

Date – 31 May 2022

BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Fort, Mumbai - 400 001 Tel No.: 022-2272 2039/37/3121 BSE – Scrip Code: 533272	National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (East) Mumbai – 400 051 Tel No.: 022 – 2659 8237/38 NSE – Symbol – CEBBCO	The Company Secretary, Jupiter Wagons Limited (formerly known as Commercial Engineers & Body Builders Co Limited), 48, Vandana Vihar Narmada Road, Gorakhpur, Jabalpur (M.P.)
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Dear Sirs,

Sub.: Disclosure under Regulation 10 (6) of the SEBI Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“SEBI Takeover Regulations”) made by (i) Jupiter Forgings & Steel Private Limited, (ii) Murari Lal Lohia; (iii) Murari Lal Lohia Hindu Undivided Family (represented by Mr. Murari Lal Lohia (as the Karta); (iv) Usha Lohia; (v) Vivek Lohia; (vi) Ritu Lohia; (vii) Vikash Lohia; (viii) Samir Kumar Gupta; (ix) Shradha Lohia; (x) Karisma Goods Private Limited; (xi) Jupiter Metal Spring Private Limited; (xii) Anish Consultants & Credits Private Limited; (xiii) Riddles Marketing Private Limited and (xiv) Tatravagonka A.S. (“Tatravagonka”)

For and on behalf of (i) Jupiter Forgings & Steel Private Limited, (ii) Murari Lal Lohia; (iii) Murari Lal Lohia Hindu Undivided Family (represented by Mr. Murari Lal Lohia (as the Karta); (iv) Usha Lohia; (v) Vivek Lohia; (vi) Ritu Lohia; (vii) Vikash Lohia; (viii) Samir Kumar Gupta; (ix) Shradha Lohia; (x) Karisma Goods Private Limited; (xi) Jupiter Metal Spring Private Limited; (xii) Anish Consultants & Credits Private Limited; (xiii) Riddles Marketing Private Limited and (xiv) Tatravagonka under Regulation 10(6) of the SEBI Takeover Regulations in relation to the equity shares of Jupiter Wagons Limited (formerly known as Commercial Engineers & Body Builders Co. Limited).

We request you to kindly take this on record. Many thanks.

"Encl: A/a"

Format for Disclosures under Regulation 10(6) –Report to Stock Exchanges in respect of any acquisition made in reliance upon exemption provided for in Regulation 10 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1.	Name of the Target Company (TC):	Commercial Engineers & Body Builders Co. Limited (“ Company ” / “TC” / “Amalgamated Company”)
2.	Name of the acquirer(s):	<ul style="list-style-type: none"> (i) Jupiter Forgings & Steel Private Limited; (“JFSPL”) (ii) Tatravagonka A.S. (“Tatravagonka”); (iii) Murari Lal Lohia (“ML Lohia”); and (iv) Murari Lal Lohia Hindu Undivided Family (represented by Mr. Murari Lal Lohia (as the Karta) (“ML Lohia HUF”) (v) Usha Lohia (“Usha”); (vi) Vivek Lohia (“Vivek”); (vii) Ritu Lohia (“Ritu”); (viii) Vikash Lohia (“Vikash”); (ix) Samir Kumar Gupta (“Samir”); (x) Shradha Lohia (“Shradha”); (xi) Karisma Goods Private Limited (“KGPL”); (xii) Jupiter Metal Spring Private Limited (“JMSPL”); (xiii) Anish Consultants & Credits Private Limited (“ACCPL”); and (xiv) Riddles Marketing Private Limited (“RMPL”).
3.	Name of the stock exchange where shares of the TC are listed:	<ul style="list-style-type: none"> (i) BSE Limited; and (ii) National Stock Exchange of India Limited. <p>(collectively, referred to as the “Stock Exchanges”)</p>

4.	<p>Details of the transaction including rationale, if any, for the transfer/ acquisition of shares:</p>	<ol style="list-style-type: none"> 1. The board of directors of the Company, at their meeting held on 28 September 2020 approved the scheme of amalgamation of Jupiter Wagons Limited (“Amalgamating Company”) (Amalgamating Company being one of the promoters of the Amalgamated Company as of 28 September 2020) 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”). The Scheme of Amalgamation contemplates the amalgamation of the Amalgamating Company into and with the Amalgamated Company and the dissolution without winding-up of the Amalgamating Company pursuant thereto (Amalgamating Company and Amalgamated Company collectively referred to as the “Companies”). Equity shares of the Amalgamating Company were not listed on any stock exchanges. 2. The share exchange ratio for the amalgamation of the Amalgamating Company into and with the Amalgamated Company is 5510:100, i.e., 5,510 (Five Thousand Five Hundred and Ten) fully paid up equity shares of the Amalgamated Company for every 100 (One Hundred) fully paid up equity shares of Amalgamating Company (“Share Exchange Ratio”). 3. In brief, the rationale for the Scheme of Amalgamation is, <i>inter-alia</i>, (i) consolidation of the business presently being carried on by the Companies which shall create greater synergies between the business operations of the Companies; (ii) enhancement of competitive strength, cost reduction and efficiencies; (iii) better alignment, coordination and streamlining of day to day operations; (iv) utilizing the financial strength of the Amalgamating Company to turn around the Amalgamated Company and embark on a growth phase; (v) greater efficiency in cash management; (vi) beneficial results for both Companies and in the long run, is expected to enhance value for shareholders; (vii) formation of a stronger company with a larger capital and asset base to enable the combined business to be pursued in a manner that is more convenient and advantageous to all the stakeholders; (viii) creation of value for various stakeholders, and shareholders of the Companies. 4. The equity shareholders, secured creditors and unsecured creditors of the Amalgamated Company approved the Scheme of Amalgamation with requisite majority at their respective meetings held on 25 June 2021. The equity shareholders, secured creditors and unsecured creditors of the Amalgamating Company approved the Scheme of Amalgamation with requisite majority at their respective meetings held on 16 August 2021. 5. The Hon’ble National Company Law Tribunal, Indore, approved/sanctioned the Scheme of Amalgamation by way of its order dated 13 May 2022. Further, the Hon’ble National Company Law Tribunal, Kolkata Bench approved/sanctioned the Scheme of Amalgamation by way of its order dated 28 February 2022 6. The Scheme of Amalgamation became effective on 18 May 2022 by filing the certified copies of the aforementioned orders with the relevant Registrar of Companies on 18 May 2022. Upon the Scheme of Amalgamation becoming effective, the Amalgamated Company issued equity shares in accordance with
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		<p>the Share Exchange Ratio (as mentioned in paragraph (2) above) to the equity shareholders of the Amalgamating Company as on the record date (i.e., 28 May 2022) and all equity shares and the unlisted non-cumulative redeemable preference shares of the Amalgamated Company held by the Amalgamating Company stand cancelled on the Effective Date (as defined in the Scheme of Amalgamation), as an integral part of the Scheme of Amalgamation.</p> <p>7. The current shareholding of the acquirers (disclosed at sr. no. 2 above), is set out below.</p>	
5.	Relevant regulation under which the acquirer is exempted from making open offer:	The acquisition of shares pursuant to the Scheme of Amalgamation is exempted from making an open offer in accordance with Regulation 10(1)(d)(ii) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.	
6.	Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so, <ul style="list-style-type: none"> - whether disclosure was made and whether it was made within the timeline specified under the regulations. - date of filing with the stock exchange. 	A disclosure of the acquisitions pursuant to the Scheme of Amalgamation was not required under Regulation 10(5) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as the same does not apply to acquisitions undertaken pursuant to Regulation 10(1)(d)(ii).	
7.	Details of acquisition:	Disclosures required to be made under regulation 10(5)	Whether the disclosures under regulation 10(5) are actually made
	a. Name of the transferor / seller:	Not applicable (“NA”)	NA
	b. Date of acquisition:	NA	NA
	c. Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above:	NA	NA
	d. Total shares proposed to be acquired / actually acquired as a % of diluted share capital of TC:	NA	NA
	e. Price at which shares are proposed to be acquired / actually acquired:	NA	NA

8.	Shareholding details		Pre-Transaction		Post-Transaction	
			No. of shares held	% w.r.t total share capital of TC	No. of shares held	% w.r.t total share capital of TC
	a.	Each Acquirer / Transferee(*)	(i) JFSPL: 9,71,504 (ii) Tatravagonka: 68,00,518 (iii) ML Lohia: 12,95,336 (iv) ML Lohia HUF: 45,33,678 (v) Usha: 0 (vi) Vivek: 0 (vii) Ritu: 0 (viii) Vikash: 0 (ix) Samir: 0 (x) Sharadha: 0 (xi) KGPL: 0 (xii) JMSPL: 0 (xiii) ACCPL: 0 (xiv) RMPL: 0 Prior to the Scheme of Amalgamation becoming effective, JFSPL, Tatravagonka, ML Lohia and ML Lohia HUF were already promoters of the TC prior to the Scheme of Amalgamation becoming effective. They were also shareholders of the	(i) JFSPL: 1.09% (ii) Tatravagonka: 7.60% (iii) ML Lohia: 1.45% (iv) ML Lohia HUF: 5.07% (v) Usha: .00% (vi) Vivek: 0.00% (vii) Ritu: 0.00% (viii) Vikash: 0.00% (ix) Samir: 0.00% (x) Sharadha: 0.00% (xi) KGPL: 0.00% (xii) JMSPL: 0.00% (xiii) ACCPL: 0.00% (xiv) RMPL: 0.00% Prior to the Scheme of Amalgamation becoming effective, JFSPL, Tatravagonka, ML Lohia and ML Lohia HUF were already promoters of the TC prior to the Scheme of Amalgamation becoming effective. They were also shareholders of the Amalgamating Company	(i) JFSPL: 1,49,53,129 (ii) Tatravagonka: 7,93,45,729 (iii) ML Lohia: 1,52,43,185 (iv) ML Lohia HUF: 73,05,814 (v) Usha: 19,12,135 (vi) Vivek: 77,96,540 (vii) Ritu: 14,43,345 (viii) Vikash: 1,14,26,473 (ix) Samir: 55,100 (x) Sharadha: 728,422 (xi) KGPL: 8,95,81,249 (xii) JMSPL: 4,33,96,760 (xiii) ACCPL: 153,61,880 (xiv) RMPL: 5,64,775 Post the Scheme of Amalgamation becoming effective, in addition to JFSPL, Tatravagonka, ML Lohia, and ML Lohia HUF (who were already	(i) JFSPL: 3.86% (ii) Tatravagonka: 20.48% (iii) ML Lohia: 3.93% (iv) ML Lohia HUF: 1.89% (v) Usha: 0.49% (vi) Vivek: 2.01% (vii) Ritu: 0.37% (viii) Vikash: 2.95% (ix) Samir: 0.01% (x) Sharadha: 0.19% (xi) KGPL: 23.12% (xii) JMSPL: 11.20% (xiii) ACCPL: 3.96% (xiv) RMPL: 0.15% Post the Scheme of Amalgamation becoming effective, in addition to JFSPL, Tatravagonka, ML Lohia, and ML Lohia HUF (who were already promoters of the TC prior to the Scheme of Amalgamation becoming effective), even Usha,

			<p>Amalgamating Company prior to the Scheme of Amalgamation becoming effective.</p> <p>Please also note that Usha, Vivek, Ritu, Vikash, Samir, Shradha, KGPL, JMSPL, ACCPL and RMPL did not have any direct shareholding % in the TC i.e., their respective direct shareholding was nil. However, they were shareholders of the Amalgamating Company which was one of the promoters of the TC prior to the Scheme of Amalgamation becoming effective and post the Scheme of Amalgamation becoming effective, the Amalgamating Company (i.e., Jupiter Wagons Limited) has dissolved without winding up.</p>	<p>prior to the Scheme of Amalgamation becoming effective.</p> <p>Please also note that Usha, Vivek, Ritu, Vikash, Samir, Shradha, KGPL, JMSPL, ACCPL and RMPL did not have any direct shareholding % in the TC i.e., their respective direct shareholding was nil. However, they were shareholders of the Amalgamating Company which was one of the promoters of the TC prior to the Scheme of Amalgamation becoming effective and post the Scheme of Amalgamation becoming effective, the Amalgamating Company (i.e., Jupiter Wagons Limited) has dissolved without winding up.</p>	<p>promotes of the TC prior to the Scheme of Amalgamation becoming effective), even Usha, Vivek, Ritu, Vikash, Samir, Shradha, KGPL, JMSPL, ACCPL and RMPL have become promoters of the TC and all the promoters of the TC collectively hold 28,91,14,536 equity shares of the TC.</p>	<p>Vivek, Ritu, Vikash, Samir, Shradha, KGPL, JMSPL, ACCPL and RMPL have become promoters of the TC and all the promoters of the TC collectively hold 74.62% of the equity shares of the TC.</p>
	b.	Each Seller / Transferor	NA	NA	NA	NA

Note: (*) Shareholding of each entity shall be shown separately and then collectively in a group.

- The above disclosure shall be signed by the acquirer mentioning date & place. In case, there is more than one acquirer, the report shall be signed either by all the persons or by a person duly authorized to do so on behalf of all the acquirers.

For and on behalf of (i) Jupiter Forgings & Steel Private Limited, (ii) Murari Lal Lohia; (iii) Murari Lal Lohia Hindu Undivided Family (represented by Mr. Murari Lal Lohia (as the Karta); (iv) Usha Lohia; (v) Vivek Lohia; (vi) Ritu Lohia; (vii) Vikash Lohia; (viii) Samir Kumar Gupta; (ix) Shradha Lohia; (x) Karisma Goods Private Limited; (xi) Jupiter Metal Spring Private Limited; (xii) Anish Consultants & Credits Private Limited; and (xiii) Riddles Marketing Private Limited



Name: *Vivek Lohia*

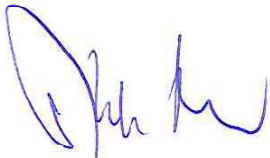
Designation: *Director / Promoter*

Authorised Signatory of (i) Jupiter Forgings & Steel Private Limited, (ii) Murari Lal Lohia; (iii) Murari Lal Lohia Hindu Undivided Family (represented by Mr. Murari Lal Lohia (as the Karta); (iv) Usha Lohia; (v) Vivek Lohia; (vi) Ritu Lohia; (vii) Vikash Lohia; (viii) Samir Kumar Gupta; (ix) Shradha Lohia; (x) Karisma Goods Private Limited; (xi) Jupiter Metal Spring Private Limited; (xii) Anish Consultants & Credits Private Limited; and (xiii) Riddles Marketing Private Limited

Date: 31 May 2022

Place: *Kolkata*

For Tatravagonka A.S.



Name: MICHAEL ŠKODA

Designation: Member of the Board

Authorised Signatory

Date: 31 May 2022

Place: Slovak Republic