

Commercial Engineers & Body Builders Co Limited



CIN-L28100MP1979PLC049375

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

Date - 22 May 2022

To,
**Listing Department,
BSE Limited,**
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001
Fax No. 022-2272 3121/2272/2037

To,
**Listing Department,
National Stock Exchange of India Limited,**
'Exchange Plaza', 5th Floor,
Plot No. C/1, G. Block,
Bandra Kurla Complex, Bandra (East)
Mumbai - 400 051

BSE Security Code: 533272

NSE Symbol: CEBBCO

Dear Madam/Sir,

Sub: Scheme of Amalgamation of Jupiter Wagons Limited (“JWL”) into and with Commercial Engineers & Body Builders Co Limited (“CEBBSCO”) under Sections 230 to 232 of the Companies Act, 2013 (including the companies (Compromises, Arrangements and Amalgamations) Rules, 2016) and other relevant provisions under applicable law (“Scheme”)

Ref: Outcome of Board Meeting Dated – 21 May 2022, Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)

This is in furtherance to our respective intimations, *inter-alia*, dated 28 September 2020, 15 December 2020, 21 May 2021, 25 June 2021, 26 June 2021, 03 July 2021, 21 August 2021, 02 February 2022, 05 March 2022, 14 May 2022 and 18 May 2022 informing about the decision of the board of directors of Commercial Engineers & Body Builders Co Limited (“**Amalgamated Company**”), approving the scheme of amalgamation of Jupiter Wagons Limited, (an unlisted company) (“**Amalgamating Company**”) (Amalgamating Company being one of the promoters of the Amalgamated Company) into and with the Amalgamated Company and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other rules and regulations framed thereunder (“**Scheme of Amalgamation**”), subject to receipt of applicable regulatory and other approvals and related developments thereto and an order dated 16 April 2021 passed by the Hon’ble National Company Law Tribunal, Indore bench (that became available on the official website <https://nclt.gov.in/order> of the Hon’ble National Company Law Tribunal, Indore bench on 23 April 2021) directing convening of the meeting of the equity shareholders, secured creditors and unsecured creditors of the Amalgamated Company on 25 June 2021 for approval/sanctioning of the Scheme of Amalgamation as well as the meeting of the equity shareholders, secured creditors and unsecured creditors of the Amalgamated Company having been convened through video conferencing mode wherein the Scheme of Amalgamation was duly approved by equity shareholders, secured creditors and unsecured creditors of the Amalgamated Company.

As disclosed on 14 May 2022, the Hon’ble National Company Law Tribunal, Indore bench by way of its order dated 13 May 2022, (the certified true copy of the order having been received by the Amalgamated Company on 13 May 2022) in the Amalgamated Company application (before the Hon’ble National Company Law Tribunal, Indore bench) has approved/sanctioned the Scheme of Amalgamation.

Further, as disclosed on 05 March 2022, the Hon’ble National Company Law Tribunal, Kolkata bench has already by way of its order dated 03 March 2022, (the certified true copy of the order having been received by the

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

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Amalgamating Company on 04 March 2022) in the Amalgamating Company application (before the Hon'ble National Company Law Tribunal, Kolkata bench) approved/sanctioned the Scheme of Amalgamation.

As informed, Board of Directors (“**Board**”) of the company noted/ taken on record and approved the following matters on 18 May 2022:

1. Certified copy of the order dated 13 May 2022 and bearing reference no, C.P. (CAA)/8(MP)2021 (received on 13 May 2022) in CA(CAA)/8(MP)2021, passed by the NCLT Indore sanctioning the Scheme of Amalgamation.
2. Certified copy of the order dated 3 March 2022 and bearing reference no. CP (CAA) No.219 (KB) 2021 (received on 04 March 2022) in CA(CAA) No.52 (KB) 2021 dated passed by the NCLT Kolkata sanctioning the Scheme of Amalgamation.
3. The Appointed Date of the Scheme of Amalgamation being Tuesday, 01 October 2019 as approved by the Hon'ble NCLT, Indore and Kolkata.
4. Pursuant to the Scheme of Amalgamation, Wednesday, 18 May 2022 is the “**Effective Date**” of the Scheme of Amalgamation since certified copy of the order dated 13 May 2022 and bearing reference no, C.P. (CAA)/8(MP)2021 passed by the NCLT, Indore was filed with the relevant jurisdictional Registrar of Companies.
5. In accordance with Regulation 42 of the Listing Regulations, Saturday, 28 May 2022 has been fixed as the “**Record Date**”, following the effectiveness of the Scheme of Amalgamation, for the purpose of determining the shareholders of JWJ who shall be entitled to receive the equity shares of CEBBSCO.

In continuation to the above, we wish to inform that the Board of Directors (“**Board**”) of the company has, *inter-alia*, considered, noted/ taken on record and approved the following matters in its meeting held on 21 May 2022:

1. Transfer of the authorized share capital of the Amalgamating Company to the Amalgamated Company as provided in Part III of this Scheme, and consequential increase in the authorised share capital of the Amalgamated Company, as provided in Part III of this Scheme.

Old Authorised Share Capital	New Authorised Share Capital
<ul style="list-style-type: none">• <u>Equity Shares: 38,20,50,000 equity shares of Rs. 10/- each - Rs. 3,82,05,00,000</u>• <u>Preference shares: 8,800,000 preference shares of Rs. 100/- each – Rs. 880,000,000</u>	<ul style="list-style-type: none">• <u>Equity Shares: 38,88,50,000 equity shares of Rs. 10/- each - Rs. 3,88,85,00,000</u>• <u>Preference shares: 8,800,000 preference shares of Rs. 100/- each – Rs. 880,000,000</u>

Clause V of the memorandum of association of the Amalgamated Company without any further act, instrument or deed, be replaced by the following clause:

“V. The authorized share capital of the Company is Rs. 476,85,00,000 (Rupees Four Hundred and Seventy-Six Crores and Eighty-Five lakhs only) divided into –

- (a) 38,88,50,000 (Thirty-Eight Crore Eighty-Eight Lakhs and Fifty Thousand) equity shares of the Company having a face value of Rupees 10 (Rupees Ten) each aggregating to Rupees 3,88,85,00,000/- (Three Hundred and Eighty-Eight Crores and Eighty-Five Lakhs only);

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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).”

- The equity shares and the non-cumulative redeemable preference shares of the Amalgamated Company held by the Amalgamating Company stands cancelled without any further act or deed and the equity share capital and preference share capital of the Amalgamated Company stand reduced to the extent of face value of the equity shares and non-cumulative redeemable preference shares, respectively, of the Amalgamated Company held by the Amalgamating Company, as provided in Part III of this Scheme.

Issuance and allotment of the equity shares of the Amalgamated Company to the shareholders of the Amalgamating Company as on the Record Date, without any further act, instrument or deed, in accordance with Part III of this Scheme. In accordance with the Scheme of Amalgamation, CEBBCO will issue and allot, to those shareholders whose names would appear as a member in the records of the depositories/register of members of JWL, as the case may be, on the Record Date, 5510 (five thousand five hundred and ten) fully paid-up equity shares of Rs. 10 each of CEBBCO for every 100 (one hundred) fully paid-up equity shares of Rs. 10 each, held by such member in JWL.

- Change of name of the Amalgamated Company in accordance with Clause 1 of Part IV of the Scheme, the name of the Amalgamated Company stand amended to ‘Jupiter Wagons Limited’ or such other name which is available and approved by the Registrar of companies and subsequent change in Memorandum of Association and Articles of Association of the company.

Clause I of the Memorandum of Association of the Amalgamated Company without any further act, instrument or deed, subject to approval of the jurisdictional Registrar of Companies be replaced by the following clause:

“I. The Name of the Company is Jupiter Wagons Limited”

The above is for your kind information and record.

Yours faithfully,

For Commercial Engineers & Body Builders Co Limited



Deepesh Kedia
Company Secretary

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