

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

28.09.2019

To,
The Secretary,
BSE Limited,
4th 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, 5th Floor, Plot No C/1 G Block,
Bandra Kurla Complex, Bandra (East)
Mumbai 400 051
Fax No. 022-2659 8237/38, 66418124/4/26

Sub: Outcome of the 39th Annual General Meeting of the members of Commercial Engineers & Body Builders Co. Limited (“Company”) held on September 28, 2019
{Scrip code: 533272/CEBBCO EQ}

Dear Sir/Madam,

This is to inform you that 39th Annual General Meeting (“AGM”) of the members of the Company has been duly convened and held on Saturday, September 28, 2019 at 11.00 a.m. at Hotel Samdareeya, Dr. Barat Road, Russel Chowk, Jabalpur (M.P.) – 482002.

The AGM was held to obtain the approval for the resolutions set out at the item numbers 1 to 5 set out in detail in the notice dated August 23, 2019 (“AGM Notice”).

Please note that pursuant to Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 (“SEBI Listing Regulations”), and the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the Company had extended e-voting facility to the members of the Company (“Members”) in respect of business transacted at the AGM through remote e-voting and voting at the AGM through poll by using ballot paper. The remote e-voting commenced on Wednesday, September 25, 2019 (10.00 A.M.) and ended on Friday, September 27, 2019, (5.00 P.M.). Shri S.K. Gupta (FCS-2589) and Ms. Divya Saxena (FCS-5639), Practicing Company Secretaries and Partners, M/s. S.K. Gupta & Co., Company Secretaries were appointed as Scrutinizer for e-voting and poll process.

All the resolutions set out in the AGM Notice was considered by the Members of the Company. A copy of the proceedings of the AGM in terms of Regulation 30 and Part A of Schedule III of the Listing Regulations has been annexed hereunder. Further, the Company shall submit the voting results in the format prescribed under Regulation 44 (3) Securities and

Commercial Engineers & Body Builders Co. Limited



...bodies in motion ...

AN ISO/TS 16949:2009 Company
CIN-L24231MP1979PLC049375

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Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Consolidated Scrutinizer's Report to the stock exchanges within the prescribed time period.

The same is for information and records.

Thanking you,
Yours faithfully,
For COMMERCIAL ENGINEERS AND BODY BUILDERS CO. LIMITED


Amit K Jain
Company Secretary



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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. 0657-220041 / 42
Factory (Unit VI) : Village Imlai, Near Deori Railway Station, P.O. Panagar, Jabalpur - 483220

ANNEXURE

Proceedings of the 39th Annual General Meeting as per Regulation 30 and Part A of Schedule III of the Listing Regulations

In pursuance of the AGM Notice, the AGM was held on September 28, 2019 at 11.00 A.M. at Hotel Samdareeya, Dr. Barat Road, Russel Chowk, Jabalpur – 482002 (Madhya Pradesh) for considering the resolutions set out at items numbers 1 to 5 of the AGM Notice.

1. Mr. Abhishek Jaiswal (**Whole time Director and CEO**) was elected as the chairperson of the AGM.
2. Mr. Abhishek Jaiswal chaired the meeting (“**Chairperson**”). He informed the Members present that the meeting was being convened to seek approval of the Members for the resolutions set out at items numbers 1 to 5 of the AGM Notice.
3. Mr. Amit Kumar Jain, the Company Secretary of the Company informed that the requisite quorum as prescribed under Section 103 of the Companies Act, 2013 was present in person and accordingly the Chairperson called the meeting to order.
4. The Chairperson introduced the persons seated on the dais. He then informed the Members that the AGM Notice for convening the meeting of the members of the Company was dispatched to all the members of the Company. The AGM Notice also advertised in the prescribed format in accordance with the applicable law.
5. Thereafter, the AGM Notice was taken as read with the permission of the Members.
6. The Chairperson presented a brief background of the resolutions set out at item numbers 1 to 5 of the AGM Notice.
7. Subsequently, the Chairperson informed that the Company provided the members of the Company with the facility to cast their vote electronically on the resolutions set out at item numbers 1 to 5 of the AGM Notice. Electronic voting commenced from September 25, 2019 at 10:00 a.m. and ended on September 27, 2019 at 5:00 p.m.
8. The Chairperson informed that 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 and ballot process in a fair and transparent manner.

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9. The Chairperson then invited the Members to express their views, ask questions and seek clarifications, if any, on the resolutions set out at item numbers 1 to 5 in the AGM Notice. The Chairperson responded to the queries raised by the Members present.
10. The Chairperson thereafter informed the Members that the resolutions contained in the AGM Notice will be put to vote by way of poll at this meeting in accordance with the provisions of Section 109 of the Companies Act, 2013. The Chairperson further informed that the shareholders who have already casted their votes through e-voting facility will not be eligible to cast their vote through poll at the meeting.
11. Following businesses were placed for consideration and approval of the members at the meeting:

No	Item No.	Resolution Required Ordinary/Special	Mode of Voting (Show of Hands/ Poll/ Postal Ballot/ E-Voting)
1.	To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2019 together with the Reports of the Board of Directors and Auditors thereon	Ordinary	E-Voting, Poll
2	Appointment of Mrs. Madhuchhandha Chatterjee as a Non-Executive Director of the Company, liable to retire by rotation	Ordinary	E-Voting, Poll
3.	Re-appointment of Mr. Venkatraja Manchi Rao [DIN: 00110363] as an Independent Non-Executive Director of the Company for second term of five consecutive years with effect from 15th July, 2019 to 14th July, 2024, not liable to retire by rotation	Special	E-Voting, Poll
4.	Re-appointment of Mr. Prakash Yashwant Gurav [DIN: 02004317] as an Independent Non-Executive Director of the Company for second term of five consecutive years with effect from 15th July, 2019 to 14th July, 2024, not liable to retire by rotation.	Special	E-Voting, Poll
5.	Re-classification of Mrs. Shalini Gupta from the category of 'Promoter and Promoter Group' to the category of 'Public' in relation to the Company.	Ordinary	E-Voting, Poll

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12. The Chairperson thereafter announced the poll to be taken on each item of business and requested Mr. S. K. Gupta and Ms. Divya Saxena, Practicing Company Secretaries, Scrutinizers to conduct the poll process in a fair and transparent manner.
13. The Chairperson further informed that result of Voting shall be declared at the Registered office of the Company after receipt of Scrutinizer's Report and Voting Results in the format prescribed under Regulation 44 (3) Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements), Regulation, 2015 alongwith Consolidated Scrutinizer's Report shall be submitted to the Stock Exchanges NSE and BSE within the stipulated period of 48 hours of the conclusion of the Annual General Meeting which will also be displayed at the Company's Website www.cebbco.com and on the website <http://evoting.karvy.com> for information of all concerned.
14. There being no other business to be transacted at the AGM, the Chairperson declared the AGM as concluded at 12.30 pm.
15. Mr. Amit K. Jain, the Company Secretary proposed a vote of thanks to the Chairperson.

For COMMERCIAL ENGINEERS AND BODY BUILDERS CO. LIMITED


Amit K Jain
Company Secretary



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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 15 th of July 2019 till 14 th of July 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 15 th of July 2019 till 14 th of July 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	Not related to any Director or Key Managerial Personnel of the Company.

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Directors		
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 Chatterjee		
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)	<p>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.</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

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