

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 – 21 May 2021

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 Sir/ Madam

Sub.: Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI (LODR) Regulations”)

Notice of the meeting of the equity shareholders of the Amalgamated Company (*as defined below*) to be held on 25 June 25 2021 (“Notice”) pursuant to the order of the Hon'ble National Company Law Tribunal, Indore Bench at Ahmedabad.

This is in furtherance to our letter dated 24 April 2021 wherein we had informed that the Hon'ble National Company Law Tribunal, Indore Bench at Ahmedabad (“NCLT”), by way of its order dated 16 April 16, 2021 (that became available on the official website <https://nclt.gov.in/order> of the Hon'ble NCLT on 23 April 2021) (“NCLT Order”) had directed to convene a meeting of the equity shareholders of Commercial Engineers & Body Builders Co Limited (“Amalgamated Company”/“Company”) for approving the scheme of amalgamation of Jupiter Wagons Limited (“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.

Please note that the meeting of the equity shareholders of the Amalgamated Company is scheduled to be held on Friday, 25 June 2021, at 03.00 PM through Video Conference (“VC”)/Other Audio-Visual Means (“OAVM”) (“Meeting”).

Accordingly, pursuant to Regulation 30 of the SEBI (LODR) Regulations, we hereby enclose the copy of the Notice along with the annexures convening the Meeting which is being sent to the equity shareholders of the Amalgamated Company through permitted mode, in terms of the NCLT Order.

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 IV) : Industrial Area Richhai, Jabalpur - 482010 M.P.
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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The Company shall provide the facility for voting by way of remote e-voting and e-voting during the meeting by electronic mode, to enable the equity shareholders of the Company to vote on the resolution proposed in the Notice. The details regarding manner of voting are set out in the Notice. The period for remote e-voting and postal ballot is as follows:

Start Date and Time	Tuesday, 22 June 2021, (09:00 a.m.)
End Date and Time	Thursday, 24 June 2021, (05:00 p.m.)
Cut-off date for determining the eligibility of Equity Shareholders to vote on the Resolution	Friday, 18 June 2021

The Notice has been uploaded on the website of the Company at www.cebbco.com.

We request you to kindly take the above on record.

Yours faithfully,
For Commercial Engineers & Body Builders Co. Limited

Deepesh Kedia
Company Secretary



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



Commercial Engineers & Body Builders Co. Limited

NOTICE CONVENING MEETING OF THE EQUITY SHAREHOLDERS OF COMMERCIAL ENGINEERS & BODY BUILDERS CO LIMITED

Before National Company Law Tribunal

Indore Bench

C.A.(CAA)/8 (MP) 2021

In the matter of:

The Companies Act, 2013 - Sections 230 to 232 of the said Act and Rules made thereunder

And

COMMERCIAL ENGINEERS & BODY BUILDERS CO LIMITED, having CIN- L28100MP1979PLC049375 a Company incorporated under the Companies Act, 1956 and having its registered office at 48, Vandana Vihar, Narmada Road, Gorakhpur, Jabalpur – 482001, Madhya Pradesh.

...Applicant/ Transferee/Amalgamated Company

And

JUPITER WAGONS LIMITED, having CIN: U35202WB2006PLC110822, a Company incorporated under the Companies Act, 1956 and having its registered office at 4/2, Middleton Street Kolkata – 700071, West Bengal.

... Transferor/Amalgamating Company

COMMERCIAL ENGINEERS & BODY BUILDERS CO LIMITED

Registered Office : 48, Vandana Vihar, Narmada Road, Gorakhpur, Jabalpur – 482001, Madhya Pradesh
Tel No : 0761-2661336
CIN : L28100MP1979PLC049375
Website : www.cebbco.com
E-mail : cs@cebbco.com

MEETING OF THE EQUITY SHAREHOLDERS

OF

COMMERCIAL ENGINEERS & BODY BUILDERS CO LIMITED

(convened pursuant to the order dated 16th April, 2021

passed by the National Company Law Tribunal, Indore Bench at Ahmedabad)

MEETING :

Day	:	Friday
Date	:	25 th June, 2021
Time	:	3.00 pm IST (1500 hours)
Mode	:	Through Video Conference/Other Audio-Visual Means

REMOTE E-VOTING:

Start Date and Time	:	Tuesday, 22 nd June, 2021 at 9.00 am IST (0900 hours)
End Date and Time	:	Thursday, 24 th June, 2021 at 5.00 pm IST (1700 hours)



Commercial Engineers & Body Builders Co. Limited

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Commercial Engineers & Body Builders Co. Limited

Form CAA2

[Pursuant to Section 230(3) and Rule 6 of the Companies (Compromises, Arrangements and Amalgamation) Rules, 2016]

NOTICE CONVENING MEETING OF THE EQUITY SHAREHOLDERS OF COMMERCIAL ENGINEERS & BODY BUILDERS CO LIMITED

To

All the Equity Shareholders of

COMMERCIAL ENGINEERS & BODY BUILDERS CO LIMITED

NOTICE is hereby given pursuant to the Order dated 16th April, 2021 the Hon'ble National Company Law Tribunal, Indore Bench at Ahmedabad ("**NCLT**") has directed a meeting to be held of the Equity Shareholders of COMMERCIAL ENGINEERS & BODY BUILDERS CO LIMITED (hereinafter referred to as the 'Applicant Company' or the 'Amalgamated Company' or the 'Transferee Company') for the purpose of considering and if thought fit, approving with or without modification(s), the Scheme of Amalgamation between Commercial Engineers & Body Builders Co Limited and Jupiter Wagons Limited and their respective shareholders and creditors (hereinafter, the "**Scheme**") pursuant to the provisions of Sections 230-232 of the Companies Act, 2013 and the other applicable provisions thereof and applicable rules thereunder.

In pursuance of the Order and as directed therein further, this Notice is hereby given that a meeting of the Equity Shareholders of the Applicant Company will be held on Friday, 25th June, 2021 at 3.00 pm IST (1500 hours) through Video Conference ("**VC**")/ Other Audio-Visual Means ("**OAVM**") ("**Meeting**") in compliance with the applicable provisions of the Companies Act, 2013 ("Companies Act"), General Circular No.14/2020 dated 8th April, 2020, No.17/2020 dated 13 April 2020, No.22/2020 dated 15 June 2020, No.33/2020 dated 28 September 2020 and No.39/2020 dated 31 December 2020 (collectively hereinafter referred to as the '**MCA Circulars**') and Circulars No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 (collectively hereinafter referred to as the '**Circulars issued by SEBI**') and the said Equity Shareholders are requested to attend the Meeting. At the Meeting, the following resolution will be considered and if thought fit, be passed with or without modification(s):-

SPECIAL BUSINESS:

1. Approval of scheme under Sections 230 to 232 of the Companies Act, 2013

To consider and if thought fit approve with or without modification(s) the following Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the of Companies Act, 2013 (herein after referred as 'the Act') read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and any other rules, circulars and notifications made thereunder (including any statutory modification or re-enactment thereof for the time being in force), Section 2(1B) of the Income-tax Act, 1961, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof for the time being in force), the Securities and Exchange Board of India Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 (including any statutory modification or re-enactment thereof for the time being in force), the observation letter/No-objection letter issued by each of the BSE Limited and the National Stock Exchange of India Limited respectively, dated 14th December, 2020 and 10th December, 2020 respectively and subject to the provisions of the memorandum of association and articles of association of COMMERCIAL ENGINEERS & BODY BUILDERS CO LIMITED ('Company') and subject to the approval of the Hon'ble National Company Law Tribunal, Indore Bench at Ahmedabad (herein after referred as the 'Hon'ble Tribunal'/'NCLT') and subject to such other approvals, permissions and sanctions of regulatory and other authorities or Tribunals, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the NCLT or any other regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**", which term shall be deemed to mean and include one or more committee(s) constituted/to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), the Scheme of Amalgamation between Commercial Engineers & Body Builders Co Limited and Jupiter Wagons Limited and their respective shareholders and creditors (hereinafter, the "**Scheme**") the draft of which was circulated along with this Notice, be and is hereby approved.



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RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to the above resolution and to effectively implement the arrangement embodied in the scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the NCLT or tribunals while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise or meaning or interpretation of the scheme or implementation thereof or in any matter whatsoever connected therewith, including passing of such accounting entries and /or making such adjustments in the books of accounts as considered necessary in giving effect to the scheme, as the Board may deem fit and proper."

TAKE FURTHER NOTICE that since this Meeting is held, pursuant to the Order passed by the NCLT, through VC/OAVM, physical attendance of the Equity Shareholders has been dispensed with. Accordingly, the facility for appointment of proxies by the Equity Shareholders will not be available for the present Meeting and hence, the Proxy Form and Attendance Slip are not annexed to this Notice. However, in pursuance of Section 113 of the Companies Act, authorized representatives of institutional/corporate Equity Shareholders may be appointed for the purpose of voting through remote e-voting, for participation in the Meeting through VC/OAVM facility and e-voting during the Meeting provided that such Equity Shareholders sends a scanned copy (PDF/JPG Format) of its board or governing body resolution/authorization etc., authorizing its representative to attend the Meeting through VC/OAVM on its behalf, vote through e-voting during the Meeting and/ or to vote through remote e-voting.

TAKE FURTHER NOTICE that

- a) In compliance with the provisions of Section 230 of the Companies Act read with any other applicable provisions of the Companies Act and the rules framed thereunder and following the operating procedure (with appropriate modifications if required) of the General Circulars No.14/2020 dated 8th April, 2020, No.17/2020 dated 13 April 2020, No.22/2020 dated 15 June 2020, No.33/2020 dated 28 September 2020 and No.39/2020 dated 31 December 2020 issued by the Ministry of Corporate Affairs, Government of India (collectively referred to as the "**MCA Circulars**"), the Applicant Company has provided the facility of voting by remote e-voting and e-voting at the Meeting (Insta Poll) so as to enable the Equity Shareholders, to consider and approve the Scheme by way of the aforesaid resolution. Accordingly, voting by the Equity Shareholders of the Applicant Company to the Scheme shall be carried out only through remote e-voting and e-voting at the Meeting (Insta Poll);
- b) in compliance with the aforesaid Order passed by NCLT, (i) the aforesaid Notice, (ii) the Scheme, (iii) the explanatory statement under Sections 230(3), 232(1) and (2) and 102 of the Companies Act read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and any other applicable provisions of Companies Act and the rules made thereunder, and (iv) the enclosures as indicated in the Index (collectively referred to as "**Particulars**"), are being sent (A) through electronic mode to those Equity Shareholders whose e-mail IDs are registered with the Applicant Company; and (B) through registered post or speed post or courier, physically, to those Equity Shareholders who have not registered their e-mail IDs with the Applicant Company. The aforesaid Particulars are being sent to all the equity shareholders whose names appear in the register of members/list of beneficial owners on Friday, February 26, 2021;
- c) the Equity Shareholders may note that the aforesaid Particulars will be available on the Applicant Company's website www.cebbco.com, websites of the Stock Exchanges i.e. BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively, and on the website of KFin Technologies Private Limited ("KFinTech") at <https://evoting.kfintech.com>;
- d) copies of the aforesaid Particulars can be obtained free of charge, between 10.30 a.m. to 12.30 p.m. on all working days, at the registered office of the Applicant Company, up to the date of the Meeting, at 48, Vandana Vihar, Narmada Road, Gorakhpur, Jabalpur – 482001, Madhya Pradesh or from the office of authorised representative Mr. Chetan Patel at 301 Akshar Stadia, Opp. Symphony House, B/H Armieda Cosmetic Centre, Off S G Highway, Bodakdev, Ahmedabad - 380059;
- e) the Applicant Company has extended the remote e-voting facility for its Equity Shareholders to enable them to cast their votes electronically. The instructions for remote e-voting and e-voting at the Meeting (Insta Poll) are appended to the Notice. The Equity Shareholders opting to cast their votes by remote e-voting and e-voting during the Meeting (Insta Poll) through VC/ OAVM are requested to read the instructions in the Notes below carefully. In case of remote e-voting, the votes should be cast in the manner described in the instructions from Tuesday 22nd, June, 2021 (9.00 am IST) to Thursday 24th, June, 2021 (5.00 pm IST);
- f) the NCLT has appointed Ms. Vineeta Shriwani, Independent Director of the Applicant Company and in her absence Mr. M.V. Raja Rao, Independent Director of the Applicant Company to be the Chairperson of the Meeting including for any adjournment or adjournments thereof;



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- g) one independent director of the Applicant Company and the auditor (or his authorized representative who is qualified to be an auditor) of the Applicant Company shall be attending the Meeting through VC/OAVM;
- h) CS Sonam Agarwal (Membership No. A46428 C.P. No. 16978) a Practicing Company Secretary has been appointed as the scrutinizer to scrutinize the e-voting during the Meeting (Insta Poll) and remote e-voting process in a fair and transparent manner;
- i) the scrutinizer shall after the conclusion of e-voting at the Meeting (Insta Poll), first download the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and submit his combined report to the Chairman of the Meeting. The scrutinizer's decision on the validity of the votes shall be final. The results of the votes cast through remote e-voting and e-voting during the Meeting (Insta Poll) will be announced on or before close of business hours on 27th June 2021. The results, together with the scrutinizer's report, will be displayed at the registered office of the Applicant Company, on the website of the Applicant Company, www.cebbco.com and on the website of KFinTech at <https://evoting.kfintech.com>, besides being communicated to BSE Limited and the National Stock Exchange of India Limited;
- j) the Scheme, if approved at the Meeting, will be subject to the subsequent approval of NCLT; and
- k) a copy of the explanatory statement, under Sections 230(3), 232(1) and (2) and 102 of the Companies Act read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and any other applicable provisions of Companies Act and the rules made thereunder, the Scheme and the other enclosures as indicated in the Index are enclosed herewith.

Vineeta Shriwani
Chairperson appointed for the meeting

Dated this 15th Day of May, 2021
Registered office: 48, Vandana Vihar
Narmada Road, Gorakhpur
Jabalpur – 482001
Madhya Pradesh



Commercial Engineers & Body Builders Co. Limited

NOTES:

1. General instructions for accessing and participating in the Meeting through VC/OAVM Facility and voting through electronic means including remote e-voting

- (a) Pursuant to the Order passed by the NCLT, Meeting of the Equity Shareholders of the Applicant Company will be held through VC/ OAVM following the operating procedures (with appropriate modifications if required) set out in the MCA Circulars.
- (b) Since, the Meeting is being held pursuant to Order passed by the NCLT through VC/OAVM, physical attendance of the Equity Shareholders has been dispensed with. Accordingly, the facility for appointment of proxies by the Equity Shareholders will not be available for the Meeting. However, in pursuance of Section 113 of the Companies Act, authorized representatives of institutional/corporate Equity Shareholders may be appointed for the purpose of voting through remote e-voting, for participation in the Meeting through VC/OAVM facility and e-voting during the Meeting provided that such Equity Shareholders sends a scanned copy (PDF/JPG Format) of its board or governing body resolution/authorization etc., authorizing its representative to attend the Meeting through VC/OAVM on its behalf, vote through e-voting during the Meeting (Insta Poll) and/or to vote through remote e-voting, on its behalf.
- (c) The proceedings of this Meeting would be deemed to have been conducted at the registered office of the Applicant Company located at 48, Vandana Vihar Narmada Road, Gorakhpur, Jabalpur – 482001, Madhya Pradesh.
- (d) The quorum of the Meeting of the equity shareholders of the Applicant Company shall be 30 (Thirty) equity shareholders of the Applicant Company. The equity shareholders attending the Meeting through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act.
- (e) The aforesaid Particulars are being sent (i) through electronic mode to those Equity Shareholders whose e-mail IDs are registered with the Applicant Company; and (ii) through registered post or speed post or courier, physically, to those Equity Shareholders who have not registered their e-mail IDs with the Applicant Company. The aforesaid Particulars are being sent to all the equity shareholders whose names appear in the register of members/list of beneficial owners on Friday, February 26,2021.
- (f) KFinTech, the Applicant Company's Registrar and Transfer Agent, will provide the facility for voting by the equity shareholders through remote e-voting, for participation in the Meeting through VC/OAVM and e-voting during the Meeting (Insta Poll).
- (g) All the documents referred to in the accompanying explanatory statement, shall be available for inspection through electronic mode during the proceedings of the Meeting. equity shareholders seeking to inspect copies of the said documents may send an email at cs@cebbco.com Further, all the documents referred to in the accompanying explanatory statement shall also be open for inspection by the equity shareholders at the registered office of the Applicant Company between 10.30 a.m. to 12.30 p.m. on all working days up to the date of the Meeting. A recorded transcript of the Meeting shall also be made available in electronic form on the website of the Applicant Company.
- (h) The Notice convening the Meeting will be published through advertisement in (i) Financial Express in English language; and (ii) translation thereof in Raj Express in Hindi language.
- (i) In accordance with the provisions of Sections 230-232 of the Companies Act, the Scheme shall be acted upon only if a majority in persons representing three fourths in value of the equity shareholders, of the Applicant Company, voting in person through VC/ OAVM or remote e-voting, approve the Scheme.
- (j) In terms of the SEBI circular dated March 10, 2017 and bearing reference number CFD/DIL3/CIR/2017/21 (including any statutory modification or re-enactment thereof for the time being in force), the Scheme of arrangement shall be acted upon only if the votes cast by the public shareholders in favour of the proposal are more than the number of votes cast by the public shareholders against it.
- (k) Since the Meeting will be held through VC/OAVM in accordance with the Order passed by NCLT and the operating procedures (with appropriate modifications if required) set out in the MCA Circulars, the route map, proxy form and attendance slip are not attached to this Notice.

2. Procedure for joining the Meeting through VC/OAVM

- (a) The Applicant Company will provide VC/OAVM facility to its equity shareholders for participating in the Meeting. The equity shareholders will be able to attend the Meeting through VC/OAVM or view the live webcast of the Meeting at <https://emeetings.kfintech.com> by using their remote e-voting login credentials and selecting the 'EVENT' for the Meeting.
- (b) The equity shareholders are requested to follow the procedure given below:
 - i. Launch internet browser (chrome/firefox/safari) by typing the URL: <https://emeetings.kfintech.com>;



Commercial Engineers & Body Builders Co. Limited

- ii. Enter the login credentials (i.e., User ID and password for e-voting);
 - iii. After logging in, click on 'Video Conference' option; and
 - iv. Then click on camera icon appearing against NCLT EVENT of Commercial Engineers & Body Builders Co Limited, to attend the Meeting.
- (c) The equity shareholders may join the Meeting through laptops, smartphones, tablets or iPads for better experience. Further, the equity shareholders will be required to use internet with a good speed to avoid any disturbance during the Meeting. Equity Shareholders will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Mozilla Firefox.
- Please note that the participants connecting from mobile devices or tablets or through laptops connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches. Equity Shareholders will be required to grant access to the web-cam to enable two-way video conferencing.
- (d) Facility to join the Meeting will be opened thirty minutes before the scheduled time of the Meeting and will be kept open throughout the proceedings of the Meeting.
- (e) The facility of participation at the Meeting through VC/OAVM will be made available for 1,000 (one thousand) equity shareholders on first-come-first-served basis. Large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors, etc. will not be subject to the aforesaid restriction of first-come-first-served basis.
- (f) The Equity Shareholders who would like to express their views or ask questions during the Meeting may register themselves as speakers by logging on to <https://emeetings.kfintech.com> and clicking on the 'Speaker Registration' option available on the screen after log in. The speaker registration will be open from Tuesday, 22nd June 2021 (9.00 am IST) to Wednesday, 23rd June, 2021 (5.00 pm IST). Only those Equity Shareholders who are registered as speakers will be allowed to express their views or ask questions.

Equity Shareholders seeking any information with regard to the matter to be considered at the Meeting, are requested to write to the Applicant Company on or before Wednesday, 23rd June, 2021 through email on cs@ceb3co.com. The same will be replied by the Applicant Company suitably.

Alternatively, the Equity Shareholders may also visit <https://emeetings.kfintech.com> and click on the tab 'Post Your Queries' during the period starting from 22 June 2021 (9.00 a.m.) upto 23 June 2021 (5.00 p.m.) mentioning their name, demat account no./Folio no., e-mail Id, mobile number etc. and post their queries/ views/questions in the window provided, by mentioning their name, the name of the Equity Shareholders, email ID and mobile number. The window will be closed on Wednesday, 23rd June, 2021 (5.00 pm IST).

The Chairman, at its discretion reserves the right to restrict the number of questions and number of Speakers, depending upon availability of time as appropriate for smooth conduct of the Meeting.

- (g) Equity Shareholders who need assistance before or during the Meeting, may contact KFin Technologies at evoting@kfintech.com or call on toll free numbers 1800-309-4001.
- (h) Institutional/corporate Equity Shareholders are required to send a scanned copy (PDF/JPG Format) of its board or governing body resolution/authorization etc., authorizing its representative to attend the Meeting through VC/OAVM on its behalf, vote through e-voting during the Meeting (Insta Poll) and/ or to vote through remote e-voting. The scanned image of the abovementioned documents should be in the name format 'Corporate Name_EVENT NO.' The said resolution/authorization shall be sent to the scrutinizer by email through its registered email ID to cssonam.aagarwal04@gmail.com with a copy marked to evoting@kfintech.com and cs@ceb3co.com before the Meeting or before the remote e-voting, as the case may be.

3 Instructions for remote e-voting and e-voting at the meeting (Insta Poll)

- (a) In compliance with the operating procedures (with appropriate modifications if required) set out in the applicable provisions of the Companies Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the MCA Circulars, as amended, the Applicant Company is pleased to provide to its Equity Shareholders facility to exercise their right to vote on the resolution proposed to be considered at the Meeting by electronic means and the business would be transacted through e-voting services arranged by KFinTech. The Equity Shareholders may cast their votes remotely, using an electronic voting system ("remote e-voting") on the dates mentioned herein below.
- (b) Those Equity Shareholders, who will be present in the Meeting through VC/OAVM facility and have not cast their vote on the resolution through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting facility during the Meeting (Insta Poll).



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- (c) The Equity Shareholders who have cast their vote by remote e-voting prior to the Meeting may also join the Meeting through VC/OAVM, but shall not be entitled to cast their vote again. An Equity Shareholders can opt for only single mode of voting per EVENT, i.e., through remote e-voting or e-voting at the Meeting (Insta Poll). If an Equity Shareholders casts vote(s) by both modes, then voting done through remote e-voting shall prevail and vote(s) cast at the Meeting shall be treated as 'INVALID'.
- (d) The remote e-voting period commences on Tuesday, 22nd June, 2021 (9.00 am IST) and ends on Thursday, 24th June, 2021 (5.00 pm IST). The remote e-voting module will be disabled by KFinTech for voting thereafter. Once the vote on a resolution is cast by the Equity Shareholders, he/it will not be allowed to change it subsequently. During this period, Equity Shareholders of the Applicant Company holding shares either in physical form or in dematerialized form, as on Friday, 18th June, 2021, i.e., Cut-Off Date, may cast their vote by remote e-voting. A person who is not an equity shareholder as on the Cut -Off Date should treat this Notice for information purpose only.

4 The process and manner for remote e-voting is as under:

A. In case Equity Shareholders receives an email from KFinTech [for Equity Shareholders whose email address are registered with the Applicant Company/Depository Participants]:

- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com>.
- ii. Enter the login credentials (i.e., User ID and Password) which has been informed to you along with the Notice.
- iii. After entering these details appropriately, click on 'LOGIN'.
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password should comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc., on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the 'EVENT', i.e., Commercial Engineers & Body Builders Co Limited.
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-Off Date under 'FOR/AGAINST' or, alternatively, you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding as mentioned hereinabove. You may also choose the option 'ABSTAIN'. If you do not indicate either 'FOR' or 'AGAINST' it will be treated as 'ABSTAIN' and the shares held will not be counted under either head.
- viii. Equity shareholders holding multiple folios/demat accounts may choose the voting process separately for each folio/demat accounts.
- ix. You may then cast your vote by selecting an appropriate option and click on 'Submit'.
- x. A confirmation box will be displayed. Click 'OK' to confirm else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, you can login any number of times till you have voted on the Resolution.

B. Equity shareholders who have not registered their email ID are requested to update the same at the earliest:

- i. Equity shareholders holding shares in physical mode and who have not registered/updated their email ID with the Applicant Company are requested to register/update their email ID with KFinTech by sending requests at einward.ris@kfintech.com, with details of their folio number and attaching as self-attested copy of their PAN card or by logging on to https://ris.kfintech.com/email_registration/.
- ii. Equity shareholders holding shares in dematerialized mode are requested to register/update their email ID with the relevant depository participant.
- iii. Upon registration, the equity shareholder will receive an email from KFinTech which includes details of e-Voting Event Number (EVENT), UserID and Password.
- iv. Please follow all steps from Note.No.4 a(i) to(x) above to cast the vote by electronic means.
- v. If there is any change in the e-mail address already registered with the Applicant Company, the equity shareholders are requested to immediately notify such change to the Applicant Company's Registrar and Transfer Agent, KFinTech, in respect of shares held in physical form, and to their depository participant in respect of shares held in electronic form.



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- vi. The equity shareholders who do not have their User ID and Password for e-voting or have forgotten their User ID and Password may retrieve the same by following the procedure given in the e-voting instructions as mentioned above.

C. Other Instructions

- i. The voting rights of the equity shareholders shall be in proportion to their shareholding of the paid up equity share capital of the Applicant Company as on the cut-off date i.e. 18th June, 2021;
- ii. A person, whose name is recorded in the register of member or register of beneficial owner maintained by the depositories as on the cut-off date i.e. 18th June, 2021, only shall be entitled to avail the facility of remote e-voting or for participation and e-voting at the Meeting (Insta Poll).
- iii. Any person, who acquires shares of the Applicant Company and becomes an equity shareholder of the Applicant Company after dispatch of the Notice of the Meeting and holding shares as of the Cut-Off Date, i.e., 18th June, 2021, may obtain User ID and Password in the manner as mentioned below:
 - I. If email address of the equity shareholder is registered against Folio No./DPID-ClientID, then on the home page of <https://evoting.kfintech.com>, the equity shareholder may click 'Forgot Password' and enter Folio No. or DPID-Client ID and PAN to generate a password.
 - II. Equity shareholders may send an e-mail request to evoting@kfintech.com. If the equity shareholder is already registered with the KFinTech' se-voting platform, then such equity shareholder can use his/her existing User ID and Password for casting the vote through remote e-voting.
 - III. In case of any queries, please visit Help and FAQs section available at KFinTech website <https://evoting.kfintech.com>. For any grievances related to e-voting, please contact Mr. Shyam Kumar, Senior Manager, KFin Technologies Private Limited, Selenium Tower B, Plot Nos.31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032 at evoting@kfintech.com, Toll Free No:1800-309-4001.

5. Information and instructions for e-voting facility at the meeting (Insta Poll)

- (a) Facility to cast vote through e-voting at the Meeting (Insta Poll) will be made available on the video conference screen and will be activated once the e-voting is announced at the Meeting.
- (b) Those Equity shareholders, who will be present in the Meeting through VC/OAVM facility and have not cast their vote on the resolution through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting facility during the Meeting (Insta Poll).
- (c) The procedure for e-voting during the Meeting (Insta Poll) is same as the instructions mentioned above for remote e-voting since the Meeting is being held through VC/OAVM. The e-voting window shall be activated upon instructions of the Chairman of the Meeting during the Meeting. E-voting during the Meeting (Insta Poll) is integrated with the VC/OAVM platform and no separate login is required for the same.

6. Other information

SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Equity shareholders holding shares in electronic form are requested to submit their PAN to their DPs, and those holding shares in physical form are requested to submit their PAN to the Applicant Company's Registrar and Transfer Agent, KFin Technologies Private Limited, Selenium Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad- 500032 or at evoting@kfintech.com.

Encl: As above



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EXPLANATORY STATEMENT UNDER SECTIONS 230(3), 232(1) AND (2) AND 102 OF THE COMPANIES ACT, 2013 READ WITH RULE 6 OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016

1. Pursuant to the Order dated 16th April, 2021 passed by the Hon'ble National Company Law Tribunal, Indore Bench at Ahmedabad ("NCLT"), in CA (CAA)/ 8(MP)2021 ("**Order**"), a meeting of the Equity shareholders of Commercial Engineers & Body Builders Co Limited (hereinafter referred to as the "**Applicant Company**" or the "**Transferee Company**" or "**Amalgamated Company**" as the context may admit) is being convened through Video Conference ("**VC**")/Other Audio-Visual Means ("**OAVM**"), on Friday, 25th June, 2021 at 3.00 pm, for the purpose of considering, and if thought fit, approving, with or without modification(s), the Scheme of Arrangement between the Commercial Engineers & Body Builders Co Limited and Jupiter Wagons Limited (hereinafter referred to as the "**Transferor Company**") and their respective shareholders and creditors (hereinafter, the "**Scheme**") under Sections 230-232 of the Companies Act, 2013 (hereinafter referred to as the "**Act**"), and other applicable provisions of the Act, read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ("**Scheme**"). The Transferor Company and the Transferee Company are together referred to as the "**Companies**" or "**Parties**", as the context may admit. A copy of the Scheme, which has been, inter alios, approved by the Audit Committee and the Board of Directors of the Applicant Company at their respective meetings, all held on 28th September, 2020 is enclosed as **Annexure 1**. Capitalised terms used herein but not defined shall have the meaning assigned to them in the Scheme, unless otherwise stated.
2. In terms of the Order, the quorum for the said meeting shall be 30 (thirty). Equity shareholders attending the meeting through VC/OAVM shall be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013.
3. Further in terms of the Order, NCLT, has appointed Ms. Vineeta Shriwani, Independent Director of the Applicant Company and in her absence Mr. M.V. Raja Rao, Independent Director of the Applicant Company to be the Chairperson of the Meeting including for any adjournment or adjournments thereof;
4. This statement is being furnished as required under Sections 230(3), 232(1) and (2) and 102 of the Act read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ("**Rules**").
5. As stated earlier, NCLT by its Order has, inter alia, directed that a meeting of the Equity Shareholders of the Applicant Company shall be convened through VC/OAVM, on Friday, 25th June, 2021 at 3.00 pm (1500 hours) for the purpose of considering, and if thought fit, approving, with or without modification(s), the arrangement embodied in the Scheme ("**Meeting**"). Equity shareholders would be entitled to vote either through remote e-voting or e-voting at the Meeting (Insta Poll).
6. The Scheme of arrangement shall be acted upon only if the votes cast by the public shareholders in favour of the proposal are more than the number of votes cast by the public shareholders against it.
7. In terms of the Order, if the entries in the records/registers of the Applicant Company in relation to the number of Equity shares are disputed, the Chairman of the Meeting shall determine the number for the purposes of the said Meeting, subject to the orders of NCLT in the petition seeking sanction of the Scheme.

Particulars of the Transferee Company

8. The Transferee Company, is a listed Public Limited Company incorporated under the Companies Act, 1956 vide certificate of incorporation dated 28th September, 1979 issued by the Registrar of Companies, Kanpur. The Corporate Identification Number (CIN) of the Amalgamated Company is L28100MP1979PLC049375. The Transferee Company is now governed by the Act. The Permanent Account Number of the Transferee Company is AAACC5823E. The equity shares of the Transferee Company is listed on BSE Limited and National Stock Exchange of India Limited. The non-convertible cumulative redeemable preference shares issued by the Transferee Company are not listed on any stock exchange.
9. The Registered Office of the Transferee Company since 20th August 2019 is situated at 48, Vandana Vihar, Narmada Road, Gorakhpur, Jabalpur – 482001, Madhya Pradesh within the jurisdiction of this Hon'ble Tribunal. The registered office of the Transferee Company was previously situated in 84/105-A, G.T. Road, Kanpur Mahanagar, Kanpur - 208003 (U.P.) INDIA. The e-mail address of the Transferee Company is cs@cebbco.com
10. The objects for which the Transferor Company has been established are set out in its Memorandum of Association. The main objects of the Amalgamated Company as per the aforesaid Memorandum of Association are as follows:-
 1. To carry on the business of makers, manufacturers, producers, builders, fabricators, constructors, developers, assembles, fitters, mounters, sellers, importers, exporters, repairers, dealers, agents, improvers, maintainers, hirers, cleaners, distributors, sole selling agents, area agents, retailers, wholesalers, stores, operators, mechanical and electrical and civil engineers etc. of cars,

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vehicles, trucks, buses, lorries, cycles, and cycle-cars, mopeds, jeeps, jhongas, motor-vans, motor-boats, launches, ships, helicopters, rollers, aeroplanes, airships, sea-planes, velocipedex, submarines, balloons, parachutes, carriages, amphibian vehicles, or other vehicles or conveyances of all description, whether fitted with or propelled or assisted by means of oil, gas, petrol, diesel compressed air, steam, electricity, magnetic, mechanical, atomic, manual, animal or other power, wherein existence presently or discovered or invented hereafter for operation on or below land, river, sea, air and space; and of the parts, accessories, spares, stores, components, ancillaries, etc. of such goods and things; and of mounting bodies, equipment, platforms, structures, tanks, tents or other machinery, plant or outfits of all and every description on or around or upon or attached to or linked with or independent of the said goods and things. AND the Company will also do the following interconnected businesses: -

- (a) To manufacture, buy, sell, exchange, alter or improve, give on hire or hire-purchase agreement and deal in vehicles of any kind, construct, repair, alter, purchase, acquire, import or receive by the Company and to manipulate, improve, repair for market and otherwise deal in all kinds of plants, machinery, parts, tools, utensils, substances, materials and things necessary or convenient for carrying on any of the above specified business or usually dealt in by persons engaged in the like trade or business.
 - (b) To operate, establish and maintain garages, service stations, workshops, terminal freight points and to store, repair on rent and lease motors, automobiles, motor-trucks, station wagons, motor buses, aero planes and other vehicles of all sorts.
 - (c) To carry on the work and business of mechanical and electrical engineers and contractors and to run a workshop to undertake and execute all type of mechanical and structural jobs of manufacture, fabrication and erection of things and articles and to do various types of sheet metal work including manufacture and construction of storage tanks, buckets, drums, various types of containers and other similar items that may be easily marketable.
 - (d) To carry on the business of transport of goods or passengers from place to place either by air or by land or sea or partly through sea and partly by land or air whether in aeroplanes, motor-vehicles, animal drawn to carry on all or any of the following business; i. e. general carriers, transporters, railway and forwarding agents, wareh, elusemen, store-keepers, bonded Carmen, and common Carmen, and any other business, manufacture or trade which can conveniently be carried on in connection therewith.
 - (e) To run taxicabs, lorries, cars, trucks, station wagons, aeroplanes, air-ships, cycle rickshaws, motorcycle tongas, hackney carriages, railways, rail motors, ships, vessels, boats and all other vehicles whatsoever kind propelled by electricity, gas gasoline, compressed air, steam, manual power, mechanised power, oil crude, oil atomic or other energy or by whatsoever other means from one place to another (whatsoever) for the purpose of carrying conveying, transporting goods, animals, passengers, merchandise or other things.
 - (f) To own, establish, run any kind of workshop, foundry or factory for the purpose of clause (A) (1) above and/or of making repairing, altering or otherwise treating any vehicles, planes, ships, chassis, buses, trucks, lorries, or any other such things.
 - (g) To carry the business of manufactures, traders, importers and exporters of Solar cookers, solar heaters and other solar appliances of all kinds and specifications, their components, accessories and implements and to transport or carry or convey the same from one part of the country to another and to export the same abroad.
 - (h) To carry on the business of planting, cultivate, raising vegetables, fruits, seed nuts, oil seeds food grains, sugarcane, pulse and any other agriculture or horticulture items and to prepare, preserve, manufacture, crush and render marketable any such produce and to deal in the same and for attainment of the aforesaid object to purchase on lease or other wise acquire lands, farms, vineyards, gardens, orchards etc.
2. To engage and deal in iron, steel, wood, timbers, lime, sand, cement, glass, stone, brick, concrete, plastic, masonry and earth construction.
 3. To act as distributors, commission agents, brokers, insurance agents, import and export agents and manufacturers representatives, for goods of all description, and also to act as agents of Motor Insurance Companies, to introduce insurance business, with respect to car, motor vehicles, or other vehicles appertaining to fire, accident indemnity and general insurance or re-insurance and third party risk and general business of contractors.



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4. To carry on the business of iron-founders, mechanical engineers, machinists, manufacturers, dealers, importers and exporters of all kinds of implements, tools, gas, generators, engines, tyres, rubber goods, tubes, bodies, chassis, carburetors, magnets, silencers, radiators, sparking plugs, paraffin, vaporisers, Speedo-motors, self-starters, gears, wheels, parts, and accessories of all kinds which may be useful for or conducive to the carrying on of the business of the Company.
5. To carry on business as financiers, bankers, capitalists, concessioners and merchants, importers and exporters and to undertake and to carry on and execute all kinds of commercial financial, trading and other operations and undertaking and also business of Hire Purchase in all its forms and modes, and to negotiate, advance, deposit or loan money or securities to buy, sell, discount and deal in promissory notes, bills of exchange, hundies, warrants, coupons or other negotiable or transferable securities or chose-in-action or other documents. To invest, guarantee or become liable for the payment of money or for the performance of any obligations or to stand as surety and generally to transact all kinds of business of indemnity and guarantee to execute all kinds of trusts and carry on all kinds of agency business.
6. To carry on the business of export and import of merchandise machinery, equipment, articles, manufactured or otherwise, produce of all kinds to or from any country or transport or carry on convey the same from the one part of the country to another part thereof."

Further, the object clause of the Transferee Company has been amended by inserting new sub-clauses 7 and 8 after the existing sub-clause 6 of the Memorandum of Association of the Company pursuant to the approval of the members through postal ballot on 24th December 2020 to include the following clauses:

- "7. To carry on the business of casting, forging, rolling, refining, smelting, altering, improving, buying, selling, importing, exporting, manufacturing, repair, maintenance and otherwise dealing in iron and steel in all forms, shapes and sizes and alloys thereof and in aluminium, copper, zinc and other metals and alloys for all forms of vehicles and conveyances including railway wagons, railway switches, railway crossings, goods carriage, components, coaches, rolling stock and other railway accessories/components related to the foregoing products; and
8. To establish, own, acquire, manage and operate steel fabricating shops, ferrous and non-ferrous melting furnaces and to carry on business as traders and manufacturers of ferrous, non-ferrous metals ingots, balloons, billets, slabs, sheets, strips, round bars and other hardware items."

Except as stated above, there has been no change in the object clause of the Transferee Company in the last 5 years.

11. There has been no change in the name of the Transferee Company during the last 5 years.
12. The Transferee Company is currently engaged, *inter alia*, in the business of metal fabrication comprising of load bodies for commercial vehicles and rail freight wagons and manufacturing, maintenance and repair of commercial vehicles and railway wagons
13. The Authorised, Issued, Subscribed and Paid-up Share Capital of the Transferee Company as on December 31, 2020 was as follows:

Particulars	Amount (INR)
Authorised share capital	
38,20,50,000 equity shares of INR 10 each	382,05,00,000
88,00,000 preference shares of INR 100 each	88,00,00,000
TOTAL	470,05,00,000
Issued, subscribed and paid-up share capital	
8,94,82,657 equity shares of INR 10 each	89,48,26,570
67,48,229 Preference Shares of INR 100 each	67,48,22,900
TOTAL	1,56,96,49,470

Further, as an integral part of the Scheme and upon the Scheme becoming effective, the Transferee Company shall issue 33,86,31,597 equity shares of Rs.10/- each aggregating to Rs. 3,38,63,15,970/- to the equity shareholders of the Transferor Company whose names are recorded in the register of members of the Transferor Company on the Record Date, in a manner that each such equity shareholder of the Transferor Company shall be issued 5510 fully paid-up equity shares of Rs.10/- each of the Transferee Company for every 100 fully paid-up equity shares of Rs.10/- each held by such equity shareholder in Transferor Company as on the Record Date and the

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decimal allocation will be rounded off to the next higher number if more than 0.50 and it shall be rounded off to the previous number if the decimal is less than 0.50.

The issued, subscribed and paid-up equity share capital of the Transferee Company shall stand increased from Rs.89,48,26,570/- (Rupees Eighty Nine Crore Forty Eight Lakh Twenty Six Thousand Five Hundred And Seventy) divided into 8,94,82,657 (Eight Crore Ninety Four Lakh Eighty Two Thousand Six Hundred And Fifty Seven) equity shares of Rs.10/- (Rupees ten) each to Rs.3,87,44,74,190/- (Rupees Three Hundred Eighty Seven Crore Forty Four Lakh Seventy Four Thousand One Hundred And Ninety) divided into 38,74,47,419 (Thirty Eight Crore Seventy Four Lakh Forty Seven Thousand Four Hundred And Nineteen) equity shares of Rs.10/- (Rupees Ten) each.

Further, as an integral part of the Scheme and upon the Scheme becoming effective, (A) the equity shares; and (B) the non-convertible cumulative redeemable preference shares of the Transferee Company, held by the Transferor Company, on the Effective Date, shall be cancelled without any further act or deed by operation of law.

Particulars of the Transferor Company

14. The Transferor Company is an Unlisted Public Limited Company incorporated under the under the provisions of the Companies Act, 1956 vide certificate of incorporation dated 27th July, 2006 issued by the Registrar of Companies, West Bengal. The Corporate Identification Number of the Amalgamating Company is U35202WB2006PLC110822. The Permanent Account Number of the Transferor Company is AABCJ7146C. There has been no change in the name of the Transferor Company in the last 5 years. The equity shares of the Transferor Company are not listed on any Stock Exchange.
15. The registered office of the Transferor Company is situated at 4/2, Middleton Street Kolkata - 700071, West Bengal. The e-mail address of the Transferor Company is tulsyan@jupiterwagons.com. There has been no change in the registered address of the Transferor Company in the last 5 years.
16. The objects for which the Transferor Company has been established are set out in its Memorandum of Association. The main objects of the Amalgamating Company are as follows:-
 1. To carry on the business of manufacturing of railway wagons, wagons, goods carriage, components, coaches, rolling stock, and other accessories.
 2. To carry on the business of casting, forging, rolling, refining, smelting, altering, improving, buying, selling, importing, exporting, manufacturing and otherwise dealing in iron and steel in all forms, shapes and sizes and alloys thereof and in aluminium, copper, zinc and other metals and alloys.
 3. To establish, own, acquire, manage and operate steel fabricating shops, ferrous and nonferrous melting furnaces and to carry on business as traders and manufacturers of ferrous, nonferrous metals ingots, blooms, billets, slabs, sheets, strips, round bars and other hardware items.
 4. To own, operate or manage mini-steel plants, extrusion shops, repair workshops or to act as manufacturer of steel, steel engineering goods or as steel makers, steel converters, iron founders, steel fabricator, mechanical engineers, manufacturers of machinery and implements of all kinds, brass founders, metal workers, boiler makers, mill wrights, iron and steel converters, smiths, metallurgists and to buy, sell, manufacture, repair, convert, alter on hire and deal in machinery, implements, rolling stock and other railway items such as cast manganese steel crossing overhead curved switches and hardwares of all kinds.

There has been no change in the main object clause of the Transferor Company in the last five years.
17. The Transferor Company is engaged, inter alia, in the business of manufacturing, casting, forging, rolling, repair and/or maintenance of railway wagons (including passenger cars and freight cars), other vehicles, goods carriages, coaches, rolling stock, railway switches, railway crossings, and other railway accessories/components and other ancillary metal products related to the foregoing products, sales and supply of railway wagons (including passenger cars and freight cars), goods carriages, coaches, rolling stock, railway switches, railways crossings and other railway accessories/components related to the foregoing products



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18. The Authorised, Issued, Subscribed and Paid-up Share Capital of the Transferee Company as on 31st December, 2020 was as follows:

Particulars	Amount (INR)
Authorised Capital	
68,00,000 equity shares of INR 10 each	6,80,00,000
Total	6,80,00,000
Issued, Subscribed and Paid-up Share Capital	
61,45,764 equity shares of INR 10 each	6,14,57,640
Total	6,14,57,640

Rationale for the Scheme

19. The proposed amalgamation would be in the best interests of the Companies and their respective shareholders, employees, creditors and other stakeholders as the proposed amalgamation is expected to result inter alia in:
- consolidation of the businesses presently being carried on by the Companies, which shall create greater synergies between the business operations of the Companies such as enhancement of net worth of the combined business and backward integration of the operations of the Amalgamated Company's business which will lead to superior ability to leverage the business including reduction in cost of capital, cost savings due to focused operational efforts, rationalization, standardization and simplification of business processes, productivity improvements, improved procurement efficiencies, procurement and distribution logistics;
 - enhancement of competitive strength, cost reduction and efficiencies, productivity gains and logistic advantages and operational efficiencies through optimal utilization of resources, as a consequence of pooling of financial, managerial and technical resources, personnel, capabilities, skills, expertise and technologies of the Companies;
 - better alignment, coordination and streamlining of day to day operations, leading to improvement in overall working culture and environment;
 - utilising the financial strength of the Amalgamating Company to turnaround the Amalgamated Company and embark on a growth phase by modernizing the plants to meet the current industry demand and enter into newer product development and consolidation of market segments;
 - greater efficiency in cash management and unfettered access to cash flow generated by the combined businesses which can be deployed more efficiently to fund growth opportunities to improve stakeholders' value;
 - beneficial results for both the Companies and in the long run, is expected to enhance value for the shareholders;
 - 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 and regularization of the cash flow of the Amalgamated Company on account of the regular revenue stream of the Amalgamating Company which would help in stabilizing the cash flow issues of the Amalgamated Company; and
 - creation of value for various stakeholders and shareholders of the Companies, as a result of the above.

Relationship among Companies who are parties to the Scheme

20. The Transferor Company is holding 45.45% of the equity share capital of the Transferee Company by virtue of which Transferee Company has become an associate Company of Transferor Company. The Transferor Company is part of the promoter and promoter group of the Transferee Company (as defined under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended). Further, Transferee Company has only 1(one) preference shareholder i.e. the Transferor Company.
21. Except Mr. Murari Lal Lohia, none of the promoters, directors, key managerial personnel or managers, if any, of the Transferor Company has any shareholding interest in the Transferee Company which is above two per cent of the paid-up share capital of the Transferee Company.



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Corporate Approvals

22. The draft Scheme along with the Valuation Report dated 28th September, 2020 issued by Dhwanit Kashyap Vaidya, registered valuer, IBBI Registration Number: IBBI/RV/06/2019/11411 (**"Valuation Report"**), in respect of the proposed Scheme, were placed before the Audit Committee of the Transferee Company at its meeting held on 28th September, 2020. A Fairness Opinion on the valuation by Systematix Corporate Services Limited, a Securities and Exchange Board of India (**"SEBI"**) registered Merchant Banker (**"Fairness Opinion"**) and also by T R Chaddha & Co LLP Independent Chartered Accountant, were also submitted to the Transferee Company's Audit Committee. A copy of the Valuation Report is enclosed as **Annexure 2**. The Valuation Report is also open for inspection at the registered office of the Transferee Company. A copy of the Fairness Opinion are enclosed as **Annexure 3**. The Audit Committee of the Transferee Company based on the aforesaid documents amongst others, recommended the Scheme to the Board of Directors of the Transferee Company by its report.
23. The Scheme, along with the aforesaid Valuation Report and other relevant documents, was placed before the Board of Directors of the Transferee Company at its meeting held on 28th September, 2020. The aforesaid Fairness Opinion issued by Systematix Corporate Services Limited was also submitted to the Transferee Company's Board of Directors. Based on the reports submitted by the Audit Committee recommending the draft Scheme, the Board of Directors of the Transferee Company approved the Scheme at its meeting held on 28th September, 2020. The meeting of the Board of Directors of the Transferee Company, held on 28th September, 2020, was attended by 4 (Four) directors through audio visual means namely, Mr. P.Y. Gurav, (Independent Director), Mr. M.V. Raja Rao (Independent Director), Mr. Ganesan Raghuram (Independent Director), Mr. Abhishek Jaiswal (Whole Time Director & C.E.O.). None of the directors of the Transferee Company who attended the meeting voted against the Scheme. Thus, the Scheme was approved unanimously by the directors who attended and voted at the meeting.
24. Separately, the draft Scheme was placed before the Audit Committee of the Transferor Company at its meeting held on 28th September, 2020. The Audit Committee of the Transferor Company recommended the Scheme to the Board of Directors of the Transferor Company.
25. Further, based on the report submitted by the Audit Committee of the Transferor Company recommending the draft Scheme, the Board of Directors of the Transferor Company approved the Scheme at its meeting held on 28th September, 2020. The meeting of the Board of Directors of the Transferor Company, held on 28th September, 2020, was attended by 7 (seven) directors physically and also through audio visual means (namely, Mr. Asim Ranjan Dasgupta, Mr. Avinash Gupta, Mrs. Chetna Gupta, Mr. Rahul Saraogi, Mrs. Siddhi Dhandharia, Mr. Vikash Lohia, Mr. Vivek Lohia). None of the directors of the Transferor Company who attended the meeting voted against the Scheme. Thus, the Scheme was approved unanimously by the directors who attended and voted at the meeting.

Approvals and actions taken in relation to the Scheme

26. NSE was appointed as the Designated Stock Exchange by the Transferee Company for the purpose of coordinating with the SEBI for obtaining approval of SEBI in accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI circular dated March 10, 2017 and bearing reference number CFD/DIL3/CIR/2017/21 (including any statutory modification or re-enactment thereof for the time being in force) (the **"SEBI Circular"**).
27. As required by the SEBI Circular, the Transferee Company had filed its complaints report with BSE and NSE, both dated 17th November 2020. A copy of the complaints report submitted by the Transferee Company, both dated 17th November 2020, to BSE and NSE, respectively, are enclosed as **Annexure 4 and Annexure 5**.
28. The Transferee Company received no adverse observations/no-objection letter regarding the Scheme from BSE and NSE, respectively, dated 14th December, 2020 and 10th December, 2020 conveying their no adverse observations/no-objection for filing the Scheme with NCLT pursuant to the letter addressed by SEBI to BSE and NSE, which, inter alia, stated the following :
- *The Company shall duly comply with various provisions of the Circular.*
 - *The Company shall ensure that the financials of the companies involved in the Scheme is updated and are not more than 6 months old before filing the same with the Hon'ble National Company Law Tribunal (NCLT).*
 - *The Company shall ensure that appropriate disclosure is made with respect to the liabilities of Rs. 1,245,619,391/- which is being carried forward to the listed entity in the explanatory statement or notice or proposal accompanying resolution to be passed and sent to the shareholders while seeking approval.*
 - *The Company shall ensure that the proposed scheme is acted upon only if approved by the NCLT and if the majority votes cast by the public shareholders are in favour of the proposal.*

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- *The Company shall ensure that additional information and undertakings, if any, submitted by the Company, after filing the scheme with the stock exchange, and from the date of receipt of this letter is displayed on the websites of the listed company and the stock exchanges.*
- *The Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before NCLT and the company is obliged to bring the observations to the notice of NCLT.*
- *It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/ stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments/ observation/ representations.*

Copies of the no adverse observations/no-objection letters, both dated 14th December, 2020 and 10th December, 2020, received from BSE and NSE, respectively, are enclosed as Annexures 6 and 7.

29. The Transferor Company/ Transferee Company would obtain the respective necessary approvals/sanctions/no objection(s) from the regulatory or other Governmental Authorities in respect of the Scheme in accordance with law, if so required.
30. CA (CAA) /8(MP) 2021 along with the annexures thereto (which includes the Scheme) was filed by the Transferee Company with the NCLT, on 13th March, 2021. Similarly, the Transferor Company filed CA No.52/KB/2021 along with annexures thereto (which includes the Scheme) with the Hon'ble National Company Law Tribunal, Bench at Kolkata, on the 13th March, 2021.

Salient extracts of the Scheme

31. Certain clauses of the Scheme are extracted below:

4. DEFINITIONS

"Appointed Date" means the 1 October, 2019, or such other date as may be mutually agreed between the Companies and is the date with effect from which this Scheme shall be effective;

"Effective Date" has the meaning assigned to it in Clause 11.1 of Part IV of this Scheme;

"Record Date" means the date to be fixed by the Board of the Amalgamating Company in consultation with the Board of the Amalgamated Company, for the purpose of determining the shareholders of the Amalgamating Company to whom the New Equity Shares will be allotted pursuant to this Scheme;

1. TRANSFER AND VESTING

- 1.1 With effect from the Appointed Date and upon this Scheme becoming effective, the Amalgamating Company together with all its assets, liabilities, rights, benefits, obligations, title, claims, investments, interests, contracts, employees, licenses, records, approvals, etc., shall stand transferred to, and vest in, or shall be deemed to have been transferred to, and vested in, the Amalgamated Company, as a going concern, without any further act, instrument or deed, in accordance with the provisions of this Scheme. This Scheme is drawn up to comply with the provisions/requirements of Sections 230 - 232 of the Act for the purpose of the amalgamation of the Amalgamating Company with the Amalgamated Company.
- 1.2 Without prejudice to the generality of the above, upon this Scheme becoming effective and with effect from the Appointed Date:
- (a) all assets of the Amalgamating Company, that are movable in nature or incorporeal property or are otherwise capable of transfer by physical or constructive delivery and/or by endorsement and delivery or by vesting and recordal of whatsoever nature, including machinery and equipment shall, pursuant to this Scheme, stand transferred to, and vested in, and/or be deemed to be transferred to, and vested in, the Amalgamated Company, wherever located, and shall become the property and an integral part of the Amalgamated Company. The vesting pursuant to this sub-clause shall be deemed to have occurred by physical or constructive delivery or by endorsement and delivery or by vesting and recordal, pursuant to this Scheme, as appropriate to the property being vested and title to the property shall be deemed to have been transferred accordingly;
- (b) all other movable properties of the Amalgamating Company, including investments in shares and any other securities, sundry debtors, actionable claims, earnest monies, receivables, bills, credits, outstanding loans and advances, if any, recoverable in cash or in kind or for value to be received, bank balances and deposits (including deposits from members), if any, with government, semi-government, local and other authorities and bodies, customers and other persons, shall without any further act, instrument or deed, become the property of the Amalgamated Company, and the same shall also be deemed to

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- have been transferred by way of delivery of possession of the respective documents in this regard. It is hereby clarified that investments, if any, made by Amalgamating Company and all the rights, title and interest of the Amalgamating Company in any leasehold properties shall, pursuant to Section 232 of the Act and the provisions of this Scheme, without any further act or deed, be transferred to and vested in and/or be deemed to have been transferred to and vested in the Amalgamated Company;
- (c) all immovable properties of the Amalgamating Company, including land together with the buildings and structures standing thereon, rights and interests in immovable properties of the Amalgamating Company, whether freehold or leasehold or otherwise, and all documents of title, rights and easements in relation thereto, shall be vested in, and/or be deemed to have been vested in, the Amalgamated Company, without any further act or deed done or being required to be done by the Amalgamating Company and/or the Amalgamated Company. The Amalgamated Company shall be entitled to exercise all rights and privileges attached to the aforesaid immovable properties and shall be liable to pay the ground rent and taxes and fulfil all obligations in relation to or applicable to such immovable properties. The relevant Governmental Authorities shall grant all clearances/permissions, if any, required for enabling the Amalgamated Company to absolutely own and enjoy the immovable properties in accordance with Applicable Law. The mutation or substitution of the title to the immovable properties shall, upon this Scheme becoming effective, be made and duly recorded in the name of the Amalgamated Company by Governmental Authorities pursuant to the sanction of this Scheme by the Competent Authority(ies) and upon this Scheme becoming effective in accordance with the terms hereof;
 - (d) all Encumbrances, if any, existing prior to the Effective Date over the assets of the Amalgamating Company which secure or relate to any liability, shall, after the Effective Date, without any further act, instrument or deed, continue to be related and attached to such assets or any part thereof to which they related or were attached prior to the Effective Date, in each case, in accordance with their respective terms, and as transferred to the Amalgamated Company in terms of this Scheme. The assets of the Amalgamating Company which are not Encumbered on the Effective Date shall remain unencumbered and the existing Encumbrance referred to above shall not be extended to, and shall not operate over, such assets. Further, such Encumbrances shall not relate or attach to any of the other assets of the Amalgamated Company. The secured creditors of the Amalgamated Company and/or other holders of security over the assets of the Amalgamated Company shall not be entitled to any additional security over the assets, rights, title, claims, benefits, interest and investments of the Amalgamating Company and therefore, such assets, rights, title, claims, benefits, interest and investments shall remain free and available for creation of any security thereon in future in relation to any current or future indebtedness of the Amalgamated Company. The absence of any formal amendment which may be required by a lender or trustee or any third party shall not affect the operation of the foregoing provisions of this Scheme;
 - (e) all assets, rights, title, claims, benefits, interest and investments of the Amalgamating Company as on the Appointed Date, whether or not included in the books of the Amalgamating Company, and all assets, rights, title, claims, benefits, interest and investments, of whatsoever nature and wherever situate, which are acquired by the Amalgamating Company on or after the Appointed Date shall be deemed to be and shall become the assets, rights, title, claims, benefits, interest and investments of the Amalgamated Company;
 - (f) all contracts, agreements, licences, leases, memoranda of undertakings, memoranda of agreements, memoranda of agreed points, letters of agreed points, bids, letters of intent, arrangements, undertakings, deeds, bonds, schemes, arrangements and other instruments, whether written or otherwise, to which the Amalgamating Company is a party, or to the benefit of which the Amalgamating Company may be eligible/entitled, and which are subsisting or having effect on the Effective Date shall, without any further act, instrument or deed, continue in full force and effect on, against or in favour of the Amalgamated Company and may be enforced as fully and effectually as if, instead of the Amalgamating Company, the Amalgamated Company is a party, beneficiary or obligor thereto. In relation to the same, any procedural requirements required to be fulfilled solely by the Amalgamating Company (and not by any of its successors), shall be fulfilled by the Amalgamated Company as if it is the duly constituted attorney of the Amalgamating Company;
 - (g) all legal, taxation or other proceedings, including before any Governmental Authority, relating to the Amalgamating Company, whether by or against the Amalgamating Company, whether instituted prior to, on, or after, the Appointed Date but pending on the Effective Date, shall not abate, be discontinued or in any way prejudicially affected by reason of the amalgamation of the Amalgamating Company or of anything contained in this Scheme, but the proceedings shall continue in the same manner, and to the same extent, as would or might have been continued and/or enforced by or against the Amalgamating Company, as if this Scheme had not been implemented;

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- (h) all the security interest over any moveable and/or immoveable properties and security in any other form (both present and future) including but not limited to any pledges, or guarantees, if any, created/executed by any person in favour of the Amalgamating Company or any other person acting on behalf of, or for the benefit of, the Amalgamating Company for securing the obligations of the persons to whom the Amalgamating Company has advanced loans and granted other funded and non-funded financial assistance, by way of letter of comfort or through other similar instruments shall, without any further act, instrument or deed stand vested in, and be deemed to be vested in, favour of the Amalgamated Company and the benefit of such security shall be available to the Amalgamated Company as if such security was ab initio created in favour of the Amalgamated Company. The mutation or substitution of the charge in relation to the movable and immovable properties of the Amalgamating Company shall, upon this Scheme becoming effective, be made and duly recorded in the name of the Amalgamated Company by the relevant Governmental Authorities and third parties (including any depository participants) pursuant to the sanction of this Scheme by the Competent Authority(ies) and upon this Scheme becoming effective in accordance with the terms hereof;
- (i) all debts, liabilities, contingent liabilities, duties and obligations, secured or unsecured (including rupee, foreign currency loans, time and demand liabilities, undertakings and obligations of the Amalgamating Company), of every kind, nature and description whatsoever and howsoever arising, whether provided for or not in the books of account or disclosed in the balance sheets of the Amalgamating Company, shall be deemed to be the debts, liabilities, contingent liabilities, duties, and obligations of the Amalgamated Company, and the Amalgamated Company shall, and undertakes to meet, discharge and satisfy the same in terms of their respective terms and conditions, if any. All loans raised and used and all debts, duties, undertakings, liabilities and obligations incurred or undertaken by the Amalgamating Company after the Appointed Date and up to the Effective Date, shall also be deemed to have been raised, used, incurred or undertaken for, and on behalf of, the Amalgamated Company and, to the extent they are outstanding on the Effective Date, shall, upon the coming into effect of this Scheme, pursuant to the provisions of Sections 230 to 232 of the Act, without any further act, instrument or deed shall stand transferred to and vested in or be deemed to have been transferred to and vested in the Amalgamated Company and shall become the debt, duties, undertakings, liabilities and obligations of the Amalgamated Company which shall meet, discharge and satisfy the same. Where any of the debts, liabilities, duties and obligations have been discharged by the Amalgamating Company after the Appointed Date but on or prior to the Effective Date, such discharge shall be deemed to have been for and on account of the Amalgamated Company;
- (j) all debentures, bonds, notes or other securities of the Amalgamating Company, whether convertible into equity or otherwise, shall, without any further act, instrument or deed, become the securities of the Amalgamated Company and all rights, powers, duties and obligations in relation thereto, shall be and shall stand transferred to, and vested in, or deemed to be transferred to, and vested in, and shall be exercised by or against the Amalgamated Company as if it were the Amalgamating Company. If the securities issued by the Amalgamating Company, including but not limited to debentures and bonds, are listed on any stock exchange, the same shall upon issuance/endorsement by the Amalgamated Company in terms of this Scheme, subject to applicable regulations and prior approval requirements, if any, be listed and/or admitted to trading on the relevant stock exchange(s) whether in India or abroad, where the securities were listed and/or admitted to trading on the same terms and conditions unless otherwise modified in accordance with the provisions hereof. In addition, the Board of the Amalgamated Company, shall be authorized to take such steps and do all acts, deeds and things as may be necessary, desirable or proper to list the various debentures, bonds and infrastructure bonds on the relevant exchanges. It is hereby clarified that it shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such debts, liabilities, duties and obligations have arisen in order to give effect to the provisions of this Clause and the consent of the shareholders and creditors of the Companies to this Scheme shall be deemed to be the consent for the purpose stated above;
- (k) all bank accounts operated, or entitled to be operated by, the Amalgamating Company shall be deemed to have transferred, and shall stand transferred to the, Amalgamated Company and names of the Amalgamating Company shall be substituted by the name of the Amalgamated Company in the bank's records. The Amalgamated Company shall be entitled to operate all bank accounts, realise all monies and complete and enforce all pending contracts and transactions in the name of the Amalgamating Company to the extent necessary until the transfer of the rights and obligations of the Amalgamating Company to the Amalgamated Company under this Scheme is formally accepted and completed by the parties concerned. For avoidance of doubt, it is hereby clarified that all cheques and other negotiable instruments, payment orders received and presented for

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encashment, which are in the name of the Amalgamating Company shall be accepted by the bankers of the Amalgamated Company and credited to the accounts of the Amalgamated Company, if presented by the Amalgamated Company after the Effective Date. Similarly, the bankers of the Amalgamated Company shall honour all cheques issued by the Amalgamating Company for payment after the Effective Date;

- (l) all letters of intent, requests for proposal, pre-qualifications, bid acceptances, tenders, and other instruments of whatsoever nature to which the Amalgamating Company is a party to or to the benefit of which the Amalgamating Company may be eligible, shall remain in full force and effect against or in favour of the Amalgamated Company and may be enforced as fully and effectually as if, instead of the Amalgamating Company, the Amalgamated Company is a party or beneficiary or obligee thereto. Upon coming into effect of this Scheme, the Amalgamated Company shall be entitled to, at its sole discretion, utilize the past track record of the Amalgamating Company for all commercial and regulatory purposes;
- (m) all employees, permanent employees, temporary employees, probationers, trainees and interns, if any, of the Amalgamating Company, whether hired prior to, on, or after, the Appointed Date but who are in employment / engagement of the Amalgamating Company on the Effective Date, shall become, and be deemed to have become, the employees, permanent employees, temporary employees, probationers, trainees and interns, in the same capacity, as the case may be, of the Amalgamated Company, without any break or interruption in their services and on the terms and conditions which are no less favourable than those on which they are engaged by the Amalgamating Company. As regards the employees of the Amalgamating Company, if any, who qualify as “workmen” under the Industrial Disputes Act, 1947, and who are being transferred to the Amalgamated Company in terms of this Scheme, the Amalgamated Company confirms that it shall comply with the provisions of Section 25FF of the Industrial Disputes Act, 1947, to the extent applicable.
- (n) The Amalgamated Company further agrees that for the purpose of payment of any retirement benefit/compensation, such immediate uninterrupted past services with the Amalgamating Company shall also be taken into account. With regard to any provident fund, gratuity fund, pension, superannuation fund or other special fund created or existing for the benefit of such employees of the Amalgamating Company, the Amalgamated Company shall, if the Board of the Amalgamated Company deems fit, stand substituted for the Amalgamating Company for all purposes in the respective trust deeds or other documents. Any existing provident fund, gratuity fund and superannuation fund trusts created by the Amalgamating Company for its employees shall be continued for the benefit of such employees on the same terms and conditions until such time that they are transferred to the relevant funds of the Amalgamated Company. Without prejudice to the aforesaid, the Board of the Amalgamated Company, if it deems fit, shall be entitled to: (i) retain separate trusts or funds within the Amalgamated Company for the erstwhile fund(s) of the Amalgamating Company; or (ii) merge the pre-existing fund of the Amalgamating Company with other similar funds of the Amalgamated Company;
- (o) the Amalgamated Company agrees that for the purpose of payment of any retrenchment compensation, gratuity and other terminal benefits, the past services of the employees with the Amalgamating Company, if any, as the case may be, shall also be taken into account, and agrees and undertakes to pay the same as and when payable;
- (p) all trademarks, trade names, service marks, copyrights, logos, corporate names, brand names, domain names and all registrations, applications and renewals in connection therewith, and software and all website content (including text, graphics, images, audio, video and data), trade secrets, confidential business information and other proprietary information shall stand transferred to and vested in the Amalgamated Company;
- (q) all registrations, goodwill and licenses, appertaining to the Amalgamating Company, if any, shall be transferred to, and vested in, the Amalgamated Company;
- (r) all taxes (including but not limited to advance tax, tax deducted at source, minimum alternate tax, withholding tax, banking cash transaction tax, securities transaction tax, taxes withheld/paid in a foreign country, value added tax, sales tax, service tax, goods and services tax, customs, duties, etc.), including any interest, penalty, surcharge and cess, if any, payable by or refundable to the Amalgamating Company, including all or any refunds or claims shall be treated as the tax liability or refunds/claims, as the case may be, of the Amalgamated Company, and any tax incentives, advantages, privileges, exemptions, credits, holidays, remissions, reductions etc., as would have been available to the Amalgamating Company, shall pursuant to this Scheme becoming effective, be available to the Amalgamated Company;
- (s) all approvals, allotments, consents, concessions, clearances, credits, awards, sanctions, exemptions, subsidies, registrations, no-objection certificates, permits, quotas, rights, entitlements, authorisation, pre-qualifications, bid acceptances, tenders,

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licenses (including the licenses granted by any governmental, statutory or regulatory bodies for the purpose of carrying on its business or in connection therewith), permissions (including but not limited to permissions granted in relation to launch futures and options contracts) and certificates of every kind and description whatsoever in relation to the Amalgamating Company, or to the benefit of which the Amalgamating Company may be eligible/entitled, whether procured prior to, on, or after, the Appointed Date and which are subsisting or having effect on the Effective Date, shall be in full force and effect in favour of the Amalgamated Company and may be enforced as fully and effectually as if, instead of the Amalgamating Company, the Amalgamated Company had been a party or beneficiary or obligor thereto. It is hereby clarified that if the consent of any third party or authority is required to give effect to the provisions of this Clause, the said third party or authority shall make and duly record the necessary substitution/endorsement in the name of the Amalgamated Company pursuant to the sanction of this Scheme by the Competent Authority(ies), and upon this Scheme becoming effective in accordance with the terms hereof. For this purpose, the Amalgamated Company may file appropriate applications/documents with relevant authorities concerned for information and record purposes;

- (t) benefits of any and all corporate approvals as may have already been taken by the Amalgamating Company, whether being in the nature of compliances or otherwise, including without limitation approvals under Sections 42, 62(1)(a), 180, 185, 186, 188 etc., of the Act, read with the rules and regulations made thereunder, shall stand transferred to the Amalgamated Company and the said corporate approvals and compliances shall be deemed to have been taken/complied with by the Amalgamated Company; it being clarified that if any such resolutions have any monetary limits approved subject to the provisions of the Act and of any other applicable statutory provisions, then the said limits, as are considered necessary by the Board of the Amalgamated Company, shall be added to the limits, if any, under the like resolutions passed by the Amalgamated Company;
- (u) all the benefits under the various incentive schemes and policies that the Amalgamating Company is entitled to, including tax credits, tax deferral, exemptions and benefits (including sales tax and service tax), subsidies, tenancy rights, liberties, special status and other benefits or privileges enjoyed or conferred upon or held or availed by the Amalgamating Company and all rights or benefits that have accrued or which may accrue to the Amalgamating Company, whether on, before or after the Appointed Date, shall upon this Scheme becoming effective and with effect from the Appointed Date be transferred to and vest in the Amalgamated Company and all benefits, entitlements and incentives of any nature whatsoever, shall be claimed by the Amalgamated Company and these shall relate back to the Appointed Date as if the Amalgamated Company was originally entitled to all benefits under such incentive schemes and or policies;
- (v) without prejudice to the generality of the foregoing, all lease agreements and leave and license agreements, as the case may be, to which the Amalgamating Company is a party, whether executed prior to, on, or after, the Appointed Date and having effect on the Effective Date, shall remain in full force and effect on the terms and conditions contained therein in favour of or against the Amalgamated Company and may be enforced fully and effectually as if, instead of the Amalgamating Company, the Amalgamated Company is a party or beneficiary or obligee thereto or thereunder; and the respective lessees and the licensees, as the case may be, shall continue to be in possession of the premises subject to the terms and conditions contained in the relevant lease agreements or leave and license agreements, as the case may be. Further, all the rights, title, interest and claims of the Amalgamating Company in any properties including leasehold/ licensed properties of the Amalgamating Company, including but not limited to, security deposits and advance or prepaid lease or license fee, shall, on the same terms and conditions, be transferred to, and vested in, or be deemed to have been transferred to, and vested in, the Amalgamated Company automatically, without requirement of any further act or deed. The Amalgamated Company shall be entitled to occupy and use all premises, whether owned, leased or licensed, relating to the Amalgamating Company until the transfer of the rights and obligations of the Amalgamating Company to the Amalgamated Company under this Scheme is formally accepted by the parties concerned and shall continue to pay rent or lease or license fee as provided for under such agreements, and the Amalgamated Company shall continue to comply with the terms, conditions and covenants thereunder;
- (w) all authorities and powers of attorney given by, issued to or executed in favour of the Amalgamating Company, shall stand transferred to the Amalgamated Company, and the Amalgamated Company shall be bound by the terms thereof, the obligations and duties thereunder, and the rights and benefits under the same shall be available to the Amalgamated Company;
- (x) all electricity connections and tariff rates in respect thereof sanctioned by various public sector and private companies, boards, agencies and authorities to the Amalgamating Company, together with security deposits and all other advances paid,



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shall stand automatically transferred to, and vested in, favour of the Amalgamated Company on the same terms and conditions without any further act, instrument, deed, matter or thing being made, done or executed. The relevant electricity companies, boards, agencies and authorities shall issue invoices in the name of the Amalgamated Company with effect from the billing cycle commencing from the month immediately succeeding the month in which an intimation of the approval of this Scheme by the Court is filed by the Amalgamated Company with them. The Amalgamated Company and the relevant electricity companies, boards, agencies and authorities shall continue to comply with the terms, conditions and covenants associated with the grant of such connection. Without limiting the generality of the foregoing, the Amalgamated Company shall also be entitled to refund of security deposits paid to or placed with such electricity companies, boards, agencies, the municipal corporation, statutory and other authorities by the Amalgamating Company.

1.2 Any inter-se transaction between the Amalgamating Company and the Amalgamated Company, including loans, advances, obligations and liabilities (including any guarantees, letters of credit, letters of comfort or any other instrument or arrangement which may give rise to a contingent liability in whatever form), if any, shall, ipso facto, stand cancelled and appropriate effect shall be given in the books of accounts and records of the Amalgamated Company.

1.3 The Amalgamated Company may at any time after this Scheme becoming effective in accordance with the provisions hereof, if so required under Applicable Law or otherwise, do all such acts or things as may be necessary to transfer/obtain the approvals, consents, exemptions, registrations, no-objection certificates, permits, quotas, rights, entitlements, licenses and certificates which were held or enjoyed by the Amalgamating Company. It is hereby clarified that if the consent of any third party or Governmental Authority, if any, is required to give effect to the provisions of this Clause, the said third party or Governmental Authority shall make and duly record the necessary substitution/endorsement in the name of the Amalgamated Company pursuant to the sanction of this Scheme by the Competent Authority(ies), and upon this Scheme becoming effective in accordance with the provisions of the Act and with the terms hereof. For this purpose, the Amalgamated Company may file appropriate applications/documents with relevant Governmental Authority concerned for information and record purposes.

4. PAYMENT OF CONSIDERATION

4.1 Upon coming into effect of this Scheme and in consideration of the amalgamation of the Amalgamating Company into and with the Amalgamated Company, the Amalgamated Company shall, without any further application, act or deed, issue and allot to the shareholders of the Amalgamating Company on the Record Date, 5,510 (Five Thousand Five Hundred and Ten) Amalgamated Company Shares, credited as fully paid-up, for every 100 (One Hundred) equity shares of the face value of INR 10 (Rupees Ten) each fully paid-up held by such shareholder in the Amalgamating Company ("Fair Equity Share Exchange Ratio"). The Amalgamated Company Shares to be issued and allotted by the Amalgamated Company to the shareholders of the Amalgamating Company in accordance with this Clause 4.1 of Part III of this Scheme shall be referred to as "New Equity Shares".

6. CANCELLATION OF SHARES AND OTHER ARRANGEMENTS

6.1 As an integral part of this Scheme and upon this Scheme becoming effective, (A) the equity shares; and (B) the non-cumulative redeemable preference shares of the Amalgamated Company, held by the Amalgamating Company, on the Effective Date, shall be cancelled without any further act or deed by operation of law.

7. DISSOLUTION OF AMALGAMATING COMPANY

Upon this Scheme becoming effective, the Amalgamating Company shall stand dissolved without being wound up, without any further act, instrument or deed. On and from the Effective Date, the records relating to the Amalgamating Company with Governmental Authorities shall be treated as, and merged with, the relevant records of the Amalgamated Company.

GENERAL TERMS AND CONDITIONS

1. CHANGE OF NAME OF THE AMALGAMATED COMPANY

1.1 As an integral part of this Scheme, upon the effectiveness of this Scheme, the name of the Amalgamated Company shall stand amended to 'Jupiter Wagons Limited' or such other name approved by the Board of the Amalgamated Company and which is available and approved by the RoC. The Amalgamated Company may, as a matter of process, file the requisite e-form with the relevant RoC in accordance with Applicable Law, and no other separate procedure, or execution of instrument or deed, shall be required to give effect to the above.

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11. EFFECTIVE DATE

- 11.1 After the last of the approvals or events specified under Clause 10 of Part IV of this Scheme are satisfied or obtained or have occurred or the requirement of which has been waived (in writing) in accordance with this Scheme, the Amalgamating Company and Amalgamated Company shall file the certified copies of the relevant order(s) of the Competent Authority(ies) approving this Scheme with the RoC and the date of such filing shall be the date of effectiveness of this Scheme ("Effective Date"). For the avoidance of doubt, it is clarified that in case the Amalgamating Company and Amalgamated Company make such filings on different dates, then the last date on which such filings are made with the RoC shall be deemed to be the Effective Date.
- 11.2 The Scheme shall be operative from the Effective Date and be effective from the Appointed Date. Unless this Scheme becomes effective in accordance with the provisions of this Clause 11, no rights and liabilities whatsoever shall accrue to, or be incurred inter-se, the Companies or their respective shareholders or creditors or any other person.

13. RESIDUAL PROVISIONS

- 13.1 In the event of any inconsistency between any of the terms and conditions of any earlier arrangement between the Companies and their respective shareholders and/or creditors, and the terms and conditions of this Scheme, the latter shall prevail.
- 13.2 Without prejudice to the generality of other provisions of this Scheme and notwithstanding anything to the contrary contained in this Scheme, the Board of the Amalgamated Company shall have the option and shall be entitled to make suitable accounting entries at the time of closing of the books of accounts for the first financial year post the effectiveness of this Scheme as they may deem fit to give effect to the intent herein.

You are requested to read the entire text of the Scheme to get fully acquainted with the provisions thereof. The aforesaid are only some of the salient extracts thereof.

Valuation and accounting treatment

32. The accounting treatment as proposed in the Scheme is in conformity with the accounting standards prescribed under Section 133 of the Act. The certificate issued by the Statutory Auditor of the Transferee Company is open for inspection at the registered office of the Transferee Company.
33. The statutory auditor of the Transferor Company has also issued a certificate to the effect that the accounting treatment as prescribed in the Scheme is in conformity with the Accounting Standards as prescribed under Section 133 of the Act. The certificate issued by the Statutory Auditor of the Transferor Company is open for inspection at the registered office of the Transferee Company.

Effect of the Scheme on various parties

34. The effect of the proposed Scheme on the stakeholders of the Transferee Company would be as follows:
- (a) *Shareholders (including promoter and non-promoter)*
- i. *As an integral part of the Scheme, upon the Scheme becoming effective, (A) the equity shares; and (B) the non-cumulative redeemable preference shares, of the Amalgamated Company, held by the Amalgamating Company, on the Effective Date (as defined in the Scheme), shall be cancelled without any further act or deed by operation of law. Upon the Scheme becoming effective and in consideration of the amalgamation of the Amalgamating Company into and with the Amalgamated Company, the Amalgamated Company shall, without any further application, act or deed, issue and allot to the shareholders of the Amalgamating Company as on the Record Date (as defined in the Scheme), 5510 Amalgamated Company Shares (as defined in the Scheme), credited as fully paid-up, for every 100 equity shares of the face value of INR10/- (Rupees ten only) each fully paid-up held by such shareholder in the Amalgamating Company, based on the Share Exchange Ratio.*
- ii. *Upon the Scheme becoming effective, the equity shares of the Amalgamated Company, including the New Equity Shares (as defined in the Scheme) that are to be issued and allotted by the Amalgamated Company in accordance with [Clause 5.1 of Part III of the Scheme], shall be listed and shall be admitted for trading on the BSE Limited (the "BSE") and the National Stock Exchange of India Limited (the "NSE") (the BSE and the NSE shall collectively be referred to as the "Stock Exchanges"), in accordance with the provisions of applicable laws (including, specifically, the SEBI circular dated March 10, 2017 and bearing reference number CFD/DIL3/CIR/2017/21, as amended from time to time), listing being subject to the Amalgamated Company complying with the conditions and other requirements of the Stock Exchanges, the Securities and Exchange Board of India and such other regulatory authorities.*

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- iii. *The promoters and the promoter group of the Amalgamated Company currently hold 60.65% of the total equity share capital of the Amalgamated Company. The Amalgamating Company, which is a promoter of the Amalgamated Company, holds 45.45% of the total equity share capital in the Amalgamated Company, as on 26th February 2021. Upon the Scheme becoming effective, the promoter and promoter group of the Amalgamated Company shall hold 74.62% of the total equity share capital of the Amalgamated Company and the public shareholders shall hold the remaining 25.38% of the total equity share capital of the Amalgamated Company. The shares held by the Amalgamating Company in Amalgamated Company will be cancelled pursuant to Amalgamation.*

The Scheme is expected to have several benefits for the Transferor Company, as indicated in the rationale set out in the Scheme, and is expected to be in the best interests of the shareholders of the Company.

(b) *Creditors*

- i. *Under the Scheme, there is no arrangement with the secured or unsecured creditors of the Amalgamated Company. No compromise is offered under the Scheme to any secured or unsecured creditors of the Amalgamated Company. The liabilities of the secured or unsecured creditors of the Amalgamated Company is neither being reduced nor being extinguished.*
- ii. *The Amalgamated Company has not issued any debentures. The Amalgamated Company has not accepted any deposits from any person.*

(c) *Employees, Directors and Key Managerial Personnel*

- i. *The directors or KMPs of the Amalgamated Company or their relatives do not have any interest in the Scheme, financially or otherwise, except as shareholders of the Amalgamated Company, where applicable. Upon the Scheme becoming effective, the designation and/or roles of the existing KMPs of the Amalgamated Company may change in accordance with business and commercial requirements of the Amalgamated Company, the applicable law and /or the constitutional documents of the Amalgamated Company. The Scheme itself does not affect the office of the KMPs of the Amalgamated Company.*
- ii. *Upon the Scheme becoming effective, the composition of the Board of the Amalgamated Company may, if required, under applicable law, the memorandum and articles of association of the Amalgamated Company and/or business or commercial requirements of the Amalgamated Company, be reconstituted to include appropriate number of independent directors, women directors, etc.*
- iii. *The Scheme is not expected to have any impact on the employees of the Amalgamated Company. The employees of the Amalgamated Company will continue to be employees of the Amalgamated Company on the same terms and conditions as before.*

The Scheme is expected to be beneficial to the Company, the Amalgamated Company, its shareholders, creditors and other stakeholders and the terms thereof are fair and reasonable.

35. The effect of the proposed Scheme on the stakeholders of the Transferor Company would be as follows:

A. *Effect of the Scheme on the Equity Shareholders (promoter shareholders and non-promoter shareholders) of the Transferor Company*

- i. *Under the Scheme, an arrangement is sought to be entered into between the Amalgamating Company, its equity shareholders and the Amalgamated Company. Upon the Scheme becoming effective, the equity shareholders of the Amalgamating Company shall be issued and allotted fully paid up equity shares of the Amalgamated Company in the manner stipulated in Clause 4.1 of Part III of the Scheme. Further, the authorized share capital of the Amalgamating Company shall stand transferred to and be amalgamated / combined with the authorized share capital of the Amalgamated Company in the manner stipulated in Clause 3.2 of Part III of the Scheme.*
- ii. *The promoters of the Amalgamating Company shall be a part of the promoter and promoter group of the Amalgamated Company upon the Scheme being effective, and shall be issued such number of equity shares in the Amalgamated Company as they may be entitled to pursuant to Clause 4.1 of Part III of the Scheme.*

B. *Effect of the Scheme on the Creditors*

- i. *Under the Scheme, there is no arrangement with the creditors, either secured or unsecured, of the Amalgamating*

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Company. No compromise is offered under the Scheme to any creditors of the Amalgamating Company. The liabilities of the creditors of the Amalgamating Company, under the Scheme is neither being reduced nor being extinguished. The creditors of the Amalgamating Company are in no way affected by the Scheme.

- ii. The Amalgamating Company has not issued any debentures. The Amalgamating Company has not accepted any deposits from any person.

C. Effect of the Scheme on the Employees, Directors and KMP of the Transferor Company

- i. As stated in Clause 1.2(m) of Part III of the Scheme, with effect from the Effective Date (as defined in the Scheme), all employees, permanent employees, temporary employees, probationers, trainees and interns, if any, of the Amalgamating Company, whether hired prior to, on, or after, the Appointed Date but who are in employment / engagement of the Amalgamating Company on the Effective Date(as defined in the Scheme), shall become, and be deemed to have become, the employees, permanent employees, temporary employees, probationers, trainees and interns, in the same capacity, as the case may be, of the Amalgamated Company, without any break or interruption in their services and on the terms and conditions which are no less favourable than those on which they are engaged by the Amalgamating Company. Therefore, the rights of the employees of the Amalgamating Company are not affected in any manner by the Scheme.
- ii. Upon the Scheme becoming effective, the Amalgamating Company shall stand dissolved without being wound up. Under such circumstances, the directors and key managerial personnel of the Amalgamating Company shall cease to be directors and key managerial personnel of the Amalgamating Company.
- iii. The directors, key managerial personnel of the Amalgamating Company and their relatives may be deemed to have an interest in the Scheme to the extent of the equity shares held by them in the Amalgamating Companies and / or to the extent that the said director(s), key managerial personnel and their respective relatives are the director(s), members of the companies that hold shares in the Amalgamating Companies. Save as aforesaid, none of the director(s) or key managerial personnel have any interest in the Scheme. None of the directors of the Amalgamating Company or key managerial personnel of the Amalgamating Company currently hold shares exceeding two per cent of the paid-up share capital of the Amalgamated Company.

36. In compliance with the provisions of Section 232(2)(c) of the Act, the Board of Directors of the Transferor Company and the Transferee Company, in their respective meetings, held on 28th September, 2020, have adopted a report, inter alia, explaining the effect of the Scheme on its shareholders and key managerial personnel amongst others. Copy of the Reports adopted by the Board of Directors of the Transferor Company and the Transferee Company are enclosed as **Annexure 8 and Annexure 9**, respectively.

Other matters

37. No investigation proceedings have been instituted or are pending in relation to the Transferee Company under Chapter XIV of the Act or under the corresponding provisions of Sections 235 to 251 of the Companies Act, 1956 and to the knowledge of the Transferee Company, no investigation proceedings have been instituted or are pending in relation to the Transferor Company under Chapter XIV of the Act.
38. No proceedings are pending under the Act or under the corresponding provisions of the Companies Act, 1956 against the Transferee Company and to the knowledge of the Transferee Company, no proceedings are pending under the Act against the Transferor Company.
39. To the knowledge of the Transferee Company no winding up proceedings have been filed or pending against the Transferee Company under the Act or the corresponding provisions of the Companies Act, 1956. Further, to the knowledge of the Transferee Company, no winding up proceedings have been filed or pending against the Transferor- Company under the Act.
40. There is no capital restructuring or debt restructuring being undertaken pursuant to this Scheme.
41. The copy of the proposed Scheme has been filed by the Transferee Company before the concerned Registrar of Companies.
42. The Unaudited Financial Results of the Transferee Company and the Audited Financial Results of the Transferor Company, respectively, for the quarter and nine months ended December 31, 2020, are enclosed as **Annexure 10 and Annexure 11**, respectively.
43. As per the books of accounts (as on December 31, 2020) of the Transferee Company and the Transferor Company, respectively, the amount due to the unsecured creditors are Rs.66,82,45,220.30 and Rs. 68,21,83,483/-, respectively.
44. The Transferor Company has secured loan of Rs. 94,99,16,285/- and Rs. 29,57,03,106/- from Banks & NBFC's aggregating to Rs. 1,245,619,391/- as on 31st March, 2020 which will be carried forward to the Transferee Company in accordance with the proposed scheme.

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45. The name and address of the promoter of the Transferee Company including its shareholding in the Companies as on 26th February, 2021 are as under:

Sl. No	Name and address of Promoters and Promoter Group	Transferee Company		Transferor Company	
		No. of Shares of Rs. 10/- each	%	No. of Shares of Rs. 10/- each	%
Promoters					
1	Murari Lal Lohia 15A, Mandevilla Gardens, Kolkata 700019	12,95,336	1.45%	2,53,137	4.12%
2	Murari Lal Lohia (HUF) 15A, Mandevilla Gardens, Kolkata 700019	45,33,678	5.07%	50,311	0.82%
3	Jupiter Forging & Steel Pvt. Ltd. 11, Satyen Dutta Road, Kolkata - 700029	9,71,504	1.09%	2,53,750	4.13%
4	Jupiter Wagons Limited 4/2, Middleton Street Kolkata - 700071	4,06,66,835	45.45%	-	-
5	Tatravagonka A.S. Stefanikova 887/53, 05801 Poprad, Slovak Republic	68,00,518	7.60%	13,16,610	21.42%

46. The names and addresses of the promoters of the Transferor Company including their shareholding in the Companies as on 26th February, 2021 are as under:

Sr. No	Name and address of Promoters and Promoter Group	Transferee Company		Transferor Company	
		No. of Shares of Rs. 10/- each	%	No. of Shares of Rs. 10/- each	%
Promoters					
1	Murari Lal Lohia 15A, Mandevilla Gardens, Kolkata 700019	12,95,336	1.45%	2,53,137	4.12%
2	Murari Lal Lohia (HUF) 15A, Mandevilla Gardens, Kolkata 700019	45,33,678	5.07%	50,311	0.82%
3	Usha Lohia 15A, Mandevilla Gardens, Kolkata 700019	-	-	34,703	0.56%
4	Vivek Lohia 15A, Mandevilla Gardens, Kolkata 700019	-	-	1,41,498	2.30%
5	Ritu Lohia 15A, Mandevilla Gardens, Kolkata 700019	-	-	26,195	0.43%
6	Vikash Lohia 15A, Mandevilla Gardens, Kolkata 700019	-	-	2,07,377	3.37%
7	Samir Kumar Gupta Shantiniketan, 313, Sardarpara Bramhapur, South 24 Parganas Kolkata-700096	-	-	1,000	0.02%
8	Shradha Lohia 15A, Mandevilla Gardens, Kolkata 700019	-	-	13,220	0.22%

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9	Karisma Goods Private Limited 30, Gurupada Halder Road, Kolkata 700026	-	-	16,25,794	26.45%
10	Jupiter Metal Spring Private Limited 4/2, Middleton Street, Kolkata 700071	-	-	7,87,600	12.82%
11	Anish Consultants & Credits Private Limited 30, Gurupada Halder Road, Kolkata 700026	-	-	2,78,800	4.54%
12	Jupiter Forging & Steel Pvt. Ltd. 11, Satyen Dutta Road Kolkata - 700029	9,71,504	1.09%	2,53,750	4.13%

47. The names and addresses of the directors of the Transferee Company as on 26th February, 2021 are as follows:

Sr. No.	Name of Directors	DIN	Address
1	Prakash Yashwant Gurav	02004317	Mritinjaya Apartments, 3 Rd Floor, 54 Ideal Colony, Kothrud Pune 411029 MH IN
2	Venkat Raja Manchi Rao	00110363	H-601, Rohan Nilay, Near, Spicer School Pune 411007 MH IN
3	Vineeta Shriwani	08095170	Flat No. 303, Mseb Officers Quarters, R- 10, Block-E, Bandra Kurla Complex, Bandra East Mumbai 400051 MH
4	Abhishek Jaiswal	07936627	Duplex Number 06, Ward Number-79, Behind Microwave Colony, South Civil Lines, Pachpedi Jabalpur 482001 MP
5	Ganesan Raghuram	01099026	Directors Residence, IIM Bangalore Campus, IIMB Bilekahali, Bangalore
6	Madhuchhanda Chatterjee	02510507	AH-244, Sector-Ii Salt Lake City Bidhannagar(M), Sech Bhawan North 24 Par Ganas Kolkata 700091 WB IN

48. The names and addresses of the directors of the Transferor Company as on 26th February, 2021 are as follows:

Sr. No.	Name of Directors	DIN	Address
1	Vikash Lohia	00572725	15A, Mandeville Garden, Ballygunge Circus Avenue Kolkata 700019
2	Vivek Lohia	00574035	15A, Mandeville Garden, Ballygunge Circus Avenue Kolkata 700019
3	Samir Kumar Gupta	00576571	Shantiniketan, 313, Sardarpara Bramhapur, South 24 Parganas Kolkata-700096
4	Asim Ranjan Das Gupta	02284092	Block B, Flat-11, Omkar Appartment, 113A/4, Sarat Ghosh Garden Road, Dhakuria Kamala Park, Kolkata-700031
5	Avinash Gupta	02783217	2A-54A, PL-444, 2, Jaldarshan Bldng, Laxmibai Jagmaohandas Marg Nepean Sea Rd, August Kranti Marg Mumbai 400036
6	Rahul Saraogi	00496259	No. 51, Chamiers Road, Flat No. 5 A Raja Annamalaipuram, Chennai - 600028 (TN)
7	Chetna Gupta	02212440	25 Chinar Park, Destiny Tower Flat No 5 B Kolkata 700157
8	Siddhi Dhandharia	07144036	397 Block G New Alipore, Kolkata 700053

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49. The details of the shareholding of the Directors and the Key Managerial Personnel (KMP) of the Transferee Company in the Companies as on 26th February, 2021 are as follows:

Sr. No.	Name of Director and KMP	Position	Equity Shares held in	
			Transferee Company	Transferor Company
1	MANCHI VENKATRAJA RAO	Director	0	0
2	GANESAN RAGHURAM	Director	0	0
3	PRAKASH YASHWANT GURAV	Director	0	0
4	MADHUCHHANDA CHATTERJEE	Director	0	0
5	ABHISHEK JAISWAL	Director	0	0
6	VINEETA SHRIWANI	Director	0	0
7	ABHISHEK JAISWAL	CEO(KMP)	0	0
8	DEEPESH KEDIA	Company Secretary	0	0
9	SANJIV KESHRI	Chief Financial Officer	1000	0
10	VIVEK LOHIA*	Additional Director	0	141498

*Appointed as Additional Director on 25.03.2021

50. The details of the shareholding of the Directors and the Key Managerial Personnel (KMP) of the Transferor Company in the Companies as on 26th February, 2021 are as follows:

Sr. No.	Name of Director and KMP	Position	Equity Shares held in	
			Transferee Company	Transferor Company
1	Vikash Lohia	Director	-	11426473
2	Vivek Lohia	Director	-	141498
3	Samir Kumar Gupta	Director	-	1000
4	Asim Ranjan Das Gupta	Director	-	0
5	Avinash Gupta	Nominee Director	-	0
6	Rahul Saraogi	Nominee Director	-	0
7	Chetna Gupta	Independent Director	-	0
8	Siddhi Dhandharia	Independent Director	-	0
9	Rajiv Kumar Tulsyan	Vice President (Finance) & Company Secretary	-	0

51. There is change in the shareholding pattern and capital structure of the Transferee Company pursuant to the present Scheme. The pre-Scheme shareholding pattern as on 26th February, 2021; the post-Scheme shareholding pattern and capital structure of the Transferee Company and the Transferor Company (assuming the continuing shareholding pattern as on 26th February, 2021) are as under:



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The Pre-Arrangement shareholding pattern of the Transferee Company and Transferor Company as on 26th February, 2021 and the Post- Arrangement shareholding pattern of the Transferee Company and Transferor Company (assuming the continuing shareholding pattern as on 26th February, 2021)

Name	Amalgamating		Amalgamated (Pre)		Amalgamated (Issue / Cancel)		Amalgamated (Post)	
	No. of Shares	Holding (%)	No. of Shares	Holding (%)	No. of Shares Issued	No. of Shares Cancelled	No. of Shares	Holding (%)
Promoter Holding								
Individuals								
MurariLal Lohia	2,53,137	4.12%	12,95,336	1.45%	13947849	-	1,52,43,185	3.93%
Murari Lal Lohia (HUF)	50,311	0.82%	45,33,678	5.07%	2772136	-	73,05,814	1.89%
Usha Lohia	34,703	0.56%	-	-	1912135	-	19,12,135	0.49%
Vivek Lohia	1,41,498	2.30%	-	-	7796540	-	77,96,540	2.01%
Ritu Lohia	26,195	0.43%	-	-	1443345	-	14,43,345	0.37%
Vikash Lohia	2,07,377	3.37%	-	-	11426473	-	1,14,26,473	2.95%
Samir Kumar Gupta	1,000	0.02%	-	-	55100	-	55,100	0.01%
Shradha Lohia	13,220	0.22%	-	-	728422	-	7,28,422	0.19%
						-	-	-
Corporate Bodies						-	-	-
Karisma Goods Pvt.Ltd	16,25,794	26.45%	-	-	89581249	-	8,95,81,249	23.12%
Jupiter Metal Spring Pvt.Ltd	7,87,600	12.82%	-	-	43396760	-	4,33,96,760	11.20%
Anish Consultants & CreditsP.Ltd	2,78,800	4.54%	-	-	15361880	-	1,53,61,880	3.96%
Riddles Marketing Pvt. Ltd.	-	-	-	-	564775	-	5,64,775	0.15%
Jupiter Forging & Steel Pvt. Ltd.	2,53,750	4.13%	9,71,504	1.09%	13981625	-	1,49,53,129	3.86%
Jupiter Wagons Limited	-	-	4,06,66,835	45.45%	0	(4,06,66,835)	-	-
					0.000	-	-	-
Non Resident								
Tatragonka A.S.	-	-	68,00,518	7.60%	7,25,45,211.000	-	7,93,45,729	20.48%
Total Promoter Holding	36,73,385	59.77%	5,42,67,871	60.65%	27,55,13,500	(4,06,66,835)	28,91,14,536	74.62%
Public Shareholding								
Resident								
Riddles Marketing Pvt. Ltd.	10,250	0.17%	-	-	-	-	-	-
Non Resident						-	-	-
Tatragonka A.S.	13,16,610	21.42%	-	-	-	-	-	-
Atyant Capital India Fund - I	2,69,207	4.38%	-	-	14833306	-	1,48,33,306	3.83%
Vanderbilt University	3,01,844	4.91%	-	-	16631604	-	1,66,31,604	4.29%
Gothic Corporation	2,98,391	4.86%	-	-	16441344	-	1,64,41,344	4.24%
The Duke Endowment	1,08,308	1.76%	-	-	5967771	-	59,67,771	1.54%
Gothic HSP Corp	1,05,227	1.71%	-	-	5798008	-	57,98,008	1.50%
Employees Retirement plan of Duke University	62,542	1.02%	-	-	3446064	-	34,46,064	0.89%
						-	-	-
FIs						-	-	-
Axis Bank	-	-	83,49,158	9.33%	-	-	83,49,158	2.15%
Public						-	-	-
Others	-	-	2,68,65,628	30.02%	-	-	2,68,65,628	6.93%
Total - Public Shareholding	24,72,379	40.23%	3,52,14,786	39.35%	6,31,18,097	-	9,83,32,883	25.38%
Grand Total	61,45,764	100.0%	8,94,82,657	100.0%	33,86,31,597	(4,06,66,835)	38,74,47,419	100.0%



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The Post-Arrangement Capital Structure of the Transferee Company (assuming the continuing capital structure as on 26th February, 2021)

Particulars	Amount (INR)
Authorized Capital	
38,88,50,000 Equity Shares of INR 10 each	388,85,00,000
88,00,000 preference shares of INR 100 each	88,00,00,000
Total	476,85,00,000
Issued, subscribed and Paid up Share Capital	
38,74,47,419 Equity Shares of INR 10 each	3,87,44,74,190
Total	3,87,44,74,190

52. In the event that the Scheme is withdrawn in accordance with its terms, the Scheme shall stand revoked, cancelled and be of no effect and null and void.
53. The following documents will be available for inspection by the Equity shareholders of the Applicant Company through electronic mode on the website of the Company. The weblink for the same is www.cebbco.com. In addition to the above, the following documents will also be open for inspection by the Equity Shareholders of the Applicant Company at its registered office at 48, Vandana Vihar, Narmada Road, Gorakhpur, Jabalpur – 482001, Madhya Pradesh between 10.30 a.m. to 12.30 p.m. on all working days up to the date of the meeting:
- (i) Copy of the order passed by NCLT in C.A.(CAA)/8(MP)2021, dated 16th April, 2021 directing the Transferee Company to, inter alia, convene the meetings of its equity shareholders, secured creditors and unsecured creditors;
 - (ii) Copy of C.A.(CAA)/8(MP)2021 along with annexures filed by the Transferee Company before NCLT;
 - (iii) Copy of C.A.No.52/KB/2021 along with annexures filed by the Transferor Company before the National Company Law Tribunal, Bench at Kolkata;
 - (iv) Copy of the Memorandum and Articles of Association of the Transferor Company and the Transferee Company;
 - (v) Copy of the annual reports of the Companies, for the financial years ended March 31, 2020, March 31, 2019 and March 31, 2018, respectively;
 - (vi) Copy of the Unaudited financial results of the Transferee Company for the quarter and nine months ended December 31, 2020;
 - (vii) Copy of the Audited financial results of Transferor Company for the quarter and nine months ended December 31, 2020;
 - (viii) Copy of the Register of Directors' shareholding of each of the Companies;
 - (ix) Copy of the Valuation Report dated 28th September, 2020 issued by Dhwanit Kashyap Vaidya, registered valuer, IBBI Registration Number: IBBI/RV/06/2019/11411;
 - (x) Copy of the valuation report dated 28 September, 2020 issued by TR Chaddha & Co LLP, independent chartered accountants, ICAI Firm Registration Number: 006711N / N500028;
 - (xi) Copy of the Fairness Opinion dated 28th September, 2020 issued by Systematix Corporate Services Limited, a SEBI registered merchant bank;
 - (xii) Copy of the Audit Committee Report of the Transferee Company;
 - (xiii) Copy of the Audit Committee Report of the Transferor Company;
 - (xiv) Copy of the resolutions, dated 28th September, 2020, passed by the Board of Directors of the Transferor Company and the Transferee Company, respectively, approving the Scheme;
 - (xv) Copy of the Statutory Auditors' certificate dated 28th September, 2020 issued Statutory Auditors of the Transferee Company;
 - (xvi) Copy of the Statutory Auditors' certificate dated 28th September, 2020 issued by Statutory Auditors of the Transferor Company;



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- (xvii) Copy of the complaints report, both dated 17th Novembers 2020, submitted by the Transferee Company to BSE and NSE;
 - (xviii) Copy of the no adverse observations/no-objection letter issued by BSE and NSE, dated 14th December, 2021 and 10th December, 2021 to the Transferee Company;
 - (xix) Copy of the certificate, issued by Chartered Accountants, certifying the amount due to the unsecured creditors of the Transferee Company as on December 31, 2020;
 - (xx) Copy of the certificate, issued by Chartered Accountants, certifying the amount due to the unsecured creditors of the Transferor Company as on December 31, 2020;
 - (xxi) Copy of the Scheme;
 - (xxii) Copy of the Reports dated 28th September, 2020 adopted by the Board of Directors of the Transferor Company and the Transferee Company, respectively, pursuant to the provisions of section 232(2)(c) of the Act;
 - (xxiii) Copy of the applicable information of the Transferor Company in the format specified for abridged prospectus as provided in Part E of Schedule VI of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
54. This statement may be treated as an Explanatory Statement under Sections 230(3), 232(1) and (2) and 102 of the Act read with Rule 6 of the Rules. Hard copies of the Particulars as defined in this Notice can be obtained free of charge between 10.30 a.m. to 12.30 p.m. on all working days, at the registered office of the Applicant Company, up to the date of the Meeting, at 48, Vandana Vihar, Narmada Road, Gorakhpur, Jabalpur – 482001, Madhya Pradesh or from the office of authorised representative Mr. Chetan Patel at 301 Akshar Stadia, Opp. Symphony House, B/H Armieda Cosmetic Centre, Off S G Highway, Bodakdev, Ahmedabad - 380059;
55. After the Scheme is approved, by the equity shareholders, secured creditors and unsecured creditors of the Applicant Company, it will be subject to the approval/sanction by NCLT or any other statutory or regulatory authorities as may be applicable.

Vineeta Shriwani
Chairperson appointed for the meeting

Dated this 15th Day of May, 2021
Registered office: 48, Vandana Vihar
Narmada Road, Gorakhpur
Jabalpur – 482001
Madhya Pradesh



Commercial Engineers & Body Builders Co. Limited

SCHEME OF AMALGAMATION

OF

JUPITER WAGONS LIMITED

AMALGAMATING COMPANY

WITH

COMMERCIAL ENGINEERS & BODY BUILDERS CO. LIMITED

AMALGAMATED COMPANY

AND

THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

**UNDER SECTIONS 230 TO 232 AND
OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013**



Commercial Engineers & Body Builders Co. Limited

PART I

OVERVIEW, OBJECTS, DEFINITIONS AND INTERPRERATION

1. OVERVIEW OF THE SCHEME

- 1.1 This Scheme (*as defined hereinafter*) seeks to amalgamate the Amalgamating Company (*as defined hereinafter*) into and with the Amalgamated Company (*as defined hereinafter*) pursuant to the provisions of Sections 230 - 232 of the Act (*as defined hereinafter*) and other applicable provisions of the Act, Section 2(1B) of the Income-tax Act, 1961 and the SEBI Circular (*as defined hereinafter*).
- 1.2 The Board (*as defined hereinafter*) of the Amalgamating Company and the Amalgamated Company (collectively referred to as the "**Companies**") have resolved that the amalgamation of Amalgamating Company into and with the Amalgamated Company would be in the best interests of the Companies and their respective shareholders, creditors, employees and other stakeholders.
- 1.3 The equity shares of the Amalgamated Company are listed on the BSE and the NSE. The Amalgamating Company is part of the promoter and promoter group of the Amalgamated Company (*as defined under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended*). The shares of the Amalgamating Company are not listed on any stock exchange.
- 1.4 Upon the amalgamation of the Amalgamating Company into and with the Amalgamated Company pursuant to this Scheme becoming effective on the Effective Date (*as defined hereinafter*), the Amalgamated Company will issue New Equity Shares (*as defined hereinafter*) to the shareholders of the Amalgamating Company on the Record Date (*as defined hereinafter*), in accordance with the Fair Equity Share Exchange Ratio (*as defined hereinafter*) approved by the Board (*as defined hereinafter*) of each of the Companies and pursuant to Sections 230 - 232 and other relevant provisions of the Act, and in the manner provided for in this Scheme.
- 1.5 The amalgamation of the Amalgamating Company into and with the Amalgamated Company will be effective from the Appointed Date (*as defined hereinafter*) but shall be operative from the Effective Date.
- 1.6 The Scheme has been drawn up in compliance with the conditions relating to 'Amalgamation' as specified under Section 2(1B) of the Income-tax Act, 1961.
- 1.7 This Scheme presented under Sections 230-232 of the Act for the amalgamation of the Amalgamating Company into and with the Amalgamated Company is divided into the following parts:
- Part I: Deals with the overview of this Scheme, brief overview of the Companies, objects of this Scheme and definitions and interpretation.
- Part II: Deals with capital structure of the Companies.
- Part III: Deals with amalgamation of the Amalgamating Company into and with the Amalgamated Company and sets forth certain additional arrangements that form a part of this Scheme.
- Part IV: Deals with the general terms and conditions applicable to this Scheme and various other matters consequential or otherwise integrally connected herewith.

2. BRIEF OVERVIEW OF THE COMPANIES

2.1 Jupiter Wagons Limited

- (i) The Amalgamating Company is a public limited company incorporated under the provisions of the Companies Act, 1956 on 27 July, 2006. The Corporate Identification Number of the Amalgamating Company is U35202WB2006PLC110822 and its registered office is located at 4/2, Middleton Street, Kolkata - 700071. The shares of the Amalgamating Company are not listed on any stock exchange.
- (ii) The Amalgamating Company is engaged *inter alia* in the business of manufacturing, casting, forging, rolling, repair and/or maintenance of railway wagons (including passenger cars and freight cars), other vehicles, goods carriages, coaches, rolling stock, railway switches, railway crossings, and other railway accessories/components and other ancillary metal products related to the foregoing products, sales and supply of railway wagons (including passenger cars and freight cars), goods carriages, coaches, rolling stock, railway switches, railways crossings and other railway accessories/components related to the foregoing products.

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2.2 Commercial Engineers & Body Builders Co Limited

- (i) The Amalgamated Company is a public limited company incorporated under the provisions of the Companies Act, 1956 on 28 September, 1979. The Corporate Identification Number of the Amalgamated Company is L24231MP1979PLC049375 and its registered office is currently located at 48, Vandana Vihar, Narmada Road, Gorakhpur, Jabalpur – 482001, Madhya Pradesh.¹ The equity shares of the Amalgamated Company are listed on the BSE and the NSE.
- (ii) The Amalgamated Company is engaged *inter alia* in the business of metal fabrication comprising of load bodies for commercial vehicles and rail freight wagons and manufacturing, maintenance and repair of commercial vehicles and railway wagons.

3. RATIONALE FOR THIS SCHEME

The proposed amalgamation would be in the best interests of the Companies and their respective shareholders, employees, creditors and other stakeholders as the proposed amalgamation is expected to result *inter alia* in:

- (i) consolidation of the businesses presently being carried on by the Companies, which shall create greater synergies between the business operations of the Companies such as enhancement of net worth of the combined business and backward integration of the operations of the Amalgamated Company's business which will lead to superior ability to leverage the business including reduction in cost of capital, cost savings due to focused operational efforts, rationalization, standardization and simplification of business processes, productivity improvements, improved procurement efficiencies, procurement and distribution logistics;
- (ii) enhancement of competitive strength, cost reduction and efficiencies, productivity gains and logistic advantages and operational efficiencies through optimal utilization of resources, as a consequence of pooling of financial, managerial and technical resources, personnel, capabilities, skills, expertise and technologies of the Companies;
- (iii) better alignment, coordination and streamlining of day to day operations, leading to improvement in overall working culture and environment;
- (iv) utilising the financial strength of the Amalgamating Company to turnaround the Amalgamated Company and embark on a growth phase by modernizing the plants to meet the current industry demand and enter into newer product development and consolidation of market segments;
- (v) greater efficiency in cash management and unfettered access to cash flow generated by the combined businesses which can be deployed more efficiently to fund growth opportunities to improve stakeholders' value;
- (vi) beneficial results for both the Companies and in the long run, is expected to enhance value for the 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 and regularization of the cash flow of the Amalgamated Company on account of the regular revenue stream of the Amalgamating Company which would help in stabilizing the cash flow issues of the Amalgamated Company; and
- (viii) creation of value for various stakeholders and shareholders of the Companies, as a result of the above.

4. DEFINITIONS

4.1 In this Scheme, unless inconsistent with the subject or context, the following expressions have the meanings as set out herein below:

"**Act**" means the Companies Act, 2013, as notified, clarified, amended, supplemented, modified and/or replaced from time to time and shall include any statutory replacement or re-enactment thereof, including any rules made thereunder or notifications, circulars or orders made/issued thereunder from time to time;

"**Amalgamated Company**" means Commercial Engineers & Body Builders Co Limited, a company incorporated with Corporate Identification Number L24231MP1979PLC049375;

"**Amalgamated Company Shares**" means the fully paid up equity shares of the Amalgamated Company, each having a face value of INR 10 (Rupees ten);

¹**Note:** The Amalgamated Company proposes to change its registered office from Jabalpur, Madhya Pradesh to Kolkata, West Bengal. The shareholders of the Amalgamated Company have passed a resolution approving the change of the registered office from the state of Madhya Pradesh to the state of West Bengal. The Amalgamated Company shall make an application to the relevant Government Authority seeking approval for alteration of its memorandum of association with regard to the change of place of the registered office from the state of Madhya Pradesh to the state of West Bengal, in accordance with Section 13(4) of the Act.

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"Amalgamating Company" means Jupiter Wagons Limited, a company incorporated with Corporate Identification Number U35202WB2006PLC110822 and includes:

- (a) any and all of its assets, whether movable or immovable, tangible or intangible, real or personal, corporeal or incorporeal, in possession or reversion, present, future, or contingent, including but not limited to registrations and memberships, electrical fittings, installations, tools, accessories, power lines, stocks, computers, communication facilities, vehicles, furniture, fixtures and office equipment, all rights, title, interests, covenants, undertakings, and society memberships and rights appurtenant to the immovable property, including continuing rights, covenants, title and interests in connection with any land (together with the buildings and structures standing thereon), whether freehold or leasehold or leave and licensed or right of way and all documents (including panchnamas, declarations, receipts) of title, rights and easements in relation thereto, plant, machinery, trading platform, appliances, equipment, whether licensed, leased or otherwise;
- (b) any and all of its investments (including shares whether in dematerialised or physical form, scrips, stocks, bonds, debentures, debenture stock, units or pass through certificates and other securities but other than the investment in the Amalgamated Company), actionable claims, application monies, advance monies, earnest monies, margin money and/or security deposits, payment against warrants or other entitlements, as may be lying with it, including but not limited to the deposits from members, investor's service fund and investor protection fund, loans and advances, recoverable in cash or in kind or for value to be received, provisions, all cash and bank balances and deposits, money at call and short notice, contingent rights or benefits, receivables, including dividends declared or interest accrued thereon, reserves, provisions, funds, benefits of all agreements, bonds, debentures, debenture stock, units or pass through certificates, all deposits and balances with Governmental Authorities and other persons;
- (c) any and all of its licenses (including the licenses granted by any Governmental Authority for the purpose of carrying on its business or in connection therewith), permissions, allotments, approvals, consents, concessions, clearances, credits, awards, sanctions, exemptions, subsidies, registrations, no-objection certificates, permits, quotas, rights, entitlements, authorisation, applications made for obtaining all or any of the aforesaid, pre-qualifications, bid acceptances, tenders, certificates, tenancies, trade names, trademarks, service marks, copyrights, logos, corporate names, brand names, domain names, sales tax credits, income-tax credits, goods and service tax credits, privileges and benefits of/ arising out of all licenses, contracts, agreements, applications and arrangements and all other related rights including lease rights, powers and facilities of every kind and description whatsoever, equipment, installations and utilities such as electricity, water and other service connections, all benefits including subsidies, grants, incentives, tax credits (including but not limited to credits in respect of goods and services tax, income tax, minimum alternate tax, value added tax, etc., tax refunds) and all other rights, claims and powers, of whatsoever nature;
- (d) any and all of its debts, borrowings and liabilities (whether denominated in Indian rupees or foreign currency), present or future, whether secured or unsecured, all guarantees, assurances, commitments and obligations of any nature or description, whether fixed, contingent or absolute, secured or unsecured, asserted or unasserted, matured or unmatured, liquidated or unliquidated, accrued or not accrued, known or unknown, due or to become due, whenever or however arising (including, without limitation, whether arising out of any contract or tort based on negligence or strict liability);
- (e) all contracts, agreements, licenses, leases, memoranda of undertakings, memoranda of agreements, memoranda of agreed points, letters of agreed points, bids, letters of intent, arrangements, undertakings, whether written or otherwise, deeds, bonds, schemes, arrangements, service agreements, sales orders, purchase orders, operation and maintenance compliance, equipment purchase agreements or other instruments of whatsoever nature to which the Amalgamating Company is a party, and other assurances in favour of the Amalgamating Company or powers or authorisations granted by or to it, and all privileges and benefits of/ arising out of all contracts, agreements and arrangements and all other related rights of every kind and description whatsoever;
- (f) all insurance policies and all privileges and benefits of/ arising out of all such policies, contracts, agreements and arrangements, including any premium paid, claims pending and all other related rights of every kind and description whatsoever;
- (g) all employees, permanent employees, temporary employees, probationers, trainees, interns employed or engaged by the Amalgamating Company;

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- (h) rights of any claim not made by the Amalgamating Company in respect of any refund of tax, duty, cess or other charge, including any erroneous or excess payment thereof made by the Amalgamating Company and any interest thereon, with regard to any law, act or rule or scheme made by the Governmental Authority, and in respect of carry forward of un-absorbed losses and unabsorbed tax depreciation, deferred revenue expenditure, rebate, incentives, benefits etc., under the Income-tax Act, 1961, sales tax, value added tax, custom duties and good and service tax or any other or like benefits under Applicable Law;
- (i) all books, records, files, papers, engineering and process information, application software, software licenses (whether proprietary or otherwise), test reports, computer programmes, drawings, manuals, data, databases including databases for procurement, commercial and management, catalogues, quotations, sales and advertising materials, product registrations, dossiers, lists of suppliers including service providers, customer/supplier pricing information, and all other books and records, whether in physical or electronic form;
- (j) amounts claimed by the Amalgamating Company whether or not so recorded in the books of account of the Amalgamating Company from any Governmental Authority, under any law, act or rule in force, as refund of any tax, duty, cess, or of any excess payment;
- (i) all intellectual property rights, including trademarks, trade names, computer programmes, websites, manuals, data, service marks, copyrights, patents, designs, technical know-how, domain names, including applications for such intellectual property rights, used by or held for use by the Amalgamating Company, if any, whether or not recorded in the books of accounts of the Amalgamating Company, whether used or held for use by it; and
- (k) all rights to use and avail telephones, telexes, facsimile, email, internet, leased line connections and installations, utilities, electricity and other services, reserves, provisions, funds, benefits of assets or properties or other interests held in trusts, registrations, contracts, engagements, arrangements of all kind, privileges and all other rights, easements, liberties and advantages of whatsoever nature and wheresoever situated belonging to or in the ownership, power or possession and in control of or vested in or granted in favour of or enjoyed by the Amalgamating Company and all other rights and interests of whatsoever nature belonging to or in the ownership, power, possession or control of or vested in or granted in favour of or held for the benefit of or enjoyed by the Amalgamating Company;

"Applicable Law" means all applicable (i) statutes, enactments, acts of legislature or parliament, laws, ordinances, code, directives, rules, regulations, bye-laws, listing agreements, notifications, guidelines or policies of any applicable jurisdiction; and (ii) administrative interpretation, writ, injunction, directions, directives, judgment, arbitral award, decree, orders or approvals required from Governmental Authorities of, or agreements with, any Governmental Authority or a recognized stock exchange;

"Appointed Date" means the 1 October, 2019, or such other date as may be mutually agreed between the Companies and is the date with effect from which this Scheme shall be effective;

"Board" in relation to the Companies means their respective board of directors, and unless it is repugnant to the context or otherwise, includes any committee of directors or any person authorised by the board of directors or by such committee of directors;

"BSE" means the BSE Limited;

"Companies" has the meaning ascribed to such term in Clause 1.2 of Part I of this Scheme;

"Competent Authority(ies)" means the relevant National Company Law Tribunal(s) having jurisdiction over the Amalgamating Company and the Amalgamated Company;

"Effective Date" has the meaning assigned to it in Clause 11.1 of Part IV of this Scheme;

"Encumbrance" means (a) any encumbrance including, without limitation, any claim, mortgage, negative lien, pledge, equitable interest, charge (whether fixed or floating), hypothecation, lien, deposit by way of security, security interest, trust, guarantee, commitment, assignment by way of security, or other encumbrances or security interest of any kind securing or conferring any priority of payment in respect of any obligation of any person and includes without limitation any right granted by a transaction which, in legal terms, is not the granting of security but which has an economic or financial effect similar to the granting of security in each case under any law, contract or otherwise, including any option or right of pre-emption, public right, common right, easement rights, any attachment, restriction on use, transfer, receipt of income or exercise of any other attribute of ownership, right of set-off and/ or any other interest held by a third party; (b) any voting agreement, conditional sale contracts, interest, option, right of first offer or transfer



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restriction; (c) any adverse claim as to title, possession or use; and/ or (d) any agreement, conditional or otherwise, to create any of the foregoing, and the term 'encumber' shall be construed accordingly;

"**Fair Equity Share Exchange Ratio**" has the meaning assigned to it in Clause 4.1 of Part III of this Scheme;

"**Governmental Authority**" means any governmental or statutory or regulatory or administrative authority, government department, agency, commission, board, tribunal or court or other entity authorised to make laws, rules or regulations or pass directions, having or purporting to have jurisdiction over any state or other sub-division thereof or any municipality, district or other sub-division thereof pursuant to Applicable Law;

"**LODR Regulations**" means the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and includes all amendments or statutory modifications thereto or re-enactments thereof;

"**New Equity Shares**" has the meaning assigned to it in Clause 4.1 of Part III;

"**NSE**" means the National Stock Exchange of India Limited;

"**RBI**" means the Reserve Bank of India;

"**Record Date**" means the date to be fixed by the Board of the Amalgamating Company in consultation with the Board of the Amalgamated Company, for the purpose of determining the shareholders of the Amalgamating Company to whom the New Equity Shares will be allotted pursuant to this Scheme;

"**RoC**" means the relevant Registrar of Companies having jurisdiction over the Amalgamating Company and the Amalgamated Company;

"**Scheme**" means this scheme of amalgamation pursuant to Sections 230 - 232 and other relevant provisions of the Act, with such modifications and amendments as may be made from time to time, with the appropriate approvals and sanctions of the Competent Authority(ies);

"**SEBI**" means the Securities and Exchange Board of India;

"**SEBI Circular**" means circular no. CFD/DIL3/CIR/2017/21 dated 10 March 2017, as amended from time to time; and

"**Tax**" or "**Taxes**" means any and all taxes (direct or indirect), surcharges, fees, levies, duties, tariffs, imposts and other charges of any kind in each case in the nature of a tax, imposed by any Governmental Authority (whether payable directly or by withholding), including income tax, tax on windfall or other profits, gross receipts, property, sales, severance, branch profits, customs duties, excise duties, withholding tax, self-assessment tax, advance tax, service tax, goods and services tax, stamp duty, transfer tax, value-added tax, minimum alternate tax, banking cash transaction tax, securities transaction tax, and taxes withheld or paid in a foreign country (together with any and all interest, penalties, additions to tax and additional amounts imposed with respect thereto).

5. INTERPRETATION

5.1 Terms and expressions which are used in this Scheme but not defined herein shall, unless repugnant or contrary to the context or meaning thereof, have the same meaning ascribed to them under the Act, the Income-tax Act, 1961, the Securities Contracts (Regulation) Act, 1956, Securities and Exchange Board of India Act, 1992 (including the regulations made thereunder), the Depositories Act, 1996 and other Applicable Laws, rules, regulations, bye-laws, as the case may be, including any statutory modification or re-enactment thereof, from time to time. In particular, wherever reference is made to the Competent Authority(ies) in this Scheme, the reference would include, if appropriate, reference to the Competent Authority(ies) or such other forum or authority, as may be vested with any of the powers of the Competent Authority(ies) under the Act and/or rules made thereunder.

5.2 In this Scheme, unless the context otherwise requires:

- (i) references to "persons" includes individuals, bodies corporate (wherever incorporated), unincorporated associations and partnerships;
- (ii) the headings, sub-headings, titles, sub-titles to clauses, sub-clauses and paragraphs are inserted for ease of reference only and shall not form part of the operative provisions of this Scheme and shall not affect the construction or interpretation of this Scheme;
- (iii) references to one gender includes all genders;
- (iv) words in the singular includes the plural and *vice versa*;
- (v) any references in this Scheme to "upon this Scheme becoming effective" or "upon coming into effect of this Scheme" or "upon this Scheme coming into effect" or "effectiveness of this Scheme" or likewise shall be construed to be a reference to the Effective Date;

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- (vi) words "includes" and "including" are to be construed without limitation;
- (vii) terms "hereof", "herein", "hereby", "hereto" and derivative or similar words shall refer to this entire Scheme or specified Clauses of this Scheme, as the case may be;
- (viii) a reference to "writing" or "written" includes printing, typing, lithography and other means of reproducing words in a visible form including e-mail;
- (ix) reference to any agreement, contract, document or arrangement or to any provision thereof includes references to any such agreement, contract, document or arrangement as it may, after the date hereof, from time to time, be amended, supplemented or novated;
- (x) reference to the Recital or Clause shall be a reference to the Recital or Clause of this Scheme; and
- (xi) references to any provision of law or legislation or regulation includes: (a) such provision as from time to time amended, modified, re-enacted or consolidated (whether before or after the date of this Scheme) to the extent such amendment, modification, re-enactment or consolidation applies or is capable of applying to the transaction entered into under this Scheme, (b) all subordinate legislations (including circulars, notifications, clarifications or supplement(s) to, or replacement or amendment of, that law or legislation or regulation) made from time to time under that provision (whether or not amended, modified, re-enacted or consolidated from time to time) and any retrospective amendment.

PART II

CAPITAL STRUCTURE

1. SHARE CAPITAL OF THE AMALGAMATING COMPANY

1.1 The share capital of the Amalgamating Company as at 25 September, 2020 is as under :

Particulars	Amount in Rupees
Authorised Capital	
68,00,000 equity shares of INR10 each	6,80,00,000
Total	6,80,00,000
Issued, Subscribed and Paid-up	
61,45,764 equity shares of INR 10 each	6,14,57,640
Total	6,14,57,640

1.2 The shares of the Amalgamating Company are not listed on any stock exchange.

2. SHARE CAPITAL OF THE AMALGAMATED COMPANY

2.1 The share capital of the Amalgamated Company as at 25 September, 2020 is as under:

Particulars	Amount in Rupees
Authorized Capital²	
9,20,50,000 equity shares of INR 10 each	92,05,00,000
88,00,000 preference shares of INR 100 each	88,00,00,000
Total	180,05,00,000
Issued, Subscribed and Paid-up	
8,94,82,657 equity shares of INR 10 each	89,48,26,570
67,48,229 0.001% non-convertible cumulative redeemable preference shares of INR 100 each	67,48,22,900
Total	156,96,49,470

2.2 The equity shares of the Amalgamated Company are listed on the BSE and the NSE. The non-convertible cumulative redeemable preference shares issued by the Amalgamated Company are not listed on any stock exchange.

²Note: The Board of Directors of the Amalgamated Company have passed a resolution dated 28 September, 2020 to increase the authorized share capital of the Amalgamated Company, subject to the approval of the shareholders of the Amalgamated Company. Upon receipt of the approval of the shareholders of the Amalgamated Company, the authorized share capital of the Amalgamated Company shall be increased to INR 470,05,00,000/- (Rupees Four Hundred and Seventy Crore and Five lakhs only) divided into (a) 38,20,50,000 (Thirty Eight Crore Twenty Lakhs and Fifty Thousand) equity shares of INR 10 each aggregating to INR 382,05,00,000/- (Three Hundred and Eighty Two Crore and Five Lakhs only); and (b) 88,00,000 (Eighty Eight Lakhs) preference shares of INR 100 each aggregating to INR 88,00,00,000 (Rupees Eighty Eight Crores). The Amalgamated Company shall file the Scheme with the Competent Authority(ies) only after the increase in the authorized share capital of the Amalgamated Company has been made effective.

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PART III

AMALGAMATION OF THE AMALGAMATING COMPANY INTO AND WITH THE AMALGAMATED COMPANY

1. TRANSFER AND VESTING

- 1.1 With effect from the Appointed Date and upon this Scheme becoming effective, the Amalgamating Company together with all its assets, liabilities, rights, benefits, obligations, title, claims, investments, interests, contracts, employees, licenses, records, approvals, etc., shall stand transferred to, and vest in, or shall be deemed to have been transferred to, and vested in, the Amalgamated Company, as a going concern, without any further act, instrument or deed, in accordance with the provisions of this Scheme. This Scheme is drawn up to comply with the provisions/requirements of Sections 230 - 232 of the Act for the purpose of the amalgamation of the Amalgamating Company with the Amalgamated Company.
- 1.2 Without prejudice to the generality of the above, upon this Scheme becoming effective and with effect from the Appointed Date:
- (a) all assets of the Amalgamating Company, that are movable in nature or incorporeal property or are otherwise capable of transfer by physical or constructive delivery and/or by endorsement and delivery or by vesting and recordal of whatsoever nature, including machinery and equipment shall, pursuant to this Scheme, stand transferred to, and vested in, and/or be deemed to be transferred to, and vested in, the Amalgamated Company, wherever located, and shall become the property and an integral part of the Amalgamated Company. The vesting pursuant to this sub-clause shall be deemed to have occurred by physical or constructive delivery or by endorsement and delivery or by vesting and recordal, pursuant to this Scheme, as appropriate to the property being vested and title to the property shall be deemed to have been transferred accordingly;
 - (b) all other movable properties of the Amalgamating Company, including investments in shares and any other securities, sundry debtors, actionable claims, earnest monies, receivables, bills, credits, outstanding loans and advances, if any, recoverable in cash or in kind or for value to be received, bank balances and deposits (including deposits from members), if any, with government, semi-government, local and other authorities and bodies, customers and other persons, shall without any further act, instrument or deed, become the property of the Amalgamated Company, and the same shall also be deemed to have been transferred by way of delivery of possession of the respective documents in this regard. It is hereby clarified that investments, if any, made by Amalgamating Company and all the rights, title and interest of the Amalgamating Company in any leasehold properties shall, pursuant to Section 232 of the Act and the provisions of this Scheme, without any further act or deed, be transferred to and vested in and/or be deemed to have been transferred to and vested in the Amalgamated Company;
 - (c) all immovable properties of the Amalgamating Company, including land together with the buildings and structures standing thereon, rights and interests in immovable properties of the Amalgamating Company, whether freehold or leasehold or otherwise, and all documents of title, rights and easements in relation thereto, shall be vested in, and/or be deemed to have been vested in, the Amalgamated Company, without any further act or deed done or being required to be done by the Amalgamating Company and/or the Amalgamated Company. The Amalgamated Company shall be entitled to exercise all rights and privileges attached to the aforesaid immovable properties and shall be liable to pay the ground rent and taxes and fulfil all obligations in relation to or applicable to such immovable properties. The relevant Governmental Authorities shall grant all clearances/permissions, if any, required for enabling the Amalgamated Company to absolutely own and enjoy the immovable properties in accordance with Applicable Law. The mutation or substitution of the title to the immovable properties shall, upon this Scheme becoming effective, be made and duly recorded in the name of the Amalgamated Company by Governmental Authorities pursuant to the sanction of this Scheme by the Competent Authority(ies) and upon this Scheme becoming effective in accordance with the terms hereof;
 - (d) all Encumbrances, if any, existing prior to the Effective Date over the assets of the Amalgamating Company which secure or relate to any liability, shall, after the Effective Date, without any further act, instrument or deed, continue to be related and attached to such assets or any part thereof to which they related or were attached prior to the Effective Date, in each case, in accordance with their respective terms, and as transferred to the Amalgamated Company in terms of this Scheme. The assets of the Amalgamating Company which are not Encumbered on the Effective Date shall remain unencumbered and the existing Encumbrance referred to above shall not be extended to, and shall not operate over, such assets. Further, such Encumbrances shall not relate or attach to any of the other assets of the Amalgamated Company. The secured creditors of the Amalgamated Company and/or other holders of security over the assets of the Amalgamated Company shall not be entitled to any additional security over the assets, rights, title, claims, benefits, interest and investments of the Amalgamating Company and therefore,

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- such assets, rights, title, claims, benefits, interest and investments shall remain free and available for creation of any security thereon in future in relation to any current or future indebtedness of the Amalgamated Company. The absence of any formal amendment which may be required by a lender or trustee or any third party shall not affect the operation of the foregoing provisions of this Scheme;
- (e) all assets, rights, title, claims, benefits, interest and investments of the Amalgamating Company as on the Appointed Date, whether or not included in the books of the Amalgamating Company, and all assets, rights, title, claims, benefits, interest and investments, of whatsoever nature and wherever situate, which are acquired by the Amalgamating Company on or after the Appointed Date shall be deemed to be and shall become the assets, rights, title, claims, benefits, interest and investments of the Amalgamated Company;
 - (f) all contracts, agreements, licences, leases, memoranda of undertakings, memoranda of agreements, memoranda of agreed points, letters of agreed points, bids, letters of intent, arrangements, undertakings, deeds, bonds, schemes, arrangements and other instruments, whether written or otherwise, to which the Amalgamating Company is a party, or to the benefit of which the Amalgamating Company may be eligible/entitled, and which are subsisting or having effect on the Effective Date shall, without any further act, instrument or deed, continue in full force and effect on, against or in favour of the Amalgamated Company and may be enforced as fully and effectually as if, instead of the Amalgamating Company, the Amalgamated Company is a party, beneficiary or obligor thereto. In relation to the same, any procedural requirements required to be fulfilled solely by the Amalgamating Company (and not by any of its successors), shall be fulfilled by the Amalgamated Company as if it is the duly constituted attorney of the Amalgamating Company;
 - (g) all legal, taxation or other proceedings, including before any Governmental Authority, relating to the Amalgamating Company, whether by or against the Amalgamating Company, whether instituted prior to, on, or after, the Appointed Date but pending on the Effective Date, shall not abate, be discontinued or in any way prejudicially affected by reason of the amalgamation of the Amalgamating Company or of anything contained in this Scheme, but the proceedings shall continue in the same manner, and to the same extent, as would or might have been continued and/or enforced by or against the Amalgamating Company, as if this Scheme had not been implemented;
 - (h) all the security interest over any moveable and/or immovable properties and security in any other form (both present and future) including but not limited to any pledges, or guarantees, if any, created/executed by any person in favour of the Amalgamating Company or any other person acting on behalf of, or for the benefit of, the Amalgamating Company for securing the obligations of the persons to whom the Amalgamating Company has advanced loans and granted other funded and non-funded financial assistance, by way of letter of comfort or through other similar instruments shall, without any further act, instrument or deed stand vested in, and be deemed to be vested in, favour of the Amalgamated Company and the benefit of such security shall be available to the Amalgamated Company as if such security was ab initio created in favour of the Amalgamated Company. The mutation or substitution of the charge in relation to the movable and immovable properties of the Amalgamating Company shall, upon this Scheme becoming effective, be made and duly recorded in the name of the Amalgamated Company by the relevant Governmental Authorities and third parties (including any depository participants) pursuant to the sanction of this Scheme by the Competent Authority(ies) and upon this Scheme becoming effective in accordance with the terms hereof;
 - (i) all debts, liabilities, contingent liabilities, duties and obligations, secured or unsecured (including rupee, foreign currency loans, time and demand liabilities, undertakings and obligations of the Amalgamating Company), of every kind, nature and description whatsoever and howsoever arising, whether provided for or not in the books of account or disclosed in the balance sheets of the Amalgamating Company, shall be deemed to be the debts, liabilities, contingent liabilities, duties, and obligations of the Amalgamated Company, and the Amalgamated Company shall, and undertakes to meet, discharge and satisfy the same in terms of their respective terms and conditions, if any. All loans raised and used and all debts, duties, undertakings, liabilities and obligations incurred or undertaken by the Amalgamating Company after the Appointed Date and up to the Effective Date, shall also be deemed to have been raised, used, incurred or undertaken for, and on behalf of, the Amalgamated Company and, to the extent they are outstanding on the Effective Date, shall, upon the coming into effect of this Scheme, pursuant to the provisions of Sections 230 to 232 of the Act, without any further act, instrument or deed shall stand transferred to and vested in or be deemed to have been transferred to and vested in the Amalgamated Company and shall become the debt, duties, undertakings, liabilities and obligations of the Amalgamated Company which shall meet, discharge and satisfy the same. Where any of the debts, liabilities, duties and obligations have been discharged by the Amalgamating

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Company after the Appointed Date but on or prior to the Effective Date, such discharge shall be deemed to have been for and on account of the Amalgamated Company;

- (j) all debentures, bonds, notes or other securities of the Amalgamating Company, whether convertible into equity or otherwise, shall, without any further act, instrument or deed, become the securities of the Amalgamated Company and all rights, powers, duties and obligations in relation thereto, shall be and shall stand transferred to, and vested in, or deemed to be transferred to, and vested in, and shall be exercised by or against the Amalgamated Company as if it were the Amalgamating Company. If the securities issued by the Amalgamating Company, including but not limited to debentures and bonds, are listed on any stock exchange, the same shall upon issuance/endorsement by the Amalgamated Company in terms of this Scheme, subject to applicable regulations and prior approval requirements, if any, be listed and/or admitted to trading on the relevant stock exchange(s) whether in India or abroad, where the securities were listed and/or admitted to trading on the same terms and conditions unless otherwise modified in accordance with the provisions hereof. In addition, the Board of the Amalgamated Company, shall be authorized to take such steps and do all acts, deeds and things as may be necessary, desirable or proper to list the various debentures, bonds and infrastructure bonds on the relevant exchanges. It is hereby clarified that it shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such debts, liabilities, duties and obligations have arisen in order to give effect to the provisions of this Clause and the consent of the shareholders and creditors of the Companies to this Scheme shall be deemed to be the consent for the purpose stated above;
- (k) all bank accounts operated, or entitled to be operated by, the Amalgamating Company shall be deemed to have transferred, and shall stand transferred to the, Amalgamated Company and names of the Amalgamating Company shall be substituted by the name of the Amalgamated Company in the bank's records. The Amalgamated Company shall be entitled to operate all bank accounts, realise all monies and complete and enforce all pending contracts and transactions in the name of the Amalgamating Company to the extent necessary until the transfer of the rights and obligations of the Amalgamating Company to the Amalgamated Company under this Scheme is formally accepted and completed by the parties concerned. For avoidance of doubt, it is hereby clarified that all cheques and other negotiable instruments, payment orders received and presented for encashment, which are in the name of the Amalgamating Company shall be accepted by the bankers of the Amalgamated Company and credited to the accounts of the Amalgamated Company, if presented by the Amalgamated Company after the Effective Date. Similarly, the bankers of the Amalgamated Company shall honour all cheques issued by the Amalgamating Company for payment after the Effective Date;
- (l) all letters of intent, requests for proposal, pre-qualifications, bid acceptances, tenders, and other instruments of whatsoever nature to which the Amalgamating Company is a party to or to the benefit of which the Amalgamating Company may be eligible, shall remain in full force and effect against or in favour of the Amalgamated Company and may be enforced as fully and effectually as if, instead of the Amalgamating Company, the Amalgamated Company is a party or beneficiary or obligee thereto. Upon coming into effect of this Scheme, the Amalgamated Company shall be entitled to, at its sole discretion, utilize the past track record of the Amalgamating Company for all commercial and regulatory purposes;
- (m) all employees, permanent employees, temporary employees, probationers, trainees and interns, if any, of the Amalgamating Company, whether hired prior to, on, or after, the Appointed Date but who are in employment/ engagement of the Amalgamating Company on the Effective Date, shall become, and be deemed to have become, the employees, permanent employees, temporary employees, probationers, trainees and interns, in the same capacity, as the case may be, of the Amalgamated Company, without any break or interruption in their services and on the terms and conditions which are no less favourable than those on which they are engaged by the Amalgamating Company. As regards the employees of the Amalgamating Company, if any, who qualify as "workmen" under the Industrial Disputes Act, 1947, and who are being transferred to the Amalgamated Company in terms of this Scheme, the Amalgamated Company confirms that it shall comply with the provisions of Section 25FF of the Industrial Disputes Act, 1947, to the extent applicable.
- (n) The Amalgamated Company further agrees that for the purpose of payment of any retirement benefit/compensation, such immediate uninterrupted past services with the Amalgamating Company shall also be taken into account. With regard to any provident fund, gratuity fund, pension, superannuation fund or other special fund created or existing for the benefit of such employees of the Amalgamating Company, the Amalgamated Company shall, if the Board of the Amalgamated Company deems fit, stand substituted for the Amalgamating Company for all purposes in the respective trust deeds or other documents. Any existing provident fund, gratuity fund and superannuation fund trusts created by the Amalgamating Company for its

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- employees shall be continued for the benefit of such employees on the same terms and conditions until such time that they are transferred to the relevant funds of the Amalgamated Company. Without prejudice to the aforesaid, the Board of the Amalgamated Company, if it deems fit, shall be entitled to: (i) retain separate trusts or funds within the Amalgamated Company for the erstwhile fund(s) of the Amalgamating Company; or (ii) merge the pre-existing fund of the Amalgamating Company with other similar funds of the Amalgamated Company;
- (o) the Amalgamated Company agrees that for the purpose of payment of any retrenchment compensation, gratuity and other terminal benefits, the past services of the employees with the Amalgamating Company, if any, as the case may be, shall also be taken into account, and agrees and undertakes to pay the same as and when payable;
 - (p) all trademarks, trade names, service marks, copyrights, logos, corporate names, brand names, domain names and all registrations, applications and renewals in connection therewith, and software and all website content (including text, graphics, images, audio, video and data), trade secrets, confidential business information and other proprietary information shall stand transferred to and vested in the Amalgamated Company;
 - (q) all registrations, goodwill and licenses, appertaining to the Amalgamating Company, if any, shall be transferred to, and vested in, the Amalgamated Company;
 - (r) all taxes (including but not limited to advance tax, tax deducted at source, minimum alternate tax, withholding tax, banking cash transaction tax, securities transaction tax, taxes withheld/paid in a foreign country, value added tax, sales tax, service tax, goods and services tax, customs, duties, etc.), including any interest, penalty, surcharge and cess, if any, payable by or refundable to the Amalgamating Company, including all or any refunds or claims shall be treated as the tax liability or refunds/claims, as the case may be, of the Amalgamated Company, and any tax incentives, advantages, privileges, exemptions, credits, holidays, remissions, reductions etc., as would have been available to the Amalgamating Company, shall pursuant to this Scheme becoming effective, be available to the Amalgamated Company;
 - (s) all approvals, allotments, consents, concessions, clearances, credits, awards, sanctions, exemptions, subsidies, registrations, no-objection certificates, permits, quotas, rights, entitlements, authorisation, pre-qualifications, bid acceptances, tenders, licenses (including the licenses granted by any governmental, statutory or regulatory bodies for the purpose of carrying on its business or in connection therewith), permissions (including but not limited to permissions granted in relation to launch futures and options contracts) and certificates of every kind and description whatsoever in relation to the Amalgamating Company, or to the benefit of which the Amalgamating Company may be eligible/entitled, whether procured prior to, on, or after, the Appointed Date and which are subsisting or having effect on the Effective Date, shall be in full force and effect in favour of the Amalgamated Company and may be enforced as fully and effectually as if, instead of the Amalgamating Company, the Amalgamated Company had been a party or beneficiary or obligor thereto. It is hereby clarified that if the consent of any third party or authority is required to give effect to the provisions of this Clause, the said third party or authority shall make and duly record the necessary substitution/endorsement in the name of the Amalgamated Company pursuant to the sanction of this Scheme by the Competent Authority(ies), and upon this Scheme becoming effective in accordance with the terms hereof. For this purpose, the Amalgamated Company may file appropriate applications/documents with relevant authorities concerned for information and record purposes;
 - (t) benefits of any and all corporate approvals as may have already been taken by the Amalgamating Company, whether being in the nature of compliances or otherwise, including without limitation approvals under Sections 42, 62(1)(a), 180, 185, 186, 188 etc., of the Act, read with the rules and regulations made thereunder, shall stand transferred to the Amalgamated Company and the said corporate approvals and compliances shall be deemed to have been taken/complied with by the Amalgamated Company; it being clarified that if any such resolutions have any monetary limits approved subject to the provisions of the Act and of any other applicable statutory provisions, then the said limits, as are considered necessary by the Board of the Amalgamated Company, shall be added to the limits, if any, under the like resolutions passed by the Amalgamated Company;
 - (u) all the benefits under the various incentive schemes and policies that the Amalgamating Company is entitled to, including tax credits, tax deferral, exemptions and benefits (including sales tax and service tax), subsidies, tenancy rights, liberties, special status and other benefits or privileges enjoyed or conferred upon or held or availed by the Amalgamating Company and all rights or benefits that have accrued or which may accrue to the Amalgamating Company, whether on, before or after the Appointed Date, shall upon this Scheme becoming effective and with effect from the Appointed Date be transferred to and vest

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in the Amalgamated Company and all benefits, entitlements and incentives of any nature whatsoever, shall be claimed by the Amalgamated Company and these shall relate back to the Appointed Date as if the Amalgamated Company was originally entitled to all benefits under such incentive schemes and or policies;

- (v) without prejudice to the generality of the foregoing, all lease agreements and leave and license agreements, as the case may be, to which the Amalgamating Company is a party, whether executed prior to, on, or after, the Appointed Date and having effect on the Effective Date, shall remain in full force and effect on the terms and conditions contained therein in favour of or against the Amalgamated Company and may be enforced fully and effectually as if, instead of the Amalgamating Company, the Amalgamated Company is a party or beneficiary or obligee thereto or thereunder; and the respective lessees and the licensees, as the case may be, shall continue to be in possession of the premises subject to the terms and conditions contained in the relevant lease agreements or leave and license agreements, as the case may be. Further, all the rights, title, interest and claims of the Amalgamating Company in any properties including leasehold/ licensed properties of the Amalgamating Company, including but not limited to, security deposits and advance or prepaid lease or license fee, shall, on the same terms and conditions, be transferred to, and vested in, or be deemed to have been transferred to, and vested in, the Amalgamated Company automatically, without requirement of any further act or deed. The Amalgamated Company shall be entitled to occupy and use all premises, whether owned, leased or licensed, relating to the Amalgamating Company until the transfer of the rights and obligations of the Amalgamating Company to the Amalgamated Company under this Scheme is formally accepted by the parties concerned and shall continue to pay rent or lease or license fee as provided for under such agreements, and the Amalgamated Company shall continue to comply with the terms, conditions and covenants thereunder;
 - (w) all authorities and powers of attorney given by, issued to or executed in favour of the Amalgamating Company, shall stand transferred to the Amalgamated Company, and the Amalgamated Company shall be bound by the terms thereof, the obligations and duties thereunder, and the rights and benefits under the same shall be available to the Amalgamated Company;
 - (x) all electricity connections and tariff rates in respect thereof sanctioned by various public sector and private companies, boards, agencies and authorities to the Amalgamating Company, together with security deposits and all other advances paid, shall stand automatically transferred to, and vested in, favour of the Amalgamated Company on the same terms and conditions without any further act, instrument, deed, matter or thing being made, done or executed. The relevant electricity companies, boards, agencies and authorities shall issue invoices in the name of the Amalgamated Company with effect from the billing cycle commencing from the month immediately succeeding the month in which an intimation of the approval of this Scheme by the Court is filed by the Amalgamated Company with them. The Amalgamated Company and the relevant electricity companies, boards, agencies and authorities shall continue to comply with the terms, conditions and covenants associated with the grant of such connection. Without limiting the generality of the foregoing, the Amalgamated Company shall also be entitled to refund of security deposits paid to or placed with such electricity companies, boards, agencies, the municipal corporation, statutory and other authorities by the Amalgamating Company.
- 1.2 Any *inter-se* transaction between the Amalgamating Company and the Amalgamated Company, including loans, advances, obligations and liabilities (including any guarantees, letters of credit, letters of comfort or any other instrument or arrangement which may give rise to a contingent liability in whatever form), if any, shall, ipso facto, stand cancelled and appropriate effect shall be given in the books of accounts and records of the Amalgamated Company.
- 1.3 The Amalgamated Company may at any time after this Scheme becoming effective in accordance with the provisions hereof, if so required under Applicable Law or otherwise, do all such acts or things as may be necessary to transfer/obtain the approvals, consents, exemptions, registrations, no-objection certificates, permits, quotas, rights, entitlements, licenses and certificates which were held or enjoyed by the Amalgamating Company. It is hereby clarified that if the consent of any third party or Governmental Authority, if any, is required to give effect to the provisions of this Clause, the said third party or Governmental Authority shall make and duly record the necessary substitution/endorsement in the name of the Amalgamated Company pursuant to the sanction of this Scheme by the Competent Authority(ies), and upon this Scheme becoming effective in accordance with the provisions of the Act and with the terms hereof. For this purpose, the Amalgamated Company may file appropriate applications/documents with relevant Governmental Authority concerned for information and record purposes.
- 1.4 The Amalgamated Company shall, under the provisions of this Scheme, be deemed to be authorised to execute any such writings on behalf of the Amalgamating Company and to carry out or perform all such acts, formalities or compliances referred to above as may be required in this regard.

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1.5 Without prejudice to the other provisions of this Scheme and notwithstanding the vesting of the Amalgamating Company into the Amalgamated Company by virtue of Part III of this Scheme itself, the Amalgamated Company may, at any time after the coming into effect of this Scheme in accordance with the provisions hereof, if so required, under Applicable Law or otherwise, and as a matter of process, execute deeds (including deeds of adherence), confirmations or other writings or tripartite arrangements with any party to any contract or arrangement in relation to which the Amalgamating Company has been a party, including any filings with the relevant Governmental Authority in order to give formal effect to the above provisions and to carry out or perform all such formalities or compliances referred to above on the part of the Amalgamating Company. In relation to the same, any procedural requirements required to be fulfilled solely by the Amalgamating Company (and not by any of its successors), shall be fulfilled by the Amalgamated Company as if it is the duly constituted attorney of the Amalgamating Company.

2. CONDUCT OF BUSINESS UNTIL EFFECTIVE DATE

2.1 During the period between the approval of this Scheme by the respective Boards of the Amalgamating Company and the Amalgamated Company and up to the Effective Date, the business of the Amalgamating Company and the Amalgamated Company shall be carried out in the ordinary course consistent with past practice and in accordance with Applicable Law.

2.2 With effect from the Appointed Date and up to and including the Effective Date:

- (a) the Amalgamating Company shall carry on, and shall be deemed to have carried on, its business activities and stand possessed, and shall be deemed to have held and stood possessed of, the assets pertaining to the Amalgamating Company, for and on account of and in trust for the Amalgamated Company, and all assets which are acquired by the Amalgamating Company, on or after the Appointed Date, shall be deemed to be the assets of the Amalgamated Company;
- (b) all profits and income accruing to the Amalgamating Company, and losses and expenditure incurred by it (including taxes, if any, accruing or paid in relation to any profits or income), for the period from the Appointed Date shall, subject to this Scheme being effective, for all purposes, be treated as the profits, income, losses or expenditure, as the case may be, of the Amalgamated Company;
- (c) all debts, liabilities, loans raised and used, liabilities and obligations incurred, duties and obligations as on the close of business on the date preceding the Appointed Date, which arise or accrue to the Amalgamating Company on or after the Appointed Date, shall be deemed to be of the Amalgamated Company;
- (d) any of the rights, powers, authorities, privileges exercised by the Amalgamating Company shall be deemed to have been exercised by such Amalgamating Company for, on behalf of, and in trust for the Amalgamated Company. Similarly, any of the obligations, duties and commitments that have been undertaken or discharged by Amalgamating Company shall be deemed to have been undertaken for, and on behalf of, the Amalgamated Company.
- (e) all taxes (including without limitation, income tax, wealth tax, sales tax, purchase tax, excise duty, customs duty, service tax, VAT, goods and services tax etc.) paid or payable by the Amalgamating Company in respect of the operations and / or the profits of the Amalgamating Company before the Appointed Date, shall be on account of the Amalgamating Company and, insofar as it relates to the tax payment (including, without limitation, income tax, wealth tax, sales tax, purchase tax, excise duty, customs duty, service tax, VAT, goods and service tax etc.), whether by way of deduction at source, advance tax or otherwise howsoever, by the Amalgamating Company in respect of the profits or activities or operation of the Amalgamating Company with effect from the Appointed Date, the same shall be deemed to be the corresponding tax / duty paid by the Amalgamated Company, and, shall, in all proceedings, be dealt with accordingly.

2.3 With effect from the Effective Date, the Amalgamated Company shall carry on and shall be authorised to carry on the businesses of Amalgamating Company.

2.4 For the purpose of giving effect to the order passed under Sections 230 - 232 and other applicable provisions of the Act in respect of this Scheme by the Competent Authority(ies), the Amalgamated Company shall, at any time, pursuant to the order on this Scheme, be entitled to get the recordal of the change in the legal right(s) upon the transfer of the Amalgamating Company, in accordance with the provisions of Sections 230 - 232 of the Act. The Amalgamated Company is and shall always be deemed to have been authorised to execute any pleadings, applications, forms etc., as may be required to remove any difficulties and carry out any formalities or compliance as are necessary for the implementation of this Scheme, pursuant to the sanction of this Scheme by the Competent Authority(ies).

2.5 The Amalgamated Company shall be entitled, pending the sanction of this Scheme, to apply to the Governmental Authorities and all



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other agencies, departments and authorities concerned as are necessary under Applicable Law for such consents, approvals and sanctions which the Amalgamated Company may require to carry on the business of the Amalgamating Company upon this Scheme becoming effective.

- 2.6 The transfer and vesting of the assets, liabilities and obligations of the Amalgamating Company and the continuance of the proceedings by or against the Amalgamated Company shall not affect any transaction or proceedings already completed by the Amalgamating Company on or before till the Effective Date.

3. CHANGE IN AUTHORISED SHARE CAPITAL

- 3.1 As an integral part of this Scheme and upon this Scheme becoming effective, the authorized share capital of the Amalgamating Company shall stand transferred to, and be amalgamated/combined with, the authorized share capital of the Amalgamated Company. The fees or stamp duty, if any, paid by the Amalgamating Company on its authorized share capital shall be deemed to have been so paid by the Amalgamated Company on the combined authorized share capital, and the Amalgamated Company shall not be required to pay any fee/stamp duty for the increase of the authorized share capital. The Amalgamated Company may, as a matter of process, file the requisite e-form, if any, with the relevant RoCin accordance with Applicable Law, and no other separate procedure, or execution of instrument or deed, shall be required to give effect to the above.

- 3.2 Clause V of the memorandum of association of the Amalgamated Company shall, upon this Scheme becoming effective, and without any further act, instrument or deed, be replaced by the following clause:³

"V. The authorised 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 388,85,00,000/- (Three Hundred and Eighty Eight Crores and Eighty Five Lakhs only); 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)."

- 3.3 The approval of this Scheme by shareholders of the Amalgamated Company under sections 230 to 232 of the Act, whether at a meeting or otherwise, or any dispensation of the same by the Competent Authority(ies), shall be deemed to have been an approval under Sections 13, 61 and 64 or any other applicable provisions under the Act and no further resolution(s) would be required to be separately passed in this regard.

4. PAYMENT OF CONSIDERATION

- 4.1 Upon coming into effect of this Scheme and in consideration of the amalgamation of the Amalgamating Company into and with the Amalgamated Company, the Amalgamated Company shall, without any further application, act or deed, issue and allot to the shareholders of the Amalgamating Company on the Record Date, 5,510 (Five Thousand Five Hundred and Ten) Amalgamated Company Shares, credited as fully paid-up, for every 100 (One Hundred) equity shares of the face value of INR10 (Rupees Ten) each fully paid-up held by such shareholder in the Amalgamating Company ("**Fair Equity Share Exchange Ratio**"). The Amalgamated Company Shares to be issued and allotted by the Amalgamated Company to the shareholders of the Amalgamating Company in accordance with this Clause 4.1 of Part III of this Scheme shall be referred to as "**New Equity Shares**".

- 4.2 The Amalgamating Company and the Amalgamated Company have jointly engaged TR Chaddha & Co LLP, independent chartered accountants, ICAI Firm Registration Number: 006711N/N500028 (the "**Chartered Accountant**") and Dhwanit Kashyap Vaidya, registered valuer, IBBI Registration Number: IBBI/RV/06/2019/11411 (the "**Registered Valuer**"), to provide valuation reports for the purposes of this Scheme. In connection with such engagement, the Chartered Accountant has issued a valuation report dated 28 September, 2020 and the Registered Valuer has issued a valuation report dated 28 September, 2020, in each case, addressed to the Boards of the Amalgamating Company and the Amalgamated Company. The Amalgamated Company has also engaged Systematix Corporate Services Limited as the merchant bankers to provide a fairness opinion on the Fair Equity Share Exchange Ratio. In

³**Note** : The board of directors of the Amalgamated Company vide resolution dated 28 September, 2020 has increased the authorized share capital of the Amalgamated Company to INR 470,05,00,000/- (Rupees Four Hundred and Seventy Crore and Five lakhs only) divided into (a) 38,20,50,000 (Thirty Eight Crore Twenty Lakhs and Fifty Thousand) equity shares of INR 10 each aggregating to INR 382,05,00,000/- (Three Hundred and Eighty Two Crores and Five Lakhs only); and (b) 88,00,000 (Eighty Eight Lakhs) preference shares of INR 100 each aggregating to INR 88,00,00,000 (Rupees Eighty Eight Crores), subject to the approval of the shareholders of the Amalgamated Company. The authorized share capital of the Amalgamated Company that has been provided in this paragraph assumes that the shareholders have approved the increase in the authorized share capital of the Amalgamated Company, and reflects the subsequent increase in the authorized share capital of the Amalgamated Company on the Effective Date upon the transfer of the Amalgamating Company's authorized share capital to the Amalgamated Company, as an integral part of the Scheme.

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connection with such engagement, Systematix Corporate Services Limited has issued a fairness opinion dated 28 September, 2020, confirming that the Fair Equity Share Exchange Ratio is fair.

5. ISSUANCE MECHANICS

- 5.1 Where New Equity Shares of the Amalgamated Company are to be allotted to heirs, executors or administrators, as the case may be, to successors of deceased equity shareholders or legal representatives of the equity shareholders of the Amalgamating Company, the concerned heirs, executors, administrators, successors or legal representatives shall be obliged to produce evidence of title satisfactory to the Board of the Amalgamated Company. The New Equity Shares issued to the shareholders of the Amalgamating Company by the Amalgamated Company shall be issued in dematerialised form by the Amalgamated Company, provided that the details of the depository accounts of the shareholders of the Amalgamating Company are made available to the Amalgamated Company by the Amalgamating Company at least two (2) working days prior to the Effective Date. The shareholders of the Amalgamating Company shall provide such confirmation, information and details as may be required by the Amalgamated Company to enable it to issue the aforementioned equity shares in dematerialized form.
- 5.2 The New Equity Shares of the Amalgamated Company allotted and issued in terms of Clause 4.1 of Part III above, shall be listed and/or admitted to trading on the BSE and the NSE. The Amalgamated Company shall enter into such arrangements and give such confirmations and/or undertakings as may be necessary in accordance with Applicable Laws for complying with the formalities of the BSE and the NSE.
- 5.3 The New Equity Shares of the Amalgamated Company to be allotted and issued to the shareholders of the Amalgamating Company as provided in Clause 4.1 of Part III above shall rank *pari passu* in all respects with the then existing equity shares of the Amalgamated Company.
- 5.4 The Amalgamated Company shall complete all formalities, as may be required, for allotment of the New Equity Shares to the shareholders of the Amalgamating Company as provided in this Scheme within the time period prescribed under Applicable Law. It is clarified that the issue and allotment of New Equity Shares by the Amalgamated Company to the shareholders of the Amalgamating Company as provided in this Scheme, is an integral part thereof and shall be deemed to have been carried out without requiring any further act on the part of the Amalgamated Company or its shareholders and as if the procedure laid down under Section 62 or any other applicable provisions of the Act, as may be applicable, and such other statutes and regulations as may be applicable were duly complied with.
- 5.5 If any shareholder becomes entitled to any fractional shares, entitlements or credit on the issue and allotment of the New Equity Shares by the Amalgamated Company in accordance with Clause 4.1 of Part III, then such fractions shall be rounded-off to the nearest whole number and appropriate numbers of equity shares of the Amalgamated Company shall be issued to such a shareholder.
- 5.6 In the event that the Companies restructure their equity share capital by way of share split/consolidation/issue of bonus shares during the pendency of this Scheme, the Fair Equity Share Exchange Ratio and the stock options, shall be adjusted accordingly to take into account the effect of any such corporate actions.
- 5.7 The Amalgamated Company shall, if and to the extent required, apply for and obtain any approvals from the concerned regulatory authorities, including the NSE and the BSE, for the issue and allotment by the Amalgamated Company of the New Equity Shares to the shareholders of the Amalgamating Company pursuant to this Scheme.
- 5.8 The New Equity Shares shall remain frozen in the depositories system until listing/trading permission is given by the BSE and NSE, as the case maybe.
- 5.9 There shall be no change in the shareholding pattern or control of the Amalgamated Company between the Record Date and the date of listing of equity shares of the Amalgamated Company which may affect the status of the BSE's approval or NSE's approval.
- 5.10 The New Equity Shares to be issued by the Amalgamated Company to the shareholders of the Amalgamating Company pursuant to Clause 4.1 of Part III above in respect of such equity shares of the Amalgamated Company held by the Amalgamating Company as are subject to lock-in pursuant to Applicable Law as of the Effective Date, may continue to be locked-in for the residual lock-in period as and to the extent required by the SEBI.
- 5.11 Upon this Scheme becoming effective and upon the New Equity Shares of the Amalgamated Company being allotted and issued by it to the shareholders of Amalgamating Company, the equity shares of the Amalgamating Company, both in electronic form and in the physical form, and all letter of allotments, share certificates and other relevant documents in relation to the shares held by the said shareholders in the Amalgamating Company, shall be deemed to have been automatically cancelled and be of no effect on and from the Effective Date.



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5.12 The New Equity Shares to be issued by the Amalgamated Company pursuant to Clause 4.1 of Part III above in respect of such equity shares of the Amalgamating Company, the allotment or transfer of which is held in abeyance under Applicable Law shall, pending allotment or settlement of dispute by order of the appropriate court or otherwise, also be kept in abeyance in like manner by the Amalgamated Company.

6. CANCELLATION OF SHARES AND OTHER ARRANGEMENTS

6.1 As an integral part of this Scheme and upon this Scheme becoming effective, (A) the equity shares; and (B) the non-cumulative redeemable preference shares of the Amalgamated Company, held by the Amalgamating Company, on the Effective Date, shall be cancelled without any further act or deed by operation of law.

6.2 The consent of the shareholders of the Amalgamated Company to this Scheme shall be deemed to be the consent of the shareholders for the purpose of effecting the above reduction, if any, under the provisions of Section 66 of the Act read with the relevant rules and no further resolution under Section 66 of the Act and any other applicable provisions of the Act, would be required to be passed separately.

7. DISSOLUTION OF AMALGAMATING COMPANY

Upon this Scheme becoming effective, the Amalgamating Company shall stand dissolved without being wound up, without any further act, instrument or deed. On and from the Effective Date, the records relating to the Amalgamating Company with Governmental Authorities shall be treated as, and merged with, the relevant records of the Amalgamated Company.

8. ACCOUNTING TREATMENT IN THE BOOKS OF THE AMALGAMATED COMPANY

8.1 Upon this Scheme becoming effective and with effect from the Appointed Date, the Amalgamated Company shall account for amalgamation of the Amalgamating Company into and with the Amalgamated Company as per Indian Accounting Standard 103 on Business Combinations (the "**Standard**") prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 wherein the Amalgamated Company shall account for such amalgamation under the acquisition method of accounting in accordance with the Standard and consider the Amalgamating Company as the accounting acquirer.

8.2 Amongst the other requirements of the Standard applicable for such amalgamation, the Amalgamated Company shall account for goodwill calculated in the following manner:

The goodwill shall be recognized on the Appointed Date as the excess of (i) over (ii) below:

(i) the aggregate of:

(a) the consideration transferred measured at Appointed Date fair value in accordance with acquisition method enunciated in the Standard; and

(b) the Appointed Date fair value of the Amalgamating Company's interest previously held in the Amalgamated Company.

(ii) the net of the identifiable assets acquired, and the liabilities assumed of the Amalgamated Company at fair values on the Appointed Date.

8.3 The existing shareholding of the Amalgamating Company, comprising equity shares and non-cumulative redeemable preference shares, in the Amalgamated Company shall stand cancelled.

8.4 Any other inter-company balances, if any, appearing in the books of accounts of the Amalgamating Company and the Amalgamated Company shall stand cancelled.



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PART IV

GENERAL TERMS AND CONDITIONS

1. CHANGE OF NAME OF THE AMALGAMATED COMPANY

- 1.1 As an integral part of this Scheme, upon the effectiveness of this Scheme, the name of the Amalgamated Company shall stand amended to 'Jupiter Wagons Limited' or such other name approved by the Board of the Amalgamated Company and which is available and approved by the RoC. The Amalgamated Company may, as a matter of process, file the requisite e-form with the relevant RoC in accordance with Applicable Law, and no other separate procedure, or execution of instrument or deed, shall be required to give effect to the above.
- 1.2 The approval of this Scheme by shareholders of the Amalgamated Company under sections 230 to 232 of the Act, whether at a meeting or otherwise, or any dispensation of the same by the Competent Authority(ies), shall be deemed to be sufficient for the purposes of effecting this amendment and no further resolution under Sections 13 and 14 and any other applicable provisions of the Act, shall be required to be separately passed nor shall any additional fees (including fees and charges to the RoC) or stamp duty be payable by the Amalgamated Company.

2. SEQUENCING OF EVENTS

- 2.1 Upon the sanction of this Scheme and upon this Scheme becoming effective, the following shall be deemed to have occurred on the Appointed Date and become effective and operative only in the sequence and in the order mentioned hereunder:
- (a) amalgamation of the Amalgamating Company into the Amalgamated Company in accordance with Part III of this Scheme;
 - (b) transfer of the authorised 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;
 - (c) the equity shares and the non-cumulative redeemable preference shares of the Amalgamated Company held by the Amalgamating Company shall be cancelled without any further act or deed and the equity share capital and preference share capital of the Amalgamated Company shall 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;
 - (d) issuance and allotment of New Equity Shares 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;
 - (e) dissolution of the Amalgamating Company without winding up; and
 - (f) change of name of the Amalgamated Company in accordance with Clause 1 of Part IV of this Scheme.

3. CONSEQUENTIAL MATTERS RELATING TO TAX

- 3.1 This Scheme, has been drawn up to comply with: (i) the conditions relating to 'Amalgamation' as specified under the tax laws, specifically Section 2(1B) of the Income-tax Act, 1961, and (ii) all relevant sections of the Income-tax Act, 1961, such that:
- (a) all the properties of the Amalgamating Company, immediately before the amalgamation, shall become the property of the Amalgamated Company, by virtue of this amalgamation;
 - (b) all the liabilities of the Amalgamating Company, immediately before the amalgamation, shall become the liabilities of the Amalgamated Company, by virtue of this amalgamation; and
 - (c) shareholders holding not less than three-fourths in value of the shares in the Amalgamating Company (other than shares already held therein immediately before the amalgamation by, or by a nominee for, the Amalgamated Company or its subsidiary) will become shareholders of the Amalgamated Company by virtue of the amalgamation.
- 3.2 Upon this Scheme becoming effective
- (a) any advance tax, self-assessment tax, minimum alternate tax and/or TDS credit available or vested with the Amalgamating Company, including any taxes paid and taxes deducted at source and deposited by the Amalgamated Company on inter se transactions during the period between the Appointed Date and the Effective Date shall be treated as advance tax paid by the Amalgamated Company and shall be available to Amalgamated Company for set-off against its liability under the Income-tax Act, 1961 and any excess tax so paid shall be eligible for refund together with interest.

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- (b) the Amalgamated Company shall be entitled to claim refunds or credits, including input tax credits, with respect to taxes paid by, for, or on behalf of, the Amalgamated Company under Applicable Law, including but not limited to income tax, sales tax, value added tax, entry tax, sales tax, purchase tax, service tax, goods and service tax, CENVAT or any other tax, whether or not arising due to any inter se transaction, even if the prescribed time limits for claiming such refunds or credits have lapsed. For the avoidance of doubt, input tax credits already availed of or utilised by the Amalgamating Company and the Amalgamated Company in respect of inter se transactions shall not be adversely impacted by the cancellation of inter se transactions pursuant to this Scheme.
- (c) the Amalgamating Company and the Amalgamated Company are expressly permitted to file or revise their financial statements, corporate income tax returns, TDS / TCS, wealth tax, service tax, excise duty, sales tax, purchase tax, VAT, goods and service tax, entry tax, professional tax or any other returns, statements or documents, if required to give effect to the Scheme, even if the prescribed time limits for filing or revising such returns have lapsed. The Amalgamated Company is expressly permitted to amend, if required, its TDS / TCS or other statutory certificates and shall have the right to claim refunds, tax credits, set-offs and / or adjustments relating to its income or transactions entered into by it with effect from the Appointed Date. The taxes or duties paid by, for, or on behalf of, the Amalgamating Company relating to the period on or after the Appointed Date shall be deemed to be the taxes or duties paid by the Amalgamated Company and the Amalgamated Company shall be entitled to claim credit or refund for such taxes or duties paid.
- (d) any refund under the Income-tax Act, 1961 or any other tax Laws related to or due to the Amalgamating Company, including those for which no credit is taken as on the date immediately preceding the Effective Date, shall also belong to and be received by the Amalgamated Company.
- (e) the Amalgamated Company shall be entitled to: (i) claim deduction with respect to items such as provisions, expenses etc. disallowed in earlier years in the hands of the Amalgamating Company, which may be allowable in accordance with the provisions of the Income-tax Act, 1961, on or after the Appointed Date; and (ii) exclude, while computing taxable income, items such as provisions, reversals, etc. for which no deduction or tax benefit has been claimed by the Amalgamating Company under the Income-tax Act, 1961 prior to the Appointed Date.
- (f) the Amalgamated Company shall be entitled to carry forward, avail of, or set-off any unabsorbed tax losses, tax depreciation, credits for minimum alternate tax (MAT credit) and input tax credits and / or such other tax credits of the Amalgamating Company that remain unutilised as on the Appointed Date.
- (g) all the expenses incurred by the Amalgamating Company and the Amalgamated Company in relation to the amalgamation of the Amalgamating Company with the Amalgamated Company as per this Scheme, including stamp duty expenses, if any, shall be allowed as deduction to the Amalgamated Company in accordance with Section 35DD of the Income-tax Act over a period of five (5) years beginning with the previous year in which this Scheme becomes effective.

4. DIVIDENDS

- 4.1 The Companies shall be entitled to declare and pay dividends, whether interim and/or final, to their respective shareholders prior to the Effective Date, but only in the ordinary course of business.
- 4.2 It is clarified that the aforesaid provisions in respect of declaration of dividends are enabling provisions only and shall not be deemed to confer any right on any shareholder of the Amalgamating Companies to demand or claim any dividends which, subject to the provisions of the Act, shall be entirely at the discretion of the respective Boards of Directors of the Amalgamating Companies, and if applicable in accordance with the provisions of the Act, be subject to the approval of the shareholders of the respective Amalgamating Companies.

5. APPLICATION TO THE COMPETENT AUTHORITY(IES)

- 5.1 The Companies shall make applications and/or petitions under Sections 230 to 232 of the Act and other applicable provisions of the Act to the Competent Authority(ies) for approval of this Scheme and all matters ancillary or incidental thereto, as may be necessary to give effect to the terms of this Scheme.
- 5.2 Upon this Scheme becoming effective, the shareholders of the Amalgamated Company shall be deemed to have also accorded their approval under all relevant provisions of the Act for giving effect to the provisions contained in this Scheme.

6. MODIFICATION; WAIVER; AND WITHDRAWAL

- 6.1 On or prior to the Effective Date, the Companies, acting through their respective Boards, may, jointly and as mutually agreed in writing, (i) assent to/make and/or consent to any modifications/amendments to this Scheme which they consider necessary, desirable or

Commercial Engineers & Body Builders Co. Limited

appropriate; (ii) waive any of the requirements of this Scheme; or (ii) withdraw this Scheme for any reason as they deem fit; in each case, including as a result of any conditions or limitations that the Competent Authority(ies) or any other Governmental Authority may deem fit to direct or impose.

- 6.2 If any of the terms or provisions of the Scheme is / are found or interpreted to be inconsistent with the provisions of Section 2(1B) of the Income-tax Act, 1961, including resulting from an amendment of Law or for any other reason whatsoever, the Board of the Amalgamated Company is authorised to approve appropriate modifications to the Scheme such that the Scheme shall stand modified to the extent determined necessary to comply with the provisions of Section 2(1B) of the Income-tax Act, 1961. Such modification shall not affect the other parts of the Scheme.

7. REMOVAL OF DIFFICULTIES

- 7.1 The Companies, acting through their respective Boards, are authorized to take such steps as may be necessary, desirable or proper to resolve any doubts, difficulties or questions whatsoever for carrying this Scheme into effect, whether by reason of any orders of the Competent Authority(ies) or of any directive or orders of any other Governmental Authorities or otherwise howsoever arising out of, in connection with, or by virtue of, this Scheme and/or any matters concerning or connected therewith.

- 7.2 In case, post approval of this Scheme by the Competent Authority(ies), there is any confusion in interpreting any Clause of this Scheme, or otherwise, the Board of the Companies shall have complete power to take the most sensible interpretation so as to render this Scheme operational.

8. SEVERABILITY

If any part of this Scheme is invalid, ruled illegal or rejected by the Competent Authority(ies) or any court of competent jurisdiction, or unenforceable under present or future laws, then it is the intention of the Companies that such part shall be severable from the remainder of this Scheme and this Scheme shall not be affected thereby, unless the deletion of such part shall cause this Scheme to become materially adverse to either the Amalgamating Company or Amalgamated Company, in which case the Companies, acting through their respective Boards, shall attempt to bring about a modification in this Scheme, as will best preserve for the parties, the benefits and obligations of this Scheme, including but not limited to such part, which is invalid, ruled illegal or rejected by the Competent Authority(ies) or any court of competent jurisdiction, or unenforceable under present or future Applicable Laws.

9. APPROVAL OF THE SCHEME THROUGH E-VOTING

The approval of the shareholders of the Amalgamated Company shall be obtained through a resolution passed through e-Voting (after disclosure of all material facts in the explanatory statement sent to the shareholders in relation to such resolution). The Scheme shall be acted upon only if the votes cast by the public shareholders of the Amalgamated Company in favour of the Scheme are more than the number of votes cast by the public shareholders of the Amalgamated Company against it, in accordance with the SEBI Circular. For the purposes of this Clause 9, the term 'public' shall have the meaning ascribed to such term under Applicable Law.

10. CONDITIONALITY TO EFFECTIVENESS OF THE SCHEME

- 10.1 This Scheme is conditional and subject to:

- (a) The Amalgamated Company having received no-objection letter from the BSE and the NSE in respect of the Scheme (prior to filing of the Scheme with the Competent Authority(ies));
- (b) Scheme being approved by the requisite majority of each classes of shareholders and creditors (where applicable) of the Companies in accordance with the directions of the Competent Authority(ies) and the SEBI Circular; and
- (c) the Competent Authority(ies) having accorded its sanction to this Scheme.

11. EFFECTIVE DATE

- 11.1 After the last of the approvals or events specified under Clause 10 of Part IV of this Scheme are satisfied or obtained or have occurred or the requirement of which has been waived (in writing) in accordance with this Scheme, the Amalgamating Company and Amalgamated Company shall file the certified copies of the relevant order(s) of the Competent Authority(ies) approving this Scheme with the RoC and the date of such filing shall be the date of effectiveness of this Scheme ("**Effective Date**"). For the avoidance of doubt, it is clarified that in case the Amalgamating Company and Amalgamated Company make such filings on different dates, then the last date on which such filings are made with the RoC shall be deemed to be the Effective Date.

- 11.2 The Scheme shall be operative from the Effective Date and be effective from the Appointed Date. Unless this Scheme becomes effective



Commercial Engineers & Body Builders Co. Limited

in accordance with the provisions of this Clause 11, no rights and liabilities whatsoever shall accrue to, or be incurred *inter-se*, the Companies or their respective shareholders or creditors or any other person.

12. COSTS, CHARGES & EXPENSES

12.1 All costs, charges, taxes including duties, levies and all other expenses, if any (save as expressly otherwise agreed) of the Amalgamating Company and the Amalgamated Company arising out of or incurred in connection with and implementing this Scheme and matters incidental thereto prior to the Effective Date shall be borne by the respective Companies.

12.2 All costs, charges, taxes including duties, levies and all other expenses, if any (save as expressly otherwise agreed) arising out of or incurred in connection with and implementing this Scheme and matters incidental thereto after the Effective Date shall be borne by the Amalgamated Company.

13. RESIDUAL PROVISIONS

13.1 In the event of any inconsistency between any of the terms and conditions of any earlier arrangement between the Companies and their respective shareholders and/or creditors, and the terms and conditions of this Scheme, the latter shall prevail.

13.2 Without prejudice to the generality of other provisions of this Scheme and notwithstanding anything to the contrary contained in this Scheme, the Board of the Amalgamated Company shall have the option and shall be entitled to make suitable accounting entries at the time of closing of the books of accounts for the first financial year post the effectiveness of this Scheme as they may deem fit to give effect to the intent herein.



Commercial Engineers & Body Builders Co. Limited

Dhwanit Kashyap Vaidya

Registered Valuer for Securities or Financial Assets
IBBI/RV/06/2019/11411

September 28, 2020

To,
The Board of Directors,
Jupiter Wagons Limited
4/2, Middleton St., Kankaria Estates,
Park Street Road, Kolkata,
West Bengal-700071.

To,
The Board of Directors,
Commercial Engineers & Body Builders Co.
Limited,
48, Vandna Vihar, Narmada Road,
Gorakhpur, Jabalpur
Madhya Pradesh- 482001

Sub: Recommendation of Fair Equity Share Exchange Ratio for the purpose of proposed amalgamation of Jupiter Wagons Limited into and with Commercial Engineers & Body Builders Co. Limited.

Dear Sir/Madam,

I, Dhwanit Kashyap Vaidya (hereinafter referred to as 'RV' or 'We') have been engaged vide engagement letter dated August 28, 2020 by Jupiter Wagons Limited (hereinafter referred to as 'JWL' or 'Amalgamating Company') and Commercial Engineers & Body Builders Co. Limited (hereinafter referred to as 'CEBBCO' or 'Amalgamated Company') (CEBBCO and JWL are collectively referred to as the 'Companies') to recommend the fair equity share exchange ratio for the proposed amalgamation of JWL into and with CEBBCO, pursuant to a scheme of amalgamation under the provisions of Section 230-232 and other applicable provisions of the Companies Act, 2013 and other applicable securities and capital market laws and rules, to the extent applicable ('Proposed Transaction'). We understand that the proposed amalgamation of JWL into and with CEBBCO shall be on a going concern basis with effect from October 01, 2019 or such other date as may be mutually agreed between the Amalgamating Company and the Amalgamated Company ('Appointed Date')

In the following paragraphs, we have summarized our valuation analysis along with description of methodologies used and limitations and disclaimers on our scope of work.

1. BACKGROUND OF COMPANIES

1.1. Commercial Engineers & Body Builders Ltd.

CEBBCO manufactures vehicle bodies for commercial vehicle, freight wagons and components for wagon and locomotives with manufacturing facility at Jabalpur, Indore and Jamshedpur. CEBBCO product portfolio comprises of tipper bodies, tanker bodies, tip trailer, cargo load bodies, water tank bodies, troop carrier vehicle bodies, wagon etc. The equity shares of CEBBCO are listed on National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") (the NSE and the BSE are collectively referred to as the "Stock Exchanges"). CEBBCO had reported revenue of 12,903.74 Lakhs and loss of INR 41.34 Lakhs for the year ended 31st March 2020.

Recommendation of Fair Equity Share Exchange Ratio



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The issued, subscribed and paid-up equity share capital of CEBBICO as at August 31, 2020 stood at INR 8,948.27 Lakhs, comprising of 8,94,82,657 equity shares of face value of INR 10 each, and the summarized shareholding pattern as on August 31, 2020 is as follows:

Shareholder Category	No of Equity Shares	Holding %
I. Promoter and Promoter Group	5,42,67,871	60.65%
II. Public	3,52,14,786	39.35%
Total	8,94,82,657	100.0%

1.2. Jupiter Wagons Ltd.

JWL manufactures railway wagons, passenger coaches, wagon components and casting in India. The manufacturing facility of the JWL is located at Chinsurah, Sahaguni and West Bengal. JWL had reported revenue of INR 81,355 Lakhs and profit of INR 3,941 Lakhs for the year ended March 31, 2020. The issued, subscribed and paid-up equity share capital of JWL as at August 31, 2020 stood at INR 614.57 Lakhs, comprising of 61,45,764 equity shares of face value INR 10 each.

2. SCOPE AND PURPOSE OF REPORT

- 2.1. Management of JWL and CEBBICO ("Management/s") are contemplating the Proposed Transaction. In consideration thereof, equity shares of CEBBICO will be issued to the equity shareholders of JWL in lieu of their shareholding in JWL. The Fair Equity Share Exchange Ratio for this report refers to number of equity shares of face value of INR 10 each of CEBBICO, which would be issued to equity shareholders of JWL in lieu of their equity shareholding in JWL pursuant to Proposed Transaction.
- 2.2. For the aforesaid purpose, the management of the Companies have appointed RV to recommend the fair equity share exchange ratio, for the issue of CEBBICO's equity shares to the equity shareholders of JWL, to be placed before the audit committee/board of directors of Companies, and, to the extent mandatorily required under applicable laws of India, this report may be produced before Stock Exchanges and other statutory or regulatory authorities as may be required, in connection with Proposed Transaction.
- 2.3. The scope of our engagement is to conduct a relative (and not absolute) valuation of the equity shares of the Companies and report on the fair equity share exchange ratio for the Proposed Transaction in accordance with ICAI Valuation Standards 2018 issued by the Institute of Chartered Accountant of India and ICAI Registered Valuers Organisation and rules, regulations and circulars issued by Securities and Exchange Board of India.
- 2.4. **Valuation Base and Premise of Value:**
As per ICAI Valuation Standards 101, definition of Valuation Base and Premise of Value is as under:
 - Valuation Base: Valuation Base means the indication of the type of value being used in an assignment. We have considered Valuation Base as "Fair Value".
 - Premise of Value: Premise of Value refers to the conditions and circumstances how an asset is deployed. We have considered "Going Concern Value" as the Premise of Value.

Any change in the valuation base, or the premise of value could have significant impact on our valuation exercise, and therefore, this Report.

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- 2.5. We have considered financial information of the Companies up to August 31, 2020 ("Valuation Date") in our analysis and the Companies have represented that there is no material change in the financial position till the date of this report which will have a bearing on the valuation analysis. We have relied on the above while arriving at the fair equity share exchange ratio for the Proposed Transaction.
- 2.6. This report is our deliverable in respect of our recommendation to the Companies of the fair equity share exchange ratio for the Proposed Transaction.
- 2.7. This report and the information contained herein is absolutely confidential. Our report will be used by the Companies only for the purpose, as indicated in this report, for which we have been engaged. The results of our valuation analysis and our report cannot be used or relied by the Companies for any other purpose or by any other party for any purpose whatsoever. We are not responsible to any other person / party for any decision of such person / party based on this report. Any person / party intending to provide finance / invest in the shares/ business of the Companies/ their holding companies/ subsidiaries/ associates/ investee companies/ other group companies, if any, shall do so after seeking their own professional advice and after carrying out their own due diligence procedures to ensure that they are making an informed decision. If any person / party (other than the Companies) chooses to place reliance upon any matters included in the report, they shall do so at their own risk and without recourse to us. It is hereby notified that usage, reproduction, distribution, circulation, copying or otherwise quoting of this report or any part thereof, except for the purpose as set out earlier in this report, without our prior written consent, is not permitted, unless there is a statutory or a regulatory requirement to do so.
- 2.8. This report is intended only for the sole use and information of the Companies and only in connection with the Proposed Transaction including for the purpose of obtaining regulatory approvals, as required under applicable laws of India, for the Proposed Transaction. We understand that the Companies may be required to submit this report to tribunal/ judicial / regulatory authorities/ registrar of Company / stock exchanges/ courts/ shareholders / professional advisors involved in Proposed Transaction/ merchant bankers providing fairness opinion on the Fair Equity Share Exchange Ratio, in connection with the Proposed Transaction under applicable laws. We hereby consent to such disclosure of this report, on the basis that we owe responsibility to only the Companies that have engaged us, under the terms of our engagement, and no other person; and that, to the fullest extent permitted by law, we accept no responsibility or liability to the shareholders of the Companies or any other party, in connection with this report.
- 2.9. It is clarified that reference to this valuation report in any document and / or filing with aforementioned tribunal/ judicial/ regulatory authorities/ government authorities/ stock exchanges / courts / shareholders / professional advisors / merchant bankers, in connection with the Proposed Transaction, shall not be deemed to be an acceptance by us of any responsibility or liability to any person / party other than the Companies. In any case, our aggregate liability shall be restricted to the fee that we have received from this assignment, as set out in our engagement letter.

Recommendation of Fair Equity Share Exchange Ratio



Commercial Engineers & Body Builders Co. Limited

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- 2.10. The Companies have informed us that Systematix Corporate Services Limited have been appointed as merchant bankers for providing Fairness Opinion on Fair Equity Share Exchange Ratio for the purpose of Proposed Transaction. Accordingly, at the request of the Companies, we have had discussions with Systematix Corporate Services Limited on the valuation approach adopted, assumptions considered and methodologies used by us.
- 2.11. This report is subject to the scope, assumptions, exclusions, limitations and disclaimers detailed hereinafter. As such, the report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to therein.

3. DISCLOSURE OF VALUER'S INTEREST OF CONFLICT

We hereby confirm that the valuer is suitably qualified and authorized to practice as a valuer. We do not have a pecuniary interest, financial or otherwise, that could conflict with the proper valuation of the company (including the parties with whom the company is dealing, including the lender or selling agent, if any).

We have no present or planned future interest in the Companies and the fee payable for this valuation is not contingent upon the value reported herein.

4. SOURCE OF INFORMATION

- 4.1. For the purpose of undertaking this valuation exercise, we have relied on the following sources of information provided by the management representatives of JWL & CEBBCO:
- Annual report of CEBBCO for the year ended March 31, 2020 and March 31, 2019;
 - Audited financial statement of JWL as on March 31, 2020 and March 31, 2019;
 - Unaudited management signed financial statement of CEBBCO and JWL as on August 31, 2020;
 - Projected business model of JWL and CEBBCO;
 - Equity shareholding pattern of JWL and CEBBCO as on August 31, 2020;
 - Relevant data, representation and information provided to us by the representatives of CEBBCO & JWL either in written or oral form or in form of soft copy;
 - Information provided by leading database sources, market research reports and other published data (including the Stock Exchanges)
 - Management Representation Letter issued by CEBBCO and JWL.
- 4.2. The Companies have been provided with the opportunity to review the draft report (excluding the recommended Fair Equity Share Exchange Ratio) as part of our standard practice to make sure that factual inaccuracies / omissions are avoided in our final report.

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Dhwanit Kashyap Vaidya

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5. LIMITATIONS AND DISCLAIMERS

- 5.1. Valuation analysis and result are specific to the purpose of valuation and the valuation date mentioned in the valuation report which is August 31, 2020. It may not be valid for any other purpose or as at any other date. Events occurring after the valuation date hereof may affect this report and the assumptions used in preparing it, and we do not assume any obligation to update, revise or reaffirm this Report.
- 5.2. This report is intended only for the use by Companies and its relevant authorities and for the purpose mentioned in the report, and accordingly, will not be copied, referred to or disclosed, in whole or in part, to outside parties for any other purpose without our prior express written consent, unless the Companies are required to do so under applicable laws.
- 5.3. Our report is not nor should it be construed as our opining or certifying the compliance of the Proposed Transaction with the provisions of any law / standards including companies, foreign exchange regulatory, accounting and taxation (including transfer pricing) laws / standards or as regards any legal, accounting or taxation implications or issues arising from such Proposed Transaction. Our report is not nor should it be construed as our recommending the Proposed Transaction or anything consequential thereto / resulting therefrom. This report does not address the relative merits of the Proposed Transaction as compared with any other alternatives or whether or not such alternatives could be achieved or are available. Any decision by the Companies / their shareholders / creditors regarding whether or not to proceed with the Proposed Transaction shall rest solely with them. We express no opinion or recommendation as to how the shareholders/ creditors of the Companies should vote at any shareholders'/ creditors' meeting(s) to be held in connection with the Proposed Transaction. This report does not in any manner address, opine on or recommend the prices at which the securities of the Companies could or should transact at following the announcement/ consummation of the Proposed Transaction. Our report and the opinion / valuation analysis contained herein is not nor should it be construed as advice relating to investing in, purchasing, selling or otherwise dealing in securities or as providing management services or carrying out management functions. It is understood that this analysis does not represent a fairness opinion. It should be noted that our valuation neither constitute recommendations to you as to whether or not to proceed with the Proposed Transaction nor constitute an offer for or invitation to any third party for investing in, or in the assets and liabilities of the Companies. Any third user intending to provide finance / invest in the shares/business of the company and/or the client, its subsidiaries, if any, shall do so after seeking their own professional advice and after carrying out their own due diligence procedures to ensure that they are making an informed decision. We do not take any responsibility for the unauthorized use of this report.
- 5.4. The Companies may disclose this report to their professional advisors involved in the Proposed Transaction, provided that when doing so the Companies inform them that, to the fullest extent permitted by law, we accept no responsibility or liability to them in connection with our report and our work for the Companies, and disclosure by them (save for their own internal purposes) is not permitted without our consent.
- 5.5. This report is based on the information provided by the Companies. We have not independently verified or checked the accuracy or timeliness of the same. The valuation of

Recommendation of Fair Equity Share Exchange Ratio



Commercial Engineers & Body Builders Co. Limited

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companies and businesses is not a precise science and the conclusions arrived at in many cases will be subjective and dependent on the exercise of individual judgment and management assumptions. There is, therefore, no indisputable single value/share exchange ratio and we normally express our opinion on the value as falling within a likely range. However, as the subject engagement requires the expression of a single value for arriving at the fair equity share exchange ratio, we have adopted a value at the mid-point of our valuation range. Whilst we consider our value to be both reasonable and defensible based on the information available to us, others may place a different value on the Companies.

- 5.6. We will not, pursuant to this valuation engagement, perform any management functions for you nor make any decisions. You are responsible for making management decisions, including accepting responsibility for the results. Additionally, management of Companies is responsible for designating a management-level individual or individuals responsible for overseeing the services provided, evaluating the adequacy of the services provided, evaluating any findings or recommendations, establishing and maintaining internal controls, and monitoring on going activities.
- 5.7. While our work has involved an analysis of financial information and accounting records, our engagement does not include an audit in accordance with generally accepted auditing standards of the client existing business records and as such we do not express any opinion on the truth and fairness of the financial statements. Accordingly, we assume no responsibility and make no representations with respect to the accuracy or completeness of any information provided by and on behalf of the Companies. Our report is subject to the scope and limitations detailed in this report. As such the report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to herein and in the context of the purpose for which it is made.
- 5.8. The actual market price achieved may be higher or lower than our estimate of value depending upon the circumstances of the transaction (for example the competitive bidding environment), the nature of the business (for example the purchaser's perception of potential synergies). The knowledge, negotiating ability and motivation of the buyers and sellers and the applicability of a discount or premium for control will also affect actual market price achieved. Accordingly, our valuation conclusion will not necessarily be the price at which any agreement proceeds. The final transaction price is something on which the parties themselves have to agree. We also emphasize that our opinion is not the only factor that should be considered by the parties in agreeing the transaction price.
- 5.9. Competent management assumed - It should be specifically noted that the valuation assumes the property/business will be competently managed and maintained over the expected period of ownership. This appraisal engagement does not entail an evaluation of Companies' management effectiveness, nor are we responsible for future marketing efforts and other management or ownership actions upon which actual results will depend. This report has given no consideration to matters of legal nature, including issues of legal title and compliance with local laws, and litigation and other contingent liabilities that are not recorded in the audited / unaudited balance sheets of the Companies/ their holding/ subsidiary/ associates / joint ventures/ investee companies, if any.

Recommendation of Fair Equity Share Exchange Ratio



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- 5.10. The Companies and its management/representatives have represented to us that the information they supplied was complete, accurate and true and correct to the best of their knowledge. We have relied upon the representations of the Companies and their management concerning the financial data and operational data. We shall not be liable for any loss, damages, cost or expenses arising from fraudulent acts,
- 5.11. The future projections are the responsibility of the respective management of the Companies. The assumptions used in their preparation, as we have been explained, are based on the management's present expectation of both - the most likely set of future business events and circumstances and the respective management's course of action related to them. It is usually the case that some events and circumstances do not occur as expected or are not anticipated and therefore, actual results during the forecast period may differ from the forecast and such differences may be material. We express no opinion as to how closely the actual results will correspond to those projected/forecast as the achievement of the forecast results is dependent on actions, plans and assumptions of management. In accordance with the terms of our engagement, we have carried out relevant analyses and evaluations through discussions, calculations and such other means, as may be applicable and available, we have assumed and relied upon, without independently verifying, (i) the accuracy of the information that was publicly available, sourced from generally accepted databases and formed a substantial basis for this report and (ii) the accuracy of information made available to us by the Companies. While information obtained from the public domain or external sources have not been verified for authenticity, accuracy or completeness, we have obtained information, as far as possible, from sources generally considered to be reliable. We assume no responsibility for such information. Our valuation does not constitute as an audit or review in accordance with the auditing standards applicable in India, accounting / financial / commercial / legal / tax / environmental due diligence or forensic / investigation services, and does not include verification or validation work. In accordance with the terms of our engagement letters and in accordance with the customary approach adopted in valuation exercises, we have not audited, reviewed, certified, carried out a due diligence, or otherwise investigated the historical and projected financial information, if any, provided to us regarding the Companies / their holding / subsidiary / associates / joint ventures/ investee companies, if any. Accordingly, we do not express an opinion or offer any form of assurance regarding the truth and fairness of the financial position as indicated in the historical financials/ financial statements and projections. The assignment did not involve us to conduct the financial or technical feasibility study. We have not done any independent technical valuation or appraisal or due diligence of the assets or liabilities of the Companies. Also, with respect to explanations and information sought from the Companies, we have been given to understand by the Companies that they have not omitted any relevant and material factors and that they have checked the relevance or materiality of any specific information to the present exercise with us in case of any doubt. Our conclusion is based on the assumptions and information given by/on behalf of the Companies. The respective managements of the Companies have indicated to us that they have understood that any omissions, inaccuracies or misstatements may materially affect our valuation analysis/ results. Accordingly, we assume no responsibility for any errors in the information furnished by the Companies and their impact on the report.

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- 5.12. We do not provide assurance on the achievability of the results forecast by the management/owners as events and circumstances do not occur as expected; differences between actual and expected results may be material. We express no opinion as to how closely the actual results will correspond to those projected/forecast as the achievement of the forecast results is dependent on actions, plans and assumptions of management.
- 5.13. The realization of the projections in the financial model provided by the Companies will be dependent on the continuing validity of assumptions on which it is based. Our analysis therefore will not and cannot be directed to providing any assurance about the achievability of the future plans. Since the projections relate to the future, actual results are likely to be different from the projected results because events and circumstances do not occur as expected and the differences may be material. We will extensively rely upon the information provided to us by the Companies and we will not carry out any validation procedures or audit or scrutiny will respect to the information or carry out any verification of the assets.
- 5.14. We accept no responsibility for any error or omission in the report which is due to an error or omission in data, information or statements supplied to us by other parties including the Companies ('Data'). We have not independently verified such Data and have considered it to be accurate, complete, reliable and current as of the date of such information and accordingly, express no opinion or make any representation concerning its accuracy and completeness and to that extent, the information may not be reliable. We accept no responsibility for matters not covered by the report or omitted due to limited nature of our analysis.
- 5.15. We are not responsible for determining the difference between price sensitive and non-price sensitive information. All information supplied to us (in whatever form) which is not in the public domain is confidential information for the purposes of this engagement. We recommend that you obtain legal advice to ensure that information supplied to us is not in contravention of any applicable laws and regulations.
- 5.16. In case of Dispute – Any dispute or disputes shall be first resolved by attempted negotiation at the highest executive levels between the parties. In the event such executive negotiation is unsuccessful, the dispute or disputes shall either be decided by a sole Arbitrator mutually appointed by the parties or as approved by concerned authority. The arbitration proceeding under this clause will be in accordance with the provisions of the Arbitration and Conciliation Act, 1996 and any statutory modifications or re-enactment in lieu thereof. The arbitration proceedings shall be in English language, venue of the arbitration shall be Mumbai and cost of arbitration will be borne by the parties in equal share. The award of the Arbitrators shall be final, conclusive and binding on both the parties.
- 5.17. COVID-19 has impacted businesses all over the globe in an unprecedented way and adversely impacting short / medium term, liquidity, operations and growth. The tenure of pandemic and how individual businesses shall respond are uncertain as on valuation measurement date. The Companies have confirmed that the likely impact of Covid-19 has been factored in the projected cash flows provided. However, due to the unprecedented nature of the business and social turmoil and uncertainty of not only the tenure of pandemic but also the post Covid situation, We assume no responsibility for the accuracy and completeness of overall impact considered by the Company in the projected cash flows and its consequent impact on the valuation.

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5.18. We are independent of the Companies and have no current or expected interest in the Companies or its assets. The fee paid for our services in no way influenced the results of our analysis.

6. VALUATION APPROACH AND METHODOLOGIES

- 6.1. It is universally recognised that valuation is not an exact science and that estimating values necessarily involves selecting a method or approach that is most appropriate for the purpose.
- 6.2. In accordance with ICAI Valuation Standards 2018 issued by the Institute of Chartered Accountants of India and ICAI Registered Valuers Organisation, valuation in case of Proposed Transaction would require determining Fair Equity Share Exchange Ratio considering relative values of each company involved. These values are to be determined independently but on a relative basis, and without considering the effect of the merger.
- 6.3. As per ICAI Valuation Standard 301 – Business Valuations deals with valuation of business or business ownership interest and it includes valuation of equity shares, it is mentioned that generally, the following three main valuation approaches are adopted to perform the business valuation in correlation with the valuation approaches and methodologies prescribed under ICAI Valuation Standard 103 on Valuation Approaches and Methods:
- a) Market Approach
 - b) Income Approach
 - c) Cost Approach

We have discussed each of the above-mentioned approaches in the following paragraphs.

Under Market Approach, following methods are commonly used

- Market Price Method
- Comparable Companies Multiple (CCM) Method
- Comparable Transaction Multiple Method

Under Income Approach, following methods are commonly used

- Discounted Cash Flow (DCF) Method
- Relief from Royalty Method
- Multi-period Excess Earning Method
- With and Without Method
- Option Pricing Model

Under Cost Approach, following methods are commonly used

- Replacement Cost Method
- Reproduction Cost Method

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6.4. Market Approach:

Market Approach is a valuation approach that uses prices and other relevant information generated by market transactions involving identical or comparable (i.e., similar) assets, liabilities or a group of assets and liabilities, such as a business.

6.4.1. Market Price Method: The market price of an equity share of the company as quoted on a recognized stock exchange is normally considered as the fair value of the equity shares of that company where such quotations are arising from the trading of such shares. As per Regulation 164 (1) of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 ('ICDR'), if the equity shares of the issuer have been listed on a recognised stock exchange for a period of twenty-six weeks or more as on the relevant date, the price of the equity shares to be allotted pursuant to the preferential issue shall be not less than higher of the following:

- 6.4.1.1. the average of the weekly high and low of the volume weighted average price of the related equity shares quoted on the recognised stock exchange during the twenty-six weeks preceding the relevant date; or
- 6.4.1.2. the average of the weekly high and low of the volume weighted average prices of the related equity shares quoted on a recognised stock exchange during the two weeks preceding the relevant date.

We have used market price method for CEBBCO as it is listed on NSE and BSE and record higher traded volume at NSE. Equity shares of JWL are not listed on any stock exchange and therefore this method could not be used for JWL.

6.4.2. Comparable Company Multiple (CCM) Method involves valuing an asset based on market multiples derived from prices of market comparables traded on active market. We have considered EV/EBIDTA multiple under this method for valuation of equity shares of JWL. However, we could not use this method for valuing CEBBCO due to following reasons:

- 6.4.2.1. The trailing 12 months' EBIDTA of CEBBCO as on valuation measurement date is not stabilised and does not exhibit normalised level of operations, and
- 6.4.2.2. We could not identify any listed company in India which is operationally and financially comparable to "vehicle bodies manufacturing" segment of CEBBCO.

6.4.3. Comparable Transaction Multiple (CTM) Method involves valuing an asset based on transaction multiples derived from prices paid in transactions of asset to be valued / market comparable transactions. Comparable transactions involving subject assets are sometimes referred to as prior transaction value. We have not used this method for current valuation of CEBBCO as we did not find comparable transactions in India, in recent past, for which adequate information was available in public domain and we did not consider it appropriate to use international transaction multiples due to lack of identical comparable companies/ transactions having variance on account size, geography, nature of business, nature of transactions, corporate structure, industry / company specific issues etc. Prior transaction value is used for valuation of JWL as JWL has recently issued equity shares to non-related party in an orderly transaction.

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6.5. Income Approach:

This approach is widely used for valuation under "Going Concern" basis. It focuses on the income generated by the company in the past as well as its future earning capability. The Discounted Cash Flow (DCF) Method under the income approach seeks to arrive at a valuation based on the strength of future cash flows. DCF method is considered the most theoretically sound, scientific and acceptable method for determination of the value of a business undertaking.

The DCF method values the asset by discounting the free cash flows expected to be generated by the asset for the explicit period and also the perpetuity value (or terminal value) in case of assets with indefinite life. Appropriate adjustment is made for net debt, non-operating assets & other assets of the company to arrive at Equity Value.

The analysis under DCF method involves determining the following:

- **Estimating future free cash flows:**
Free cash flows are the cash flows expected to be generated by the company that are available to all providers of the company's capital – both debt and equity.
- **Appropriate discount rate to be applied to cash flows i.e. the cost of capital:**
The discount rate, which is applied to the free cash flows, should reflect the opportunity cost to all the capital providers (namely shareholders and creditors), weighted by their relative contribution to the total capital of the company. The opportunity cost to the capital provider equals the rate of return the capital provider expects to earn on other investments of equivalent risk.

We have considered it appropriate to apply the DCF Method under Income Approach, as data with respect to prospective financial information is available for both the Companies.

6.6. Cost Approach:

It is a valuation approach that reflects the amount that would be required currently to replace the service capacity of an asset.

- 6.6.1. **Replacement Cost Method**, also known as 'Depreciated Replacement Cost Method' involves valuing an asset based on the cost that a market participant shall have to incur to recreate an asset with substantially the same utility (comparable utility) as that of the asset to be valued, adjusted for obsolescence.
- 6.6.2. **Reproduction Cost Method** involves valuing an asset based on the cost that a market participant shall have to incur to recreate a replica of the asset to be valued, adjusted for obsolescence.

This valuation approach is mainly used in case where the assets base dominates earnings capability. A scheme of amalgamation would normally be proceeded with, on the assumption that the companies amalgamate as going concerns and an actual realization of the operating assets is not contemplated. In a going concern scenario, the relative earning power, as reflected under the Income and Market approaches, is of greater importance to the basis of amalgamation, with the values arrived at on the net asset basis being of limited relevance. Therefore, Cost Approach has not been considered since it does not reflect the intrinsic value of the business in a "going concern scenario".

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6.7. Summary of valuation approaches and methodologies used for valuation exercise is given below:

Name of Company	Cost Approach	Income Approach	Market Approach		
			DCF	Market Price	CTM
CEBSCO	x	✓	✓	x	x
JWL	x	✓	x	✓	✓
Reference Note No.	6.6	6.5	6.4.1	6.4.2	6.4.3

6.8. It should be understood that the valuation of any company or its assets is inherently subjective and is subject to uncertainties and contingencies, all of which are difficult to predict and are beyond our control. In performing our analysis, we made assumptions with respect to industry performance and general business and economic conditions, many of which are beyond the control of the Companies. In addition, this valuation will fluctuate with changes in prevailing market conditions, the conditions and prospects, financial and otherwise, of the companies/ businesses, and other factors which generally influence the valuation of companies and their assets.

6.9. The application of any particular method of valuation depends on the purpose for which the valuation is done. Although different values may exist for different purposes, it cannot be too strongly emphasized that a valuer can only arrive at one value for one purpose. Our choice of method of valuation has been arrived at using most appropriate methods adopted for transactions of a similar nature and our reasonable judgment, in an independent and bona fide manner based on our previous experience of assignments of similar nature.

7. PROCEDURES ADOPTED IN CARRYING OUT VALUATION ANALYSIS

In connection with this present valuation exercise, we have adopted the following procedures to carry out the valuation:

7.1.1. Preliminary discussion with the management of the Companies to understand the business operations and fundamental factors that affect the business of the Companies including their earning generating capabilities and historical financial performance.

7.1.2. Requested for requisite information for the valuation analysis.

7.1.3. Review and analysis of information provided by the management.

7.1.4. Review of data available in public domain including market price data of CEBSCO from NSE, analysis of key economic factors and industry trends that may impact the valuation.

7.1.5. Detailed analysis of data available for comparable companies.

7.1.6. Assessing the most appropriate valuation approaches and methods for valuation of the Companies within the framework of ICAI Valuation Standards and SEBI guidelines.

7.1.7. Arriving at the valuation of Companies using the method considered appropriate.

7.1.8. Determining the fair equity share exchange ratio for the Proposed Transaction on the basis of appropriate weights and relative valuation of the Companies

Recommendation of Fair Equity Share Exchange Ratio



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8. MAJOR FACTORS THAT WERE TAKEN INTO ACCOUNT DURING THE VALUATION

- 8.1.1. The equity shares of CEBBCO are frequently traded on a recognized stock exchange i.e. NSE during the twelve calendar months preceding the report date.
- 8.1.2. Key operating and financial parameters of the Companies vis-à-vis the comparable companies.

9. BASIS OF FAIR EQUITY SHARE EXCHANGE RATIO

- 9.1. The basis of the fair equity share exchange ratio for the Proposed Transaction would have to be determined after taking into consideration all the factors, approaches and methods considered appropriate. Though different values have been arrived at under each of the above approaches/ methods, for the purposes of recommending the Fair Equity Share Exchange Ratio it is necessary to arrive at a single value for the shares of the companies involved in a Proposed Transaction. It is however important to note that in doing so, we are not attempting to arrive at the absolute values of the shares of the Companies but at their relative values to facilitate the determination of a Fair Equity Share Exchange Ratio. For this purpose, it is necessary to give appropriate weights to the values arrived at under each approach/ method.
- 9.2. In the ultimate analysis, valuation will have to be arrived at by the exercise of judicious discretion by the valuer and judgments taking into account all the relevant factors. There will always be several factors, e.g. quality of the management, present and prospective competition, yield on comparable securities and market sentiment, etc. which are not evident from the face of the balance sheets but which will strongly influence the worth of a share. This concept is also recognized in judicial decisions. There is, therefore, no indisputable single exchange ratio. While we have provided our recommendation of the Fair Equity Share Exchange Ratio based on the information available to us and within the scope and constraints of our engagement, others may have a different opinion as to the Fair Equity Share Exchange Ratio of the equity shares of JWL and CEBBCO. The final responsibility for the determination of the exchange ratio at which the Proposed Transaction shall take place will be with the Board of Directors of Companies who should take into account other factors such as their own assessment of the Proposed Transaction and input of other advisors.
- 9.3. We have been made to understand that the Companies have also appointed a firm of Chartered Accountants to determine Fair Equity Share Exchange Ratio. We have independently applied methods discussed above, as considered appropriate, and arrived at our assessment of the value per equity share of JWL and CEBBCO. To arrive at the consensus on the Fair Equity Share Exchange Ratio for the Proposed Transaction with the firm of Chartered Accountants, suitable minor adjustments/ rounding off have been done in the relative values.



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- 9.4. In light of the above, and on a consideration of all the relevant factors and circumstances as discussed and outlined herein above, we recommend the following Fair Equity Share Exchange Ratio for the Proposed Transaction whose computation is as under:

Valuation Approach / Methodology	Jupiter Wagon Limited		Commercial Engineers & Body Builders Co. Limited	
	Valuer per Equity Share (INR)	Weights	Valuer per Equity Share (INR)	Weights
Cost Approach				
• Net Assets Value ^{Note 2}	NA	NA	NA	NA
Income Approach				
• Discounted Cash Flow Method	931.58	50%	16.01	50%
Market Approach				
• Market Price Method ^{Note 3}	NA	NA	15.94	50%
• Comparable Company Multiple Method ^{Note 4}	870.08	25%	NA	NA
• Comparable Company Transaction Method ^{Note 5}	785.67	25%	NA	NA
Relative Value per Equity Share	879.73		15.97	
Exchange Ratio (rounded-off)	100		5510	

Notes:

1. NA = Not Applicable/Not Adopted.
2. As mentioned in para 6.6 above, Cost Approach has not been considered since it does not reflect the intrinsic value of the business in a going concern scenario.
3. As mentioned in para 6.4.1 above, we have used market price method for CEBSCO as it is listed on NSE and BSE and record higher traded volume at NSE. Equity shares of JWL are not listed on any stock exchange and therefore this method could not be used for JWL.
4. As mentioned in para 6.4.2 above, we have considered EV/EBIDTA multiple under this method for valuation of equity shares of JWL. However, we could not use this method for valuing CEBSCO due to following reasons:
 - a. The trailing 12 months' EBIDTA of CEBSCO as on valuation measurement date is not stabilised and does not exhibit normalised level of operations, and
 - b. We could not identify any listed company in India which is operationally and financially comparable to "vehicle bodies manufacturing" segment of CEBSCO.
5. As mentioned in para 6.4.3 above, in case of JWL, we have used prior transaction value as JWL has recently issued equity shares to non-related party in an orderly transaction. However, we have not used this method for valuation of CEBSCO as we did not find comparable transactions in India, in recent past, for which adequate information was available in public domain and we did not consider it appropriate to use international transaction multiples due to lack of identical comparable companies/ transactions having variance on account size, geography, nature of business, nature of transactions, corporate structure, industry / company specific issues etc.

Commercial Engineers & Body Builders Co. Limited

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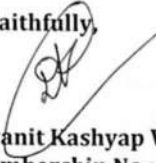
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Fair Equity Share Exchange Ratio:

5510 (Five Thousand Five Hundred and Ten) equity shares of CEBBCO of INR 10 each fully paid up for every 100 (One Hundred) equity shares of JWJ of INR 10 each fully paid up.

Yours Faithfully,



CA Dhwanit Kashyap Vaidya
ICAI Membership No.: 140620
Registered Valuer for Securities or Financial Assets
IBBI/RV/06/2019/11411
UDIN: 20140620AAAAAL1920



Date: September 28, 2020

Place: Mumbai, India



Commercial Engineers & Body Builders Co. Limited

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September 28, 2020

The Board of Directors Commercial Engineers & Body Builders Co. Limited 48, Vandana Vihar, Narmada Road, Gorakhpur, Jabalpur – 482 001, Madhya Pradesh	The Board of Directors Jupiter Wagons Limited 4/2, Middleton Street, Kolkata – 700 071, West Bengal
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Dear Members of the Board,

Sub: Fairness opinion on the Fair Equity Share Exchange Ratio for the proposed amalgamation of Jupiter Wagons Limited (the "Amalgamating Company" or "JWL") into and with Commercial Engineers & Body Builders Co. Limited ("Amalgamated Company" or "CEBBCO") in terms of the SEBI (LODR) Regulations, 2015.

Ref.: Our Engagement Letter dated August 26, 2020.

The Board of Directors of CEBCO has appointed TR Chadha & Co LLP, Chartered Accountants as the "Independent Chartered Accountant" and Dhwanit Kashyap Vaidya, as the "Registered Valuer" in relation to valuation of JWL and CEBCO and determination of Fair Equity Share Exchange Ratio for the purpose of JWL's amalgamation into and with CEBCO with effect from the Appointed Date i.e. October 01, 2019 or such other date as may be mutually agreed between the Amalgamating Company and the Amalgamated Company, pursuant to the draft scheme of amalgamation (the "Scheme of Amalgamation" or "Amalgamation"). Both JWL and CEBCO are jointly referred to as the "Companies".

Systematix Corporate Services Limited ("Systematix"), a SEBI registered Category I Merchant Banker having permanent Registration Number INM000004224 and also BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") empanelled independent valuer ("BSE and NSE jointly referred to as "Stock Exchanges"), has been appointed by the Board of Directors of CEBCO to provide "Fairness Opinion" pursuant to Regulations 11, 37 and 94 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") read with SEBI Circular CFD/DIL3/CIR/2017/21 dated March 10, 2017 and SEBI Circular CFD/DIL3/CIR/2017/26 dated March 23, 2017 as amended from time to time (both are jointly referred to as the "SEBI Circulars").

Our opinion is subject to the scope, assumptions, exclusions, limitations and disclaimers detailed hereinafter. As such the opinion is to be read in totality, and not in parts, in conjunction with the relevant documents referred to therein.

I. SOURCES OF INFORMATION

The sources of information, which have been furnished to us by the Amalgamated Company, are as follows:

- Discussion (including oral), draft and final Valuation Report dated September 28, 2020 issued by the Independent Chartered Accountant containing the valuation of equity shares of JWL, valuation of equity shares of CEBCO and Fair Equity Share Exchange Ratio for the proposed Amalgamation;

1

Systematix Corporate Services Limited

Registered Office : 206 - 207, Bansi Trade Centre, 581/5, M. G. Road, Indore - 452 001. Tel : +91-0731-4068253
 Corporate Office : The Capital, A-Wing, No. 603 - 606, 6th Floor, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051.
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 CIN : L91990MP1985PLC002969 Website : www.systematixgroup.in Email : secretarial@systematixgroup.in
 SEBI Merchant Banking Registration No. : INM000004224



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- Discussion (including oral), draft and final Valuation Report dated September 28, 2020 issued by the Registered Valuer containing the valuation of equity shares of JWL, valuation of equity shares of CEBBICO and Fair Equity Share Exchange Ratio for the proposed Amalgamation;
- Draft Scheme of Amalgamation between Amalgamating Company and Amalgamated Company;
- Audited Financials for the FY 2019-20 of the Amalgamating Company and the Amalgamated Company;
- Provisional financial statements for the year-to-date period ended on August 31, 2020 for the Amalgamating Company and the Amalgamated Company;
- Projected Business Model for the Amalgamating Company and the Amalgamated Company; Shareholding Pattern of the Amalgamating Company and the Amalgamated Company as of August 31, 2020; and
- BSE and NSE Websites (www.bseindia.com; www.nseindia.com)

In addition to the above, we have also obtained other necessary explanations and information, which we believed were relevant to the present exercise, from the management of Amalgamating Company.

II. SCOPE, LIMITATIONS, ASSUMPTIONS, EXCLUSIONS AND DISCLAIMERS

Our Opinion and analysis is limited to the extent of review of the documents as provided to us and described above.

We have relied upon the accuracy and completeness of all information and documents provided to us, without carrying out any due diligence or independent verification or validation of such information to establish its accuracy or sufficiency. We have not reviewed any financial forecasts relating to the Amalgamating Company and the Amalgamated Company. We have not conducted any independent valuation or appraisal of any of the assets or liabilities of the Amalgamating Company and the Amalgamated Company. In particular, we do not express any opinion as to the value of any asset of Amalgamating Company and the Amalgamated Company, whether at current prices or in the future.

We do not express any opinion as to the price at which shares of the Amalgamated Company may trade at any time, including subsequent to the date of this opinion. In rendering our opinion, we have assumed, that the Scheme of Amalgamation will be implemented on the terms described therein, without any waiver or modification of any material terms or conditions, and that in the course of obtaining the necessary regulatory or third party approvals for the Scheme of Amalgamation, no delay, limitation, restriction or condition will be imposed that would have an adverse effect on Amalgamating Company and Amalgamated Company and their respective shareholders.

We do not express any opinion as to any tax or other consequences that might arise from the Scheme of Amalgamation on Amalgamating Company and Amalgamated Company and their respective shareholders, nor does our opinion address any legal, tax, regulatory or accounting matters, as to which we understand that the Companies have obtained such advice as it deemed necessary from qualified professionals.

We assume no responsibility for updating or revising our opinion based on circumstances or events occurring after the date hereof. Our opinion is specific to the Amalgamation as contemplated in the Scheme of Amalgamation provided to us and is not valid for any other purpose.





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We may currently or in the future provide, investment banking services to the Amalgamated Company and/or its subsidiaries or their respective affiliates that are unrelated to the proposed Scheme of Amalgamation, for which may receive customary fees. In addition, in the ordinary course of their respective businesses, affiliates of Systematix may actively trade in the securities of the Amalgamated Company on behalf of their customers and, accordingly, may at any time hold a position in such securities. Our engagement and the opinion expressed herein are for the use of the Board of Directors of Amalgamated Company and Amalgamating Company in connection with the consideration of the Scheme of Amalgamation and for none other. Neither Systematix, nor its affiliates, partners, directors, shareholders, managers, employees or agents of any of them, makes any representation or warranty, express or implied, as to the information and documents provided to us, based on which the opinion has been issued. All such parties and entities expressly disclaim any and all liability for, or based on or relating to any such information contained therein.

Our opinion is not intended to and does not constitute a recommendation to any shareholder as to how such holder should vote or act in connection with the Scheme of Amalgamation or any matter related thereto.

This report may be submitted to the Stock Exchanges, SEBI, the National Company Law Tribunal (NCLT) and such other statutory and regulatory authorities from whom approval is required under applicable law. The report may also be disclosed on the websites of the Amalgamating Company and the Amalgamated Company and made available to the respective shareholders and creditors in connection with the approval process for the Scheme of Amalgamation.

The fee for this engagement is not contingent upon the results of this report.

III. BACKGROUND OF THE COMPANIES

A. THE AMALGAMATING COMPANY ("JWL")

The Amalgamating Company is a public limited company incorporated under the provisions of the Companies Act, 1956. The equity shares of the Amalgamating Company are not listed on any stock exchange. The Amalgamating Company is engaged *inter alia* in the business of manufacturing, casting, forging, rolling, repair and/or maintenance of railway wagons (including passenger cars and freight cars), other vehicles, goods carriages, coaches, rolling stock, railway switches, railway crossings, and other railway accessories/components and other ancillary metal products related to the foregoing products, sales and supply of railway wagons (including passenger cars and freight cars), goods carriages, coaches, rolling stock, railway switches, railways crossings and other railway accessories/components related to the foregoing products.

B. THE AMALGAMATED COMPANY ("CEBSCO")

The Amalgamated Company is a public limited company incorporated under the provisions of the Companies Act, 1956. The equity shares of the Amalgamated Company are listed on the BSE and the NSE. The Amalgamated Company is engaged *inter alia* in the business of metal fabrication comprising of load bodies for commercial vehicles and rail freight wagons and manufacturing, maintenance and repair of commercial vehicles and railway wagons.



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IV. RECOMMENATIONS OF THE VALUERS

A. INDEPENDENT CHARTERED ACCOUNTANT'S RECOMMENDATION

As stated above, we have reviewed a copy of a valuation report dated September 28, 2020 from the Independent Chartered Accountant addressed to the Board of Directors of the Amalgamated Company and the Amalgamating Company proposing the following Fair Equity Share Exchange Ratio:

"5510 equity share of the face value of ₹10 each of the Amalgamated Company for every 100 equity shares of the face value of ₹10 each held by a shareholder in the Amalgamating Company." (the "Fair Equity Share Exchange Ratio of the Independent Chartered Accountant")

B. REGISTERED VALUER'S RECOMMENDATION

As stated above, we have reviewed a copy of a valuation report dated September 28, 2020 from the Registered Valuer addressed to the Board of Directors of the Amalgamated Company and Amalgamating Company proposing the following Fair Equity Share Exchange Ratio:

"5510 equity share of the face value of ₹10 each of the Amalgamated Company for every 100 equity shares of the face value of ₹10 each held by a shareholder in the Amalgamating Company." (the "Fair Equity Share Exchange Ratio of the Registered Valuer")

Fair Equity Share Exchange Ratio of the Independent Chartered Accountant and Fair Equity Share Exchange Ratio of the Registered Valuer are jointly referred to as the "Fair Equity Share Exchange Ratios".


V. OUR COMMENT ON PROPOSED FAIR EQUITY SHARE EXCHANGE RATIOS

Our fairness opinion has been prepared based on the reports provided by the Independent Chartered Accountant and the Registered Valuer and our exercise of the various qualitative factors relevant to JWL and CEB3CO, having regard to information base, Management representations, key underlying assumptions and limitations.

On consideration of all the relevant factors and circumstances, we believe that the Fair Equity Share Exchange Ratio determined by the Independent Chartered Accountant and the Registered Valuer is fair including from a financial stand point.

Thanking you.

For Systematix Corporate Services Limited
(SEBI Registration No. INM000004224)


Amit Kumar, SVP
Authorised Signatory





Commercial Engineers & Body Builders Co. Limited

T R Chadha & Co LLP Chartered Accountants



28th September 2020

To,

**The Board of Directors,
Jupiter Wagons Limited,
4/2, Middleton St., Kankaria Estates,
Park Street Road, Kolkata,
West Bengal-700071.**

**The Board of Directors,
Commercial Engineers & Body Builders Co.
Limited,
48, Vandna Vihar, Narmada Road,
Gorakhpur, Jabalpur
Madhya Pradesh- 482001.**

Dear Sir/Madam,

Sub: Recommendation of Fair Equity Share Exchange Ratio for the purpose of proposed amalgamation of Jupiter Wagons Limited into and with Commercial Engineers & Body Builders Co. Limited.

We, T R Chadha & Co LLP, Chartered Accountants (hereinafter referred to as 'TRC', or 'We', or 'Us'), have been engaged vide letter dated August 28, 2020 by Jupiter Wagons Limited (hereinafter referred to as 'JWL' or '**Amalgamating Company**') and Commercial Engineers & Body Builders Co. Limited (hereinafter referred to as 'CEBSCO' or '**Amalgamated Company**') (CEBSCO and JWL are collectively referred to as the '**Companies**') to recommend the fair equity share exchange ratio for the proposed amalgamation of JWL into and with CEBSCO on a going concern basis with effect from [1 October, 2019] or such other date as may be mutually agreed between the Amalgamating Company and the Amalgamated Company ('**Appointed Date**'), pursuant to a scheme of amalgamation under the provisions of Section 230-232 and other applicable provisions of the Companies Act, 2013 and other applicable securities and capital market laws and rules issued thereunder to the extent applicable ('**Proposed Transaction**').

1. Background of Companies

1.1. Commercial Engineers & Body Builders Ltd.

CEBSCO manufactures vehicle bodies for commercial vehicle, freight wagons and components for wagon and locomotives with manufacturing facility at Jabalpur, Indore and Jamshedpur. CEBSCO product portfolio comprises of tipper bodies, tanker bodies, tip trailer, cargo load bodies, water tank bodies, troop carrier vehicle bodies, wagon etc. The equity shares of CEBSCO are listed on National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") (the NSE and the BSE are collectively referred to as the "**Stock Exchanges**"). CEBSCO had reported revenue of INR 12,903.74 Lakhs and loss of INR 41.34 Lakhs for the year ended 31st March 2020.

The issued, subscribed and paid-up equity share capital of CEBSCO as at 31st August 2020 stood at INR 8,948.27 Lakhs, comprising of 8,94,82,657 equity shares of face value of INR 10 each, and the summarized shareholding pattern as on August 31st, 2020 is as follows:

Shareholder Category	No of Equity Shares	Holding %
I. Promoter and Promoter Group	5,42,67,871	60.65%
II. Public	3,52,14,786	39.35%
Total	8,94,82,657	100.0%

T R Chadha & Co., a partnership firm converted into T R Chadha & Co LLP
(A limited liability partnership with LLP Identification No. AAF-3926) with effect from 28th December, 2015

Gurgaon Office: 76E, Udyog Vihar Phase IV, Gurgaon -122016 (Haryana)
Phone: 0124-4129900, Fax: 011-4114935, E-mail: gurgaon@trchadha.com
Corporate Office/ Regd. Office: B-30, Connaught Place, Kuthiala Building, New Delhi - 110001
Phone: 43259900, Fax: 43259930, E-mail: delhi@trchadha.com



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1.2. Jupiter Wagons Ltd.

JWL manufactures railway wagons, passenger coaches, wagon components and casting in India. The manufacturing facility of the JWL is located at Chinsurah, Sahaguni and West Bengal. JWL had reported revenue of INR 81,355 Lakhs and profit of INR 3,941 Lakhs for the year ended 31st March 2020. The issued, subscribed and paid-up equity share capital of JWL as at August 31st, 2020 stood at INR 614.57 Lakhs, comprising of 61,45,764 equity shares of face value INR 10 each.

2. Scope and Purpose of Report

- 2.1. Management of JWL and CEBBCO ("Management/s") are contemplating the Proposed Transaction. In consideration thereof, equity shares of CEBBCO will be issued to the equity shareholders of JWL in lieu of their shareholding in JWL. The Fair Equity Share Exchange Ratio for this report refers to number of equity shares of face value of INR 10 each of CEBBCO, which would be issued to equity shareholders of JWL in lieu of their equity shareholding in JWL pursuant to Proposed Transaction.
- 2.2. For the aforesaid purpose, the management of the Companies have appointed TRC to recommend the fair equity share exchange ratio, for the issue of CEBBCO's equity shares to the equity shareholders of JWL, to be placed before the audit committee/board of directors of Companies, and, to the extent mandatorily required under applicable laws of India, this report may be produced before Stock Exchanges and other statutory or regulatory authorities as may be required, in connection with Proposed Transaction.
- 2.3. The scope of our service is to conduct a relative (and not absolute) valuation of the equity shares of the Companies and report on the fair equity share exchange ratio for the Proposed Transaction in accordance with Indian Valuation Standards 2018 issued by the Institute of Chartered Accountant of India and rules and regulations issued by Security and Exchange Board of India.
- 2.4. For the purpose of arriving at valuation of the Companies, we have considered the valuation base as "Fair Value". Our valuation, and this report, is based on the premise of going concern value. Any change in the valuation base, or the premise could have significant impact on our valuation exercise, and therefore, this Report.
- 2.5. We have considered financial information of the Companies upto 31st August, 2020 ("Valuation Date") in our analysis and the Companies have represented that there is no material change in the financial position till the date of this report which will have a bearing on the valuation analysis. Further, the Managements have informed us that they do not expect any events which are unusual or not in normal course of business upto the effective date of the Proposed Transaction, other than the events specifically mentioned in this report. We have relied on the above while arriving at the fair equity share exchange ratio for the Proposed Transaction.
- 2.6. This report is our deliverable in respect of our recommendation to the Companies of the fair equity share exchange ratio for the Proposed Transaction.
- 2.7. This report and the information contained herein is absolutely confidential. Our report will be used by the Companies only for the purpose, as indicated in this report, for which we have been appointed. The results of our valuation analysis and our report cannot be used or relied

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by the Companies for any other purpose or by any other party for any purpose whatsoever. We are not responsible to any other person / party for any decision of such person / party based on this report. Any person / party intending to provide finance / invest in the shares/ business of the Companies/ their holding companies/ subsidiaries/ associates/ investee companies/ other group companies, if any, shall do so after seeking their own professional advice and after carrying out their own due diligence procedures to ensure that they are making an informed decision. If any person / party (other than the Companies) chooses to place reliance upon any matters included in the report, they shall do so at their own risk and without recourse to us. It is hereby notified that usage, reproduction, distribution, circulation, copying or otherwise quoting of this report or any part thereof, except for the purpose as set out earlier in this report, without our prior written consent, is not permitted, unless there is a statutory or a regulatory requirement to do so.

- 2.8. This report is intended only for the sole use and information of the Companies and only in connection with the Proposed Transaction including for the purpose of obtaining regulatory approvals, as required under applicable laws of India, for the Proposed Transaction. We understand that this report is required to meet with the applicable SEBI, the relevant stock exchanges', rules and regulations only and you did not require us to perform this valuation as a registered valuer under the Companies Act 2013 ("Act"), the Companies (Registered Valuer and Valuation) Rules, 2017 or as per any other rules, regulations, standards, bye-laws, ordinance, notifications issued pursuant to such Act or Rules. Accordingly, our valuation analysis and this report does not constitute nor can be construed as a valuation carried out by a registered valuer in accordance with such Act or Rules or as per any rules, regulations, standards, bye-laws, ordinance, notifications issued pursuant to such Act or Rules and such use of our valuation analysis and this report is not permitted. The Companies may be required to submit this report to tribunal/ judicial / regulatory authorities/ registrar of Company / stock exchanges/ courts/ shareholders / professional advisors involved in proposed transaction/ merchant bankers providing fairness opinion on the Fair Equity Share Exchange Ratio, in connection with the Proposed Transaction under applicable laws. We hereby consent to such disclosure of this report, on the basis that we owe responsibility to only the Companies that have engaged us, under the terms of our engagement, and no other person; and that, to the fullest extent permitted by law, we accept no responsibility or liability to the shareholders of the Companies or any other party, in connection with this report.
- 2.9. It is clarified that reference to this valuation report in any document and / or filing with aforementioned tribunal/ judicial/ regulatory authorities/ government authorities/ stock exchanges / courts / shareholders / professional advisors / merchant bankers, in connection with the Proposed Transaction, shall not be deemed to be an acceptance by us of any responsibility or liability to any person / party other than the Companies. In any case, our aggregate liability shall be restricted to the fee that we have received from this assignment, as set out in our engagement letter.
- 2.10. The Companies have informed us that Systematix Corporate Services Limited has been appointed as merchant bankers for providing Fairness Opinion on Fair Equity Share Exchange Ratio for the purpose of Proposed Transaction. Accordingly, at the request of the Companies, we have had discussions with Systematix Corporate Services Limited on the valuation approach adopted, assumptions considered and methodologies used by us.
- 2.11. This report is subject to the scope, assumptions, exclusions, limitations and disclaimers



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detailed hereinafter. As such, the report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to therein.

3. Source of Information

- 3.1. For the purpose of undertaking this valuation exercise, we have relied on the following sources of information provided by the management representatives of JWL & CEBBICO:
- Annual report of CEBBICO as on 31st March 2020 and 31st March 2019;
 - Audited financial statement of JWL as on 31st March 2020 and 31st March 2019;
 - Unaudited management signed financial statement of CEBBICO and JWL as on 31st August 2020;
 - Projected business model of JWL and CEBBICO;
 - Equity shareholding pattern of JWL and CEBBICO as on 31st August 2020;
 - Relevant data, representation and information provided to us by the representatives of CEBBICO & JWL either in written or oral form or in form of soft copy;
 - Management representation letter from Companies;
 - Information provided by leading database sources, market research reports and other published data (including the Stock Exchanges).
- 3.2. The Companies have been provided with the opportunity to review the draft report (excluding the recommended Fair Equity Share Exchange Ratio) as part of our standard practice to make sure that factual inaccuracies / omissions are avoided in our final report.

4. Limitation and Disclaimer

- 4.1. Valuation analysis and result are specific to the purpose of valuation and the transaction date mentioned in the valuation report which is 31st August 2020. It may not be valid for any other purpose or as at any other date. We assume no responsibility to update valuation report for events and circumstances occurring after the date of this report.
- 4.2. This report is intended only for the use by Companies and its relevant authorities and for the purpose mentioned in the report, and accordingly, will not be copied, referred to or disclosed, in whole or in part, to outside parties for any other purpose without our prior express written consent, unless the Companies are required to do so under applicable laws.
- 4.3. Our report is not nor should it be construed as our opining or certifying the compliance of the Proposed Transaction with the provisions of any law / standards including companies, foreign exchange regulatory, accounting and taxation (including transfer pricing) laws / standards or as regards any legal, accounting or taxation implications or issues arising from such Proposed Transaction. Our report is not nor should it be construed as our recommending the Proposed Transaction or anything consequential thereto / resulting therefrom. This report does not address the relative merits of the Proposed Transaction as compared with any other alternatives or whether or not such alternatives could be achieved or are available. Any decision by the Companies / their shareholders / creditors regarding whether or not to proceed with the Proposed Transaction shall rest solely with them. We express no opinion or recommendation as to how the shareholders/ creditors of the Companies should vote at any shareholders'/ creditors' meeting(s) to be held in connection with the Proposed Transaction. This report does not in any manner address, opine on or recommend the prices at which the securities of the Companies could or should transact at following the announcement/ consummation of the Proposed Transaction. Our report and the opinion / valuation analysis contained herein is not nor should it be construed as advice relating to investing in, purchasing,



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selling or otherwise dealing in securities or as providing management services or carrying out management functions. It is understood that this analysis does not represent a fairness opinion. It should be noted that our valuation neither constitute recommendations to you as to whether or not to proceed with the Proposed Transaction nor constitute an offer for or invitation to any third party for investing in, or in the assets and liabilities of the Company. Any third user intending to provide finance / invest in the shares/business of the company and/or the client, its subsidiaries, if any, shall do so after seeking their own professional advice and after carrying out their own due diligence procedures to ensure that they are making an informed decision.

- 4.4. This report is based on the information provided by the Companies. We have not independently verified or checked the accuracy or timeliness of the same. Valuation is not a precise art and the conclusions arrived at will be subjective and dependent on the exercise of individual judgment and management assumptions. There is, therefore, no indisputable single exchange ratio.
- 4.5. The Companies may disclose this report to their professional advisors involved in the proposed transaction, provided that when doing so the Companies inform them that, to the fullest extent permitted by law, we accept no responsibility or liability to them in connection with our report and our work for the Companies, and disclosure by them (save for their own internal purposes) is not permitted without our consent.
- 4.6. We have not, pursuant to this Letter of Engagement, perform any management functions for You nor make any decisions. You are responsible for making management decisions, including accepting responsibility for the results. Additionally, management of Companies is responsible for designating a management-level individual or individuals responsible for overseeing the services provided, evaluating the adequacy of the services provided, evaluating any findings or recommendations, establishing and maintaining internal controls, and monitoring on going activities.
- 4.7. Competent management assumed - It should be specifically noted that the valuation assumes the property/business will be competently managed and maintained over the expected period of ownership. This appraisal engagement does not entail an evaluation of Companies' management effectiveness, nor are we responsible for future marketing efforts and other management or ownership actions upon which actual results will depend. This report has given no consideration to matters of legal nature, including issues of legal title and compliance with local laws, and litigation and other contingent liabilities that are not recorded in the audited / unaudited balance sheets of the Companies/ their holding/ subsidiary/ associates / joint ventures/ investee companies, if any.
- 4.8. The future projections are the responsibility of the respective management of the Companies. The assumptions used in their preparation, as we have been explained, are based on the management 's present expectation of both - the most likely set of future business events and circumstances and the respective management's course of action related to them. It is usually the case that some events and circumstances do not occur as expected or are not anticipated and therefore, actual results during the forecast period may differ from the forecast and such differences may be material. We express no opinion as to how closely the actual results will correspond to those projected/forecast as the achievement of the forecast results is dependent on actions, plans and assumptions of management. In accordance with the terms of our engagement, we have carried out relevant analyses and evaluations through discussions, calculations and such other means, as may be applicable and available, we have assumed and



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relied upon, without independently verifying, (i) the accuracy of the information that was publicly available, sourced from generally accepted databases and formed a substantial basis for this report and (ii) the accuracy of information made available to us by the Companies. While information obtained from the public domain or external sources have not been verified for authenticity, accuracy or completeness, we have obtained information, as far as possible, from sources generally considered to be reliable. We assume no responsibility for such information. Our valuation does not constitute as an audit or review in accordance with the auditing standards applicable in India, accounting / financial / commercial / legal / tax / environmental due diligence or forensic / investigation services, and does not include verification or validation work. In accordance with the terms of our engagement letters and in accordance with the customary approach adopted in valuation exercises, we have not audited, reviewed, certified, carried out a due diligence, or otherwise investigated the historical and projected financial information, if any, provided to us regarding the Companies / their holding / subsidiary / associates / joint ventures/ investee companies, if any. Accordingly, we do not express an opinion or offer any form of assurance regarding the truth and fairness of the financial position as indicated in the historical financials/ financial statements and projections. The assignment did not involve us to conduct the financial or technical feasibility study. We have not done any independent technical valuation or appraisal or due diligence of the assets or liabilities of the Companies. Also, with respect to explanations and information sought from the Companies, we have been given to understand by the Companies that they have not omitted any relevant and material factors and that they have checked the relevance or materiality of any specific information to the present exercise with us in case of any doubt. Our conclusion is based on the assumptions and information given by/on behalf of the Companies. The respective Managements of the Companies have indicated to us that they have understood that any omissions, inaccuracies or misstatements may materially affect our valuation analysis/ results. Accordingly, we assume no responsibility for any errors in the information furnished by the Companies and their impact on the report.

- 4.9. We accept no responsibility for any error or omission in the report which is due to an error or omission in data, information or statements supplied to us by other parties including the Companies ('Data'). We have not independently verified such Data and have assumed it to be accurate, complete, reliable and current as of the date of such information and accordingly, express no opinion or make any representation concerning its accuracy and completeness and to that extent, the information may not be reliable. We accept no responsibility for matters not covered by the report or omitted due to limited nature of our analysis.
- 4.10. We are not responsible for determining the difference between price sensitive and non- price sensitive information. All information supplied to us (in whatever form) which is not in the public domain is confidential information for the purposes of this engagement. We recommend that you obtain legal advice to ensure that information supplied to us is not in contravention of any applicable laws and regulations.
- 4.11. In case of Dispute – Any dispute or disputes shall be first resolved by attempted negotiation at the highest executive levels between the parties. In the event such executive negotiation is unsuccessful, the dispute or disputes shall either be decided by a sole Arbitrator mutually appointed by the parties or as approved by concerned authority. The arbitration proceeding under this clause will be in accordance with the provisions of the Arbitration and Conciliation Act, 1996 and any statutory modifications or re-enactment in lieu thereof. The arbitration proceedings shall be in English language, venue of the arbitration shall be New Delhi and cost of arbitration will be borne by the parties in equal share. The award of the Arbitrators shall be

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final, conclusive and binding on both the parties.

- 4.12. COVID-19 has impacted businesses all over the globe in an unprecedented way and adversely impacting short / medium term, liquidity, operations and growth. The tenure of pandemic and how individual businesses shall respond are uncertain as on valuation measurement date. The Companies have confirmed that the likely impact of Covid-19 has been factored in the projected cash flows provided. However, due to the unprecedented nature of the business and social turmoil and uncertainty of not only the tenure of pandemic but also the post Covid situation, TRC assumes no responsibility for the accuracy and completeness of overall impact considered by the Company in the projected cash flows and its consequent impact on the valuation.

5. Procedure Adopted

- 5.1. In connection with this exercise, we have adopted the following procedures to carry out the valuation:

- Requested and received financial information;
- Obtained data available in public domain;
- Undertook industry analysis such as researching publicly available market data including economic factors and industry trends that may impact the valuation;
- Detailed analysis of Comparable Companies for each business;
- Discussion with the management to understand the business and fundamental factors that could affect its earning-generating capability including strengths, weaknesses, opportunity and threats analysis and historical financial performance;
- Selection of valuation methodology/(ies) as per Indian Valuation Standards;
- Determined the fair equity share exchange swap ratio based on the selected methodology.

6. Valuation Approach

- 6.1. In accordance with Indian Valuation Standards 2018, ("Ind VS") issued by the Institute of Chartered Accountants of India, valuation in case of Proposed Transaction would require determining Fair Equity Share Exchange Ratio considering relative values of each company involved. These values are to be determined independently but on a relative basis, and without considering the effect of the merger.
- 6.2. The three main valuation approaches are the market approach, income approach and cost approach. There are various methods under these approaches which are commonly used for valuation purpose such as:

Under Market Approach, following methods are commonly used

- Market Price Method
- Comparable Companies Multiple (CCM) Method
- Comparable Transaction Multiple Method

Under Income Approach, following methods are commonly used

- Discounted Cash Flow (DCF) Method
- Relief from Royalty Method
- Multi-period Excess Earning Method
- With and Without Method
- Option Pricing Model



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Under Cost Approach, following methods are commonly used

- Replacement Cost Method
- Reproduction Cost Method

6.3. Market Approach is a valuation approach that uses prices and other relevant information generated by market transactions involving identical or comparable (i.e., similar) assets, liabilities or a group of assets and liabilities, such as a business.

6.3.1. Market Price Method: The market price of an equity share of the company as quoted on a recognized stock exchange is normally considered as the fair value of the equity shares of that company where such quotations are arising from the trading of such shares. As per Regulation 164 (1) of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 ('ICDR'), if the equity shares of the issuer have been listed on a recognised stock exchange for a period of twenty-six weeks or more as on the relevant date, the price of the equity shares to be allotted pursuant to the preferential issue shall be not less than higher of the following:

- 6.3.1.1. the average of the weekly high and low of the volume weighted average price of the related equity shares quoted on the recognised stock exchange during the twenty-six weeks preceding the relevant date; or
- 6.3.1.2. the average of the weekly high and low of the volume weighted average prices of the related equity shares quoted on a recognised stock exchange during the two weeks preceding the relevant date.

We have used market price method for CEBBCO as it is listed on NSE and BSE and record higher traded volume at NSE. Equity shares of JWL are not listed on any stock exchange and therefore this method could not be used for JWL.

6.3.2. Comparable Companies Multiple (CCM) Method involves valuing an asset based on market multiples derived from prices of market comparables traded on active market. We have considered EV/EBIDTA multiple under this method for valuation of equity shares of JWL. However, we could not use this method for valuing CEBBCO due to following reasons:

- 6.3.2.1. The trailing 12 months EBIDTA of CEBBCO as on valuation measurement date is not stabilised and does not exhibit normalised level of operation, and
- 6.3.2.2. We could not identify any listed company in India which is operationally and financially comparable to "vehicle bodies manufacturing" segment of CEBBCO.

6.3.3. Comparable Transaction Multiple (CTM) Method involves valuing an asset based on transaction multiples derived from prices paid in transactions of asset to be valued /market comparables (comparable transactions). Comparable transactions involving subject assets are sometimes referred to as prior transaction method. We have not used this method for current valuation of CEBBCO as we did not find comparable transactions in India, in recent past, for which adequate information was available in public domain and we did not consider it appropriate to use international transaction multiples due to lack of identical comparable companies/ transactions having variance on account size, geography, nature of business, nature of transactions, corporate structure, industry / company specific issues etc. Prior transaction method is used for valuation of JWL as JWL has recently issued equity shares to non-related party in an orderly transaction.



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- 6.4. **Income Approach:** This approach is widely used for valuation under "Going Concern" basis. It focuses on the income generated by the company in the past as well as its future earning capability. The Discounted Cash Flow (DCF) Method under the income approach seeks to arrive at a valuation based on the strength of future cash flows. DCF method is considered the most theoretically sound, scientific and acceptable method for determination of the value of a business undertaking. Under this technique, the projected free cash flows from business operations are discounted at "Weighted Average Cost of Capital" to the providers of capital to the business. The sum of the discounted value of such free cash flows is the value of the business. We have considered it appropriate to apply the DCF Method under Income Approach, as data with respect to prospective financial information is available for both the Companies.
- 6.5. **Cost Approach:** It is a valuation approach that reflects the amount that would be required currently to replace the service capacity of an asset.
- 6.5.1. **Replacement Cost Method,** also known as 'Depreciated Replacement Cost Method' involves valuing an asset based on the cost that a market participant shall have to incur to recreate an asset with substantially the same utility (comparable utility) as that of the asset to be valued, adjusted for obsolescence.
- 6.5.2. **Reproduction Cost Method** involves valuing an asset based on the cost that a market participant shall have to incur to recreate a replica of the asset to be valued, adjusted for obsolescence.
- This valuation approach is mainly used in case where the assets base dominates earnings capability. A scheme of amalgamation would normally be proceeded with, on the assumption that the companies amalgamate as going concerns and an actual realization of the operating assets is not contemplated. In a going concern scenario, the relative earning power, as reflected under the Income and Market approaches, is of greater importance to the basis of amalgamation, with the values arrived at on the net asset basis being of limited relevance. Therefore, Cost Approach has not been considered since it does not reflect the intrinsic value of the business in a "going concern scenario".
- 6.6. **Summary of valuation approached and methodologies used for valuation exercise is given below:**

Name of Company	Cost/Asset Approach	Income Approach	Market Approach		
		DCF	Market Price	CTM	CCM
CEBICO	x	✓	✓	x	x
JWL	x	✓	x	✓	✓
<i>Reference Note No.</i>	6.5	6.4	6.3.1	6.3.3	6.3.2

- 6.7. It should be understood that the valuation of any company or its assets is inherently subjective and is subject to uncertainties and contingencies, all of which are difficult to predict and are beyond our control. In performing our analysis, we made assumptions with respect to industry performance and general business and economic conditions, many of which are beyond the control of the Companies. In addition, this valuation will fluctuate with changes in prevailing market conditions, the conditions and prospects, financial and otherwise, of the companies/businesses, and other factors which generally influence the valuation of companies and their assets.



Commercial Engineers & Body Builders Co. Limited

6.8. The application of any particular method of valuation depends on the purpose for which the valuation is done. Although different values may exist for different purposes, it cannot be too strongly emphasized that a valuer can only arrive at one value for one purpose. Our choice of method of valuation has been arrived at using most appropriate methods adopted for transactions of a similar nature and our reasonable judgment, in an independent and bona fide manner based on our previous experience of assignments of similar nature.

7. Basis of Fair Equity Share Exchange Ratio

- 7.1. The basis of the fair equity share exchange ratio for the Proposed Transaction would have to be determined after taking into consideration all the factors, approaches and methods considered appropriate. Though different values have been arrived at under each of the above approaches/ methods, for the purposes of recommending the Fair Equity Share Exchange Ratio it is necessary to arrive at a single value for the shares of the companies involved in a Proposed Transaction. It is however important to note that in doing so, we are not attempting to arrive at the absolute values of the shares of the Companies but at their relative values to facilitate the determination of a Fair Equity Share Exchange Ratio. For this purpose, it is necessary to give appropriate weights to the values arrived at under each approach/ method.
- 7.2. In the ultimate analysis, valuation will have to be arrived at by the exercise of judicious discretion by the valuer and judgments taking into account all the relevant factors. There will always be several factors, e.g. quality of the management, present and prospective competition, yield on comparable securities and market sentiment, etc. which are not evident from the face of the balance sheets but which will strongly influence the worth of a share. This concept is also recognized in judicial decisions. There is, therefore, no indisputable single exchange ratio. While we have provided our recommendation of the Fair Equity Share Exchange Ratio based on the information available to us and within the scope and constraints of our engagement, others may have a different opinion as to the Fair Equity Share Exchange Ratio of the equity shares of JWL and CEBBCO. The final responsibility for the determination of the exchange ratio at which the Proposed Transaction shall take place will be with the Board of Directors of Companies who should take into account other factors such as their own assessment of the Proposed Transaction and input of other advisors.
- 7.3. We have been made to understand that the Companies have also appointed a Registered Valuer to determine Fair Equity Share Exchange Ratio. We have independently applied methods discussed above, as considered appropriate, and arrived at our assessment of the value per equity share of JWL and CEBBCO. To arrive at the consensus on the Fair Equity Share Exchange Ratio for the Proposed Transaction with the registered valuer, suitable minor adjustments/ rounding off have been done in the relative values.
- 7.4. In light of the above, and on a consideration of all the relevant factors and circumstances as discussed and outlined herein above, we recommend the following Fair Equity Share Exchange Ratio for the Proposed Transaction whose computation is as under:

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Commercial Engineers & Body Builders Co. Limited


Valuation Approach	Jupiter Wagon Limited		Commercial Engineers & Body Builders Co. Limited	
	Valuer per Equity Share (INR)	Weight	Valuer per Equity Share (INR)	Weight
Cost Approach -Net Asset Value	481.76	0%	10.36	0%
Income Approach -Discounted Cash Flow	936.92	50%	16.06	50%
Market Approach				
-Market Price Method	NA	0%	15.94	50%
-Comparable Companies Multiple Method	869.33	25%	NA	0%
-Comparable Transaction Multiple Method	785.67	25%	NA	0%
Relative Value per Equity Share	882.21		16.00	
Exchange Ratio (rounded off)	55.10			

*NA- Not Applicable/Not Adopted

5,510 (Five Thousand Five Hundred and Ten) equity share of CEBSCO of INR 10 each fully paid up for every 100 (One Hundred) equity shares of JWL of INR 10 each fully paid up.

Yours Faithfully,

T R Chadha & Co LLP
Chartered Accountants
ICAI Firm Registration Number 006711N/N500028


Name: Aashish Gupta
Partner
Membership No. 097343
UDIN: 20097343AAAAIU2311



Date: 28th September 2020
Place: Gurugram, India



Commercial Engineers & Body Builders Co. Limited

Commercial Engineers & Body Builders Co. Limited



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

17 November 2020

To,
The General Manager,
Department of Corporate Services,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400 001
BSE Scrip Code: 533272

Dear Sir/Ma'am,

Sub: Complaints Report in terms of the Securities & Exchange Board of India ("SEBI") circular bearing reference number CFD/DIL3/CIR/2017/21 dated 10 March 2017, as amended from time to time ("SEBI Circular").

Ref: Application for obtaining approval under Regulation 37 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") for the scheme of amalgamation that seeks to amalgamate Jupiter Wagons Limited into and with Commercial Engineers & Body Builders Co Limited ("Amalgamated Company") under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Scheme of Amalgamation").

This is with reference to the captioned application submitted by us on 29 September 2020.

In terms of paragraph 6(b) of Annexure I of the SEBI Circular ("SEBI Circular"), a listed entity is required to submit a "Report on Complaints" to the stock exchanges within 7 days of expiry of 21 days from the date of filing of the draft scheme of with the stock exchanges and hosting of the draft scheme along with the documents specified under paragraph 2 of Annexure I of the SEBI Circular on the websites of the stock exchanges and such listed entity.

It may be noted that the stock exchange, i.e. the BSE Limited ("BSE") had hosted the draft Scheme of Amalgamation along with the required documents on its website on 26 October 2020. The SEBI Circular requires the Report on Complaints to be in the format prescribed as per Annexure III of the SEBI Circular.

In view of the above, we enclose the Report on Complaints as per the format prescribed under the SEBI Circular.

As required under paragraph 8 of Annexure I of the SEBI Circular, the Amalgamated Company will upload the "Report on Complaints" on its website, www.cebbco.com.

Thanking you,

Yours faithfully,

For COMMERCIAL ENGINEERS AND BODY BUILDERS CO LIMITED


Amit K Jain
Company Secretary



Encl.: As above

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



Commercial Engineers & Body Builders Co. Limited

Commercial Engineers & Body Builders Co. Limited



CIN-L24231MP1979PLC049375

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

Report on Complaints

(Period of Complaints – from 29 September 2020 - 17 November 2020)

Part A

Sr. No.	Particulars	Number
1	Number of complaints received directly	24
2	Number of complaints forwarded by Stock Exchanges/SEBI	Nil
3	Total Number of complaints/comments received (1+2)	24
4	Number of complaints resolved	24
5	Number of complaints pending	Nil

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

Part B

Sr. No.	Name of Complainant	Date of Complaint	Status (Resolved/pending)
1.	Mr. Arvind Choudhary	Complaints received on a) 29.09.2020, b) 06.10.2020, c) 14.10.2020, d) 28.10.2020, e) 15.11.2020	Responses respectively provided on a) 01.10.2020; b) 08.10.2020; c) 19.10.2020; d) 02.11.2020; and e) 17.11.2020; Each of the aforementioned complaints resolved.
2.	Mr. Sanjeev Mishra	Complaints received on a) 29.09.2020, b) 29.09.2020, c) 30.09.2020, d) 01.10.2020, e) 05.10.2020, f) 08.10.2020, g) 09.10.2020, h) 09.10.2020, i) 28.10.2020	Responses respectively provided on a) 01.10.2020; b) 01.10.2020; c) 01.10.2020; d) 03.10.2020; e) 08.10.2020; f) 09.10.2020; g) 14.10.2020; h) 14.10.2020; and i) 06.11.2020; Each of the aforementioned complaints resolved.
3.	Mr. R.V. Singi	29.09.2020	Response provided on 01.10.2020. Complaint resolved
4.	Mr. Sumit Agrawal	29.09.2020	Response provided on 01.10.2020. Complaint resolved.
5.	Ms. Madhulika Agrawal	29.09.2020	Response provided on 01.10.2020. Complaint resolved.
6.	Chhattisgarh Investments Limited	29.09.2020	Response provided on 01.10.2020. Complaint resolved.
7.	Hypotenuse Investment	29.09.2020	Response provided on 01.10.2020. Complaint resolved.
8.	Ms. GurushiNotani	29.09.2020	Response provided on 01.10.2020. Complaint resolved
9.	Ms. Radha Gandhi	30.09.2020	Response provided on 01.10.2020. Complaint resolved.
10.	Mrs. Kamini Choudhary	30.09.2020	Response provided on 01.10.2020. Complaint resolved.
11.	Mr. Manish Salgiya	29.09.2020	Response provided on 01.10.2020. Complaint resolved.
12.	Mr. Raj Choudhary	30.09.2020	Response provided on 01.10.2020. Complaint resolved.



Commercial Engineers & Body Builders Co. Limited

Commercial Engineers & Body Builders Co. Limited



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

17 November 2020

To,
Manager,
Listing-Compliance Department,
National Stock Exchange of India Limited,
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block,
Bandra Kurla Complex,
Bandra (East), Mumbai - 400051

NSE-Symbol: CEBBCO

Dear Sir/Ma'am,

Sub: Complaints Report in terms of the Securities & Exchange Board of India ("SEBI") Circular bearing reference number CFD/DIL3/CIR/2017/21 dated 10 March 2017, as amended from time to time ("SEBI Circular").

Ref: Application for obtaining approval under Regulation 37 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") for the scheme of amalgamation that seeks to amalgamate Jupiter Wagons Limited into and with Commercial Engineers & Body Builders Co Limited ("Amalgamated Company") under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Scheme of Amalgamation").

This is with reference to the captioned application submitted by us on 29 September 2020.

In terms of paragraph 6(b) of Annexure I of the SEBI Circular, a listed entity is required to submit a "Report on Complaints" to the stock exchanges within 7 days of expiry of 21 days from the date of filing of the draft scheme with the stock exchanges and hosting of the draft scheme along with the documents specified under paragraph 2 of Annexure I of the SEBI Circular on the websites of the stock exchanges and such listed entity.

It may be noted that the stock exchange, i.e. the National Stock Exchange of India Limited ("NSE") had hosted the draft Scheme of Amalgamation along with the required documents on its website on 20 October 2020. The SEBI Circular requires the Report on Complaints to be in the format prescribed as per Annexure III of the SEBI Circular.

In view of the above, we enclose the Report on Complaints as per the format prescribed under the SEBI Circular.

As required under paragraph 8 of Annexure I of the SEBI Circular, the Amalgamated Company will upload the "Report on Complaints" on its website, www.cebbco.com.

Thanking you,

Yours faithfully,

For COMMERCIAL ENGINEERS AND BODY BUILDERS CO LIMITED


Amit K Jain
Company Secretary



Encl.: As above

Factory (Unit I) : 21,22,33,34, Industrial Area Richhai, Jabalpur - 482010 M.P.,
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Commercial Engineers & Body Builders Co. Limited

Commercial Engineers & Body Builders Co. Limited



CIN-L24231MP1979PLC049375

Regd. Office: 48, Vandana Vihaar, Narmada Road, Gorakhpur, Jabalpur (M.P.) INDIA

Email Id – cs@cebbco.com, Website – www.cebbco.com, Tel – 0761-2661336

Report on Complaints

(Period of Complaints – from 29 September 2020 - 17 November 2020)

Part A

Sr. No.	Particulars	Number
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Factory (Unit IV) : Industrial Area Richhai, Jabalpur - 482010 M.P.
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Part B

Sr. No.	Name of Complainant	Date of Complaint	Status (Resolved/pending)
1.	Mr. Arvind Choudhary	Complaints received on a) 29.09.2020, b) 06.10.2020, c) 14.10.2020, d) 28.10.2020, e) 15.11.2020	Responses respectively provided on a) 01.10.2020; b) 08.10.2020; c) 19.10.2020; d) 02.11.2020; and e) 17.11.2020; Each of the aforementioned complaints resolved.
2.	Mr. Sanjeev Mishra	Complaints received on a) 29.09.2020, b) 29.09.2020, c) 30.09.2020, d) 01.10.2020, e) 05.10.2020, f) 08.10.2020, g) 09.10.2020, h) 09.10.2020, i) 28.10.2020	Responses respectively provided on a) 01.10.2020; b) 01.10.2020; c) 01.10.2020; d) 03.10.2020; e) 08.10.2020; f) 09.10.2020; g) 14.10.2020; h) 14.10.2020; and i) 06.11.2020; Each of the aforementioned complaints resolved.
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8.	Ms. GurushiNotani	29.09.2020	Response provided on 01.10.2020. Complaint resolved
9.	Ms. Radha Gandhi	30.09.2020	Response provided on 01.10.2020. Complaint resolved.
10.	Mrs. Kamini Choudhary	30.09.2020	Response provided on 01.10.2020. Complaint resolved.
11.	Mr. Manish Salgiya	29.09.2020	Response provided on 01.10.2020. Complaint resolved.
12.	Mr. Raj Choudhary	30.09.2020	Response provided on 01.10.2020. Complaint resolved.



Commercial Engineers & Body Builders Co. Limited

BSE Limited Registered Office: Floor 25, P J Towers, Dalal Street, Mumbai – 400 001, India
 T : +91 22 2272 8045 / 8055 F : +91 22 2272 3457 www.bseindia.com
 Corporate Identity Number: L67120MH2005PLC155188



DCS/AMAL/SV/R37/1862/2020-21

“E-Letter”

December 14, 2020

The Company Secretary,
Commercial Engineers & Body Builders Co. Ltd.
 48, Vandana Vihar, Narmada Road,
 Gorakhpur, Jabalpur, Madhya Pradesh, 482001

Sir/Madam,

Sub: Observation letter regarding the Scheme of Amalgamation between Commercial Engineers & Body Builders Co. Ltd. and Jupiter Wagons Limited and their respective shareholders and creditors.

We are in receipt of the Draft Scheme of Amalgamation by Commercial Engineers & Body Builders Co. Ltd. filed as required under SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017; SEBI vide its letter dated December 03, 2020 (received by the Exchange on December 14, 2020) has inter alia given the following comment(s) on the draft scheme of amalgamation:

- “The Company shall ensure that the financials of the companies involved in the Scheme is updated and are not more than 6 months old before filing the same with the Hon’ble National Company Law Tribunal”.
- “The Company shall ensure to make appropriate disclosure with respect to the liabilities of Rs. 1,24,56,19,391/- which is being carried forward to the listed entity in the explanatory statement or notice or proposal accompanying resolution to be passed and sent to the shareholders while seeking approval”.
- “The Company shall ensure that the proposed scheme is acted upon only if approved by the NCLT and if the majority votes cast by the public shareholders are in favour of the proposal”.
- “Company shall ensure that additional information and undertakings, if any, submitted by the Company, after filing the Scheme with the Stock Exchange, and from the date of receipt of this letter is displayed on the websites of the listed company and the stock exchanges.”
- “Company shall duly comply with various provisions of the Circular.”
- “Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before National Company Law Tribunal (NCLT) and the company is obliged to bring the observations to the notice of NCLT.”
- “It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments / observations / representations.”

Accordingly, based on aforesaid comment offered by SEBI, the company is hereby advised:



Commercial Engineers & Body Builders Co. Limited

BSE Limited Registered Office: Floor 25, P J Towers, Dalal Street, Mumbai – 400 001, India
T : +91 22 2272 8045 / 8055 F : +91 22 2272 3457 www.bseindia.com
Corporate Identity Number: L67120MH2005PLC155188

- To provide additional information, if any, (as stated above) along with various documents to the Exchange for further dissemination on Exchange website.
- To ensure that additional information, if any, (as stated aforesaid) along with various documents are disseminated on their (company) website.
- To duly comply with various provisions of the circulars.

In light of the above, we hereby advise that we have no adverse observations with limited reference to those matters having a bearing on listing/de-listing/continuous listing requirements within the provisions of Listing Agreement, so as to enable the company to file the scheme with Hon'ble NCLT.

Further, where applicable in the explanatory statement of the notice to be sent by the company to the shareholders, while seeking approval of the scheme, it shall disclose information about unlisted company involved in the format prescribed for abridged prospectus as specified in the circular dated March 10, 2017.

Kindly note that as required under Regulation 37(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the validity of this Observation Letter shall be six months from the date of this Letter, within which the scheme shall be submitted to the NCLT.

The Exchange reserves its right to withdraw its 'No adverse observation' at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines/Regulations issued by statutory authorities.

Please note that the aforesaid observations does not preclude the Company from complying with any other requirements.

Further, it may be noted that with reference to Section 230 (5) of the Companies Act, 2013 (Act), read with Rule 8 of Companies (Compromises, Arrangements and Amalgamations) Rules 2016 (Company Rules) and Section 66 of the Act read with Rule 3 of the Company Rules wherein pursuant to an Order passed by the Hon'ble National Company Law Tribunal, a Notice of the proposed scheme of compromise or arrangement filed under sections 230-232 or Section 66 of the Companies Act 2013 as the case may be **is required to be served upon the Exchange seeking representations or objections if any.**

In this regard, with a view to have a better transparency in processing the aforesaid notices served upon the Exchange, the Exchange has **already introduced an online system of serving such Notice along with the relevant documents of the proposed schemes through the BSE Listing Centre.**

Any service of notice under Section 230 (5) or Section 66 of the Companies Act 2013 seeking Exchange's representations or objections if any, **would be accepted and processed through the Listing Centre only and no physical filings would be accepted.** You may please refer to circular dated February 26, 2019 issued to the company.

Yours faithfully,

sd/-

Nitinkumar Pujari
Senior Manager



Commercial Engineers & Body Builders Co. Limited



National Stock Exchange Of India Limited

Ref: NSE/LIST/24869_III

December 10, 2020

The Company Secretary
Commercial Engineers & Body Builders Co Limited
48, Vandana Vihar,
Narmada Road,
Jabalpur - 482002

Kind Attn.: Mr. Amit Jain

Dear Sir,

Sub: Observation Letter for Draft Scheme of Amalgamation between Jupiter Wagons Limited, Commercial Engineers & Body Builders Co Limited and their respective shareholders and creditors

We are in receipt of the Draft Scheme of Amalgamation between Jupiter Wagons Limited (“Amalgamating Company”), Commercial Engineers & Body Builders Co Limited (“Amalgamated Company”) and their respective shareholders and creditors vide application dated August 26, 2020.

Based on our letter reference no Ref: NSE/LIST/24869 submitted to SEBI and pursuant to SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 (‘Circular’), kindly find following comments on the draft scheme:

- a. *The Company shall duly comply with various provisions of the Circular.*
- b. *The Company shall ensure that the financials of the companies involved in the Scheme is updated and are not more than 6 months old before filing the same with the Hon'ble National Company Law Tribunal (NCLT).*
- c. *The Company shall ensure that appropriate disclosure is made with respect to the liabilities of Rs. 1,245,619,391/- which is being carried forward to the listed entity in the explanatory statement or notice or proposal accompanying resolution to be passed and sent to the shareholders while seeking approval.*
- d. *The Company shall ensure that the proposed scheme is acted upon only if approved by the NCLT and if the majority votes cast by the public shareholders are in favour of the proposal.*
- e. *The Company shall ensure that additional information and undertakings, if any, submitted by the Company, after filing the scheme with the stock exchange, and from the date of receipt of this letter is displayed on the websites of the listed company and the stock exchanges.*

This Document is Digitally Signed

Signer: Amit Maruti Phatak
Date: Thu, Dec 10, 2020 18:48:34 IST
Location: NSE





- f. *The Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before NCLT and the company is obliged to bring the observations to the notice of NCLT.*
- g. *It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/ stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments/ observation/ representations.*

It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/ stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to National Stock Exchange of India Limited again for its comments/observations/ representations.

Based on the draft scheme and other documents submitted by the Company, including undertaking given in terms of Regulation 11 of SEBI (LODR) Regulations, 2015, we hereby convey our “No-objection” in terms of Regulation 94 of SEBI (LODR) Regulations, 2015, so as to enable the Company to file the draft scheme with NCLT.

However, the Exchange reserves its rights to raise objections at any stage if the information submitted to the Exchange is found to be incomplete/ incorrect/ misleading/ false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Regulations, Guidelines / Regulations issued by statutory authorities.

The validity of this “Observation Letter” shall be six months from December 10, 2020 within which the scheme shall be submitted to NCLT.

Yours faithfully,
For National Stock Exchange of India Limited

Amit Phatak
Manager

P.S. Checklist for all the Further Issues is available on website of the exchange at the following URL http://www.nseindia.com/corporates/content/further_issues.htm

This Document is Digitally Signed



Signer: Amit Maruti Phatak
Date: Thu, Dec 10, 2020 18:48:34 IST
Location: NSE



Commercial Engineers & Body Builders Co. Limited

REPORT UNDER SECTION 232(2)(c) OF THE COMPANIES ACT, 2013 ADOPTED BY THE BOARD OF DIRECTORS OF COMMERCIAL ENGINEERS & BODY BUILDERS CO. LIMITED AT ITS MEETING HELD ON MONDAY, 28th SEPTEMBER 2020 THROUGH VIDEO CONFERENCING / AUDIO VISUAL MEANS EXPLAINING THE EFFECT OF THE SCHEME OF AMALGAMATION OF JUPITER WAGONS LIMITED INTO AND WITH COMMERCIAL ENGINEERS & BODY BUILDERS CO LIMITED ON THE SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTERS AND NON-PROMOTER SHAREHOLDERS OF COMMERCIAL ENGINEERS & BODY BUILDERS CO. LIMITED.

1. Background

- 1.1. The board of directors (the "**Board**") of Commercial Engineers & Body Builders Co Limited ("**Amalgamated Company**") at its meeting held on 28 September 2020 approved the amalgamation of Jupiter Wagons Limited (the "**Amalgamating Company**") into and with the Amalgamated Company, under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (the "**Act**"), Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other rules and regulations framed thereunder (the "**Scheme**"), with effect from 1 October, 2019 or such other date as may be mutually agreed between the Amalgamating Company and the Amalgamated Company ("**Appointed Date**"). The Amalgamating Company and the Amalgamated Company are collectively referred to as the "**Amalgamating Companies**".
- 1.2. As per the provisions of section 232(2)(c) of the Act, the directors of the Amalgamating Company are required to adopt a report explaining the effect of the Scheme on the Amalgamated Company's equity shareholders, key managerial personnel ("**KMP**"), promoters and non-promoter shareholders, laying out, in particular, the equity share exchange ratio, and specifying any difficulties with respect to valuation, and the same is required to be circulated to the equity shareholders and creditors along with the notice convening their meetings. This report has, accordingly been made for adoption by the Board, in pursuance of the requirements under section 232(2)(c) of the Act. In the opinion of the Board of the Amalgamated Company, the Scheme will be advantageous and beneficial to the Amalgamated Company, its shareholders and other stakeholders for the reasons set out in the rationale of the Scheme and the terms thereof are fair and reasonable.
- 1.3. The following documents *inter alia* were placed before the Board for its consideration:
 - a) The draft Scheme;
 - b) The report dated 28 September 2020 prepared by TR Chaddha & Co LLP, independent chartered accountants, ICAI Firm Registration Number: 006711N/N500028 ("**Independent Chartered Accountant**") recommending the fair equity share exchange ratio in respect of the Proposed Amalgamation ("**TRCEquity Share Exchange Report**");
 - c) The report dated 28 September 2020 prepared by Dhwanit Kashyap Vaidya, registered valuer, IBBI Registration Number: IBBI/RV/06/2019/11411 ("**Registered Valuer**") recommending the fair equity share exchange ratio in respect of the Proposed Amalgamation ("**Valuer Equity Share Exchange Report**");
 - d) Fairness opinion dated 28 September 2020 issued by Systematix Corporate Services Limited, a SEBI registered category-I merchant banker ("**Fairness Opinion**");
 - e) the draft of the certification to be issued by Walker Chandiook & Co LLP (ICAI Firm Registration Number: 001076N/N500013), the statutory auditor of the Company pursuant to paragraph I.A.5 of Annexure I of the SEBI Circular dated March 10, 2017 bearing reference number CFD/DIL3/CIR/2017/21 and all amendments thereto (the "**SEBI Circular**"), certifying that the accounting treatment specified in the Scheme is in compliance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the SEBI Circular and the applicable accounting standards and other generally accepted accounting principles in India, read with the General Circular No. 09/2019 dated 21 August 2019 issued by the Ministry of Corporate Affairs; and
 - f) Report of the audit committee of the Board dated 28 September 2020.

After considering the documents referred above, the Board of the Company approved the draft Scheme.

2. Valuation

- 2.1. The Board reviewed the TRC Equity Share Exchange Report issued by the Independent Chartered Accountant and the Valuer Equity Share Exchange Report issued by the Registered Valuer and recommended the fair equity share exchange ratio for the Proposed Amalgamation ("**Fair Equity Share Exchange Ratio**") as under:

5510 : 100, i.e., for every 100 (hundred) fully paid up equity shares of face value of INR 10/- each held in the Amalgamating Company as on the Record Date (as defined in the Scheme), the equity shareholders of the Amalgamating Company shall be issued 5510 equity shares of face value of INR 10/- each credited as fully paid up in the Amalgamated Company.]



Commercial Engineers & Body Builders Co. Limited

2.2. The Board also noted that Systematix Corporate Services Limited, the SEBI registered category-I merchant banker, has issued the Fairness Opinion, which confirms that the Share Exchange Ratio is fair.

2.3. There is no mention in the TRC Equity Share Exchange Report or the Valuer Equity Share Exchange Report of any difficulties faced during valuation by the Independent Chartered Accountant and the Registered Valuer, respectively.

3. Effect of the Scheme on shareholders (promoter and non-promoter shareholders)

3.1. As an integral part of the Scheme, upon the Scheme becoming effective, (A) the equity shares; and (B) the non-cumulative redeemable preference shares, of the Amalgamated Company, held by the Amalgamating Company on the Effective Date (*as defined in the Scheme*), shall be cancelled without any further act or deed by operation of law. Upon the Scheme becoming effective and in consideration of the amalgamation of the Amalgamating Company into and with the Amalgamated Company, the Amalgamated Company shall, without any further application, act or deed, issue and allot to the shareholders of the Amalgamating Company as on the Record Date (*as defined in the Scheme*), 5,510 (Five Thousand Five Hundred and Ten) Amalgamated Company Shares (*as defined in the Scheme*), credited as fully paid-up, for every 100 (One Hundred) equity shares of the face value of INR 10/- (Rupees ten only) each fully paid-up held by such shareholder in the Amalgamating Company, based on the Share Exchange Ratio.

3.2. Upon the Scheme becoming effective, the equity shares of the Amalgamated Company, including the New Equity Shares (*as defined in the Scheme*) that are to be issued and allotted by the Amalgamated Company in accordance with Clause 4.1 of Part III of the Scheme, shall be listed and shall be admitted for trading on the BSE Limited (the "BSE") and the National Stock Exchange of India Limited (the "NSE") (the BSE and the NSE shall collectively be referred to as the "Stock Exchanges"), in accordance with the provisions of applicable laws (including, specifically, the SEBI circular dated March 10, 2017 and bearing reference number CFD/DIL3/CIR/2017/21, as amended from time to time), listing being subject to the Amalgamated Company complying with the conditions and other requirements of the Stock Exchanges and the Securities and Exchange Board of India.

3.3. The promoters and the promoter group of the Amalgamated Company currently hold 60.65% of the total equity share capital of the Amalgamated Company. The Amalgamating Company, which is a promoter of the Amalgamated Company, holds 45.45% of the total equity share capital in the Amalgamated Company, as on the date of this Report. Upon the Scheme becoming effective, the promoter and promoter group of the Amalgamated Company shall hold 74.62% of the total equity share capital of the Amalgamated Company and the public shareholders shall hold the remaining 25.38% of the total equity share capital of the Amalgamated Company. The pre-amalgamation and post-amalgamation shareholding pattern of the Amalgamated Company (based on the shareholding pattern of the Amalgamated Company as on 25 September, 2020) based on the Fair Equity Share Exchange Ratio shall be as provided at **Annexure 1** hereto.

4. Effect of the Scheme on the directors and KMPs

4.1. The directors or KMPs of the Amalgamated Company or their relatives do not have any interest in the Scheme, financially or otherwise, except as shareholders of the Amalgamated Company, where applicable. Upon the Scheme becoming effective, the designation and/or roles of the existing KMPs of the Amalgamated Company may change in accordance with business and commercial requirements of the Amalgamated Company, the applicable law and /or the constitutional documents of the Amalgamated Company. The Scheme itself does not affect the office of the KMPs of the Amalgamated Company.

4.2. Upon the Scheme becoming effective, the composition of the Board of the Amalgamated Company may, if required, under applicable law, the memorandum and articles of association of the Amalgamated Company and/or business or commercial requirements of the Amalgamated Company, be reconstituted to include appropriate number of independent directors, women directors, etc.

5. Effect of the Scheme on the creditors

5.1. Under the Scheme, there is no arrangement with the secured or unsecured creditors of the Amalgamated Company. No compromise is offered under the Scheme to any secured or unsecured creditors of the Amalgamated Company. The liabilities of the secured or unsecured creditors of the Amalgamated Company is neither being reduced nor being extinguished.

5.2. The Amalgamated Company has not issued any debentures. The Amalgamated Company has not accepted any deposits from any person.

Commercial Engineers & Body Builders Co. Limited

6. Effect of the Scheme on employees

The Scheme is not expected to have any impact on the employees of the Amalgamated Company. The employees of the Amalgamated Company will continue to be employees of the Amalgamated Company on the same terms and conditions as before.

The Scheme is expected to be beneficial to the Company, the Amalgamated Company, its shareholders, creditors and other stakeholders and the terms thereof are fair and reasonable.

For Commercial Engineers & Body Builders Co. Limited



Abhishek Jaiswal

Whole Time Director & C.E.O

DIN: 07936627

Place: Jabalpur

Date: 28/09/2020

ANNEXURE 1

PRE AND POST AMALGAMATION SHAREHOLDING PATTERN

Particulars	Pre-Amalgamation		Post-Amalgamation	
	Total No. of shares held	% of Shareholding	Total No. of shares held	% of Shareholding
Promoter & Promoter Group (A)	5,42,67,871	60.65%	28,91,14,538	74.62%
Institutions	83,49,158	9.33%	83,49,158	2.15%
Non - Institutions	2,68,65,628	30.02%	2,68,65,628	6.93%
Total Public (B)	3,52,14,786	39.35%	6,31,18,097	16.30%
Total (A+B)	8,94,82,657	100.00%	38,74,47,421	100.00%



Commercial Engineers & Body Builders Co. Limited



JUPITER WAGONS LIMITED

CIN : U35202WB2006PLC110822

CERTIFIED TRUE COPY OF THE REPORT ADOPTED BY THE BOARD OF DIRECTORS OF JUPITER WAGONS LIMITED AT ITS MEETING HELD AT THE REGISTERED OFFICE OF THE COMPANY AT 4/2, MIDDLETON STREET, KOLKATA-700071 ON MONDAY, 28th DAY OF SEPTEMBER, 2020 EXPLAINING THE EFFECT OF THE SCHEME ON THE EQUITY SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTERS AND NON-PROMOTER SHAREHOLDERS OF JUPITER WAGONS LIMITED

1. BACKGROUND

- 1.1. The board of directors (the "Board") of Jupiter Wagons Limited ("Amalgamating Company") at its meeting held on 28 September, 2020 approved the draft scheme of amalgamation between the Amalgamating Company and Commercial Engineers & Body Builders Co Limited ("Amalgamated Company") under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (the "Act"), Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other rules and regulations framed thereunder ("Scheme") for the amalgamation of the Amalgamating Company into and with the Amalgamated Company, with effect from 1 October, 2019 or such other date as may be mutually agreed between the Amalgamating Company and the Amalgamated Company ("Appointed Date"). The Amalgamating Company and the Amalgamated Company are together referred to as the "Amalgamating Companies".
- 1.2. As per the provisions of section 232(2)(c) of the Companies Act, the directors of the Amalgamating Company are required to adopt a report explaining the effect of the Scheme on the Amalgamating Company's equity shareholders, key managerial personnel, promoters and non-promoter shareholders, laying out, in particular, the fair equity share exchange ratio, and specifying any difficulties with respect to valuation, and the same is required to be circulated to the equity shareholders and creditors along with the notice convening their meetings. This report has, accordingly been made for adoption by the Board, in pursuance of the requirements under section 232(2)(c) of the Act.
- 1.3. The following documents were placed before the Board for its perusal:
- The draft Scheme;
 - The report dated 28 September, 2020 prepared by TR Chaddha & Co LLP, independent chartered accountants, ICAI Firm Registration Number: 006711N/N500028 ("Independent Chartered Accountant") recommending the fair equity share exchange ratio in respect of the Proposed Amalgamation ("TRC Equity Share Exchange Report");
 - The report dated 28 September, 2020 prepared by Dhwanit Kashyap Vaidya, registered valuer, IBBI Registration Number: IBBI/RV/06/2019/11411 ("Registered Valuer") recommending the fair equity share exchange ratio in respect of the Proposed Amalgamation ("Valuer Equity Share Exchange Report");
 - Fairness opinion dated 28 September, 2020 issued by Systematix Corporate Services Limited, the SEBI registered category – I merchant banker (the "Fairness Opinion");

REGD. OFFICE : 4/2, MIDDLETON STREET, KOLKATA - 700 071 • PHONE : 033-4011 1777 • FAX : 033 4011 1787
 website : www.jupiterwagons.com • Factory : Shahgunj Chinsurah, Hooghly, Pin - 712104 • Phone : 033 2631 0010 • Fax : 033 2631 0035



JUPITER WAGONS LIMITED

CIN : U35202WB2006PLC110822

- e) The certificate dated 28 September, 2020 issued by M/s. Lohariwal & Associates (ICAI Firm Registration Number: 322705E), the statutory auditor of the Amalgamating Company on the proposed accounting treatment in the Scheme in terms of the provisions of sections 230 and 232 of the Companies Act, 2013 (the "Act") read together with the Companies (Compromises, Arrangements and Amalgamation) Rules, 2016, with reference to the Scheme's compliance with the applicable accounting standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 and other Generally Accepted Accounting Principles;
- f) Report of the audit committee of the Board dated 28 September, 2020.

After considering the documents referred above, the Board of the Company approved the draft Scheme.

2. EFFECT OF THE SCHEME

- 2.1. The Scheme contemplates amalgamation of the Amalgamating Company into and with the Amalgamated Company pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Act, and the dissolution without winding up of the Amalgamating Company pursuant thereto. It does not contemplate any compromise or arrangement with any other class of persons, apart from the shareholders of the respective companies.
- 2.2. Upon the Scheme becoming effective and in consideration of the amalgamation of the Amalgamating Company into and with the Amalgamated Company, the Amalgamated Company shall, without any further application, act or deed, issue and allot to the shareholders of the Amalgamating Company as on the Record Date (*as defined in the Scheme*), 5510 (Five Thousand Five Hundred and Ten) Amalgamated Company Shares (*as defined in the Scheme*), credited as fully paid-up, for every 100 (One Hundred) equity shares of the face value of INR 10 (Rupees Ten) each fully paid-up held by such shareholder in the Amalgamating Company. The equity share exchange ratio for issue and allotment of equity shares of the Amalgamated Company to the shareholders of the Amalgamating Company has been fixed on a fair and reasonable basis and on the basis of the TRC Equity Share Exchange Report and the Valuer Equity Share Exchange Report issued by the Independent Chartered Accountant and the Registered Valuer, respectively. Further, the Fairness Opinion has confirmed that the equity share exchange ratio in the TRC Equity Share Exchange Report and the Valuer Equity Share Exchange Report is fair.
- 2.3. As an integral part of the Scheme, upon the Scheme becoming effective, (A) the equity shares; and (B) the non-cumulative redeemable preference shares of the Amalgamated Company, held by the Amalgamating Company, on the Effective Date (*as defined in the Scheme*), shall be cancelled without any further act or deed by operation of law. Further, upon the Scheme becoming effective and upon the New Equity Shares (*as defined in the Scheme*) of the Amalgamated Company being issued and allotted by it to the shareholders of Amalgamating Company, the equity shares of the Amalgamating Company, both in electronic form and in the physical form, and all letter of allotments, share certificates and other relevant documents in relation to the shares held by the said shareholders in the Amalgamating Company, shall be



JUPITER WAGONS LIMITED

CIN : U35202WB2006PLC110822

2.4. deemed to have been automatically cancelled and be of no effect on and from the Effective Date (as defined in the Scheme).

2.5. Upon the Scheme becoming effective, the equity shares of the Amalgamated Company, including the New Equity Shares (as defined in the Scheme) that are to be issued and allotted by the Amalgamated Company in accordance with Clause 4.1 of Part III of the Scheme, shall be listed and shall be admitted for trading on the BSE Limited (the "BSE") and the National Stock Exchange of India Limited (the "NSE") (the BSE and the NSE shall collectively be referred to as the "Stock Exchanges"), in accordance with the provisions of applicable laws (including, specifically, the SEBI circular dated March 10, 2017 and bearing reference number CFD/DIL3/CIR/2017/21, as amended from time to time), listing being subject to the Amalgamated Company complying with the conditions and other requirements of the Stock Exchanges and the Securities and Exchange Board of India.

2.6. The effect of the proposed Scheme on the stakeholders of the Amalgamating Company is as follows:

(a) Shareholders (promoter and non-promoter)

Under the Scheme, an arrangement is sought to be entered into between the Amalgamating Company, its equity shareholders and the Amalgamated Company. Upon the Scheme becoming effective, the equity shareholders of the Amalgamating Company shall be issued and allotted fully paid up equity shares of the Amalgamated Company in the manner stipulated in Clause 4.1 of Part III of the Scheme. Further, the authorized share capital of the Amalgamating Company shall stand transferred to and be amalgamated / combined with the authorized share capital of the Amalgamated Company in the manner stipulated in Clause 3.2 of Part III of the Scheme.

The promoters of the Amalgamating Company shall be a part of the promoter and promoter group of the Amalgamated Company upon the Scheme being effective, and shall be issued such number of equity shares in the Amalgamated Company as they may be entitled to pursuant to Clause 4.1 of Part III of the Scheme.

(b) Directors, key managerial personnel and employees

As stated in Clause 1.2(m) of Part III of the Scheme, with effect from the Effective Date (as defined in the Scheme), all employees, permanent employees, temporary employees, probationers, trainees and interns, if any, of the Amalgamating Company, whether hired prior to, on, or after, the Appointed Date but who are in employment / engagement of the Amalgamating Company on the Effective Date (as defined in the Scheme), shall become, and be deemed to have become, the employees, permanent employees, temporary employees, probationers, trainees and interns, in the same capacity, as the case may be, of the Amalgamated Company, without any break or interruption in their services and on the terms and conditions which are no less favourable than those on which they are engaged by the Amalgamating



JUPITER WAGONS LIMITED

CIN : U35202WB2006PLC110822

Company. Therefore, the rights of the employees of the Amalgamating Company are not affected in any manner by the Scheme.

Upon the Scheme becoming effective, the Amalgamating Company shall stand dissolved without being wound up. Under such circumstances, the directors and key managerial personnel of the Amalgamating Company shall cease to be directors and key managerial personnel of the Amalgamating Company.

The directors, key managerial personnel of the Amalgamating Company and their relatives may be deemed to have an interest in the Scheme to the extent of the equity shares held by them in the Amalgamating Companies and / or to the extent that the said director(s), key managerial personnel and their respective relatives are the director(s), members of the companies that hold shares in the Amalgamating Companies. Save as aforesaid, none of the director(s) or key managerial personnel have any interest in the Scheme. None of the directors of the Amalgamating Company or key managerial personnel of the Amalgamating Company currently hold shares exceeding two per cent of the paid-up share capital of the Amalgamated Company.

(c) *Creditors*

Under the Scheme, there is no arrangement with the creditors, either secured or unsecured, of the Amalgamating Company. No compromise is offered under the Scheme to any creditors of the Amalgamating Company. The liabilities of the creditors of the Amalgamating Company, under the Scheme is neither being reduced nor being extinguished. The creditors of the Amalgamating Company are in no way affected by the Scheme.

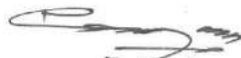
The Amalgamating Company has not issued any debentures. The Amalgamating Company has not accepted any deposits from any person.

(d) *Valuation*

No special valuation difficulties were reported by the Independent Chartered Accountant or the Registered Valuer.

CERTIFIED TO BE TRUE COPY

For Jupiter Wagons Limited



Rajiv Kumar Tulsyan

Sr. Manager Finance & Company Secretary



Commercial Engineers & Body Builders Co. Limited

Walker Chandiook & Co LLP

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 Jacaranda Marg, DLF Phase II
 Gurugram – 122 002
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Independent Auditor's Review Report on Unaudited Quarterly Financial Results and Year to Date Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended)

To the Board of Directors of Commercial Engineers and Body Builders Co Limited

1. We have reviewed the accompanying statement of unaudited financial results ('the Statement') of Commercial Engineers and Body Builders Co Limited ('the Company') for the quarter ended 31 December 2020 and the year to date results for the period 01 April 2020 to 31 December 2020, being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), including relevant circulars issued by the SEBI from time to time.
2. The Statement, which is the responsibility of the Company's Management and approved by the Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, Interim Financial Reporting ('Ind AS 34'), prescribed under Section 133 of the Companies Act, 2013 ('the Act'), and other accounting principles generally accepted in India and is in compliance with the presentation and disclosure requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), including relevant circulars issued by the SEBI from time to time. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, Review of Interim Financial Information Performed by the Independent Auditor of the Entity, issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with the Standards on Auditing specified under section 143(10) of the Act, and consequently, does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.
4. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in Ind AS 34, prescribed under Section 133 of the Act, and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), including the manner in which it is to be disclosed, or that it contains any material misstatement.

Chartered Accountants

Offices in Bengaluru, Chandigarh, Chennai, Gurugram, Hyderabad, Kochi, Kolkata, Mumbai, New Delhi, Noida and Pune

Walker Chandiook & Co LLP is registered with limited liability with identification number AAC-2085 and its registered office at L-41 Connaught Circus, New Delhi, 110001, India



Commercial Engineers & Body Builders Co. Limited

Walker Chandiok & Co LLP

Independent Auditor's Review Report on Unaudited Quarterly Financial Results and Year to Date Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (Cont'd)

5. The review of unaudited quarterly and year to date financial results for the period ended 31 December 2019, included in the Statement was carried out and reported by B S R & Co. LLP, Chartered Accountants, who have expressed unmodified conclusion vide their review report dated 11 February 2020, whose review report has been furnished to us and which has been relied upon by us for the purpose of our review of the Statement. Our conclusion is not modified in respect of this matter.

For Walker Chandiok & Co LLP

Chartered Accountants

Firm Registration No: 001076N/N500013

ANUPAM
KUMAR

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ANUPAM KUMAR
Date: 2021.02.13
18:27:49 +05'30'

Anupam Kumar

Partner

Membership No. 501531

UDINo.: 21501531AAAAAM6952

Place: Gurugram

Date: 13 February 2021

Commercial Engineers & Body Builders Co. Limited

COMMERCIAL ENGINEERS AND BODY BUILDERS CO LIMITED
Regd. office : 48, Vandana Vihar, Narmada Road, Jabalpur - 482 001, Madhya Pradesh, India

Statement of Unaudited Financial Results for the quarter and nine months ended 31 December 2020

Sr. No.	Particulars	(Rs. in Lakhs)					
		Quarter ended	Preceding quarter ended	Corresponding quarter ended in the previous year	Nine Months ended	Corresponding nine months ended in previous year	Year ended
		31 December 2020	30 September 2020	31 December 2019	31 December 2020	31 December 2019	31 March 2020
		Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
1	Revenue from operations	11,431.83	6,936.85	2,442.19	21,362.81	8,101.15	12,574.39
2	Other income	4.44	9.00	9.34	17.30	232.32	329.35
3	Total Income (1+2)	11,436.27	6,945.85	2,451.53	21,380.11	8,333.47	12,903.74
4	Expenses						
	a) Cost of materials consumed	9,924.67	5,352.24	2,754.65	17,084.51	7,466.94	12,072.33
	b) Change in inventories of finished goods and work-in-progress	(463.08)	287.84	(796.05)	453.81	(1,065.03)	(2,060.02)
	c) Employee benefits expense	348.81	275.97	252.22	835.54	634.19	901.98
	d) Finance costs	172.47	162.69	158.13	496.91	442.49	617.17
	e) Depreciation and amortisation expense	225.41	217.74	227.85	656.94	669.63	831.74
	f) Other expenses	899.85	605.77	331.90	1,726.04	1,038.63	1,481.41
	Total expenses	11,106.13	6,902.26	2,928.70	21,263.55	9,186.86	13,814.81
5	Profit / (Loss) before tax and exceptional items (3-4)	330.14	43.60	(477.17)	126.56	(853.38)	(910.87)
6	Exceptional items (Refer note 3)	-	-	-	-	655.12	655.12
7	Profit / (Loss) before tax (5+6)	330.14	43.60	(477.17)	126.56	(198.26)	(255.75)
8	(a) Tax expense	-	-	-	-	-	-
	(b) Tax adjustment related to earlier years	12.70	-	-	12.70	-	(241.78)
9	Profit / (Loss) for the period / year (7-8)	317.44	43.60	(477.17)	113.86	(198.26)	(13.97)
10	Other Comprehensive Income (OCI)						
	Items that will not be reclassified to profit or loss						
	Remeasurements of the defined benefit plans (net of taxes)	(6.15)	(6.85)	(0.30)	(19.84)	(0.90)	(27.37)
	Total Other Comprehensive Loss for the period	(6.15)	(6.85)	(0.30)	(19.84)	(0.90)	(27.37)
11	Total Comprehensive Income / (Loss) for the period / year (9+10)	311.29	36.75	(477.47)	94.02	(199.16)	(41.34)
12	Paid-up equity share capital (Face value Rs.10/- each)	8,948.27	8,948.27	8,948.27	8,948.27	8,948.27	8,948.27
13	Reserves excluding revaluation reserves	-	-	-	-	-	595.93
14	(Loss) / Earnings per share (EPS) (of Rs.10/- each) (EPS for the quarter ended are not annualised)						
	- Basic	0.35	0.05	(0.53)	0.13	(0.22)	(0.02)
	- Diluted	0.35	0.05	(0.53)	0.13	(0.22)	(0.02)
	See accompanying notes to the unaudited financial results						

Notes:

- 1 The above Statement of unaudited financial results for the quarter and nine months ended 31 December 2020 of Commercial Engineers and Body Builders Co Limited ("the Company"), were reviewed by the Audit Committee and approved by the Board of Directors at their respective meetings held on 13 February 2021. The statutory auditors of the Company have carried out a limited review of the above statement of unaudited financial results for the quarter and nine months ended 31 December 2020 and have issued an unmodified conclusion. The financial results for the corresponding quarter and nine months ended 31 December 2019 have been reviewed by the erstwhile statutory auditors.
- 2 These results have been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, Interim Financial Reporting ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013 ("the Act"), and other accounting principles generally accepted in India and is in compliance with the presentation and disclosure requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), including relevant circulars issued by the SEBI from time to time.
- 3 During the previous year, the Company had forfeited 0.00001% Non-Convertible Cumulative Redeemable Preference Shares due to non payment of unpaid calls. These preference shares were issued to erstwhile promoters in the year 2014-15 amounting to Rs. 2,000 lakhs of which only Rs. 1,300 lakhs was paid up. Out of the paid up amount, Rs. 655.12 lakhs was classified as liability component of compound financial instruments as under the requirement of Ind AS 109. Pursuant to the forfeiture, the Company had recognized a gain of Rs. 655.12 lakhs as 'Exceptional Items' in the financial results for the year ended 31 March 2020.
- 4 The Company is mainly engaged in the business of metal fabrication comprising load bodies for commercial vehicles and rail freight wagons in India. These, in the context of Ind - AS 108 is considered to constitute one single reportable segment. Accordingly, disclosures under Ind AS 108, Operating Segments are not applicable.
- 5 On account of the spread of COVID-19, the Government of India had imposed a complete nation-wide lockdown on 25 March 2020 leading to shut down of the Company's manufacturing facilities and logistics operations. Since then, the government of India has progressively relaxed lockdown conditions and has allowed most of the industries and businesses to resume operations in a phased manner. During the first quarter, the Company has resumed its manufacturing facilities and is currently in the process of further scaling up its operations. While the Company's operations were impacted from the lockdown, the management believes that the impact is temporary and the pandemic is not likely to have a material impact on the recoverability of the carrying value of its assets as at 31 December 2020. The management is continuously and closely monitoring the developments and possible effects that may result from the pandemic on its financial condition, liquidity and operations and is actively working to minimize the impact of this unprecedented situation. As the situation is still continuously evolving, the eventual impact may be different from the estimates made as of the date of approval of these financial results.
- 6 The Board of Directors of the Company at its meeting held on 28 September 2020, approved a Scheme of Amalgamation of the Company with Jupiter Wagons Limited ("JWL") ("the Scheme"). The Company have received No Objection Certificate (NOC) / no adverse observation from stock exchanges (from NSE on 10 December 2020 and from BSE 14 December 2020). The Scheme shall be effective post receipt of required approval from National Company Law Tribunal ("NCLT") and accordingly, the above results currently do not reflect the impact of the Scheme.
- 7 Previous period amounts have been regrouped/ reclassified in compliance with relevant IND-AS to make them comparable with those of current period/ year.
- 8 These results have been filed with BSE Limited and National Stock Exchange of India Limited and is also available on the Company's website at www.cebbco.com.

For and on behalf of the Board of Directors

Director

Place : Jabalpur
Date : 13 February 2021

Commercial Engineers & Body Builders Co. Limited

Commercial Engineers and Body Builders Co Ltd.
Balance Sheet as at 31 December 2020
 (All amounts are in INR lakhs, unless otherwise stated)

Particulars	Note	As at 31 December 2020	As at 31 March 2020
ASSETS			
Non-current assets			
Property, plant and equipment	3	11,120.57	10,948.72
Capital work-in-progress	3	373.56	555.39
Right of use assets		115.83	120.87
Intangible assets	4	40.27	35.54
Intangible assets under development	4	74.75	19.50
Financial assets			
(i) Bank balances other than (ii) above	5	21.55	-
(ii) Loans	6	48.62	56.10
Non-current investments		41.80	-
Deferred tax assets (net)	37	-	-
Non-current tax assets (net)		21.51	21.51
Other non-current assets	7	268.67	187.61
Total non-current assets		12,127.13	11,945.24
Current assets			
Inventories	8	4,766.91	4,757.01
Financial assets			
(i) Trade receivables	9	3,493.86	1,110.56
(ii) Cash and cash equivalents	10	253.24	282.05
(iii) Bank balances other than (ii) above	11	138.56	168.25
(iv) Loans	12	200.57	199.43
(v) Other financial assets	13	300.04	41.03
Current tax assets (net)		61.40	73.63
Other current assets	14	1,089.96	1,312.46
Assets held for sale	15	99.50	99.50
Total current assets		10,404.04	8,043.93
Total assets		22,531.18	19,989.17
EQUITY AND LIABILITIES			
Equity			
Equity share capital	16	8,948.27	8,948.27
Other equity	17	689.88	595.93
Total equity		9,638.15	9,544.21
Liabilities			
Non-current liabilities			
Financial liabilities			
(i) Borrowings	18	3,059.85	2,690.01
(ii) Lease liabilities		42.49	42.78
(iii) Other financial liabilities	19	5.10	5.10
Provisions	20	163.52	124.98
Other non-current liabilities	21	-	-
Total non-current liabilities		3,270.96	2,862.87
Current liabilities			
Financial liabilities			
(i) Borrowings	21	2,033.67	2,083.55
(ii) Lease liabilities		0.40	0.39
(iii) Trade payables	22		
(a) Total outstanding dues of Micro and Small Enterprises		159.36	27.78
(b) Total outstanding dues of creditors other than Micro and Small Enterprises		5,133.74	3,412.94
(iv) Other financial liabilities	23	505.47	470.32
Other current liabilities	24	1,661.15	1,435.33
Provisions	25	128.28	151.78
Current tax liabilities (net)	26	-	-
Total current liabilities		9,622.07	7,582.09
Total equity and liabilities		22,531.18	19,989.17



Commercial Engineers & Body Builders Co. Limited

Commercial Engineers and Body Builders Co Ltd.
Statement of Profit and Loss for the year ended 31 December 2020
(All amounts are in INR lakhs, unless otherwise stated)

Particulars	Note	For the year ended 31 December 2020	For the year ended 31 March 2020
Revenue			
Revenue from operations	26	21,362.81	12,574.39
Other income	27	17.30	329.35
Total income		21,380.11	12,903.74
Expenses			
Cost of materials consumed	28	17,084.51	12,072.33
Changes in inventories of finished goods and work-in-progress	29	453.61	(2,090.02)
Employee benefits expense	30	835.54	901.98
Finance costs	31	496.91	617.17
Depreciation and amortisation expense	32	656.94	831.74
Other expenses	33	1,726.04	1,481.41
Total expenses		21,253.55	13,814.61
Loss before tax and exceptional items		126.56	(910.87)
Exceptional Items	34	-	655.12
Loss/ profit before tax		126.56	(255.75)
Tax expense			
Current tax expense		-	-
MAT			
Taxes adjustment related to earlier years		12.70	(241.78)
Deferred tax (credit)/ charge		-	-
Loss/ profit for the year		113.86	(13.97)
Other comprehensive income			
Items that will not be reclassified the statement of profit and loss			
Re-measurement (loss)/gain of defined benefit obligation		(19.84)	(27.37)
Income tax relating to items that will not be reclassified to profit or loss		-	-
Total other comprehensive (loss)/ income for the year, net of taxes		(19.84)	(27.37)
Total comprehensive (loss)/ income for the year		94.02	(41.34)



Commercial Engineers & Body Builders Co. Limited

Commercial Engineers and Body Builders Co Ltd.
Statement of Changes in Equity for the year ended 31 December 2020
(All amounts are in INR lakhs, unless otherwise stated)

A. Equity share capital

Particulars	Amount
Balance as at 1 April 2019	8,948.27
Changes during the year	-
Balance as at 31 March 2020	8,948.27
Changes during the year	-
Balance as at 31 December 2020	8,948.27

B. Other equity

Particulars	Equity component of compound financial instrument (Note 15)	Reserve and surplus (1)					Items of other comprehensive income (1)	Total
		General reserve	Capital reserve	Securities Premium account	Deemed contribution by shareholders (Note 17)	Surplus in Statement of Profit or loss		
Balance as at 1 April 2019	899.34	9.80	908.06	12,837.80	-	(17,101.50)	-	(2,446.50)
Profit for the year	-	-	-	-	(13.97)	-	-	(13.97)
Other comprehensive income / (expense) for the year	-	-	-	-	-	(27.37)	-	(27.37)
Deemed contribution by shareholders	-	-	-	-	-	3,983.11	-	3,983.11
Transfer to capital reserve during the year pursuant to forfeiture (Refer note 16 (a))	(899)	-	-	-	-	-	-	(899.34)
Balance as at 31 March 2020	-	9.80	908.06	12,837.80	3,983.11	(17,115.47)	(27.37)	595.93
Balance as at 1 April 2020	-	9.80	908.06	12,837.80	3,983.11	(17,115.47)	(27.37)	595.93
Loss for the year	-	-	-	-	-	113.86	-	113.86
Other comprehensive income / (expense) for the year	-	-	-	-	-	-	(19.84)	(19.84)
Forfeiture of preference shares (Refer note 17(f))	-	-	-	-	-	-	-	-
Balance as at 31 December 2020	-	9.80	908.06	12,837.80	3,983.11	(17,001.61)	(47.21)	689.88



Commercial Engineers & Body Builders Co. Limited

Commercial Engineers and Body Builders Co Ltd.
Notes to the financial statements for the year ended 31 December 2020
(All amounts are in INR lakhs, unless otherwise stated)

3. Property, plant and equipment and capital work-in-progress

Particulars	Freehold land	Leasehold land	Buildings	Plant and equipment	Vehicles	Office equipment	Furniture and fixtures	Total	Capital work-in-progress
Gross carrying amount									
Balance as at 1 April 2019	1,743.52	97.41	5,619.72	6,224.36	9.83	23.52	238.89	13,957.25	13.01
Add: Additions made during the year	-	-	37.30	494.91	5.27	19.71	18.75	575.94	982.83
Reclassified on account of adoption of Ind AS 116	-	(97.41)	-	-	-	-	-	(97.41)	-
Less: Disposals/adjustments during the year	-	-	-	-	-	0.46	-	0.46	440.45
Balance as at 31 March 2020	1,743.52	-	5,657.02	6,719.27	15.10	42.77	257.64	14,435.32	555.39
Add: Additions made during the year	-	-	38.19	757.31	-	13.52	0.50	809.53	380.08
Reclassified on account of adoption of Ind AS 116	-	-	-	-	-	-	-	-	-
Less: Disposals/adjustments during the year	-	-	-	-	-	-	-	-	561.90
Balance as at 31 December 2020	1,743.52	-	5,695.21	7,476.58	15.10	56.29	258.14	15,244.85	373.56
Accumulated depreciation									
Balance as at 1 April 2019	-	13.30	733.06	1,818.34	8.64	9.26	106.23	2,688.83	-
Add: Depreciation expense for the year	-	-	233.24	535.20	0.90	7.96	34.28	811.57	-
Reclassified on account of adoption of Ind AS 116	-	(13.30)	-	-	-	-	-	(13.30)	-
Less: Disposals/adjustments during the year	-	-	-	-	-	0.42	-	0.42	-
Balance as at 31 March 2020	-	0.00	966.30	2,353.54	9.53	16.80	140.50	3,486.68	-
Add: Depreciation expense for the year	-	-	170.72	430.46	0.65	9.18	26.60	637.61	-
Reclassified on account of adoption of Ind AS 116	-	-	-	(0.80)	-	-	-	-	-
Less: Disposals/adjustments during the year	-	-	-	-	0.42	(0.89)	1.29	0.02	-
Balance as at 31 December 2020	-	-	1,137.02	2,784.80	9.77	26.87	165.81	4,124.28	-
Net carrying amount									
As at 31 Dec 2020	1,743.52	-	4,558.19	4,691.78	5.33	29.42	92.33	11,120.57	373.56
As at 31 March 2020	1,743.52	-	4,690.72	4,365.73	5.57	25.97	117.14	10,948.64	555.39



Commercial Engineers & Body Builders Co. Limited

Commercial Engineers and Body Builders Co Ltd.
Notes to the financial statements for the year ended 31 December 2020
(All amounts are in INR lakhs, unless otherwise stated)

4. Intangible assets and intangible assets under development

Particulars	Software	Total	Intangible assets under development
Gross carrying amount			
Balance as at 1 April 2019	39.60	39.60	19.50
Add: Additions during the year	20.10	20.10	-
Less: Disposals / adjustments during the year	-	-	-
Balance as at 31 March 2020	59.70	59.70	19.50
Add: Additions during the year	19.00	19.00	55.25
Less: Disposals / adjustments during the year	-	-	-
Balance as at 31 December 2020	78.70	78.70	74.75
Accumulated amortisation			
Balance as at 1 April 2019	10.74	10.74	-
Add: Amortisation expense for the year	13.42	13.42	-
Less: Disposals / adjustments during the year	-	-	-
Balance as at 31 March 2020	24.16	24.16	-
Add: Amortisation expense for the year	14.27	14.27	-
Less: Disposals / adjustments during the year	-	-	-
Balance as at 31 December 2020	38.43	38.43	-
Net book value			
As at 31 Dec 2020	40.27	40.27	74.75
As at 1 April 2019	35.54	35.54	19.50



Commercial Engineers & Body Builders Co. Limited

Commercial Engineers and Body Builders Co Ltd.
Notes to the financial statements for the year ended 31 December 2020
(All amounts are in INR lakhs, unless otherwise stated)

Share capital

	Equity shares		0.00001% Preference shares		0.001% Preference shares	
	Number of shares	Amount (INR)	Number of shares	Amount (INR)	Number of shares	Amount (INR)
Authorised share capital						
As at 31 March 2019	9,20,50,000	92,05,00,000	20,00,000	20,00,00,000	68,00,000	68,00,00,000
Increase during the year	-	-	-	-	-	-
As at 31 March 2020	9,20,50,000	92,05,00,000	20,00,000	20,00,00,000	68,00,000	68,00,00,000
Increase/(decrease) during the year	-	-	-	-	-	-
As at 31 December 2020	9,20,50,000	92,05,00,000	20,00,000	20,00,00,000	68,00,000	68,00,00,000

Issued equity share capital

Equity shares of INR 10 each issued, subscribed and fully paid up

	Number of shares	Amount (INR)
As at 31 March 2019	8,94,82,657	89,48,26,570
Increase/(Decrease) during the year	-	-
As at 31 March 2020	8,94,82,657	89,48,26,570
Increase/(decrease) during the year	-	-
As at 31 December 2020	8,94,82,657	89,48,26,570

Equity component of preference shares of INR 100 each issued*

	Number of shares	Amount (INR)
As at 31 March 2019	20,00,000	8,99,34,048
Increase/(decrease) during the year	-	-
As at 31 March 2020	20,00,000	-
Increase/(decrease) during the year	-	-
As at 31 December 2020	20,00,000	-



Commercial Engineers & Body Builders Co. Limited

Other equity

Note	As at 31 December 2020	As at 31 March 2020
General reserve	9.80	9.80
Capital reserve	908.06	908.06
Securities Premium account	12,837.80	12,837.80
Deemed contribution by shareholders (refer note 48)	3,983.11	3,983.11
Surplus/ (Deficit) in Statement of Profit and Loss	(17,048.82)	(17,142.84)
Equity component of compound financial instrument	-	-
Total	689.88	595.93

	As at 31 December 2020	As at 31 March 2020
. General reserve		
Balance as at the beginning of the year	9.80	9.80
Balance at the end of the year	9.80	9.80
. Capital reserve		
Balance as at the beginning of the year	908.06	8.72
Add: Addition during the year	-	899.34
Balance at the end of the year	908.06	908.06
. Securities Premium account		
Balance as at the beginning of the year	12,837.80	12,837.80
Balance at the end of the year	12,837.80	12,837.80
. Re Structure Capital Reserve		
Balance as at the beginning of the year	3,983.11	3,983.11
Add: Addition for the year	-	-
Balance at the end of the year	3,983.11	3,983.11
. Surplus / (Deficit) in Statement of Profit and Loss		
Balance as at the beginning of the year	(17,142.84)	(17,101.50)
Add: (Loss)/ profit for the year	113.86	(13.97)
Items of other comprehensive (expense) / income recognised directly in retained earnings		
Remeasurement of post employment benefit obligation, net of tax	(19.84)	(27.37)
Balance at the end of the year	(17,048.82)	(17,142.84)
Total other equity	689.88	595.93



Commercial Engineers & Body Builders Co. Limited

Commercial Engineers and Body Builders Co Ltd.
Notes to the financial statements for the year ended 31 December 2020
(All amounts are in INR lakhs, unless otherwise stated)

	As at 31 December 2020	As at 31 March 2020
5. Bank balances other than cash and cash equivalents		
Fixed deposits with bank under lien	21.55	-
Total	21.55	-
6. Non-current financial assets- Loans		
Unsecured, considered good		
Security deposits	48.62	56.10
Unsecured, considered doubtful		
Security deposits	-	-
	48.62	56.10
Less: Loss allowance for doubtful security deposits	-	-
Total	48.62	56.10
7. Non-current investment		
Investment with mutual fund	33.20	-
Investment with JV (1000 SHARE)	8.60	-
Total	41.80	-
7. Other non-current assets		
Unsecured, considered good		
Statutory dues paid under protest (refer note 40)	83.75	83.74
Capital advances	178.48	97.61
Capital advances	17.75	17.75
Less: Provision for doubtful capital advances	17.75	17.75
Total	268.67	187.61
8. Inventories^A <i>Valued at lower of cost and net realisable value</i>		
Raw material	2,273.13	1,385.08
Work in progress	2,309.72	2,765.32
Stores and spares	144.55	69.09
Finished goods	-	-
Scrap	39.51	17.52
	4,766.91	4,787.01
9. Trade receivables		
Unsecured, considered good	3,493.86	1,110.56
Unsecured, considered doubtful	1,536.66	1,536.67
	5,030.52	2,647.23
Less : Loss allowance for trade receivables (refer note 45(b))	1,536.66	1,536.67
	3,493.86	1,110.56
Total	3,493.86	1,110.56
10. Cash and cash equivalents		
Balances with banks		
- On current accounts	122.68	10.55
- On cash credit accounts	120.81	261.27
- On cash in gold coin	-	-
Cash and gold coins on hand	0.75	10.23
Total	253.24	282.05
11. Bank balances other than cash and cash equivalents		
Fixed deposits with bank under lien	138.56	168.25
Total	138.56	168.25
12. Current financial assets- Loans		
Unsecured, considered good		
Security deposits	192.85	192.85
Loans to employees (including accrued interest)	7.72	6.58
Total	200.57	199.43



Commercial Engineers & Body Builders Co. Limited

	As at 31 December 2020	As at 31 March 2020
13. Current financial assets - Others		
Unsecured, considered good		
Unbilled revenue	296.68	23.69
Interest accrued on term deposits	3.36	3.76
Other receivables	-	13.58
Doubtful		
Inter corporate deposits (refer note 47)	1,000.00	1,000.00
	1,300.04	1,041.03
Less: Loss allowance for Inter corporate deposits	1,000.00	1,000.00
Total	300.04	41.03
Movement in expected credit loss allowance on Inter corporate deposits		
Opening balance	1,000.00	1,000.00
Add: Allowance measured at expected credit losses	-	-
Less: Utilisation during the year	-	-
Closing balance	1,000.00	1,000.00
14. Other current assets		
	As at 31 December 2020	As at 31 March 2020
Unsecured, considered good		
Advance to suppliers	320.21	614.86
Advance to employees	-	-
Balance with statutory/government authorities	391.82	305.00
Prepaid expenses	17.49	18.86
Sales tax incentive receivable	360.44	373.74
Capital advances	-	-
Unsecured, considered doubtful		
Advance to suppliers	40.37	39.29
Provident fund receivable	63.00	63.00
	1,193.33	1,414.75
Less: Provision for doubtful advances	103.37	102.29
Total	1,089.96	1,312.46
15. Assets held for sale		
	As at 31 December 2020	As at 31 March 2019
Plant & Machinery	99.50	99.50
Total	99.50	99.50
18. Borrowings		
	As at 31 December 2020	As at 31 March 2020
Secured loans		
Term loans from banks*	2,129.65	1,854.35
Unsecured		
Liability component of compound financial instrument	-	-
0.001% Preference shares (refer note 16(b))	930.20	835.66
	3,059.85	2,690.01
Add: Current maturities of non-current borrowings*:		
Secured loans		
Term loans from banks	260.08	202.04
Total non-current borrowings (including non-current maturities)	3,319.93	2,892.05
19. Other non-current financial liabilities		
	As at 31 December 2020	As at 31 March 2020
Security deposits	5.10	5.10
Total	5.10	5.10
20. Non-current provisions		
	As at 31 December 2020	As at 31 March 2020
Provision for employee benefits (refer note 42)		
- Gratuity	114.29	74.38
- Compensated absences	49.23	50.60
Total	163.52	124.98



Commercial Engineers & Body Builders Co. Limited

	As at 31 December 2020	As at 31 March 2020
21. Current financial liabilities - Borrowings		
Secured loans		
From banks		
Cash credit facilities	1,080.78	1,598.21
Unsecured loans		
From banks		
Bill discounting	952.89	485.34
Total	2,033.67	2,083.55
22. Current financial liabilities- Trade payables		
	As at 31 December 2020	As at 31 March 2020
Total outstanding dues of Micro and Small Enterprises (refer note 44)	159.36	27.78
Total outstanding dues of creditors other than Micro and Small Enterprises	5,133.74	3,412.94
Total	5,293.10	3,440.72
23. Other current financial liabilities		
	As at 31 December 2020	As at 31 March 2020
Capital Creditors*	79.90	118.75
Interest accrued and not due on borrowings	22.53	20.87
Current maturities of long term borrowings (refer note 18)	260.08	202.04
Interest accrued on statutory dues	-	18.01
Deposits from contractors and others	11.59	13.42
Employee benefits payable	131.37	97.23
Total	505.47	470.32
24. Other current liabilities		
	As at 31 December 2020	As at 31 March 2020
Advances from customers and others	1,297.86	1,388.33
Statutory dues payable	356.74	47.00
Interest accrued on statutory dues	6.55	-
Total	1,661.15	1,435.33
25. Current provisions		
	As at 31 December 2020	As at 31 March 2020
Provision for employee benefits (refer note 42)		
- Gratuity	-	-
- Compensated absences	6.43	7.09
Provision for litigations	121.85	144.69
Total	128.28	151.78
Movement in provision for litigations		
Opening balance	144.69	138.71
Add: Provision recognised during the year	-	5.98
Less: Utilisation during the year	(22.84)	-
Closing balance	121.85	144.69



Commercial Engineers & Body Builders Co. Limited

Commercial Engineers and Body Builders Co Ltd.
Notes to the financial statements for the year ended 31 December 2020
(All amounts are in INR lakhs, unless otherwise stated)

	For the year ended 31 December 2020	For the year ended 31 March 2020
Revenue from operations		
Sale of products		
Sale of load bodies and components	21,181.19	12,354.67
Sale of services		
Job work charges	-	1.53
Other operating revenue		
Sale of scrap	181.35	162.43
Sales Tax Incentive received	-	53.18
Others	0.27	2.58
Total	21,362.81	12,574.39
Other income		
	For the year ended 31 December 2020	For the year ended 31 March 2020
Interest income		
- Deposits with banks	7.29	43.28
- Deposits with others	1.69	4.71
Profit on sale of property, plant and equipment (net)	-	-
Provisions/liabilities no longer required, written back	6.11	279.38
Rent	0.25	0.60
Profit on sale of assets held for sales	-	0.92
Miscellaneous income	2.21	1.98
Total	17.30	329.35
Cost of materials consumed		
	For the year ended 31 December 2020	For the year ended 31 March 2020
Raw materials at the beginning of the year	1,954.17	731.62
Add: Purchases	17,548.02	13,294.88
	19,502.19	14,026.50
Less: Raw material at the end of the year	2,417.68	1,954.17
Total cost of materials consumed	17,084.51	12,072.33



Commercial Engineers & Body Builders Co. Limited

Commercial Engineers and Body Builders Co Ltd.
 Notes to the financial statements for the year ended 31 December 2020
 (All amounts are in INR lakhs, unless otherwise stated)

	For the year ended 31 December 2020	For the year ended 31 March 2020
Changes in inventories of finished goods and work-in-progress		
Opening stock		
Work-in-progress	2,765.32	681.10
Scrap	37.53	31.72
Total	2,802.85	712.82
Closing stock		
Work-in-progress	2,309.72	2,765.32
Scrap	39.51	37.52
Total	2,349.23	2,802.84
Total changes in inventories of finished goods and work-in-progress	453.61	(2,090.02)
Employee benefits expense		
	For the year ended 31 December 2020	For the year ended 31 March 2020
Salaries, wages, bonus, gratuity and allowances	738.85	801.79
Contribution to provident and other funds	33.67	27.99
Staff welfare expenses	63.02	72.20
Total	835.54	901.98
Finance costs		
	For the year ended 31 December 2020	For the year ended 31 March 2020
Interest expense on financial liabilities at amortised cost	471.95	579.86
Term loans	194.15	286.96
Working Capital	136.70	52.98
Others	24.96	37.31
Interest on PSC discounting	94.54	123.74
Expenses for loan arrangement, bill discounting and bank charges	46.56	110.46
Total	496.91	617.17
Depreciation and amortisation expense		
	For the year ended 31 December 2020	For the year ended 31 March 2020
Depreciation on property, plant and equipment	637.61	811.57
Depreciation on right to use assets	5.06	7
Amortisation on intangible assets	14.27	13.42
Total	656.94	831.74
Other expenses		
	For the year ended 31 December 2020	For the year ended 31 March 2020
Labour charges	1,070.98	545.86
Power and fuel	192.97	221.30
Repair and maintenance		
- Buildings	6.19	16.44
- Plant and machinery	25.81	128.94
- Others	37.02	29.49
Rent	1.71	3.01
Auditors' remuneration		
As auditors:		
- Audit fee	4.13	9.50
- Limited review fee	10.50	7.50
- Out-of-pocket expenses	0.57	5.97
Insurance	12.38	11.15
Rates and taxes	38.26	47.68
Postage and telephone expenses	5.19	8.47
Travelling and conveyance	31.01	53.24
Vehicle Running Expenses	10.72	22.86
Printing and stationery	1.04	9.84
Freight and transport	7.74	10.28
Sales expenses	18.70	28.10
Security charges	59.60	73.81
Brokerage Commission	-	-
Legal and professional	138.96	142.01
Director sitting fees	10.50	6.10
Allowance for doubtful debts and advances (net)	1.08	32.31
Miscellaneous expenses	40.99	67.55
Total	1,726.04	1,481.41
Exceptional item		
	For the year ended 31 December 2020	For the year ended 31 March 2020
Forfeiture of Preference shares [refer note 17(f)]	-	655.12
Total	-	655.12





Commercial Engineers & Body Builders Co. Limited



LOHARIWAL & ASSOCIATES
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Independent Auditor's Report

To The Board of Director's of
JUPITER WAGONS LIMITED

Opinion

We have audited the accompanying interim financial statements of **JUPITER WAGONS LIMITED**, which comprise the Balance Sheet as at 31st December 2020, the Statement of Profit and Loss, and statement of cash flows for the nine months' period ended on 31st December 2020, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid interim financial statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, including the AS-25, Interim Financial Reporting :

- (i) in the case of the balance sheet, of the state of affairs of the Company as at 31st December 2020; and
- (ii) in the case of the statement of profit and loss, of the profit for nine months' period ended on 31st December 2020.
- (iii) In the case of the cash flow statement, of the cash flows for nine months' period ended on 31st December 2020.

Responsibility of Management and those charged with governance for the Interim Financial Statements

The Company's Board of Directors is responsible for the preparation and fair presentation of these interim financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standard (AS) 25, Interim Financial Reporting as specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the interim financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Interim Financial Statements

Our objectives are to obtain reasonable assurance about whether the interim financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of the users taken on the basis of these financial statements.

Branch Office : Lal Building, B-2, 1st Floor, Main Road, Rourkela-769 001, ☎ 09981087887...



Commercial Engineers & Body Builders Co. Limited

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As a part of our audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the interim financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the interim financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the interim financial statements, including the disclosures, and whether the interim financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the interim financial statements that, individually, or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the interim financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the interim financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

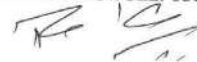
85, N.S.ROAD, 4TH FLOOR, ROOM NO. 407
Kolkata - 700 001



DATED: THE 26TH DAY OF FEB, 2021.
UDIN : 21056901AAAABR2159

FOR, LOHARIWAL & ASSOCIATES
CHARTERED ACCOUNTANTS

FIRM REGD. NO.: 322705E



(RAJ KUMAR LOHARIWAL)

PARTNER

Memb. No. - 056901

Commercial Engineers & Body Builders Co. Limited

JUPITER WAGONS LIMITED

BALANCE SHEET AS ON 31ST DECEMBER, 2020

Particulars	Notes	31 December 2020	31 March 2020
I EQUITY AND LIABILITIES			
Shareholder's Funds			
Share Capital	2	6,14,57,640	5,06,38,850
Reserves and Surplus	3	3,43,81,17,172	2,32,16,49,918
Non Current Liabilities			
Long Term Borrowings	4	15,39,88,103	39,31,97,891
Deferred Tax Liabilities (Net)	5	10,12,22,815	8,73,51,726
Current Liabilities			
Short Term Borrowings	6	35,75,11,662	72,90,87,761
Trade Payables	7	90,88,69,226	1,01,78,08,440
Other Current Liabilities	8	36,94,62,362	21,00,36,075
Short Term Provisions	9	29,21,04,840	19,37,68,443
TOTAL		5,68,27,33,820	5,00,35,39,104
II ASSETS			
Non Current Assets			
Fixed Assets			
Tangible Assets	10	1,62,48,57,535	1,66,42,44,489
Intangible Assets- Goodwill		2,55,19,967	10,20,79,856
Investment	11	58,24,80,250	57,90,40,250
Other Non Current Assets		3,09,101	21,32,539
Current assets			
Inventories	12	1,68,25,75,438	1,37,34,85,555
Trade Receivables	13	55,39,89,006	37,46,49,972
Cash and cash equivalents	14	31,76,16,571	14,65,50,074
Short-term loans and advances	15	89,53,85,952	76,13,56,369
TOTAL		5,68,27,33,820	5,00,35,39,104

SIGNIFICANT ACCOUNTING POLICIES NOTE-"1"
NOTES TO FINANCIAL STATEMENT-"2 TO 24"

85, N.S. ROAD, 4TH FLOOR
ROOM NO. 407, KOLKATA - 700 001.

DATED: 26TH DAY OF FEB., 2021

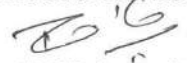
UDIN: 21056901AAAABR2159

Jupiter Wagons Ltd.

Director

IN TERMS OF OUR REPORT OF EVEN DATE
FOR LOHARIWAL & ASSOCIATES
FIRM REGISTRATION NO.-322705E
CHARTERED ACCOUNTANTS




(R.K.Lohariwal)
PARTNER

MEMB. NO. - 056901

Jupiter Wagons Ltd.

Director

JUPITER WAGONS LIMITED

PROFIT AND LOSS FOR THE PERIOD ENDED 31ST DECEMBER, 2020

Particulars	Notes	Nine Months ended 31.12.2020	31 March 2020
I. Revenue from operations	16	4,90,99,26,719	8,12,58,68,775
II. Other Income	17	13,65,601	96,38,234
III. Total Revenue (I+II)		4,91,12,92,321	8,13,55,07,009
IV. Expenses:			
Cost of Materials Consumed	18	3,48,41,22,122	6,20,85,18,186
Changes in inventories of Finished Goods,WIP	19	5,79,67,926	(8,15,83,820)
Employee benefit Expenses	20	9,78,86,021	12,16,89,787
Finance Costs	21	12,80,66,913	23,96,60,934
Depreciation and Amortization	22	16,62,30,341	21,84,34,620
Other Expenses	23	58,75,25,467	94,07,73,851
Total expenses		4,52,17,98,790	7,64,74,93,558
V. Profit before exceptional and extra ordinary items and tax(III-IV)		38,94,93,531	48,80,13,451
VI. Tax expense			
Current Tax		9,83,36,397	12,83,86,003
Deferred Tax		1,38,71,089	(3,45,13,811)
Income Tax for Earlier years		-	-
VII. PROFIT AFTER TAX (V - VI)		27,72,86,045	39,41,41,258
Earnings per Equity Share:			
(1) Basic		45.12	77.83
(2) Diluted		45.12	77.83

SIGNIFICANT ACCOUNTING POLICIES NOTE-"1"
NOTES TO FINANCIAL STATEMENT-"2 TO 24"

IN TERMS OF OUR REPORT OF EVEN DATE
FOR LOHARIWAL & ASSOCIATES
FIRM REGISTRATION NO.-322705E
CHARTERED ACCOUNTANTS

85, N.S. ROAD, 4TH FLOOR
ROOM NO. 407, KOLKATA - 700 001.

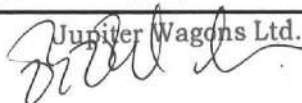
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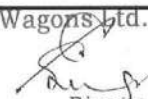
DATED: 26TH DAY OF FEB ,2021




(R.K.Lohariwal)
PARTNER

MEMB. NO. - 056901


Jupiter Wagons Ltd.
Director

Jupiter Wagons Ltd.

Director

Commercial Engineers & Body Builders Co. Limited

JUPITER WAGONS LIMITED


CASH FLOW STATEMENT FOR THE PERIOD ENDED 31ST DECEMBER, 2020


	2020-21		2019-20	
	Rs.	P.	Rs.	P.
CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit before Taxation		38,94,93,531		48,80,13,451
Less: Income Tax ,Deferred Tax				-
Adjustment for :				
Add: Depreciation		16,62,30,341		21,84,34,620
Operating profit before Working Capital Changes		55,57,23,872		70,64,48,071
Changes Adjustment for :				
(Increase)/Decrease in trade & other receivable	(17,93,39,034)		(7,78,92,628)	
(Increase)/Decrease in Inventories	(30,90,89,883)		(54,45,218)	
(Increase)/Decrease in Short Term Loans & Advances	(13,40,29,583)		(25,47,23,981)	
Increase/(Decrease) in Trade Payable, Current liab & Prov	10,76,49,936	(51,48,08,563)	(9,49,26,119)	(43,29,87,946)
Cash Flow from Operating Activities		4,09,15,308		27,34,60,125
CASH FLOW FROM INVESTING ACTIVITIES				
Purchase of Fixed Assets	(4,84,60,061)		(23,32,83,542)	
Investment	(34,40,000)	(5,19,00,061)	(9,34,29,500)	(32,67,13,042)
CASH FLOW FROM FINANCING ACTIVITIES				
Issue of Share Capital	1,08,18,790		-	
Securites Premium	83,91,81,210		-	
Increase/(Decrease) in Long Term	(29,63,72,651)			
Increase/(Decrease) in Short Term Borrow.	(37,15,76,100)	18,20,51,249	4,61,65,543	4,61,65,543
NET INCREASE IN CASH AND CASH EQUIVALENTS		17,10,66,496		(70,87,375)
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD		14,65,50,074		15,36,37,449
CASH AND CASH EQUIVALENTS AT THE END OF PERIOD		31,76,16,571		14,65,50,074
		31,76,16,571		14,65,50,074

IN TERMS OF OUR REPORT OF EVEN DATE
FOR LOHARIWAL & ASSOCIATES
CHARTERED ACCOUNTANTS

85 N.S. Road, 4th. Floor, R.No#407
Kolkata - 700 001
Date : 26.02.2021
UIN - 21056901 AAAA BR2159




R.K. LOHARIWAL
Partner
Memb. No. 056901


Director

Jupiter Wagons Ltd.

Director

Commercial Engineers & Body Builders Co. Limited

JUPITER WAGONS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST DECEMBER, 2020

1. SIGNIFICANT ACCOUNTING POLICIES

(i). **BASIS OF PREPARATION OF FINANCIAL STATEMENTS:**

The financial statements are prepared on historical cost convention on accrual basis of accounting and in accordance with the generally accepted accounting principals generally accepted in India (Indian GAAP), and comply with accounting standards prescribed in companies (Accounting standards) Rules 2006 which continue to apply u/s 133 of provisions of the Companies Act, 2013 read with rule 7 of the companies (Accounts) Rule 2014 and other relevant provision of companies act 1956 to the extent applicable.

(ii). **VALUATION OF INVENTORIES:**

Inventories are valued at Cost. However, materials and other items held for use in production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost of raw materials is determined on cost at Weighted Average basis. Cost of work-in-progress includes direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity. Cost of finished goods includes excise duty and is determined on manufacturing cost basis. Stock of Scraps has been valued at net realisable value. Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

(iii). **DEPRECIATION:**

Depreciation on Fixed Assets have been provided as per the rates specified in Schedule XIV to the Companies Act, 2014 on Straight line basis. Intangible Assets like Goodwill created out of Amalgamation of Jupiter Alloys & Steel Ltd is been amortised over a period of 5 years.

(iv). **REVENUE RECOGNITION:**

Sales are recognized on the transfer of ownership of goods from the seller to the buyer and income is accounted for an accrual basis.

(v) **TURNOVER AND GROSS RECEIPTS**

Turnover includes sales of wagons and spare parts or materials during the audit period and are net of usual trade discount, sales return and duty but excludes VAT/GST.

(vi). **FIXED ASSETS:**

Fixed Assets have been shown at cost less Depreciation. Capital Work in Progress comprises of expenses of projects which are under progress. Interest has been capitalised as per AS 16 (Borrowing Costs) to the CWIP amount of respective projects. As a result of amalgamation, Goodwill of Rs.51,03,99,258 has been created and depreciation/amortization has been done on both tangible and intangible assets as per the rate prescribed under schedule 2 of the Companies Act, 2014.

(vii). **IMPAIRMENT OF FIXED ASSETS**

As per Accounting Standard -28 the carrying cost assets at each Balance Sheet date is reviewed for Impairment of assets, if any indication of such impairment exists, the recoverable amount of those assets is estimated and if the recoverable amount is less than the carrying cost then the impairment loss is recognized in the profit & Loss Account.

(viii). **INVESTMENT /ACQUISITION**


Long-term investments are stated at cost of acquisition. Diminution in value of such long term investments is not provided for except where determined to be of permanent nature. Current investments are stated at lower of cost or fair market value. During the year under review the company has acquired 344000 equity shares of Rs. 10 each of JWL KOVIS India Private Ltd which is stated at cost.

(ix) **FOREIGN EXCHANGE TRANSACTION**

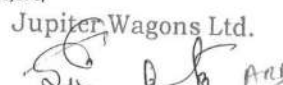
Foreign Currency transactions are recorded at the rates of exchange prevailing on the date of transaction. Monetary foreign currency assets and liabilities outstanding at the close of the financial year are revalued at the exchange rates prevailing on the balance sheet date. Exchange differences arising on account of fluctuation in the rate of exchange is recognised in the Statement of Profit and Loss. However, in respect of long-term foreign currency monetary items, the exchange difference relating to acquisition of capital assets, has been adjusted to the capital assets.

FOB Value of Export is Rs. 1,09,49,326/-

Foreign Exchange Outgo on account of import of Goods & Services Rs. 15,46,10,878/-

Jupiter Wagons Ltd.


Director

Jupiter Wagons Ltd.


Director



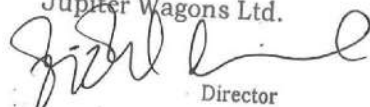
Commercial Engineers & Body Builders Co. Limited

(x) REVALUATION OF ASSETS:

To review the original book value of Fixed Assets, from time to time, and revalue such of those Fixed Assets as have appreciated in value significantly, in order to relate them more close to current replacement values, to adjust the provision for depreciation on such revalued Fixed Assets, where applicable, in order to make allowance for consequent additional diminution in value on considerations of age, condition and unexpired useful life of such Fixed Assets; to transfer to Revaluation Reserve the difference between the written up value of Fixed Assets revalued and depreciation adjustment and to charged to Revaluation Reserve Account with annual depreciation on that portion of the value which is written off.

(xi) Provisions, Contingent Liabilities and Contingent Assets:-

Provisions involving a substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognised but are disclosed in the Financial Statements. Contingent Assets are neither recognised nor disclosed in the Financial Statements.

Jupiter Wagons Ltd.

Director

Jupiter Wagons Ltd.

Director



Commercial Engineers & Body Builders Co. Limited

JUPITER WAGONS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST DECEMBER, 2020

2 SHARE CAPITAL

	31 December 2020	31 March 2020
Authorised Shares 68,00,000 (31 March 2020 : 68,00,000) equity shares of Rs 10/- each	68,000,000	68,000,000
Issued, Subscribed and Paid-up shares 61,45,764 equity shares of Rs 10/- each fully Paid up (P.Y -5063885 equity shares of Rs 10/- each fully Paid up)	61,457,640	50,638,850
Total issued, subscribed and paid-up share capital	61,457,640	50,638,850

1.1 Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

Equity Shares	31 December 2020		31 March 2020	
	No.	Amount `	No.	Amount `
At the beginning of the period	5,063,885	50,638,850	5,063,885	50,638,850
Issued during the period	1,081,879	10,818,790		
Outstanding at the end of the period	6,145,764	61,457,640	5,063,885	50,638,850

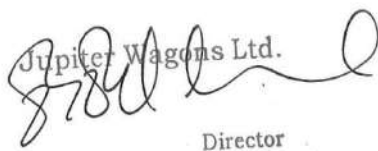
1.2 Each equity shares has equal voting rights and is also eligible for dividends and bonus shares.

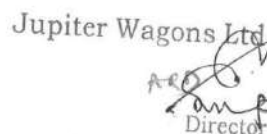
1.3 Details of shareholders holding more than 5% shares in the company

	31 December 2020		31 March 2020	
	No.	% holding	No.	% holding
Karisma Goods (P) Ltd.	1,625,794	26.45	1,625,794	32.11
Tatravagonka A.S.	1,316,610	21.42	1,316,610	26.00
Jupiter Metal Spring (P) Ltd.	787,600	12.82	787,600	15.55
Murari Lal Lohia	253,137	4.12	316,777	6.26
Anish consultant & Credits Pvt Ltd	278,800	4.54	278,800	5.51
Jupiter Forging & Steel Pvt. Ltd.	253,750	4.13	253,750	5.01

3 RESERVES & SURPLUS

	31 December 2020	31 March 2020
(a) Share Premium		
Opening Balance	1,541,548,977	1,541,548,977
Add: Issue of Equity Share	839,181,210	-
Closing Balance	2,380,730,187	1,541,548,977
Surplus/(deficit) in the statement of profit and loss		
Opening Balance	780,100,941	400,959,765
Add: Profit for the year	277,286,045	394,141,258
Less: Provision for Gratuity for earlier years	-	(15,000,082)
Net Surplus in the statement of Profit and Loss	1,057,386,985	780,100,941
Total Reserves and Surplus	3,438,117,172	2,321,649,918

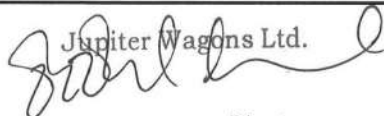

 Jupiter Wagons Ltd.
 Director


 Jupiter Wagons Ltd.
 Director



Commercial Engineers & Body Builders Co. Limited

4	LONG TERM BORROWINGS		
	31 December 2020	31 March 2020	
	SECURED LOANS		
	Term Loans :		
Indian rupee Loan from Bank, Financial Institutions(secured) NBFCs and others	22,01,58,979	51,65,31,630	
Less: Current Maturities of Long Term borrowings	6,61,70,876	12,33,33,739	
	15,39,88,103	39,31,97,891	
	15,39,88,103	39,31,97,891	
5	DEFERRED TAX LIABILITY (NET)		
	31 December 2020	31 March 2020	
Opening Balance	8,73,51,726	12,18,65,537	
Add/Less: During the year	1,38,71,089	(3,45,13,811)	
Closing Balance	10,12,22,815	8,73,51,726	
6	SHORT-TERM BORROWINGS		
	31 December 2020	31 March 2020	
Working Capital facilities from Banks	35,75,11,662	72,90,87,761	
	35,75,11,662	72,90,87,761	
Cash Credit from bank is secured by hypothecation over Stock of Raw Materials, Finished Good & Books Debts (90 Days) of the companys present and future and equitable mortgage of land & building and Factory Premises & guaranteed by the Directors of the company. The cash credit & unsecured loans are repayable on demand			
7	TRADE PAYABLES		
	31 December 2020	31 March 2020	
Sundry creditors	90,88,69,226	1,01,78,08,440	
	90,88,69,226	1,01,78,08,440	
8	OTHER CURRENT LIABILITIES		
	31 December 2020	31 March 2020	
Accrued salaries and benefits :			
Salaries and benefits	83,10,182	60,85,522	
Other Liabilities :			
Liability for Expenses	4,09,32,092	3,40,59,967	
Statutory Liability	41,25,772	40,21,457	
Advance Received from Customers	24,99,23,440	4,25,35,390	
Current Maturities of Long Term borrowings(Note-5)	6,61,70,876	12,33,33,739	
	36,94,62,362	21,00,36,075	
9	SHORT-TERM PROVISIONS		
	31 December 2020	31 March 2020	
Other Provisions :			
Provision for Audit Fees	6,30,000	6,30,000	
Provision for Gratuity	2,09,78,692	2,09,78,692	
Provision for Income Tax	27,04,96,148	17,21,59,751	
	29,21,04,840	19,37,68,443	


 Jupiter Wagons Ltd.
 Director


 Jupiter Wagons Ltd.
 Director



Commercial Engineers & Body Builders Co. Limited

JUPITER WAGONS LIMITED

NOTE NO.: 10

PARTICULARS	GROSS BLOCK			DEPRECIATION			NET BLOCK	
	AS ON 01.04.20	ADDITION DURING THE YEAR	DEDUCTION/ADJUSTMENT	BAL AS ON 01.04.20	FOR THE YEAR	Deduction/Adjustment	BAL AS ON 31.12.20	AS ON 31.03.20
(A) Tangible Assets								
LAND	22,74,06,936	-	-	-	-	-	22,74,06,936	22,74,06,936
FACTORY BUILDING	49,53,63,473	-	-	8,07,27,592	1,17,77,267	-	40,28,58,615	41,46,35,881
PLANT & MACHINERY	1,44,94,97,788	2,02,01,054	1,46,96,98,842	60,64,82,631	6,88,14,907	-	79,44,01,304	84,30,15,157
FURNITURE & FIXTURE	5,52,78,318	29,54,669	5,82,32,987	2,30,35,370	39,38,580	-	3,12,59,037	3,22,42,948
MOTOR CAR	3,72,19,528	-	3,72,19,528	1,12,54,112	33,16,260	-	2,26,49,156	2,59,65,416
(B) Intangible Assets								
Goodwill	51,03,99,258	-	-	40,83,19,402	7,65,59,889	-	2,55,19,967	10,20,79,856
	2,77,51,65,301	2,31,55,723	-	1,12,98,19,106	16,44,06,903	-	1,50,40,95,014	1,64,53,46,194
Capital Work in Progress	12,09,78,150.40	2,53,04,338	-	-	-	-	14,62,82,488	12,09,78,150
	2,89,61,43,451	4,84,60,061	-	1,12,98,19,106	16,44,06,903	-	1,29,42,26,009	1,65,03,77,503
								1,76,63,24,345

Jupiter Wagons Ltd.

Jupiter Wagons Ltd.

Director

Director



Commercial Engineers & Body Builders Co. Limited

		31 December 2020	31 March 2020
11	INVESTMENT		
	In Listed Quoted Shares		
	Commercial Engineers & Body Builders Co Ltd (40666835 nos. of equity shares of FV 10/-)	47,51,43,602	47,51,43,602
	In UnQuoted Shares		
	Commercial Engineers & Body Builders Co. Ltd		
	(6748229 Cumulative Redeemable Preference shares of FV 100/-)	7,71,15,606	7,71,15,606
	JWL Kovis (India) Pvt Ltd	34,40,000	-
	JWL Dako Cz India Ltd	6,000	6,000
	Habitat Real Estate LLP	1,80,00,000	1,80,00,000
	Investment In Gold	87,75,042	87,75,042
		58,24,80,250	57,90,40,250
	Aggregate market value of quoted investments Commercial Engineers & Body Builders Co Ltd [40666835 nos. of equity shares Rs.20.22/- (Rs.7.90)]	82,22,83,404	32,12,67,997
12	INVENTORIES (valued at lower of cost and net realizable value)		
		31 December 2020	31 March 2020
	a. Raw Materials (At Cost)	1,22,43,06,573	86,30,90,306
	b. Process Stock	27,76,62,743	33,14,42,318
	c. Finished Goods	14,60,37,350	15,02,25,700
	d. Consumables, Stores & Spares	3,45,68,773	2,87,27,231
		1,68,25,75,438	1,37,34,85,555
13	TRADE RECEIVABLES		
		31 December 2020	31 March 2020
	Outstanding for more than six months :		
	Unsecured, considered good	70,29,246	27,27,231
		70,29,246	27,27,231
	Outstanding for less than six months :		
	Unsecured, considered good	54,69,59,760	37,19,22,741
		54,69,59,760	37,19,22,741
		55,39,89,006	37,46,49,972
14	CASH AND CASH EQUIVALENTS		
		31 December 2020	31 March 2020
	Cash In Hand (As Certified by Management)	17,84,817	16,10,584
	Balances with banks :		
	Balance with Scheduled Bank in Current Account	16,08,95,519	56,66,699
	Others		
	Fixed Deposit with Banks (Due within 3months-1year)	15,49,36,236	13,92,72,792
		31,76,16,571	14,65,50,074
15	SHORT-TERM LOANS AND ADVANCES		
		31 December 2020	31 March 2020
	Advances recoverable in cash or in kind		
	Unsecured, considered good	19,67,45,705	13,36,02,509
		19,67,45,705	13,36,02,509
	Other loans and advances		
	Accrued Interest on Fixed Deposits	69,86,40,247	62,77,53,860
	Refundable From Tax Authorities	69,86,40,247	62,77,53,860
		69,86,40,247	62,77,53,860
	TOTAL	89,53,85,952	76,13,56,369

Jupiter Wagons Ltd.

[Signature]
Director

Jupiter Wagons Ltd.

[Signature]
Director



Commercial Engineers & Body Builders Co. Limited

16	REVENUE FROM OPERATIONS	31 December 2020	31 March 2020
	Gross Sales & Receipts	4,89,89,77,394	8,11,47,23,988
	Export sales	1,09,49,326	1,11,44,787
	Net Sales	4,90,99,26,719	8,12,58,68,775
17	OTHER INCOME	31 December 2020	31 March 2020
	Sundry Balances Written off (net)	-	94,85,132
	Interest Received on Fixed Deposit	-	-
	Foreign Exchange Gain	2,71,311	-
	Other Income	10,94,290	1,53,102
		13,65,601	96,38,234
18	COST OF MATERIALS CONSUMED	31 December 2020	31 March 2020
	Opening stock of Materials	89,18,17,537	96,79,56,139
	Add: Purchases of goods during the year	3,85,11,79,930	6,13,23,79,584
		4,74,29,97,467	7,10,03,35,723
	Less: Closing Stock	1,25,88,75,345	89,18,17,537
	Cost of materials consumed	3,48,41,22,122	6,20,85,18,186
19	CHANGES IN INVENTORIES OF FINISHED GOODS, WIP AT THE END OF THE YEAR	31 December 2020	31 March 2020
	Opening Stock of Work In Progress & Finished Goods	48,16,68,018	40,00,84,198
	Less: Closing Stock of Work In Progress & Finished Goods	42,37,00,093	48,16,68,018
		5,79,67,926	(8,15,83,820)
20	EMPLOYEE BENEFIT EXPENSE	31 December 2020	31 March 2020
	Salary & Allowances	6,69,08,786	8,88,93,377
	Employers Contribution to Provident Fund	21,23,149	26,81,526
	Employers Contribution to ESIC	6,98,655	9,91,152
	Provision for Gratuity	-	59,78,610
	Staff Welfare	26,20,133	33,61,938
	Directors Remuneration	2,55,35,297	1,97,83,184
		9,78,86,021	12,16,89,787
21	FINANCE COSTS	31 December 2020	31 March 2020
	Interest	9,33,13,199	18,38,15,191
	Bank Charges	3,47,53,715	5,58,45,743
		12,80,66,913	23,96,60,934
22	DEPRECIATION AND AMORTIZATION EXPENSE	31 December 2020	31 March 2020
	Depreciation of Tangible Goods	8,78,47,014	11,39,23,517
	Depreciation/Amortization of Goodwill	7,65,59,889	10,20,79,852
	Preliminary Expenses written off	18,23,438	24,31,251
		16,62,30,341	21,84,34,620


 Jupiter Wagons Ltd.
 Director


 Jupiter Wagons Ltd.
 Director



Commercial Engineers & Body Builders Co. Limited

23 OTHER EXPENSES	31 December 2020	31 March 2020
Power & Fuel	14,69,18,561	21,73,57,407
Labour Charges	11,05,14,532	15,38,18,386
Calibration & Fabrication Charges	11,14,15,965	17,95,89,610
Clearing & Forwarding Expenses	8,88,260	22,14,139
Transportation Charges	6,25,56,485	11,40,54,018
Hire Charges - Machine	68,76,181	1,04,32,207
Repairs & Maintainance	2,05,99,748	1,57,83,203
Drawing & Design Charges	4,33,74,253	9,57,06,865
Technical & Supervisory Services	1,39,86,568	2,46,89,429
Donation & Subscription	24,05,797	13,48,468
Computer Expenses	9,54,985	6,82,657
Car Hire Charges	36,35,472	41,29,185
Fees & Inspection Charges	12,44,923	31,50,024
General Charges	8,63,126	15,36,821
Insurance Premium	35,54,521	23,97,370
Interest on Statutory Dues	986	7,40,540
Legal & Consultancy & Professional fees	2,25,98,319	2,63,14,877
Office Maintenance	26,00,354	28,71,988
Postage & Courier	2,86,679	5,49,970
Profession Tax	2,530	5,000
Printing & Stationery	14,31,413	20,87,615
Rates & Taxes	59,72,424	41,49,319
Rent	1,35,000	1,80,000
Repairs & Maintenance- Others	18,91,204	39,47,463
Roc Filing Fees	1,50,700	44,100
Sales Promotion	53,19,560	2,91,90,867
Telephone charges	12,35,207	16,60,414
Travelling Expenses	64,65,805	2,13,77,310
Tender Expenses	-	1,70,240
Shunting Charges	13,97,952	92,07,950
Vehicle Upkeep	19,86,555	14,59,643
Auditors Remuneration	31,200	8,48,000
Security Expense	49,23,192	50,04,484
Loss on Sale of Fixed Asset	-	1,15,964
Foreign Exchange Loss	-	21,36,370
Membership Expenses	10,39,509	15,64,033
Internet Rental Expenses	2,67,500	2,57,917
	58,75,25,467	94,07,73,851

Jupiter Wagons Ltd.

 Director

Jupiter Wagons Ltd.

 Director



Commercial Engineers & Body Builders Co. Limited

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST DECEMBER 2020

NOTE-24- OTHER NOTES FORMING PART OF FINANCIAL STATEMENT

(A), INFORMATION PERSUANT TO TRANSACTION RELATING TO RELATED PARTIES AS PER AS- 18

List of Related Parties

I.Key Management Personnel

1. Mr. Vikash Lohia - Director
2. Mr. Vivek Lohia - Director
3. Mr. Asim Ranjan Dasgupta - Director
4. Mr. Samir Kumar Gupta - Director
5. Mr. Avinash Gupta - Director
6. Mr. Chetna Gupta - Director
7. Mrs. Siddhi Dhandharia - Director
8. MR. Rahul Saraogi - Director
9. Mr. Rajiv Kumar Tulsyan - Company Secretary

II.Enterprises over which Key Managerial Personnal have control

Jupiter Forgings & Steel(P) Ltd.
Anish Consultants & Credits Pvt Ltd
Commercial Engineers & Body Builders Co. Ltd.
JWL KOVIS INDIA Private Limited
JWL DAKO CZ INDIA LIMITED

III..Information Pursuant to Transaction Pertaining to Related Parties / Firms as per AS-18.

Payment made to specified person	Nature	31.12.2020	31.03.2020
CEBBSCO	Sale of Material	30,65,57,647.00	18,04,08,760.00
Anish Consultants & Credits Pvt Ltd	Interest	-	2,07,077.00
Murari Lal Lohia	Consultancy	36,00,000.00	36,00,000.00
Ritu Lohia	Salary	36,00,000.00	48,00,000.00
Mr.Vivek Lohia	Director's Remuneration	1,80,00,000.00	1,20,00,000.00
	Rent Paid	1,20,000.00	1,80,000.00
Vikash Lohia	Director's Remuneration	63,00,000.00	60,00,000.00
Mr. Asim Ranjan Dasgupta	Director's Remuneration	7,55,781.00	10,93,588.00
Mr. S.K. Gupta	Director's Remuneration	4,71,717.00	6,89,596.00
Murari Lal Lohia (HUF)	Advances	1,82,40,000.00	1,01,40,000.00
Rajiv Kr Tulsyan	Salary	10,47,300.00	16,24,800.00

(B). EMPLOYEE RETIREMENT BENEFITS:

Defined benefits plan includes the Company's liability for Gratuity. The obligation of providing these benefits is determined using actuarial valuation and provided for in the books of account on accrual basis.

(C). Transaction in Foreign Currency

Foreign Exchange outgo on account of import of goods and services amounted to INR 15,69,79,665/-

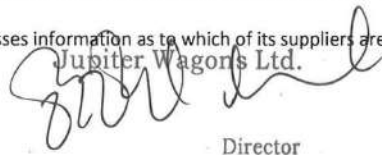
FOB Value of Export is Rs. 1,09,49,326/-

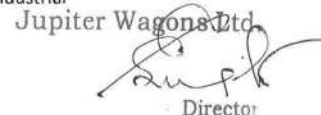
(D) Contingent Liabilities

Contingent Liabilities not provided in the Books of Accounts

Bank Guarantees issued in the normal course of business Rs. 67,14,30,182/- (P.Y.Rs. 51,81,84,952/-)

(E) The Company does not possess information as to which of its suppliers are Ancillary Industrial


 Director


 Director



Commercial Engineers & Body Builders Co. Limited

(F) Goodwill

The merger has resulted creation of goodwill of Rs. 51,03,99,258/- in the books of the company during the year under review. The company has amortized 2/3rd of 1/5th of the goodwill. As a result, Profit before tax for 9 month ended 31.12.2020 is lower by Rs. 7,65,59,889/-

(G). PROVISION FOR CURRENT AND DEFERRED TAX:

In accordance with the requirements under the Accounting Standard 22 (AS 22) relating to deferred tax, the deferred tax liability on the timing difference between WDV of Fixed Assets as per Company's Act & Income tax act at the year-end works out to be in the region of Rs.8,73,51,726/- and as recommended by AS 22 the same has been currently recognized in the accounts.

Computation of Deferred Tax Assets/Liability

	31st December 2020 Rs.	31st March 2020 Rs.
Opening Balance	8,73,51,726	12,18,65,537
Add/Less: Transferred from Profit & Loss Account	1,38,71,089	(3,45,13,811)
Closing Balance	10,12,22,815	8,73,51,726

(H). BANK BORROWINGS

Cash Credit from banks under consortium arrangement where State Bank of India is the lead banker and other participating banks are Axis Bank, HDFC Bank, Federal Bank and RBL bank are secured by hypothecation over Stock of Raw Materials, Finished Good & Books Debts (90 Days) of the company's present and future and equitable mortgage of land & building and Factory Premises & guaranteed by the Directors of the company. The cash credit & unsecured loans are repayable on demand

In case of Bank Finances both Term loans & Cash Credit loans which have been closed as per the books of accounts, some redundant charges appearing at the MCA site are in the process of being satisfied.

(I). EARNING PER SHARE:

The calculation of Earning per share (EPS) has been made in accordance with AS-20 issued by the ICAI. A statement on calculation of Basic and Diluted EPS is as follows :

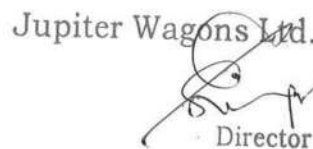
PARTICULARS	AS ON 31.12.2020	AS ON 31.03.2020
Net Profit after Taxation attributable to shareholders	27,72,86,044.58	39,41,41,258.07
Weighted average number of Equity Shares	61,45,764	50,63,885
Add: Dilutive Potential Equity Shares	-	-
No. of Shares for Diluted EPS	61,45,764	50,63,885
Nominal Value of each Equity Shares (₹)	10.00	10.00
Basic Earning Per Share	45.12	77.83
Diluted earning Per Share	45.12	77.83

(J) Previous Year Figures:

Previous year figures have been regrouped and rearranged where ever deemed necessary

(K) Balances are subject to Confirmation and reconciliation.


 Jupiter Wagons Ltd.
 Director


 Jupiter Wagons Ltd.
 Director





Commercial Engineers & Body Builders Co. Limited



To,
The Board of Directors
Jupiter Wagons Limited
4/2, Middleton Street,
Kolkata – 700 071, West Bengal

Sub: Amalgamation of Jupiter Wagons Limited (“JWL” or “the Company” or “the Amalgamating Company”) into and with Commercial Engineers & Body Builders Co Limited (“the Amalgamated Company”) and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (collectively referred to as the “Scheme of Amalgamation”).

Dear Members of the Board,

We, **M/s Systematix Corporate Services Limited**, a Category I Merchant Banker registered with SEBI vide Registration Number – INM000004224, (“SCSL” or “We”) have been appointed by the Amalgamated Company for certifying the accuracy and adequacy of disclosure(s) made in the Abridged Prospectus dated **May 15, 2021 (the “Abridged Prospectus”)** with respect to the Scheme of Amalgamation.

The purpose of the certificate is to inform the shareholders of the Amalgamated Company about the information/details w.r.t. the Amalgamating Company, an unlisted company involved in the Scheme of Amalgamation, are in compliance with provisions of the circular dated March 10, 2017 bearing reference no. CFD/DIL3/CIR/2017/21, as amended from time to time (the “SEBI Circular”) read with the information required to be disclosed as per Part E of Schedule VI of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI (ICDR) Regulations, 2018”).

The above confirmation is based on the information furnished and explanations provided to us by the management of the Company assuming the same is complete and accurate in all material aspects on an as is basis. We have relied upon the financials, information and representations furnished to us on an as is basis and have not carried out an audit of such information. Our scope of work does not constitute an audit of financial information and accordingly we are unable to and do not express an opinion on the fairness of any such financial information referred to in the Abridged Prospectus. This certificate is based on the information contained in Abridged Prospectus dated **May 15, 2021**.

Systematix Corporate Services Limited

Registered Office: 206 - 207, Bansi Trade Centre, 581/5, M. G. Road, Indore - 452 001. Tel: +91-0731-4068253
Corporate Office : The Capital, A-Wing, No. 603 - 606, 6th Floor, Bandra Kurla Complex, Bandra (East), Mumbai -400051.
Tel: +91-22-6619 8000 / 4035 8000 Fax: +91-22-6619 8029 /40358029
CIN: L91990MP1985PLC002969 Website: www.systematixgroup.in Email: secretarial@systematixgroup.in

SEBI Merchant Banking Registration No. : INM000004224





Commercial Engineers & Body Builders Co. Limited



This certificate is a specific purpose certificate issued in terms with the SEBI Circular and hence it should not be used for any other purpose or transaction. This certificate is not, nor should it be construed to be, a certification of compliance of the Scheme of Amalgamation with the provisions of applicable law including company, taxation and securities markets related laws or as regards any legal implications or issues arising thereon, except for the purpose expressly mentioned herein.

We express no opinion whatsoever and make no recommendation at all as to the Company's underlying decision to effect the Scheme of Amalgamation or as to how the holders of equity shares of the Company/creditors of the Company should vote at their respective meetings held in connection with the Scheme of Amalgamation. We do not express and should not be deemed to have expressed any views on any other terms of the Scheme of Amalgamation or its success. We also express no opinion, and accordingly, accept no responsibility for or as to the price at which the equity shares of the Amalgamated Company will trade following the Scheme of Amalgamation for or as to the financial performance of the Amalgamated Company following the consummation of the Scheme of Amalgamation. We express no opinion whatsoever and make no recommendations at all (and accordingly take no responsibility) as to whether shareholders/investors should buy, sell or hold any stake in the Company or any of its related parties (holding company/subsidiaries/associates etc.).

We in the capacity of SEBI Registered Category – I Merchant Banker do hereby certify that the information as disclosed in the Abridged Prospectus is accurate and adequate to the extent applicable and is in line with the disclosures required to be made as per the SEBI Circular read with Part E of Schedule VI of the SEBI (ICDR) Regulations, 2018.

Thanking You.

For **Systematix Corporate Services Limited**

Amit Kumar
SVP – Investment Banking

Date: May 15, 2021.



Commercial Engineers & Body Builders Co. Limited

Abridged Prospectus
Dated: May 15, 2021

This abridged prospectus is prepared in compliance with the requirements under Regulation 37 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the circular dated March 10, 2017 bearing reference no. CFD/DIL3/CIR/2017/21, as amended from time to time in respect of schemes of arrangement ("SEBI Circular") and in accordance with Part E (*Disclosures in Abridged Prospectus*) of Schedule VI of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time ("SEBI (ICDR) REGULATIONS, 2018"), to the extent applicable ("Abridged Prospectus").

This Abridged Prospectus contains applicable information pertaining to the unlisted entity, i.e., Jupiter Wagons Limited ("JWL"/the "Company"/"Amalgamating Company") involved in the proposed scheme of amalgamation of the Company into and with Commercial Engineers & Body Builders Co Limited ("CEBSCO"/"Amalgamated Company") and their respective shareholders and creditors pursuant to the provisions of Sections 230-232 of the Companies Act, 2013 ("Companies Act") read with other applicable provisions and the rules thereunder ("Scheme"/"Scheme of Amalgamation") as well as sets out the salient features of the Scheme. (Amalgamating Company and the Amalgamated Company collectively referred to as the "Companies").

THIS ABRIDGED PROSPECTUS CONTAINS 10 PAGES. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.

NO EQUITY SHARES ARE PROPOSED TO BE ISSUED OR OFFERED PURSUANT TO THIS ABRIDGED PROSPECTUS.

THIS DOCUMENT DATED MAY 15, 2021 SHOULD BE READ TOGETHER WITH THE SCHEME AND THE NOTICE TO THE SHAREHOLDERS/CREDITORS (AS APPLICABLE) OF CEBSCO.

You may also download the Scheme from the websites of the Amalgamated Company and the stock exchanges where the equity shares of the Amalgamated Company are listed i.e., the National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") (the NSE and the BSE are collectively referred to as the "Stock Exchanges") viz. www.cebbco.com, www.nseindia.com and www.bseindia.com respectively.



JUPITER WAGONS LIMITED
CIN: U35202WB2006PLC110822

The Company was incorporated as a public limited company under the Companies Act, 1956, in the name of Jupiter Wagons Limited, pursuant to a certificate of incorporation dated July 27, 2006, bearing registration number U35202WB2006PLC110822.

Registered & Corporate Office: 4/2, Middleton Street, Kolkata 700 071, West Bengal;
Tel. No.: 033-4011 1777; **Fax No.:** 033-4011 1787; **Email:** corporate@jupiterwagons.com;
Website: www.jupiterwagons.com

Contact Person and Compliance Officer: Mr. Rajiv Kumar Tulsyan
Tel. No.: +91 99033 13457; **Fax No.:** 033-4011 1787; **Email:** tulsyan@jupiterwagons.com

PROMOTERS OF THE COMPANY

1. Mr. Murari Lal Lohia; 2. Murari Lal Lohia HUF; 3. Ms. Usha Lohia; 4. Mr. Vivek Lohia; 5. Ms. Ritu Lohia; 6. Mr. Vikash Lohia; 7. Mr. Samir Kumar Gupta; 8. Ms. Shradha Lohia; 9. Karisma Goods Private Limited; 10. Jupiter Metal Spring Private Limited; 11. Anish Consultants & Credits Private Limited; and 12. Jupiter Forgings & Steel Private Limited.

SCHEME DETAILS, LISTING AND PROCEDURE

The Scheme of Amalgamation between the Amalgamating Company into and with the Amalgamated Company seeks to amalgamate the Amalgamating Company into and with the Amalgamated Company pursuant to the provisions of Sections 230 - 232 of the Companies Act and other applicable provisions of the Companies Act, Section 2(1B) of the Income-tax Act, 1961 and the SEBI Circular. Upon the amalgamation of the Amalgamating Company into and with the Amalgamated Company pursuant to the Scheme becoming effective on the Effective Date (*as defined in the Scheme*), the Amalgamated Company will issue New Equity Shares (*as defined below*) to the shareholders of the Amalgamating Company on the Record Date (*as defined in the Scheme*), in accordance with the Fair Equity Share Exchange Ratio (*as defined below*) approved respectively by the board of the directors of the Amalgamating Company and the Amalgamated Company.

Upon coming into effect of the Scheme and in consideration of the amalgamation of the Amalgamating Company into and with the Amalgamated Company, the Amalgamated Company shall, without any further application, act or deed, issue and allot to the shareholders of the Amalgamating Company on the Record Date, 5,50,000 (Five Thousand Five



Commercial Engineers & Body Builders Co. Limited

Abridged Prospectus
Dated: May 15, 2021

Hundred and Ten) equity shares of the Amalgamated Company of the face value of INR 10 (Rupees Ten) each credited as fully paid-up, for every 100 (One Hundred) equity shares of the face value of INR 10 (Rupees Ten) each fully paid-up held by such shareholder in the Amalgamating Company ("**Fair Equity Share Exchange Ratio**"). The equity shares of the Amalgamated Company to be issued and allotted by the Amalgamated Company to the shareholders of the Amalgamating Company in accordance with Clause 4.1 of Part III of the Scheme shall be referred to as "**New Equity Shares**". The New Equity Shares of the Amalgamated Company allotted and issued in terms of Clause 4.1 of Part III of the Scheme, shall be listed and admitted to trading on the BSE and the NSE. The Amalgamated Company shall enter into such arrangements and give such confirmations and/or undertakings as may be necessary in accordance with applicable laws for complying with the formalities of the BSE and the NSE.

Further, upon the Scheme of Amalgamation becoming effective, (i) 4,06,66,835 equity shares; and (ii) 67,48,229 0.001% unlisted non-convertible non-cumulative redeemable preference shares of the Amalgamated Company, held by the Amalgamating Company, on the Effective Date, shall be cancelled without any further act or deed by operation of law.

For the purposes of obtaining approval under Regulation 37 of the Listing Regulations, the designated stock exchange is NSE.

ELIGIBILITY CRITERIA

- There being no initial public offering or rights issue, the eligibility criteria of SEBI (ICDR) Regulations, 2018, does not become applicable.
- This Abridged Prospectus is made in compliance with the Regulation 37 of the Listing Regulations read along with the SEBI Circular and Part E (*Disclosures in Abridged Prospectus*) of Schedule VI of the SEBI (ICDR) Regulations, 2018.
- The board of directors of the Amalgamating Company, at their meeting held on September 28, 2020 considered and approved the Scheme.
- BSE has pursuant to its letter dated December 14, 2020 provided its observation letter with "no-objection" to the proposed Scheme of Amalgamation.
- NSE has pursuant to its letter dated December 10, 2020 provided its observation letter with "no-objection" to the proposed Scheme of Amalgamation.
- The Scheme of Amalgamation remains subject to the receipt of approval from the respective shareholders and creditors of the Amalgamating Company and the Amalgamated Company, relevant National Company Law Tribunal(s) ("**NCLT**") and such other approvals, permissions and sanctions of regulatory and other authorities as may be necessary.
- The Scheme of Amalgamation shall be acted only if the votes cast by the public shareholders of the Amalgamated Company in favour of the Scheme of Amalgamation are more than the number of votes cast by public shareholders of the Amalgamated Company against it, in accordance with the SEBI Circular.
- Pursuant to the Scheme of Amalgamation becoming effective, the shareholders of the Amalgamating Company will receive fully paid-up equity shares of the Amalgamated Company in accordance with the share exchange ratio contemplated in the Scheme of Amalgamation. Consequently, no consideration shall be payable pursuant to the amalgamation of the Amalgamating Company into and with the Amalgamated Company. Further, all equity shares and non-convertible non-cumulative redeemable preference shares of the Amalgamated Company held by the Amalgamating Company shall stand cancelled on the Effective Date (*as defined in the Scheme of Amalgamation*).

INDICATIVE TIMELINE

The Abridged Prospectus is issued pursuant to the Scheme and is not an offer to public at large. The time frame cannot be established with absolute certainty, as the Scheme remains subject to the receipt of approval from the respective shareholders and creditors of the Amalgamating Company and the Amalgamated Company, relevant National Company Law Tribunal(s) ("**NCLT**") and such other approvals, permissions and sanctions of regulatory and other authorities as may be necessary.

PRICE INFORMATION OF BRLM's

Not Applicable (Since there is no invitation to public for subscription by way of this document).

GENERAL RISKS

Not Applicable (Since there is no invitation to public for subscription by way of this document) Specific attention of the readers is invited to "**Scheme Details, Listing and Procedure**" above and "**Internal Risks Factors**" on Page 8.



2



Commercial Engineers & Body Builders Co. Limited

Abridged Prospectus
Dated: May 15, 2021

STATUTORY AUDITORS

Lohariwal & Associates
Chartered Accountants (FRN: 32270)
Address : 85, Netaji Subhas Road,
4th Floor, Room No. 407,
Kolkata- 700 001, West Bengal

COMPLIANCE OFFICER

Mr. Rajiv Kumar Tulsyan
Jupiter Wagons Limited
Address : 4/2, Middleton Street,
Kolkata – 700071, West Bengal

I. PROMOTERS OF THE COMPANY

1) INDIVIDUAL PROMOTERS

Mr. Murari Lal Lohia

Mr. Murari Lal Lohia, is a graduate in Engineering from Birla Institute of Technology, Mesra, Jharkhand. He has more than 50 years of leadership experience in the wagon industry.

Murari Lal Lohia HUF

Mr. Murari Lal Lohia is the “Karta” of Murari Lal Lohia HUF.

Mrs. Usha Lohia

Mrs. Usha Lohia is a graduate and attached to various social and charitable organisations. She is actively involved with cultural activities at Anamika Kala Sangam in Kolkata.

Mr. Vivek Lohia

Mr. Vivek Lohia, also a director of the Company has been associated with the Company since its inception and currently heads operations of the Company. He is a graduate from Wharton Business School. He has successfully led the company through most of its challenging times and enabled it to emerge stronger. He has more than 20 years of experience and out of which 15 years are in the wagon industry.

Ms. Ritu Lohia

Ms Ritu Lohia, is a Master of Science in Finance & Economics from London University. She has 15 years of experience in Finance & Economics and has worked earlier with leading consultancy firm Deloitte & Touche.

Mr. Vikash Lohia

Mr. Vikash Lohia, also a director of the Company, is a graduate from Wharton Business School. Currently, he is associated with the purchase/commercial department of the Company. He has 18 years of experience and out of which 15 years are in the wagon industry.

Mr. Samir Kumar Gupta

Mr. Samir Kumar Gupta, also a director of the Company, is responsible for technology upgradation, process control and quality assurance. He has completed Bachelor of Technology (B-Tech) from the University of Calcutta. He has more than 50 years of experience in the wagon industry.

Ms. Shradha Lohia

Ms. Shradha Lohia is a graduate from Lady Shri Ram College for Women, New Delhi. She is an active member of various cultural, social & business organisations. She has been actively involved with Ladies Organisation and Ladies Study group of Federation of Indian Chambers of Commerce and Industries (FICCI). She does lot of voluntary contribution and charity regularly. She is also an active member of Anamika Kala Sangam in Kolkata through which she organizes many cultural programs.



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2) CORPORATE PROMOTERS

JUPITER METAL SPRING PRIVATE LIMITED

Name	: Jupiter Metal Spring Private Limited
Date of Incorporation	: August 22, 2007
CIN	: U27100WB2007PTC117981
Registered Office	: 4/2, Middleton Street, Kolkata – 700071, West Bengal
Nature of Business	: Investing Company
Names of Directors	: Mr. Ramgopal Modi, Mr Indranil Gupta and Mr. Sudip Kumar Haldar

KARISMA GOODS PRIVATE LIMITED

Name	: Karisma Goods Private Limited
Date of Incorporation	: December 29, 2004
CIN	: U51909WB2004PTC100909
Registered Office	: 30, Gurupada Halder Road, Kolkata – 700026, West Bengal
Nature of Business	: Investing Company
Names of Directors	: Mr. Asim Ranjan Dasgupta, Mr. Madhuchhanda Chatterjee and Mr. Sudip Kumar Haldar

ANISH CONSULTANTS & CREDITS PRIVATE LIMITED

Name	: Anish Consultants & Credits Private Limited
Date of Incorporation	: May 25, 1990
CIN	: U74140WB1990PTC049101
Registered Office	: 30, Gurupada Halder Road, Kalighat, Kolkata – 700026, West Bengal
Nature of Business	: NBFC Company
Names of Directors	: Mr. Navneet Kumar Singhania, Mr. Vinod Kumar Sharma and Mr. Prabhat Kumar Singh

JUPITER FORGINGS & STEEL PRIVATE LIMITED

Name	: Jupiter Forgings & Steel Private Limited
Date of Incorporation	: July 14, 2000
CIN	: U30007WB2000PTC092142
Registered Office	: 11, Satyen Dutta Road, Kolkata – 700029, West Bengal
Nature of Business	: Investing Company
Names of Directors	: Mr. Vinod Kumar Sharma and Mr. Sudip Kumar Haldar

II. BUSINESS MODEL/BUSINESS OVERVIEW AND STRATEGY

Business Overview

- The Company is a public limited company incorporated under the provisions of the Companies Act, 1956, in the name of Jupiter Wagons Limited pursuant to a certificate of incorporation dated July 27, 2006 bearing registration number U35202WB2006PLC110822 issued by the Registrar of Companies, Kolkata. The registered and corporate office of the Company is situated at 4/2, Middleton Street, Kolkata 700 071, West Bengal.





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- The Company is engaged *inter alia* in the business of manufacturing, casting, forging, rolling, repair and/or maintenance of railway wagons (including passenger cars and freight cars), other vehicles, goods carriages, coaches, rolling stock, railway switches, railway crossings, and other railway accessories/components and other ancillary metal products related to the foregoing products, sales and supply of railway wagons (including passenger cars and freight cars), goods carriages, coaches, rolling stock, railway switches, railways crossings and other railway accessories/components related to the foregoing products.

Business Strategy

- Position in Industry:**
The Company provides complete transportation engineering solutions and is one of the fastest growing companies in India's railway sector.
- Manufacturing Capabilities:**
The Company possesses distinctive competencies. We are one of the few domestic players in railway wagons sector with a captive foundry, one of the highest capacity complements (wagon fabrication capacity of 3,000 units per annum and 1,500 tonnes of castings per month) and India's largest manufacturer of 25-tonnes railway wagons.
- Business model:**
The Company is respected for timely delivery of its products.
- Quality Trust Mark:**
The Company is respected for superior quality of products that are produced from one of the best equipped machining facilities and foundries in India. We are the only company possessing the coveted and globally respected AAR certification in India. The Company enjoys a growing presence in the export market as well.
- Infrastructure:**
The Company possesses robust infrastructure with 100 acres of land bank to facilitate immediate ramp-up and also have access to uninterrupted power supply at its manufacturing facilities.
- Demanding Clientele:**
The Company services the growing needs of Indian Railways and other private sector players in India.
- Technology Alliances:**
The Company enjoys technology alliances with the best-in-class global players, making it possible to manufacture new-generation braking systems and high-speed coaches for the Indian Railways as well as high-tech fire engines and armoured vehicles for the Indian Armed Forces.
- Knowledge Capital:**
The Company comprises of more than 400 employees and the senior management comprises of graduates from renowned universities (MIT, Wharton and IIT) and have good experience of the industry we are into.

III. BOARD OF DIRECTORS OF THE COMPANY

Details of Board of Directors as on date

Name	Designation	Experience including current / past position held in other firms	Directorship in other companies
Mr. Vikash Lohia	Director	He is a graduate from Wharton Business School, USA. Currently, he is associated with the purchase/commercial department of the	•JWL Colway (India) Private Limited*



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		Company. He has more than 18 years of experience and out of which 15 years are in the wagon industry.	
Mr. Vivek Lohia	Director	He has been associated with the Company since its inception and currently heads operations of the Company. He is a graduate from Wharton Business School, USA. He has more than 20 years of experience in and out of which 15 years are in the wagon industry.	<ul style="list-style-type: none"> •JWL Kovis (India) Private Limited •JWL Talegria (India) Private Limited •JWL Colway (India) Private Limited* •Habitation Realestate LLP •Commercial Engineers & Body Builders Co Limited
Mr Samir Kumar Gupta	Director	He has completed Bachelor of Engineering from University of Calcutta. He is the Director and looks after technology upgradation, process control and quality assurance. He has more than 50 years of experience in the wagon industry.	<ul style="list-style-type: none"> •JWL Dako-CZ (India) Limited •HTTC Overseas Training And Testingservices Private Limited •QUIVAN Skill Empowerment Private Limited •CHIU Ren Training Centre Private Limited
Mrs Chetna Gupta	Independent Director	She is an MBA, a Practicing Company Secretary, actively handling litigations and corporate due diligences for the past 8 years and an Independent Director registered with Indian Institute of Corporate Affairs.	<ul style="list-style-type: none"> •WOW Organic LLP
Mr Asim Ranjan Dasgupta	Director	He has done Mechanical Engineering from IIT Kharagpur. He joined Braithwaite & Co, a wagon manufacturing company as a Director in 2001. He has vast knowledge and experience in wagons industry for the last 50 years.	<ul style="list-style-type: none"> •JWL Dako-CZ (India) Limited •Karisma Goods Private Limited
Mr Avinash Gupta	Nominee Director	He is an MBA from A.B. Freeman School of Business, Tulane University and a B.Tech. in Mechanical Engineering from Banaras Hindu University. He has over 30 years of experience in financial services including strategic advice, M&A, equity and debt financing, private equity placement and advisory across the Europe, the Middle East and North Africa (EMENA) and Asia.	<ul style="list-style-type: none"> •Dun & Bradstreet Information Services India Private Limited
Mrs. Siddhi Dhandharia	Independent Director	She is registered with Indian Institute of Corporate Affairs (IICA). She is a Practicing Company Secretary since 2014 and has been handling litigation at NCLT, compliances of listed company and related issues apart from regular compliances.	-
Mr. Rahul Saraogi	Additional Director	He is a graduate in Economics (Finance) from the Wharton School, USA. He is the founder and managing director of Atyant Capital Advisors. He	<ul style="list-style-type: none"> •Atyant Capital Advisors Private Limited •Invenire Petrodyne Limited •Glow Fashion (India) Private



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		has total experience of 25 years in the fields of finance and investment.	Limited • Meridian Global Ventures Private Limited • Mahalakshmi Electronics Private Limited • Cygni Energy Private Limited • Agniti Industrial Parks Private Limited • S.R.V. Home Appliances Private Limited • Invenire Energy Private Limited • Credera International LLP • JEKPL Private Limited
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* The Company is under process of Striking Off.

IV. RATIONALE OF THE SCHEME

(A) Rationale of the Scheme

The proposed Scheme of Amalgamation would be in the best interests of the Companies and their respective shareholders, employees, creditors and other stakeholders as the proposed amalgamation is expected to result *inter alia* in:

- i. consolidation of the businesses presently being carried on by the Companies, which shall create greater synergies between the business operations of the Companies such as enhancement of net worth of the combined business and backward integration of the operations of the Amalgamated Company's business which will lead to superior ability to leverage the business including reduction in cost of capital, cost savings due to focused operational efforts, rationalization, standardization and simplification of business processes, productivity improvements, improved procurement efficiencies, procurement and distribution logistics;
- ii. enhancement of competitive strength, cost reduction and efficiencies, productivity gains and logistic advantages and operational efficiencies through optimal utilization of resources, as a consequence of pooling of financial, managerial and technical resources, personnel, capabilities, skills, expertise and technologies of the Companies;
- iii. better alignment, coordination and streamlining of day to day operations, leading to improvement in overall working culture and environment;
- iv. utilising the financial strength of the Amalgamating Company to turnaround the Amalgamated Company and embark on a growth phase by modernizing the plants to meet the current industry demand and enter into newer product development and consolidation of market segments;
- v. greater efficiency in cash management and unfettered access to cash flow generated by the combined businesses which can be deployed more efficiently to fund growth opportunities to improve stakeholders' value;
- vi. beneficial results for both the Companies and in the long run, is expected to enhance value for the 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 and regularization of the cash flow of the Amalgamated Company on account of the regular revenue stream of the Amalgamating Company which would help in stabilizing the cash flow issues of the Amalgamated Company; and
- viii. creation of value for various stakeholders and shareholders of the Companies, as a result of the above.

(B) Details of Means of finance: Not Applicable

(C) Details and reasons for non-deployment or delay in deployment of proceeds or changes in utilization of issue proceeds of past public issues/rights issues, if any, of the Company in preceding 10 Years: Not Applicable

(D) Name of Monitoring Agency, if any: Not Applicable

(E) Terms of Issuance of convertible security, if any: Not Applicable

(F) Shareholding Pattern of JWL as on May 15, 2021

Sr. No.	Category	No of Equity Shares (Pre Scheme)	Percentage (Pre Scheme)	Holding
1.	Promoter and Promoter Group	36,73,385		59.77%
2.	Public	24,72,379		40.23%
	Total	61,45,764		100.00%



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Note: Upon the Scheme of Amalgamation becoming effective, JWL shall amalgamate into and with CEBBCO and shall be deemed to have been dissolved without winding up and all shareholders of JWL shall be allotted equity shares of CEBBCO as per the Fair Equity Share Exchange Ratio approved by the Board of Directors of both the Companies.

(G) Number/amount of equity shares proposed to be sold by Selling Shareholders, if any – Not Applicable

V. AUDITED FINANCIALS

(Rs. In Lakhs except EPS)

Particulars	STANDALONE					
	For Nine Months ended December 31, 2020	Financial Year 2019-20 (March 31, 2020)	Financial Year 2018-19 (March 31, 2019)	Financial Year 2017-18 (March 31, 2018)	Financial Year 2016-17 (March 31, 2017)	Financial Year 2015-16 (March 31, 2016)
	Audited	Audited	Audited	Audited	Audited	Audited
Total income from operations (net)	49099.27	81258.69	54473.79	18016.27	28488.94	26936.02
Net Profit / (Loss) before tax and extraordinary items	3894.94	4880.13	1016.99	152.70	674.85	403.09
Net Profit / (Loss) after tax and extraordinary items	2772.86	3941.41	728.36	(10.57)	336.86	247.73
Equity Share Capital	614.58	506.39	506.39	506.39	473.01	190.01
Reserves and Surplus	34381.17	23,216.50	19,425.09	18,696.73	16990.67	5984.64
Net worth	34995.75	23,722.89	19,931.48	19,203.11	17463.68	6174.65
Basic earnings per share (Rs.)	45.12	77.83	14.38	(0.21)	7.12	13.04
Diluted earnings per share (Rs.)	45.12	77.83	14.38	(0.21)	7.12	13.04
Return on net worth (%)	7.92	16.61	3.65	(0.055)	1.93	4.01
Net asset value per share (Rs.)	569.43	468.47	393.60	379.21	369.20	324.97

Note: The Company does not have any subsidiaries and therefore the requirement to provide consolidated financial results is NOT APPLICABLE IN THE PRESENT CASE.

VI. INTERNAL RISK FACTORS

The below mentioned risks are the top 8 internal risk factors:

- Our financial performance is particularly affected by interest rate volatility. Interest rates are sensitive to many factors beyond our control, including the monetary policies of the Reserve Bank of India, domestic and international economic and political conditions, inflation and other factors. Any fluctuations in the interest rates can adversely affect our borrowing costs, interest income and net interest margin, which can adversely affect results of our operations.
- The performance of our wagon manufacturing unit is heavily dependent on the policies of the Government of India. Any unfavorable change in the policies by the Government of India, especially the procurement policy of the Indian Railways or any policy granting special incentives to public sector wagon manufacturers, may have a material adverse effect on the Company.
- We face margin pressure as a large number of our supply contracts are awarded by our customers following competitive bidding processes and satisfaction of other prescribed pre-qualification criteria. Once the prospective bidders clear the technical requirements of the tender, the contract is usually awarded to the lowest bidder. We face competition from domestic and international companies, some of which operate on a smaller base than us and so may therefore be able to operate on lower overheads. In addition, new entrants to these industries may reduce their margins in order to gain market share. The nature of the bidding process may cause us and our competitors to lower prices for securing contracts, so as to maintain our respective market share. As a result of this competition, we may face substantial margin pressure, which may have a material adverse effect on our profitability.
- The Company's failure to maintain the quality standards of its services could adversely impact our business, results of operations and financial condition.
- The Company's revenue generation and profitability is heavily dependent on our wagon manufacturing division and since a significant portion of the overall revenue is contributed by the Indian Railways, any slowdown or delay in orders could affect our earnings negatively.



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6. The decline of the Indian Railways' share in freight traffic compared to road transport has only recently been arrested. There is no assurance that this growth will continue. In the event, the recent growth in the Indian Railways is not sustained and freight traffic declines for various reasons, the overall requirement for wagons would decline, which may result in reduced orders and consequently could have a material adverse impact on our business and financial conditions.
7. Even though the railway contracts have price escalation clause based on price index system, any high fluctuation in raw material prices will have negative effect on the overall margin of the Company particularly executing wagon contract of private parties.
8. The Covid-19 pandemic and resultant lockdown has a moderate adverse effect on the performance of the Company in the first quarter of the financial year 2020-21. Any such recurrence or outbreak of similar pandemic may affect the future performance of the Company.

VII. SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTIONS

(A) Total number of outstanding litigations against the Company and amount involved

The Company is currently involved in 12' (twelve) litigations and the total amount involved in all the litigations, wherever quantifiable is Rs. 12,81,91,563/- (Rupees Twelve Crore Eighty One Lakhs Ninety One Thousand Five Hundred and Sixty Three only).

(B) Brief details of top 5 material outstanding litigations against the Company and amount involved

Sr. No	Particulars	Litigation Filed by	Current Status	Amount Involved (Rs.)
1.	West Bengal Commercial Taxes has raised demand for entry tax liability on goods purchased from other states for the different financial years. We have contested the demand on the ground that the goods were not purchased from other states but transferred as free supplied goods at zero value in our books and such transfer of goods are in compliance with the terms of the contract with the India Railway.	Assistant Commissioner of Commercial Taxes, West Bengal	Financial Year 2013-14 West Bengal Taxation Tribunal, Salt lake, Kolkata	27,04,000
			Financial Year 2014-15 West Bengal Appellate & Revisional Board, Beliaghata, Kolkata	2,13,63,000
			Financial Year 2015-16 West Bengal Taxation Tribunal, Salt lake, Kolkata	2,36,43,000
			Financial Year 2016-17 Joint Commissioner, Kolkata South Circle, Beliaghata, Kolkata	2,58,35,000
			Financial Year 2017-18 Joint Commissioner, Kolkata South Circle, Beliaghata, Kolkata	6,01,2000
2.	Assessing Officer, Central Excise has disallowed input credit on Draft Gears by way of its order dated January 16, 2018. We had filed appeal with the Commissioner Central Excise (Appeal) who passed the order in our favor on June 7, 2019.	Assistant Commissioner Central Excise, Chandan Nagar Division, Howrah	The Excise department has filed an appeal against the order of Central Excise Commissioner (Appeal) in the Tribunal and the hearing is pending.	1,92,44,000
3.	Assessing Officer, Central Excise has disallowed input credit on transfer of Capital Goods from JWL to Jupiter Alloys & Steel (I) Limited. We had filed appeal with commissioner Central Excise	Assistant Commissioner Central Excise, Chandan Nagar Division, Howrah	The Excise department has filed an appeal against the order of Central Excise Commissioner (Appeal) in the Tribunal and the	1,01,51,000



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	(Appeal) who passed the order in our favour on July 19, 2019.		hearing is pending.	
4.	Assessing Officer, Central Excise has disallowed input credit on transfer of capital goods by the Company to Jupiter Alloys & Steel (I) Limited. We had filed appeal with Commissioner Central Excise (Appeal) who passed the order in our favour on April 2, 2019.	Assistant Commissioner Central Excise, Chandan Nagar Division, Howrah	The Excise department has filed an appeal against the order of Central Excise Commissioner (Appeal) in the Tribunal and the hearing is pending.	85,39,000
5.	Assessing Officer, Central Excise has disallowed payment of Excise Duty paid into the wrong account head.	Assistant Commissioner Central Excise, Chandan Nagar Division, Howrah	We have filed an appeal at Commissioner Appeal (Central Excise) against the order which had rejected our appeal. We subsequently filed appeal in Tribunal and the hearing is pending.	37,47,289

(C) Regulatory Action, if any - disciplinary action taken by SEBI or stock exchanges against the Promoters in last 5 financial years including outstanding action, if any

As on date, there are no regulatory actions or disciplinary action has been taken by SEBI or Stock Exchanges against the Promoters in last five Financial Years.

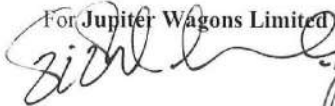
(D) Brief details of outstanding criminal proceedings against Promoters

As on date, there are no outstanding criminal proceedings against the Promoters of the Company.

VIII. DECLARATION

We hereby certify and declare that all relevant provisions of the Companies Act, 1956, the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Abridged Prospectus is contrary to the provisions of the Companies Act, 1956, Companies Act, 2013, the Securities and Exchange Board of India Act, 1992, Securities Contract (Regulation) Act, 1956, Securities Contract (Regulation) Rules, 1957 or rules made or guidelines or regulations issued there under, as the case may be. We further certify that all statements and disclosures in this document are true and correct.

For Jupiter Wagons Limited



Vivek Lohia
Director

Date : May 15, 2021
Place: Kolkata.





Commercial Engineers & Body Builders Co. Limited

Thank You