

Commercial Engineers & Body Builders Co. Limited



Regd. Office : 84/105-A, G.T. Road, Kanpur Mahanagar, Kanpur - 208003 (U.P.) INDIA
Head Office : 48, Vandana Vihar, Narmada Road, Gorakhpur, Jabalpur - 482001 (M.P.)

E-mail : info@cebbco.com
Website : www.cebbco.com

January 22, 2019

To,

The Corporate Relationship Department,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001.
Security Code: 533272
Security ID: CEBBCO

The Manager, Listing Department,
National Stock Exchange of India Limited,
Exchange Plaza, Bandra Kurla Complex,
Bandra (E), Mumbai - 400 051.
NSE Symbol: CEBBCO

Dear Sir/ Madam,

Sub: Outcome of the meeting of the board of directors held on January 22, 2019.

Ref: Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("Listing Regulations") read with SEBI circular dated September 09, 2015, bearing reference no. CIR/ CFD/ CMD/ 4/ 2015 ("Disclosure Circular").

This has reference to our letters dated (i) December 1, 2018 by way of which we informed you in relation to the outcome of the board meeting held on December 1, 2018; and (ii) January 7, 2019 by way of which we informed you in relation to the outcome of the extraordinary general meeting of the shareholders of Commercial Engineers & Body Builders Co. Limited ("Company").

1. We are pleased to inform that the board of directors of the Company ("Board") took on record the following:

- (i) the increase in the authorised share capital of the Company from INR 77,05,00,000 (Rupees Seventy Seven Crore and Five Lakh) divided into: (a) 5,70,50,000 (Five Crore Seventy Lakh Fifty Thousand) equity shares of INR 10 (Rupees Ten) each ("Equity Shares") aggregating to INR 57,05,00,000 (Rupees Fifty Seven Crore and Five Lakh); and (b) 20,00,000 (Twenty Lakh) non-convertible redeemable preference shares of INR 100 (Rupees One Hundred) each ("NCRPS") aggregating to INR 20,00,00,000 (Rupees Twenty Crore) to Rupees 180,05,00,000/- (Rupees One Hundred Eighty Crore and Five Lakh) divided into: (a) 9,20,50,000 (Nine Crore Twenty Lakh and Fifty Thousand) Equity Shares aggregating to Rupees 92,05,00,000/- (Rupees Ninety Two Crore Five Lakh); and (b) 88,00,000 (Eighty Eight Lakh) NCRPS aggregating to Rupees 88,00,00,000/- (Rupees Eighty Eight Crore), in accordance with the applicable provisions;

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Factory (Unit I): 21,22,33,34, Industrial Area Richhai, Jabalpur - 482010 M.P.

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Factory (Unit III): Plot No. 690 to 693 & 751 to 756, Sector III, Industrial Area, Pithampur-454774, Distt. Dhar-454774, Tel. 07292-407981

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

Factory (Unit V): Plot No. 742, Asangi Phase Area, Saraikela, Jharkhand - 832109 Tel. 0657-2200251 / 252

Factory (Unit VI): Village Imlai, Near Deori Railway Station, P.O. Panagar, Jabalpur - 483220

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(ii) the following transfer of securities of the Company:

#	Transfer by	Transfer in favour of	Type of shares	Number of shares	Price per share (including premium, if any) (in Rupees)
1.	Axis Bank Limited ("Axis Bank")	Tatravagonka A.S. ("Tatravagonka")	Equity Shares	63,41,011	15.44
2.	Axis Bank (Appropriation)	Axis Bank	Equity Shares	83,49,158	15.44
3.	Tata Capital Financial Services Limited ("Tata Capital")	Jupiter Wagons Limited ("JWL")	Equity Shares	30,92,969	15.44
4.		Murari Lal Lohia ("ML Lohia")		12,95,336	15.44
5.		Murari Lal Lohia Hindu Undivided Family (represented by Mr. Murari Lal Lohia (as the Karta) ("ML Lohia HUF"))		45,33,678	15.44
6.	Tata Capital (Appropriation)	Tata Capital	Equity Shares	21,85,192	15.44
7.	Mr. Kailash Chand Gupta	JWL	Equity Shares	30,34,173	15.44
8.		Jupiter Forgings & Steel Private Limited ("JFSPL")		9,71,504	15.44
9.		Tatravagonka		4,59,507	15.44
10.	Tata Capital	JWL	NCRPS	1,62,229	10.39

2. In addition, we are pleased to inform that the Board at its meeting held today has approved the following:

- (i) pursuant to receipt of INR 34,53,96,930 (Rupees Thirty Four Crore Fifty Three Lakhs Ninety Six Thousand Nine Hundred and Thirty), issuance and allotment of 3,45,39,693 (Three Crore Forty Five Lakh Thirty Nine Thousand Six Hundred and Ninety Three) equity shares of face value of Rs. 10 each, on a preferential basis to JWL at an issue price of Rs. 10 per equity share (in accordance with the applicable provisions as set out in detail in the notice dated December 10, 2018 ("EGM Notice"));

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- (ii) conversion of part of the existing debt, i.e., outstanding amounts aggregating Rs. 65,86,00,000 (Rupees Sixty Five Crore Eighty Six Lakh) owed by the Company to Axis Bank Limited ("Axis Bank") into rupee denominated unlisted non-convertible redeemable preference shares of face value of Rs. 100 each ("Axis Bank NCRPS") and issuance and allotment of 65,86,000 Axis Bank NCRPS by the Company, by way of private placement to Axis Bank at an issue price of Rs. 100 per NCRPS (in accordance with the applicable provisions as set out in detail in the EGM Notice; and
 - (iii) pursuant to receipt of INR 1,62,22,900, issuance and allotment of 1,62,229 (One Lakh Sixty Two Thousand Two Hundred and Twenty Nine) NCRPS of face value of Rs. 100 each, by way of private placement to Tata Capital Financial Services Limited at an issue price of Rs. 100 per NCRPS (in accordance with the applicable provisions as set out in detail in the EGM Notice).
3. Post the allotment in favour of JWL (set out at paragraph 2(i) above) and the transfers (set out at paragraph 1(ii) above) in favour of, among others, JWL, JFSPL, ML Lohia, ML Lohia HUF and Tatravagonka A.S., please be informed that JWL, JFSPL, ML Lohia, ML Lohia HUF and Tatravagonka have become the new promoters of the Company.
 4. Further, please be informed that the Board has appointed Mr. Asim Ranjan Dasgupta as an additional director (non-executive) of the Company to hold office as such from January 22, 2019 and such appointment will be approved by the shareholders of the Company in the following general meeting of the Company in accordance with the applicable provisions of the Companies Act, 2013, including Section 161 (1) of the Companies Act, 2013. Please note that the said director is not related to any director of the Company. The brief profile of Mr. Asim Ranjan Dasgupta is enclosed.

You are requested to take note of the above and arrange to bring it to the notice of all concerned.

Yours faithfully,

For Commercial Engineers & Body Builders Co. Limited


Amit K Jain
Company Secretary



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Brief Profile

Mr. Asim Ranjan Dasgupta has received a B. Tech (Hons) in mechanical engineering from the Indian Institute of Technology, Kharagpur.

At present, Mr. Dasgupta is a director on the board of directors of Jupiter Wagons Limited. Previously, Mr. Dasgupta has served in senior positions in organizations such as Hindustan Engineering, Burn Standard, Burnpur and Braithware & Co. Ltd. and has a work experience of over 45 years.

Asim Ranjan Dasgupta



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