

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 - 18 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: 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 and 14 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.

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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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 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.

In this connection we wish to inform you that the Board of Directors (“**Board**”) of the company has, *inter-alia*, considered, 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 shall be the “**Effective Date**” of the Scheme of Amalgamation since Wednesday, 18 May 2022 is the date on which the certified copy of the order dated 13 May 2022 and bearing reference no, C.P. (CAA)/8(MP)2021 passed by the NCLT, Indore has been filed with the jurisdictional Registrar of Companies by CEBBCO and the said order being the later of the two orders (set out at points 1 and 2 above) that 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 JWL who shall be entitled to receive the equity shares of CEBBCO.

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.

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The equity shares proposed to be issued and allotted by CEBBCO in accordance with the Scheme of Amalgamation will be submitted for listing and trading with BSE Limited and the National Stock Exchange of India Limited and they shall rank *pari-passu* in all respects with the existing equity shares of CEBBCO.

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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