

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

Date - 11 November 2020

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

BSE Scrip Code: 533272

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

NSE SYMBOL: CEBBCO

Dear Sir/Madam,

Sub: Receipt of Observation Letter with “no-objection” from National Stock Exchange of India Limited for the proposed scheme of amalgamation of Jupiter Wagons Limited into and with Commercial Engineers & Body Builders Co Limited under Sections 230 to 232 of the Companies Act, 2013, other applicable provisions of the Companies Act, 2013 and other rules and regulations framed thereunder.

Ref: Disclosure under Regulation 30(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)

This is with reference to our letter dated 28 September 2020, informing about the decision of the board of directors of Commercial Engineers & Body Builders Co Limited (“**Amalgamated Company**”) approving the scheme of amalgamation of Jupiter Wagons Limited (“**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 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 other approvals under applicable law. (Amalgamating Company and Amalgamated Company collectively referred to as “**Companies**”).

In this regard, we would like to inform you that the National Stock Exchange of India Limited, by its letter dated 10 December 2020, has issued its observation letter as required under Regulation 37 of the Listing Regulations with “no-objection”, to the proposed Scheme of Amalgamation. We still await the observation letter from BSE Limited under Regulation 37 of the Listing Regulations in relation to the proposed Scheme of Amalgamation.

The Scheme of Amalgamation remains subject to receipt of the observation letter from BSE Limited under Regulation 37 of the Listing Regulations as well as approval of the requisite majority of each classes of shareholders and creditors (where applicable) of the Companies in accordance with the directions of the relevant National Company Law Tribunal and SEBI circular dated 10 March 2017

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bearing reference number CFD/DIL3/CIR/2017/21 as identified in the draft Scheme of Amalgamation uploaded on our website - http://cebbco.com/docs/profile_for_investors.html.

You are requested to take note of the above.

Thanking you,

Yours faithfully,

For COMMERCIAL ENGINEERS AND BODY BUILDERS CO LIMITED


Amit K Jain
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

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.*

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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

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