

Date – 31 May 2022

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

**Sub.: Disclosure under Regulation 29(2) of the SEBI Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“SEBI Takeover Regulations”) made by (i) Jupiter Forgings & Steel Private Limited, (ii) Murari Lal Lohia; (iii) Murari Lal Lohia Hindu Undivided Family (represented by Mr. Murari Lal Lohia (as the Karta); (iv) Usha Lohia; (v) Vivek Lohia; (vi) Ritu Lohia; (vii) Vikash Lohia; (viii) Samir Kumar Gupta; (ix) Shradha Lohia; (x) Karisma Goods Private Limited; (xi) Jupiter Metal Spring Private Limited; (xii) Anish Consultants & Credits Private Limited; (xiii) Riddles Marketing Private Limited and (xiv) Tatravagonka A.S. (“Tatravagonka”)**

For and on behalf of (i) Jupiter Forgings & Steel Private Limited, (ii) Murari Lal Lohia; (iii) Murari Lal Lohia Hindu Undivided Family (represented by Mr. Murari Lal Lohia (as the Karta); (iv) Usha Lohia; (v) Vivek Lohia; (vi) Ritu Lohia; (vii) Vikash Lohia; (viii) Samir Kumar Gupta; (ix) Shradha Lohia; (x) Karisma Goods Private Limited; (xi) Jupiter Metal Spring Private Limited; (xii) Anish Consultants & Credits Private Limited; (xiii) Riddles Marketing Private Limited and (xiv) Tatravagonka under Regulation 29(2) of the SEBI Takeover Regulations in relation to the equity shares of Jupiter Wagons Limited (formerly known as Commercial Engineers & Bodybuilders Co. Limited).

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

“Encl: A/a”

**Disclosure under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

Name of the Target Company (“TC”)	Commercial Engineers & Body Builders Co. Limited		
Name(s) of the acquirer and Persons Acting in Concert with the acquirer	<p>The names of the acquirers are as follows:</p> <p>(i) Jupiter Forgings &amp; Steel Private Limited; (“<b>JFSPL</b>”)</p> <p>(ii) Tatravagonka A.S. (“<b>Tatravagonka</b>”);</p> <p>(iii) Murari Lal Lohia (“<b>ML Lohia</b>”); and</p> <p>(iv) Murari Lal Lohia Hindu Undivided Family (represented by Mr. Murari Lal Lohia (as the Karta) (“<b>ML Lohia HUF</b>”)</p> <p>(v) Usha Lohia (“<b>Usha</b>”);</p> <p>(vi) Vivek Lohia (“<b>Vivek</b>”);</p> <p>(vii) Ritu Lohia (“<b>Ritu</b>”);</p> <p>(viii) Vikash Lohia (“<b>Vikash</b>”);</p> <p>(ix) Samir Kumar Gupta (“<b>Samir</b>”);</p> <p>(x) Shradha Lohia (“<b>Shradha</b>”);</p> <p>(xi) Karisma Goods Private Limited (“<b>KGPL</b>”);</p> <p>(xii) Jupiter Metal Spring Private Limited (“<b>JMSPL</b>”);</p> <p>(xiii) Anish Consultants &amp; Credits Private Limited (“<b>ACCPL</b>”); and</p> <p>(xiv) Riddles Marketing Private Limited (“<b>RMPL</b>”)</p> <p>((i) – (xiv) collectively referred to as “<b>Acquirers</b>”)</p>		
Whether the acquirer belongs to Promoter/Promoter group	Yes		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited  National Stock Exchange of India Limited		
Details of the acquisition as follows	Number	% w.r.t. total share/voting capital wherever applicable (*)	% w.r.t. total diluted share/voting capital of the TC (**)
<b>Before the acquisition under consideration, holding of:</b>			

a) Shares carrying voting rights	1,36,01,036 <sup>@</sup>	3.51% <sup>@**</sup> *	3.51% <sup>@***</sup>
b) Shares in the nature of encumbrance (pledge/lien/ non-disposal undertaking/ others)	0	0%	0%
c) Voting rights (“VR”) otherwise than by shares	0	0%	0%
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	0	0%	0%
e) Total (a+b+c+d)	1,36,01,036 <sup>@</sup>	3.51% <sup>@</sup>	3.51% <sup>@</sup>
<b>Details of acquisition /-sale</b>			
a) Shares carrying voting rights acquired /- <del>sold</del>	27,55,13,500 <sup>#</sup>	71.11% <sup>#</sup>	71.11% <sup>#</sup>
b) VRs acquired /- <del>sold</del> otherwise than by shares	0	0%	0%
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired	0	0%	0%
d) Shares encumbered / invoked / released by the acquirer	0	0%	0%
e) Total (a+b+c+/-d)	27,55,13,500 <sup>#</sup>	71.11% <sup>#</sup>	71.11% <sup>#</sup>
<b>After the acquisition /-sale, holding of:</b>			
a) Shares carrying voting rights	28,91,14,536 <sup>s</sup>	74.62% <sup>s</sup>	74.62% <sup>s</sup>
b) Shares encumbered with the acquirer	0	0%	0%
c) VRs otherwise than by shares	0	0%	0%
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	0	0%	0%
e) Total (a+b+c+d)	28,91,14,536	74.62% <sup>s</sup>	74.62% <sup>s</sup>

	\$		
Mode of acquisition <del>/sale</del> (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	TC issued equity shares (as per the share exchange ratio set out in the Scheme of Amalgamation (as defined below)) to the equity shareholders of Jupiter Wagons Limited (“JWL”/ “Amalgamating Company”) upon the scheme of amalgamation of JWL into and with the TC becoming effective (“Scheme of Amalgamation”) and the dissolution without winding up of the Amalgamating Company/JWL, as an integral part of the Scheme of Amalgamation. The Acquirers acquired such equity shares issued by the TC in furtherance of the Scheme of Amalgamation becoming effective.		
Date of acquisition of shares <del>/sale of shares/VR or date of receipt of intimation of allotment of shares, whichever is applicable</del>	29 May 2022		
Equity share capital / total voting capital of the TC before the said acquisition <del>/sale</del>	8,94,82,657 equity shares of the TC (as per the shareholding pattern as on 31 March 2022 (as publicly disclosed by the TC)		
Equity share capital/ total voting capital of the TC after the said acquisition <del>/sale</del>	28,91,14,536 equity shares of the TC		
Total diluted share/voting capital of the TC after the said acquisition <del>/sale</del>	28,91,14,536 equity shares of the TC		

(\*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(\*\*) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

\*\*\* The % of equity shares held prior the Scheme of Amalgamation becoming effective has been calculated on the basis of the paid-up share capital post the Scheme of Amalgamation having become effective and all the additional equity shares having been allotted in accordance with the Scheme of Amalgamation. This approach has been followed to ensure mathematical consistency in percentages throughout this disclosure. As per the publicly available shareholding pattern for the quarter ended 31 March 2022, the % of equity shares held by the shareholders set out under note “@” below is 60.65%.

@ The 5,42,67,871 equity shares (60.65%) of the TC which were held prior to the Scheme of Amalgamation becoming effective (as disclosed in the publicly available shareholding pattern filed by the TC for the quarter ended 31 March 2022), were held in the following manner:

(i) JWL: 4,06,66,835 equity shares (45.45%) of the TC (upon the Scheme of Amalgamation becoming effective, JWL being the Amalgamating Company stands dissolved without winding up and all the equity shares held by JWL in the TC as well as the unlisted non-cumulative redeemable preference shares held by JWL in the TC stand cancelled on the Effective Date (as defined in the Scheme of Amalgamation). As JWL stands dissolved without winding up pursuant to the scheme of amalgamation becoming effective, the pre-acquisition shareholding in the table above does not reflect the shareholding of JWL which JWL held in the company prior to the scheme of amalgamation becoming effective.

(ii) JFSPL: 9,71,504 equity shares (1.09%) of the TC

(iii) Tatravagonka: 68,00,518 equity shares (7.60%) of the TC

(iv) ML Lohia: 12,95,336 equity shares (1.45%) of the TC

(v) ML Lohia HUF: 45,33,678 equity shares (5.07%) of the TC

Prior to the Scheme of Amalgamation becoming effective, Usha, Vivek, Ritu, Vikash, Samir, Shradha, KGPL, JMSPL, ACCPL and RMPL did not have any direct shareholding % in the TC i.e., their respective direct shareholding in the TC was nil.

# The 27,55,13,500 equity shares of the TC which have been acquired pursuant to the TC issuing equity shares to the shareholders of the Amalgamating Company (i.e., JWL) upon the Scheme of Amalgamation becoming effective, were acquired in the following manner (% being calculated basis the paid-up share capital post the Scheme of Amalgamation having become effective and all the additional equity shares having been allotted in accordance with the Scheme of Amalgamation):

(i) JFSPL: 13981625 equity shares (3.609%) of the TC

(ii) Tatravagonka: 72545211 equity shares (18.724%) of the TC

(iii) ML Lohia: 13947849 equity shares (3.60%) of the TC

(iv) ML Lohia HUF: 2772136 equity shares (0.715%) of the TC

(v) Usha Lohia: 1912135 equity shares (0.494%) of the TC

(vi) Vivek Lohia: 7796540 equity shares (2.012%) of the TC

(vii) Ritu Lohia : 1443345 equity shares (0.373%) of the TC

(viii) Vikash Lohia: 11426473 equity shares (2.949%) of the TC

(ix) Samir: 55100 equity shares (0.014%) of the TC

(x) Sharadha: 728422 equity shares (0.188%) of the TC

(xi) KGPL: 89581249 equity shares (23.121%) of the TC

(xii) JMSPL: 43396760 equity shares (11.201%) of the TC

(xiii) ACCPL: 15361880 equity shares (3.965%) of the TC

(xiv) RMPL: 564775 equity shares (0.146%) of the TC

As mentioned above against the symbol @, (upon the Scheme of Amalgamation becoming effective, JWL being the Amalgamating Company stands dissolved without winding up and all the equity shares held by JWL in the TC as well as the unlisted non-cumulative redeemable preference shares held by JWL in the TC stand cancelled on the Effective Date (as defined in the Scheme of Amalgamation).

§ The 28,91,14,536 equity shares of the TC are held in the following manner (% being calculated basis the paid-up share capital post the Scheme of Amalgamation having become effective and all the additional equity shares having been allotted in accordance with the Scheme of Amalgamation):

(i) JFSPL: 1,49,53,129 equity shares (3.85%) of the TC

(ii) Tatravagonka: 7,93,45,729 equity shares (20.48%) of the TC

(iii) ML Lohia: 1,52,43,185 equity shares (3.93%) of the TC

(iv) ML Lohia HUF: 73,05,814 equity shares (1.89%) of the TC

(v) Usha: 19,12,135 equity shares (0.49%) of the TC

(vi) Vivek: 77,96,540 equity shares (2.01%) of the TC

(vii) Ritu: 14,43,345 equity shares (0.37%) of the TC

(viii) Vikash: 1,14,26,473 equity shares (2.95%) of the TC

(ix) Samir: 55,100 equity shares (0.01%) of the TC

(x) Sharadha: 728,422 equity shares (0.19%) of the TC

- (xi) KGPL: 8,95,81,249 equity shares (23.12%) of the TC
- (xii) JMSPL: 4,33,96,760 equity shares (11.20%) of the TC
- (xiii) ACCPL: 153,61,880 equity shares (3.96%) of the TC
- (xiv) RMPL: 5,64,775 equity shares (0.15%) of the TC

As mentioned above against the symbol @, (upon the Scheme of Amalgamation becoming effective, JWL being the Amalgamating Company stands dissolved without winding up and all the equity shares held by JWL in the TC as well as the unlisted non-cumulative redeemable preference shares held by JWL in the TC stand cancelled on the Effective Date (as defined in the Scheme of Amalgamation).

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



**Name:** *Vivek Lohia*

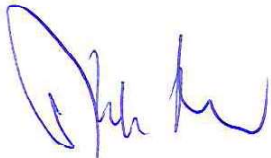
**Designation:** *Director / Promoter*

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

**Date:** 31 May 2022

**Place:** *Kolkata*

For Tatravagonka A.S.



Name: MICHAL ČUKA

Designation: Member of the Board

Authorised Signatory

Date: 31 May 2022

Place: Slovak Republic