



# Commercial Engineers & Body Builders Co. Limited



...bodies in motion ...

AN ISO/TS 16949:2009 Company  
CIN-L24231UP1979PLC004837

Regd. Office : 84/105-A, G.T. Road, Kanpur Mahanagar, Kanpur - 208003 (U.P.) INDIA Email Id – cs@cebbco.com  
Head Office : 48, Vandana Vihaar, Narmada Road, Gorakhpur, Jabalpur (M.P.) Website – www.cebbco.com

September 30<sup>th</sup>, 2018

To,

The Secretary,  
BSE Limited,  
25<sup>th</sup> Floor, P J Towers,  
Dalal Street,  
**MUMBAI – 400 001**  
**Fax No.022 2272 2039/022 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 - 400 051**  
**Fax No. 022-2659 8237/38, 66418124/25/26**

**Sub: Intimation pursuant to regulation 44 of the Securities and Exchange Board of India (Listing  
Obligation and Disclosure Requirements), Regulation, 2015**  
**{Scrip code: 533272/CEBBCO EQ}**  
**Scrutinizer Report**

Dear Sir/Madam,

Kindly note that the 38<sup>th</sup> Annual General Meeting (AGM) of the Company has been duly convened on Friday, September 28<sup>th</sup>, 2018 at Stock Exchange Auditorium, U P Stock Exchange Building, Padam Towers, Civil Lines, Kanpur-208003 (U.P.). In this regard please find attached following -

1. Voting results in the prescribed format pursuant to regulation 44 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements), Regulation, 2015.
2. Consolidated Scrutinizer's Report Dated 29<sup>th</sup> September, 2018 by Mr. S.K. Gupta, partner – S. K. Gupta & Co. Company Secretaries, Kanpur (U.P.) (F.C.S. – 2589 and C.P. No – 1920), scrutinizer appointed to scrutinize the Electronic E-Voting process (Remote E-Voting as well as Poll).

Thanking You

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

<b>General information about company</b>	
Scrip code	533272
NSE Symbol	CEBBCO
MSEI Symbol	NOTLISTED
ISIN	INE209L01016
Name of the company	COMMERCIAL ENGINEERS AND BODY BUILDERS CO. LIMITED
Type of meeting	AGM
Date of the meeting / Date of declaration of results (in case of Postal Ballot)	28-09-2018
Start time of the meeting	03:00 PM
End time of the meeting	05:00 PM

<b>Scrutinizer Details</b>	
Name of the Scrutinizer	SHASHIKANT GUPTA
Firms Name	S.K. GUPTA & CO.
Qualification	CS
Membership Number	2589
Date of Board Meeting in which appointed	03-08-2018
Date of Issuance of Report to the company	29-08-2018

<b>Voting results</b>	
Record date	21-09-2018
Total number of shareholders on record date	12015
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	50
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	0
b) Public	0
No. of resolution passed in the meeting	5
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				TO CONSIDER AND ADOPT AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2018				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	30320558	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		30320558	0	0	0	0	0
Public- Institutions	E-Voting	8829698	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		8829698	0	0	0	0	0
Public- Non Institutions	E-Voting	15792708	4400	0.0279	4400	0	100	0
	Poll		800293	5.0675	800293	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		15792708	804693	5.0953	804693	0	100
Total		54942964	804693	1.4646	804693	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

<b>Details of Invalid Votes</b>	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To ratify the appointment of auditors and to fix their remuneration and in this regard to consider and, if thought fit, to pass, with or without modification(s)				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	30320558	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		30320558	0	0	0	0	0
Public-Institutions	E-Voting	8829698	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		8829698	0	0	0	0	0
Public- Non Institutions	E-Voting	15792708	4400	0.0279	4400	0	100	0
	Poll		800293	5.0675	800293	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		15792708	804693	5.0953	804693	0	100
Total		54942964	804693	1.4646	804693	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

<b>Details of Invalid Votes</b>	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



Resolution(3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Abhishek Jaiswal as Director / Chief Executive Officer				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	30320558	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		30320558	0	0	0	0	0
Public-Institutions	E-Voting	8829698	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		8829698	0	0	0	0	0
Public- Non Institutions	E-Voting	15792708	4400	0.0279	4400	0	100	0
	Poll		800293	5.0675	800293	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		15792708	804693	5.0953	804693	0	100
Total		54942964	804693	1.4646	804693	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

<b>Details of Invalid Votes</b>	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment / Re-Designation of Mr. Abhishek Jaiswal as Whole Time Director and Chief Executive Officer				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	30320558	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		30320558	0	0	0	0	0
Public-Institutions	E-Voting	8829698	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		8829698	0	0	0	0	0
Public- Non Institutions	E-Voting	15792708	4400	0.0279	4400	0	100	0
	Poll		800293	5.0675	800293	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		15792708	804693	5.0953	804693	0	100
Total		54942964	804693	1.4646	804693	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

<b>Details of Invalid Votes</b>	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(5)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Ms. Vineeta Shriwani as Non-Executive Independent Director				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	30320558	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		30320558	0	0	0	0	0
Public-Institutions	E-Voting	8829698	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		8829698	0	0	0	0	0
Public- Non Institutions	E-Voting	15792708	4400	0.0279	4250	150	96.5909	3.4091
	Poll		800293	5.0675	800293	0	100	0
	Postal Ballot (if applicable)							
	Total		15792708	804693	5.0953	804543	150	99.9814
Total		54942964	804693	1.4646	804543	150	99.9814	0.0186
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

<b>Details of Invalid Votes</b>	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



**S. K. GUPTA**  
F.C.S.

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**CONSOLIDATED SCRUTINIZER'S REPORT FOR E-VOTING AND POLL**

To,

The Chairman of the Thirty Eighth Annual General Meeting of the Shareholders of **Commercial Engineers & Body Builders Co Limited** held on Friday, the 28<sup>th</sup> September, 2018 at 3.00 P.M. at Auditorium of U.P. Stock & Capital Limited, 'Padam Towers', 14/113, Civil Lines, Kanpur – 208001 (U.P.).

Dear Sir,

I, S.K. Gupta, Company Secretary in practice, have been appointed as a Scrutinizer by the Board of Directors of **Commercial Engineers & Body Builders Co Limited** (the 'Company') for the purpose of Scrutinizing the remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) and on poll under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014, in respect of the resolutions contained in the Notice of the Thirty Eighth Annual General Meeting (AGM) of the Members of the Company held on Friday, the 28<sup>th</sup> September, 2018 at 3.00 P.M. at Auditorium of U.P. Stock & Capital Limited, 'Padam Towers', 14/113, Civil Lines, Kanpur – 208001 (U.P.).

2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules relating to remote e-voting and poll on the resolutions contained in the Notice of the Thirty Eighth Annual General Meeting of the Members of the Company. My responsibility as Scrutinizer for the remote e-voting process and for poll at the AGM is restricted to make a



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Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions contained in the notice of the Thirty Eighth Annual General Meeting, based on the reports generated from the e-voting system provided by Karvy Computershare Private Limited ("Karvy"), the Authorized Agency engaged by the Company to provide remote e-voting facility and physical ballot process at the time of poll at the AGM.

3. In respect of remote e-voting process conducted under my supervision, I hereby report as under:-

(i) In accordance with Rule 20 (4) (v) of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, the public notice by way of advertisement was published on 3<sup>rd</sup> September, 2018 in Financial Express (English) and on 1<sup>st</sup> September, 2018 in Rashtriya Sahara (Hindi) and the remote e-voting facility remained opened from Tuesday, the 25<sup>th</sup> September, 2018 (10.00 A.M.) to Thursday, the 27<sup>th</sup> September, 2018 (5.00 P.M.).

(ii) The Members of the Company as on the "cut off" date i.e. 21<sup>st</sup> September, 2018 were entitled to vote on the resolutions (Item Nos. 1 to 5) as set out in the Notice of the Thirty Eighth Annual General Meeting of the Company.

(iii) The remote e-voting process was blocked at 5.00 P.M. on Tuesday, the 27<sup>th</sup> September, 2018.



2



- (iv) The votes cast through remote e-voting process were unblocked on 29<sup>th</sup> September, 2018 after the conclusion of the Thirty Eighth Annual General Meeting in the presence of two witnesses, Ms. Divya Saxena and Ms. Anshula Choudhary, who were not in the employment of the Company and who witnessed the unblocking of votes.
- (v) Thereafter, the reports containing inter-alia, list of Equity Shareholders who voted "for, or "against" each resolution that was put to vote were generated from e-voting website of Karvy Computershare Private Limited ("Karvy") [<https://www.evoting.karvy.com>].
4. At the Annual General Meeting held on Friday, the 28<sup>th</sup> September, 2018, the Chairman of the Annual General Meeting ('AGM') provided polling papers to enable those Shareholders who did not cast their votes by the remote e-voting facility in respect of resolutions (Item Nos. 1 to 5 as set out in the Notice of the Thirty Eighth Annual General Meeting of the Company), to cast their vote at the said AGM. I as Scrutinizer conducted the poll procedure at the said AGM.
5. In respect of the poll process conducted under my supervision, I hereby report that:-
- (i) The poll box containing the poll papers was opened after the conclusion of the AGM in the presence of Ms. Divya Saxena and Ms. Anshula Choudhary, who were not employees of the Company.



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(ii) The votes were counted and the result of the poll was prepared in the presence of the aforesaid persons.

6. I have recorded details of all the votes casted by the Shareholders through remote e-voting and by poll and have also checked and verified the same. I have also carried out full count of the votes.

7. I hereby report the consolidated results of the votes cast by the Shareholders through remote e-voting and by poll as under:-

**ITEM NO. 1**

**Ordinary Resolution to consider and adopt the Audited Financial Statement of the Company for the financial year ended 31<sup>st</sup> March, 2018 together with the Reports of the Board of Directors and Auditors thereon.**

Particulars of Voting	Number of			Number of votes cast			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
In favour	3	45	48	4400	800293	804693	100.00
Against	--	--	--	--	--	--	--
Total	3	45	48	4400	800293	804693	100.00

**Result:** The Ordinary Resolution in respect of Item No. 1 of the Notice of the Annual General Meeting has been passed unanimously.



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**ITEM NO. 2**

**Ordinary Resolution for Ratification of the Appointment of M/s. BSR and Co. LLP, Chartered Accountants, Mumbai, as Statutory Auditors of the Company from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting of the Company.**

Particulars of Voting	Number of			Number of votes cast			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
In favour	3	45	48	4400	800293	804693	100.00
Against	--	--	--	--	--	--	--
Total	3	45	48	4400	800293	804693	100.00


**Result:** The Ordinary Resolution in respect of Item No. 2 of the Notice of the Annual General Meeting has been passed unanimously.

**ITEM NO. 3**

**Ordinary Resolution for the Appointment of Mr. Abhishek Jaiswal as Director of the Company liable to retire by rotation.**

Particulars of Voting	Number of			Number of votes cast			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
In favour	3	45	48	4400	800293	804693	100.00
Against	--	--	--	--	--	--	--
Total	3	45	48	4400	800293	804693	100.00

**Result:** The Ordinary Resolution in respect of Item No. 3 of the Notice of the Annual General Meeting has been passed unanimously.



**ITEM NO. 4**

**Ordinary Resolution for the Appointment of Mr. Abhishek Jaiswal as Whole-time Director of the Company designated as Executive Director & Chief Executive Officer.**

Particulars of Voting	Number of			Number of votes cast			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
In favour	3	45	48	4400	800293	804693	100.00
Against	--	--	--	--	--	--	--
Total	3	45	48	4400	800293	804693	100.00

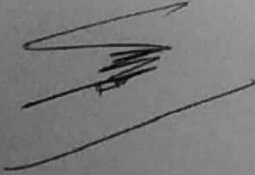
**Result:** The Ordinary Resolution in respect of Item No. 4 of the Notice of the Annual General Meeting has been passed unanimously.

**ITEM NO. 5**

**Ordinary Resolution for the Appointment of Ms. Vineeta Shriwani as an Independent Director of the Company.**

Particulars of Voting	Number of			Number of votes cast			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
In favour	2	45	47	4250	800293	804543	99.98
Against	1	--	1	150	--	150	0.02
Total	3	45	48	4400	800293	804693	100.00

**Result:** The Ordinary Resolution in respect of Item No. 5 of the Notice of the Annual General Meeting has been passed with requisite majority.

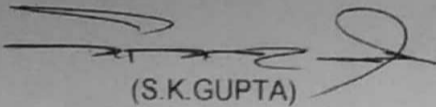




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8. I further report that 4 (Four) Ballot papers comprising of 15,250 shares were found to be invalid and were not considered for the declaration of results.
9. The above results may accordingly be declared by the Chairman of the Company / person duly authorized by Chairman in writing. The Company is also hereby instructed to put up the results on its Website and also that of "Karvy" and inform the Stock Exchanges accordingly.
10. All the relevant records of e-voting and poll papers will remain in my safe custody until the Chairman considers, approves and signs the Minutes of the Thirty Eighth Annual General Meeting and the same shall be handed over thereafter to the Chairman / Company Secretary for safe keeping.



(S.K.GUPTA)  
Practising Company Secretary

F.C.S -2589  
C.P - 1920



(ABHISHEK JAISWAL)  
Chairman of the Meeting

Place: Kanpur  
Date: 29<sup>th</sup> September, 2018