

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, Website – www.cebbco.com, Tel – 0761-2661336

24.08.2020

To,

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

Dear Sir/Madam,

Scrip Code – BSE – 533272

NSE Symbol: CEBBCO

Sub: Postal Ballot Notice dated August 24, 2020

Pursuant to Regulation 30 read with Schedule III of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 we are enclosing herewith the Postal Ballot Notice dated August 24, 2020, as sent to the Members on their registered Email address, seeking approval for the following Special Businesses as set out in the said Postal Ballot Notice:

1. To Shift the Registered Office of the Company from the State of Madhya Pradesh to the State of West Bengal

The e-voting period commences on Wednesday, August 26, 2020 (9:00 hours IST) and ends on Thursday, September 24, 2020 (17:00 hours IST).

The said information is also being made available on the website of the Company i.e. www.cebbco.com

This is for your information and records.

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

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Tele No.: 07612611336 **Email address:** cs@cebbco.com, **Website:** www.cebbco.com

NOTICE OF THE POSTAL BALLOT

NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 AND RULES 20 AND 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 READ WITH SECTIONS 12, 13 OF THE COMPANIES ACT, 2013 AND RULE 30 OF THE COMPANIES (INCORPORATION) RULES, 2014.

Dear Member(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Rules 20, 22 of the Companies (Management and Administration) Rules, 2014 read with the General Circular No. 14/ 2020 dated April 8, 2020 and the General Circular No. 17/ 2020 dated April 13, 2020, in relation to "Clarification on passing of ordinary and special resolutions by Companies under the Act and the Rules made thereunder on account of the threat posed by COVID -19" and the General Circular No. 22/2020 dated June 15, 2020 in relation to extension of the framework provided in the aforementioned circulars up to September 30, 2020, issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars") and all other applicable rules framed under the Act, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force and as may be enacted hereinafter, to the members of **Commercial Engineers & Body Builders Co Limited** (the "Company"), to consider and if thought fit to pass the resolution set out herein below as a special resolution by way of a postal ballot in accordance with Section 12, 13, 110 of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014 for shifting the Registered office of the Company from the State of Madhya Pradesh to the State of West Bengal.

The proposed resolution along with the Explanatory Statement pursuant to Section 102 of the Act and other applicable legal provisions, pertaining to the said resolution setting out the material facts and the reasons thereof, is also appended. The proposed resolution and explanatory statement are being sent to you for your consideration.

Due to difficulty in dispatch of the Notice along with the Explanatory Statement and Postal Ballot form by post or courier, on account of threat posed by COVID- 19 pandemic situation and as permitted under the MCA Circulars, the Company is sending the Notice in electronic form only. In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed there under and the MCA Circulars, the Company has extended only the remote e-voting facility for its Members, to enable them to cast their votes electronically instead of submitting the postal ballot form. The instructions for remote e -voting are appended to the Notice. The members can vote on resolution through remote e-voting facility only. Assent or Dissent of the members on the resolution mentioned in the Notice would only be taken through the remote e-voting system as per the MCA Circulars.

The Board of Directors of the Company has appointed Mr. S.K. Gupta, Practising Company Secretary (Membership No. FCS: 2589; CP NO.: 1920), as the Scrutinizer for conducting the Postal Ballot (remote e-voting) process in a fair and transparent manner in accordance with the provisions of Rule 22 of the Companies (Management and Administration) Rules, 2014.

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The Scrutinizer will submit the report to the Chairman of the Company, upon completion of scrutiny of Postal Ballots in a fair and transparent manner and the result of the Postal Ballot will be announced within the statutory timelines. The result of the Postal Ballot will be posted on the Company's website viz. www.cebbco.com, and also on KFin Technologies Private Limited (KFin Tech) viz. <https://evoting.karvy.com> besides communicating to the Stock Exchanges where the shares of the Company are listed.

SPECIAL BUSINESS:

To shift the registered office of the company from the State of Madhya Pradesh to the State of West Bengal

To consider and if thought fit to give Assent / Dissent, to the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 12, 13, 110 and other applicable provisions, if any, of the Companies Act, 2013, read with Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject to the confirmation of the Central Government (power delegated to Regional Director) or such other Authorities as may be required, consent of the Company be and is hereby accorded to the alteration in Memorandum of Association of the Company so as to change the place of Registered Office of the Company from the State of Madhya Pradesh to the State of West Bengal and that the existing Clause II of the Memorandum of Association of the Company be substituted by the following new Clause II:

II. The Registered Office of the Company will be situated in the State of West Bengal.

"RESOLVED FURTHER THAT the aforesaid resolution becoming effective, the Registered Office of the Company be shifted from the State of Madhya Pradesh to the State of West Bengal at such place as may be decided by the Board of Directors of the Company."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion considers necessary, expedient and proper for giving effect to this resolution and the matters incidental, consequential and connected therewith."

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

Place: Jabalpur
Date: 24.08.2020

Sd/-
(AMIT KUMAR JAIN)
Company Secretary
ACS 39779

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NOTES

1. The Explanatory Statement pursuant to Section 102 of the Act and other applicable legal provisions, setting out material facts and reasons in relation to the special business set out in the notice above is annexed hereto.
2. Due to intermittent availability of postal and courier services, on account of threat posed by COVID-19 pandemic situation and in light of the MCA Circulars the Company is sending the Notice electronically to all the members whose e-mail addresses are registered with the Company or with the Depositories / Depository Participants or with the Company's Registrar and Transfer Agent i.e., KFin Technologies Private Limited ("KFin"), and express its inability to dispatch hard copy of the Notice along with postal ballot form and postage prepaid self-addressed business reply envelope to the members whose email address are not registered. To facilitate such members to receive this Notice electronically and cast their vote electronically, the Company has made special arrangement with its Registrar & Transfer Agent i.e., KFin, for registration of email addresses in terms of the MCA Circulars. The process for registration of email addresses is as under:
 - a. In light of the MCA Circulars, members who have not registered their email address and in consequence could not receive the remote e-voting notice may temporarily get their email address registered with the KFin, by clicking the link: <https://karisma.kfintech.com/emailreg> and follow the registration process as guided thereafter. Post successful registration of the email address, the member would get soft copy of the Notice and the procedure for remote e-voting along with the user ID and password to enable remote e-voting for this postal ballot. In case of any queries, members may write to: einward.ris@kfintech.com.
 - b. It is clarified that for permanent registration of email address, members are requested to register their email addresses, in respect of electronic holdings with their concerned depository participants and in respect of physical holdings with KFin Technologies Private Limited, Selenium, Tower B, Plot 31& 32, G a c h i b o w l i , F i n a n c i a l D i s t r i c t , Nanakramguda, Hyderabad – 500 032, India by following due procedure.
 - c. Those members who have already registered their email addresses are requested to keep their email addresses validated with their depository participants/ KFin to enable servicing of notices and documents electronically to their email address.
3. The Notice is being sent to/ published/ displayed for all the members, whose names appear in the register of members/ list of beneficial owners as received from National Securities Depository Limited ("NSDL")/ Central Depository Services (India) Limited ("CDSL") on Friday, 21st August, 2020, which will be considered for the purposes of remote e-voting. A person who is not a member as on the aforesaid date should treat this Notice for information purposes only.
4. The voting rights of the members shall be in proportion to their share in the paid-up equity share capital of the Company as on Friday, 21st August, 2020.

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5. The Board of Directors of the Company (the "Board") has appointed Mr. S.K. Gupta, Practicing Company Secretary (Membership No. FCS: 2589, CP No. 1920) as the scrutinizer to conduct the process of the Postal Ballot in a fair and transparent manner ("Scrutinizer").
6. The resolution passed by the members through postal ballot shall be deemed to have been passed as if the same has been passed at a general meeting of the members.
7. The Notice has also been placed on the website of the Company: www.cebbco.com and KFin's e-voting website: <https://evoting.karvy.com> and will also be available on the website of the stock exchanges i.e. www.bseindia.com and www.nseindia.com
8. A member cannot exercise his vote by proxy on Postal Ballot. All members are requested to cast their votes only through remote e-voting as per the procedure provided herein.
9. Voting through electronic means

Pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI Listing Regulations, MCA Circulars and any other applicable provisions, if any, the Company has extended remote e-voting facility to enable the members to cast their votes electronically through the remote e-voting services provided by KFin. The remote e-voting facility will be available during the following period:

Commencement of remote e-voting	From 9:00 A.M.(IST) on Wednesday, 26, August , 2020
End of remote e-voting	Upto 5:00 P.M. (IST) on Thursday, 24 September, 2020

The remote e-voting module shall be disabled by KFin for voting at 5:00 P.M. (IST) on Thursday, 24 September, 2020. Once the vote on the resolution is cast by a member, he or she will not be allowed to change it subsequently.

The procedure and instructions for remote e voting are as follows:

- a. Launch the internet browser by typing the URL <https://evoting.karvy.com>;
- b. Enter the login credentials (i.e., user ID and password). However, if you are already registered with KFin for remote e-voting, you can use your existing user ID and password for casting your vote;

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User ID	For members holding shares in demat form:- i) For NSDL:- 8 Character DP ID followed by 8-digit Client ID ii) For CDSL:- 16 digits Beneficiary ID / Client ID For members holding shares in physical form: - E-Voting Event Number ("EVENT") followed by folio no. registered with the Company.
Password	Your existing password/ unique password provided in the e-mail forwarding the electronic notice

- c. After entering these details appropriately, click on "LOGIN";
- d. You will now reach password change menu wherein you are required to mandatorily change your password. The new password shall comprise minimum eight characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and one special character (@, \$, # etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential;
- e. After changing password, you need to login again with the new credentials;
- f. On successful login, the system will prompt to select the EVENT for Adani Power Limited;
- g. On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date under each of the heading of the resolution and cast your vote by choosing the "FOR/ AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/ AGAINST" taken together shall not exceed your total shareholding as on Friday, 21st August, 2020. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head. Option "FOR" implies ASSENT to the resolution and "AGAINST" implies DISSENT to the resolution. If the member does not indicate either "FOR" or "AGAINST", it will be treated as "ABSTAIN" and the shares held will not be counted under either head;
- h. You may then cast your vote by selecting an appropriate option and click on "Submit";
- i. Members holding multiple folios/ demat accounts shall choose the voting process separately for each folio/ demat accounts;
- j. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained;

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- k. 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(s);
 - l. Corporate/ institutional members (i.e., other than individuals, HUF, NRI etc.) are also required to send scanned certified true copy (in pdf format) of the board resolution/ authority letter etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at skgupta1903@gmail.com with a copy marked to inward.ris@kfintech.com The scanned image of the above-mentioned documents should be in the naming format "Corporate Name EVENT";
 - m. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again. For any query or grievance pertaining to remote e-voting, members may write to Company at cs@cebbco.com or may contact shyam.kumar@kfintech.com Manager – KFin Technologies Private Limited (KFin), Unit Commercial Engineers & Body Builders Co Limited, Selenium, Tower B, Plot 31 & 32, Financial District, Gachibowli, Nanakramguda, Hyderabad - 500032, Tel. No.: +91 40 67162222 or send an e-mail at inward.ris@kfintech.com or may contact at their Toll Free No.: 1-800-34-54- 001 for any further clarifications. Further, members may also visit Help & FAQ's section available at KFin's website <https://evoting.karvy.com> .
10. Subject to, and in compliance with, the directions/notifications issued by the Central/State Government(s)/ relevant authorities on account of COVID-19 pandemic, all relevant documents referred to in the explanatory statement are available for inspection at the registered offices of the Company on all working days up to Thursday, 24 September, 2020. In the event a member is unable to inspect any document at the registered office of the Company, such member may write to the company secretary of the Company at cs@cebbco.com requesting supply of relevant documents referred in the explanatory statement. Further, any query in relation to the resolution proposed to be passed by postal ballot may be addressed to the Company Secretary of the Company at cs@cebbco.com.
11. The Scrutinizer will submit his report to the Chairman of the Company, or any person duly authorized by him after completion of the scrutiny of votes cast. The Chairman or any Director or any other person authorized by the Chairman shall declare the results of the postal ballot as per the statutory timelines. The results along with the Scrutinizer's report will also be posted on the websites of: the Company i.e., www.cebbco.com, KFin i.e., <https://evoting.karvy.com>, stock exchanges i.e., www.bseindia.com and www.nseindia.com and also on the website of the Depositories. Subject to, and in compliance with, the directions/notifications issued by the Central/ State Government(s)/relevant authorities on account of COVID-19 pandemic, the Company will also display the results at its registered office. The resolution, if passed by the requisite majority, shall be deemed to have been passed on the last date specified for remote e-voting i.e., Thursday, 24th September, 2020.

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ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT AND REASONS FOR THE PROPOSED RESOLUTION PURSUANT TO SECTION 102 READ WITH SECTION 110 OF THE COMPANIES ACT, 2013

The Company is primarily engaged in the business of fabrication of automobiles bodies, wagon manufacturing and allied activities and as per Clause II of the Memorandum of Association of the Company the Registered Office of the Company will be situated in the State of Madhya Pradesh. Pursuant to the Resolution Plan approved by the Consortium Lenders, a change in management control and ownership of the company has been effected in favour of new Promoters based in Kolkata in the State of West Bengal and the outgoing Promoters based in Jabalpur in the state of Madhya Pradesh have been de-classified from Promoters to Public Category after obtaining the requisite statutory and other approvals. In view of the change in management control and ownership of the company which now stands vested with the new Promoters based in the State of West Bengal, from the point of administrative convenience, economical and efficient management of affairs of the Company, it has been considered desirable to centralize Company's administrative control at Kolkata in the State of West Bengal. Accordingly, the Board of Directors of the company has decided to shift the Registered Office of the Company from the State of Madhya Pradesh to the State of West Bengal. The proposed change will in no way be detrimental to the interests of any member, creditor or employee of the Company in any manner whatsoever. Since the proposal involves the amendment of Clause II of the Memorandum of Association of the Company which can be effected by passing of special resolution subject to approval of the Central Government (power presently stands vested with the Regional Director, Ministry of Corporate Affairs having territorial jurisdiction over the registered office of the company) , in terms of the provisions of Section 12 and 13 of the Companies Act, 2013 read with Rule 30 of the Companies (Incorporation) Rules, 2014 through postal ballot process. The Board recommends the resolution for your approval.

None of the Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise, in the special resolution, except as shareholders of the company.

A copy of the Memorandum of Association of the Company together with proposed changes and other relevant documents are available for inspection of the members at the registered office of the company during business hours on all working days upto the date of the declaration of the results of the postal ballot.

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

Sd/-

Place: Jabalpur
Date: 24.08.2020

(AMIT KUMAR JAIN)
Company Secretary
ACS-39779