected transactions, then the Lenders shall have the right but not the obligation (“Tag Along Right”) to require the Transferring Shareholder(s) to cause the Third Party Purchaser to purchase the Shares held by such Lenders, on the same terms and conditions as those offered by the Third Party Purchaser to the Transferring Shareholder(s) and at a price determined

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

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E-mail : info@cebbco.com
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Particulars	Information
	in accordance with the provisions of the applicable law. Once, Lenders exercise the Tag Along Right, the Lenders will be required to offer for sale all the Shares collectively held by the Lenders to the Third Party Purchaser.
e) Whether the said parties are related to the promoter/ promoter group/ group companies in any manner. If yes, nature of relationship:	The Lenders and the Investors are not related to the promoter/ promoter group/ group companies in any manner.
f) Whether the transaction would fall within related party transactions? If yes, whether the same has been undertaken at an arm's length basis:	The transaction does not qualify as a related party transaction.
g) In case of issuance of shares to the parties, details of issue price, class of shares issued:	No securities are being issued pursuant to the said agreement. For issuance related details, please refer to the particulars of information set out at points 2,3,4,5 and 9 above.
h) Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.:	There are no such disclosures.
i) In case of termination or amendment of agreement, additional details including: (i) Name(s) of the parties to the agreement; (ii) Nature of the agreement; (iii) Date of execution of the agreement; (iv) Details of amendment and impact thereof or reasons of termination and impact thereof.	Not applicable.

11. The request for re-classification of the respective shareholding of the existing promoters of the Company namely, Mr. K.G. Gupta, Ms. Rekha Gupta, Ms. Nandini Malpani (on behalf of Jashn

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

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Website : www.cebbco.com

Beneficiary Trust) and Commercial Automobiles Private Limited from the 'promoter and promoter group' category to the 'public' category, received on December 1, 2018, was accepted by the board of directors of the Company in view of the fact that there will be a change in ownership and control of the Company in favour of the Investors in accordance with the Resolution Plan under the Stressed Assets Circular, applicable laws and the respective agreements, leading to the Investors becoming the new promoters of the Company.

12. The Board approved the extra-ordinary general meeting notice and the convening of an extraordinary general meeting to obtain shareholders' approval (either ordinary and/ or by way of a special resolution, as the case may be) in relation to the aforesaid (the extraordinary general meeting to approve the reclassification of above shall be convened only after the expiry of 3 (three) months from the date of this meeting of the Board but no later than 6 (six) months) from the date of this meeting of the Board.
13. The authorization to Mr. Abhishek Jaiswal, Executive Director (DIN: 07936627) and Chief Executive Officer, Mr. Amit Kumar Jain (Company Secretary), and all directors of the Company do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, usual or proper in connection with the aforementioned resolutions.

The meeting of the board of directors commenced at 1:30 P.M. and concluded at 06:15 P.M.

You are requested to take note of the above and arrange to bring it to the notice of all concerned.

Yours faithfully,

For **Commercial Engineers & Body Builders Co Limited**

Mr. Abhishek Jaiswal
Executive Director and Chief Executive officer
DIN: 07936627