

Commercial Engineers & Body Builders Co. Limited



AN ISO/TS 16949:2009 Company
CIN-L24231MP1979PLC049375

Regd. / Corp. Office : 48, Vandana Vihar, Narmada Road, Gorakhpur, Jabalpur (M.P.) INDIA
Email Id – cs@cebbco.com, Website – www.cebbco.com

05.09.2019

To,

**The Secretary,
Bombay Stock Exchange Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001
Fax No. 022-2272 3121/2272 2037**

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

**National Securities Depository Limited
Trade World, 4th floor,
Kamala Mills Compound,
Senapati Bapat Marg, Lower Parel,
Mumbai - 400 013**

**Central Depository Services (India) Ltd.
28th Floor, P J Towers
Dalal Street, Fort
Mumbai - 400023**

**General Manager
Karvy Fintech Pvt Ltd
Plot.No.17 to 24, Vithalrao Nagar Madhapur
Hyderabad -500 081 Andhra Pradesh,
Tel: 040 4465500**

Sub: Notice of 39th Annual General Meeting and Book Closure
Scrip code: 533272(BSE)/CEBBCO EQ(NSE)

Dear Sir/Madam,

This is to inform that **39th Annual General Meeting** of the members of the Company will be held on **Saturday, September 28, 2019 at 11.00 a.m., at Hotel Samdareeya, Dr. Barat Road, Russel Chowk, Jabalpur (M.P.)**.

Further, pursuant to section 91 of the Companies Act, 2013 read with Regulation 42 of the SEBI LODR, 2015 the Register of Members & Share Transfer Books of the Company will remain closed from **Wednesday, 25th September, 2019 to Saturday, 28th September, 2019 (both days inclusive)** for the purpose of Annual General Meeting of the Company.

Further, pursuant to Section 108 of the Companies Act, 2013 and the Rules made there under, the Company is offering e-voting facility to its members in respect of all the businesses to be transacted at the aforesaid Annual General Meeting. Members holding shares either in physical form or in dematerialized form, as on the cut-off date of **September 21st, 2019**, may cast their vote electronically on the Businesses as set out in the Notice of the Annual General Meeting through electronic voting system of Karvy Fintech Pvt. Ltd. All the members are informed that the voting through electronic means shall commence on **September 25th 2019 at 10.00 am and end on September 27th, 2019 at 5.00 pm**. The Notice of the meeting, containing the business to be transacted, is enclosed.

This is for your kind notice and records, kindly acknowledge the receipt of the same and oblige.

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., Tel. +91-761-233 0817 / 872, Fax : 0761-2331488
Factory (Unit II) : NH12-A, Village Udaipura, Teh. Niwas, Distt. Mandla - 481661 M.P., Tel. +91-7643-227403, 227389
Factory (Unit III) : Plot No. 690 to 693 & 751 to 756, Sector III, Industrial Area, Pithampur, Distt. Dhar, Tel. - 07292-407981
Factory (Unit IV) : Industrial Area Richhai, Jabalpur - 482010 M.P.
Factory (Unit V) : Plot No. 742, Asangi Phase Area, Saraikela, Jharkhand - 932109 Tel. 0657-2200251 / 252
Factory (Unit VI) : Villaae Imlai. Near Deori Railway Station. P.O. Panagar. Jabalpur - 483220



Date: 23rd August 2019

Dear Member, Directors & Auditors

You are cordially invited to attend the 39th Annual General Meeting (the 'AGM') of the members of Commercial Engineers & Body Builders Co Limited (the 'Company') to be held on Saturday 28th Day of September 2019 at 11.00 a.m. at Hotel Samdareeya, Dr. Barat Road, Russel Chowk, Jabalpur - 482002 (M.P.).

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.)
CIN: L24231MP1979PLC049375,
Telephone No. 0761-2661336
Email ID – cs@cebbco.com, Website -www.cebbco.com

NOTICE

Notice is hereby given that the **Thirty Ninth Annual General Meeting** of the Members ("**Members**") of **Commercial Engineers & Body Builders Co Limited ("Company")** will be held on **Saturday, September 28, 2019 at 11.00 a.m. at Hotel Samdareeya, Dr. Barat Road, Russel Chowk, Jabalpur - 482002 (M.P.)** to transact the following businesses:

ORDINARY BUSINESS

1. **TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2019 AND THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON.**

SPECIAL BUSINESS

2. **APPOINTMENT OF MRS. MADHUCHHANDHA CHATTERJEE AS A NON-EXECUTIVE DIRECTOR.**

To consider, and if thought fit, to pass, the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) Mrs. Madhuchhandha Chatterjee (DIN: 02510507), who was appointed as an Additional Non-Executive Director by the Board of Directors of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

3. **RE-APPOINTMENT OF MR. M.V. RAJA RAO AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR.**

To consider, and if thought fit, to pass, the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Venkatraja Manchi Rao (DIN: 00110363), Independent Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for second term of five consecutive years with effect from 15th July, 2019 to 14th July, 2024 and whose office shall not be liable to retire by rotation".

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby authorized to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto".

4. RE-APPOINTMENT OF MR. PRAKASH YASHWANT GURAV AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR.

To consider, and if thought fit, to pass, the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Prakash Yashwant Gurav (DIN: 02004317), Independent Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for second term of five consecutive years with effect from 15th July, 2019 to 14th July, 2024 and whose office shall not be liable to retire by rotation".

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby authorized to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto".

5. RE-CLASSIFICATION OF MRS. SHALINI GUPTA FROM CATEGORY OF "PROMOTER AND PROMOTER GROUP" TO CATEGORY OF "PUBLIC" IN RELATION TO THE COMPANY

Pursuant to the receipt of the request letter dated March 27 2019 (received by the Company on 5 April 2019) from Mrs. Shalini Gupta ("**Outgoing Promoter**") requesting to be reclassified from the category of "promoter and promoter group" to the category of "public" in relation to the Company, the board of directors of the Company ("**Board**") at the meeting held on May 22, 2019 approved the re-classification in relation to the Outgoing Promoter subject to the approval of the Members and compliance with applicable laws.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**

"RESOLVED THAT pursuant to the provisions of the applicable laws, including Regulation 31A of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 "**SEBI LODR Regulations**") and other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, issued by the Securities and Exchange Board of India ("**SEBI**") and/or any other appropriate statutory/regulatory authority, subject to the receipt of requisite approvals, consents, permissions and/or sanctions, if any, from the governmental authority and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the said governmental authorities while granting any such approvals, the enabling provisions of the memorandum of association and articles of association of the Company, the consent of the Members be and is hereby accorded to re-classify the following Outgoing Promoter from the category of "promoter and promoter group" to the category of "public" in relation to the Company:

Name	Number of Equity Shares Held	% of the paid up capital of the Company
Mrs. Shalini Gupta	58030	0.06 %

RESOLVED FURTHER THAT after such re-classification of the Outgoing Promoter, only the following persons/entities shall be the Promoters of the Company:

Name	Number of Shares Held	% of the paid up capital of the Company
Jupiter Wagons Limited (" JWL ")	4,06,66,835	45.45%
Jupiter Forgings & Steel Private Limited (" JFSPL ")	9,71,504	1.09%
Murari Lal Lohia (" ML Lohia ")	12,95,336	1.45%
Murari Lal Lohia Hindu Undivided Family (represented by Mr. Murari Lal Lohia (as the Karta) (" ML Lohia HUF ")	45,33,678	5.07%
Tatravagonka A.S. (" Tatravagonka ")	68,00,518	7.60%

(JWL, JFSPL, ML Lohia, ML Lohia HUF and Tatravagonka collectively referred to as the "**New Promoters**" of the Company who became promoters of the Company effective from January 22, 2019)

RESOLVED FURTHER THAT upon receipt of approval from each of BSE Limited and National Stock Exchange of India Limited (collectively the "**Stock Exchanges**") pursuant to the application submitted by the Company for re-classification of the Outgoing Promoter, the Company shall effect such re-classification in the 'statement of shareholding pattern' from the immediately succeeding quarter in accordance with Regulation 31 of the SEBI LODR Regulations and shall ensure compliance with SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time and other applicable laws.

RESOLVED FURTHER THAT any of the directors of the Company or the company secretary or the compliance officer or such other person as authorised by the Board, be and are hereby authorised to submit the application for re-classification of the Outgoing Promoter to the Stock Exchanges or SEBI or any other regulatory body as may be required and to take such steps as may be expedient or desirable to give effect to this resolution."

By Order of the Board

FOR COMMERCIAL ENGINEERS & BODY BUILDERS CO LIMITED

Registered Office:
48, Vandana Vihar, Narmad Road,
Gorakhpur, Jabalpur (M.P.)

Date : August 23, 2019

(Amit K Jain)
Company Secretary
Membership No. -A39779
PAN:ABBPJ7524N

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 39th ANNUAL GENERAL MEETING ("MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY IN ORDER TO BE VALID AND EFFECTIVE MUST BE DELIVERED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN FORTY EIGHT HOURS BEFORE COMMENCEMENT OF THE MEETING.**
2. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the registered office of the Company a certified true copy of the latest board resolution authorizing their representative to attend and vote at the meeting on their behalf.
3. Proxy shall not have a right to speak at the meeting and shall not be entitled to vote except on a poll.
4. A person appointed as proxy shall act on behalf of not more than 50 Members and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. However, a member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as a proxy for any other person or member.
5. Proxy prescribed Form No. MGT-11 is enclosed herewith.
6. Attendance at the meeting will be regulated through the attendance slip and will be verified with the records maintained with the Company. The Members who hold shares in dematerialised form are requested to quote their DP ID and Client ID number(s) and those who hold shares in physical form are requested to quote their folio number(s) in the attendance slip to facilitate their identification at the meeting.
7. The relevant statement pursuant to the provisions of Section 102 of the Companies Act 2013, setting out material facts and reasons in respect of item nos. **1 – 5** of this notice, is annexed herewith.
8. Route map for the venue of the meeting is attached herewith, for your ready reference.
9. In accordance with the provisions of Section 101 of the Companies Act 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014, as amended, this notice is being sent by e-mail to those Members who have registered their email address with their depository participant ("**DP**") (in case of electronic shareholding) or with Karvy Fintech Pvt. Limited ("**Karvy**") (in case of physical shareholding).

We, therefore request you to register your email ID with your DP (in case of electronic shareholding) or with Karvy (in case of physical share holding) mentioning your demat account/Folio no(s).

However, in case you wish to receive the above document in physical form, you may write to Karvy at the address mentioned below or send an email to Karvy, mentioning your demat account details/Folio no (s) to enable Karvy to record your decision and arrange to send the said documents to your registered address, free of cost.

Commercial Engineers & Body Builders Co Limited

(CIN:L24231MP1979PLC049375)

Registered Office:

48, VanadanaVihaar,

Narmada Road, Gorakhpur,

Jabalpur (M.P.) – 482001

Website:www.cebbco.com

PhoneNo.: Registered office: 0761-2661336 ,

Email: cs@cebbco.com

Karvy Fintech Limited

Unit: Commercial Engineers & Body Builders
Company Limited

Karvy Selenium Tower B,

Plot 31-32, Gachibowli,

Financial District, Nanakramguda,

Hyderabad – 500 032.

Phone No. : 040-67162222

Email: evoting@karvy.com

Contact Persons: Mr. N. Shyam

10. The Company 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.

11. Remote E-Voting:

- I. In compliance with the provisions of Regulation 44 of the SEBI Listing Regulations and Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the Company is pleased to provide e-voting facility through Karvy, to enable its members to cast their votes electronically in respect of item no. **1-5** as set out in this notice..
- II. The voting rights of the Members (for voting through remote e-voting or by ballot paper at the Meeting) shall be in proportion to their shares of the paid-up Equity share capital of the Company as on September 21, 2019 (the cut-off date).
- III. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
- IV. Members who have cast their vote by remote e-voting prior to the Meeting, may also attend the Meeting, but shall not be entitled to cast their vote again.
- V. The instructions for remote e-voting, are as under:

In case of Members receiving this Notice by e-mail:

- a) Enter the login credentials (i.e., User ID & Password) mentioned in the e-mail, your Folio / DP ID & Client ID will be your USER ID. Please note that the password is an initial password.
- b) Use the following URL for e-voting:
From Karvy website: <http://evoting.karvy.com>
- c) Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date, may cast their vote electronically.
- d) Enter the login credentials. Your Folio No. / DP ID & Client ID will be your user ID.
- e) After entering the details appropriately, click on LOGIN.
- f) 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. The system will prompt you to change your password and update any contact details like mobile number, email ID, etc., on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- g) You need to login again with the new credentials.
- h) On successful login, the system will prompt you to select the EVENT i.e., Commercial Engineers & Body Builders Co Limited.

- i) On the voting page, enter the number of shares as on the said cut-off date under FOR/AGAINST or alternately you may enter partially any number in FOR and partially in AGAINST but the total number in FOR/AGAINST taken together should not exceed your total shareholding, as on the said cut-off date. You may also choose the option ABSTAIN.
- j) Members holding multiple folios / demat account shall choose the voting process separately for each folios / demat account.
- k) Cast your vote 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. During the voting period, Members can login any number of times till they have voted on the resolution.
- l) Once the vote on the resolution is cast by the Members, he/ she shall not be allowed to change it subsequently.
- m) Institutional Members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter, etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer through e-mail to sk_gupta1@rediffmail.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_EVENT No."
- n) The period for casting of votes through e-voting shall commence from September 25, 2019 from 10:00 a.m. and end on September 27, 2019 at 5.00 p.m. During this period Members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. September 21, 2019, may cast their vote electronically. The e-voting module shall be disabled by Karvy for voting thereafter.
- o) In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Members and e-voting User Manual for Members, available at the download section of <https://evoting.karvy.com> or contact Karvy Fintech Private Limited at Tel No. 1800 345 4001 (toll free).
- p) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any special item, it will be treated as abstained.
- q) Further, the Members who have casted their vote electronically shall not vote by way of poll, if held at the Meeting.

In case of Members receiving this Notice by Post/Courier:

- a) Initial password is provided, at the bottom of the Attendance Slip.

EVEN (E Voting Event Number)	USER ID	PASSWORD/PIN

- b) Please follow the steps stated at serial Nos. V (b) to V (o) above, to cast your vote by electronic means.

- VI. In case you have forgotten your password, click on the "Forgot Password" link on the Home Page of the website <https://evoting.karvy.com>. You can retrieve your password through the following options:
- i. **E-Voting Website:** If your e-mail is registered against your Folio No. / DP ID & Client ID, enter your Folio / DP ID Client ID and PAN to receive password.
 - ii. **Customer Care:** Call the Customer Care 040-67162222 for related services such as to reset password, unlock the account, register new e-mail ID, mobile number, etc. or send an email to evoting@karvy.com / einward.ris@karvy.com.
- VII. Voting will also be conducted after conclusion of the Meeting by way of Poll, to enable any Shareholder who has not cast their vote through remote e-voting in accordance with Rule 21 of the Companies (Management and Administration) Rules, 2014, as amended.
- VIII. The Scrutinizer shall, immediately after the conclusion of voting at the Meeting, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company and submit not later than three days of the conclusion of the Meeting, a Consolidated Scrutinizer's Report of the total votes cast in favour and against, if any, to any one of the Directors duly authorized by the Board, who shall countersign the same.
- IX. The Results declared along with the Scrutinizer's Report will be communicated to Stock Exchange immediately after the Results are declared by any one of the Directors duly authorized by the Board in this regard, and will be uploaded on the Company's website i.e., www.cebbco.com and Karvy's website i.e., <https://evoting.karvy.com>. The Results will also be displayed at the Registered and Corporate Offices of the Company. The Resolutions shall be deemed to have been passed on the date of the Meeting.
12. The company has notified closure of register of members and share transfer book from Wednesday, September 25, 2019 to Saturday, September 28, 2019 (Both days inclusive).
13. Documents referred to in this Notice and Statement setting out material facts in respect of the items set out in this Notice are open for inspection by the Members at the Registered Office of the Company from 12.00 noon to 2.00 p.m. on all working days except Saturdays, Sundays, Public Holidays and National Holidays, from the date hereof up to the date of the Meeting.
14. The Notice of the AGM is being sent to those members / beneficial owners whose name appears in the registers of members / list of beneficiary received from the depositories on August 23, 2019.

By Order of the Board

FOR COMMERCIAL ENGINEERS & BODY BUILDERS CO LIMITED

Registered Office:

48, Vandana Vihar, Narmada Road,
Gorakhpur, Jabalpur (M.P.)

Date: August 23, 2019

(Amit K Jain)

Company Secretary

Membership No. -A39779

PAN:ABBPJ7524N

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

As required under Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out material facts relating to the special business set out at Item Nos. 2 to 5 of the accompanying Notice dated August 23, 2019.

Item No-2

As required under section 160 of the Companies Act, 2013, the Company has received a Notice along with requisite deposit from a member proposing the candidature of Mrs. Madhuchhanda Chatterjee for her appointment as Director of the Company.

Mrs. Madhuchhanda Chatterjee fulfills all the conditions given under section 196(3) and Schedule -V to the Companies Act, 2013 for being eligible for his appointment. She is not disqualified in terms of section 164 of the Companies Act, 2013 from being appointed as Director and has given her consent to act as Director.

This explanatory statement and the Resolution set out at Item No. 2 of this Notice may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

Profile and other particulars of Mrs. Madhuchhanda Chatterjee, as required under the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meeting issued by the Institute of Company Secretaries of India, are provided under heading "PROFILE OF DIRECTORS" forming part of this Notice.

The members' approval is being sought for appointment of Mrs. Madhuchhanda Chatterjee as Non- Executive Director of the Company in terms of applicable provisions of the Companies Act, 2013 and rules made thereunder.

The Board recommends the Resolutions set out at item no. 2 of the Notice for approval of the Members as an Ordinary Resolutions.

None of the Directors, Key Managerial Personnel or their relatives, except Mrs. Madhuchhanda Chatterjee to whom the resolutions relate, are in anyway concerned or interested in the above.

Item No.-3

Mr. Venkat Raja Manchi Rao was appointed as an Independent Non-Executive Director of the Company by the members at the 34th AGM of the Company held on 29th September, 2014 for a period of five consecutive years commencing from 15.07.2014 to 14.07.2019.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of up-to five consecutive years on the Board of a Company.

Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Venkat Raja Manchi Rao, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for second term of five consecutive years from 15 July, 2019 up-to 14 July, 2024.

The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has also given his consent to continue to act as Director of the Company, if so appointed by the members.

In the opinion of the Board, Mr. Raja Rao fulfills the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his reappointment as an Independent Non-Executive Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Raja Rao as an Independent Non-Executive Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (12.00 am to 02:00 pm) on any working day, except Saturday and Sunday, up-to and including the date of AGM of the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Raja Rao as an Independent Director.

Accordingly, the Board recommends passing of the Special Resolution in relation to re-appointment of Mr. Raja Rao as an Independent Director for another term of five consecutive years with effect from 15 July, 2019 up-to 14 July, 2024, for the approval by the shareholders of the Company.

Except Mr. Raja Rao, being an appointee and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the accompanying Notice of the AGM. Mr. Raja Rao is not related to any Director of the Company.

Item No-4

Mr. Prakash Yashwant Gurav was appointed as an Independent Non-Executive Director of the Company by the members at the 34th AGM of the Company held on 29th September, 2014 for a period of five consecutive years commencing from 15.07.2014 to 14.07.2019.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of up-to five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of up-to five consecutive years on the Board of a Company.

Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Prakash Yashwant Gurav, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for second term of five consecutive years from 15 July, 2019 up-to 14 July, 2024.

The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under subsection (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has also given his consent to continue to act as Director of the Company, if so appointed by the members.

In the opinion of the Board, Mr. Prakash Yashwant Gurav fulfills the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his reappointment as an Independent Non-Executive Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Prakash Yashwant Gurav as an Independent Non-Executive Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (12.00 am to 02:00 pm) on any working day, except Saturday and Sunday, up-to and including the date of AGM of the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Prakash Yashwant Gurav as an Independent Director.

Accordingly, the Board recommends passing of the Special Resolution in relation to re-appointment of Mr. Prakash Yashwant Gurav as an Independent Director for another term of five consecutive years with effect from 15 July, 2019 up-to 14 July, 2024, for the approval by the shareholders of the Company.

Except Mr. Prakash Yashwant Gurav, being an appointee and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the accompanying Notice of the AGM. Mr. Prakash Yashwant Gurav is not related to any Director of the Company.

Item No-5

Re-classification of Mrs. Shalini Gupta from category of “promoter and promoter group” to category of “public” in relation to the Company

1. Pursuant to the request letter dated March 27, 2019 received on April 5, 2019 from the Outgoing Promoter i.e., Ms. Shalini Gupta, requesting to be re-classified from the category of "promoter and promoter group" to the category of "public" in relation to the Company ("**Request Letter**"), the Board at the meeting held on May 22, 2019 discussed and analyzed the request for re-classification received from the Outgoing Promoter.
2. The Board after considering the above was of the view that given the change in control and ownership of the Company in favour of the New Promoter, the request for re-classification in relation to aforementioned Outgoing Promoter should be accepted and accordingly approved such re-classification subject to the approval of the Members and compliance with applicable laws.
3. Further, the Members are informed that the Request Letter sets out that the Outgoing Promoter along with the person related to the Outgoing Promoter, collectively:
 - (a) do not hold more than ten percent (10%) of the total voting rights in the Company;
 - (b) do not exercise control over the affairs of the Company, directly or indirectly;
 - (c) do not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements;
 - (d) are not being represented on the board of directors (including not having a nominee director) of the Company;
 - (e) do not act as a key managerial person of the Company;
 - (f) are not 'wilful defaulter(s)' as per the Reserve Bank of India guidelines; and
 - (g) are not fugitive economic offender(s).
4. In addition, Request Letter also states that Outgoing Promoter will continue to comply with the conditions set out at (a) – (c) of point (iii) above for a period of 3 years after Outgoing Promoter's reclassification. Further, Request Letter states the Outgoing Promoter shall not (a) be represented on the Board (including not having a nominee director); and (b) act as a key managerial personnel of the Company.
5. The Board had accorded its consent to re-classify the Outgoing Promoter of the Company from the category of "promoter and promoter group" to the category of "public" in relation to the Company at the meeting of the Board held on May 22, 2019, after discussing, analyzing and considering the contents of the Request Letter (including the extracts set out above) and the rationale behind the requests of the Outgoing Promoter seeking re-classification i.e., change in ownership and control of the Company being effected in favour of the New Promoter (i.e., JWL, JFSPL, ML Lohia, ML Lohia HUF and Tatravagonka)..

Regulation 31A of the SEBI LODR Regulations requires that in the event the Board receives an application from a promoter requesting that such promoter be re-classified from the category of "promoter and promoter group" to the category of "public", the board of directors need to analyse such requests for re-classification and place such proposal before the Members in a general meeting for approval along with the views of the Board of the Company, provided that, there shall be a time gap of at least 3 (three) months between the time of the promoter seeking re-classification and the date of the general meeting of the Members for approving such re-classification. In view of the above, the Board has approved the request for reclassification of the Outgoing Promoter at the meeting of the Board held on May 22, 2019 and Annual General meeting of the Members is proposed to be convened on 28th September, 2019 to consider and approve such request for reclassification of the Outgoing Promoter.

6. Outgoing Promoter along with the person related to Outgoing Promoter shall not vote on the resolution set out at Item No. 5 of this Notice for approving the request for re-classification of Outgoing Promoter.
7. None of the directors or key managerial personnel of the Company including their relatives are interested or concerned in the resolution except to the extent of their shareholding, if any, in the Company.
8. The Request Letter is available for inspection at the registered office of the Company from 12.00 noon to 2.00 p.m. on all working days, except Saturdays, Sundays, public holidays and national holidays, from the date hereof up to the date of the Annual General Meeting.
9. The Board recommends the ordinary resolution set out at Item No. 5 of this Notice for approval by the Member.

Profile of Directors -

Name of the Independent Director – Mr. Prakash Yashwant Gurav		
1.	Reason for Change	Re-Appointment as Independent Director
2.	Date of Appointment & term of Appointment	For second term of 5 consecutive years from 15th of July 2019 to 14.07.2024
3.	Brief Profile (In case of Appointment)	Mr. P.Y. Gurav is a Qualified Chartered Accountant with more than 39 years of professional experience. For 19+ years, he was associated with Cummins India Limited, a subsidiary of Cummins Inc., USA. He was on the Board of Cummins India Limited as an alternate Director and was also on the Board of many Cummins entities in India. He led the Finance function and was a member of senior management operations team, responsible for oversight of Cummins India operations. He has also worked in Tata Motors Limited for 12+ years and was Senior Vice President Corporate Finance at the time of his retirement. He is currently associated with some companies as Board members. He have an extensive experience in Financial Reporting, Taxation, Costing, IT and Business Management
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	1. Kolte Pati developers Limited 2. Tide Water OIL Co. India Limited
6.	Membership of the Committees	1) Nomination and Remuneration Committee 2) Corporate Social Responsibility Committee 3) Stakeholder Relationship Committee 4) Audit Committee
7.	Date of Birth / Age	28/12/1953 / 65 years

Name of the Independent Director – Mr. M.V. Raja Rao		
1.	Reason for Change	Re-Appointment as Independent Director
2.	Date of Appointment & term of Appointment	For second term of 5 consecutive years from 15th of July 2019 to 14.07.2024
3.	Brief Profile (In case of Appointment)	Bachelor of Engineering (Metallurgy) .Graduated in June 1969 from Regional Engineering college , Surathkal, Karnatak State. Worked as Graduate trainee in M/S Laxmi Machine Works, Coimbatore, Tamil Nadu from July 1969 till April 1970. Worked in Tata Motors, Jamshedpur as graduate Engineer from May 1970 till June 1972 in Industrial Engineering, Foundry . Worked in Tata Motors, Pune from 1972 till Superannuation in September 2007 in various areas of manufacturing in Foundry, Production Engineering, Capital investments, Tools Engineering, and vehicle aggregate manufacturing and vehicle assembly lines of SUVs, LCVs, and M&HCVs.
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	1) Nomination and Remuneration Committee 2) Corporate Social Responsibility Committee 3) Stakeholder Relationship Committee 4) Audit Committee
7.	Date of Birth / Age	05/09/1947 / 72 years

Name of the Non-Executive Director – Mrs. Madhuchhanda Chhatterjee		
1.	Reason for Change	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. 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

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L24231MP1979PLC049375

Name of the company : Commercial Engineers & Body Builders Co Ltd

Registered office : 48, Vandana Vihar, Narmada Road, Gorakhpur, Jabalpur (M.P.)

Name of the member (s) :

Registered address :

E-mail Id :

Folio No/ Client Id :

DP ID :

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name :
- Address :
- E-mail Id :
- Signature :, or failing him

2. Name :
- Address :
- E-mail Id :
- Signature :, or failing him

3. Name :
- Address :
- E-mail Id :
- Signature :, or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Thirty Ninth Annual General Meeting of the company, to be held on the Sptember 28, 2019 at 11.00 A.M. at Hotel Samdariya, Dr. Barat Road, Russel Chowk, Jabalpur, (M.P.) and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	Resolution	For	Against
Ordinary / Special Business			
1	To consider and adopt the audited Financial Statements of the Company for the Financial year ended 31st March, 2019 and the Reports of the Board of Directors and Auditors thereon.		
2	To Consider and approve appointment of Mrs. Madhuchhanda Chhatterjee as Director of the company		
3	Re-Appointment of Mr. M.V. Raja Rao as an Independent Director of the company		
4.	Re-Appointment of Mr. Prakash Yashwant Gurav as an Independent Director of the company		
5.	Re-classification of Mrs. Shalini Gupta from category of “promoter and promoter group” to category of “public” in relation to the Company		

Signed this Day of 2019

Affix Rs. 1/- Stamp

Signature of Shareholders



Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.

Commercial Engineers & Body Builders Co. Ltd

Registered Office: 48, Vandana Vihar, Narmada Road, Gorakhpur, Jabalpur (M.P.)

Joint shareholders may obtain additional Attendance Slip on request at the venue of the meeting.

D.P. Id. *

Master Folio No.

Client Id. *

Name and address of the shareholder:

No. of Share(s) held:

I/We hereby record my/our presence at the **THIRTY NINETH ANNUAL GENERAL MEETING** of the company on Saturday, September 28, 2019 at 11:00 A. M. at Hotel Samdariya, Dr. Barat Road, Russel Chowk, Jabalpur (M.P.).

Signature of the shareholder or proxy.....

*Applicable for investors holding shares in electronic form.

ROUTE MAP

Annual General Meeting of Commercial Engineers & Body Builders Co Limited to be held at 11.00 a.m. on Saturday, September 28, 2019 at Hotel Samdareeya, Dr. Barat Road, Russel Chowk, Jabalpur, Madhya Pradesh.



Thank You



Commercial Engineers & Body Builders Co Limited

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

CIN: L24231MP1979PLC049375,

Telephone No. 0761-2661336

Email ID - cs@cebbco.com, Website - www.cebbco.com