

Commercial Engineers & Body Builders Co. Limited



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

21.10.2020

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 October 20, 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 October 20, 2020, as sent to the Members on their registered Email address on October 21, 2020, seeking approval for the following Ordinary / Special Businesses as set out in the said Postal Ballot Notice:

1. Increase in Authorised Share Capital of the Company and Consequent Alteration in Clause V Of The Memorandum of Association.
2. Alteration in Objects Clause of the Memorandum of Association of the Company

The e-voting period commences on Thursday, October 22, 2020 (9:00 hours IST) and ends on Friday, November 20, 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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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

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 and 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. 33/2020 dated September 28, 2020 in relation to extension of the framework provided in the aforementioned circulars up to December 31, 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 resolutions set out herein below as Ordinary / Special resolutions by way of a postal ballot (remote e-voting) in accordance with Section 110 of the Companies Act, 2013, for increase in Authorized Share Capital of the Company and consequent alteration in Clause V of the Memorandum of Association of the Company and Alteration in the Objects Clause III of the Memorandum of Association of the Company.

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The proposed resolutions along with the explanatory statement pursuant to Section 102 of the Act and other applicable legal provisions, pertaining to the said resolutions setting out the material facts and the reasons thereof, are also appended. The proposed resolutions 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 resolutions through remote e-voting facility only. Assent or Dissent of the members on the resolutions 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, Practicing 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 votes cast 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:

Item No. 1

INCREASE IN AUHTORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT ALTERATION IN CLASUE V OF THE MEMORANDUM OF ASSOCIATION

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

“RESOLVED THAT pursuant to the provisions of Sections 13 and 61 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the enabling provisions of the Memorandum of Association

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of the Company (“**MoA**”) and Articles of Association of the Company (“**AoA**”), and subject to the receipt of requisite approvals, consents, permissions or sanctions, if any, from any other appropriate statutory or regulatory authority and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the said statutory or regulatory authorities while granting any such approvals, consents, permissions or sanctions, which may be agreed to by the Board of Directors of the Company (the “**Board**”), which term shall be deemed to include any committee(s) constituted/ to be constituted by the Board to exercise its powers including the powers conferred hereunder (the “**Committee**”), the consent of the members of the Company, be and is hereby accorded for increase in the authorised share capital of the Company from ₹180,05,00,000/- (Rupees One Hundred Eighty Crore and Five Lakh) **divided into: (a)** 9,20,50,000 (Nine Crore Twenty Lakh and Fifty Thousand) Equity Shares of ₹ 10 (Rupees Ten only) each aggregating to ₹92,05,00,000/- (Rupees Ninety Two Crore Five Lakh only); and **(b)** 88,00,000 (Eighty Eight Lakh) Preference shares of ₹ 100 (Rupees One Hundred only) aggregating to ₹88,00,00,000 (Rupees Eighty Eight Crore only) **to** ₹ 470,05,00,000 (Rupees Four Hundred Seventy Crore and Five Lakh only) **divided into: (a)** 38,20,50,000 (Thirty Eight Crore Twenty Lakh and Fifty Thousand) Equity Shares of ₹ 10 (Rupees Ten only) each aggregating to ₹ 382,05,00,000 (Rupees Three Hundred and Eighty Two Crore Five Lakh only); and **(b)** 88,00,000 (Eighty Eight Lakh) Preference shares of ₹ 100 (Rupees One Hundred only) aggregating to ₹88,00,00,000 (Rupees Eighty Eight Crore only). by creation of 29,00,00,000 (Twenty-Nine Crore)

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Equity shares Equity Shares of ₹10 (Rupees Ten only) each aggregating to ₹2,90,00,00,000 (Rupees Two hundred Ninety Crore only)

RESOLVED FURTHER THAT, the MoA be and is hereby altered by deleting the existing clause V and by substituting in its place and stead the following new clause as under:

“V. The authorised share capital of the Company is ₹470,05,00,000 (Rupees Four Hundred Seventy Crore and Five Lakh only) divided into –

- (a) 38,20,50,000 (Thirty-Eight Crore Twenty Lakh and Fifty Thousand) Equity Shares of ₹ 10 (Rupees Ten only) each aggregating to ₹ 382,05,00,000 (Rupees Three Hundred Eighty-Two Crore and Five Lakh only); and
- (b) 88,00,000 (Eighty-Eight Lakh) Preference shares of ₹100 (Rupees One Hundred only) each aggregating to ₹88,00,00,000 (Rupees Eighty Eight Crore only).”

RESOLVED FURTHER THAT, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its sole and absolute discretion consider necessary, desirable or expedient for the purpose of giving effect to this resolution and for matters incidental, consequential and connected therewith.”

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Item No-2

ALTERATION IN OBJECTS CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

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 Section 13 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules framed there under including any statutory modification or re-enactment thereof for the time being in force and subject to the approval of the jurisdictional Registrar of Companies, (“ROC”) and/or of any other statutory or regulatory authority, as may be necessary, Clause III (Objects Clause) of the Memorandum of Association of the Company, be and is hereby altered by addition of the following new sub-clauses 7 and 8 after the existing sub-clause 6 of the Memorandum of Association of the Company :

7. To carry on the business of casting, forging, rolling, refining, smelting, altering, improving, buying, selling, importing, exporting, manufacturing, repair, maintenance and otherwise dealing in iron and steel in all forms, shapes and sizes and alloys thereof and in aluminium, copper, zinc and other metals and alloys for all forms of vehicles and conveyances including railway wagons, railway switches, railway crossings, goods

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carriage, components, coaches, rolling stock and other railway accessories/components related to the foregoing products; and

8. To establish, own, acquire, manage and operate steel fabricating shops, ferrous and non-ferrous melting furnaces and to carry on business as traders and manufacturers of ferrous, non-ferrous metals ingots, balloons, billets, slabs, sheets, strips, round bars and other hardware items.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to complete all necessary formalities and to take all necessary steps and to accept any modification(s) / condition(s) as may be stipulated by the Registrar of Companies or any other Authority while granting approval and / or registering the altered objects and to do all acts, deeds, matters and things as may be necessary and to settle all questions and difficulties arising with respect to the above matter for giving effect to the above resolution and matters incidental and consequential thereto”.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to undertake and commence all or any of the business as specified in newly introduced sub-clauses (7) and (8) of the Objects Clause III (A) of the

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Memorandum of Association of the Company upon the same becoming effective as and when deemed fit and considered most appropriate by the Board of Directors of the Company.”

By order of the Board of Directors

For Commercial Engineers & Body Builders Co Limited

Sd/-

(AMIT KUMAR JAIN)

Company Secretary

ACS 39779

Place: Jabalpur

Date: 20.10.2020

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NOTES

1. The Explanatory Statement pursuant to Section 102 of the Act and other applicable 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 expresses 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:

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[CIN: L24231MP1979PLC049375]

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<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, Gachi bowli, Financial District, 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 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, 16th October, 2020, which will be considered as Cut- off Date 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.

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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, 16th October, 2020.
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 (remote e-voting) in a fair and transparent manner (“Scrutinizer”).
6. The resolutions 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,

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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 Thursday, 22 nd October, 2020
End of remote e-voting	Upto 5:00 P.M. (IST) on Friday 20 th November, 2020

The remote e-voting module shall be disabled by KFin for voting at 5:00 P.M. (IST) on Friday, 20th November, 2020. Once the vote on the resolutions 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;

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- 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, 16th October, 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 einward.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 einward.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> .

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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 Friday, 20th November, 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., Friday, 20th November, 2020.

Commercial Engineers & Body Builders Co Limited

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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

Item No- 1

Pursuant to the Scheme of Amalgamation approved by the Board of Directors of the company envisaging amalgamation of Jupiter Wagons Limited into the company subject to the approval of the relevant authorities and to give effect to the said Scheme of Amalgamation after approval by the relevant authorities, new shares of the company are to be issued to the share holders of Jupiter Wagons Limited on the basis of the shares exchange ratio as per the valuation report provided by the Registered Valuer / Merchant Banker. In order to accommodate such issue of fresh capital the Authorized share Capital of the company is required to be increased from ₹ 1,80,05,00,000 to ₹ 4,70,05,00,000 by creation of 29,00,00,000 Equity shares of ₹10 each. As a result of above, the relevant Capital Clause of the Memorandum of Association of the Company is also being altered by passing the resolution under reference.

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

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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.

Item No-2

The Company is primarily engaged in the business of fabrication of automobiles bodies, wagon manufacturing and allied activities. Pursuant to the Scheme of Amalgamation of Jupiter Wagons Limited (Transferor Company) with the company, the business of the Transferor shall stand merged with the company as a going concern as such in order to enable the company to carry out the business activities presently being carried out by the Transferor company the objects clause of the Memorandum of Association is required to be altered. Further, with a view to make the activities of the Company diversified and profitable, the Board of Directors considered it desirable and necessary include wide range of products / activities which the company may undertake or embark upon which under the existing circumstances, conveniently and advantageously combined with the present activities of the Company.

Accordingly, it is proposed, to seek the approval of the members of the company by way of special resolution through postal ballot (remote e-voting) for alteration in objects clause of the Memorandum of Association of the Company. The proposed alteration in 'Objects Clause' is subject to registration by the jurisdictional Registrar of Companies.

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The Board of Directors recommends passing of a Special resolution as set out at Item No.2 of this Notice, for the approval of the Members.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise in the said resolution.

A copy of the Memorandum and Articles of Association of the Company together with the proposed alterations is available for inspection by the Members of the Company at its Registered Office during normal business hours on all working days up to the date of declaration of Postal ballot results.

This explanatory statement may also be regarded as a disclosure under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

By order of the Board of Directors

For Commercial Engineers & Body Builders Co Limited

Sd/-

Place: Jabalpur

(AMIT KUMAR JAIN)

Date: 20.10.2020

Company Secretary

ACS-39779