

Commercial Engineers & Body Builders Co. Limited



CIN-L28100MP1979PLC049375

Regd. / Corp. Office : 48, Vandana Vihar, Narmada Road, Gorakhpur, Jabalpur (M.P.) INDIA
Email Id – cs@cebbco.com, Website – www.cebbco.com, Tel - 07612661336

05.09.2021

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
KFin Technologies Private Limited**
Selenium Tower B, Plot Nos. 31 & 32, Financial
District Nanakramguda, Serilingampally
Hyderabad - 500032 | India
Toll Free No: 1800-309-4001

Sub: Notice of 41st Annual General Meeting and Book Closure
Scrip code: 533272(BSE)/CEBBCO EQ(NSE)

Dear Sir/Madam,

This is to inform that **41st Annual General Meeting** of the members of the Company will be held on **Tuesday, September 28, 2021 at 01.00 p.m., through Video Conferencing (VC) / Other Audio-Visual Means (OAVM)**

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 **Saturday, 25th September, 2021 to Tuesday, 28th September, 2021 (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 20th, 2021**, may cast their vote electronically on the Businesses as set out in the Notice of the Annual General Meeting through electronic voting system of Kfin Technologies Private Limited / CDSL / NSDL. All the members are informed that the voting through electronic means shall commence on **September 25, 2021 at 09.00 a.m. and end on September 27, 2021 at 05.00 p.m.** 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 & Body Builders Co Limited




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



Date: 01 September 2021

Dear Member, Directors & Auditors

You are cordially invited to attend the **41st Annual General Meeting (the 'AGM')** of the members of Commercial Engineers & Body Builders Co Limited (the 'Company') to be held on, **Tuesday, 28th September 2021** at **01.00 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

Deepesh Kedia
Company Secretary
ACS No.: A34616
PAN: BHMPK7579L

Commercial Engineers & Body Builders Co Limited**Regd. Office: 48, Vandana Vihar, Narmada Road, Gorakhpur,****Jabalpur (M.P.) 482001 India****CIN: L28100MP1979PLC049375,****Telephone No. - 0761-2661336,****Email ID cs@cebbco.com, Website - www.cebbco.com****NOTICE**

NOTICE is hereby given that the 41st Annual General Meeting ('AGM') of the shareholders of Commercial Engineers & Body Builders Co Limited ("Company") will be held on Tuesday, 28th September 2021 at 01.00 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 31st March 2021, together with the Reports of Directors and Auditors thereon.

2. Appointment of Director retiring by rotation

To appoint a director in place of Mrs. 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.

SPECIAL BUSINESS**3. Appointment of Mr. Vivek Lohia as Non-Executive Director of the Company**

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) Mr. Vivek Lohia (DIN: 00574035), 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."

'RESOLVED FURTHER THAT pursuant to the other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Mr. Vivek Lohia 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.'

4. 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 fixtures, components for manufacture of wagons and containers, sale/purchase of sample products for development, and including purchase or supply of any goods or service incidental to company's business, on such terms and conditions as the Board of Directors may deem fit, up to an amount of Rs. 75 Crore (excluding GST) for the financial year 2021-22.

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 thereof, **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."

5. Ratification of the remuneration to be paid to the cost auditor

To ratify the remuneration payable to the Cost Auditor appointed by the Board of Directors of the Company for the financial year 2020-21 pursuant to Section 148 and all other applicable provisions of Companies Act, 2013, by passing with or without modification(s), the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 read with Rule 14 of Companies (Audit and Auditors) Rules, 2014 of the Companies Act, 2013, and other applicable provisions 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), **M/s K DAS & ASSOCIATES [Firm Registration No. - 004404]**, the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2021, be paid the remuneration amounting to Rs. 50000/- (exclusive of Goods and Service Tax & re-imbursment of outofpocket expenses);

RESOLVED FURTHER THAT Mr. Abhishek Jaiswal, Whole Time Director & C.E.O. and/or Mr. Deepesh Kedia, Company Secretary of the company be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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

**Deepesh Kedia
Company Secretary**

Place - Jabalpur

Date : 01 September 2021

NOTES

1. In view of the continuing restrictions on the movement of persons at several places in the country, due to outbreak of COVID-19, the Ministry of Corporate Affairs (MCA), vide its General Circular No. 20/2020 dated 5 May 2020 read with General Circular No. 14/2020 dated 8 April 2020, General Circular No. 17/2020 dated 13 April 2020 and General Circular No. 02/2021 dated 13 January 2021 and other applicable circulars issued by the Securities and Exchange Board of India (SEBI), has allowed the Companies to conduct the Annual General Meeting ('AGM') through Video Conferencing (VC) or Other Audio Visual Means (OAVM) during the calendar year 2021. In accordance with the said circulars of MCA, SEBI and applicable provisions of the Companies Act, 2013 (the 'Act') and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations'), the thirty-fourth AGM of the Company shall be conducted through VC/OAVM (hereinafter called 'e-AGM' or 'AGM'). KFin Technologies Private Limited ('KFin') will be providing facility for voting through remote e-voting, participation in the AGM through VC/OAVM facility and e-voting during the AGM. The procedure for participating in the meeting through VC/OAVM as explained below is also available on the website of the Company at <https://www.cebbco.com/investor>
2. In terms of sections 101 and 136 of the Act, read with the rules made thereunder, the listed companies may send the notice of AGM and the annual report, including financial statements, boards' report, etc. by electronic mode. Pursuant to the said provisions of the Act read with MCA Circulars, SEBI Circular dated 12 May 2020 and 15 January 2021, Notice of thirty-fourth e-AGM along with the Annual Report for FY2021 is being sent only through electronic mode to those members whose email addresses are registered with the Company/depositories. Members may note that the Notice of the thirty-fourth AGM and Annual Report for FY2021 will also be available on the Company's website at <https://www.cebbco.com/investor> and website of the stock exchanges i.e., BSE Ltd. ('BSE') at www.bseindia.com and National Stock Exchange of India Ltd. ('NSE') at www.nseindia.com and on the website of KFin at <https://evoting.kfintech.com>. In this notice, the term member(s) or shareholder(s) are used interchangeably.
3. The deemed venue for forty first e-AGM shall be the registered office of the Company
4. 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
5. 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 khaitan52@gmail.com with a copy marked to einward.ris@kfintech.com The scanned image of the above mentioned documents should be in the naming format "Corporate Name_EVENT No."
6. Statement pursuant to section 102 of the Act forms part of this Notice. The Board of Directors at its meeting held on 14 August 2021 has decided that the ordinary / special businesses set out under item no. 3 to 5, being considered 'unavoidable', be transacted at the forty first e-AGM of the Company
7. 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

8. 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 12.45 p.m. to 01.15 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 shareholders holding 2% or more shareholding, promoters, institutional investors, directors, key and senior managerial personnel, auditors etc.
9. Institutional Investors who are members of the Company are encouraged to attend and vote at the forty first e-AGM of the Company
10. 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.
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/.
12. Members who have not registered their email addresses and mobile numbers and consequently could not be served the Annual Report for FY2021 and Notice of thirty-fourth e-AGM, may temporarily get themselves registered with KFin, by following the procedure mentioned below:
 - a. Visit the link <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>
 - b. Select the company name i.e. Commercial Engineers & Body Builders Co Limited.
 - c. Select the Holding type from the drop down i.e. - NSDL/CDSL/Physical
 - d. Enter DP ID Client ID (in case shares are held in electronic form)/Physical Folio No. (in case shares are held in physical form) and PAN.
 - e. If PAN details are not available in the system, the system will prompt to upload a self-attested copy of the PAN card for updating records.
 - f. In case shares are held in physical form and PAN is not available in the records, please enter any one of the Share Certificate No. in respect of the shares held by you.
 - g. Enter the email address and mobile number.
 - h. System will validate DP ID Client ID/Folio No. and PAN/Share certificate No., as the case may be, and send OTP at the registered Mobile number as well as email address for validation.
 - i. Enter the OTPs received by SMS and email to complete the validation process. OTP will be valid for 5 minutes only.
 - j. The Notice and e-voting instructions along with the User ID and Password will be sent on the email address updated by the member.
 - k. Please note that in case the shares are held in electronic form, the above facility is only for temporary registration of email address for receipt of the Notice and the e-voting instructions along with the User ID and Password. Such members will have to register their email address with their DPs permanently, so that all communications are received by them in electronic form.

1. In case of queries, members are requested to write to einward.ris@kfintech.com or call at the toll free number 1800-309-4001.
13. 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/for_obtaining_thesame. Members are requested to support our commitment to environmental protection by choosing to receive the Company's communication through e-mail going forward.
14. 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.
15. 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.
16. 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
17. 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.
18. 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 25th September 2021 (9.00 a.m.) upto 26th September 2021 (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.
19. For more details on shareholders' matters, please refer to the chapter on General Shareholder Information, included in the Annual Report.
20. Since the meeting will be conducted through VC/OAVM facility, the Route Map is not annexed in this Notice.
21. 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., 20th September 2021, such person may obtain the User ID and Password from KFin by e-mail request on shyam.kumar@kfintech.com.
22. 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 for obtaining the Annual Report and Notice of e-AGM
23. The Register of Members / share transfer books of the company will remain close from 25th September, 2021 up to 28th September, 2021 (Both days inclusive) for the purpose of AGM.
24. Pursuant to section 72 of the Act, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13. In respect of shares held in electronic/demat form, the members may please contact their respective depository participant.

A. VOTING THROUGH ELECTRONIC MEANS:

Voting through electronic means

- a. 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 SEBI Listing Regulations and in terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9 December 2020 in relation to e-voting facility provided by Listed Entities, the members are provided with the remote e-voting facility to exercise votes on the items of business given in the Notice, through the e-voting services provided by KFin or to vote at the e-AGM.
- b. The Members, whose names appear in the Register of Members/list of Beneficial Owners as on Monday, 20th September 2021 (end of day), being the cut-off date fixed for determining voting rights of members who are entitled to participate in the e-voting process. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
- c. Members can cast their vote online from 25th September 2021 (9.00 a.m.) till 27th September 2021 (5.00 p.m.). Voting beyond the said date shall not be allowed and the remote e-voting facility shall be blocked.
- d. Alternatively, members holding securities in physical mode may reach out on toll free number 1800 309 4001 for obtaining User ID and password or may write email from the registered email ID to evoting@kfintech.com.
- e. The details of the process and manner for remote e-voting are explained herein below:
- f. Login method for remote e-voting for Individual shareholders holding securities in demat mode
- g. Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9 December 2020 on “e-voting facility provided by Listed Companies”, e-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts / website of Depositories / DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process.
- h. Shareholders are advised to update their mobile number and e-mail ID with their DPs in order to access e-voting facility.
- i. Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders Login method

Individual shareholders holding securities in demat mode with NSDL

A. Users registered for NSDL IDeAS facility:

- 1. Open web browser by typing the following URL : <https://eservices.nsd.com/either> on a Personal Computer or on a mobile. Once the homepage of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section.
- 2. A new screen will open. Enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on “Access to e-voting” under e-voting services and you will be able to see e-voting page.
- 3. Click on options available against Company name or e-voting service provider
- KFinTech and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period.

B. Users not registered for IDeASe-Services:

Option to register is available at <https://eservices.nsd.com>. Select "Register Online for IDeAS" Portal or click at [https://eservices.nsd.com/SecureWeb/IdeasDirect Reg. jsp](https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp) and proceed with completing the required fields. After successful registration, please follow the steps given above to cast your vote.

C. By visiting the e-voting website of NSDL:

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL : <https://www.evoting.nsd.com>/either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the "Login" icon, available under the 'Share holder/Member' section.
2. A new screen will open. Enter your User ID (i.e. your 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site where in you can see e-voting page.
3. Click on options available against Company name or e-voting service provider
 - KFintech and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting.

Type of shareholders Login method

Individual Shareholders holding securities in demat mode with CDSL

A. Existing users who have opted for Easi/Easiest :

1. URL to login to Easi/Easiest : [https://web.cdslindia.com/myeasi/home/loginor www.cdslindia.com](https://web.cdslindia.com/myeasi/home/loginorwww.cdslindia.com) and click on login icon and select New System Myeasi
2. Share holder scan login through their existing user ID and password. Option will be made available to reach e-voting page without any further authentication.
3. After successful login on Easi/Easiest, the user will also be able to see the e-voting Menu. The menu will have links of ESPs. Click on KFintech to cast your vote.

B. Users who have not opted for Easi/Easiest:

Option to register for Easi/Easiest is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>. Proceed with completing the required fields. After successful registration, please follow the steps given above to cast your vote.

C. By visiting the e-voting website of CDSL:

1. The user can directly access e-voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & e-mail ID as recorded in the demat Account.
2. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and will also be able to directly access the system of e-Voting Service Provider i.e. KFintech.

Individual Shareholders (holding securities in demat mode) logging through their depository participants

1. Share holders can also login using the login credentials of their demat account through their Depository Participant registered with NSDL/CDSL for e-voting facility. Once logged-in, you will be able to see e-voting option.
2. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, where in you can see e-voting feature.
3. Click on option available against Company name or e-voting service provider- KFintech and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.

Important Note : Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode who need assistance for any technical issues related to login through Depository i.e. NSDL and CDSL:

Members facing any technical issue-NSDL

Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call on tollfree no.: 1800 1020 990 and 1800 22 44 30

Members facing any technical issue-CDSL

Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact on 022-23058738 or 022-23058542-43.

Login method for remote e-voting for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode

- 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 20th September 2021 (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 khaitan52@gmail.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

'BALEVENT No.'

xi. Members can cast their vote online from 25th September 2021 (9.00 a.m.) till 27th September 2021 (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 309 4001 (tollfree).

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 25th September 2021 (9.00 a.m.) up-to 26th September 2021 (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 forty first e-AGM can contact KFin at emeetings@kfintech.com or Helpline: 1800 309 4001.

D. GENERAL INSTRUCTIONS:

- i.** The Board has appointed Mr. Deepak Khaitan (FCS-5615) and Ms. ShrutiSinghania(ACS-49632), practicing Company Secretaries and Partners, M/s DeepeakKaihtan& Co. LLP, (Kolkata) 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 forty first e-AGM and announce the start of the casting of vote through the e-voting system of KFin.
- iii.** The Scrutinizer shall, immediately after the conclusion of 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 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 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 01st September, 2021

ANNEXURE TO THE NOTICE

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

As required under section 160 of the Companies Act, 2013, the Company has received a Notice along with requisite deposit proposing the candidature of Mr. VivekLohia for his appointment as Director of the Company.

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

This explanatory statement and the Resolution set out at Item No. 3 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 Mr. VivekLohia, 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 Mr. VivekLohia as Non- Executive Director of the Company in terms of applicable provisions of the Companies Act, 2013 and rules made thereunder

Except Mr. VivekLohia 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.

The Board recommends the Resolutions set out at item no. 3 of the Notice for approval of the Members as an Ordinary Resolutions.

Item No-4

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 forming's. 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. 75.00 Crore during the financial year 2021-22.

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 2021-22.

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	Except Mr. Vivek Lohia no other Director or KMP is Interested
3	Nature of Relationship	Promoter / Investor / Investing Company
4	Nature, material terms, monetary value and particulars of the contract or arrangement	Purchase of fixtures, components for manufacture of wagons and containers, sale/purchase of sample products for development, and including purchase or supply of any goods or service incidental to company's business Monetary value of proposed aggregate transactions during financial year 2021-22 is expected to be Rs. 75.00 Crore
5	Any other information relevant or important for the members to take a decision on the proposed resolution	As mentioned above.

Mr. Vivek Lohia is a common Director in Cebbco and Jupiter Wagons Limited, except Mr. Vivek Lohia, no other 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. 4 of this Notice as an Ordinary Resolution.

Item No.5

In accordance with the provisions of Section 148 of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014 (the Rules), the Company is required to appoint a cost auditor to audit the cost records of the Company.

On the recommendation of the Audit Committee, the Board of Directors of the Company has approved the appointment of M/s. K DAS & ASSOCIATES, Cost Accountants as the Cost Auditor of the Company for the financial year 2020-2021 at a remuneration of Rs. 50000/- (Rupees Fifty Thousand Only) plus reimbursement of all out of pocket expenses incurred, if any, in connection with the cost audit. The remuneration of the cost auditor is required to be ratified subsequently by the Members, in accordance with the provisions of the Act and Rule 14 of the Rules.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested in the Resolution at Item No. 5 of the Notice. Accordingly, the Board recommends the Ordinary Resolution at item no. 5 of this Notice for the approval of the Members.

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	<p>Dr. Chatterjee is the Executive Director of Anamika Kala Sangam, a premier Appointment) cultural organization of Kolkata. She has been a Lecturer in English in the Department of English, RabindraBharati 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.</p> <p>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</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	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 & 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 DIRECTOR MR. VIVEK LOHIA		
1.	Reason for Appointment / Change	Appointment as Director (Non-Executive, Non-Independent Director) of the company subject to approval of the shareholders
2.	Date of Appointment & term of Appointment	25 th Day of March 2021 N.A.
3.	Brief Profile (In case of Appointment)	<p>Mr. Vivek Lohia is a Management Graduate from the Wharton Business School, U.S.A., presently Mr. Lohia is serving as a Director on the Board of Jupiter Wagons Limited a promoter group company, a leading manufacturer of Wagons and equipment's for Railways and Engineering sector, he is also associated with many other companies, associations and committees on various positions.</p> <p>Mr. Lohia possesses in overall more than 20 years of vast experience in Service operations managements, Rail Transport Planning and management, infrastructure and transportation system, supply chain and logistics management, Marketing Management etc.</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	N.A.
6.	Membership of the Committees	N.A.
7.	Date of Birth	24/02/1974

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

**Deepesh Kedia
Company Secretary**

**Place - Jabalpur:
Date : 01 September 2021**



Commercial Engineers & Body Builders Co Limited

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

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