



**JUPITER**  
ENGINEERING THE FUTURE



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# JUPITER WAGONS LIMITED

CIN : U35202WB2006PLC110822

<b>BSE Limited</b> Phiroze Jeejeebhoy Towers Dalal Street, Fort, Mumbai - 400 001 <b>Tel No.:</b> 022-2272 2039/37/3121  <b>BSE – Scrip Code:</b> <b>533272</b>	<b>National Stock Exchange of India Limited</b> Exchange Plaza, Bandra Kurla Complex, Bandra (East) Mumbai – 400 051 <b>Tel No.:</b> 022 – 2659 8237/38  <b>NSE – Symbol – CEBBCO</b>	<b>The Company Secretary,</b> Commercial Engineers & Body Builders Co Limited 84/ 105-A GT Road, Kanpur, Mahanagar, Uttar Pradesh
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**Subject:** Submission of disclosure of reasons for encumbrance by promoter of listed companies under circular issued by the Securities and Exchange Board of India dated August 07, 2019 bearing reference number SEBI/HO/CFD/DCR1/CIR/P/2019/90 (“SEBI Promoter Encumbrance Disclosure Circular”)

Dear Sir/ Ma’am,

Please find enclosed the disclosure required to be submitted in accordance with the SEBI Promoter Encumbrance Disclosure Circular.

You are requested to take note of the same.

Yours faithfully,  
For Jupiter Wagons Limited

**Name:** Vivek Lohia  
**Designation:** Director

**Authorised Signatory of (i) Jupiter Wagons Limited; (ii) Jupiter Forgings & Steel Private Limited; (iii) Murari Lal Lohia Hindu Undivided Family (represented by Mr. Murari Lal Lohia (as the Karta); and (iv) Karisma Goods Private Limited**

**Encl:** as above

## Annexure – II

(Ref: Securities and Exchange Board of India circular dated August 07, 2019 bearing reference no. SEBI/HO/CFD/DCRI/CIR/P/2019/90)

### Format for disclosure of reasons for encumbrance

(In addition to Annexure – I prescribed by way of circular dated August 05, 2015)

Name of listed company	Commercial Engineers & Body Builders Co. Limited (“ <b>Company</b> ”)
Name of the recognised stock exchanges where the shares of the company are listed	BSE Limited and National Stock Exchange of India Limited.
Name of the promoter(s)/ PACs whose shares have been encumbered	<p>(i) Jupiter Wagons Limited (“<b>JWL</b>”)</p> <p>(ii) Jupiter Forgings &amp; Steel Private Limited (“<b>JFSPL</b>”)</p> <p>(iii) Murari Lal Lohia Hindu Undivided Family (represented by Mr. Murari Lal Lohia (as the Karta) (“<b>ML Lohia HUF</b>”))</p> <p>(iv) Karisma Goods Private Limited*</p> <p>The disclosures in terms of Regulation 31 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“<b>Takeover Regulations</b>”) in this regard were already made on January 28, 2019, February 05, 2019 and March 07, 2019 (copies enclosed as “<b>Annexure A</b>”, “<b>Annexure B</b>” and “<b>Annexure C</b>” respectively).</p> <p><i>*Karisma Goods Private Limited does not directly hold any shares in the Company. Karisma Goods Private Limited, a shareholder of Jupiter Wagons Limited (which is a promoter of the Company) has created a pledge on 13,16,611 equity shares (26%) of Jupiter Wagons Limited (which is an unlisted company).</i></p>
Total promoter shareholding in the listed company	<p>The details of shareholding of the promoters in the Company as on September 30, 2019 is as follows:</p> <p><b>No. of shares</b> – 5,43,25,901</p> <p><b>% of total share capital</b> – 60.71%</p>

<p>Encumbered shares as a % of promoter shareholding</p>	<p>(i) JWL has created a non disposal undertaking effective from January 22, 2019 with respect to 4,06,66,835 equity shares of the Company (45.45%) in favour of Axis Bank Limited (“<b>Encumbrance 1</b>”);</p> <p>(ii) JWL has created a pledge, effective from January 31, 2019, on 61,27,142 equity shares of the Company (6.85%) (which forms a part of the 4,06,66,835 equity shares (45.45%) held by JWL in the Company) in favour of Avendus Finance Private Limited (“<b>Encumbrance 2</b>”);</p> <p>(iii) JWL has created a pledge, effective from March 05, 2019, on 1,71,38,349 equity shares of the Company (19.15%) (which forms a part of the 4,06,66,835 equity shares (45.45%) held by JWL in the Company) in favour of Avendus Finance Private Limited (“<b>Encumbrance 3</b>”);</p> <p>(iv) JFSPL has created a non disposal undertaking effective from January 22, 2019 with respect to 9,71,504 equity shares of the Company (1.09%) in favour of Axis Bank Limited (“<b>Encumbrance 4</b>”); and</p> <p>(v) ML Lohia HUF has created a non disposal undertaking effective from January 22, 2019 with respect to 39,97,816 equity shares of the Company (4.47%) in favour of Axis Bank Limited (“<b>Encumbrance 5</b>”); and</p> <p>(vi) Karisma Goods Private Limited**, a shareholder of JWL, has created a pledge effective from January 22, 2019 on 13,16,611 equity shares of JWL amounting to 26% of the paid up equity share capital of JWL in favour of Avendus Finance Private Limited (“<b>Encumbrance 6</b>”).</p> <p><i>**Karisma Goods Private Limited does not directly hold any shares in the Company. Karisma Goods Private Limited, a shareholder of Jupiter Wagons Limited (which is a promoter of the Company) has created a pledge on 13,16,611 equity shares (26%) of Jupiter Wagons Limited (an unlisted company).</i></p>
<p>Whether encumbered share is 50% or more of</p>	<p>YES/ <del>NO</del></p>

promoter shareholding	
Whether encumbered share is 20% or more of total share capital	YES/ NO

**Details of all the existing events/ agreements pertaining to encumbrance**

	<b>Encumbrance 1 (Date of creation of encumbrance: <u>January 22, 2019</u>)</b>	<b>Encumbrance 2 (Date of creation of encumbrance: <u>January 31, 2019</u>)</b>	<b>Encumbrance 3 (Date of creation of encumbrance: <u>March 05, 2019</u>)</b>	<b>Encumbrance 4 (Date of creation of encumbrance: <u>January 22, 2019</u>)</b>	<b>Encumbrance 5 (Date of creation of encumbrance: <u>January 22, 2019</u>)</b>	<b>Encumbrance 6*** (Date of creation of encumbrance: <u>January 22, 2019</u>)</b>
Type of encumbrance (pledge, lien, negative lien, non-disposal undertaking etc. or any other covenant, transaction, condition or arrangement in the nature of encumbrance)	Non-disposal undertaking	Pledge	Pledge	Non-disposal undertaking	Non-disposal undertaking	Pledge
No. and % of shares encumbered	<b>No. of shares:</b> 4,06,66,835 equity shares of the Company  <b>% of total share capital:</b> 45.45%	<b>No. of shares:</b> 61,27,142 equity shares of the Company  <b>% of total share capital:</b> 6.85%	<b>No. of shares:</b> 1,71,38,349 equity shares of the Company  <b>% of total share capital:</b> 19.15%	<b>No. of shares:</b> 9,71,504 equity shares of the Company  <b>% of total share capital:</b> 1.09%	<b>No. of shares:</b> 39,97,816 equity shares of the Company  <b>% of total share capital:</b> 4.47%	<b>No. of shares:</b> 13,16,611 equity shares of JWL  <b>% of total share capital:</b> 26% of the paid up equity share capital of JWL

Specific details about the encumbrance	Name of the entity in whose favour shares encumbered (X)	<b>Lender:</b> Axis Bank Limited  <b>Security Trustee:</b> Axis Trustee Services Limited	<b>Lender:</b> Aventus Finance Private Limited  <b>Security Trustee:</b> Vistra ITCL (India) Limited	<b>Lender:</b> Aventus Finance Private Limited  <b>Security Trustee:</b> Vistra ITCL (India) Limited	<b>Lender:</b> Axis Bank Limited  <b>Security Trustee:</b> Axis Trustee Services Limited	<b>Lender:</b> Axis Bank Limited  <b>Security Trustee:</b> Axis Trustee Services Limited	<b>Lender:</b> Aventus Finance Private Limited  <b>Security Trustee:</b> Vistra ITCL (India) Limited
	Whether the entity X is a scheduled commercial bank, public financial institution, NBFC or housing finance company? If No, provide the nature of the business of the entity.	YES/NO	YES/NO	YES/NO	YES/NO	YES/NO	YES/NO
	Names of all other entities in the agreement	Listed company and its group companies	Listed company and its group companies	Listed company and its group companies	Listed company and its group companies	Listed company and its group companies	Listed company and its group companies (if

ent	(if any) –	(if any) –	(if any) –	(if any) –	(if any) –	(if any) –	any)–
	1. Commercial Engineers And Body Builders Company Limited 2. Jupiter Wagons Limited 3. Jupiter Forgings And Steel Private Limited 4. Murari Lal Lohia Hindu Undivided Family (represented by Mr. Murari Lal Lohia (as the Karta) )  Other entities (if any) – 1. Axis	1. Jupiter Wagons Limited Other entities (if any) – 1. Vistra ITCL (India) Limited	1. Jupiter Wagons Limited Other entities (if any) – 1. Vistra ITCL (India) Limited	1. Commercial Engineers And Body Builders Company Limited 2. Jupiter Wagons Limited 3. Jupiter Forgings And Steel Private Limited 4. Murari Lal Lohia Hindu Undivided Family (represented by Mr. Murari Lal Lohia (as the Karta) )  Other entities (if any) – 1. Axis	1. Commercial Engineers And Body Builders Company Limited 2. Jupiter Wagons Limited 3. Jupiter Forgings And Steel Private Limited 4. Murari Lal Lohia Hindu Undivided Family (represented by Mr. Murari Lal Lohia (as the Karta) )  Other entities (if any) – 1. Axis	1. Commercial Engineers And Body Builders Company Limited 2. Jupiter Wagons Limited 3. Jupiter Forgings And Steel Private Limited 4. Murari Lal Lohia Hindu Undivided Family (represented by Mr. Murari Lal Lohia (as the Karta) )  Other entities (if any) – 1. Axis	1. Other entities (if any) – 1. Karisma Goods Private Limited** 2. Vistra ITC L (India) Limited 3. Jupiter Wagons Limited

	Trustee Services Limited			Trustee Services Limited	Trustee Services Limited	
Whether the encumbrance is relating to any debt instruments viz. debenture, commercial paper, certificate of deposit etc.? If yes, provide details about the instrument, including credit rating	<p>YES/ NO</p> <p>If yes,</p> <p>1. Name of the issuer:</p> <p>2. Details of the debt instrument:</p> <p>3. Whether the debt instrument is listed on stock exchanges?</p> <p>4. Credit Rating of the debt instrument:</p> <p>5. ISIN of the instrument:</p>	<p>YES/ NO</p> <p>If yes,</p> <p>1. Name of the issuer:</p> <p>2. Details of the debt instrument:</p> <p>3. Whether the debt instrument is listed on stock exchanges?</p> <p>4. Credit Rating of the debt instrument:</p> <p>5. ISIN of the instrument:</p>	<p>YES/ NO</p> <p>If yes,</p> <p>1. Name of the issuer:</p> <p>2. Details of the debt instrument:</p> <p>3. Whether the debt instrument is listed on stock exchanges?</p> <p>4. Credit Rating of the debt instrument:</p> <p>5. ISIN of the instrument:</p>	<p>YES/ NO</p> <p>If yes,</p> <p>1. Name of the issuer:</p> <p>2. Details of the debt instrument:</p> <p>3. Whether the debt instrument is listed on stock exchanges?</p> <p>4. Credit Rating of the debt instrument:</p> <p>5. ISIN of the instrument:</p>	<p>YES/ NO</p> <p>If yes,</p> <p>1. Name of the issuer:</p> <p>2. Details of the debt instrument:</p> <p>3. Whether the debt instrument is listed on stock exchanges?</p> <p>4. Credit Rating of the debt instrument:</p> <p>5. ISIN of the instrument:</p>	<p>YES/ NO</p> <p>If yes,</p> <p>1. Name of the issuer:</p> <p>2. Details of the debt instrument:</p> <p>3. Whether the debt instrument is listed on stock exchanges?</p> <p>4. Credit Rating of the debt instrument:</p>

							nt: 5. ISIN- of the instr ume nt:
Security Cover/ Asset Cover	Value of shares on the date of event/ agreement (A)	The volume weighted average price as on January 22, 2019 (as available on <a href="http://www.nseindia.com">www.nseindia.com</a> is INR 23.77 per equity share.  According ly, the value of the equity shares on the date of creation of encumbrance is INR 96,66,50,6 67.95.	The volume weighted average price as on January 31, 2019 (as available on <a href="http://www.nseindia.com">www.nseindia.com</a> is INR 19.63 per equity share.  According ly, the value of the equity shares on the date of creation of encumbrance is INR 12,02,75,7 97.46.	The volume weighted average price as on March 05, 2019 (as available on <a href="http://www.nseindia.com">www.nseindia.com</a> is INR 20.41 per equity share.  According ly, the value of the equity shares on the date of creation of encumbrance is INR 34,97,93,7 03.09	The volume weighted average price as on January 22, 2019 (as available on <a href="http://www.nseindia.com">www.nseindia.com</a> is INR 23.77 per equity share.  According ly, the value of the equity shares on the date of creation of encumbrance is INR 2,30,92.65 0.08.	The volume weighted average price as on January 22, 2019 (as available on <a href="http://www.nseindia.com">www.nseindia.com</a> is INR 23.77 per equity share.  The value of the equity shares on the date of creation of encumbrance is INR 9,50,28,08 6.32.	Karisma Goods Private Limited does not hold any shares in the Company. Therefore, no shares of the Company have been encumbered***.
	Amount involved (against which shares have been encumbered) (B)	INR 23,77,00,0 00 (Rupees Twenty Three Crore Seventy Seven Lakh only)	INR 25,00,00,0 00 (Rupees Twenty Five Crore only)	INR 25,00,00,0 00 (Rupees Twenty Five Crore only)	INR 23,77,00,0 00 (Rupees Twenty Three Crore Seventy Seven Lakh only)	INR 23,77,00,0 00 (Rupees Twenty Three Crore Seventy Seven Lakh only)	INR 25,00,00, 000 (Rupees Twenty Five Crore only)  Karisma Goods Private Limited does not

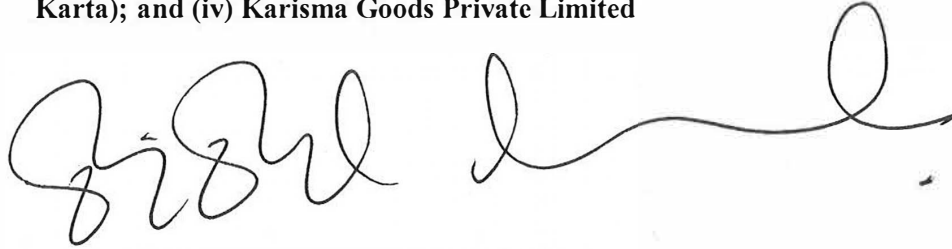


							hold any shares in the Company. Therefore, no Shares of the Company have been encumbered***.
	Ratio of A / B	4.07	0.48	1.40	0.10	0.40	Not applicable
End use of money	Borrowed amount to be utilized for what purpose –  (a) Personal use by promoters and PAs  (b) For the benefit of listed company  Provid	Solely to be utilized by the Company for the purpose of refinancing of the outstanding debt of the Company to the maximum amount of INR 23,77,00,000 (Rupees Twenty Three Crore Seventy Seven Lakh only).	Acquisition of shares and management control of the Company and the general corporate expenses including to meet the expenses related to the aforementioned acquisition	Acquisition of shares and management control of the Company and the general corporate expenses including to meet the expenses related to the aforementioned acquisition	Solely to be utilized by the Company for the purpose of refinancing of the outstanding debt of the Company to the maximum amount of INR 23,77,00,000 (Rupees Twenty Three Crore Seventy Seven Lakh only).	Solely to be utilized by the Company for the purpose of refinancing of the outstanding debt of the Company to the maximum amount of INR 23,77,00,000 (Rupees Twenty Three Crore Seventy Seven Lakh only).	Acquisition of shares and management control of the Company and the general corporate expenses including to meet the expenses related to the aforementioned acquisition.

	<p>e details including amount, purpose of raising money by listed company, schedule for utilization of amount, repayment schedule etc.</p> <p>(a) Any other reason (please specify)</p>						
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*\*\*\*Karisma Goods Private Limited does not directly hold any shares in the Company. Karisma Goods Private Limited, a shareholder of Jupiter Wagons Limited (which is a promoter of the Company) has created a pledge on 13,16,611 equity shares (26%) of Jupiter Wagons Limited (an unlisted company).*

**For and on behalf of (i) Jupiter Wagons Limited; (ii) Jupiter Forgings & Steel Private Limited; (iii) Murari Lal Lohia Hindu Undivided Family (represented by Mr. Murari Lal Lohia (as the Karta); and (iv) Karisma Goods Private Limited**

A handwritten signature in black ink, appearing to read 'Vivek Lohia', written over a horizontal line.

**Name:** Vivek Lohia

**Designation:** Director (Jupiter Wagons Limited)

**Authorised Signatory of (i) Jupiter Wagons Limited; (ii) Jupiter Forgings & Steel Private Limited; (iii) Murari Lal Lohia Hindu Undivided Family (represented by Mr. Murari Lal Lohia (as the Karta); and (iv) Karisma Goods Private Limited**

**Place:**

**Date:**

## Annexure-A

<b><u>Format for disclosure by the Promoter(s) to the stock exchanges and to the Target Company for encumbrance of shares / invocation of encumbrance/ release of encumbrance, in terms of Regulation 31(1) and 31(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011</u></b>	
Name of the Target Company(TC)	Commercial Engineers & Body Builders Co. Limited (" <b>Company</b> ")
Names of the stock exchanges where the shares of the target company are listed	The equity shares of the Company are listed on BSE Limited and National Stock Exchange of India Limited.
Date of reporting	January 28, 2019
Name of the promoter or PAC on whose shares encumbrance has been created/released/invoked	<ul style="list-style-type: none"> <li>(i) Kailash Chand Gupta ("<b>KG</b>")</li> <li>(ii) Rekha Gupta ("<b>RG</b>")</li> <li>(iii) Nandini Malpani (on behalf of Jashn Beneficiary Trust) ("<b>JBT</b>")</li> <li>(iv) Jupiter Wagons Limited ("<b>JWL</b>")</li> <li>(v) Jupiter Forgings &amp; Steel Private Limited ("<b>JFSPL</b>")</li> <li>(vi) Murari Lal Lohia Hindu Undivided Family (represented by Mr. Murari Lal Lohia (as the Karta) ("<b>ML Lohia HUF</b>")</li> <li>(vii) Karisma Goods Private Limited @@@</li> </ul>
Details of the creation of encumbrance/ invocation/ release:	<ul style="list-style-type: none"> <li>(i) <b>KG</b>: (a) Invocation of pledge on January 21, 2019 by Tata Capital Financial Services Limited ("<b>Tata Capital</b>") and on January 22, 2019 by Axis Bank Limited ("<b>Axis Bank</b>") that aggregates to 1,91,44,311 equity shares of the Company; and (b) release of pledge on January 22, 2019 by Tata Capital of 44,65,184 equity shares of the Company.</li> <li>(ii) <b>RG</b>: Invocation of pledge on January 22, 2019 by Axis Bank with respect to 34,39,590 equity shares of the Company.</li> <li>(iii) <b>JBT</b>: Invocation of pledge on January 21, 2019 by Tata Capital with respect to 32,13,443 equity shares of the Company.</li> <li>(iv) <b>JWL</b>: Non disposal undertaking effective from January 22, 2019 in favour of Axis Bank Limited with respect to 4,06,66,835 equity shares (45.45%) of the Company</li> <li>(v) <b>JFSPL</b>: Non disposal undertaking effective from January 22, 2019 in favour of Axis bank Limited with respect to 9,71,504 equity shares (1.09%) of the Company</li> <li>(vi) <b>ML Lohia HUF</b>: Non disposal undertaking effective from January 22, 2019 in favour of Axis Bank Limited with respect to 39,97,816 equity shares (4.47%) of the Company</li> </ul>

Name of the promoter (s) or PACs with him*	Promoter holding in the target company (1)	Promoter holding already encumbered (2)	Details of events pertaining to encumbrance (3)	Post event holding of encumbered shares {creation [(2)+(3)] / release [(2)-(3)] / invocation [(1)-(3)]}
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@@@Karisma Goods Private Limited, a shareholder of Jupiter Wagons Limited has created a pledge on 13,16,611 equity shares (26%) of Jupiter Wagons Limited. Jupiter Wagons Limited is one of the promoters of the Company. Karisma Goods Private Limited does not hold any shares in the Company.

	Number	% of total share capital	Number	% of total share capital	Type of event (creation / release / invocation)	Date of creation/ release/ invocation of encumbrance	Type of encumbrance (pledge/ lien/ non disposal undertaking/ others)	Reasons for encumbrance **	Number	% of share capital	Name of the entity in whose favor shares encumbered ***	Number	% of total share capital
KG(###)	Nil	0.00 %	2,36,09,495	42.97 %	<ul style="list-style-type: none"> <li>Invocation: 1,91,44,311 equity shares</li> <li>Release: 44,65,184 equity shares</li> </ul>	<ul style="list-style-type: none"> <li>Invocation of pledge by Tata Capital on January 21, 2019</li> <li>Invocation of pledge by</li> </ul>	Pledge	Not Applicable	2,36,09,495	42.97 %	Not Applicable	-	-

						Axis Bank on January 22, 2019							
						• Release of pledge on January 22, 2019							
RG <sup>(###)</sup>	Nil	0.00 %	34,39,590	6.26 %	Invocation of pledge	January 22, 2019	Pledge	Not applicable	34,39,590	6.26%	NA	-	-
JBT <sup>(###)</sup>	Nil	0.00 %	32,13,443	5.85 %	Invocation of pledge	January 21, 2019	Pledge	Not applicable	32,13,443	5.85%	NA	-	-
Commercial Automobiles Private Limited <sup>(###)</sup>	Nil	0.00 %	Nil	0.00 %	Not applicable	-	-	-	-	-	-	-	-
Shalini Gupta	58,030	0.11 %	Nil	0.00 %	Not applicable	-	-	-	-	-	-	-	-
Jupiter Wagons Limited <sup>^^</sup>	4,06,66,835	45.45 %	-	-	Creation	January 22, 2019	Non disposal undertaking ("NDU")	Security interest for the loan availed by Company from Axis Bank	4,06,66,835	45.45 %	Axis Bank (lender)  Axis Trustee Services Limited (security trustee)	4,06,66,835	45.45 %
Jupiter Forgings & Steel Private Limited ("JFSPL") <sup>^^</sup>	9,71,504	1.09 %	Nil	0.00 %	Creation	January 22, 2019	NDU	Security interest for the loan availed by	9,71,504	1.09%	Axis Bank (lender)	9,71,504	1.09%

								Company from Axis Bank			Axis Trustee Services Limited (security trustee)		
Murari Lal Lohia^^^ (“ML Lohia”)	12,95,336	1.45 %	Nil	0.00 %	Not applicable	-	-	-	-	-	-	-	-
Murari Lal Lohia Hindu Undivided Family (“ML HUF”)^^^	45,33,678	5.07 %	Nil	0.00 %	Creation	January 22, 2019	NDU	Security interest for the loan availed by Company from Axis Bank	39,97,816	4.47%	Axis Bank (lender)  Axis Trustee Services Limited (security trustee)	39,97,816	4.47%
Tatravagonka A.S (“Tatravagonka”)^^^	68,00,518	7.60 %	Nil	0.00 %	Not applicable	-	-	-	-	-	-	-	-
Karisma Goods Private Limited@@@	16,25,794 equity shares of JWL	32.11 % of total issued and paid up share capital of JWL	Nil	0.00 %	Creation	January 22, 2019	Pledge	Security interest for the loan advanced by Avendus Finance Private Limited (“Avendus Finance”) to JWL	13,16,611 equity shares of JWL	26% of the total issued and paid up share capital of JWL	Avendus Finance (lender)  VISTRA ITCL (India) Limited (as the security trustee)	13,16,611 equity shares of JWL	26% of the total issued and paid up share capital of JWL

\*The names of all the promoters, their shareholding in the target company and their pledged shareholding as on the reporting date should appear in the table irrespective of whether they are reporting on the date of event or not.

\*\* For example, for the purpose of collateral for loans taken by the company, personal borrowing, third party pledge, etc.

\*\*\*This would include name of both the lender and the trustee who may hold shares directly or on behalf of the lender.

^^ JWL, JFSPL, ML Lohia, ML Lohia HUF and Tatravagonka have become promoters of the Company on January 22, 2019.

(###) 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.

@@@ Karisma Goods Private Limited, a shareholder of JWL, has created a pledge on 13,16,611 equity shares of JWL amounting to 26% of the paid up equity share capital of JWL. JWL is one of the promoters of the Company. Karisma Goods Private Limited does not hold any shares in the Company.



Kail  
Kailash Chand Gupta

Date: 28.01.2019

Place: Jabalpur

Rekha Gupta  
Rekha Gupta

Date: 28.01.2019

Place: Jabalpur

Nandini  
Nandina Malpani (on behalf of Jashn beneficiary Trust)  
(Trustee)

Date: 28.01.2019

Place: Jabalpur

**For and on behalf of (i) Jupiter Wagons Limited; (ii) Jupiter Forgings & Steel Private Limited, (iii) Murari Lal Lohia Hindu Undivided Family (represented by Mr. Murari Lal Lohia (as the Karta); and (iv) Karisma Goods Private Limited**



**Name:** Vivek Lohia

**Designation:** Director (Jupiter Wagons Limited)

**Authorised Signatory of (i) Jupiter Wagons Limited; (ii) Jupiter Forgings & Steel Private Limited, and (iii) Murari Lal Lohia Hindu Undivided Family (represented by Mr. Murari Lal Lohia (as the Karta); and (iv) Karisma Goods Private Limited**

**Date:** January 28, 2019

**Place:** Mumbai

## Annexure-B

<b><u>Format for disclosure by the Promoter(s) to the stock exchanges and to the Target Company for encumbrance of shares / invocation of encumbrance/ release of encumbrance, in terms of Regulation 31(1) and 31(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011</u></b>													
Name of the Target Company(TC)				Commercial Engineers & Body Builders Co. Limited (“Company”)									
Names of the stock exchanges where the shares of the target company are listed				The equity shares of the Company are listed on BSE Limited and National Stock Exchange of India Limited.									
Date of reporting				5 February 2019									
Name of the promoter or PAC on whose shares encumbrance has been created/released/invoked				Jupiter Wagons Limited (“JWL”)									
Details of the creation of encumbrance/ invocation/ release:				JWL: Creation of encumbrance by way of a pledge on 61,27,142 equity shares of the Company which aggregates to 6.85% of the total issued and paid up share capital of the Company in favour of Aventus Finance Private Limited (as the lender) (“Aventus Finance”), effective from 31 January 2019.									
Name of the promoter (s) or PACs with him*		Promoter holding in the target company (1)		Promoter holding already encumbered (2)		Details of events pertaining to encumbrance (3)						Post event holding of encumbered shares {creation [(2)+(3)] / release [(2)-(3)] / invocation [(1)-(3)]}	
	Number	% of total share capital	Number	% of total share capital	Type of event (creation / release / invocation)	Date of creation/ release / invocation of encumbrance	Type of encumbrance (pledge/ lien/ non disposal undertaking/ others)	Reasons for encumbrance **	Number	% of share capital	Name of the entity in whose favor shares encumbered ***	Number	% of total share capital

Kailash Chand Gupta (###)	Nil	0.00 %	Nil	0.00%	Not Applicable ("NA")	-	-	-	-	-	-	-	-
Rekha Gupta (###)	Nil	0.00 %	Nil	0.00%	NA	-	-	-	-	-	-	-	-
Nandini Malpani (on behalf of Jashn Beneficiary Trust) (###)	Nil	0.00 %	Nil	0.00%	NA	-	-	-	-	-	-	-	-
Commercial Automobiles Private Limited ("CAPL") (###)	Nil	0.00 %	Nil	0.00%	NA	-	-	-	-	-	-	-	-
Shalini Gupta	58,030	0.11 %	Nil	0.00%	NA	-	-	-	-	-	-	-	-
Jupiter Wagons Limited^^	4,06,66,835	45.45 %	4,06,66,835	45.45%	Creation	January 31, 2019	Pledge	Security interest for the loan availed by JWL from Avendus Finance	61,27,142	6.85%	Avendus Fiannce (lender)  VISTRA ITCL (India) Limited (security trustee)	4,06,66,835(+++)	45.45 %(+++)
Jupiter Forgings & Steel Private Limited ("JFSPL")^^	9,71,504	1.09 %	9,71,504	1.09%	NA	-	-	-	-	-	-	9,71,504	1.09 %
Murari Lal Lohia^^ ("ML Lohia")	12,95,336	1.45 %	Nil	0.00%	NA	-	-	-	-	-	-	-	-

Murari Lal Lohia Hindu Undivided Family ("ML HUF") <sup>^^^</sup>	45,33,678	5.07%	39,97,816	4.47%	NA	-	-	-	-	-	-	39,97,816	4.47%
Tatravagonka A.S ("Tatravagonka") <sup>^^^</sup>	68,00,518	7.60%	Nil	0.00%	NA	-	-	-	-	-	-	-	-

\*The names of all the promoters, their shareholding in the target company and their pledged shareholding as on the reporting date should appear in the table irrespective of whether they are reporting on the date of event or not.

\*\* For example, for the purpose of collateral for loans taken by the company, personal borrowing, third party pledge, etc.

\*\*\*This would include name of both the lender and the trustee who may hold shares directly or on behalf of the lender.

<sup>^^^</sup> JWL, JFSPL, ML Lohia, ML Lohia HUF and Tatravagonka have become promoters of the Company on January 22, 2019.

<sup>(###)</sup> The board of directors of the Company have at its board meeting held on December 1, 2018, accepted the request for reclassification of (i) Kailash Chand Gupta; (ii) Rekha Gupta; (iii) Nandini Malpani (on behalf of Jashn Beneficiary Trust); and (iv) CAPL 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, (i) Kailash Chand Gupta; (ii) Rekha Gupta; (iii) Nandini Malpani (on behalf of Jashn Beneficiary Trust); and (iv) CAPL 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.

<sup>(+++)</sup> As of the date of this disclosure, JWL has created the following encumbrances in relation to the 4,06,66,835 equity shares which aggregates to 45.45% of the total issued and paid up share capital of the Company, (i) non disposal undertaking, effective from January 22, 2019, with respect to 4,06,66,835 equity shares which aggregate to 45.45% of the total issued and paid up share capital of the Company in favour of Axis Bank Limited (as has been already disclosed by way of a disclosure dated January 28, 2019); and (ii) creation of a pledge on 61,27,142 equity shares of the Company which aggregates to 6.85% of the total issued and paid up share capital of the Company in favour of Avendus Finance, effective from January 31, 2019.

**For Jupiter Wagons Limited**



**Name:** Vivek Lohia

**Designation:** Director

**Authorised Signatory**

**Date:** February 5, 2019

**Place:** Kolkata



## Annexure-C



### JUPITER WAGONS LIMITED

CIN : U35202WB2006PLC110822

Date: 7 March 2019

<b>BSE Limited</b> Phiroze Jeejeebhoy Towers Dalal Street, Fort, Mumbai - 400 001 Tel No.: 022-2272 2039/37/3121  <b>BSE – Scrip Code:</b> 533272	<b>National Stock Exchange of India Limited</b> Exchange Plaza, Bandra Kurla Complex, Bandra (East) Mumbai – 400 051 Tel No.: 022 – 2659 8237/38  <b>NSE – Symbol – CEBBCO</b>	<b>The Company Secretary,</b> Commercial Engineers & Body Builders Co Limited 84/ 105-A GT Road, Kanpur, Mahanagar, Uttar Pradesh
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**Subject:** Submission of disclosure of pledge of shares under Regulation 31 (1) of the Securities & Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2015

Dear Sir/ Ma'am

We wish to bring to your notice that Jupiter Wagons Limited (“JWL”) has created a further pledge on 1,71,38,349 equity shares of Commercial Engineers & Body Builders Co. Limited (“Company”) which aggregates to 19.15% of the total issued and paid up share capital of the Company (which forms a part of the 4,06,66,835 equity shares (45.45%) held by Jupiter Wagons Limited in the Company) in favour of Avendus Finance Private Limited (“Avendus Finance”).

For ease of reference, please note that JWL’s total shareholding in the Company is 4,06,66,835 equity shares (45.45%). The summary of encumbrances in relation to the said shareholding of JWL is as follows:

- 1) A non-disposal undertaking, effective from 22 January 2019, with respect to JWL’s entire shareholding in the Company i.e., 4,06,66,835 equity shares (45.45%) in favour of Axis Bank Limited (as already disclosed by way of a disclosure dated 28 January 2019);
- 2) A pledge, effective from January 31, 2019, on 61,27,142 equity shares of the Company (6.85%) (which forms a part of the 4,06,66,835 equity shares (45.45%) held by JWL in the Company) in favour of Avendus Finance (as already disclosed by way of a disclosure dated 5 February 2019); and
- 3) A pledge, effective from 5 March 2019, on 1,71,38,349 equity shares of the Company (19.15%) (which forms a part of the 4,06,66,835 equity shares (45.45%) held by JWL in the Company) in favour of Avendus Finance (as being disclosed by the annexed disclosure)



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## JUPITER WAGONS LIMITED

CIN : U35202WB2006PLC110822

We hereby enclose the disclosure as required under Regulation 31(1) of the Securities & Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2015.

You are requested to take note of the same.

Thanking You,

Yours faithfully,

For Jupiter Wagons Limited

**Name: Vikash Lohia**

**Designation: Director**

**Authorised Signatory**



**Format for disclosure by the Promoter(s) to the stock exchanges and to the Target Company for encumbrance of shares / invocation of encumbrance/ release of encumbrance, in terms of Regulation 31(1) and 31(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

Name of the Target Company(TC)					Commercial Engineers & Body Builders Co. Limited (“Company”)								
Names of the stock exchanges where the shares of the target company are listed					The equity shares of the Company are listed on BSE Limited and National Stock Exchange of India Limited.								
Date of reporting					5 March 2019								
Name of the promoter or PAC on whose shares encumbrance has been created/released/invoked					Jupiter Wagons Limited								
Details of the creation of encumbrance/ invocation/ release:					JWL: Creation of encumbrance by way of a pledge on 1,71,38,349 equity shares of the Company which aggregates to 19.15% of the total issued and paid up share capital of the Company (which forms a part of the 4,06,66,835 equity shares (45.45%) held by Jupiter Wagons Limited in the Company) in favour of Avendus Finance Private Limited (as the lender) (“ <b>Avendus Finance</b> ”).								
Name of the promoter (s) or PACs with him*		Promoter holding in the target company (1)		Promoter holding already encumbered (2)		Details of events pertaining to encumbrance (3)						Post event holding of encumbered shares {creation [(2)+(3)] / release [(2)-(3)] / invocation [(1)-(3)]}	
	Number	% of total shar	Number	% of total	Type of event	Date of creati	Type of encumbranc e (pledge/	Reason s for encum	Numb er	% of sha	Name of the entity	Numb er	% of tot

		e capit al		share capital	(creat ion / releas e / invoc ation)	on/ releas e/ invoc ation of encum brance	lien/ non disposal undertaking/ others)	brance **		re cap ital	in whose favor shares encum bered ***		al sha re cap ital
Kailash Chand Gupta <sup>(###)</sup>	Nil	0.00 %	Nil	0.00%	Not Applica ble ("NA")	-	-	-	-	-	-	-	-
Rekha Gupta <sup>(###)</sup>	Nil	0.00 %	Nil	0.00%	NA	-	-	-	-	-	-	-	-
Nandini Malpani (on behalf of Jashn Beneficiary Trust) <sup>(###)</sup>	Nil	0.00 %	Nil	0.00%	NA	-	-	-	-	-	-	-	-
Commercial Automobiles Private Limited ("CAPL") <sup>(###)</sup>	Nil	0.00 %	Nil	0.00%	NA	-	-	-	-	-	-	-	-
Shalini Gupta	58,030	0.11 %	Nil	0.00%	NA	-	-	-	-	-	-	-	-
Jupiter Wagons Limited ("JWL") <sup>^^^</sup>	4,06,66 ,835	45.4 5%	4,06,66,8 35	45.45%	Creatio n	5 March 2019	Pledge	Security interest for the loan availed by JWL	1,71,38 ,349	19.15 %	Avendus Fiannce (lender)  VISTRA ITCL	4,06,66 ,835 <sup>(++ +)</sup>	45.45 % <sup>(+++)</sup>

								from Aventus Finance			(India) Limited (security trustee)		
Jupiter Forgings & Steel Private Limited (“JFSPL”) <sup>^^^</sup>	9,71,504	1.09 %	9,71,504	1.09%	NA	-	-	-	-	-	-	9,71,504	1.09 %
Murari Lal Lohia <sup>^^^</sup> (“ML Lohia”)	12,95,336	1.45 %	Nil	0.00%	NA	-	-	-	-	-	-	-	-
Murari Lal Lohia Hindu Undivided Family (“ML Lohia HUF”) <sup>y^^^</sup>	45,33,678	5.07 %	39,97,816	4.47%	NA	-	-	-	-	-	-	39,97,816	4.47 %
Tatravagonka A.S (“Tatravagonka”) <sup>^^^</sup>	68,00,518	7.60 %	Nil	0.00%	NA	-	-	-	-	-	-	-	-

\*The names of all the promoters, their shareholding in the target company and their pledged shareholding as on the reporting date should appear in the table irrespective of whether they are reporting on the date of event or not.

\*\* For example, for the purpose of collateral for loans taken by the company, personal borrowing, third party pledge, etc.

\*\*\*This would include name of both the lender and the trustee who may hold shares directly or on behalf of the lender.

<sup>^^^</sup> JWL, JFSPL, ML Lohia, ML Lohia HUF and Tatravagonka have become promoters of the Company on January 22, 2019.

<sup>(###)</sup> The board of directors of the Company have at its board meeting held on 1 December 2018 accepted the request for reclassification of, (i) Kailash Chand Gupta; (ii) Rekha Gupta; (iii) Nandini Malpani (on behalf of Jashn Beneficiary Trust); and (iv) CAPL 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, (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.

<sup>(+++)</sup> As of the date of this disclosure, JWL holds only 4,06,66,835 equity shares in the Company which aggregates to 45.45% of the total issued and paid up share capital of the Company. JWL has created the following encumbrances in relation to the 4,06,66,835 equity shares that aggregates to 45.45% of the total issued and paid up share capital of the Company, **(i)** a non disposal undertaking, effective from January 22, 2019, with respect to 4,06,66,835 equity shares which aggregates to 45.45% of the of the total issued and paid up share capital of the Company in favour of Axis Bank Limited ("**Axis Bank**") (as already disclosed by way of a disclosure dated 28 January 2019); **(ii)** creation of a pledge, effective from January 31, 2019, on 61,27,142 equity shares of the Company which aggregates to 6.85% of the total issued and paid up share capital of the Company (which forms a part of the 4,06,66,835 equity shares (45.45%) held by JWL in the Company) in favour of Avendus Finance, (as already disclosed by way of a disclosure dated 5 February 2019); and **(iii)** creation of a pledge, effective from 5 March 2019, on 1,71,38,349 equity shares of the Company which aggregates to 19.15% of the total issued and paid up share capital of the Company (which forms a part of the 4,06,66,835 equity shares (45.45%) held by JWL in the Company) in favour of Avendus Finance. Please also note that the prior approval of Axis Bank has been obtained, for creation of the encumbrances (i.e., pledges) set out at (ii) and (iii) above.

**For Jupiter Wagons Limited**



**Name:** Vikash Lohia  
**Designation:** Director  
**Authorised Signatory**

**Date:** 7 March 2019  
**Place:** Kolkata