

# Commercial Engineers & Body Builders Co. Limited



...bodies in motion ...

AN ISO/TS 16949:2009 Company  
CIN-L24231MP1979PLC049375

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

**September 01, 2020**

**To,**

The Secretary,  
Bombay Stock Exchange Limited,  
25<sup>th</sup> Floor, P J Towers,  
Dalal Street,  
**MUMBAI - 400 001**  
**Fax No.022 2272 2061/022 2272**  
**2041**

The Secretary  
National Stock Exchange of India Ltd  
Exchange Plaza, 5<sup>th</sup> Floor, Plot No C/1 G  
Block, Bandra Kurla Complex, Bandra  
(East) **Mumbai 400051**  
**Fax No. 022-2659 8237/38,**  
**66418124/25/26**

**Sub:- Intimation of Closure of Register of Members & Share Transfer Books**

**Ref:- BSE :- Scrip Code 533272**

**NSE :- CEBBCO**

Dear Sir / Madam,

This is to intimate that pursuant to Section 91 of the Companies Act, 2013 read with Regulation 42 of the Listing Obligation & Disclosure Requirements (LODR) Regulation 2015, we would like to inform you that the Fortieth Annual General Meeting of the Company will be held on Thursday, September 24, 2020. The Register of Member and Share transfer Books of the Company will be closed from Monday, September 21<sup>st</sup>, 2020 to Thursday, September 24<sup>th</sup>, 2020 (Both Days Inclusive) for the purpose of Annual General Meeting.

This for your intimation and record

**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



Date: 01.09.2020

Dear Member, Directors & Auditors

You are cordially invited to attend the **40<sup>th</sup> Annual General Meeting (the 'AGM')** of the members of Commercial Engineers & Body Builders Co Limited (the 'Company') to be held on, Thursday **September 24<sup>th</sup> 2020** at 12.30 p.m. through Video Conferencing / Other Audio-Visual Means (OAVM)

The Notice of the meeting, containing the business to be transacted, is enclosed.

Thanking You,

For and on behalf of the Board

**COMMERCIAL ENGINEERS & BODY BUILDERS CO LIMITED**

Amit K Jain

**Company Secretary**

ACS No.: A39779

PAN: ABBPJ7524N

**Commercial Engineers & Body Builders Co. Limited**  
**Regd. Office: 48, Vandana Vihar, Narmada Road, Gorakhpur,**  
**Jabalpur (M.P.) - 482001 India**  
**CIN: L24231MP1979PLC049375,**  
**Telephone No. - 0761-2661336,**  
**Email ID - cs@cebbco.com, Website - www.cebbco.com**

## **NOTICE**

**NOTICE is hereby given that the 40<sup>th</sup> Annual General Meeting ('AGM') of the shareholders of Commercial Engineers & Body Builders Co. Limited ("Company") will be held on Thursday, 24 September 2020 at 12.30 p.m. through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM') to transact the following business:**

### **ORDINARY BUSINESS**

**1. Adoption of Audited Financial Statements and Board's Report**

To receive, consider and adopt the Audited financial statements of the Company for the financial year ended 31<sup>st</sup> March 2020, together with the Reports of Directors and Auditors thereon.

**2. Appointment of Director retiring by rotation**

To appoint a director in place of Dr. Madhuchhanda Chatterjee (DIN:02510507), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, offers herself for re-appointment.

**3. Appointment of Statutory Auditors**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution for appointment of M/s. Walker Chandiook & Co LLP, Chartered Accountants (ICAI Firm Registration No. 001076N/N500013) as Statutory Auditors of the Company in the casual vacancy caused by the resignation of M/s. B S R & Co. LLP, Chartered Accountants and for subsequent period.

**RESOLVED THAT** pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or amendment thereof or re-enactment thereof for the time being in force), M/s. Walker Chandiook & Co LLP, Chartered Accountants (ICAI Firm Registration No. 001076N/N500013), be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. B S R & Co. LLP, Chartered Accountants (ICAI Firm Registration No. 101248W/W-100022 To hold office until the conclusion of the ensuing Annual General Meeting of the company .

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactments thereof for the time being in force) M/s. Walker Chandiook & Co LLP, Chartered Accountants (ICAI Firm Registration No. 001076N/N500013), be and are hereby appointed as Statutory Auditors of the Company for a term of five consecutive years to hold office from the conclusion of the Fortieth Annual General Meeting of the Company till the conclusion of the Forty Fifth Annual General Meeting on a remuneration of 18 lakhs per annum (exclusive of taxes and reimbursement of out of pocket expenses at actuals) with the authority to the Board of Directors to revise the same in respect of any financial year forming part of current tenure of appointment."

**SPECIAL BUSINESS****4. Appointment of Mr. Ganesan Raghuram as an Independent Director of the Company for a term of five consecutive years with effect from 19<sup>th</sup> May 2020**

**To consider, and if thought fit, to pass the following resolution as an ordinary resolution:**

**'RESOLVED THAT** pursuant to provisions of sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the 'Act'), the rules made thereunder read with Schedule IV to the Act and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (hereinafter referred to as the 'Listing Regulations') (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Ganesan Raghuram (DIN-01099026) who was appointed by the Board of Directors, based on the recommendation of Nomination and Remuneration Committee, as an additional director under section 161(1) of the Act in the capacity of Independent Director and who holds office up to the date of ensuing Annual General Meeting and in respect of whom the company has received a notice in writing from a member pursuant to section 160 of the Act, be and is hereby appointed as an Independent Director of the Company for a consecutive period of five years, effective from 19 May 2020 up to 18 May 2025.

**'RESOLVED FURTHER THAT** pursuant to the provisions of section 149, 197 and other applicable provisions of the Act and the Rules made thereunder, Mr. Ganesan Raghuram be paid such fees and remuneration and profit-related commission as the Board may approve from time to time and subject to such limits as may be prescribed under the Act from time to time and the requisite approvals.'

**5. Approval for Related Party Transactions**

**To consider, and if thought fit, to pass, the following resolution as an ordinary resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 177 and 188 and other applicable provisions, *if any*, of the Companies Act, 2013 ("Act") read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and all other applicable provisions of law, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Company's policy on Related Party transaction(s), approval of Shareholders be and is hereby accorded to the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with Jupiter Wagons Limited, a related party within the meaning of Section 2(76) of the Act, for purchase of components for manufacture of railway wagons, sale/purchase of sample products for development, and including purchase or supply of any goods or service incidental to Railway wagon business, on such terms and conditions as the Board of Directors may deem fit, up to an amount of Rs 50 Crore (excluding GST) for the financial year 2020-21.

**RESOLVED FURTHER** that the Board of Directors of the Company which shall be deemed to include any Committee thereof or a person who may be delegated with the authority of the Board be and is hereby authorized to execute, transact, enter into any agreement, contract or arrangement and to carry out or perform all such acts, deeds, matters, things, , etc. as may be required to be done to give effect to the instant resolution or for the matters incidental to or ancillary there of, **with the authority to vary or modify the terms and conditions of contract or arrangement** without being required to seek further approval of the members and the approval of the members of the company shall be deemed to have been given thereto expressly by the authority of this resolution."

By order of the Board of Directors  
For **Commercial Engineers & Body Builders Co. Limited**

Place - Jabalpur  
Date - 24 August 2020

**Amit K Jain**  
Company Secretary

**NOTES**

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its circular dated 5 May 2020 read with circulars dated 8 April 2020 and 13 April 2020 (collectively referred to as 'MCA Circulars') and SEBI circular dated 12 May 2020 permitted the holding of the Annual General Meeting ('AGM') through VC/OAVM facility, without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 (the 'Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and MCA Circulars, the AGM of the Company is being conducted through VC/OAVM, hereinafter called as 'e-AGM'
2. The deemed venue for fortieth e-AGM shall be the registered office of the Company
3. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this e-AGM is being held pursuant to the MCA Circulars through VC/OAVM facility, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the e-AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice
4. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) 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 e-AGM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail through its registered e-mail address to [sk\\_gupta@rediffmail.com](mailto:sk_gupta@rediffmail.com) with a copy marked to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com). The scanned image of the above mentioned documents should be in the naming format "Corporate Name\_EVENT No."
5. Statement pursuant to section 102 of the Act forms part of this Notice. The Board of Directors at its meeting held on 24 August 2020 has decided that the ordinary / special businesses set out under item no. 3 to 5, being considered 'unavoidable', be transacted at the fortieth e-AGM of the Company
6. Brief details of the directors, who are seeking appointment/re-appointment, are annexed hereto as per requirements of regulation 36(3) of the Listing Regulations and as per provisions of the Act
7. The facility of joining the e-AGM through VC/OAVM will be opened 15 minutes before and will be open up to 15 minutes after the scheduled start time of the e-AGM, i.e. from 12.15 p.m. to 12.45 pm and will be available for 1,000 members on a first-come first-served basis. This rule would however not apply to participation of shareholder holding 2% or more share holding, promoters, institutional investors, directors, key and senior managerial personnel, auditors etc.
8. Institutional Investors, who are members of the Company are encouraged to attend and vote at the fortieth e-AGM of the Company
9. SEBI has mandated the submission of Permanent Account Number (PAN) by every person dealing in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or KFin.
10. In terms of section 101 and 136 of the Act, read together with the Rules made thereunder, the listed companies may send the notice of annual general meeting and the annual report, including Financial Statements, Board Report etc. by electronic mode. Pursuant to the said provisions of the Act read with MCA Circulars, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2019-20 will also be

available on the Company's website at [www.cebbsco.com](http://www.cebbsco.com), website of the Stock Exchanges i.e. BSE Ltd. at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Ltd. at [www.nseindia.com](http://www.nseindia.com) and on the website of KFin at [www.kfintech.com](http://www.kfintech.com)

11. To receive shareholders' communications through electronic means, including Annual Reports and Notices, members are requested to kindly register/update their e-mail address with their respective depository participant, where shares are held in electronic form. Where shares are held in physical form, members are advised to register their e-mail address with KFin by clicking on the link [https://ris.kfintech.com/email\\_registration/](https://ris.kfintech.com/email_registration/).
12. Further, those members who have not registered their e-mail addresses and mobile nos. and in consequence could not be served the Annual Report and Notice of e-AGM, may temporarily get themselves registered with KFin, by clicking the link: [https://ris.kfintech.com/email\\_registration](https://ris.kfintech.com/email_registration) for obtaining the same. Members are requested to support our commitment to environmental protection by choosing to receive the Company's communication through e-mail going forward.
13. With a view to helping us serve the members better, members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.
14. Members who still hold share certificates in physical form are advised to dematerialize their shareholding to also avail of numerous benefits of dematerialization, which include easy liquidity, ease of trading and transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
15. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the e-AGM
16. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Act and all other documents referred to in the Notice will be available for inspection in electronic mode.
17. For ease of conduct, members who would like to ask questions/express their views on the items of the businesses to be transacted at the meeting can send in their questions/comments in advance by visiting URL <https://emeetings.kfintech.com/> and clicking on the tab "Post your Queries" during the period starting from 21 September 2020 (9.00 a.m.) upto 22 September 2020 (5.00 p.m.) mentioning their name, demat account no./Folio no., e-mail Id, mobile number etc. The queries may be raised precisely and in brief to enable the Company to answer the same suitably depending on the availability of time at the meeting.
18. For more details on shareholders' matters, please refer to the chapter on General Shareholder Information, included in the Annual Report.
19. Since the meeting will be conducted through VC/OAVM facility, the Route Map is not annexed in this Notice.
20. In case a person has become a member of the Company after dispatch of AGM Notice, but on or before the cut-off date for e-voting, i.e., 17 September 2020, such person may obtain the User ID and Password from KFin by e-mail request on [shyam.kumar@kfintech.com](mailto:shyam.kumar@kfintech.com).
21. Alternatively, member may send signed copy of the request letter providing the e-mail address, mobile number, self-attested PAN copy along with client master copy (in case of electronic folio)/copy of share certificate (in case of physical folio) via e-mail at the e-mail id [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) for obtaining the Annual Report and Notice of e-AGM
22. The Register of Members / share transfer books of the company will remain close from September 21, 2020 up to September 24, 2020 (Both days inclusive) for the purpose of AGM

**A. VOTING THROUGH ELECTRONIC MEANS:**

- i. In terms of the provisions of section 108 of the Act, read with rule 20 of the Companies (Management and Administration) Rules, 2014 as amended (hereinafter called 'the Rules' for the purpose of this section of the Notice) and regulation 44 of the Listing Regulations, the Company is providing facility of remote e-voting facility to exercise votes on the items of business given in the Notice through electronic voting system, to members holding shares as on 17 September 2020 (end of day), being the cut-off date fixed for determining voting rights of members, entitled to participate in the remote e-voting process, through the e-voting platform provided by KFin or to vote at the e-AGM. Person who is not a member as on the cut-off date should treat this Notice for information purposes only.
- ii. The details of the process and manner for remote e-voting are given below:
  - i. Initial password is provided in the body of the email.
  - ii. Launch internet browser and type the URL: <https://evoting.karvy.com> in the address bar.
  - iii. Enter the login credentials i.e. User ID and password mentioned in your email. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your votes.
- iii. After entering the details appropriately, click on LOGIN.
- iv. You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall 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.). It is strongly recommended not to share your password with any other person and 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 ("**CEBBCO**").
- vii. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- ix. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. 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 subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
- x. Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who is/are authorized to vote, to the Scrutinizer through e-mail at [sk\\_gupta1@rediffmail.com](mailto:sk_gupta1@rediffmail.com) and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'BAL EVENT No.'



- xi. Members can cast their vote online from 21 September 2020 (9.00 a.m.) till 23 September 2020 (5.00 p.m.). Voting beyond the said date shall not be allowed and the remote e-voting facility shall be blocked.
- xii. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for members and e-voting user manual available at the 'download' section of <https://evoting.karvy.com> or call KFin on 1800 345 4001 (toll free).

### **B. VOTING AT E-AGM:**

- i. Only those members/shareholders, who will be present in the e-AGM through video conferencing facility and have not cast their vote through remote e-voting & are otherwise not barred from doing so are eligible to vote through e-voting in the e-AGM.
- ii. However, members who have voted through remote e-voting will be eligible to attend the e-AGM.
- iii. Members attending the e-AGM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.
- iv. Upon declaration by the Chairman about the commencement of e-voting at e-AGM, members shall click on the thumb sign on the left-hand bottom corner of the video screen for voting at the e-AGM, which will take them to the 'Instapoll' page.
- v. Members to click on the 'Instapoll' icon to reach the resolution page and follow the instructions to vote on the resolutions.

### **C. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE E-AGM:**

- i. Members will be able to attend the e-AGM through VC/OAVM or view the live webcast of AGM provided by KFin at <https://emeetings.kfintech.com> by clicking on the tab "video conference" and using their remote e-voting login credentials. The link for e-AGM will be available in members login where the EVENT and the name of the Company can be selected. Members who do not have User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned under heading A above.
- ii. Members are encouraged to join the meeting through Laptops with Google Chrome for better experience.
- iii. Further, members will be required to allow camera, if any, and hence use internet with a good speed to avoid any disturbance during the meeting.
- iv. While all efforts would be made to make the VC/OAVM meeting smooth, participants connecting through mobile devices, tablets, laptops etc. may at times experience audio/video loss due to fluctuation in their respective networks. Use of a stable Wi-Fi or LAN connection can mitigate some of the technical glitches.
- v. Members, who would like to express their views or ask questions during the e-AGM will have to register themselves as a speaker by visiting the URL <https://emeetings.kfintech.com/> and clicking on the tab "Speaker Registration" during the period starting from 21 September 2020 (9.00 a.m.) up-to 22 September 2020 (5.00 p.m.). Only those members who have registered themselves as a speaker will be allowed to express their views/ask questions during the e-AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the e-AGM. Please note that only questions of the members holding the shares as on cut-off date will be considered.
- vi. A video guide assisting the members attending e-AGM either as a speaker or participant is available for quick reference at URL <https://emeetings.kfintech.com/>
- vii. Members who need technical assistance before or during the fortieth e-AGM can contact KFin at [emeetings@kfintech.com](mailto:emeetings@kfintech.com) or Helpline: 1800 345 4001.

**D. GENERAL INSTRUCTIONS:**

- i. The Board has appointed Mr. S.K. Gupta (FCS-2589) and Ms. Divya Saxena (FCS-5639), practicing Company Secretaries and Partners, M/s S.K. Gupta & Co., Kanpur as the Scrutinizer and alternate Scrutinizer for conducting the remote e-voting / ballot process, in a fair and transparent manner. Remote e-voting is optional.
- ii. The Chairman shall formally propose to the members participating through VC/OAVM facility to vote on the resolutions as set out in the Notice of the fortieth e-AGM and announce the start of the casting of vote through the e-voting system of KFin.
- iii. The Scrutinizer shall within 48 hours of the conclusion of the e-voting and voting at the e-AGM, first count the votes cast at the meeting, thereafter unblock the votes through e-voting in the presence of at least two witnesses, not in the employment of the Company and make a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman of the Company, who shall countersign the same.
- iv. The Results shall be declared within 48 hours of the conclusion of AGM. The Scrutinizer shall submit his report to the Chairman or in his absence Managing Director & CEO of the Company, who shall declare the result of the voting. The results declared along with the scrutinizer's report shall be placed on the Company's website [www.cebbsco.com](http://www.cebbsco.com) and on the website of KFin <https://evoting.karvy.com> and shall also be communicated to the stock exchanges. The resolutions shall be deemed to be passed at the AGM of the Company.
- v. The Notice of AGM is being sent to those members / beneficial owners whose names appear in the register of members / list of beneficiary received from the depositories on August 28, 2020

## **ANNEXURE TO THE NOTICE**

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### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013,**

As required under Section 102 of the Act and Regulation 36 of Listing Regulations, the following explanatory statement sets out material facts relating to business mentioned under Item Nos. 3, 4 and 5 of the accompanying Notice and should be read as forming part of the Notice.

#### **Item No-3**

This Statement is provided though strictly not required as per Section 102 of the Act.

M/s B S R &Co. LLP, Chartered Accountants were appointed as Statutory Auditors of the Company at the 37th AGM held on September 27, 2017 to hold office until the conclusion of 42nd AGM. However, they have resigned on August 14, 2020 on the ground that 'management of the company intends to align its auditors with the auditors of its investor company and therefore they would not be continuing as statutory auditors of the Company.'

The Board of Directors on the recommendations of the Audit Committee at its meeting held on 24th August, 2017, has appointed M/s. Walker Chandiook & Co LLP, Chartered Accountants (ICAI Firm Registration No. 001076N/N500013) as the Auditors of the Company to hold office until the conclusion of the next Annual General Meeting of the Company. M/s. Walker Chandiook & Co LLP, Chartered Accountants have furnished a Certificate in terms of the provisions of Section 139 (1) of the Companies Act, 2013 to the effect that their appointment, if made, would be in accordance with the provisions of the Act. Pursuant to provisions of Section 139(8) of the Companies Act 2013, the appointment of Statutory Auditors in casual vacancy caused by the resignation requires approval of members at a General Meeting to be convened within three months, accordingly, the approval of members of the company is being sought for appointment of M/s. Walker Chandiook & Co LLP, Chartered Accountants in the casual vacancy caused by the resignation of M/s B S R & Co. LLP, Chartered Accountants. Further, it is proposed to appoint M/s. Walker Chandiook & Co LLP, Chartered Accountants under the provisions of Sections 139, 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, for a further term of five consecutive years to hold office from the conclusion of the Fortieth Annual General Meeting of the Company until the conclusion of the Forty Fifth Annual General Meeting of the company on a remuneration as set out in the resolution with liberty and authority to the Board to revise the same in respect of any Financial year covered under the tenure of appointment of statutory auditors. Accordingly, the proposed resolution is placed for the approval of Members which the Board recommends the resolution for approval by members.

None of the Directors, Key Managerial Personnel and their relatives of the Company are concerned or interested financially or otherwise in the resolution.

#### **Item No-4**

Mr. Ganesan Raghuram (DIN-01099026), on recommendation of Nomination and Remuneration Committee was appointed by the Board of Directors of the Company as an additional director in the capacity of Independent Director through circular resolution with effect from 19th May, 2020.

He holds office until the ensuing annual general meeting under section 161(1) of the Act.

He has submitted the Declaration of Independence, pursuant to section 149 (7) of the Act stating that he meets the criteria of independence as provided in section 149 (6) and regulation 16 of the Listing Regulations. Mr. Ganesan Raghuram is not

disqualified from being appointed as a Director in terms of section 164 of the Act.

The terms and conditions of appointment of independent directors shall be available for inspection through electronic mode and the same shall also be available at the Company's website [www.cebbco.com](http://www.cebbco.com).

In respect of the appointment of Mr. Ganesan Raghuram, a notice in writing in the prescribed manner, as required by section 160 of the Act, has been received by the Company from a member, proposing his candidature for the office of the director.

According to section 152 of the Act, read with Schedule IV to the Act, in the opinion of the Board, the proposed appointment of Mr. Ganesan Raghuramas an independent director fulfils the conditions specified in the Act and the rules made thereunder as also the Listing Regulations and that the proposed appointment of Mr. Ganesan Raghuram is independent of the Management.

Except Mr. Ganesan Raghuram being the appointee Director, none of the Directors, Key Managerial Personnel and their relatives of the Company are concerned or interested financially or otherwise in the resolution.

#### **Item No.5**

Jupiter Wagons Limited carries on the business of manufacturing components for manufacture of railway wagons

The Company is currently manufacturing rail freight wagons for Indian Railways and other parties.

As per the requirements of Indian Railways, the manufacturing facility of certain railway wagon components has to be approved by Research Designs and Standards Organization (RDSO). For the Railway order of wagons, the Company is required to procure mainly cast steel bogie, high tensile center buffer coupler and high capacity draft gear and roll formings. At present, the Company does not have the facility and infrastructure, to manufacture these items. Jupiter Wagons Limited has requisite RDSO approval. Hence the Company is desirous of buying these components from Jupiter Wagons Limited.

The Company had also successfully procured an order for manufacture of 4 rakes of Car Carrier Wagon from a private party and for execution of the same, the Company needs cast steel bogie, high tensile center buffer coupler and high capacity draft gear to be purchased from RDSO approved supplier.

Section 188 of the Act and the applicable Rules framed thereunder provide that any Related Party Transaction will require prior approval of shareholders through ordinary resolution, if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company as per last audited financial statements of the Company.

The value of proposed aggregate transactions with Jupiter Wagons Limited is likely to exceed the said threshold limit, and is expected to be around Rs. 50.00 Crore during the financial year 2020-21.

Accordingly, transaction(s) to be entered into with Jupiter Wagons Limited comes within the meaning of Related Party transaction(s) in terms of provisions of the Act, applicable Rules framed thereunder read with the Listing Regulations.

Hence, approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by your Company with Jupiter Wagons Limited in the financial year 2020-21.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transactions with Jupiter Wagons are as follows:

| Sl. | Particulars   | Remarks  |
|-----|---|--|
| 1.  | Name of the Related Party   | Jupiter Wagons Limited   |
| 2   | Name of the Director or KMP who is related  | None   |
| 3   | Nature of Relationship  | Promoter / Investor  |
| 4   | Nature, material terms, monetary value and particulars of the contract or arrangement                     | Purchase of components for manufacture of railway wagons, sale/purchase of sample products for development, and including purchase or supply of any goods or service incidental to Railway wagon business<br><br>Monetary value of proposed aggregate transactions during financial year 2020-21 is expected to be Rs. 50.00 Crore |
| 5   | Any other information relevant or important for the members to take a decision on the proposed resolution | Refer to Explanatory Statement above.  |

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, is concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends passing of the resolution as set out at item No. 5 of this Notice as an Ordinary Resolution.

As required under Listing Regulations and Secretarial Standards-2 on General Meetings, the relevant details in respect of Directors seeking appointment / re-appointment under Item Nos. 2 and 4 of this Notice are as below:

**BRIEF PROFILE OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT:**

| Name of the Non-Executive Director – Mrs. Madhuchhanda Chatterjee |   |  |
|---|---|--|
| 1.  | Reason for Change                             | Re - Appointment as Non-Executive Director   |
| 2.  | Date of Appointment & term of Appointment     | 22.05.2019   |
| 3.  | Brief Profile (In case of Appointment)        | Dr. Chatterjee is the Executive Director of Anamika Kala Sangam, a premier cultural organization of Kolkata. She has been a Lecturer in English in the Department of English, Rabindra Bharati University, and has been into academics, attending seminars in India and abroad. She has a number of publications to her credit and has been the Convener of RASA, the 2-volume anthology published by Anamika Kala Sangam. She has also contributed to newspapers with book reviews and other articles.<br><br>Dr. Chatterjee has worked as a Consultant in the Ministry of Culture, Govt. Of India during the 150 years Birth Celebrations of Rabindranath Tagore, steering the plans made by the Ministry. She has also been the Nodal Officer of a Digitization Project under the Indira National Centre for the Arts, Govt. of India |
| 4.  | Disclosure of relationships between Directors | Not related to any Director or Key Managerial Personnel of the Company.  |

|     |   |  |
|-----|---|--|
| 5.  | Names of Listed Entities already holding post of director | N.A.   |
| 6.  | Membership of the Committees                              | N.A.   |
| 7.  | Date of Birth / Age                                       | 15.08.1952 / 67 years  |
| 8.  | Shareholding in the company                               | Nil  |
| 9.  | Nature of expertise in specific functional areas          | <p>CSR, Sustainability &amp; NGO matters, Academics, Education, Authorship and administration.</p> <p>None of the directors or key managerial personnel or their relatives, except Mrs. Madhuchannda Chatterjee, is directly or indirectly concerned or interested, financially or otherwise, except to the extent of her respective shareholding, if any, in the Company, in the resolution set out in item no. 2 of the Notice.</p> <p>The Board commends the ordinary resolution set out in item no. 2 for approval by shareholders</p> |
| 10. | Terms and Conditions of appointment / reappointment       | As per prevailing practice   |
| 11. | Remuneration last drawn                                   | As mentioned in the Corporate Governance Report  |
| 12. | Number of Board Meetings attended during the year         | As mentioned in the Corporate Governance Report  |

**NAME OF THE INDEPENDENT DIRECTOR – MR. GANESAN RAGHURAM**

|    |   |  |
|----|---|--|
| 1. | Reason for Appointment / Change           | Appointment as Additional Director (Non-Executive Independent Director) of the company subject to approval of the shareholders   |
| 2. | Date of Appointment & term of Appointment | For a term of 5 consecutive years from 19th of May 2020 to 18th of May 2025  |
| 3. | Brief Profile (In case of Appointment)    | <p>Mr. Ganesan Raghuram is an IIT Graduate (B-Tech) from Indian Institute of Technology, Madras. He has done his PGDM from Indian Institute of Management, Ahmedabad (IIM) (Gujarat) as well as PhD from North western University, Kellogg Graduate School of Management, Evanston, Illinois, USA,</p> <p>Presently Mr. Ganesan is serving as consultant in Indian Institute of Management (IIM), Bangalore and is on the Board of ADANI Port and Special Economic Zone Limited as Non-Executive Independent Director since 2012. He is also associated with many other companies, associations and committees on various positions.</p> <p>Mr. Ganesan possesses in overall more than 40 years of vast experience in Service operations managements, Rail Transport Planning and management, infrastructure and Transportation system, supply chain and logistics management, Marketing</p> |

|    |   |   |
|----|---|---|
|    |   | <p>Management,</p> <p>He has been acting as Consultant for more than 66 organizations in India and abroad, both in the public and private sector. The studies are related to</p> <p>(i) infrastructure and transportation (ii) supply chain and logistics management, (iii) management education and institution building, (iv) Legal and Regulatory Issues, (v) Services Management, (vi) Government System and the Policy Process and many more</p>   |
| 4. | Disclosure of relationships between Directors             | Not related to any Director or Key Managerial Personnel of the Company.   |
| 5. | Names of Listed Entities already holding post of director | Adani Port and Special Economic Zone Limited  |
| 6. | Chairman / Membership of the Committees                   | <p>Member of Audit Committee - Adani Port and Special Economic Zone Limited</p> <p>Chairman of NRC Committee - Adani Port and Special Economic Zone Limited</p> <p>Chairman of Stakeholder Relationship Committee - Adani Port and Special Economic Zone Limited</p>  |
| 7. | Date of Birth   | 20/07/1955  |
| 8. | Shareholding in the Company                               | Nil   |
| 9. | Nature of expertise in specific functional areas          | <p>Management &amp; Strategy, Human Resources &amp; Industrial Relations, Law, Banking, Investment &amp; Treasury Management, Corporate Governance &amp; Ethics, Regulatory, Government &amp; Security matters, CSR, Sustainability &amp; NGO matters and such others.</p> <p>He will be eligible for payment of sitting fee and commission, as payable to other non-executive directors of the Company.</p> <p>He is not related to any key managerial personnel of the Company.</p> <p>None of the directors or key managerial personnel or their relatives, except Mr. Ganesan Raghuram, is directly or indirectly concerned or interested, financially or otherwise, except to the extent of his respective shareholding, if any, in the Company, in the resolution set out in item no. 4 of the Notice.</p> <p>The Board commends the ordinary resolution set out in item no. 4 for approval by shareholders</p> |
| 10 | Terms and Conditions of appointment / re-appointment      | As per prevailing practice, Non-Executive Director(s) and Independent Director(s) are entitled to sitting fees only.  |

**By order of the Board of Directors**  
**For Commercial Engineers & Body Builders Co. Limited**

Place - Jabalpur  
Date - 24 August 2020

**Amit K Jain**  
Company Secretary

Thank You





## Commercial Engineers & Body Builders Co. Limited

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