

# Commercial Engineers & Body Builders Co. Limited



AN ISO/TS 16949:2009 Company  
CIN-L24231MP1979PLC049375

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September 05, 2019

To,

The Secretary,  
Bombay Stock Exchange Limited,  
25<sup>th</sup> 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, 5<sup>th</sup> 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,

**Sub: Submission of Annual Report of the Company for the FY 2018-19**  
**Submission of Notice convening 39<sup>th</sup> Annual General Meeting for the F.Y. 2018-19**

Pursuant to Regulation 34 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, please find enclosed herewith Annual Report of the Company for the FY 2018-19 including Notice convening the 39<sup>th</sup> Annual General Meeting (AGM) to be held on Saturday, 28<sup>th</sup> September, 2019.

The Annual Report and the Notice of 39<sup>th</sup> AGM is also placed on the website of the Company i.e. [www.cebbco.com](http://www.cebbco.com) and can be accessed as per the details given below:

Annual Report for the FY 2018-19: [http://www.cebbco.com/docs/profile\\_for\\_investors.html](http://www.cebbco.com/docs/profile_for_investors.html)

**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) : Villaae Imlai. Near Deori Railway Station. P.O. Panagar. Jabalpur - 483220



## **Forward Looking Statement**

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In this Annual Report, we have disclosed forward-looking information to enable investors to understand our prospects and take investment decisions. This report and other statements - written and oral - that we periodically make contain forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipate', 'estimate', 'expects', 'projects', 'intends', 'plans', 'believes' and words of similar substance in connection with discussion of future performance.

We cannot guarantee that these forward-looking statements will be realized, although we believe we have been prudent in making the assumptions. The achievements of results are subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialize or should underlying assumption prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. Readers should keep this in mind. We undertake no obligation to publicly update and forward-looking statements, whether as a result of new information, future events or otherwise.



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## **MESSAGE FROM BOARD OF DIRECTORS**

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**Dear Shareholders,**

We wish to place before you, the performance of your Company in the year gone by and share thoughts on Company's strategy for growth in the coming years.

During the year, the Company recorded sales (Net of Excise Duty/GST) of Rs. 21,655 Lakhs as compared to Rs. 9,717 lakhs for FY 2017-18, which is about 122% higher. The profit for the year was Rs 8867 lakhs as compared to loss of Rs. 3691 lakhs the previous financial year.

During the previous year, the company continued its operations with severe working capital constraints. On the other hand automobile industry in general saw demand pick up which forced us to fall in line to meet higher volumes and restore customer confidence. Because of company's good reputation and customer confidence we were extended moral & financial support by our major OEMs which helped us to tide over financial constraints to a large extent.

Our industry is highly dependent on medium and heavy duty commercial vehicle (M&HCV) industry. Automobile industry progressed well with the new emission norms and saw good volume growth till the month of October 18' of the financial year. Post November there was downward trend in commercial vehicle market which affected our business in last quarter and hence the growth in this last quarter was not in line with the first three quarters.

In Railways vertical we were able to get the company re-registered and got qualified for G-105 registration. With this we were able to participate in Indian Railways tender and received an order for 500 wagons amounting to Rs. 15,000 lakhs. Besides this in Railway business we were able to get further order from a private lease company for 55 car carrier wagons. This segment gives us a big opportunity for growth during the current financial year and with the working capital constraints removed we are confident of achieving higher growth.

As you are aware the Company had been facing liquidity crisis. With an intention to find a resolution for the stressed asset, Axis Bank ran a competitive bidding process to identify an investor for implementation of the resolution plan involving change in ownership of the Company in accordance with the provisions of the circular dated February 12, 2018, issued by the Reserve Bank of India on resolution of stressed assets. Jupiter Wagons Limited, submitted an offer to acquire a majority shareholding of the Company, subject to certain terms and conditions. The Lenders gave their approval for implementing the resolution plan, involving change in ownership of the Company, in accordance with the Stressed Asset Circular.

Agreement was executed on December 1, 2018 between the Company, the Lenders and the Investors to effect change in ownership and control of the Company and restructure the Existing Debt in accordance with the provisions of the Stressed Assets Circular and other applicable laws pursuant to the Resolution Plan

With successful implementation of this the company is now carrying forward Rs. 2387 lacs debt which is required to be paid in 7 years. Besides this, we have substantial amount for capital expenditure, which needs to be incurred for the pending projects. Further fresh working capital has been provided by the lenders to run our business smoothly.

As an ongoing exercise management continues to focus on cost reduction and optimization of resources and is working on proper restructuring of organization to be lean and effective to achieve set objectives of the company. Severe pressure on cost remains a challenge for the company.

We thank our lenders, customers and suppliers for their continued support and most importantly we appreciate the efforts taken by employees in this critical phase.

Finally, we thank you for your continued trust, confidence and support.

Thank you,

Yours sincerely,

**On behalf of Board of Directors**

**P.Y. Gurav**  
Director  
(DIN: 02004317)

**Abhishek Jaiswal**  
Whole Time Director & C.E.O.  
(DIN: 07936627)

## Financial Highlights

### Profit & Loss Statement

(₹ in Crores)

Particulars	As per Indian GAAP Accounting					As per Ind AS	
	F.Y. 2014	F.Y. 2015	F.Y. 2016	F.Y. 2017	F.Y. 2017	F.Y. 2018	F.Y. 2019
<b>Income</b>							
Net Sales	131.57	110.76	101.18	104.56	103.93	95.87	212.73
Other Operational Income	7.29	7.68	6.98	1.41	1.41	1.29	3.07
Other Income	2.69	2.40	1.13	0.44	0.44	1.16	0.76
<b>Total Revenues</b>	<b>141.55</b>	<b>120.84</b>	<b>109.29</b>	<b>106.41</b>	<b>105.78</b>	<b>98.33</b>	<b>216.56</b>
<b>Expenditure</b>							
Manufacturing Expenses	140.62	113.54	92.73	93.32	84.64	77.84	177.94
Personal Cost	10.52	8.53	7.21	5.84	5.84	4.95	6.79
Selling & Admin Cost	9.12	17.31	21.08	5.92	13.25	14.31	19.16
EBIDTA	(21.40)	(20.94)	(12.86)	0.89	1.61	0.06	11.90
EBIDTA Margin (%)	(16.27)	(18.91)	(12.71)	0.85	1.55	0.06	5.60
Depreciation	30.06	20.26	14.51	10.46	10.36	10.35	10.38
EBIT	(48.77)	(38.80)	(26.24)	(9.13)	(8.30)	(9.13)	2.28
Interest Expenses	18.95	21.57	20.95	23.92	27.30	27.78	22.14
Profit/(Loss) Before Exceptional Items & Tax (PBT)	(67.72)	(60.37)	(47.19)	(33.05)	(35.60)	(36.91)	(19.86)
Exceptional Items- (Gain)/Loss, net	0.00	63.00	53.67	0.00	0.00	0.00	(108.53)
Tax	0.00	0.00	3.90	0.00	0.00	0.00	0.00
Deferred Tax	2.70	(20.81)	0.00	0.00	0.00	0.00	0.00
<b>Profit/(Loss) After Tax (PAT)</b>	<b>(70.42)</b>	<b>(102.56)</b>	<b>(104.76)</b>	<b>(33.05)</b>	<b>(35.60)</b>	<b>(36.91)</b>	<b>88.67</b>

## Balance Sheet

(₹ in Crores)

Particulars	As per Indian GAAP Accounting				As per Ind AS		
	F.Y. 2014	F.Y. 2015	F.Y. 2016	F.Y. 2017	F.Y. 2017	F.Y. 2018	F.Y. 2019
Fixed assets	303.95	228.78	160.52	149.68	146.67	136.52	113.10
Financial assets	0.00	0.00	0.00	0.00	0.93	0.44	0.58
Other assets (Current and Non Current)	119.12	93.95	74.99	79.26	77.52	71.57	94.90
<b>Total Application of Funds</b>	<b>423.07</b>	<b>322.73</b>	<b>235.51</b>	<b>228.94</b>	<b>225.13</b>	<b>208.53</b>	<b>208.58</b>
Equity share capital	54.94	63.94	67.94	67.94	54.94	54.94	89.48
Other equity (inclusive of Reserves and Surplus)	151.23	48.69	(56.08)	(89.13)	(85.26)	(122.12)	6.37
Other Liabilities (Current and Non Current)	216.90	210.10	223.65	250.13	255.45	275.70	112.72
<b>Total Sources of Funds</b>	<b>423.07</b>	<b>322.73</b>	<b>235.51</b>	<b>228.94</b>	<b>225.13</b>	<b>208.53</b>	<b>208.58</b>

## Key Facts

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### Product Verticals

With a broad range of product offerings in the commercial vehicle and Railways categories, CEBBCO's business is intertwined with the infrastructure development of the country.

CEBBCO is one of the leading manufacturers in India of vehicle bodies for commercial vehicles with an extensive portfolio of product offerings. Further, the Company has a facility for making freight wagons and had been engaged in carrying out refurbishment of freight wagons and manufacturing of components for wagons and locomotives.

### Commercial Vehicle / Fully Built Vehicle (FBV)

One among large players manufacturing various load body applications on the commercial vehicle (CV) chassis with a major share of business with major CV manufacturers - Tata Motors, Volvo Eicher Commercial Vehicles Limited and Vehicle Factory, Jabalpur (Ministry of Defence). The Company also manufactures certain type of load bodies for dealers of the major commercial vehicle OEMs.

### Railways

The Company had in the past, undertaken the business of refurbishment of old wagons and supply of assemblies for Indian Railways and its manufacturing plants but the company had not been focusing on the Railway wagon business due to financial challenges faced during the recent years. Last year the company pursued for renewal of its RDSO (G-105) registration and achieved it in very reasonable time and was able to participate in a very important tender of Indian Railways. The company got an order of 500 wagons, from Indian Railways by successfully participating in the tender. The new promoter coming in the Company is pursuing with full force the opportunity in this high demand segment.

### Strengths

- ❖ Economies of scale in its FBV business due to strong track record and long standing relationships with all major OEMs.
- ❖ Wide range of product offerings in commercial vehicles for applications across diversified industries.
- ❖ Manufacturing facilities located close to some of key customers for commercial vehicle bodies, giving competitive advantage over other manufacturers of commercial vehicle bodies.
- ❖ Industrial relations climate quite conducive in Central India which also makes available cost-competitive work force.
- ❖ Design support capability.
- ❖ Expertise of our new promoters in Railways segment

### Manufacturing Plants

The company has six manufacturing facilities strategically located in Central India at Jabalpur (4 facilities), Indore and Jamshedpur. The strategic location provides an advantage to the company in terms of:

- ❖ Proximity to customers as Jabalpur is a central location to all major OEMs.
- ❖ Indore and Jamshedpur units are near their key customers namely VE Commercial Vehicles, and Tata Motors respectively.
- ❖ Manufacturing units located close to steel suppliers manufacturing locations or their key distribution hubs.



**Key Customers**

Business	Customers
Commercial Vehicles / FBV	Tata Motors Ltd. VE Commercial Vehicles Ltd. (VECV) Ministry of Defence (Vehicle Factory Jabalpur) Mahindra Reliance
Railways	Indian Railways Trac 1

**Well Diversified Product Portfolio**

**Mining & Road Construction**

1. Tipper Bodies
2. Tanker Bodies
3. Tip Trailers

**Goods Transportation**

1. Cargo load Bodies
2. Refrigerated and insulated containers
3. Trailer Bodies - Box Trailers,, Skeletal Trailers and Flat Bed Trailers
4. Explosive Vans
5. Petroleum Tankers

**Solid Waste Management**

1. Skip - Loaders
2. Garbage - Bin Collectors

**Municipal Applications**

1. Water Tanker Bodies
2. Light Recovery Vehicle Bodies
3. Garbage Tippers

**Defence**

1. Troop Carrier Vehicle Bodies
2. Prison Van Bodies
3. Water Bowser Bodies

**Railway Components**

1. Upgradation and Refurbishment of BOXN wagons
2. Components for Locomotives
3. Components for BOXNR wagons
4. Goods wagon BOXNHL
5. Car Carrier Wagon

## MANAGEMENT DISCUSSION AND ANALYSIS

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### 1) **Indian economic scenario and industry outlook**

#### a) **Indian economy**

India along with China continued to be fastest growing economies in the world. However, there has been slight slow down during the year in the world economy, on the background of rising trade tensions among certain countries.

As per second advance estimate of national income released by Central Statistical Organization (CSO) of Government of India, India's real GDP is estimated to be at 7.0 for FY 2018-19, lower by 20 basis points as compared to FY2017-18. The growth in GDP had been more than 8% in quarter 1 of FY 2018-19 and has moderated in subsequent quarters, mainly due to restricted availability of finance.

#### b) **Commercial vehicle Industry in India and our volumes**

We manufacture tippers mainly in Medium and Heavy duty segment of commercial vehicles (M&HCV). We supply load bodies of various types to OEMs, OEM dealers and other customers.

The Industry sale of M&HCV increased to 2,74,750 units in FY 2018-19 from 2,47,659 units in FY 2017-18, a growth of 10.9%. On the background of stabilization of GST, the increase was mainly driven by strong demand from infrastructure and mining sector, and fleet replacement.

The first two quarters of FY 2018-19 experienced very strong growth on year-on-year basis.

However, the growth rate in the second half of the year moderated mainly due to revised axel norms, liquidity crunch and uncertainties due to upcoming general elections. The availability of credit tightened in the second half due to NBFC crisis led by fall out of IL&FS.

The axle norm increased the freight carrying capacity of medium and heavy commercial vehicles (M&HCV) by 20 per cent that led to lower demand for new trucks. According to research firm ICRA, the demand of cargo trucks started seeing volume contraction post the implementation of revised axel norms whereas the tippers trucks demand remained resilient showed a growth between 40-50 percent in FY 2019.

Our total shipments of tippers, trailers and other load bodies were 9470 units in FY 2018-19 as compared to 5413 units in FY 2017-18.

#### c) **Heavy fabrication**

The Company fabricates steel structures and support columns for Power Plants and Electrostatic Precipitator (ESPs) structure for power plant boilers and Ducts and General Fabrication components for power plants.

Considering the acute shortage of working capital faced by the Company and higher requirement of working capital funding in this segment, the Company did not pursue for new orders.

#### d) **Railway wagons**

The Company has manufacturing facility for undertaking railway business comprising manufacturing of new wagons, refurbishment of old wagons and supply of assemblies. The company however has not been focusing on this line of business due to financial challenges.

Considering the increase of planned off take in wagon procurement by Indian Railways, there exists an opportunity in the sector. The Resolution Plan by the lenders, enabled an opportunity to the Company to re-look at this segment.

The company re-registered the wagon manufacturing facility and was qualified for G-105 registration. With this company was able to participate in Indian Railways tender and procured an order of 500 wagons amounting to approximately Rs. 150 crores. The Company was also successful in getting further order from a private leasing company for 55 car carrier wagons in the month of March 2019.

**2) Restructuring of Debt and ownership**

The Company has been facing liquidity crisis. Towards resolution of NPA and revival of the stressed assets, the Company, the lenders, erstwhile promoters and incoming investors, agreed for a resolution plan, which has been implemented upon approval by the shareholders

(For Detailed Discussion please refer Director's Report)

**3) FINANCIAL OVERVIEW**

The following table explains the financial performance for the current fiscal as compared to FY 2018-19

**Financial Highlights**

(Rs. in Lakhs)

Particulars	YE March 31, 2019	% to net sales	YE March 31, 2018	% to net sales
Revenue from operations	21,579.96	-	9,963.96	-
Less- excise duty	-	-	247.46	-
<b>Net Sales</b>	<b>21,579.96</b>	<b>100.00%</b>	<b>9,716.50</b>	<b>100.00%</b>
RM cost and change of inventory	17,794.13	82.46%	7,784.30	80.11%
Employee benefits expenses	679.10	3.15%	495.34	5.10%
Operating and other expenses	1,916.37	8.88%	1,431.37	14.73%
Operating profit	1,190.36	5.52%	5.49	0.06%
Other income	75.91	0.35%	116.43	1.20%
Depreciation and amortizations	1,037.91	4.81%	1,035.23	10.65%
Finance cost	2,214.45	10.26%	2,777.96	28.59%
Exceptional Items- (Gain)/Loss, net	(10,853.47)	-50.29%	-	0.00%
<b>Profit/(Loss) for the Year</b>	<b>8,867.38</b>	<b>41.09%</b>	<b>(3,691.27)</b>	<b>-37.99%</b>

The analysis of performance is explained below-

**a) Improved volumes**

The tipper industry witnessed a significant growth fueled by continued infrastructural push by the government. This enabled the Company to get increased share of business from one of its major OEM customer and could achieve 122% increase in net sales. However, the industry demand has started moderating from the second of the FY 2018-19.

**b) Increase in material cost**

The material cost has increased to 82.46% of net sales in FY 2018-19 from 80.11% in FY 2017-18. This is primarily due to increased OE volumes, where the contribution margin is lower as compared to non-OE volumes.

**c) Operating and other expenses**

The operating expenses have increased consistent with growth in volumes. Other expenses mainly include selling and general expenses and taxes. The major variations were as follows-

- ❖ Repairs to machinery increased by Rs. 107 lakhs, mainly attributable to towards restoring operating condition for certain machinery items after prolonged shut down.
- ❖ Rates and taxes decreased by Rs. 74 lakhs on net basis. The reduction is attributable to one-time provision for sales tax made in FY 2017-18.
- ❖ Allowance for doubtful debts and advances decreased in FY 2018-19. The provision was made in FY 2017-18, for security deposit, education cess and other receivable which were doubtful of recovery. There are no provisions in FY 2018-19

**d) Exceptional Items-**

- i. As explained in the Directors' Report, the Resolution Plan involving debt restructuring and ownership change was approved and completed in the quarter ended March 31, 2019.

Pursuant to the Resolution Plan, the Company could get partial relief in terms of waiver of interest and principal amount due to the lenders. Also, certain debt was converted by the lenders by the issuance of Non-Convertible Redeemable Preference Shares, which was accounted for as per the Accounting Standard, resulting in the notional gain (to be offset in subsequent years over the tenure of these Preference Shares. The resultant gain on these items amounting to Rs 12,457 lakhs was accounted for as Exceptional Item.

(Refer note 48 to the Financial Statements)

- ii. During the year ended 31 March 2019, the Company has undertaken review of certain activities and assets held for the same. The Company has identified certain assets having written down value (WDV) of Rs 1,700.83 lakhs as at 31 March 2019 and included them under 'Assets held for sale' at their estimated net realizable value. The loss of Rs. 1,603.98 lakhs being difference between WDV and estimated realizable value has been recorded under the head 'Exceptional Items'.

(Refer note 36 to the Financial Statements)

**4) Major changes in financial position**

As explained in the Directors Report, the Resolution Plan has significantly strengthened the equity and there has sizeable reduction in borrowings.

**a) Equity -**

The paid up equity capital has increased from Rs 5453.97 lakhs as at 1<sup>st</sup> April 2018 to Rs 8948.26 lakhs as at 31<sup>st</sup> March 2019. The incoming investors have subscribed to 3,45,39,693 equity shares at face value.

(Refer note 16 to the Financial Statements)



**b) Other Equity -**

The Other Equity (Reserves and Surplus) has increased from negative Rs 12,212 lakhs as on April 1, 2018 to Rs 637 lakhs as at 31<sup>st</sup> March 2019, representing an increase of Rs 12849 lakhs, which comprises the following.

- i) There is a debt settlement of INR 3,983 lakhs against the invocation of pledge of shares which has been considered as deemed contribution from shareholders and being accounted for as Restructuring Reserve.
- ii) Total comprehensive income (profit) for the year of Rs 8,866 lakhs, which comprises exceptional items (net gain) of Rs 10,853 lakhs after offsetting loss for the year of Rs 1,987 lakhs. The exceptional items comprise-
  - ❖ Gain on waiver of towards principal amount of loans - Rs 2,618 lakhs
  - ❖ Gain of Rs 3,793 lakhs by way waiver towards interest
  - ❖ Credit of Rs 6,046 lakhs, being gain on fair valuation of unlisted Non Convertible Cumulative Redeemable Preference Share
  - ❖ Loss of of Rs 1,604 lakhs on plant items held for sale.

(Refer note 17 to the Financial Statements)

**c) Borrowings -**

The borrowings have decreased by Rs 13,349 Lakh in the process of debt restructuring by the lenders, which mainly includes the following.

- i) Waiver towards principal by lenders amounting to Rs 2,618 lakhs
- ii) Rs 6,748 lakhs has been converted to unlisted Non Convertible Cumulative Redeemable Preference Share (NCPRS)
- iii) Exercise of pledge on equity shares by the lenders resulting in a debt settlement of Rs 3,983 lakhs.

(Refer note 48 to the Financial Statements)

**5) Outlook for FY 2019-20 and onwards**

Going forward, considering, the improving economic scenario in the long term and Government's ambitious plans to enhance the infrastructure, the commercial vehicle industry and tipper demand in particular is likely to continue with growth momentum.

The underlying demand for commercial vehicles/tippers will be strong, mainly driven by investment in construction of roads/metro and other infrastructure, and expected steps by the government to improve the credit flow.

On the background of mandatory emission norms BS-VI applicable to automobile industry in India from 1<sup>st</sup> April 2020, there is expectation of increased pre-buying.

Railway segment gives us a big opportunity for growth during the current financial year and with the removal of working capital/funding constraints, the Company is confident of achieving higher growth in the upcoming years.

**6) TECHNOLOGY – IT Process and Systems**

Over the past 3 years the company has not been able to make adequate investments to upgrade the software or the hardware to keep pace with development and to harness more efficiency in operations. During the next 2 to 3 years, the focus will be on upgrading the IT infrastructure.

Company is under process of implementing new process as well as up-gradation of overall information technology structure to cope up in line with the present market scenario / technology.

**7) Corporate governance**

The Company believes that corporate accountability and corporate governance enable wealth creation and that the shareowners' participation adds value and often the power of ideas that investors bring outweighs the money they have invested in the Company. The corporate governance practices, as envisaged by the law of the country and regulators, in letter and spirit are the pillars of the business practices at CEBBCO.

The driving forces of corporate governance at CEBBCO are its core values – excellence and customer satisfaction, maximizing long-term value for stakeholders, good corporate conduct and environment-friendly behavior.

**8) Risk Management**

The management and members of the Board review the business periodically to identify ongoing factors that affect the business and also changes in external environment, which are likely to impact the Company. The management has foreseen certain risks and took steps to mitigate the risks. The following are the key risks and the mitigation approach.

Cyclical of the commercial vehicle industry - The demand for CEBBCO's products is closely linked to overall industrial growth and is vulnerable to cyclical in the commercial vehicle industry. In addition to rationalizing the production capacities (as already mentioned), the company is focusing on increasing the revenue from other businesses such as railway wagons, water tankers and load bodies for automotive vehicle used by defense.

Liquidity constraint and finance cost-The Company had incurred significant borrowings for setting up of railway wagon manufacturing facility. Since, the railway wagon business did not materialize in the past years, the existing business had to service the borrowings. The ballooning interest cost burden and downturn in automotive demand in the past, had resulted in significant fund constraints resulting into loss of customer orders and additional cost of procurement.

The Resolution plan, as referred to in the Directors Report and financial statements, has significantly lowered the leverage and decreased the debt servicing and repayment obligation.

Raw material costs – Steel accounts for major portion of the raw material costs. Due to cash flow issues, the Company, at times, is required to buy steel from traders at a price higher than manufacturer. The Company follows a zero-based costing model with steel being a pass through with a lag of a quarter. The company has centralized the steel procurement function with the objective of leveraging the volumes to get better prices and is focusing on other cost control measures.

Competition – The Company depends on load body business from certain OEM customers. These OEMs have developed more than one supplier to minimize their risk. There is risk of change in OEM policy with reference to suppliers. The company follows a policy of working closely with select OEMs to enhance its share of business. Further, the company continues to focus on orders from certain dealers.

Irregular order flows from heavy fabrication business– The Company will get affected in case there are irregular order flows from capital goods industries requiring heavy fabrication. However, the Company's plant is fungible and can be used for the manufacture of other products.

Increase in interest rate/cost: Any increase in interest rate will adversely affect the company. Also funding constraints, at times, compel the Company to discount its receivables at exorbitant cost. This is a fixed cost and any measure taken to mitigate this risk will essentially show results over the medium and long term.. The company is exploring ways and means to tighten its working capital in order lower working capital finance.

Delay in execution of orders

Delays in execution of orders (particularly orders obtained through competitive tenders) can have a negative impact on profitability. The Company continues to monitor closely the execution of orders.

**9) Internal control system**

The Company has an established and comprehensive internal control mechanism and management structure in place across all locations and business functions that ensure the Company's assets are safeguarded against all and any loss from unauthorized use or disposal.

The documentation of Internal Control over Financial Reporting is in place and the management has undertaken effectiveness test of the system.

Internal Control systems are implemented:

- a) To safeguard the Company's assets from loss or damage.
- b) To keep constant check on cost structure and process loss.
- c) To provide adequate financial and accounting controls for preparation and reporting of financial performance and state of affairs, in accordance with Accounting Standards.
- d) To maintain proper accounting record and statutory compliances.

The systematic implementation of Internal Control Systems and policies has resulted in the use of funds in the most efficient and appropriate manner.

**10) Internal Audit:**

The Company has assigned the internal audit to a leading auditing firm. The internal audits are reviewed by the Audit Committee including implementation status of changes suggested by Internal Auditors

The management and Audit Committee of the Board review the findings and the recommendations of the internal auditors as well as statutory auditors, who are also are empowered by the Board to take up and investigate any matter flagged by the internal audit team.

**Cautionary Statement**

Statements made in the Management Discussion and Analysis describing the Company's objectives, projections, estimates, and expectations may be "Forward-looking statements" within the meaning of applicable securities laws and regulations. However, actual results could differ from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting demand-supply and price conditions in the domestic and overseas markets in which the Company operates, changes in Government regulations, tax laws and other statutes and other incidental factors.

Date: 23<sup>rd</sup> August 2019

Dear Member, Directors & Auditors

You are cordially invited to attend the 39th Annual General Meeting (the 'AGM') of the members of Commercial Engineers & Body Builders Co Limited (the 'Company') to be held on Saturday 28<sup>th</sup> Day of September 2019 at 11.00 a.m. at Hotel Samdareeya, Dr. Barat Road, Russel Chowk, Jabalpur - 482002 (M.P.).

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**

**Amit K Jain**

Company Secretary

ACS No.: A39779

PAN : ABBPJ7524N



Commercial Engineers & Body Builders Co. Limited  
Regd. Office: 48, Vandana Vihar, Narmada Road, Gorakhpur, Jabalpur (M.P.)  
CIN: L24231MP1979PLC049375,  
Telephone No. 0761-2661336  
Email ID – cs@cebbco.com, Website -www.cebbco.com

## NOTICE

Notice is hereby given that the **Thirty Ninth Annual General Meeting** of the Members ("**Members**") of **Commercial Engineers & Body Builders Co Limited ("Company")** will be held on **Saturday, September 28, 2019 at 11.00 a.m. at Hotel Samdareeya, Dr. Barat Road, Russel Chowk, Jabalpur - 482002 (M.P.)** to transact the following businesses:

### ORDINARY BUSINESS

1. **TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2019 AND THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON.**

### SPECIAL BUSINESS

2. **APPOINTMENT OF MRS. MADHUCHHANDHA CHATTERJEE AS A NON-EXECUTIVE DIRECTOR.**

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) Mrs. Madhuchhandha Chatterjee (DIN: 02510507), 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."

3. **RE-APPOINTMENT OF MR. M.V. RAJA RAO AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR.**

To consider, and if thought fit, to pass, the following Resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Venkatraja Manchi Rao (DIN: 00110363), Independent Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for second term of five consecutive years with effect from 15<sup>th</sup> July, 2019 to 14<sup>th</sup> July, 2024 and whose office shall not be liable to retire by rotation".

**RESOLVED FURTHER THAT** any Director and/or the Company Secretary of the Company be and is hereby authorized to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto".

**4. RE-APPOINTMENT OF MR. PRAKASH YASHWANT GURAV AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR.**

To consider, and if thought fit, to pass, the following Resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Prakash Yashwant Gurav (DIN: 02004317), Independent Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for second term of five consecutive years with effect from 15<sup>th</sup> July, 2019 to 14<sup>th</sup> July, 2024 and whose office shall not be liable to retire by rotation".

**RESOLVED FURTHER THAT** any Director and/or the Company Secretary of the Company be and is hereby authorized to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto".

**5. RE-CLASSIFICATION OF MRS. SHALINI GUPTA FROM CATEGORY OF "PROMOTER AND PROMOTER GROUP" TO CATEGORY OF "PUBLIC" IN RELATION TO THE COMPANY**

Pursuant to the receipt of the request letter dated March 27 2019 (received by the Company on 5 April 2019) from Mrs. Shalini Gupta ("**Outgoing Promoter**") requesting to be reclassified from the category of "promoter and promoter group" to the category of "public" in relation to the Company, the board of directors of the Company ("**Board**") at the meeting held on May 22, 2019 approved the re-classification in relation to the Outgoing Promoter subject to the approval of the Members and compliance with applicable laws.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**

**"RESOLVED THAT** pursuant to the provisions of the applicable laws, including Regulation 31A of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 "**SEBI LODR Regulations**") and other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, issued by the Securities and Exchange Board of India ("**SEBI**") and/or any other appropriate statutory/regulatory authority, subject to the receipt of requisite approvals, consents, permissions and/or sanctions, if any, from the governmental authority and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the said governmental authorities while granting any such approvals, the enabling provisions of the memorandum of association and articles of association of the Company, the consent of the Members be and is hereby accorded to re-classify the following Outgoing Promoter from the category of "promoter and promoter group" to the category of "public" in relation to the Company:

Name	Number of Equity Shares Held	% of the paid up capital of the Company
Mrs. Shalini Gupta	58030	0.06 %

**RESOLVED FURTHER THAT** after such re-classification of the Outgoing Promoter, only the following persons/entities shall be the Promoters of the Company:

Name	Number of Shares Held	% of the paid up capital of the Company
Jupiter Wagons Limited (" <b>JWL</b> ")	4,06,66,835	45.45%
Jupiter Forgings & Steel Private Limited (" <b>JFSPL</b> ")	9,71,504	1.09%
Murari Lal Lohia (" <b>ML Lohia</b> ")	12,95,336	1.45%
Murari Lal Lohia Hindu Undivided Family (represented by Mr. Murari Lal Lohia (as the Karta) (" <b>ML Lohia HUF</b> ")	45,33,678	5.07%
Tatravagonka A.S. (" <b>Tatravagonka</b> ")	68,00,518	7.60%

(JWL, JFSPL, ML Lohia, ML Lohia HUF and Tatravagonka collectively referred to as the "**New Promoters**" of the Company who became promoters of the Company effective from January 22, 2019)

**RESOLVED FURTHER THAT** upon receipt of approval from each of BSE Limited and National Stock Exchange of India Limited (collectively the "**Stock Exchanges**") pursuant to the application submitted by the Company for re-classification of the Outgoing Promoter, the Company shall effect such re-classification in the 'statement of shareholding pattern' from the immediately succeeding quarter in accordance with Regulation 31 of the SEBI LODR Regulations and shall ensure compliance with SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time and other applicable laws.

**RESOLVED FURTHER THAT** any of the directors of the Company or the company secretary or the compliance officer or such other person as authorised by the Board, be and are hereby authorised to submit the application for re-classification of the Outgoing Promoter to the Stock Exchanges or SEBI or any other regulatory body as may be required and to take such steps as may be expedient or desirable to give effect to this resolution."

By Order of the Board

**FOR COMMERCIAL ENGINEERS & BODY BUILDERS CO LIMITED**

Registered Office:

48, Vandana Vihar, Narmad Road,  
Gorakhpur, Jabalpur (M.P.)

Date : August 23, 2019

**(Amit K Jain)**

Company Secretary

Membership No. -A39779

PAN:ABBPJ7524N

**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 39<sup>th</sup> ANNUAL GENERAL MEETING ("MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY IN ORDER TO BE VALID AND EFFECTIVE MUST BE DELIVERED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN FORTY EIGHT HOURS BEFORE COMMENCEMENT OF THE MEETING.**
2. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the registered office of the Company a certified true copy of the latest board resolution authorizing their representative to attend and vote at the meeting on their behalf.
3. Proxy shall not have a right to speak at the meeting and shall not be entitled to vote except on a poll.
4. A person appointed as proxy shall act on behalf of not more than 50 Members and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. However, a member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as a proxy for any other person or member.
5. Proxy prescribed Form No. MGT-11 is enclosed herewith.
6. Attendance at the meeting will be regulated through the attendance slip and will be verified with the records maintained with the Company. The Members who hold shares in dematerialised form are requested to quote their DP ID and Client ID number(s) and those who hold shares in physical form are requested to quote their folio number(s) in the attendance slip to facilitate their identification at the meeting.
7. The relevant statement pursuant to the provisions of Section 102 of the Companies Act 2013, setting out material facts and reasons in respect of item nos. **1 – 5** of this notice, is annexed herewith.
8. Route map for the venue of the meeting is attached herewith, for your ready reference.
9. In accordance with the provisions of Section 101 of the Companies Act 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014, as amended, this notice is being sent by e-mail to those Members who have registered their email address with their depository participant ("**DP**") (in case of electronic shareholding) or with Karvy Fintech Pvt. Limited ("**Karvy**") (in case of physical shareholding).

We, therefore request you to register your email ID with your DP (in case of electronic shareholding) or with Karvy (in case of physical share holding) mentioning your demat account/Folio no(s).

However, in case you wish to receive the above document in physical form, you may write to Karvy at the address mentioned below or send an email to Karvy, mentioning your demat account details/Folio no (s) to enable Karvy to record your decision and arrange to send the said documents to your registered address, free of cost.

**Commercial Engineers & Body Builders Co Limited**

(CIN:L24231MP1979PLC049375)

Registered Office:

48, VanadanaVihaar,

Narmada Road, Gorakhpur,

Jabalpur (M.P.) – 482001

Website:www.cebbco.com

PhoneNo.: Registered office: 0761-2661336 ,

Email: cs@cebbco.com

**Karvy Fintech Limited**

Unit: Commercial Engineers & Body Builders  
Company Limited

Karvy Selenium Tower B,

Plot 31-32, Gachibowli,

Financial District, Nanakramguda,

Hyderabad – 500 032.

Phone No. : 040-67162222

Email: evoting@karvy.com

Contact Persons: Mr. N. Shyam



10. 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 / ballot process, in a fair and transparent manner. Remote e-voting is optional.

**11. Remote E-Voting:**

- I. In compliance with the provisions of Regulation 44 of the SEBI Listing Regulations and Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the Company is pleased to provide e-voting facility through Karvy, to enable its members to cast their votes electronically in respect of item no. **1-5** as set out in this notice..
- II. The voting rights of the Members (for voting through remote e-voting or by ballot paper at the Meeting) shall be in proportion to their shares of the paid-up Equity share capital of the Company as on September 21, 2019 (the cut-off date).
- III. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
- IV. Members who have cast their vote by remote e-voting prior to the Meeting, may also attend the Meeting, but shall not be entitled to cast their vote again.
- V. The instructions for remote e-voting, are as under:

**In case of Members receiving this Notice by e-mail:**

- a) Enter the login credentials (i.e., User ID & Password) mentioned in the e-mail, your Folio / DP ID & Client ID will be your USER ID. Please note that the password is an initial password.
- b) Use the following URL for e-voting:  
From Karvy website: <http://evoting.karvy.com>
- c) Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date, may cast their vote electronically.
- d) Enter the login credentials. Your Folio No. / DP ID & Client ID will be your user ID.
- e) After entering the details appropriately, click on LOGIN.
- f) 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. The system will prompt you to change your password and update any contact details like mobile number, email ID, etc., on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- g) You need to login again with the new credentials.
- h) On successful login, the system will prompt you to select the EVENT i.e., Commercial Engineers & Body Builders Co Limited.

- i) On the voting page, enter the number of shares as on the said cut-off date under FOR/AGAINST or alternately you may enter partially any number in FOR and partially in AGAINST but the total number in FOR/AGAINST taken together should not exceed your total shareholding, as on the said cut-off date. You may also choose the option ABSTAIN.
- j) Members holding multiple folios / demat account shall choose the voting process separately for each folios / demat account.
- k) Cast your vote 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. During the voting period, Members can login any number of times till they have voted on the resolution.
- l) Once the vote on the resolution is cast by the Members, he/ she shall not be allowed to change it subsequently.
- m) Institutional Members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter, etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer through e-mail to [sk\\_gupta1@rediffmail.com](mailto:sk_gupta1@rediffmail.com) with a copy marked to [evoting@karvy.com](mailto:evoting@karvy.com). The scanned image of the above mentioned documents should be in the naming format "Corporate Name\_EVENT No."
- n) The period for casting of votes through e-voting shall commence from September 25, 2019 from 10:00 a.m. and end on September 27, 2019 at 5.00 p.m. During this period Members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. September 21, 2019, may cast their vote electronically. The e-voting module shall be disabled by Karvy for voting thereafter.
- o) In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Members and e-voting User Manual for Members, available at the download section of <https://evoting.karvy.com> or contact Karvy Fintech Private Limited at Tel No. 1800 345 4001 (toll free).
- p) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any special item, it will be treated as abstained.
- q) Further, the Members who have casted their vote electronically shall not vote by way of poll, if held at the Meeting.

**In case of Members receiving this Notice by Post/Courier:**

- a) Initial password is provided, at the bottom of the Attendance Slip.

EVEN (E Voting Event Number)	USER ID	PASSWORD/PIN

- b) Please follow the steps stated at serial Nos. V (b) to V (o) above, to cast your vote by electronic means.

- VI. In case you have forgotten your password, click on the "Forgot Password" link on the Home Page of the website <https://evoting.karvy.com>. You can retrieve your password through the following options:
- i. **E-Voting Website:** If your e-mail is registered against your Folio No. / DP ID & Client ID, enter your Folio / DP ID Client ID and PAN to receive password.
  - ii. **Customer Care:** Call the Customer Care 040-67162222 for related services such as to reset password, unlock the account, register new e-mail ID, mobile number, etc. or send an email to [evoting@karvy.com](mailto:evoting@karvy.com) / [einward.ris@karvy.com](mailto:einward.ris@karvy.com).
- VII. Voting will also be conducted after conclusion of the Meeting by way of Poll, to enable any Shareholder who has not cast their vote through remote e-voting in accordance with Rule 21 of the Companies (Management and Administration) Rules, 2014, as amended.
- VIII. The Scrutinizer shall, immediately after the conclusion of voting at the Meeting, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company and submit not later than three days of the conclusion of the Meeting, a Consolidated Scrutinizer's Report of the total votes cast in favour and against, if any, to any one of the Directors duly authorized by the Board, who shall countersign the same.
- IX. The Results declared along with the Scrutinizer's Report will be communicated to Stock Exchange immediately after the Results are declared by any one of the Directors duly authorized by the Board in this regard, and will be uploaded on the Company's website i.e., [www.cebbco.com](http://www.cebbco.com) and Karvy's website i.e., <https://evoting.karvy.com>. The Results will also be displayed at the Registered and Corporate Offices of the Company. The Resolutions shall be deemed to have been passed on the date of the Meeting.
12. The company has notified closure of register of members and share transfer book from Wednesday, September 25, 2019 to Saturday, September 28, 2019 (Both days inclusive).
13. Documents referred to in this Notice and Statement setting out material facts in respect of the items set out in this Notice are open for inspection by the Members at the Registered Office of the Company from 12.00 noon to 2.00 p.m. on all working days except Saturdays, Sundays, Public Holidays and National Holidays, from the date hereof up to the date of the Meeting.
14. The Notice of the AGM is being sent to those members / beneficial owners whose name appears in the registers of members / list of beneficiary received from the depositories on August 23, 2019.

By Order of the Board  
FOR COMMERCIAL ENGINEERS & BODY BUILDERS CO LIMITED

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

Date: August 23, 2019

**(Amit K Jain)**  
Company Secretary  
Membership No. -A39779  
PAN:ABBPJ7524N

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

As required under Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out material facts relating to the special business set out at Item Nos. 2 to 5 of the accompanying Notice dated August 23, 2019.

### **Item No-2**

As required under section 160 of the Companies Act, 2013, the Company has received a Notice along with requisite deposit from a member proposing the candidature of Mrs. Madhuchhanda Chatterjee for her appointment as Director of the Company.

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

This explanatory statement and the Resolution set out at Item No. 2 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 Mrs. Madhuchhanda Chatterjee, 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 Mrs. Madhuchhanda Chatterjee as Non- Executive Director of the Company in terms of applicable provisions of the Companies Act, 2013 and rules made thereunder.

The Board recommends the Resolutions set out at item no. 2 of the Notice for approval of the Members as an Ordinary Resolutions.

None of the Directors, Key Managerial Personnel or their relatives, except Mrs. Madhuchhanda Chatterjee to whom the resolutions relate, are in anyway concerned or interested in the above.

### **Item No.-3**

Mr. Venkat Raja Manchi Rao was appointed as an Independent Non-Executive Director of the Company by the members at the 34<sup>th</sup> AGM of the Company held on 29th September, 2014 for a period of five consecutive years commencing from 15.07.2014 to 14.07.2019.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of up-to five consecutive years on the Board of a Company.

Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Venkat Raja Manchi Rao, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for second term of five consecutive years from 15 July, 2019 up-to 14 July, 2024.

The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has also given his consent to continue to act as Director of the Company, if so appointed by the members.



In the opinion of the Board, Mr. Raja Rao fulfills the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his reappointment as an Independent Non-Executive Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Raja Rao as an Independent Non-Executive Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (12.00 am to 02:00 pm) on any working day, except Saturday and Sunday, up-to and including the date of AGM of the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Raja Rao as an Independent Director.

Accordingly, the Board recommends passing of the Special Resolution in relation to re-appointment of Mr. Raja Rao as an Independent Director for another term of five consecutive years with effect from 15 July, 2019 up-to 14 July, 2024, for the approval by the shareholders of the Company.

Except Mr. Raja Rao, being an appointee and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the accompanying Notice of the AGM. Mr. Raja Rao is not related to any Director of the Company.

**Item No-4**

Mr. Prakash Yashwant Gurav was appointed as an Independent Non-Executive Director of the Company by the members at the 34<sup>th</sup> AGM of the Company held on 29th September, 2014 for a period of five consecutive years commencing from 15.07.2014 to 14.07.2019.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of up-to five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of up-to five consecutive years on the Board of a Company.

Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Prakash Yashwant Gurav, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for second term of five consecutive years from 15 July, 2019 up-to 14 July, 2024.

The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under subsection (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has also given his consent to continue to act as Director of the Company, if so appointed by the members.

In the opinion of the Board, Mr. Prakash Yashwant Gurav fulfills the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his reappointment as an Independent Non-Executive Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Prakash Yashwant Gurav as an Independent Non-Executive Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (12.00 am to 02:00 pm) on any working day, except Saturday and Sunday, up-to and including the date of AGM of the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Prakash Yashwant Gurav as an Independent Director.

Accordingly, the Board recommends passing of the Special Resolution in relation to re-appointment of Mr. Prakash Yashwant Gurav as an Independent Director for another term of five consecutive years with effect from 15 July, 2019 up-to 14 July, 2024, for the approval by the shareholders of the Company.

Except Mr. Prakash Yashwant Gurav, being an appointee and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the accompanying Notice of the AGM. Mr. Prakash Yashwant Gurav is not related to any Director of the Company.

**Item No-5**

**Re-classification of Mrs. Shalini Gupta from category of “promoter and promoter group” to category of “public” in relation to the Company**

1. Pursuant to the request letter dated March 27, 2019 received on April 5, 2019 from the Outgoing Promoter i.e., Ms. Shalini Gupta, requesting to be re-classified from the category of "promoter and promoter group" to the category of "public" in relation to the Company ("**Request Letter**"), the Board at the meeting held on May 22, 2019 discussed and analyzed the request for re-classification received from the Outgoing Promoter.
2. The Board after considering the above was of the view that given the change in control and ownership of the Company in favour of the New Promoter, the request for re-classification in relation to aforementioned Outgoing Promoter should be accepted and accordingly approved such re-classification subject to the approval of the Members and compliance with applicable laws.
3. Further, the Members are informed that the Request Letter sets out that the Outgoing Promoter along with the person related to the Outgoing Promoter, collectively:
  - (a) do not hold more than ten percent (10%) of the total voting rights in the Company;
  - (b) do not exercise control over the affairs of the Company, directly or indirectly;
  - (c) do not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements;
  - (d) are not being represented on the board of directors (including not having a nominee director) of the Company;
  - (e) do not act as a key managerial person of the Company;
  - (f) are not 'wilful defaulter(s)' as per the Reserve Bank of India guidelines; and
  - (g) are not fugitive economic offender(s).
4. In addition, Request Letter also states that Outgoing Promoter will continue to comply with the conditions set out at (a) – (c) of point (iii) above for a period of 3 years after Outgoing Promoter's reclassification. Further, Request Letter states the Outgoing Promoter shall not (a) be represented on the Board (including not having a nominee director); and (b) act as a key managerial personnel of the Company.
5. The Board had accorded its consent to re-classify the Outgoing Promoter of the Company from the category of "promoter and promoter group" to the category of "public" in relation to the Company at the meeting of the Board held on May 22, 2019, after discussing, analyzing and considering the contents of the Request Letter (including the extracts set out above) and the rationale behind the requests of the Outgoing Promoter seeking re-classification i.e., change in ownership and control of the Company being effected in favour of the New Promoter (i.e., JWL, JFSPL, ML Lohia, ML Lohia HUF and Tatravagonka)..

Regulation 31A of the SEBI LODR Regulations requires that in the event the Board receives an application from a promoter requesting that such promoter be re-classified from the category of "promoter and promoter group" to the category of "public", the board of directors need to analyse such requests for re-classification and place such proposal before the Members in a general meeting for approval along with the views of the Board of the Company, provided that, there shall be a time gap of at least 3 (three) months between the time of the promoter seeking re-classification and the date of the general meeting of the Members for approving such re-classification. In view of the above, the Board has approved the request for reclassification of the Outgoing Promoter at the meeting of the Board held on May 22, 2019 and Annual General meeting of the Members is proposed to be convened on 28<sup>th</sup> September, 2019 to consider and approve such request for reclassification of the Outgoing Promoter.

6. Outgoing Promoter along with the person related to Outgoing Promoter shall not vote on the resolution set out at Item No. 5 of this Notice for approving the request for re-classification of Outgoing Promoter.
7. None of the directors or key managerial personnel of the Company including their relatives are interested or concerned in the resolution except to the extent of their shareholding, if any, in the Company.
8. The Request Letter is available for inspection at the registered office of the Company from 12.00 noon to 2.00 p.m. on all working days, except Saturdays, Sundays, public holidays and national holidays, from the date hereof up to the date of the Annual General Meeting.
9. The Board recommends the ordinary resolution set out at Item No. 5 of this Notice for approval by the Member.

**Profile of Directors -**

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 15th of July 2019 to 14.07.2024
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 15th of July 2019 to 14.07.2024
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 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	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 Chhatterjee		
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)	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.  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
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



## Director's Report 2018-2019

To the Members of

**Commercial Engineers & Body Builders Co. Ltd**

The Directors are presenting here below the **39<sup>th</sup> Annual Report** of the Company together with the Audited Accounts for the year ended **31<sup>st</sup> March 2019**.

### Financial Highlights

(Rs. in Lakhs)

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018
Revenue From Operations	21,579.96	9,963.96
Less- Excise Duty	-	247.46
<b>Net Sales</b>	<b>21,579.96</b>	<b>9,716.50</b>
Other Income	75.91	116.43
Total Income	21,655.87	9,832.93
Operating Expenses	20,389.60	9,711.01
Depreciation and Amortisation	1,037.91	1,035.23
Finance Cost	2,214.45	2,777.96
Profit/(Loss) before tax and exceptional items	(1,986.08)	(3,691.27)
Exceptional Items- (Gain) / Loss, net	(10,853.47)	-
Profit/(Loss) for the Year	8,867.38	(3,691.28)
Other Comprehensive Income / (Loss)	(1.20)	5.32
<b>Total Comprehensive Income / (Loss) for the year</b>	<b>8,866.18</b>	<b>(3,685.96)</b>

### Performance at glance

The company could achieve a break though in terms of Revenue (net of excise duty) from operations (increase of 122% over last year), mainly attributable to increased demand for tippers mainly from its principal OEM Tata Motors Limited and also from certain dealers who also cater to the end user demand.

The operating profit (profit before depreciation, interest and other income, has increased from Rs. 5.5 Lakhs (0.1% of sales) in FY 2017-18 to Rs. 1,212 Lakhs (5.6% of sales) in FY 2018-19. This improvement mainly related to the volume increase.

Despite positive development on revenue front, the Company reported a Loss before Exceptional items, of Rs. 1,986 Lakhs, mainly attributable to lower % of operating margin, significant finance cost and depreciation.

Please refer to Management Discussion and Analysis for comments on financial performance.

### Restructuring of debt and ownership change

During the past years, the Company has been incurring cash losses affecting its ability to service its borrowings, creditors, other liabilities and similar obligations. On 11<sup>th</sup> January 2017, the Joint Lenders' Forum initiated Strategic Debt Restructuring ("SDR") in compliance with the guidelines issued by the Reserve Bank of India ("RBI"), which could not be completed within the timeframe prescribed. Subsequently, the loans given by the lenders to the Company were classified as Non-Performing Assets in the books of lenders.

Since then the lenders were in the process of identifying revival measures including debt restructuring and other structural changes.

During the year, the Resolution Plan involving debt restructuring and ownership change, was completed. The Company, the lenders, the erstwhile promoters and the incoming investors, entered into an agreement on 1 December 2018. The Resolution plan received shareholders' approval on 7 January 2019.

There has been change in ownership and management of the Company. Jupiter Wagons Limited, Mr. Murari Lal Lohia, Murari Lal Lohia HUF, Jupiter Forgings & Steel Private Limited Tatravagonka A.S. ("**Tatravagonka**") (collectively referred to as investors have collectively acquired **60.65 %** of the expanded equity capital of the Company.

The highlights of the Resolution Plan are as follows

- a) The lenders have given waiver towards principal amounting to Rs. 2,618.13 Lakhs.
- b) The lenders have given waiver towards interest amounting to Rs. 3,792.95 Lakhs for the period 1 July 2017 till the date of Resolution
- c) Out of total principal amount due to lenders, an amount of Rs. 6,748.23 Lakhs has been converted to unlisted Non Convertible Cumulative Redeemable Preference Share (NCPRS) of amounting to INR 6,748.23 Lakhs. These will carry coupon rate of 0.001% and will be redeemable by the Company upon expiry of 5,887 days.
- d) The lenders have exercised the pledge on 30,217,528 equity shares at price of INR 15.44 per share resulting in a debt settlement of Rs. 3,983.11 Lakhs.  
One of the lenders has refinanced the existing loan into a new term loan amounting to INR 2,377 Lakhs.  
(Refer note 48 to the Financial Statements)

The Resolution Plan improves the financial position significantly in terms of equity and reduction in debt obligation. The Board of Directors are confident that the improved financial position and business drive by the incoming investors, will enable the company to enhance its performance in the years to come.

### Exceptional items

The company recognised the following items as 'Exceptional items' in the profit & loss account.

- a) Gain of Rs. 3792.95 lakhs by way of waiver towards interest for the period 1 July 2017 till the date of Resolution plan, being interest not payable as per the Resolution plan  
(Refer note 48 to the financial statements)
- b) Credit of Rs. 6046.37 lakhs, being gain on fair valuation of unlisted Non Convertible Cumulative Redeemable Preference Share (NCPRS) of INR 100 each amounting to INR 6,748.23 Lakhs allotted to the lenders in settlement of part of the principal amount due to them.  
(Refer note 48 to the financial statements)

- c) Loss of of Rs 1603.98 lakhs, arising out review of certain activities and assets held for the same, being the difference of between written down value and estimated net realizable value of these assets. These assets are classified as 'Assets held for sale' at their estimated net realisable value.  
(Refer note 36 to the financial statements)

### **Future Outlook**

The Company's fortune mainly depends on the tipper segment in the M&HCV segment. It is continuously putting efforts to enhance performance by engaging with the OEMs for higher share of business and dealers toward for capturing the end-user requirements. Also it is exploring development of new applications for existing OEMs and targeting new OEMs.

### **Railway wagon business -**

The company reviewed its Railway wagon business strategy, on the background positive developments of debt restructuring and funding by the incoming investors. The company could successfully pursue for an order for manufacture and supply of 500 BOXNHL wagons from the Ministry of Railways of India.

### **Change in the Nature of Business, If any**

The Company has not undergone any change in the nature of the business during the Financial Year.

### **Material changes and commitments affecting the financial position of the Company**

There have been no material changes and commitments affecting the financial position of the Company which have occurred during the end of the Financial Year of the Company to which the financial statements relate and the date of the report

### **Dividends**

In view of the losses incurred before the exceptional item no dividend has been declared for the FY 2018-19..

### **Transfer to Reserves**

During the year, the Company has created a Restructuring Reserve of Rs. 3,983.11 Lakhs representing the exercise of pledge on 30,217,528 equity shares at price of INR 15.44 per share by the lenders resulting in a debt settlement of Rs 3,983.11 Lakhs. The said amount has been treated as 'deemed contribution' by the shareholders.

### **Changes in Share Capital**

During the year, the company has issued 3,45,39,693 fresh equity shares of Rs. 10 each which resulted in infusion of fresh capital and 1,62,229 Non-convertible Redeemable Preference shares of Rs. 100 each.

The authorized capital of the company increased from INR 77,05,00,000 Rupees Seventy Seven Crore and Five Lakh) divided into (a) 5,70,50,000 (Five Crore Seventy Lakh and Fifty Thousand) equity shares of INR 10 (Rupees Ten) each ("Equity Shares") aggregating to INR 57,05,00,000 (Fifty Seven Crore Five Lakh); and (b) 20,00,000 (Twenty Lakh) preference shares of INR 100 (Rupees One Hundred) each aggregating to INR 20,00,00,000 (Rupees Twenty Crore) to INR 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 INR 10 (Rupees Ten) each aggregating to INR 92,05,00,000/- (Rupees Ninety Two Crore Five Lakh); and (b) 88,00,000 (Eighty Eight Lakh) preference shares of INR 100 (Rupees One Hundred) each aggregating to INR 88,00,00,000/- (Rupees Eighty Eight Crore).

During the year company issued 3,45,39,693, fresh equity shares of Rs. 10 each amounting to INR 34,53,96,930 and 1,62,229 Non-Convertible Redeemable Preference shares (NCRPS) of Rs. 100 each amounting to INR 1,62,22,900

During the year under review, the Company has not issued convertible securities or shares with differential voting rights nor has granted any stock options or sweat equity or warrants. As on March 31, 2019, none of the Directors of the Company hold instruments convertible into Equity Shares of the Company

Members are requested to refer to note no. 16 forming part of the Audited Financial Statements which sets out for share capital.

**Directors and KMP**

The Board of Directors comprises

Sr. No.	Particulars	Designation
1.	Mr. Prakash Y Gurav	Independent Director
2.	Mr. M Venkat Rajarao	Independent Director
3.	Ms. Vineeta Shriwani	Independent Director
4.	Mr. Abhishek Jaiswal	Whole time Director
5.	Mr. Asim Ranjan Das Gupta	Non-Executive Director (w.e.f. 22 January 2019)

During the year following changes have taken place in Board of Directors due to resignation/cessation:

Pursuant to the Resolution Plan, the Lenders proposed to effect a change in control of the Company and in accordance with the Framework Agreement, subject to compliance with applicable laws.

Mr. Asim Ranjan Das Gupta was appointed as Non-Executive Director on the Board of Directors of the Company in accordance with Section 152, 161 of the Act, with effect from January 22, 2019

Mr. Asim Ranjan Dasgupta is B. Tech (Hons) in mechanical engineering from the Indian Institute of Technology, Kharagpur. At present, Mr. Dasgupta is a director on the board of directors of Jupiter Wagons Limited, JWL Dako-CZ (India) Limited, Karisma Goods Private Limited. Previously, Mr. Dasgupta has served in senior positions in organizations such as Hindustan Engineering, Burn Standard, Burnpur and Braithware & Co. Ltd. and has a work experience of over 45 years

None of the directors/ key managerial personnel of the Company, or their relatives is related to Mr. Asim Ranjan Das Gupta nor he hold any shares in the company.

Mr. Asim Ranjan Das Gupta tendered his resignation vide letter Dated May 22, 2019 from the Board of CEBSCO due to personal reasons.

Dr. Mrs. Madhu Chhandha Chatterjee has been appointed as Non- Executive Director on the Board with effect from May 22, 2019.

Dr. Chatterjee is acting as 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,

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

We confirm that the Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 as well as SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"). The Company has devised a Policy for performance evaluation of



Independent Directors, Board, Committees and other individual Directors which include criteria for performance evaluation of the non-executive directors and executive directors.

Pursuant to the provisions of Section 203 of the Act, the Key Managerial Personnel of the Company as on March 31, 2019 are: Mr. Abhishek Jaiswal, Whole Time Director and Chief Executive Officer and Mr. Amit Kumar Jain, Chief Financial Officer and Company Secretary.

The details of programs for familiarization of Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company and related matters are put up on the website of the Company at the link: [http://www.cebbco.com/docs/profile\\_for\\_investors.html](http://www.cebbco.com/docs/profile_for_investors.html)

### **Board Evaluation**

Pursuant to the provisions of the Act and the Listing Regulations, the evaluation was done on the basis of criteria to cover underlying objective for evaluation.

The performance evaluation of the Directors was completed during the year under review. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors and Non-Executive Director. The Board of Directors expressed their satisfaction with the evaluation process.

### **Managerial Remuneration**

In compliance with the requirements of Section 197(12) of the Act, read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement containing the remuneration details of Directors and employees is annexed as **Annexure IV**.

### **Meetings of the Board of Directors**

During the FY 2018-19, seven meetings of the Board of Directors were held. For details of meetings of the Board, please refer to the Corporate Governance Report, forming part of this report.

### **Board Committees**

There are various Board constituted Committees as stipulated under the Act and Listing Regulations namely Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Corporate Social Responsibility (CSR) Committee. Brief details pertaining to composition, terms of reference, meetings held and attendance thereat of these Committees during the year has been enumerated in Corporate Governance report.

### **Audit Committee Recommendations**

During the year, all recommendations of Audit Committee were approved by the Board of Directors.

### **Director's Responsibility Statement**

Your Director's state that:

- a) in the preparation of the annual accounts for the year ended March 31, 2019, the applicable accounting standards have been followed along with proper explanation relating to material departures.;
- b) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2019 and of the profit or loss of the Company for the year ended on that date;

- c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) The Directors have prepared the annual accounts on a 'going concern' basis;
- e) The Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- f) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

#### **Internal Financial Control Systems and their Adequacy**

The Company has maintained adequate internal financial controls over financial reporting. These includes policies and procedures – (a) pertaining to the maintenance of records that are reasonably detailed, accurately and fairly reflects the transactions and dispositions of the assets of the Company, (b) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with Indian Accounting Standards notified under the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time, and that receipts and expenditures of the Company are being made only in accordance with authorization of management and directors of the Company, and (c) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material impact on the financial statements. Such internal financial controls over financial reporting were operating effectively as of March 31, 2019

#### **Details in respect of frauds reported by auditors under sub section (12) of section 143 other than those which reportable to the Central Government**

There was no instance of fraud during the year under review, which required the Statutory Auditors to report to the Audit Committee and / or Board under Section 143(12) of Act and Rules framed thereunder.

No fraud has been reported by the Auditors to the Audit Committee or the Board.

#### **Details of Subsidiary, Joint Venture or Associates**

The Company does not have any subsidiary company, associates company or joint venture. Accordingly, a statement of the subsidiary Companies/ Associate Companies/Joint Ventures as per Form AOC-1 is not required to be filed with MCA/ROC.

#### **Deposits**

The Company has not accepted any public deposits during the Financial Year ended March 31, 2019 and as such, no amount of principal or interest on public deposits was outstanding as on the date of the balance sheet.

#### **Details of deposits not in compliance with the requirements of the Act**

Since the Company has not accepted any deposits during the Financial Year ended March 31, 2019, there has been no non-compliance with the requirements of the Act.

#### **Extract of the Annual Return**

The extract of Annual Return, in Form MGT -9 for the Financial Year 2018-19 has been enclosed with this report as **Annexure III**.

### **Corporate Governance**

The Company is committed to maintain the highest standards of Corporate Governance and adhere to the Corporate Governance Requirements set out by SEBI. As per Regulation 34(3) read with Schedule V of the Listing Regulations, a separate section on corporate governance practices followed by the Company, together with a certificate from the Company's Auditors confirming compliance forms an integral part of this Report.

### **Particulars of Loans given, Investments made, guarantees given**

Particulars of loans given, investments made, guarantees given and securities provided along with the purpose for which the loan or guarantee or security is proposed to be utilized by the recipient are provided in the financial statements.

### **Contracts and Arrangements with Related Parties**

All related party transactions that were entered into during the financial year 2018-19 were on an arm's length basis and were in the ordinary course of the business. No materially significant related party transactions were entered into by the company with Promoters, Key Managerial Personnel or other designated persons, which may have potential conflict with interest of the company at large.

The Policy on materiality of related party transactions and dealing with related party transactions as approved by the Board may be accessed on the Company's website at the link [http://www.cebbco.com/docs/profile\\_for\\_investors.html](http://www.cebbco.com/docs/profile_for_investors.html).

The Policy intends to ensure that proper reporting, approval and disclosure processes are in place for all transactions between the Company and Related Parties. This Policy specifically deals with the review and approval of Material Related Party Transactions keeping in mind the potential or actual conflicts of interest that may arise because of entering into these transactions. All the Related Party Transactions entered in the Ordinary Course of Business and at Arm's Length were reviewed and approved by the Audit Committee. All Related Party Transactions are placed before the Audit Committee for its review on a quarterly basis. All Related Party Transactions are subjected to independent review by a reputed accounting firm to establish compliance with the requirements of Related Party Transactions under the Act and Listing Regulations.

Members are requested to refer to Note No. **43** forming part of the Audited Financial Statements which sets out related party disclosures.

A detailed disclosure of these transactions with the Related Parties is annexed with this Report in Form AOC-2 as Annexure V

### **Significant and Material orders passed by the Regulators and Courts**

No significant and material order has been passed by the regulators, courts, tribunals impacting the Company's operations in future.

### **Particulars of Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Out Go in terms of section 134 (3)(m) of the act read with rule 8 of the Companies (Accounts) Rules, 2014 forming part of the Director Report for the year ended March 31st, 2019.**

#### **Conservation of Energy:**

1. Company ensures that the manufacturing operations are conducted in the manner whereby optimum utilization and maximum possible savings of energy is achieved.
2. No specific investment has been made in reduction in energy consumption.
3. As the impact of measures taken for conservation and optimum utilization of energy are not quantitative, its impact on cost cannot be stated accurately.

Since the Company does not fall under the list of industries, which are required to furnish this information in Form A annexed to the aforesaid Rules, the information has not been given.

### **Technology Absorption**

The Company's products are manufactured by using in-house know how and no outside technology is being used for manufacturing activities. Therefore, no technology absorption is required. The Company persistently endeavors towards improvement in quality of its products.

### **Foreign exchange outgo and earning**

During the year under the review, the Company had Foreign Exchange Earnings **Nil** and Foreign Exchange Outgo **Nil**.

### **Risk Management**

Pursuant to section 134 (3) (n) of the Companies Act, 2013 & Regulation 21 of the listing of Debt Regulation, a Risk Management committee is to be constituted by the company who is amongst top 500 listed entities, hence not applicable.

The Company continues to face constraints of liquidity and working capital which are being monitored on a daily basis and appropriate actions are being taken to tide over the problem.

(Refer to item 8 in the Management Discussion and Analysis)

### **Corporate Social Responsibility (CSR)**

A Corporate Social Responsibility Policy (CSR Policy) demonstrating the activities to be undertaken by the Company has been formulated by the Corporate Social Responsibility Committee (CSR Committee) and recommended to the Board, which has been approved by the Board.

The CSR Policy may be accessed on the Company's website at the link: [http://www.cebbsco.com/docs/profile\\_for\\_investors.html](http://www.cebbsco.com/docs/profile_for_investors.html).

The Annual Report on CSR activities has been annexed herewith as **ANNEXURE – I**

### **Human Resources**

The company continued its focus on attracting new talents while investing in development to help employees acquire new skills, explore new roles and realize their potential.

The Company takes pride in the commitment, competence and dedication of its employees in all areas of the business. The Company has a structured induction process at all locations and management development programs to upgrade skills of manager. Objective appraisal systems based on key result areas (KRAs) are in place for senior management staff.

CEBBCO believes in the potential of people to go beyond and be the game-changing force for business transformation and success. This potential is harnessed by fostering an open and inclusive work culture that enables breakthrough performance and comprehensive development of employees through the three pillars of Leading Self, Leading Teams and Leading Business.

### **AUDITORS REPORT**

#### **Statutory Auditors**

M/s BSR and Co. LLP, Chartered Accountants (Registration No. 101247 W / W - 100022), who are the Statutory Auditors of the Company had been appointed in the 37<sup>th</sup> Annual General Meeting of the Company held on 27<sup>th</sup> Day of September 2017. The Company has received letter from them to the effect that their appointment is within the prescribed limits and that they are not



disqualified for reappointment and will hold the office from the conclusion of the 37<sup>th</sup> Annual General Meeting until the conclusion of 42<sup>nd</sup> Annual General Meeting to be held in the year 2022. The Auditors' Report for the financial year ended 31st March, 2019, does not contain any qualification, reservation or adverse remark.

The Notes on financial statement referred to in the Auditor's Report are self-explanatory and do not require any further comments and explanations.

#### **Secretarial Audit**

The Board has appointed Mr. S.K. Gupta, Practicing Company Secretary, to conduct Secretarial Audit for the financial year 2018-19. The Secretarial Audit Report for the financial year ended March 31, 2019 is annexed herewith marked as **ANNEXURE II** to this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark. The Secretarial Audit Report is self-explanatory and do not call for any further clarification.

#### **Secretarial Standards**

The Company complies with the applicable Secretarial Standards issued by the 'Institute of Company Secretaries of India'.

#### **DISCLOSURES:**

##### **CSR Committee**

The CSR Committee comprises Mr. Manchi Venkat Raja Rao (Chairman), Mr. P Y Gurav (Member) and Mr. Abhishek Jaiswal (Member) as other members.

##### **Audit Committee**

The Audit Committee comprises Mr. Prakash Yashwant Gurav (Chairman), Mr. Manchi Venkat Raja Rao (Member), Mr. Abhishek Jaiswal (Member) and Ms. Vineeta Shriwani as other members. All the recommendations made by the Audit Committee were accepted by the Board.

##### **Vigil Mechanism**

The Vigil Mechanism of the Company, which also incorporates a whistle blower policy in terms of the Listing Agreement, includes an Ethics Officer and other Force comprising senior executives of the Company. Protected disclosures can be made by a whistle blower through an e-mail, or dedicated telephone line or a letter to the Ethics Officer and other Force or to the Chairman of the Audit Committee. The Policy on vigil mechanism and whistle blower policy may be accessed on the Company's website at the link [http://www.cebbco.com/docs/profile\\_for\\_investors.html](http://www.cebbco.com/docs/profile_for_investors.html).

##### **Employee**

There is no employee in the company whose particulars are required to be disclosed under the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies(Appointment and Remuneration of Managerial Personnel) Rules, 2014 and amendment thereto.

##### **Prevention of Sexual Harassment at Workplace under Sexual Harassment of Women & Workplace (Prevention, Prohibition & Redressal) Act, 2013**

The Company has zero tolerance towards sexual harassment at the workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder. During the year under review, there were no complaints pertaining to sexual harassment.

**Awards & Recognition**

We are proud to inform you all that we, CEBBCO Limited, was in the month of April 2019 conferred award by the Volvo Eicher Commercial vehicle (VECV Ltd.) for Best Performer in Applications Category.

**Acknowledgements**

Your Directors take this opportunity to express their gratitude to the customers, employees, bankers /financial institutions and vendors for their continued support and guidance.

For on behalf of the Board

**COMMERCIAL ENGINEERS & BODY BUILDERS CO. LTD.**

**Place : Pune**

**Date : August 10, 2019**

**P.Y. Gurav**

Director

(DIN: 02004317)

**Abhishek Jaiswal**

Whole Time Director & C.E.O.

(DIN: 07936627)

## ANNEXURE I TO DIRECTORS' REPORT

### ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

Corporate Social Responsibility (CSR) [Pursuant to clause (o) of sub-section (3) of section 134 of the Act and Rule 9 of the Companies (Corporate Social Responsibility) Rules, 2014]

**1. A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs**

The Company strives through sustainable measures to actively contribute to the Social, Economic and Environmental Development of the community in which we operate ensuring participation from the community and thereby create value for the nation. The CSR initiatives focus on universal development of mass communities and create social, environmental and economic value to the society.

To pursue these objectives we will continue to work actively in areas of eradication of hunger and poverty, provide opportunity and financial assistance for the promotion of education, provide medical aid to the destitute and impoverished.

**Web Link:** [http://www.cebbco.com/docs/profile\\_for\\_investors.html](http://www.cebbco.com/docs/profile_for_investors.html)

**2. Composition of CSR committee**

The committee consists of following directors:

- ❖ Mr. M.V Raja Rao (Chairman)
- ❖ Mr. P Y Gurav
- ❖ Mr. Abhishek Jaiswal

**3. Average net profit of the company for last three financial years:**

Loss Rs. 5907.48 Lakhs.

**4. Prescribed CSR Expenditure (Two Percent of the amount as in item 3 above)-**

Not applicable in view of the loss.

**5. Details of CSR spend for the financial year :**

- a) Total amount spent for the financial year: **Nil**
- b) Amount unspent if any: **Nil**
- c) Manner in which the amount spent during the financial year: Not applicable

**6. In case the Company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report-**

Not applicable.

**ANNEXURE II TO DIRECTOR'S REPORT  
SECRETARIAL AUDIT REPORT**

**S. K. Gupta & Co.**  
Company Secretaries

9, Roland Complex,  
Upper Floor, 37/17,  
Westcott Building,  
The Mall,  
Kanpur-208001  
Telefax :0512- 2315123  
Cell - 9415042137  
E-mail:sk\_gupta1@rediffmail.com

**SECRETARIAL AUDIT REPORT**  
**For the Financial Year ended on 31<sup>st</sup> March, 2019**

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies  
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
**The Members,**  
**Commercial Engineers & Body Builders Co Limited,**  
**84/105-A, G.T. Road,**  
**KANPUR- 208003 (U.P.)**

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Commercial Engineers & Body Builders Co Limited** (hereinafter called the 'Company'). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, We hereby report that in our opinion, the Company has during the Financial year ended on 31<sup>st</sup> March, 2019 ('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2019 according to the provisions of:

- (i) The Companies Act, 2013 (the 'Act') and the Rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;



- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 [upto 10th November, 2018] and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 [with effect from 11th November, 2018];
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 [Not applicable as the Company has not framed any such Scheme during the Audit Period];
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 [Not applicable as the Company has not issued and listed any debt securities during the Audit Period];
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client [Not applicable as the Company is not registered as Registrar to issue and Share Transfer Agent during the Financial year under review];
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 [Not applicable as there was no reportable event during the Audit Period]; and
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (upto 10th September, 2018) and the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 [with effect from 11th September, 2018 [Not applicable as there was no reportable event during the period under review].

We have also examined compliance with the applicable Clauses of the following:

- (i) Secretarial Standards with regard to Meetings of Board of Directors (SS-1) and the General Meetings (SS-2) issued by The Institute of Company Secretaries of India;
- (ii) The Listing Agreements entered into by the Company with BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above.

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors including an Independent Woman Director. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act. Adequate notice is given to all Directors to schedule the Board Meetings, Agenda and detailed notes on agenda were sent at least seven days in advance except in case of shorter notice for which necessary approval was obtained and a system exists for seeking and obtaining further information and clarifications on the agenda items before the Meeting and for meaningful participation at the Meeting. All decisions at Board Meetings and Committee Meetings were carried out unanimously as recorded in the Minutes of the Meetings of the Board of Directors and Committees of the Board.

We further report that based on the information provided by the Company, its officers and authorised representatives during the conduct of Audit and review of Internal Auditor's Report, periodical Compliance Reports submitted by respective Departmental

heads and taken on record by the Audit Committee / Board of Directors of the Company, in our opinion there are systems and processes commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines. *However, due to financial constraints, there have been delays in depositing statutory dues including Provident Fund, Employees' State Insurance, Income-Tax, Sales- Tax, VAT, Service Tax, Goods and Services Tax, Customs Duty, Excise Duty, Cess etc. with the appropriate Authorities.* As informed, the Company has responded appropriately to notices received from various statutory / regulatory authorities including initiating actions for corrective measures, wherever found necessary.

We further report that during the Audit Period there were following specific events / actions having a major bearing on Company's affairs in pursuance of the above-referred laws, rules, regulations, guidelines, standards etc.:-

- (a) Pursuant to the Resolution Plan dated 26th November, 2018 approved by the lenders the change in ownership and control of the company was effected in favour of new promoters viz; Jupiter Wagons Limited, Jupiter Forgings & Steel Private Limited, Mr. Murari Lal Lohia, Mr. Murari Lal Lohia (HUF) and Tatravagonka A.S. from the outgoing promoters viz; Mr. Kailash Gupta, Mrs. Rekha Gupta, Jashn Beneficiary Trust and Commercial Automobiles Private Limited. The Resolution Plan *inter alia* envisaging partial waiver of the principal amount of loan and interest, issuance of Equity shares to the incoming Promoters on preferential basis, transfer of pledged Promoters' shares in favour of incoming promoters, grant / renewal of credit facilities subject to certain terms and conditions and issuance of Non-Convertible Redeemable Preference Shares to lenders on conversion of debt was approved by the shareholders at the Extraordinary General Meeting held on 7<sup>th</sup> January, 2019.
- (b) Pursuant to the implementation of the Resolution Plan dated 26th November, 2018 approved by the lenders, the members at the Extraordinary General Meeting of the Company held on 7<sup>th</sup> January, 2019:
- (i) approved the increase in Authorised Share Capital of the Company from Rs. 77,05,00,000/- (Rupees Seventy Seven Crores and Five lakhs only) divided into 5,70,50,000 Equity Shares of Rs. 10/- each and 20,00,000 Preference Shares of Rs. 100/- each to Rs. 1,80,05,00,000/- (Rupees One Hundred and Eighty Crores and Five Lakhs only) divided into 9,20,50,000 Equity Shares of Rs. 10/- each and 88,00,000 Preference Shares of Rs. 100/- each.
- (ii) approved the Preferential issue of 3,45,39,693 Equity Shares of Rs. 10/- each for cash at par to Jupiter Wagons Limited (JWL) in accordance with the terms and conditions of the approved Resolution Plan and of the Share Subscription Agreement.
- (iii) approved the proposal for invocation of pledged shares by the lenders and subsequent sale to new Promoters.
- (iv) approved the conversion of a portion of the debt of Axis Bank Limited into 65,86,000 unlisted Non-convertible, Cumulative Redeemable Preference Shares of Rs. 100/- each aggregating to Rs. 65,86,00,000/- through private placement in terms of the Resolution Plan for debt restructuring.
- (v) approved the issuance of 1,62,229 Non-Convertible, Cumulative Redeemable Preference Shares of Rs. 100/- each aggregating to Rs. 1,62,22,900 /- to Tata Capital Financial Services Limited in terms of the Resolution Plan for debt restructuring.
- (c) The members at the Extraordinary General Meeting of the Company held on 9<sup>th</sup> March, 2019:
- (i) approved the proposal for re-classification of outgoing Promoters from category of Promoter and Promoter Group to category of Public in terms of the Resolution Plan.

- (ii) approved the proposal for ratification of the ultimate beneficial ownership of Jupiter Wagons Limited and Tatravagonka A.S.
- (iii) approved the proposal for shifting of the Registered office of the Company from the State of Uttar Pradesh to the State of Madhya Pradesh.
- (d) Pursuant to the implementation of the Resolution Plan dated 26th November, 2018 approved by the lenders:
  - (i) The Company has allotted 3,45,39,693 Equity Shares of Rs. 10/- each for cash at par aggregating to Rs. 34,53,96,930/- on 22<sup>nd</sup> January, 2019 on private placement basis which were listed on National Stock Exchange of India Limited and BSE Limited.
  - (ii) The Company has allotted 67,48,229, Non-convertible, Cumulative Redeemable Preference Shares of Rs. 100/- each aggregating to Rs. 67,48,22,900 on 22<sup>nd</sup> January, 2019 on private placement basis.

For **S. K. Gupta & Co.**  
Company Secretaries

**(S.K.GUPTA)**  
Managing Partner  
F.C.S-2589  
CP-1920

Place: Kanpur

Date: August 10, 2019

**Note:** This Report to be read with our letter of even date which is marked as **Annexure** and forms an integral part of this Report.

**S. K. Gupta & Co.**

Company Secretaries

9, Roland Complex,  
Upper Floor, 37/17,  
Westcott Building,  
The Mall,  
Kanpur-208001  
Telefax :0512- 2315123  
Cell - 9415042137  
E-mail:sk\_gupta1@rediffmail.com

**ANNEXURE TO THE SECRETARIAL AUDIT REPORT**

To,  
The Members,  
Commercial Engineers & Body Builders Co. Limited  
[CIN:L24231UP1979PLC004837]  
84/105-A, G.T. Road,  
Kanpur - 208003

**Our Secretarial Audit Report for the Financial year 31st March, 2019 is to be read along with this letter**

**Management's Responsibility**

1. It is the responsibility of the Management of the Company to maintain Secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

**Auditor's Responsibility**

2. Our responsibility is to express an opinion on these Secretarial records, Standards and procedures followed by the Company with respect to Secretarial compliances.
3. We believe that audit evidence and information obtained from the Company's management is adequate and appropriate for us to provide a basis for our opinion.
4. Wherever required, we have obtained the management's representation about the compliance of laws, rules and regulations and happening of events etc.

**Disclaimer**

5. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
6. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

For **S. K. Gupta & Co.**  
Company Secretaries

**(S.K.GUPTA)**  
Managing Partner  
F.C.S-2589  
CP-1920

Place : Kanpur  
Date : August 10, 2019



## ANNEXURE III TO DIRECTOR'S REPORT

### FORM NO. MGT 9

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration ) Rules, 2014.

### EXTRACT OF ANNUAL RETURN

#### I. REGISTRATION & OTHER DETAILS

i	CIN	L24231UP1979PLC004837
ii	Registration Date	28-Sep-79
iii	Name of the Company	Commercial Engineers & Body Builders Co. Ltd
iv	Category of the Company	Public Limited
v	<b>Address of the Registered office &amp; contact details</b>	
	Address :	84/105-A, G T Road, Kanpur Mahanagar
	Town / City :	Kanpur
	State :	Uttar Pradesh
	Country Name :	India
	Telephone (with STD Code) :	0512
	Fax Number :	2520291
	Email Address :	<a href="mailto:cs@cebbco.com">cs@cebbco.com</a>
	Website, if any:	<a href="http://www.cebbco.com">www.cebbco.com</a>
vi	Whether listed company	Yes
vii	<b>Name and Address of Registrar &amp; Transfer Agents ( RTA ):-</b>	
	Name of RTA:	Karvy Fintech Pvt. Ltd
	Address :	Karvy Selenium Tower B, Plot number 31 & 32, Nanakramguda, Serilingampally Mandal
	Town / City :	Hyderabad
	State :	Andhra Pradesh
	Pin Code:	500032
	Telephone :	040-67161564
	Fax Number :	040-67161564
	Email Address :	<a href="mailto:shobha.anand@karvy.com">shobha.anand@karvy.com</a>

#### II. PRINCIPAL BUSINESS ACTIVITY OF THE COMPANY

"All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-"

Sl. No.	Name and Description of main products / services	NIC Code of the Product / service	% to total turnover of the company
1	Load Bodies for automotive vehicles		86.0%

#### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

No. of Companies for which information is being filled	0
--	---

S. No.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY /ASSOCIATE	% of shares held	Applicable Section
1	N A		N A	N A	

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year			No. of Shares held at the end of the year			% Change during	
	Demat	Physical	Total	% of Total Shares	Demat	Physical		Total
<b>A. Promoter s</b>								
<b>(1) Indian</b>								
a) Individual/ HUF	27107115	0	27107115	49.34%	5887044	0	5887044	6.58%
b) Central Govt	0	0	0	0.00%	0	0	0	0.00%
c) State Govt(s)	0	0	0	0.00%	0	0	0	0.00%
d) Bodies Corp.	0	0	0	0.00%	41638339	0	41638339	46.53%
e) Banks / FI	0	0	0	0.00%	0	0	0	0.00%
f) Any other (Promoter Trust)	3213443	0	3213443	5.85%	0	0	0	-5.85%
<b>(2) Foreign</b>								
a) NRI - Individual/	0	0	0	0.00%	0	0	0	0.00%
b) Other - Individual/	0	0	0	0.00%	0	0	0	0.00%
c) Bodies Corp.	0	0	0	0.00%	6800518	0	6800518	7.60%
d) Banks / FI	0	0	0	0.00%	0	0	0	0.00%
e) Any Others	0	0	0	0.00%	0	0	0	0.00%
<b>Total shareholding of Promoter (A)</b>	<b>30320558</b>	<b>0</b>	<b>30320558</b>	<b>55.19%</b>	<b>54325901</b>	<b>0</b>	<b>54325901</b>	<b>60.71%</b>
<b>B. Public Shareholding</b>								
<b>1. Institutions</b>								
a) Mutual Funds	0	0	0	0.00%	0	0	0	0.00%
b) Banks / FI	0	0	0	0.00%	8349158	0	8349158	9.33%
c) Central Govt	0	0	0	0.00%	0	0	0	0.00%
d) State Govt(s)	0	0	0	0.00%	0	0	0	0.00%
e) Venture Capital Funds	0	0	0	0.00%	0	0	0	0.00%
f) Insurance Companies	0	0	0	0.00%	0	0	0	0.00%
g) FIs	0	0	0	0.00%	0	0	0	0.00%

h) Foreign Venture	0	0	0	0	0	0	0	0	0	0	0	0.00%	0	0.00%	0.00%
i) Others (NBFC)	21000	0	21000	0	0	0	0	0	0	0	0	0.04%	0	0.00%	-0.04%
<b>Sub-total (B)(1):-</b>	21000	0	21000	0	21000	0	8349158	0	8349158	0	0	0.04%	8349158	9.33%	9.29%
<b>2. Non-Institutions</b>															
a) Bodies Corp.															
i) Indian	3014971	0	3014971	0	3014971	0	4772874	0	4772874	0	0	5.49%	4772874	5.33%	-0.15%
ii) Overseas	0	0	0	0	0	0	0	0	0	0	0	0.00%	0	0.00%	0.00%
b) Individuals															
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	9212282	503	9212785	0	9212785	0	7749751	403	7750154	0	0	16.77%	7750154	8.66%	-8.11%
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	6101505	0	6101505	0	6101505	0	8433803	0	8433803	0	0	11.11%	8433803	9.43%	-1.68%
c) Others (specify)															
Clearing Members	60973	0	60973	0	60973	0	19931	0	19931	0	0	0.11%	19931	0.02%	-0.09%
Non Resident Indians	205771	0	205771	0	205771	0	237725	0	237725	0	0	0.37%	237725	0.27%	-0.11%
NBFC Registered with RBI	0	0	0	0	0	0	650	0	650	0	0	0.00%	650	0.00%	0.00%
Trust	6005401		6005401		6005401		5592461		5592461			10.93%	5592461	6.25%	-4.68%
<b>Sub-total (B)(2):-</b>	24600903	503	24601406	503	24601406	503	26807195	403	26807598	403	0	33.85%	26807598	29.96%	-10.14%
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	24621903	503	24622406	503	24622406	503	35156353	403	35156756	403	0	44.81%	35156756	39.29%	-0.85%
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>															
ADRs	0	0	0	0	0	0	0	0	0	0	0	0.00%	0	0%	0.00%
<b>Total (C)</b>	0	0	0	0	0	0	0	0	0	0	0	0	0	0%	0.00%
<b>Grand Total (A+B+C)</b>	54942461	503	54942964	503	54942964	503	89482254	403	89482657	403	0	100.00%	89482657	100%	4.68%

ii. Shareholding of Promoters

Sl No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Kailash Gupta	23609495	42.97%	42.97%	0	0.00%	0.00%	42.97%
2	Rekha Gupta	3439590	6.26%	6.26%	0	0.00%	0.00%	6.26%
3	Nandini Malpani	1620000	2.95%	2.95%	0	0.00%	0.00%	2.95%
4	Nandini Malpani	1124105	2.05%	2.05%	0	0.00%	0.00%	2.05%
5	Nandini Malpani	469338	0.85%	0.85%	0	0.00%	0.00%	0.85%
6	Shalini Gupta	58030	0.11%	0.00%	58030	0.06%	0.06%	0.04%
7	Commercial Automobiles Pvt Ltd.	27054	0.05%	0.00%	0	0.00%	0.00%	0.05%
8	Murari Lal Lohia	0	0.00%	0.00%	1295336	1.45%	1.45%	1.45%
9	Murari Lal Lohia HUF	0	0.00%	0.00%	4533678	5.07%	5.07%	5.07%
10	Jupiter Wagons Limited	0	0.00%	0.00%	40666835	45.45%	45.45%	45.45%
11	Jupiter Forgings & Steel Pvt. Ltd	0	0.00%	0.00%	971504	1.09%	1.09%	1.09%
12	TATRAVAGONKA A.S.	0	0.00%	0.00%	6800518	7.60%	7.60%	7.60%
	<b>TOTAL</b>	30347612	55.23%	55.08%	54325901	60.71%	60.71%	5.48%

iii. Change in Promoters' Shareholding ( please specify, if there is no change)

Sl. No. I - Kailash Gupta	Shareholding at the beginning of the year			Cumulative Shareholding during the year		
	No. of shares	% of total shares of the company	% of total shares of the company	No. of shares	% of total shares of the company	% of total shares of the company
At the beginning of the year	23609495	42.97%	42.97%	0	0.00%	0.00%
Changes During the Year	0	0.00%	0.00%	0	0.00%	0.00%
<b>Increase</b>						
<b>Date</b>		<b>Reason for Increase</b>	0	0	0	0
NIL		NIL	0.00%	0	0.00%	0.00%
<b>Decrease</b>						
<b>Date</b>		<b>Reason for Decrease</b>				
25.01.2019		Sales	42.97%	0	0.00%	0.00%
At the End of the year	0		0.00%	0	0.00%	0.00%



Sl. No. II - Rekha Gupta	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
At the beginning of the year	3439590	6.26%	0	0.00%
Changes During the Year	0	0.00%	0	0.00%
<b>Increase</b>				
<b>Date</b>	<b>Reason for Increase</b>	0	0	0
NIL	NIL	0.00%	0	0.00%
<b>Decrease</b>				
<b>Date</b>	<b>Reason for Decrease</b>			
25.01.2019	Sales	6.26%	0	0.00%
At the End of the year	0	0.00%	0	0.00%
Sl. No. III - Nandini Malpani	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
At the beginning of the year	3213443	5.85%	0	0.00%
Changes During the Year	0	0.00%	0	0.00%
<b>Increase</b>				
<b>Date</b>	<b>Reason for Increase</b>	0	0	0
NIL	NIL	0.00%	0	0.00%
<b>Decrease</b>				
<b>Date</b>	<b>Reason for Decrease</b>			
25.01.2019	Sales	5.85%	0	0.00%
At the End of the year	0	0.00%	0	0.00%
Sl. No. IV - Shalini Gupta	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
At the beginning of the year	58030	0.11%	0	0.00%
Changes During the Year	0	0.00%	0	0.00%
<b>Increase</b>				
<b>Date</b>	<b>Reason for Increase</b>	0	0	0
NIL	NIL	0.00%	0	0.00%
<b>Decrease</b>				
<b>Date</b>	<b>Reason for Decrease</b>			
NIL	Nil	0.00%	0	0.00%
At the End of the year	58030	0.06%	0	0.00%

Sl. No. V - Commercial Automobiles Pvt. Ltd	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
At the beginning of the year	0	0.00%	0	0.00%
Changes During the Year	0	0.00%	0	0.00%
<b>Increase</b>				
<b>Date</b>	<b>Reason for Increase</b>	0	0	0
NIL	NIL	0	0	0.00%
<b>Decrease</b>				
<b>Date</b>	<b>Reason for Decrease</b>			
Nil	Nil	0	0	0.00%
At the End of the year		0	0	0.00%
<b>Sl. No. VI - Murari Lal Lohia</b>	<b>Shareholding at the beginning of the year</b>		<b>Cumulative Shareholding during the year</b>	
	<b>No. of shares</b>	<b>% of total shares of the company</b>	<b>No. of shares</b>	<b>% of total shares of the company</b>
At the beginning of the year	0	0.00%	0	0.00%
Changes During the Year	0	0.00%	0	0.00%
<b>Increase</b>				
<b>Date</b>	<b>Reason for Increase</b>	0	0	0
25.01.2019	Purchase of Shares	1295336	1295336	1.45%
<b>Decrease</b>				
<b>Date</b>	<b>Reason for Decrease</b>			
Nil	Nil	0	0	0.00%
At the End of the year		1295336	1295336	1.45%
<b>Sl. No. VII - Murari Lal Lohia HUF</b>	<b>Shareholding at the beginning of the year</b>		<b>Cumulative Shareholding during the year</b>	
	<b>No. of shares</b>	<b>% of total shares of the company</b>	<b>No. of shares</b>	<b>% of total shares of the company</b>
At the beginning of the year	0	0.00%	0	0.00%
Changes During the Year	0	0.00%	0	0.00%
<b>Increase</b>				
<b>Date</b>	<b>Reason for Increase</b>	0	0	0
25.01.2019	Purchase	4533678	4533678	5.07%
<b>Decrease</b>				
<b>Date</b>	<b>Reason for Decrease</b>			
Nil	Nil	0	0	0.00%
At the End of the year		4533678	4533678	5.07%

Sl. No. VIII - Jupiter Wagons Limited	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
At the beginning of the year	0	0.00%	0	0.00%
Changes During the Year	0	0.00%	0	0.00%
<b>Increase</b>				
<b>Date</b>	<b>Reason for Increase</b>	0	0	0
25.01.2019	Purchase of shares	6127142	6127142	6.85%
01.03.2019	Purchase of shares	34539693	34539693	38.60%
<b>Decrease</b>				
<b>Date</b>	<b>Reason for Decrease</b>			
Nil	Nil	0	0	0.00%
At the End of the year		40666835	40666835	45.45%
Sl. No. IX - Jupiter Forgings & Steel Pvt. Ltd	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
At the beginning of the year	0	0.00%	0	0.00%
Changes During the Year	0	0.00%	0	0.00%
<b>Increase</b>				
<b>Date</b>	<b>Reason for Increase</b>	0	0	0
25.01.2019	Purchase of Shares	971504	971504	1.09%
<b>Decrease</b>				
<b>Date</b>	<b>Reason for Decrease</b>			
Nil	Nil	0	0	0.00%
At the End of the year		971504	971504	1.09%
Sl. No. X - Tatravagonka A.S.	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
At the beginning of the year	0	0.00%	0	0.00%
Changes During the Year	0	0.00%	0	0.00%
<b>Increase</b>				
<b>Date</b>	<b>Reason for Increase</b>	0	0	0
25.01.2019	Purchase of Shares	6800518	6800518	7.60%
<b>Decrease</b>				
<b>Date</b>	<b>Reason for Decrease</b>			
Nil	Nil	0	0	0.00%
At the End of the year		6800518	6800518	7.60%

iv. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No. 1 - Axis Bank Limited	Shareholding at the beginning of the year		Shareholding during the year		
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	
At the beginning of the year	0	0.00%	0	0.00%	
Changes During the Year	0	0.00%	0	0.00%	
<b>Increase</b>					
<b>Date</b>			0	0	
<b>Reason for Increase</b>					
25.01.2019	8349158	9.33%	8349158	9.33%	
<b>Decrease</b>					
<b>Date</b>					
<b>Reason for Decrease</b>					
Nil	0	0.00%	0	0.00%	
At the End of the year	8349158	9.33%	8349158	9.33%	
<b>Sl. No. 2 - Tata Capital Growth Fund I</b>					
		Shareholding at the beginning of the year		Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
At the beginning of the year		6005401	6.71%	0	0.00%
Changes During the Year		0	0.00%	0	0.00%
<b>Increase</b>					
<b>Date</b>				0	0
<b>Reason for Increase</b>					
29.03.2019		87060	0.10%	87060	0.10%
<b>Decrease</b>					
<b>Date</b>					
<b>Reason for Decrease</b>					
15.02.2019		100000	0.11%	100000	0.11%
01.03.2019		99703	0.11%	99703	0.11%
08.03.2019		100297	0.11%	100297	0.11%
15.03.2019		200000	0.22%	200000	0.22%
At the End of the year		5592461	6.25%	-412940	-0.46%
<b>Sl. No. 3 - Tata Capital Financial Services Limited</b>					
		Shareholding at the beginning of the year		Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
At the beginning of the year		0	0.00%	0	0.00%
Changes During the Year		0	0.00%	0	0.00%
<b>Increase</b>					
<b>Date</b>				0	0
<b>Reason for Increase</b>					
25.01.2019		2185192	2.44%	2185192	2.44%
<b>Decrease</b>					
<b>Date</b>					
<b>Reason for Decrease</b>					
Nil		0	0.00%	0	0.00%
At the End of the year		2185192	2.44%	2185192	2.44%



Sl. No. 4 - Mahendra Shah	Shareholding at the beginning of the year		Shareholding during the year	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
At the beginning of the year	18342	0.02%	18342	0.02%
Changes During the Year	0	0.00%	0	0.00%
<b>Increase</b>				
<b>Date</b>	<b>Reason for Increase</b>			
31.08.2018	Purchase of Shares	0	0	0
30.11.2018	Purchase of Shares	149808	149808	0.17%
08.03.2019	Purchase of Shares	77982	77982	0.09%
15.03.2019	Purchase of Shares	1856	1856	0.00%
		124616	124616	0.14%
<b>Decrease</b>				
<b>Date</b>	<b>Reason for Decrease</b>			
Nil	Nil	0	0	0.00%
At the End of the year		372604	372604	0.42%
<b>Sl. No. 5 - Geeta Schnava</b>	Shareholding at the beginning of the year		Shareholding during the year	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
At the beginning of the year	237611	0.27%	0	0.00%
Changes During the Year	0	0.00%	0	0.00%
<b>Increase</b>				
<b>Date</b>	<b>Reason for Increase</b>			
Nil	NIL	0	0	0
<b>Decrease</b>				
<b>Date</b>	<b>Reason for Decrease</b>			
Nil	Nil	0	0	0.00%
At the End of the year		237611	0	0.00%
<b>Sl. No. 6 - Sanjeev Mishra</b>	Shareholding at the beginning of the year		Shareholding during the year	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
At the beginning of the year	37000	0.04%	0	0.00%
Changes During the Year	0	0.00%	0	0.00%
<b>Increase</b>				
<b>Date</b>	<b>Reason for Increase</b>			
13/07/2018	Purchase	0	0	0
24/08/2018	Purchase	3000	3000	0.00%
19/10/2018	Purchase	11860	11860	0.01%
26/10/2018	Purchase	34752	34752	0.04%
02/11/2018	Purchase	26836	26836	0.03%
16/11/2018	Purchase	6552	6552	0.01%
23/11/2018	Purchase	35705	35705	0.04%
15/02/2019	Purchase	1929	1929	0.00%
29/03/2019	Purchase	47384	47384	0.05%
30/03/2019	Purchase	8614	8614	0.01%
		28359	28359	0.03%
<b>Decrease</b>				
<b>Date</b>	<b>Reason for Decrease</b>			
Nil	Nil	0	0	0.00%
At the End of the year		241991	204991	0.23%

Sl. No. 7 - Ishaan Metals Pvt. Ltd	Shareholding at the beginning of the year		Shareholding during the year	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
At the beginning of the year	392067	0.44%	0	0.00%
Changes During the Year	0	0.00%	0	0.00%
<b>Increase</b>				
<b>Date</b>	<b>Reason for Increase</b>			
18.01.2019	Purchase	0.09%	80000	0.09%
01.02.2019	Purchase	0.15%	136000	0.15%
08.03.2019	Purchase	0.01%	8124	0.01%
<b>Decrease</b>				
<b>Date</b>	<b>Reason for Decrease</b>			
03.08.2018	Sale of Shares	0.06%	50000	0.06%
05.10.2018	Sale of Shares	0.38%	342067	0.38%
01.03.2019	Sale of Shares	0.01%	10000	0.01%
29.03.2019	Sale of Shares	0.01%	5000	0.01%
At the End of the year		0.23%	-182943	0.19%
<b>Sl. No. 8 - Sanjeev Mishra (HUF)</b>	<b>Shareholding at the beginning of the year</b>		<b>Shareholding during the year</b>	
	<b>No. of shares</b>	<b>% of total shares of the company</b>	<b>No. of shares</b>	<b>% of total shares of the company</b>
At the beginning of the year	15000	0.02%	0	0.00%
Changes During the Year	0	0.00%	0	0.00%
<b>Increase</b>				
<b>Date</b>	<b>Reason for Increase</b>			
25/05/2018	Purchase	0.01%	5848	0.01%
01/06/2018	Purchase	0.00%	551	0.00%
29/06/2018	Purchase	0.06%	50305	0.06%
13/07/2018	Purchase	0.00%	200	0.00%
03/08/2018	Purchase	0.00%	4000	0.00%
12/10/2018	Purchase	0.04%	39984	0.04%
26/10/2018	Purchase	0.00%	2625	0.00%
02/11/2018	Purchase	0.00%	208	0.00%
23/11/2018	Purchase	0.04%	35295	0.04%
25/01/2019	Purchase	0.04%	36195	0.04%
08/02/2019	Purchase	0.02%	14760	0.02%
15/02/2019	Purchase	0.00%	4011	0.00%
<b>Decrease</b>				
<b>Date</b>	<b>Reason for Decrease</b>			
Nil	Nil	0.00%	0	0.00%
At the End of the year		0.23%	193982	0.22%

SI. No. 9 - RMO HOUSE INVESTMENT LLP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
At the beginning of the year	70119	0.08%	0	0.00%
Changes During the Year	0	0.00%	0	0.00%
<b>Increase</b>				
<b>Date</b>	<b>Reason for Increase</b>			
13/04/2018	Purchase	10425	10425	0.01%
27/04/2018	Purchase	5248	5248	0.01%
22/06/2018	Purchase	6000	6000	0.01%
21/09/2018	Purchase	24001	24001	0.03%
28/09/2018	Purchase	3000	3000	0.00%
05/10/2018	Purchase	1000	1000	0.00%
02/11/2018	Purchase	2500	2500	0.00%
09/11/2018	Purchase	5300	5300	0.01%
07/12/2018	Purchase	34797	34797	0.04%
14/12/2018	Purchase	9355	9355	0.01%
21/12/2018	Purchase	11486	11486	0.01%
28/12/2018	Purchase	10000	10000	0.01%
04/01/2019	Purchase	9500	9500	0.01%
11/01/2019	Purchase	9000	9000	0.01%
18/01/2019	Purchase	2500	2500	0.00%
15/03/2019	Purchase	2700	2700	0.00%
<b>Decrease</b>				
<b>Date</b>	<b>Reason for Decrease</b>			
11/05/2018	Sale	8000	8000	0.01%
29/06/2018	Sale	5060	5060	0.01%
16/11/2018	Sale	171	171	0.00%
At the End of the year		203700	133581	0.15%

SI. No. 10 - ARIHANT CAPITAL MKT. LTD		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
At the beginning of the year		115223	0.13%	0	0.00%
Changes During the Year		0	0.00%	0	0.00%
<b>Increase</b>					
<b>Date</b>	<b>Reason for Increase</b>				
06/04/2018	Purchase of Shares	69327	0.08%	69327	0.08%
20/04/2018	Purchase of Shares	30881	0.03%	30881	0.03%
27/04/2018	Purchase of Shares	68169	0.08%	68169	0.08%
04/05/2018	Purchase of Shares	13900	0.02%	13900	0.02%
11/05/2018	Purchase of Shares	113220	0.13%	113220	0.13%
18/05/2018	Purchase of Shares	19750	0.02%	19750	0.02%
25/05/2018	Purchase of Shares	9985	0.01%	9985	0.01%
01/06/2018	Purchase of Shares	505	0.00%	505	0.00%
08/06/2018	Purchase of Shares	1000	0.00%	1000	0.00%
15/06/2018	Purchase of Shares	186	0.00%	186	0.00%
29/06/2018	Purchase of Shares	4	0.00%	4	0.00%
13/07/2018	Purchase of Shares	395	0.00%	395	0.00%
03/08/2018	Purchase of Shares	4000	0.00%	4000	0.00%
10/08/2018	Purchase of Shares	4000	0.00%	4000	0.00%
17/08/2018	Purchase of Shares	5715	0.01%	5715	0.01%
24/08/2018	Purchase of Shares	683	0.00%	683	0.00%
31/08/2018	Purchase of Shares	1100	0.00%	1100	0.00%
14/09/2018	Purchase of Shares	500	0.00%	500	0.00%
21/09/2018	Purchase of Shares	425	0.00%	425	0.00%
05/10/2018	Purchase of Shares	223	0.00%	223	0.00%
12/10/2018	Purchase of Shares	3435	0.00%	3435	0.00%
19/10/2018	Purchase of Shares	449	0.00%	449	0.00%
02/11/2018	Purchase of Shares	1948	0.00%	1948	0.00%
09/11/2018	Purchase of Shares	936	0.00%	936	0.00%
16/11/2018	Purchase of Shares	369	0.00%	369	0.00%
23/11/2018	Purchase of Shares	23	0.00%	23	0.00%
30/11/2018	Purchase of Shares	11653	0.01%	11653	0.01%
14/12/2018	Purchase of Shares	691	0.00%	691	0.00%
21/12/2018	Purchase of Shares	16987	0.02%	16987	0.02%
28/12/2018	Purchase of Shares	1600	0.00%	1600	0.00%
31/12/2018	Purchase of Shares	10091	0.01%	10091	0.01%
04/01/2019	Purchase of Shares	4938	0.01%	4938	0.01%
11/01/2019	Purchase of Shares	18085	0.02%	18085	0.02%
18/01/2019	Purchase of Shares	500	0.00%	500	0.00%
25/01/2019	Purchase of Shares	100	0.00%	100	0.00%
01/02/2019	Purchase of Shares	100	0.00%	100	0.00%
08/02/2019	Purchase of Shares	6295	0.01%	6295	0.01%
15/02/2019	Purchase of Shares	4815	0.01%	4815	0.01%
22/02/2019	Purchase of Shares	5608	0.01%	5608	0.01%
08/03/2019	Purchase of Shares	500	0.00%	500	0.00%
15/03/2019	Purchase of Shares	900	0.00%	900	0.00%
22/03/2019	Purchase of Shares	4770	0.01%	4770	0.01%
29/03/2019	Purchase of Shares	4280	0.00%	4280	0.00%



Decrease					
Date	Reason for Decrease				
13/04/2018	Sale	5945	5945	0.01%	0.01%
04/05/2018	Sale	100	100	0.00%	0.00%
11/05/2018	Sale	1000	1000	0.00%	0.00%
01/06/2018	Sale	2250	2250	0.00%	0.00%
08/06/2018	Sale	500	500	0.00%	0.00%
29/06/2018	Sale	72134	72134	0.08%	0.08%
06/07/2018	Sale	2300	2300	0.00%	0.00%
13/07/2018	Sale	885	885	0.00%	0.00%
20/07/2018	Sale	79875	79875	0.09%	0.09%
27/07/2018	Sale	52469	52469	0.06%	0.06%
24/08/2018	Sale	2915	2915	0.00%	0.00%
31/08/2018	Sale	706	706	0.00%	0.00%
07/09/2018	Sale	1777	1777	0.00%	0.00%
21/09/2018	Sale	10000	10000	0.01%	0.01%
28/09/2018	Sale	225	225	0.00%	0.00%
05/10/2018	Sale	400	400	0.00%	0.00%
19/10/2018	Sale	796	796	0.00%	0.00%
26/10/2018	Sale	2800	2800	0.00%	0.00%
09/11/2018	Sale	465	465	0.00%	0.00%
16/11/2018	Sale	2688	2688	0.00%	0.00%
23/11/2018	Sale	524	524	0.00%	0.00%
30/11/2018	Sale	11200	11200	0.01%	0.01%
07/12/2018	Sale	25624	25624	0.03%	0.03%
14/12/2018	Sale	513	513	0.00%	0.00%
21/12/2018	Sale	198	198	0.00%	0.00%
28/12/2018	Sale	12083	12083	0.01%	0.01%
31/12/2018	Sale	7191	7191	0.01%	0.01%
04/01/2019	Sale	12897	12897	0.01%	0.01%
11/01/2019	Sale	800	800	0.00%	0.00%
18/01/2019	Sale	16900	16900	0.02%	0.02%
25/01/2019	Sale	647	647	0.00%	0.00%
01/02/2019	Sale	1285	1285	0.00%	0.00%
08/02/2019	Sale	45	45	0.00%	0.00%
15/02/2019	Sale	55	55	0.00%	0.00%
22/02/2019	Sale	1618	1618	0.00%	0.00%
01/03/2019	Sale	9182	9182	0.01%	0.01%
08/03/2019	Sale	8461	8461	0.01%	0.01%
15/03/2019	Sale	4160	4160	0.00%	0.00%
22/03/2019	Sale	900	900	0.00%	0.00%
29/03/2019	Sale	2	2	0.00%	0.00%
At the End of the year		203749	88526	0.23%	0.07%

v. Shareholding of Directors and Key Managerial Personnel:

S. No.: 1 - Mr. P Y Gurav, 2. Mr. M V Raja Rao, 3. Ms. Vineeta Shriwani, 4. Mr. Abhishek Jaiswal, 5. Mr. Asim Ranjan Das Gupta, 6. Mr. Amit K Jain	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
At the beginning of the year	0	0.00%	0	0.00%
Changes During the Year	0	0.00%	0	0.00%
<b>Increase</b>				
<b>Date</b>	<b>Reason for Increase</b>	0	0	0
NIL	NIL	0.00%	0	0.00%
<b>Decrease</b>				
<b>Date</b>	<b>Reason for Decrease</b>			
NIL	NIL	0.00%	0	0.00%
At the End of the year	0	0.00%	0	0.00%

VI. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(Rs.in Lacs)

Indebtedness at the beginning of the financial year	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtness
i) Principal Amount	14441.45	2060.91	0.00	16502.36
ii) Interest due but not paid	3182.02	112.93	0.00	3294.95
iii) Interest accrued but not due	0.00	0.00	0.00	0.00
<b>Total (i+ii+iii)</b>	<b>17623.47</b>	<b>2173.84</b>	<b>0.00</b>	<b>19797.31</b>
Change in Indebtedness during the financial year	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtness
* Addition	0.00	12.04	0.00	12.04
* Reduction	15243.61	1598.36	0.00	16841.97
<b>Net Change</b>	<b>15243.61</b>	<b>1586.32</b>	<b>0.00</b>	<b>16829.93</b>
Indebtedness at the end of the financial year	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtness
i) Principal Amount	2353.23	462.55	0.00	2815.78
ii) Interest due but not paid	26.63	124.97	0.00	151.60
iii) Interest accrued but not due	0.00	0.00	0.00	0.00
<b>Total (i+ii+iii)</b>	<b>2379.86</b>	<b>587.52</b>	<b>0.00</b>	<b>2967.38</b>

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

Sl. no.	Particulars of Remuneration	
1	Gross salary	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	3078757
2	Stock Option	
3	Sweat Equity	
4	Commission	
	- as % of profit	
	- others, specify	
5	Others, please specify	
	Total (A)	
	Ceiling as per the Act	

**B. Remuneration to other directors:**

Sl. no.	Particulars of Remuneration	Vineeta Shriwani	Asim Ranjan Das Gupta	Venkat Manchi R Rao	P Y Gurav
1	<b>Independent Directors</b>				
	Fee for attending board committee meetings	195,000.00	-	160,000.00	230,000.00
	Commission				
	Others, please specify	26,939.00	-	3,063.00	9,000.00
	Total (1)				
2	<b>Other Non-Executive Directors</b>				
	Fee for attending board committee meetings				
	Commission				
	Others, please specify				
	Total (2)	-	-	-	-
	Total (B)=(1+2)	-	-	-	-
	Total Managerial Remuneration	-	-	-	-
	Overall Ceiling as per the Act				

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			Total
		CEO	CFO / Company Secretary		
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	3,078,757.00	2,132,445.00		5,211,202.00
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-		-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-		-
2	Stock Option	-	-		-
3	Sweat Equity	-	-		-
4	Commission	-	-		-
	- as % of profit	-	-		-
	- others, specify...	-	-		-
5	Others, please specify	-	-		-
	<b>Total</b>	<b>3,078,757.00</b>	<b>2,132,445.00</b>		<b>5,211,202.00</b>

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>				
Penalty	-	-	-	-
Punishment	-	-	-	-
Compounding	-	-	-	-
<b>B. DIRECTORS</b>				
Penalty	-	-	-	-
Punishment	-	-	-	-
Compounding	-	-	-	-
<b>C. OTHER OFFICERS IN DEFAULT</b>				
Penalty	-	-	-	-
Punishment	-	-	-	-
Compounding	-	-	-	-



## STATEMENT OF DISCLOSURE OF REMUNERATION

Pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

- A. RATIO OF THE REMUNERATION OF EACH DIRECTOR TO THE MEDIAN REMUNERATION OF ALL THE EMPLOYEES OF YOUR COMPANY FOR THE FINANCIAL YEAR 2018-19 IS AS FOLLOWS:

Name of Director	Ratio of the Remuneration of Director to median remuneration
Abhishek Jaiswal	17.1
Prakash Yashwant Gurav	1.327777778
Venkat Raja Manchi Rao	0.905905556
Asim Ranjan Das Gupta	N.A.
Vineeta Shriwani	1.232994444

@ Since the remuneration of these Directors is only for part of the year, the ratio of their remuneration to median remuneration is not comparable

- B. DETAILS OF PERCENTAGE INCREASE IN THE REMUNERATION OF EACH DIRECTOR, CHIEF FINANCIAL OFFICER AND COMPANY SECRETARY IN THE FINANCIAL YEAR 2018-19 ARE AS FOLLOWS:

Name	% increase in remuneration in the Financial Year
Abhishek Jaiswal	6
Prakash Yashwant Gurav	36.57143
Venkat Raja Manchi Rao	-13.8632
Vineeta Shriwani	N.A.
Madhuchhanda Chattrejee	N.A.
Amit Kumar Jain	3

- C. PERCENTAGE INCREASE IN THE MEDIAN REMUNERATION OF EMPLOYEES IN THE FINANCIAL YEAR 2018-19: 10%
- D. NUMBER OF PERMANENT EMPLOYEES ON THE ROLLS OF THE COMPANY AS ON MARCH 31, 2019: 126
- E. AVERAGE PERCENTILE INCREASE ALREADY MADE IN THE SALARIES OF EMPLOYEES OTHER THAN THE MANAGERIAL PERSONNEL IN THE LAST FINANCIAL YEAR AND ITS COMPARISON WITH THE PERCENTILE INCREASE IN THE MANAGERIAL REMUNERATION AND JUSTIFICATION THEREOF AND POINT OUT IF THERE ARE ANY EXCEPTIONAL CIRCUMSTANCES FOR INCREASE IN THE MANAGERIAL REMUNERATION:

The average percentile increase in the salaries of employees other than the managerial personnel in the last Financial Year is 10%. The average percentile increase in the salaries of managerial personnel is 4%.

- F. IT IS HEREBY AFFIRMED THAT THE REMUNERATION IS AS PER THE REMUNERATION POLICY OF THE COMPANY

**FORM NO. AOC -2**

**(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.**

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis.

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	N.A.
b)	Nature of contracts/arrangements/transaction	
c)	Duration of the contracts/arrangements/transaction	
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	
e)	Justification for entering into such contracts or arrangements or transactions'	
f)	Date of approval by the Board	
g)	Amount paid as advances, if any	
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	

2. Details of material contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	During the Year Company has not entered into any Material Contract / arrangement / transaction with the Related Parties hence Not Applicable
b)	Nature of contracts/arrangements/transaction	
c)	Duration of the contracts/arrangements/transaction	
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	
e)	Date of approval by the Board	
f)	Amount paid as advances, if any	

Members are requested to refer to note no. 43 forming part of the Audited Financial Statements which sets out related party disclosures

For and on behalf of Board of Directors

Date - August 10, 2019

Place - Pune

**Abhishek Jaiswal**

Whole Time Director & C.E.O.

(DIN: 07936627)

## REPORT ON CORPORATE GOVERNANCE

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### 1. A brief statement on Company's philosophy on code of Corporate Governance

Adherence to Corporate Governance stems not only from the letter of law but also from the Company's inherent belief in doing compliance the right way. Over the years, the Company has complied with the principles of Corporate Governance emphasizing on transparency, empowerment, accountability and integrity. These have helped the Company to enhance its stakeholder values. The Company has been demonstrating the highest Corporate Governance principles since inception and is striving to improve them continually by setting its standard in line with the best Corporate Governance practices in the world. It is, therefore, not merely about enacting regulations and procedures but also about establishing an environment of trust and confidence among various stakeholders. Corporate Governance is about commitment to values, ethical business conduct and transparency thus ensuring honest and professional business practices.

The Company's policy on Corporate Governance is based on the principles of full disclosure, fairness, equity, transparency and accountability in the various aspects of its functioning, leading to the protection of the stakeholders' interest and an enduring relationship with stakeholders. The management's commitment to these principles is reinforced through the adherence of all Corporate Governance practices embodied in the regulations of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015. The Company's Corporate Governance philosophy is based on maintaining transparency and a high degree of disclosure levels. This philosophy of the Company has been further strengthened with the adoption of the Code of Conduct for Board of Directors and Senior Management of the Company, Code of Conduct for Prevention of Insider Trading and Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

### 2. Board of Directors

#### A. Composition and Category of Directors, attendance of Directors at Board Meetings and Annual General Meeting, number of other Board of Directors or Committees in which a Director is a member or chairperson

In line with the Regulation 17(1) of the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 on Composition of Board of Directors, the Board has an optimum mix of Executive, Non-Executive and Independent Directors.

The Board met 07 times during the year 2018-19 i.e. on 25<sup>th</sup> May 2018, 03<sup>rd</sup> August 2018, 02<sup>nd</sup> November 2018, 01<sup>st</sup> December 2018, 22<sup>nd</sup> January 2019, 7<sup>th</sup> February 2019 and 13<sup>th</sup> February 2019.

Apart from the four quarterly Board Meetings held for consideration and approval of financial results, the Board of the Company additionally meets to discuss and deliberate on the long-term strategies of the Company. The necessary quorum was present for all the meetings

The names and categories of the Directors on the Board, their attendance at Board Meetings held during the year and at the last Annual General Meeting ("AGM") and the number of Directorships and Committee Chairmanships/ Memberships held by them in other public limited companies as on March 31, 2019, are given below:

Name of the Director (DIN) and Category	No. of Meetings in the tenure	Number of Board Meetings attended during the year	Whether attended last AGM held on 27th September, 2018	Directorship held in other companies including private companies	Number of Committee positions held in other public companies	
					Chairperson	Member
Mr. Prakash Yashwant Gurav DIN-02004317 (Non-Executive Independent Director)	7	7	Yes	4	3	2
Mr. Manchi Venkat Rajarao DIN- 00110363 (Non-Executive Independent Director)	7	5	Yes	N/A	N/A	N/A
Mr. Abhishek Jaiswal DIN- 07936627 (Whole Time Director & C.E.O)	7	7	Yes	N/A	N/A	N/A
Ms. Vineeta Shriwani DIN- 08095170 (Non-Executive Independent Director)	7	6	No	N/A	N/A	N/A
Mr. Asim Ranjan Das Gupta DIN- 02284092 (Non-Executive, Non-Independent Director)	7	Nil (Please refer Note-1)	N/A	1	N/A	N/A
Mrs. Madhuchhanda Chatterjee, DIN- 02570507	N.A. (Please refer note -2)					

**Note -**

1. Mr. Asim Ranjan Das gupta was appointed by the Board as Non-Executive Director on 22.01.2019 and thereafter his appointment was confirmed by the shareholders in the EGM held on 9<sup>th</sup> of March 2019, he resigned from directorship on 22.05.2019 due to personal reasons.
2. Mrs. Madhuchhanda Chatterjee was appointed as an Additional Non-Executive, Non-Independent Director of the company w.e.f. 22.05.2019, her appointment will be confirmed in the ensuing Annual General Meeting to be held for the Financial Year 2018-19.

**a) Directorship of Directors in Listed Entities other than this Company as on March 31, 2019:**



Name of Director	Directorship in Listed company other than this Company	Category of Directorship held in listed entities other than this Company
Mr. Prakash Yashwant Gurav	Kolte-Patil Developers Limited Tide Water Oil Company India Limited	Non-Executive Independent Director
Mr. Manchi Venkat Rajarao	N/A	N/A
Mr. Abhishek Jaiswal	N/A	N/A
Ms. Vineeta Shriwani	N/A	N/A
Mr. Asim Ranjan Das Gupta	N/A	N/A

**b) Disclosure of Directors Relationship Inter-se**

None of the directors have any relationship inter se.

**c) Code of Conduct and Code of Ethics**

The Company has formulated and implemented a comprehensive Code of Conduct for the Board of Directors and Senior Management of the Company which is available on the Company's website. The Board Members and the Senior Management Personnel affirm compliance with the Code of Conduct on an annual basis. The necessary declaration as required under Regulation 34(3) read with Schedule V (D) of the Listing Regulations regarding adherence to the Code of Conduct has been obtained for FY 2018-19 and forms part of the Annual Report.

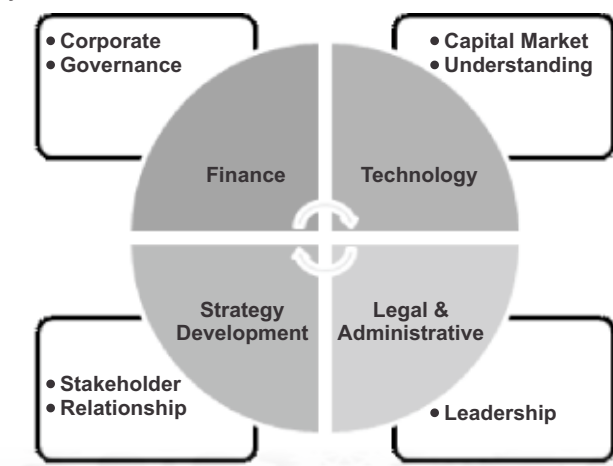
The Code of Ethics is aimed at maintaining the professional and ethical standards in the functioning of the Company.

**d) Web Link of Familiarization Programmes imparted to Independent Directors is disclosed:**

Following is the desired link: [http://www.cebbco.com/docs/profile\\_for\\_investors.html](http://www.cebbco.com/docs/profile_for_investors.html)

**e) Chart/Matrix relating to skills /expertise /competence of the Board of Directors**

The Board has identified the following skills/expertise/competencies fundamental for the effective functioning of the Company which are currently available with the Board.



**f) Independent Directors confirmation by the Board**

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16(1) (b) of the Listing Regulations. In the opinion of the Board, the Independent Directors, fulfill the conditions of independence specified in Section 149(6) of the Companies Act, 2013 and Regulation 16(1) (b) of the Listing Regulations

**3. Audit Committee**

The scope of the activities of the Audit Committee is as set out in Regulation 18 of SEBI (Listing Obligations & Disclosure Requirements), Regulation 2015 read with Section 177 of the Companies Act, 2013. Brief description of terms of reference of the Audit Committee include-

- ❖ Review and monitor the auditors' independence and performance, and effectiveness of audit process;
- ❖ Examination of the financial statements and the auditors' report thereon;
- ❖ Approval or any subsequent modification of transactions of the company with related parties;
- ❖ Scrutiny of inter-corporate loans and investments;
- ❖ Valuation of undertakings or assets of the company, wherever necessary;
- ❖ Evaluation of internal financial controls and risk management systems;
- ❖ Monitoring the end use of funds raised through public offers and related matters.
- ❖ Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
- ❖ Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- ❖ Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- ❖ Reviewing, with the management, the annual financial statements and auditors' report thereon before submission to the board for approval, with particular reference to:
  - i. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013
  - ii. Changes, if any, in accounting policies and practices and reasons for the same
  - iii. Major accounting entries involving estimates based on the exercise of judgment by management
  - iv. Significant adjustments made in the financial statements arising out of audit findings
  - v. Compliance with listing and other legal requirements relating to financial statements
  - vi. Disclosure of any related party transactions
  - vii. Qualifications in the draft audit report
- ❖ Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- ❖ Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- ❖ Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

- ❖ Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- ❖ Discussion with internal auditors of any significant findings and follow up there on;
- ❖ Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- ❖ Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- ❖ To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- ❖ To review the functioning of the Whistle Blower mechanism;
- ❖ Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
- ❖ Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
- ❖ The Audit Committee shall mandatorily review the following information:
  - i. Management discussion and analysis of financial condition and results of operations;
  - ii. Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
  - iii. Management letters / letters of internal control weaknesses issued by the statutory auditors;
  - iv. Internal audit reports relating to internal control weaknesses; and
  - v. The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.
- ❖ Reviewing the utilization of loans and / or advances from / investment by the Holding Company in the Subsidiary exceeding rupees 100 crore or 10% of the asset size of the Subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision; Modified opinion in the draft audit report
- ❖ Statement of deviations:
  - (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
  - (b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

**a. Composition, name of members and chairperson.**

The composition of the Audit Committee is as under

- i. Mr. Prakash Yashwant Gurav - Chairperson
- ii. Mr. Manchi Venkat Raja Rao - Member
- iii. Mr. Abhishek Jaiswal - Member (Inducted as member w.e.f. 14<sup>th</sup> September 2017)
- iv. Ms. Vineeta Shriwani – Member (Inducted as member w.e.f. 17<sup>th</sup> May 2018)

The Company Secretary of the Company acts as the Secretary to the Audit Committee

- b. Audit Committee Meetings were held on 25<sup>th</sup> May 2018, 03<sup>rd</sup> August 2018, 2<sup>nd</sup> November 2018, and 13<sup>th</sup> February 2019. The attendances of the members are as follows: -

Sr. No	Date of Audit Committee Meeting	Mr. Prakash Yashwant Gurav	Ms. Vineeta Shriwani	Mr. Manchi Venkat Rajarao	Mr. Abhishek Jaiswal	Mr. Asim Ranjan Das Gupta
1	25.05.2018	Y	Y	Y	Y	N/A
2	03.08.2018	Y	Y	N	Y	N/A
3	02.11.2018	Y	N	Y	Y	N/A
4	13.02.2019	Y	Y	N	Y	N/A

Y-Attended N-Not Attended NA – Not Applicable

The requisite quorum was present at the meetings.

Audit Committee Meetings are also attended by the Chief Executive Officer, Chief Financial Officer and Company Secretary. The Company Secretary acts as the Secretary of the Audit Committee.

The Board of Directors had appointed M/s. Mukund M Chitale & Co., Chartered Accountants, as Internal Auditors to conduct the internal audit of the various areas of operations and records of the Company. The periodical reports of the said internal auditors were regularly placed before the Audit Committee along with the comments of the management on the action taken to correct any observed deficiencies on the working of the various departments.

The Audit Committee also assures the Board about the adequate internal control procedures and financial disclosures commensurate with the size of the Company and in conformity with the requirements of Listing Agreement of the stock exchanges.

#### 4. Nomination & Remuneration Committee

- a) The Nomination & Remuneration Committee is constituted on the following terms of reference:

The Nomination and Remuneration Committee shall ensure that—

- i. The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
  - ii. Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
  - iii. Remuneration to directors, KMPs and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.
- ❖ Identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down,
  - ❖ Recommend to the Board their appointment and removal,
  - ❖ Carry out evaluation of every director's performance.
  - ❖ Formulate the criteria for determining qualifications, positive attributes and independence of a director and
  - ❖ Recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.



**b) Nomination & Remuneration Policy:**

The Nomination & Remuneration policy of the Company is directed towards rewarding performance based on review of achievements on a periodic basis and is in consonance with the existing industry practice.

**c) Composition of Nomination and Remuneration Committee:**

- i) Mr. Manchi Venkat Raja Rao, (Chairperson)
- ii) Mr. Prakash Yashwant Gurav
- iii) Ms. Vineeta Shriwani (Inducted as member w.e.f 26<sup>th</sup> March 2018)

**d) Meetings / Attendance Chart of Nomination & Remuneration Committee**

NRC Committee Meetings were held on **25<sup>th</sup> May 2018, 01<sup>st</sup> December 2018, 22<sup>nd</sup> January 2019**. The attendances of the members are as follows: -

Sr. No	Date of NRC Committee Meeting	Mr. Prakash Yashwant Gurav	Ms. Vineeta Shriwani	Mr. Manchi Venkat Rajarao
1	25.05.2018	Y	Y	Y
2	01.12.2018	Y	Y	Y
3	22.01.2019	Y	Y	Y

**Sitting fees**

Sitting fees of Rs. 20000/- per meeting was paid to the directors for attending Board Meetings and Rs. 15000/- per meeting for attending Committee Meetings for the financial year 2018-19.

**5. Remuneration of Directors:**

- (a) All pecuniary relationship or transactions of the non-executive directors vis-à-vis the listed entity has been covered in Form MGT-9 which is an Annexure III to the Directors Report.
- (b) Remuneration to Non-Executive Director (including Independent Directors) – The Non-Executive Directors are paid remuneration by way of sitting fees. The Non-Executive Director/Independent Directors do not have any pecuniary relationship or transactions with the Company

Name of Director	Sitting Fee (Rs)	Commission to Non Executive Directors (Rs)	No. of Shares/ convertible instruments held
Mr. Prakash Yashwant Gurav	2,39,000	Nil	Nil
Mr. Manchi Venkat Rajarao	1,63,063	Nil	Nil
Ms. Vineeta Shriwani	2,21,939	Nil	Nil
Mr. Asim Ranjan Das Gupta	Nil	Nil	Nil

(c) **Remuneration to Executive Director –**

Name of Director	Gross Salary	Commission	Perquisites	Bonuses
Mr. Abhishek Jaiswal	30,78,757	Nil	Nil	Nil

(d) Criteria of making payments to non-executive directors is disseminated on the listed entity's website at the given link [http://cebbco.com/docs/profile\\_for\\_investors.html](http://cebbco.com/docs/profile_for_investors.html)

**6. Independent Directors Meeting:**

During the year under review, the Independent Directors met on 30<sup>th</sup> Day of March 2019 inter alia, to discuss:

- i) Evaluation of the performance of Non-Independent Directors and the Board of Directors as a Whole;
- ii) Evaluation of the performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors.
- iii) Evaluation of the quality, content and time lines of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform its duties. All the independent Directors were present at the meeting.

**7. Performance Evaluation criteria of the Board**

The Board of Directors of the Company on recommendation of Nomination and Remuneration Committee, adopted Board Evaluation Policy to comply with the various provisions of the Act, the Listing Regulations and the SEBI circular dated January 5, 2017 which provides further clarity on the process of Board Evaluation ("SEBI Guidance Note") and SEBI circular dated February 5, 2019.

The policy has been framed with an objective to ensure individual Directors of the Company and the Board as a whole, works efficiently and effectively in achieving their functions, in the interest of the Company and for the benefit of its stakeholders. Accordingly, the policy provides guidance on evaluation of the performance of: (i) individual Directors (including the Chairperson); (ii) the Board as a whole; and (iii) various committees of the Board, on an annual basis.

**8. Stakeholder Relationship and Investors' Grievance Committee**

Stakeholder Relationship Committee of the Board is responsible for addressing investors' or shareholders' or debenture holders' or other security holders' grievances including complaints related to transfer of shares, non-receipt of balance sheet, non-receipt of declared dividends. The Stakeholder Relationship Committee is constituted on the following terms of reference:

- ❖ Supervise investor relations and Redressal of investor grievance in general and relating to non-receipt of dividends, interest, and non-receipt of balance sheet in particular.
- ❖ Such other matters as may from time to time be required under any statutory, contractual or other regulatory requirement.

**a) Composition:**

- i) Mr. Manchi Venkat Rajarao - Chairman
- ii) Mr. P Y Gurav (inducted as member w.e.f. 17<sup>th</sup> Day of May 2018)
- iii) Mr. Abhishek Jaiswal (Inducted as member w.e.f 17<sup>th</sup> Day of May 2018)

**b) Name and designation of Compliance Officer:**

Mr. Amit K Jain designated as a Compliance Officer with effect from 17.02.2017 as per Regulation 6 of the SEBI (Listing Obligation Disclosure Requirements) Regulations, 2015.

**Stakeholder Relationship Committee Meeting:-**

As per the provision contained in section 178 (5) of the Companies' act 2013, Stake holder Relationship Committee must have Non -Executive Independent Director as Chairman and such other member as decided by the Board. Mr. Prabhakar Dalal and Mr. Kailash Gupta were members of the Stakeholder Relationship Committee. Due to resignation of Mr. Prabhakar Dalal w.e.f. 1<sup>st</sup> Day of September 2017 and vacation of office of Mr. Kailash Gupta w.e.f. 27<sup>th</sup> Day of September 2017, there was only one independent Director who was acting as Chairman of Stakeholder Relationship Committee. Mr. P Y Gurav and Mr. Abhishek Jaiswal were appointed as Member of Stake holder Relationship Committee w.e.f. 17<sup>th</sup> May 2018;

The complaints and queries of the shareholders were dealt by the Board of Directors during the period.

**c) Details of requests received and redressed during the year 2018-19 :**

S.No.	Particulars	Received	Attended	Pending
1	Postal return documents	-	-	-
2	Receipt of DD against refund order from company/Bank	-	-	-
3	Issue of duplicate R/O	-	-	-
4	Non receipt of refund order	-	-	-
5	Clarification regarding shares	3	3	-
6	Non-Receipt of Annual report	1	1	-
7	Non-Receipt of Dividend Warrants	-	-	-
8	Request for ECS Facility	1	1	-
	<b>Total</b>	-	-	-

**9. Corporate Social Responsibility (CSR) Committee**

a. The Corporate Social Responsibility Committee is constituted on the following terms of reference:

The Corporate Social Responsibility Committee shall-

- ❖ Formulate and recommend to the board, a CSR POLICY
- ❖ Recommend the amount to be spent on these activities
- ❖ Monitor the company's CSR policy regularly
- ❖ Institution of transparent monitoring mechanism for the implementation of CSR projects

b. The committee consists of following directors:

- i) Mr. Manchi Venkat Rajarao (Chairman)
- ii) Mr. P. Y. Gurav (Inducted as member w.e.f. 17<sup>th</sup> Day of May 2018)
- iii) Mr. Abhishek Jaiswal (Inducted as member w.e.f. 17<sup>th</sup> Day of May 2018)

In view of inadequacy of profits, the Company had not undertaken any CSR activity during the year.

**10. General Body Meetings**

a. Details of date, location and time of the last three Annual General Meetings:

DATE	LOCATION	TIME	Details of any Special Resolution
24th September, 2016	Stock Exchange Auditorium, U P Stock Exchange Building, Padam Towers, Civil Lines, Kanpur - 208 003. (U.P.)	03.00 P.M.	-
27th September, 2017	Stock Exchange Auditorium, U P Stock Exchange Building, Padam Towers, Civil Lines, Kanpur - 208 003. (U.P.)	03.00 P.M.	-
28th September 2018	Stock Exchange Auditorium, U P Stock Exchange Building, Padam Towers, Civil Lines, Kanpur - 208 003. (U.P.)	03.00 P.M.	-

**b. Details of the Extra ordinary general meeting held in the Financial Year 2018-19**

During the year the lenders invoked a resolution plan for revival / restructuring of the company which resulted in waiver of the existing debts, infusion of new capital and change in management of the company. The whole exercise to be carried out in fair and transparent manner needs shareholder's approval and hence Extra Ordinary General Meeting was called upon by the company.

DATE	LOCATION	TIME	Details of any Special Resolution
7th January, 2019	Hotel Samdareeya, Dr. Barat Road, Russel Chowk, Jabalpur, Madhya Pradesh - 482002	03.00 P.M.	<ol style="list-style-type: none"> <li>1. Issue of JWL Equity Shares, by way of a preferential issue</li> <li>2. Invocation of Pledged Shares by Axis Bank and Tata Capital and subsequent sale to JWL, Murari Lal Lohia and Murari Lal Lohia Hindu Undivided Family and Tatravagonka A.S. and release by Tata Capital of certain Equity Shares pledged by Mr. Kailash Chand Gupta with Tata Capital and subsequent transfer of such released shares by Mr. Kailash Chand Gupta in favour of JWL, Tatravagonka A.S. and Jupiter Forgings &amp; Steel Private Limited</li> <li>3. Issue of Axis Bank non-convertible redeemable preference shares upon conversion of outstanding debt</li> <li>4. Issue of Tata Capital non-convertible redeemable preference shares</li> </ol>
9th March 2019	Hotel Prestige Princess, 17/4, Nagrath Chowk, South Civil Lines, Jabalpur, 482002	03.00 P.M.	<ol style="list-style-type: none"> <li>1. Ratification of the ultimate beneficial ownership of Jupiter Wagons Limited and Tatravagonka A.S.</li> <li>2. Shifting of Registered Office of the Company from the State of Uttar Pradesh to the State of Madhya Pradesh</li> </ol>

**c. Postal Ballots:**

No resolution was passed by postal ballot in the year 2018-19.



**11. Means of Communication**

Financial results of the Company are promptly forwarded to the stock exchanges where the Company's shares are listed. The same are published within 48 hours in the newspapers namely Financial Express and Rashtriya Sahara (English & Hindi). The results are also posted on the Company's website [www.cebbco.com](http://www.cebbco.com)

(i)	Quarterly Results	The quarterly results of the Company are submitted to the stock exchanges as well as published in the newspaper as per the requirement of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015. These results are also posted on website of the Company
(ii)	Newspaper wherein results normally published	English :Financial Express Hindi: Rashtriya Sahara
(iii)	Any website where displayed	The results are displayed on the website of the Company i.e <a href="http://www.cebbco.com">www.cebbco.com</a>
(iv)	Whether it also displays official news releases	No
(v)	The presentation made to institutional investors or to the analyst	Nil

- (vi) Management discussion and Analysis Report forms part of the Annual Report, which is sent to the Shareholders of the Company.
- (vii) SEBI processes investor complaints in a centralized web based complaints Redressal system i.e. **SCORES**. Through this system the investor can lodge complaint against a company for his grievance. The Company uploads the Action Taken Report (ATRs) of the complaint which can be also viewed by investors.
- (viii) A separate section under the head "Investor Relation", on the Company's website gives information on shareholding, quarterly/half yearly results and other relevant information of interest to the investors/public.

**12. General Shareholder Information**

- a) Number of Annual General Meeting : 39<sup>th</sup> Annual General Meeting
- b) Date : 28-09-2019
- c) Day : Saturday
- d) Time : 11.00 a.m.
- e) Venue : Hotel Samdareeya, Dr. Barat Road, Jabalpur

f) Tentative Calendar for the Financial Year 2019-20

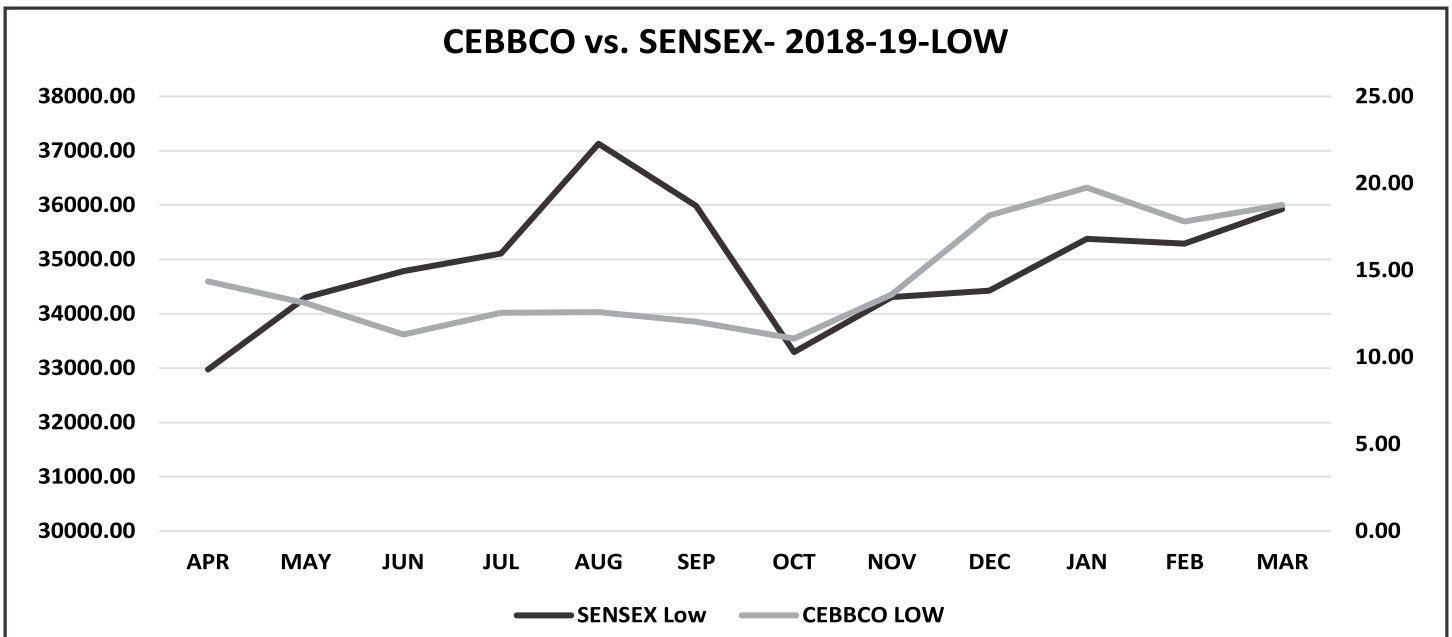
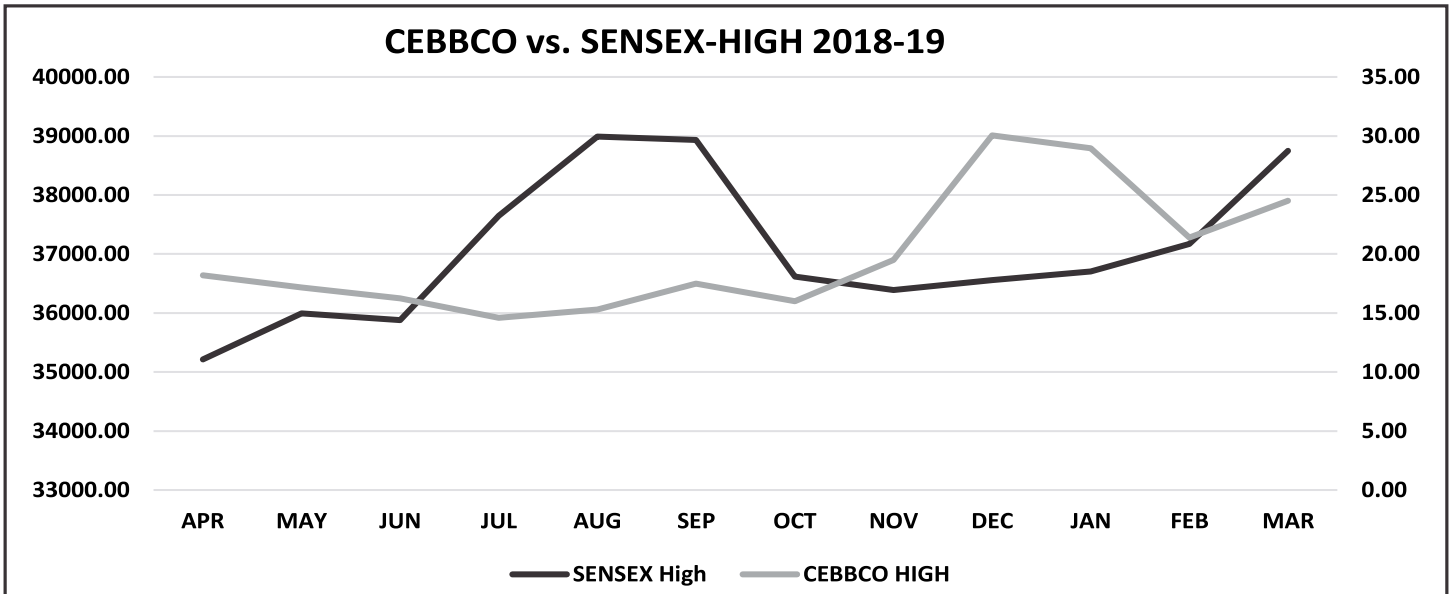
Particulars	Date
First Quarter Results	On or before August 14, 2019
Second Quarter Results	On or before November 14, 2019
Third Quarter Results	On or before February 14, 2019
Audited Annual Results	On or before May 30, 2020

- g) The Company is in process of debt restructuring, therefore, directors of the Company shown their inability to declare any dividend during the year ended on 31st March, 2019.
- h) Book Closure Date : September 25, 2019 to September 28, 2019  
(Both dates included)
- i) The shares of the Company have been listed on the Bombay Stock Exchange Limited, Mumbai and the National Stock Exchange of India Limited, Delhi w.e.f. October 18, 2010. The listing fees for FY 2018-19 to both the stock exchanges have been paid.
- j) Stock Code of the Company on both the above mentioned Stock Exchanges:

Name of Stock Exchange	Stock Code
BSE	533272
NSE	CEBBCO

- k) Details of share price movements on the Bombay Stock Exchange Limited (BSE) and National Stock Exchange of India Limited (NSE) in Rs.

Sr.	Month	BSE				NSE			
		Price Rs. High	Price Rs. Low	SENSEX Highest	SENSEX Lowest	Price Rs. High	Price Rs. Low	Nifty 50 Highest	Nifty 50 Lowest
1	Apr-18	18.20	14.35	35213.30	32972.56	18.20	14.35	10759.00	10111.30
2	May-18	17.15	13.11	35993.53	34302.89	17.95	13.50	10929.20	10417.80
3	Jun-18	16.25	11.30	35877.41	34784.68	16.25	11.10	10,893.25	9448.75
4	Jul-18	14.59	12.55	37644.59	35106.57	14.50	12.25	11,366.00	9543.55
5	Aug-18	15.29	12.60	38989.65	37128.99	13.90	12.15	11,760.20	9685.55
6	Sep-18	17.49	12.04	38934.35	35985.63	17.65	11.70	11,751.80	9687.55
7	Oct-18	16.00	11.07	36616.64	33291.58	16.50	10.80	11,035.65	9831.05
8	Nov-18	19.49	13.61	36389.22	34303.38	19.50	12.45	10,922.45	10094.00
9	Dec-18	30.05	18.15	36554.99	34426.29	30.25	18.05	10,985.15	10033.35
10	Jan-19	28.95	19.75	36701.03	35375.51	29.00	19.45	10987.45	10583.65
11	Feb-19	21.40	17.80	37172.18	35287.16	21.45	17.50	11118.10	10585.65
12	Mar-19	24.50	18.75	38748.54	35926.94	24.55	18.95	11630.35	10817.00



**l) Registrar and Share Transfer Agents**

The share transfer work of the Company is being handled by Karvy Fintech Private Limited, Plot nos.17-24, Vittal Rao Nagar, Madhapur, Hyderabad – 500 081.

During the year the name of Karvy Computershare Pvt. Limited changed to Karvy Fintech Private Limited

**m) Share Transfer System**

The entire share transfer system is handled by the Registrar and Transfer Agent (RTA) of the Company at the address given above. The RTA is equipped with all required infrastructure required for share transfer – physical and demat.

n) Shareholding Pattern as on 31.03.2019

COMMERCIAL ENGINEERS & BODY BUILDERS CO LIMITED  
Shareholding Pattern As On 31/03/2019 (Total)

Sr.	Description	Without Grouping			With Grouping		
		No. of Cases	Total Shares	% Equity	No. of Cases	Total Shares	% Equity
1	TRUSTS	1	5592461	6.25	1	5592461	6.25
2	RESIDENT INDIVIDUALS	10265	14886895	16.64	10087	14886895	16.64
3	PROMOTERS	5	54267871	60.65	5	54267871	60.65
4	NON RESIDENT INDIANS	71	180540	0.20	70	180540	0.20
5	CLEARING MEMBERS	24	19931	0.02	21	19931	0.02
6	PROMOTER INDIVIDUALS	1	58030	0.06	1	58030	0.06
7	BANKS	1	8349158	9.33	1	8349158	9.33
8	NON RESIDENT INDIAN NON REPATRIABLE	26	57185	0.06	26	57185	0.06
9	BODIES CORPORATES	205	4772874	5.33	174	4772874	5.33
10	NBFC	1	650	0.00	1	650	0.00
11	H U F	384	1297062	1.45	380	1297062	1.45
	<b>Total:</b>	<b>10984</b>	<b>89482657</b>	<b>100.00</b>	<b>10767</b>	<b>89482657</b>	<b>100.00</b>

o) Distribution of Shareholding as of 31.03.2019 :

COMMERCIAL ENGINEERS & BODY BUILDERS CO LIMITED  
DISTRIBUTION SCHEDULE AS ON 31/03/2019

Sr.	Category	Cases	% of Cases	Amount	% Amount
1	Up to 1 - 5000	7601	69.2	13347180.00	1.49
2	5001 - 10000	1456	13.26	12562800.00	1.40
3	10001 - 20000	719	6.55	11618840.00	1.30
4	20001 - 30000	322	2.93	8488780.00	0.95
5	30001 - 40000	162	1.47	5862790.00	0.66
6	40001 - 50000	166	1.511	8042530.00	0.89
7	50001 - 100000	289	2.63	21830110.00	2.44
8	100001 & ABOVE	269	2.45	813073540.00	90.86
	<b>Total:</b>	<b>10984</b>	<b>100.00</b>	<b>894826570.00</b>	<b>100.00</b>



p) **Dematerialization of Shares and Liquidity**

Category	No. of Shareholders	No. of Shares	Percentage
Physical	2	403	0.00
CDSL	4867	56283851	62.87
NSDL	6115	33228403	37.13
<b>Total</b>	<b>10984</b>	<b>89482657</b>	<b>100.00</b>

q) List of all the credit ratings obtained by the entity along with any revisions thereto during the relevant financial year, for all debt instruments of such entity or any fixed deposit programme or any scheme or proposal of the listed entity involving mobilization of funds, whether in India or abroad. **[Not Applicable]**

r) Outstanding GDRs / ADRs/ Warrants or convertible Instruments, conversion date And likely impact on Equity - **[Not Applicable]**

s) **Address for Correspondence for Investor redressal, Physical transfer and dematerialization**

Address for Correspondence for Investor Redressal, Physical transfer and dematerialization:	Karvy Fintech Private Limited, Plot nos.17-24, Vittal Rao Nagar, Madhapur, Hyderabad – 500 081.
Person to be contacted for Shareholder queries	Mr. Amit K Jain, Company Secretary and Compliance Officer; 48, Vandana Vihaar, Gorakhpur, Jabalpur 482 001, Madhya Pradesh, India; Tel.: +91 761-2661336 E-mail: cs@cebbco.com; Website: www.cebbco.com
Factory / Plant location	Industrial Area, Richhai, Jabalpur (MP)
	Udaipur, Tehsil Niwas, Distt- Mandla (MP)
	Plot No 690-696,751-756, Sector -3, Pithampur, Distt - Dhar (MP)
	Plot No. 742, Phase VI, Adityapur Industrial Area, Jamshedpur – 832109
	Gram Imlai, Panagar, Jabalpur (MP)
Registered / Corporate Head Office	48, Vandana Vihaar, Narmada Road, Gorakhpur, Jabalpur 482 001, Madhya Pradesh, India; Tel.: +91 761-2661336 E-mail: cs@cebbco.com; Website: www.cebbco.com

**13. Other Disclosures**

- a. The Company is in compliance with all mandatory requirements under the Listing Regulations.
- b. There are no transactions with related parties i.e. with the Promoters, Directors, Management, Subsidiaries or relatives etc. that may have potential conflict of interest of the Company at large. Transactions with related parties are disclosed in note 34 to the Accounts of the Company in the Annual Report. the web-link of the policy on dealing with related party transactions is [http://www.cebbco.com/docs/profile\\_for\\_investors.html](http://www.cebbco.com/docs/profile_for_investors.html)
- c. The Company has complied with the requirements of the stock exchanges, SEBI and other statutory authorities on all matters relating to capital markets during the last three years. No penalties or strictures have been imposed on the Company by the stock exchanges, SEBI or other statutory authorities relating to the above.
- d. The Company has formulated & adopted formal Whistle Blower Policy, and all the possible measures are taken to abide by the policy. In addition to this Company takes cognizance of complaints made and suggestions given by the employees and others. None of the personnel of the Company have been denied access to the Audit Committee. The Whistle Blower Policy is displayed on the Company's website viz., [www.cebbco.com](http://www.cebbco.com).
- e. Disclosures on Policy for determining Material Subsidiaries – The Company does not have any Subsidiaries during the financial year ended on 31st March, 2019 and, therefore, the Company has not framed 'Policy for determining 'Material' subsidiaries'.
- f. Disclosure of commodity price risks and commodity hedging activities, mention it as- **[Not Applicable];**
- g. In the preparation of the financial statements, the Company has followed the Accounting Standards referred to in Section 133 of the Companies Act, 2013. The significant accounting policies which are consistently applied are set out in the Notes to the Financial Statements.
- h. Business risk evaluation and management is an ongoing process within the Company. The assessment is periodically examined by the Board.
- i. Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A).

During the year company issued 3,45,39,693 fresh equity shares of Rs. 10 each on preferential basis which resulted in fresh infusion of capital amounting to Rs. 34,53,96,930. Details of the utilization of funds is as below :-

1. Repayment of Outstanding Loan standing in the name of Financial Institution/ Bank of Rs. 16,86,83,790 /-
  2. Settlement amount paid as per the resolution plan to the old promoters – 7,19,90,530/-
  3. Rs. 2,80,09,470 used for capital expenditure related work of Deori unit.
  4. Balance fund will be used for capital expenditure related work of all the units.
- j. A certificate from a Company Secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/ Ministry of Corporate Affairs or any such statutory authority.

On an annual basis, the Company obtains from each Director, details of the Board and Board Committee positions he/she occupies in other Companies, and changes if any regarding their Directorships. The Company has obtained a certificate

from M/s. S.K. Gupta, Practicing Company Secretary, confirming that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India and Ministry of Corporate Affairs or any such authority and the same forms part of this report

The Certificate of Company Secretary in practice is annexed herewith as a part of the report.

- i. Where the board had not accepted any recommendation of any committee of the board which is mandatorily required, in the relevant financial year. **Not Applicable**
- j. Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor BSR & CO. – Rs. 18,00,000/-
- k. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:
  - a. Number of complaints filed during the financial year - Nil
  - b. Number of complaints disposed of during the financial year – Nil
  - c. Number of complaints pending as on end of the financial year - Nil
- 14. The Company has complied with all the corporate governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 of SEBI (Listing Obligation Disclosure Requirements) Regulations, 2015 and Erstwhile clause 49 of the listing agreement.

Sl. No.	Particulars	Regulations	Compliance Status
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
2	Board composition	17(1)	Yes
3	Meeting of Board of directors	17(2)	Yes
4	Review of Compliance Reports	17(3)	Yes
5	Plans for orderly succession for appointments	17(4)	Yes
6	Code of Conduct	17(5)	Yes
7	Fees/compensation	17(6)	Yes
8	Minimum Information	17(7)	Yes
9	Compliance Certificate	17(8)	Yes
10	Risk Assessment & Management	17(9)	Yes
11	Performance Evaluation of Independent Directors	17(10)	Yes
12	Composition of Audit Committee	18(1)	Yes
13	Meeting of Audit Committee	18(2)	Yes
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
16	Composition and role of risk management committee	21(1),(2),(3),(4)	NA

17	Vigil Mechanism	22	Yes
18	Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
20	Approval for material related party transactions	23(4)	NA
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA
23	Maximum Directorship & Tenure	25(1) & (2)	Yes
24	Meeting of independent directors	25(3) & (4)	Yes
25	Familiarization of independent directors	25(7)	Yes
26	Memberships in Committees	26(1)	Yes
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

**15. Reconciliation of Share Capital Audit Report**

A qualified practicing Chartered Accountant carry out quarterly secretarial audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The audits confirm that the total issued/paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

**16. Disclosures with respect to demat suspense account / unclaimed suspense account - Not Applicable**

**17. Prevention of Insider Trading – Company duly have Insider Trading Policy which includes policy and procedures for inquiry in case of leak of UPSI or unsuspected leak of UPSI the web-link of the policy on dealing with related party transactions is [http://www.cebbco.com/docs/profile\\_for\\_investors.html](http://www.cebbco.com/docs/profile_for_investors.html).**

Place : Pune

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS**

Date : August 10, 2019

**P. Y. Gurav**  
Director  
(DIN: 02004317)

**Abhishek Jaiswal**  
Whole Time Director & C.E.O.  
(DIN: 07936627)



**DECLARATION REGARDING COMPLIANCE BY BOARD, EXECUTIVE VICE PRESIDENTS AND SENIOR OFFICERS WITH THE COMPANY'S CODE OF CONDUCT**

This is to affirm that the Company has adopted a Code of Conduct for its Board of Directors, President, Senior Officers and Company Secretary.

I Confirm that Company has in respect of the financial year ended March 31, 2019 received from the Board of Directors, Executive Vice presidents, Senior Officers and Company Secretary a declaration of compliance with the Code of Conduct as applicable to them.

The said Code is also placed on the website of the Company viz. **[www.cebico.com](http://www.cebico.com)**

Place : Pune

Date : August 10, 2019

**P. Y. Gurav**  
Director  
(DIN: 02004317)

**Abhishek Jaiswal**  
Whole Time Director & C.E.O.  
(DIN: 07936627)

**S. K. Gupta & Co.**

Company Secretaries

9, Roland Complex,  
Upper Floor, 37/17,  
Westcott Building,  
The Mall,  
Kanpur-208001  
Telefax :0512- 2315123  
Cell - 9415042137  
E-mail:sk\_gupta1@rediffmail.com

**CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE**

To,  
The Members,  
Commercial Engineers & Body Builders Co. Limited,  
84/105-A, G.T. Road,  
Kanpur - 208003

We have examined the compliance of the conditions of the Corporate Governance by Commercial Engineers & Body Builders Co. Limited ("the Company") for the Financial Year ended 31<sup>st</sup> March, 2019, as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [hereinafter referred to as "Listing Regulations"].

The compliance of the conditions of the Corporate Governance is the responsibility of the Management of the Company. Our examination was limited to review of the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of Corporate Governance as stipulated in the said Regulations. It is neither audit nor an expression of the opinion on the Financial Statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned "Listing Regulations" as applicable during the year ended 31<sup>st</sup> March, 2019.

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **S. K. Gupta & Co.**  
Company Secretaries

Place: Kanpur  
Date : August 10, 2019

**(S. K. GUPTA)**  
Managing Partner  
F.C.S 2589

**S. K. Gupta & Co.**

Company Secretaries

9, Roland Complex,  
Upper Floor, 37/17,  
Westcott Building,  
The Mall,  
Kanpur-208001  
Telefax :0512- 2315123  
Cell - 9415042137  
E-mail:sk\_gupta1@rediffmail.com

**CERTIFICATE PURSUANT TO CLAUSE (i) OF POINT (10) OF PARA C OF SCHEDULE V OF THE  
SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE  
REQUIREMENTS) REGULATIONS, 2015**

To,  
The Members,  
Commercial Engineers & Body Builders Co. Limited,  
84/105-A, G.T. Road,  
Kanpur - 208003

We have examined the following documents:

- i) Declaration of non-disqualification as required under Section 164 of Companies Act, 2013 ('the Act');
- ii) Disclosure of concern or interests as required under Section 184 of the Act; (hereinafter referred to as 'relevant documents'),

as submitted by the Directors of Commercial Engineers & Body Builders Co. Limited ('the Company') bearing **CIN: L24231UP1979PLC004837** and having its Registered Office at 84/105-A, G.T. Road, Kanpur - 208003 (U.P.) to the Board of Directors of the Company ('the Board') for the Financial year 2019-2020. We have considered non-disqualification to include non-debarment.

It is the responsibility of Directors to submit relevant documents with complete and accurate information in accordance with the provisions of the Act.

Based on our examination of relevant documents made available to us by the Company and such other verifications carried out by us as deemed necessary and adequate, in our opinion and to the best of our information and knowledge and according to the explanations provided by the Company, its officers and authorized representatives, we certify that as on date of this Certificate, none of the Directors on the Board of the Company, as listed hereunder, have been debarred or disqualified from being appointed or continuing as Directors of the Company by Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority.

Sl. No.	Name of Director	Director Identification Number (DIN)
1.	Shri Manchi Venkat Rajarao	00110363
2.	Shri Prakash Yashwant Gurav	02004317
3.	Shri Abhishek Jaiswal	07936627
4.	Ms. Vineeta Shriwani	08095170
5.	Shri Asim Ranjan Dasgupta* *Disqualified w.e.f. 1st April,2019 in terms of Regulation 17(1A) of SEBI (LODR) Regulations,2015	02284092

This Certificate has been issued at the request of the Company to make disclosure in its Corporate Governance Report of the Financial year ended 31st March, 2019.

For **S. K. Gupta & Co.**  
Company Secretaries

**(S. K. GUPTA)**  
Managing Partner  
F.C.S 2589

Place : Kanpur  
Date : August 10, 2019



## CEO & CFO CERTIFICATE

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22/05/2019

**Board of Directors,**  
**Commercial Engineers & Body Builders Co Limited,**  
84/105-A, G T Road,  
Kanpur

Dear Sirs,

- a. This is to confirm that We have reviewed financial statements and the cash flow statement for the year 2018-19 and that to the best of our knowledge and belief:
  - i. These statements do not contain any materially untrue statement or omit any material fact or omit any material fact or contain statements that might be misleading;
  - ii. These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or which violative of the company's code of conduct.
- c. We accept responsibility for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and have disclosed to the auditors and the Audit Committee the deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have been taken or propose to take to rectify these deficiencies.
- d. We have indicated to the auditors and the Audit committee
  - i. That there are no significant changes in internal control over financial reporting during the year;
  - ii. That there are no significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - iii. That there are no instances of significant fraud of which we are aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

**For Commercial Engineers & Body Builders Co Limited**

**Abhishek Jaiswal**  
Chief Executive Officer

**Amit K Jain**  
Chief Financial Officer

## INDEPENDENT AUDITORS' REPORT

To the Members of Commercial Engineers and Body Builders Co Limited

### Report on the Audit of the Financial Statements

#### Opinion

We have audited the financial statements of Commercial Engineers and Body Builders Co Limited ("the Company"), which comprise the balance sheet as at 31 March 2019, and the statement of profit and loss (including other comprehensive income), statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of the significant accounting policies and other explanatory information (together referred to as 'financial statements').

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2019, and profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

#### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Going Concern assessment - Refer to the Note 48 to the financial statements	
The key audit matter	How the matter was addressed in our audit
<p>In the earlier years, the Company had been incurring cash losses affecting its ability to service its borrowings, creditors, other liabilities and similar obligations.</p> <p>We identified management's use of the going concern assumption in preparing the financial statements as a key audit matter because the factors considered by the management of the Company in their evaluation on the Company's ability to continue as a going concern are complex which may be inherently uncertain and could be subject to management bias.</p>	<p>Our procedures performed included, among others:</p> <ul style="list-style-type: none"> <li>● obtaining and examining management's projections;</li> <li>● discussing with management their plans and the potential sources of funding including sufficient working capital and recourse to finance its operations and continue to operate as a going concern for the foreseeable future and evaluating these in relation to the available evidence and to past experience;</li> <li>● evaluating the Company's going concern disclosures in the financial statements by comparing them to our understanding of the matter.</li> </ul>

<b>Accounting for Restructuring of Borrowings - Refer to the note 48 to the financial statements</b>	
<b>The key audit matter</b>	<b>How the matter was addressed in our audit</b>
<p>During the year, the Company, the lenders, the erstwhile promoters and the incoming investor have entered into a Resolution Plan for restructuring of borrowings which includes following features:</p> <ul style="list-style-type: none"> <li>- partial waiver of the principal amount of loan and interest;</li> <li>- issuance of equity shares to the incoming investor;</li> <li>- transfer of pledged promoter shares to the incoming investor;</li> <li>- grant / renewal of the credit facilities subject to certain terms and conditions; and</li> <li>- issuance of non-convertible redeemable preference shares.</li> </ul> <p>This has resulted in change in ownership of the Company.</p> <p>We have identified the accounting for restructuring of borrowings as a key audit matter because the accounting for restructuring is complex and involves judgement due to contractual terms and assumptions used in determining accounting thereof.</p>	<p>Our procedures performed included, among others:</p> <ul style="list-style-type: none"> <li>● considering the terms of resolution plan entered into by the Company;</li> <li>● obtaining accounting analysis of restructuring of borrowings from the management and reviewed the same in light of appropriate accounting guidance;</li> <li>● testing of significant transactions with supporting documents, such as underlying resolution plan, board resolutions, third party confirmations and valuation reports;</li> <li>● testing the gain on waiver of interest and principal outstanding by the lenders by agreeing to underlying documents;</li> <li>● involved internal valuation specialists wherever required;</li> <li>● considering the adequacy of disclosures in the financial statements in respect of the restructuring accounting</li> </ul>

<b>Revenue Recognition - Refer to the note 2.2(e) to the financial statements</b>	
<b>The key audit matter</b>	<b>How the matter was addressed in our audit</b>
<p>As disclosed in Note 28, the Company's revenue from operations for the year ended 31 March 2019 was INR 21,579.96 Lakhs.</p> <p>We have identified revenue recognition as a key audit matter because revenue is qualitatively significant to the Statement of Profit and Loss and is one of key performance indicators of the Company, there may be risks of material misstatements related to completeness, existence and accuracy of revenue recognition.</p>	<p>Our procedures performed included, among others:</p> <ul style="list-style-type: none"> <li>● obtaining the understanding of and assessing the design, implementation and operating effectiveness of management's key internal controls in relation to revenue recognition;</li> <li>● on a sample basis, making selections from sales entries and tracing to their contracts, invoices, and goods outward register;</li> <li>● trade receivables outstanding at the year end. Selecting a sample of trade receivables and assessing their recoverability with reference to post year end cash receipts;</li> <li>● selecting a sample of transactions recorded during the year and assessing whether revenue has been recognised in the correct period with reference to supporting invoices, terms and conditions with customers and cash receipts; and</li> <li>● assessing the appropriateness of unbilled revenue at the year end with reference to post year end billings and cash receipts.</li> </ul>

<b>Impairment and Assets held for sale - Refer to the note 3 to the financial statements</b>	
<b>The key audit matter</b>	<b>How the matter was addressed in our audit</b>
<p>As at 31 March 2019, the Company’s balance sheet includes property, plant and equipment amounting to INR 11,268.42 Lakhs.</p> <p>The assessment of the recoverable value of these assets, or for the relevant cash-generating unit (‘CGU’), incorporates significant judgement in respect of factors such as future production levels, sales prices, operating/capital costs and economic assumptions such as discount rates, inflation rates etc.</p> <p>Further, the Company has undertaken review of certain activities and identified certain assets as held for sale and recognised the same at lower of cost or net realizable value.</p> <p>We identified assessing impairment and assets held for sale as a key audit matter because property, plant and equipment are significant to the Company’s total assets and involves significant judgement and estimation in determining the recoverable value.</p>	<p>Our procedures performed included, among others:</p> <ul style="list-style-type: none"> <li>● testing the design and implementation of controls which management have in place around planned and completed disposal activities;</li> <li>● obtaining and reviewing management assessment whether there were any indicators of impairment of property, plant and equipment as at 31 March 2019;</li> <li>● obtaining the projections used in determination of recoverable amount of property, plant and equipment from the management and considered the appropriateness of the growth assumptions applied by comparing the forecast cash flows to those currently being achieved by the CGUs and challenged the management’s assumptions regarding inflation rate, discount rate, etc;</li> <li>● obtaining the assessment undertaken by the management for review of certain activities and identification of assets held for sale;</li> <li>● challenging management’s judgement on the classification and valuation of assets held for sale through understanding the status of the sales process and reviewing correspondence from purchasers and prospective purchasers; and</li> <li>● assessing the adequacy of the disclosures in the financial statements in respect of the property, plant and equipment carrying values and assets held for sale.</li> </ul>

**Other Information**

The Company’s management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company’s annual report, but does not include the financial statements and our auditors’ report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.



### **Management's Responsibility for the Financial Statements**

The Company's management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the state of affairs, profit and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Board of Directors is also responsible for overseeing the Company's financial reporting process.

### **Auditors' Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error; and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt

on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditors' Report) Order, 2016 ("the Order") issued by the Central Government in terms of section 143 (11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

(A) As required by Section 143(3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The balance sheet, the statement of profit and loss (including other comprehensive income), the statement of changes in equity and the statement of cash flows dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under section 133 of the Act.
- e) On the basis of the written representations received from the directors as on 31 March 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2019 from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

(B) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company has disclosed the impact of pending litigations as at 31 March 2019 on its financial position in its financial statements - Refer Note 40 to the financial statements.
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- iv. The disclosures in the financial statements regarding holdings as well as dealings in specified bank notes during the period from 8 November 2016 to 30 December 2016 have not been made in these financial statements since they do not pertain to the financial year ended 31 March 2019.

(C) With respect to the matter to be included in the Auditors' Report under section 197(16):

In our opinion and according to the information and explanations given to us, the remuneration paid by the company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

For **BSR & Co. LLP**  
*Chartered Accountants*  
ICAI Firm Registration No.: 101248W/W-100022

**Shashank Agarwal**  
*Partner*  
Membership No.: 095109

Place: Pune  
Date: 22 May 2019

**Annexure A referred to in our Independent Auditors' Report to the members of Commercial Engineers and Body Builders Co Limited on the Financial Statements for the year ended 31 March 2019**

We report that:

- (i) (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of its fixed assets.
- (b) According to the information and explanations given to us, the Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified every year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. As informed to us, the discrepancies noticed on such verification were not material and have been properly adjusted in the books of account.
- (c) According to the information and explanations given to us and on the basis of our examination of the books of account, the title deeds of immovable property are held in the name of the Company.
- (ii) The inventory has been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable. As informed to us, the discrepancies noticed on verification between the physical stocks and the book records were not material and have been properly adjusted in the books of account.
- (iii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured, to companies or other parties covered in the register maintained under section 189 of the Act. As informed to us, there are no firms and Limited Liability Partnerships covered in the register maintained under section 189 of the Act. Accordingly, paragraph 3(iii) of the Order is not applicable.
- (iv) According to the information and explanations given to us, in respect of loans and investments made by the Company, the provisions of section 185 and 186 of the Act have been complied with. As informed to us, the Company has not provided any guarantee or security as specified under Section 185 and 186 of the Act.
- (v) According to the information and explanations given to us, the Company has not accepted any deposits from the public. Accordingly, paragraph 3(v) of the Order is not applicable.
- (vi) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under sub-section (1) of Section 148 of the Act for any of the goods sold by the Company. Accordingly, para 3(vi) of the Order is not applicable.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted / accrued in the books of account in respect of undisputed statutory dues including Goods and Services Tax ("GST") and other material statutory dues have generally been regularly deposited with the appropriate authorities though have been serious delays in deposit of Provident Fund, Employees' State Insurance and Income Tax.

According to the information and explanations given to us, no amounts payable in respect of undisputed statutory dues including provident fund, employees' state insurance, income-tax, Goods and Services Tax,



Service Tax, Sales Tax, Duty of excise and Value added tax and other material statutory dues were in arrears as at 31 March 2019 for a period of more than six months from the date they became payable except as mentioned below: (INR in Lakhs)

Name of Statute	Nature of Dues	Amount	Period to which the amount relates	Due Date	Date of Subsequent Payment
Income Tax Act, 1961	Tax	2.56	April 2018	7 May 2018	11 April 2019
	Deducted at Source	2.56	May 2018	7 June 2018	11 April 2019
		11.56	June 2018	7 July 2018	11 April 2019
		2.56	July 2018	7 Aug 2018	11 April 2019
		2.56	Aug 2018	7 September 2018	11 April 2019

Also refer note 40, wherein, it is explained that on account of the uncertainty with respect to the applicability of the Hon'ble Supreme Court Judgement on the provident fund matter, management has not recognised and deposited any additional provident fund amount in respect to the previous years.

(b) According to the information and explanations given to us, there are no dues of Income tax, Sales tax, Service tax, Duty of Excise, Value Added Tax and Goods and Services Tax which have not been deposited with the appropriate authorities on account of any dispute except as mentioned below: (INR in Lakhs)

Name of Statute	Nature of Dues	Forum where dispute is pending	Period to which the amount relates	Amount Involved*	Amount Paid under Protest
Central Excise Act, 1944	Excise Duty	AC, Jabalpur	April 2009- June 2009	14.37	-
		CEC/JC, Jabalpur	April 2007-Dec 2015	2,468.48	507.60
		CEC, Jamshedpur	April 2015- June 2017	1.24	-
		CEC, Pithampur	Oct 2012- Feb 2014	8.94	-
		High Court, Madhya Pradesh	July 2008 - August 2009	2,047.00	-
		CESTAT, New Delhi	Sep 2010- Dec 2014	148.85	-
		CESTAT, Kolkata	April 2011-March 2015	195.43	0.53
MP Commercial Tax Act, 1994	Value Added Tax	Appellate Board, Bhopal	F Y 2007-08	64.41	18.03
		Appellate Board, Bhopal	F Y 2008-09	63.35	17.78
		Supreme Court	F Y 2012-13	1,406.50	-
		Dy. Commissioner Jabalpur	F Y 2013-14	131.44	32.86

Name of Statute	Nature of Dues	Forum where dispute is pending	Period to which the amount relates	Amount Involved*	Amount Paid under Protest
Central Sales Tax Act, 1956	Central Sales Tax	Appellate Board, Bhopal	F Y 2007-08	11.02	3.09
		Appellate Board, Bhopal	F Y 2010-11	29.77	28.29
		Additional Commissioner, Jabalpur	F Y 2012-13	6.11	2.81
		Additional Commissioner, Jabalpur	F Y 2015-16	8.34	0.84
Jharkhand VAT Act, 2005	Value Added Tax	Dy. Commissioner of Commercial Taxes, Adityapur Circle, Jamshedpur	April 2011 to March 2012	217.20	-
		Dy. Commissioner of Commercial Taxes, Adityapur Circle, Jamshedpur	April 2012 to March 2013	63.97	-
Income Tax Act, 1956	Income Tax	CIT (Appeals), Kanpur	A.Y. 2012-13	15.93	-
		CIT (Appeals), Kanpur	A.Y. 2011-12	9.96	9.96

\* amounts as per demand orders including interest and penalty wherever indicated in the demand

(viii) According to the records of the Company examined by us and the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowings to its bankers or to any financial institutions except as under:

(INR in Lakhs)

Particulars	Amount of default in repayment		Period of default*
	Principal	Interest	
Dues to Financial Institutions :			
Tata Capital Financial Services Limited	2,559.60	1,351.70	March 2016 - 22 January 2019
Dues to Banks :			
HDFC Bank Limited	1,847.97	547.13	November 2016 - 22 January 2019
Axis Bank Limited	11,501.76	3,223.56	November 2016 - 22 January 2019

\* The Company has entered a Resolution Plan which contains restructuring of borrowings as mentioned in note 48 to the financial statements.

The Company did not have any loans or borrowings from government during the year and has not issued any debentures.

- (ix) Based on our examination of books of account and according to the information and explanations given to us, the Company has utilized all the money raised by way of term loans, for the purpose for which they were raised. Further, the Company has not raised money by way of initial public offer or further public offer (including debt instruments).
- (x) Based on our examination of the books of account and according to the information and explanations given to us, no fraud by the Company and no fraud on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) Based on our examination of the books of account and according to the information and explanations given to us, the Company has paid / provided managerial remuneration in accordance with the requisite approvals mandated by the provision of section 197 read with Schedule V of the Act.
- (xii) According to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) Based on our examination of the books of account and according to the information and explanations given to us, all transactions with the related parties are in compliance with section 177 and 188 of the Act where applicable and the details have been disclosed in the financial statements, as required by the applicable accounting standards.
- (xiv) Based on our examination of the books of account and according to the information and explanations given to us, the Company has made preferential allotment of shares during the year which is in compliance with section 42 of the Act, the Company has raised INR 3,453.97 Lakhs out of which INR 1,686.84 Lakhs has been utilized for the purpose for which it was raised and the balance was lying in the bank account as on 31 March 2019. Further, the Company has not made any private placement of shares or fully or partly convertible debentures.
- (xv) According to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) According to the information and explanations given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

*For* **BSR & Co. LLP**

*Chartered Accountants*

ICAI Firm Registration Number: 101248W/W-100022

**Shashank Agarwal**

*Partner*

Membership No.: 095109

Place: Pune

Date: 22 May 2019

**Annexure 'B' to the Independent Auditors' report on the financial statements of Commercial Engineers and Body Builders Co Limited for the year ended 31 March 2019.**

**Report on the internal financial controls with reference to the aforesaid financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013**

**(Referred to in paragraph 1(A)(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)**

**Opinion**

We have audited the internal financial controls with reference to financial statements of Commercial Engineers and Body Builders Co Limited ("the Company") as of 31 March 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2019, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

**Management's Responsibility for Internal Financial Controls**

The Company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 (hereinafter referred to as "the Act").

**Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and whether such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.



We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

**Meaning of Internal Financial controls with Reference to Financial Statements**

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial controls with Reference to Financial Statements**

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

*For* **BSR & Co. LLP**  
*Chartered Accountants*  
ICAI Firm Registration Number: 101248W/W-100022

**Shashank Agarwal**  
*Partner*  
Membership No.: 095109

Place: Pune  
Date: 22 May 2019

**Balance Sheet as at 31 March 2019**  
(All amounts are in INR lakhs, unless otherwise stated)

Particulars	Note	As at 31 March 2019	As at 31 March 2018
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	3	11,268.42	13,453.11
Capital work-in-progress	3	13.01	198.44
Intangible assets	4	28.86	-
Financial assets			
(i) Investments	5	0.10	0.10
(ii) Loans	6	57.68	44.00
Deferred tax assets (net)	37	-	-
Income tax assets (net)		9.96	-
Other non-current assets	7	2,784.42	2,776.47
<b>Total non-current assets</b>		<b>14,162.45</b>	<b>16,472.12</b>
<b>Current assets</b>			
Inventories	8	1,444.43	926.51
Financial assets			
(i) Trade receivables	9	1,774.82	685.04
(ii) Cash and cash equivalents	10	2,302.67	333.84
(iii) Bank balances other than (ii) above	11	87.26	107.34
(iv) Loans	12	250.19	195.56
(v) Other financial assets	13	187.46	222.87
Other current assets	14	546.63	1,909.44
Assets held for sale	15	102.00	-
<b>Total current assets</b>		<b>6,695.46</b>	<b>4,380.60</b>
<b>Total assets</b>		<b>20,857.91</b>	<b>20,852.72</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity share capital	16	8,948.27	5,494.30
Other equity	17	637.27	(12,212.02)
<b>Total equity</b>		<b>9,585.54</b>	<b>(6,717.72)</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
Financial liabilities			
(i) Borrowings	18	3,403.27	570.84
(ii) Other financial liabilities	19	5.10	5.00
Provisions	20	24.14	33.72
Other non-current liabilities	21	2,856.17	3,388.55
<b>Total non-current liabilities</b>		<b>6,288.68</b>	<b>3,998.11</b>
<b>Current liabilities</b>			
Financial liabilities			
(i) Borrowings	22	462.55	4,520.64
(ii) Trade payables	23		
(a) Total outstanding dues of Micro and Small Enterprises		166.69	112.12
(b) Total outstanding dues of creditors other than Micro and Small Enterprises		2,363.72	2,447.14
(iii) Other financial liabilities	24	643.05	15,617.31
Other current liabilities	25	908.72	461.05
Provisions	26	197.18	172.29
Current tax liabilities (net)	27	241.78	241.78
<b>Total current liabilities</b>		<b>4,983.69</b>	<b>23,572.33</b>
<b>Total equity and liabilities</b>		<b>20,857.91</b>	<b>20,852.72</b>

**See accompanying notes to the financial statements**  
As per our report of even date attached

For B S R & Co. LLP  
Chartered Accountants  
ICAI Firm Registration No.: 101248W/W-100022

**Shashank Agarwal**  
Partner  
Membership No.: 095109

Place : Pune  
Date : 22 May 2019

For and on behalf of the Board of Directors of  
Commercial Engineers and Body Builders Co. Limited.

**P.Y. Gurav**  
Director  
(DIN: 02004317)

**Amit Jain**  
Chief Financial Officer & Company Secretary  
Membership No. 39779

Place : Pune  
Date : 22 May 2019

**Abhishek Jaiswal**  
Whole Time Director & C.E.O.  
(DIN: 07936627)

## Statement of Profit and Loss for the year ended 31 March 2019

(All amounts are in INR lakhs, unless otherwise stated)

Particulars	Note	For the year ended 31 March 2019	For the year ended 31 March 2018
<b>Revenue</b>			
Revenue from operations	28	21,579.96	9,963.96
Other income	29	75.91	116.43
<b>Total income</b>		<b>21,655.87</b>	<b>10,080.39</b>
<b>Expenses</b>			
Cost of materials consumed	30	18,045.82	7,970.47
Changes in inventories of finished goods and work-in-progress	31	(251.69)	(186.17)
Excise duty on sales		-	247.46
Employee benefits expense	32	679.10	495.34
Finance costs	33	2,214.45	2,777.96
Depreciation and amortisation expense	34	1,037.91	1,035.23
Other expenses	35	1,916.37	1,431.37
<b>Total expenses</b>		<b>23,641.96</b>	<b>13,771.66</b>
<b>Loss before tax and exceptional items</b>		<b>(1,986.09)</b>	<b>(3,691.27)</b>
Exceptional Items	36	10,853.47	-
<b>Profit/(Loss) before tax</b>		<b>8,867.38</b>	<b>(3,691.27)</b>
<b>Tax expense</b>			
Current tax expense		-	-
Deferred tax (credit)/ charge		-	-
<b>Profit/(loss) for the year</b>		<b>8,867.38</b>	<b>(3,691.27)</b>
<b>Other comprehensive income/(expense)</b>			
<b>Items that will not be reclassified the statement of profit and loss</b>			
Re-measurement (loss)/gain of defined benefit obligation		(1.20)	5.32
Income tax relating to items that will not be reclassified to profit or loss		-	-
<b>Total other comprehensive income/ (expense) for the year, net of taxes</b>		<b>(1.20)</b>	<b>5.32</b>
<b>Total comprehensive income/ (expense) for the year</b>		<b>8,866.18</b>	<b>(3,685.95)</b>
<b>Earnings/(loss) per equity share</b>			
Basic and diluted earnings/(loss) per equity share [Nominal value of INR 10 per share (Previous year INR 10 per share)]	41	14.42	(6.72)

**See accompanying notes to the financial statements**  
As per our report of even date attached

For B S R & Co. LLP  
Chartered Accountants  
ICAI Firm Registration No.: 101248W/W-100022

**Shashank Agarwal**  
Partner  
Membership No.: 095109

Place : Pune  
Date : 22 May 2019

For and on behalf of the Board of Directors of  
Commercial Engineers and Body Builders Co. Limited.

**P.Y. Gurav**  
Director  
(DIN: 02004317)

**Amit Jain**  
Chief Financial Officer & Company Secretary  
Membership No. 39779

Place : Pune  
Date : 22 May 2019

**Abhishek Jaiswal**  
Whole Time Director & C.E.O.  
(DIN: 07936627)

## Cash flow statement for the year ended 31 March 2019

(All amounts are in INR lakhs, unless otherwise stated)

Particulars	Note	For the year ended 31 March 2019	For the year ended 31 March 2018
<b>Cash flow from operating activities</b>			
Profit/ (Loss) before tax		8,866.18	(3,691.27)
Adjustments for :			
Depreciation and amortisation		1,037.91	1,035.23
Loss/ (Profit) on sale of property, plant and equipment / held for sale		25.45	(17.43)
Provision for doubtful debt and advances		11.61	244.02
Liabilities / provisions no longer required written back		(63.22)	(73.28)
Exceptional items (refer note 36)		(10,853.47)	-
Interest income		(10.73)	(11.51)
Finance cost		2,214.45	2,777.96
<b>Operating cash flow before working capital changes</b>		<b>1,228.18</b>	<b>263.72</b>
<b>Changes in assets and liabilities</b>			
(Increase)/ decrease in inventories		(517.92)	(229.25)
Decrease/ (increase) in trade receivables, financial assets and other assets		236.03	914.23
(Decrease)/ increase in trade payables, financial liabilities and other liabilities		(29.23)	(1,154.49)
Increase in provisions		15.30	133.02
<b>Cash generated from operations</b>		<b>932.36</b>	<b>(72.73)</b>
Income-taxes paid		(9.96)	(2.28)
<b>Net cash provided by operating activities (A)</b>		<b>922.40</b>	<b>(75.01)</b>
<b>Cash flow from investing activities</b>			
Purchases of property, plant and equipment (Net)		(120.78)	(25.32)
Proceeds from sale of property, plant and equipment		-	22.05
Interest received		10.73	9.65
<b>Net cash used in investing activities (B)</b>		<b>(110.05)</b>	<b>6.38</b>
<b>Cash flow from financing activities</b>			
Proceeds from equity share capital		3,453.97	-
Proceeds from short term borrowings*		662.23	700.00
Repayment of short term borrowings		(990.35)	(170.00)
Repayment of long term borrowings		(1,686.84)	-
Finance cost paid		(282.53)	(170.29)
<b>Net cash (used)/provided in financing activities (C)</b>		<b>1,156.48</b>	<b>359.71</b>
<b>Net Cash Flows [increase/(decrease)] during the year (A+B+C)</b>		<b>1,968.83</b>	<b>291.07</b>
Cash and cash equivalents at the beginning of the year		333.84	42.77
<b>Cash and cash equivalents at the end of the year</b>		<b>2,302.67</b>	<b>333.84</b>
Components of cash and cash equivalents			
Balances with scheduled banks:			
- Current accounts		2,300.39	329.43
Cash on hand		2.28	4.41
<b>Cash and cash equivalents at the end of the year</b>		<b>2,302.67</b>	<b>333.84</b>

\* Includes proceeds from 0.001% preference shares.

**Notes:**

- The cash flow statement has been prepared in accordance with "Indirect Method" as set out on Indian Accounting Standard -7 on "Statement on Cash Flows".
- Also refer note 48 in relation to restructuring of borrowings

**See accompanying notes to the financial statements**

As per our report of even date attached

For B S R & Co. LLP

Chartered Accountants

ICAI Firm Registration No.: 101248W/W-100022

**Shashank Agarwal**

Partner

Membership No.: 095109

Place : Pune

Date : 22 May 2019

For and on behalf of the Board of Directors of  
Commercial Engineers and Body Builders Co. Limited.

**P.Y. Gurav**

Director

(DIN: 02004317)

**Amit Jain**

Chief Financial Officer & Company Secretary

Membership No. 39779

Place : Pune

Date : 22 May 2019

**Abhishek Jaiswal**

Whole Time Director & C.E.O.

(DIN: 07936627)



**Statement of Changes in Equity for the year ended 31 March 2019**  
(All amounts are in INR lakhs, unless otherwise stated)

**A. Equity share capital**

Particulars	Amount
Balance as at 1 April 2017	5,494.30
Changes during the year	-
Balance as at 31 March 2018	5,494.30
Changes during the year	3,453.97
Balance as at 31 March 2019	<b>8,948.27</b>

**B. Other equity**

Particulars	Equity component of compound financial instrument (Note 16)	Reserve and surplus (1)			Surplus in Statement of Profit or loss	Items of other comprehensive income (1) Remeasurement of defined benefit liability	Total
		General reserve	Capital reserve	Securities Premium			
<b>Balance as at 1 April 2017</b>	899.34	9.80	8.72	12,837.80	(22,281.55)	(0.18)	(8,526.07)
Loss for the year	-	-	-	-	(3,691.27)	-	(3,691.27)
Other comprehensive income / (expense) for the year	-	-	-	-	-	5.32	5.32
<b>Balance as at 31 March 2018</b>	<b>899.34</b>	<b>9.80</b>	<b>8.72</b>	<b>12,837.80</b>	<b>(25,972.82)</b>	<b>5.14</b>	<b>(12,212.02)</b>
<b>Balance as at 1 April 2018</b>	899.34	9.80	8.72	12,837.80	(25,972.82)	5.14	(12,212.02)
Profit for the year	-	-	-	-	8,867.38	-	8,867.38
Other comprehensive income / (expense) for the year	-	-	-	-	-	(1.20)	(1.20)
Deemed contribution by shareholders	-	-	-	-	-	3,983.11	3,983.11
<b>Balance as at 31 March 2019</b>	<b>899.34</b>	<b>9.80</b>	<b>8.72</b>	<b>12,837.80</b>	<b>(17,105.44)</b>	<b>3.94</b>	<b>637.27</b>

**Notes:**

- Refer note 17 for nature and purpose of these reserves
- See accompanying notes to the financial statements  
As per our report of even date attached

For **BSR & Co. LLP**

Chartered Accountants

ICAI Firm Registration No.: 101248W/W-100022

**Shashank Agarwal**

Partner

Membership No.: 095109

Place : Pune

Date : 22 May 2019

For and on behalf of the Board of Directors of  
Commercial Engineers and Body Builders Co. Limited.

**P.Y. Gurav**

Director

(DIN: 02004317)

**Ankit Jain**

Chief Financial Officer & Company Secretary

Membership No. 39779

Place : Pune

Date : 22 May 2019

**Abhishek Jaiswal**

Whole Time Director & C.E.O.

(DIN: 07936627)

## Notes to the financial statements for the year ended 31 March 2019

### 1.1 Corporate Information

Commercial Engineers and Body Builders Co Ltd. (the "Company") is a Company domiciled in India, with its registered office stated at 84/105A, G T Road, Kanpur Mahanagar, Uttar Pradesh (CIN: L24231UP1979PLC004837). The Company has been incorporated under the provisions of Indian Companies Act and its equity shares are listed on the Bombay Stock Exchange (BSE) and National Stock Exchange (NSE). The Company is primarily involved in manufacturing of load bodies, wagons and components with manufacturing facilities at Jabalpur, Indore and Jamshedpur.

### 1.2 Basis of preparation

#### a) Statement of Compliance

These financial statements have been prepared in accordance with the Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015, as amended notified under section 133 of Companies Act, 2013, (the 'Act') and other relevant provisions of the Act.

The financial statements were authorised for issue by the Company's Board of Directors on 22 May 2019.

During the past years, the Company had been incurring cash losses affecting its ability to service its borrowings, creditors, other liabilities and similar obligations. The Joint Lenders Forum invoked Strategic Debt Restructuring ("SDR") on 11 January 2017 in compliance with the guidelines issued by the Reserve Bank of India ("RBI"). On 12 October 2017 the lead bank communicated that SDR could not be completed within the time frame prescribed by RBI and loan given by the lenders to the Company has been classified Non-Performing Assets in the books of lenders.

Since then, the lead bank has been in the process of identifying revival measures, including debt restructuring and other structural changes.

Pursuant to a Resolution Plan, the Company, the lenders, the erstwhile promoters and the incoming investor entered into an agreement on 1 December 2018. The Resolution Plan mainly includes partial waiver of the principal amount of loan and interest, issuance of equity shares to the incoming investor, transfer of pledged promoter shares to the incoming investor, grant / renewal of the credit facilities subject to certain terms and conditions and issuance of non-convertible redeemable preference shares.

The above plan received shareholders' approval on 7 January 2019.

The management believes that the above Resolution Plan together with continued customer support and ownership change will result in revival of operations of the Company. Accordingly, the financial statements have been prepared on going concern basis.

Details of the Company's accounting policies are included in Note 2.

#### b) Functional and presentation currency

The management has determined the currency of the primary economic environment in which the Company operates i.e., functional currency, to be Indian Rupees (INR). The financial statements are presented in INR which is Company's functional and presentational currency.

## Notes to the financial statements for the year ended 31 March 2019

### c) Basis of measurement

The financial statements have been prepared on the historical cost basis except for the following items:

Items	Measurement basis
Certain financial assets and liabilities	Fair value
Defined benefit (asset)/ liability	Fair value of plan assets less present value of defined benefit obligations

### d) Use of estimates and judgements

In preparing these financial statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

#### Judgements

Information about judgements made in applying accounting policies that have the most significant effects on the amounts recognised in the financial statements is included in the following notes:

- Note 2.2(m) - leases: whether an arrangement contains a lease
- Note 2.2(m) - lease classification
- Note 2.2 (p) (i) - classification of financial assets: assessment of business model within which the assets are held and assessment of whether the contractual terms of the financial asset are solely payments of principal and interest on the principal amount outstanding.

#### Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment in the year ending 31 March, 2019 is included in the following notes:

- Note 2.2 (g)(iii) and 42- measurement of defined benefit obligations: key actuarial assumptions
- Note 2.2 (b) - measurement of useful lives and residual values to property, plant and equipment
- Note 2.2 (c) - measurement of useful lives of intangible assets
- Note 1.2 (e) and 2(p) - fair value measurement of financial instruments and impairment thereon
- Note 2.2 (k) and 40 - recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of outflow of resources
- Note 2.2 (f) - recognition of deferred tax assets: availability of future taxable profit against which tax losses carried forward can be used
- Note 2.2 (j) – impairment of non-financial assets

### e) Measurement of fair values

A number of the Company's accounting policies and disclosures require the measurement of fair values, for both

## Notes to the financial statements for the year ended 31 March 2019

financial and non-financial assets and liabilities.

The Company has an established control framework with respect to the measurement of fair values. This includes the management that has overall responsibility for overseeing all significant fair value measurements, including Level 3 fair values, and reports directly to the board of directors.

The management regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used to measure fair values, then the valuation team assesses the evidence obtained from the third parties to support the conclusion that these valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which the valuations should be classified.

Significant valuation issues are reported to the Company's audit committee.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

## 2. Significant accounting policies

### 2.1 Change in significant accounting policies

The Company has initially applied Ind AS 115 from 1 April 2018.

Due to the transition methods chosen by the Company in applying the above standard, comparative information throughout these financial statements has not been restated to reflect the requirements of new standard.

There is no significant impact of transition from Ind AS 18 to Ind AS 115 in recognizing revenue by the Company.

Ind AS 115 establishes a comprehensive framework for determining whether, how much and when revenue is recognized. It replaced Ind AS 18 Revenue Recognition, Ind AS 11 Construction Contracts and related interpretations. Under Ind AS 115, revenue is recognized when a customer obtains control of the goods or services. Determining the timing of the transfer of control - at a point in time or over time - requires judgment.

The Company has adopted Ind AS 115 using the cumulative effect method (without practical expedients), with the effect of initially applying this standard recognized at the date of initial application (i.e. 1 April 2018). Accordingly, the information presented for 2017-18 has not been restated - i.e. it is presented, as previously reported, under Ind AS 18, Ind AS 11 and related interpretations. Additionally, the disclosure requirements in Ind AS 115 have not generally been applied to comparative information.



## Notes to the financial statements for the year ended 31 March 2019

### 2.2 Summary of significant accounting policies

#### a) Current and non-current classification

All assets and liabilities are classified into current and non-current.

##### Assets

An asset is classified as current when it satisfies any of the following criteria:

- ❖ it is expected to be realised in, or is intended for sale or consumption in, the Company's normal operating cycle;
- ❖ it is held primarily for the purpose of being traded;
- ❖ it is expected to be realised within 12 months after the reporting date; or
- ❖ it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date."

Current assets include the current portion of non-current financial assets. All other assets are classified as non-current.

##### Liabilities

A liability is classified as current when it satisfies any of the following criteria:

- ❖ it is expected to be settled in the Company's normal operating cycle;
- ❖ it is held primarily for the purpose of being traded;
- ❖ it is due to be settled within 12 months after the reporting date; or
- ❖ the Company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Current liabilities include the current portion of financial liabilities some part of which may be non-current. All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

##### Operating cycle

Based on the nature of products/ activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

#### b) Property, plant and equipment

##### Recognition and measurement

All items of property, plant and equipment are measured at cost less accumulated depreciation/ amortization and accumulated impairment losses, if any.

Cost of an item of property, plant and equipment comprises its purchase price including import duties and non-refundable purchase taxes after deducting trade discounts and rebates, any directly attributable cost of bringing

## Notes to the financial statements for the year ended 31 March 2019

the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

When parts of an item of property, plant and equipment having significant cost have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Gains or losses on disposal of an item of property plant and equipment are recognised in the statement of profit and loss.

All spare parts which are expected to be used for more than one accounting period are capitalised as property, plant and equipment.

Capital work-in-progress is stated at cost, net of impairment loss, if any.

### Subsequent expenditure

Subsequent expenditure is recognized as an increase in the carrying amount of the asset when it is probable that future economic benefits deriving from the cost incurred will flow to the enterprise and the cost of the item can be measured reliably.

The cost of replacing part of an item of property, plant and equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company and its cost can be measured reliably. The carrying amount of the replaced part is derecognized. The costs of the day-to-day servicing of property, plant and equipment are recognized in the Statement of profit and loss as incurred.

### Depreciation methods, estimated useful lives and residual value

Depreciation is provided on cost of items of property, plant and equipment less their estimated residual values over their estimated useful lives.

Depreciation is provided using written down value method for the assets acquired prior to 1 January 2011 and using straight line method for the assets acquired after 1 January 2011.

- (i) The depreciation charged on all property, plant and equipment is on the basis of useful life specified in Part "C" of Schedule II to the Companies Act, 2013 which represents useful lives of the assets.
- (ii) On assets sold, discarded, etc., during the year, depreciation is provided up to the date of sale/discard.
- (iii) Depreciation has been calculated on a pro-rata basis in respect of acquisition/installation during the year.
- (iv) Leasehold land is amortised over the primary lease period or the useful life, whichever is shorter.
- (v) Freehold land is not depreciated

Depreciation methods, useful lives and residual values are reviewed at each financial year, and changes, if any, are accounted for prospectively.

Depreciation on additions (disposals) is provided on a pro-rata basis i.e. from (upto) the date on which asset is ready for use (disposed of).

**Notes to the financial statements for the year ended 31 March 2019**

**c) Intangible assets**

Recognition and initial measurement

Intangible assets comprise computer software. Intangible assets that are acquired by the Company are measured at cost less accumulated amortization and accumulated impairment losses. Cost includes any directly attributable incidental expenses necessary to make the assets ready for its intended use.

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset are recognised in the statement of profit and loss when the asset is derecognised.

Subsequent expenditure

Subsequent expenditure is capitalized only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure is recognized in statement of profit and loss as incurred.

Amortisation

Intangible assets, being computer software is amortised in the statement of profit and loss over the estimated useful life of 3 years using the straight line method.

An intangible asset is derecognized on disposal or when no future economic benefits are expected from its use and disposal. Losses arising from retirement and gains or losses arising from disposal of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit and loss.

The amortisation method and the useful lives of intangible assets are reviewed annually and adjusted as necessary.

**d) Inventories**

Inventories are measured at lower of cost and net realizable value. The methods of determining costs of various categories of inventories are as follows:

Raw materials	First-in First-out method
Work-in-progress and finished goods (manufactured)	Weighted average method including an appropriate share of variable and fixed production overheads.
Finished Goods	Weighted average method including an appropriate share of variable and fixed production overheads.
Stores and spares	First-in First-out method

Costs includes expenditure incurred in acquiring the inventories, production or conversion costs incurred in bringing them to their present location and condition.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and selling expenses.

## Notes to the financial statements for the year ended 31 March 2019

### e) Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

However, sales tax/ value added tax (VAT)/ Goods and Services Tax (GST) is not received by the Company on its own account. Rather, it is tax collected on value added to the commodity by the seller on behalf of the government. Accordingly, it is excluded from revenue.

The specific recognition criteria described below must also be met before revenue is recognized.

Effective 1 April 2018, the Company has applied Ind AS 115 which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognised. Ind AS 115 replaces Ind AS 18 Revenue. The Company has adopted Ind AS 115 using the cumulative effect method. The effect of initially applying this standard is recognised at the date of initial application (i.e. 1 April 2018). The standard is applied retrospectively only to contracts that are not completed as at the date of initial application and the comparative information in the Statement of Profit and Loss is not restated - i.e. the comparative information continues to be reported under Ind AS 18. Refer note 2.1 - Significant accounting policies - Revenue recognition in the Annual report of the Company for the year ended 31 March 2018, for the revenue recognition policy as per Ind AS 18. The impact of the adoption of the standard on the Standalone Financial Statements of the Company is insignificant.

#### Sale of goods

The Company recognized revenue when (or as) a performance obligation was satisfied, i.e. when 'control' of the goods underlying the particular performance obligation were transferred to the customer.

Further, revenue from sale of goods is recognized based on a 5-Step Methodology which is as follows:

Step 1: Identify the contract(s) with a customer

Step 2: Identify the performance obligation in contract

Step 3: Determine the transaction price

Step 4: Allocate the transaction price to the performance obligations in the contract

Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation

Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, service level credits, performance bonuses, price concessions and incentives, if any, as specified in the contract with the customer. Revenue also excludes taxes collected from customers.

Contract assets are recognised when there is excess of revenue earned over billings on contracts. Contract assets are classified as unbilled receivables (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms.

Unearned or deferred revenue is recognised when there is billings in excess of revenues.

Contracts are subject to modification to account for changes in contract specification and requirements. The Company reviews modification to contract in conjunction with the original contract, basis which the transaction



## Notes to the financial statements for the year ended 31 March 2019

price could be allocated to a new performance obligation, or transaction price of an existing obligation could undergo a change. In the event transaction price is revised for existing obligation, a cumulative adjustment is accounted for.

### Use of significant judgements in revenue recognition:

- a) The Company's contracts with customers could include promises to transfer products to a customer. The Company assesses the products promised in a contract and identifies distinct performance obligations in the contract. Identification of distinct performance obligation involves judgement to determine the deliverables and the ability of the customer to benefit independently from such deliverables.
- b) Judgement is also required to determine the transaction price for the contract. The transaction price could be either a fixed amount of customer consideration or variable consideration with elements such as volume discounts, service level credits, performance bonuses, price concessions and incentives. The transaction price is also adjusted for the effects of the time value of money if the contract includes a significant financing component. Any consideration payable to the customer is adjusted to the transaction price, unless it is a payment for a distinct product or service from the customer. The estimated amount of variable consideration is adjusted in the transaction price only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur and is reassessed at the end of each reporting period. The Company allocates the elements of variable considerations to all the performance obligations of the contract unless there is observable evidence that they pertain to one or more distinct performance obligations.
- c) The Company uses judgement to determine an appropriate standalone selling price for a performance obligation. The Company allocates the transaction price to each performance obligation on the basis of the relative standalone selling price of each distinct product or service promised in the contract.
- d) The Company exercises judgement in determining whether the performance obligation is satisfied at a point in time or over a period of time. The Company considers indicators such as how customer consumes benefits as services are rendered or who controls the asset as it is being created or existence of enforceable right to payment for performance to date and alternate use of such product or service, transfer of significant risks and rewards to the customer, acceptance of delivery by the customer, etc.

### Rendering of services

Revenue from sale of services is recognised to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured.

### Sale of scrap

Revenue from sale of scrap is accounted for as and when sold.

### Other Income

For instruments measured at amortized cost, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortized cost of a financial liability. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the

## Notes to the financial statements for the year ended 31 March 2019

expected credit losses. Interest income is included in other income in the statement of profit and loss.

### f) **Income tax**

Income tax expense comprises current and deferred tax. Current tax expense is recognized in statement of profit or loss except to the extent that it relates to items recognized directly in other comprehensive income or equity, in which case it is recognized in other comprehensive income or equity.

#### Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realize the asset and settle the liability on a net basis or simultaneously.

#### Deferred tax

Deferred tax is recognised using the balance sheet method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority. Deferred tax is recognized in the statement of profit or loss except to the extent that it relates to items recognised directly in other comprehensive income or equity, in which case it is recognised in other comprehensive income or equity.

A deferred tax asset is recognised to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilised. The Company recognizes a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is other convincing evidence that sufficient taxable profit will be available against which such deferred tax asset can be realized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Unrecognised deferred tax assets are reassessed at each reporting date and recognised to the extent that it has become probable that future taxable profits will be available against which they can be used. Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

### g) **Employee benefits**

#### i) **Short-term benefits**

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognized for the amount expected to be paid e.g., under short-term

## Notes to the financial statements for the year ended 31 March 2019

cash bonus, if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the amount of obligation can be estimated reliably.

Leave encashment is provided for on the basis of actual costs the Company expects to pay for the compensated absences.

### ii) Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into separate entity and will have no legal or constructive obligation to pay further amounts.

Obligations for contributions to defined contribution plans are recognised as an employee benefit expense in statement of profit and loss in the periods during which the related services are rendered by the employees.

The Company makes specific contributions to provident fund.

### iii) Defined benefit plans

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Company has following defined benefit plans:

#### Gratuity

The Company provides for gratuity, a defined benefit plan (the Gratuity Plan) covering all directly recruited eligible employees. In accordance with the payment of Gratuity Act, 1972, the Gratuity plan provides a lump sum payment to vested employees on retirement, death, incapacitation or termination of employment. These are funded by the Company and are managed by the Life Insurance Corporation of India (LIC).

The calculation of defined benefit obligation is performed by a qualified actuary separately for each plan using the projected unit credit method, which recognises each year of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

The obligation is measured at the present value of estimated future cash flows. The discount rates used for determining the present value of obligation under defined benefit plans, is based on the market yields on Government securities as at the balance sheet date, having maturity periods approximating to the terms of related obligations.

Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to the statement of profit or loss in subsequent periods.

The Company determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then-net defined benefit liability (asset), taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in the statement of profit and loss.

**Notes to the financial statements for the year ended 31 March 2019**

**h) Foreign currency transactions and translation**

Monetary and non-monetary transactions in foreign currencies are initially recorded in the functional currency of the Company at the exchange rates at the dates of the transactions or at an average rate if the average rate approximates the actual rate at the date of the transaction.

Monetary foreign currency assets and liabilities remaining unsettled on reporting date are translated at the rates of exchange prevailing on reporting date. Gains/ (losses) arising on account of realisation/ settlement of foreign exchange transactions and on translation of monetary foreign currency assets and liabilities are recognised in the statement of profit and loss.

Non-monetary items are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction.

The Company uses derivative financial instruments such as forward exchange contracts to hedge its risk associated foreign currency fluctuations. Such derivatives are stated at fair value. Any gains or losses arising from changes in fair value are taken directly to statement of profit or loss.

**i) Finance expense**

Finance expenses comprises of interest and other costs (including exchange differences relating to foreign currency borrowings to the extent that they are regarded as an adjustment to interest cost) incurred in connection with the borrowings of funds. Borrowing costs that are not directly attributable to the acquisition, construction or production of a qualifying asset are recognized in the statement of profit and loss using the effective interest method.

**j) Impairment of non-financial assets**

The carrying amounts of the Company's non-financial assets, other than inventories, are reviewed at each reporting date to determine whether there is any indication of impairment considering the provisions of Ind AS 36 'Impairment of Assets'. If any such indication exists, then the asset's recoverable amount is estimated.

The recoverable amount of an asset or cash-generating unit is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit", or "CGU").

An impairment loss is recognized if the carrying amount of an asset or its CGU exceeds its estimated recoverable amount. Impairment losses are recognized in the statement of profit and loss. Impairment losses recognized in respect of CGUs are reduced from the carrying amounts of the assets of the CGU.

An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

**k) Provisions and contingent liabilities**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past



## Notes to the financial statements for the year ended 31 March 2019

event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

Provisions are measured at management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingent liabilities are possible obligations that arise from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events not wholly within the control of the entity. Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote.

### **l) Borrowings and borrowing cost**

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method.

Borrowing costs that are directly attributable to the acquisition, construction or erection of qualifying assets are capitalised as part of cost of such asset until such time that the assets are substantially ready for their intended use. Qualifying assets are assets which take a substantial period of time to get ready for their intended use or sale.

When the Company borrows funds specifically for the purpose of obtaining a qualifying asset, the borrowing costs incurred are capitalized. When Company borrows funds generally and uses them for the purpose of obtaining a qualifying asset, the capitalization of the borrowing costs is computed based on the weighted average cost of general borrowing that are outstanding during the period and used for the acquisition of the qualifying asset.

Capitalisation of borrowing costs ceases when substantially all the activities necessary to prepare the qualifying assets for their intended uses are complete. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing costs include exchange differences arising from foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs.

All other borrowing costs are recognised as an expense in the year in which they are incurred.

### **m) Leases**

The determination of whether an arrangement is, or contains, a lease is based on the substance of an arrangement at inception date: whether fulfillment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset, even if that right is not explicitly specified in an arrangement.

#### Where the Company is the lessee

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Company as lessee are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the statement of profit or loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

## Notes to the financial statements for the year ended 31 March 2019

Leases of property, plant and equipment where the Company, as lessee, has substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the lease's inception at the fair value of the leased property or, if lower, the present value of the minimum lease payments. The corresponding rental obligations, net of finance charges, are included in borrowings or other financial liabilities as appropriate. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to the profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. Subsequent to initial recognition, the assets are accounted for in accordance with the accounting policy applicable to similar owned assets.

### n) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

In accordance with Ind AS 108 – Operating Segments, the operating segments used to present segment information are identified on the basis of internal reports used by the Company's Management to allocate resources to the segments and assess their performance.

The Board of Directors is collectively the Company's 'Chief Operating Decision Maker' or 'CODM' within the meaning of Ind AS 108. Refer Note 36 for segment information.

### o) Government grant

Government grants are recognized where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognized as other operating revenue on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognized as income in equal amounts over the expected useful life of the related asset.

When the Company receives grants of non-monetary assets, the asset and the grant are recorded at fair value amounts and released to profit or loss over the expected useful life in a pattern of consumption of the benefit of the underlying asset i.e. by equal annual instalments.

### p) Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

#### i) Financial assets

##### **Recognition and initial measurement**

Trade receivables are initially recognized when they are originated. All other financial assets and financial liabilities are initially recognized when the Company becomes a party to the contractual provisions of the instrument.

A financial asset or financial liability is initially measured at fair value plus, for an item not at fair value through profit and loss ('FVTPL'), transaction costs that are directly attributable to its acquisition or issue.

## Notes to the financial statements for the year ended 31 March 2019

### Classification and subsequent measurement

On initial recognition, a financial asset is classified as measured at:

- Amortized cost;
- Fair Value through Other Comprehensive Income ('FVOCI') – debt instrument;
- FVOCI – equity investment; or
- FVTPL

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets.

A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

This category is the most relevant to the Company. After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the statement of profit or loss. The losses arising from impairment are recognized in the profit or loss. This category generally applies to trade and other receivables. Company has recognized financial assets viz. security deposit, trade receivables, employee advances at amortized cost.

A debt instrument is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Company recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the Statement of Profit and Loss. On de-recognition of the asset, cumulative gain or loss previously recognized in OCI is re-classified from the equity to Statement of Profit and Loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

On initial recognition of an equity investment that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in OCI (designated as FVOCI – equity investment). This election is made on an investment-by-investment basis.

## Notes to the financial statements for the year ended 31 March 2019

All financial assets not classified as measured at amortized cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortized cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

### **Financial assets:** Business model assessment

The Company makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management. The information considered includes:

- the stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether management's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realising cash flows through the sale of the assets;
- how the performance of the portfolio is evaluated and reported to the Company's management;
- the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;
- the frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity.

Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

### **Financial assets:** Assessment whether contractual cash flows are solely payments of principal and interest

For the purpose of this assessment 'Principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Company considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making the assessment, the Company considers:

- contingents events that would change the amounts or timings of cash flows;
- terms that may adjust the contractual coupon rate, including variable interest rate features;
- prepayment and extension features; and
- terms that limit the Company's claim to cash flows from specified assets (e.g. non - recourse features)

A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable additional compensation for early termination of the contract. Additionally, for a financial asset acquired at a significant discount or premium to its contractual par



**Notes to the financial statements for the year ended 31 March 2019**

amount, as feature that permits or requires prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest (which may also include reasonable additional compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition.

**Financial assets :** Subsequent measurement and gains and losses

Financial assets at FVTPL	These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognized in profit or loss.
Financial assets at amortized cost	These assets are subsequently measured at amortized cost using the effective interest method. Interest income, foreign exchange gains and losses are recognized in profit or loss. Any gain or loss on derecognition is recognized in profit or loss.
Debt investment at FVOCI	These assets are subsequently measured at fair value. Interest income under the effective interest method, foreign exchange gains and losses and impairment are recognized in profit or loss. Other net gains and losses are recognized in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.
Equity investment at FVOCI	These assets are subsequently measured at fair value. Dividends are recognized as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognized in OCI and are not reclassified to profit or loss.

Derecognition

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset. Any gain or loss on derecognition is recognised in the statement of profit and loss.

Impairment

The Company recognizes loss allowances using the Expected Credit Loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition, in which case those financial assets are measured at lifetime ECL. The changes (incremental or reversal) in loss allowance computed using ECL model, is recognised as an impairment gain or loss in the statement of profit and loss.

Write-off

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is

## Notes to the financial statements for the year ended 31 March 2019

no realistic prospect of recovery. This is generally the case when the Company determines that the counterparty does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Company's procedures for recovery of amounts due.

### ii) Financial liabilities

#### **Recognition and initial measurement**

All financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument. All financial liabilities are initially measured at fair value minus, in the case of financial liabilities not recorded at fair value through profit or loss, transaction costs that are attributable to the liability.

#### **Classification and subsequent measurement**

Financial liabilities are classified as measured at amortised cost or FVTPL.

Financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense are recognised in the statement of profit and loss. Any gain or loss on derecognition is also recognised in the statement of profit and loss. All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. The Company's financial liabilities include trade and other payables, loans and borrowings.

#### **Derecognition**

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire. Gains or losses on derecognition of financial liabilities is recognised in the statement of profit and loss except where gains or losses arises on account of transaction with shareholders (acting in their capacity as shareholders), wherein the gain or loss is recognised in equity.

The Company also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in the statement of profit and loss.

### iii) Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the assets and settle the liabilities simultaneously.

### q) Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

### r) Assets held for sale

The Company classifies non-current assets as held for sale if their carrying amounts will be recovered principally through a sale rather than through continuing use of the assets and actions required to complete such sale indicate

## Notes to the financial statements for the year ended 31 March 2019

that it is unlikely that significant changes to the plan to sell will be made or that the decision to sell will be withdrawn. Also, such assets are classified as held for sale only if the management expects to complete the sale within one year from the date of classification.

Non-current assets classified as held for sale are measured at the lower of their carrying amount and the fair value less cost to sell. Non-current assets held for sale are not depreciated or amortized.

### s) **Exceptional items**

When an item of income or expense within Statement of profit and loss from ordinary activity is of such size, nature or incidence that their disclosure is relevant to explain the performance of the Company for the year, the nature and amount of such items is disclosed as exceptional items.

### t) **Earnings per share**

Basic earnings per equity share is computed by dividing the net profit/loss attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the financial year.

Diluted earnings per equity share is computed by dividing the net profit/loss attributable to equity shareholders of the Company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

### u) **Recent accounting pronouncements**

#### A. **Ind AS 116, Leases**

Ind AS 116 sets out principles for recognition, measurement, presentation and disclosure of leases for both parties to a contract i.e., the lessee and the lessor. Ind AS 116 introduces a single lessee accounting model and requires a lessee to recognise assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. Currently, operating lease expenses are charged to the Standalone Statement of Profit and Loss. The Standard also contains enhanced disclosure requirements for lessees. Ind AS 116 substantially carries forward the lessor accounting requirements as per Ind AS 17. This new standard provides two approaches to transition:

1. Full retrospective approach- Under this approach, the lessee applies the new standard retrospectively to each prior period presented and recognised an adjustment in equity at the beginning of the earliest period presented in accordance with Ind AS -8.
2. Modified retrospective approach- Under this approach, the lessee applies the new standard from the beginning of the current period and recognised an adjustment in equity at the beginning of the current and does not restate its prior financial information.

The effective date for adoption of this standard is annual period beginning on or after 1 April 2019. The Company will adopt this standard using modified retrospective approach effective 1 April 2019 for transition to IND AS 116 and will be recognised as an adjustment to the opening balance of retained earnings at 1 April 2019, with no restatement of comparative information.

The Company plans to apply the practical expedient to grandfather the definition of a lease on transition. This means that it will apply Ind AS 116 to all contracts entered into before 1 April 2019 and identified as leases in

## Notes to the financial statements for the year ended 31 March 2019

accordance with Ind AS 17.

The Company has completed an initial assessment of the potential impact on its Financial Statements but has not yet completed its detailed assessment. The quantitative impact of adoption of Ind AS 116 on the Financial Statements in the period of initial application is not reasonably estimable as at present.

### **B. Ind AS 19 – Employee Benefits**

The amendments to Ind AS 19, clarify that if a plan amendment, curtailment or settlement occurs, it is mandatory that the current service cost and the net interest for the period after the re-measurement are determined using the assumptions used for the re-measurement. In addition, amendments have been included to clarify the effect of a plan amendment, curtailment or settlement on the requirements regarding the asset ceiling. The Company does not expect this amendment to have any significant impact on its Financial Statements.

### **C. “Uncertainty over Income Tax Treatments”, to Ind AS 12, Income Taxes**

The amendment relating to income tax consequences of dividend clarify that an entity shall recognise the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events. The Company does not expect any impact from this pronouncement. It is relevant to note that the amendment does not amend situations where the entity pays a tax on dividend which is effectively a portion of dividends paid to taxation authorities on behalf of shareholders. Such amount paid or payable to taxation authorities continues to be charged to equity as part of dividend, in accordance with Ind AS 12.



**Notes to the financial statements for the year ended 31 March 2019**  
(All amounts are in INR lakhs, unless otherwise stated)

**3. Property, plant and equipment and capital work-in-progress**

Particulars	Freehold land	Leasehold land	Buildings	Plant and equipment	Vehicles	Office equipment and fixtures	Furniture and fixtures	Total	Capital work-in-progress
<b>Gross carrying amount</b>									
Balance cost as at 1 April 2017	1,743.52	97.41	5,412.01	7,991.40	7.99	7.46	236.96	15,496.75	198.69
<b>Cost as at 1 April 2017</b>	<b>1,743.52</b>	<b>97.41</b>	<b>5,412.01</b>	<b>7,991.40</b>	<b>7.99</b>	<b>7.46</b>	<b>236.96</b>	<b>15,496.75</b>	<b>198.69</b>
Add: Additions made during the year	-	-	1.91	18.42	1.84	2.28	0.07	24.52	-
Less: Disposals/ adjustments during the year	-	-	-	6.41	-	-	-	6.41	0.25
<b>Balance as at 31 March 2018</b>	<b>1,743.52</b>	<b>97.41</b>	<b>5,413.92</b>	<b>8,003.41</b>	<b>9.83</b>	<b>9.74</b>	<b>237.03</b>	<b>15,514.86</b>	<b>198.44</b>
Add: Additions made during the year	-	-	210.78	42.86	-	13.90	10.42	277.96	151.81
Less: Disposals/ adjustments during the year (refer note 36)	-	-	4.98	1,821.91	-	0.12	8.56	1,835.57	337.24
<b>Balance as at 31 March 2019</b>	<b>1,743.52</b>	<b>97.41</b>	<b>5,619.72</b>	<b>6,224.36</b>	<b>9.83</b>	<b>23.52</b>	<b>238.89</b>	<b>13,957.25</b>	<b>13.01</b>
<b>Accumulated depreciation</b>									
Balance as at 1 April 2017	-	4.41	243.23	733.24	5.31	4.27	37.85	1,028.31	-
Add: Depreciation expense for the year	-	4.46	250.30	739.15	2.36	2.53	36.43	1,035.23	-
Less: Disposals/ adjustments during the year	-	-	-	1.79	-	-	-	1.79	-
<b>Balance as at 31 March 2018</b>	<b>-</b>	<b>8.87</b>	<b>493.53</b>	<b>1,470.60</b>	<b>7.67</b>	<b>6.80</b>	<b>74.28</b>	<b>2,061.75</b>	<b>-</b>
Add: Depreciation expense for the year	-	4.43	240.75	748.23	0.97	2.56	37.71	1,034.65	-
Less: Disposals/ adjustments during the year (refer note 36)	-	-	1.22	400.49	-	0.10	5.76	407.57	-
<b>Balance as at 31 March 2019</b>	<b>-</b>	<b>13.30</b>	<b>733.06</b>	<b>1,818.34</b>	<b>8.64</b>	<b>9.26</b>	<b>106.23</b>	<b>2,688.83</b>	<b>-</b>
<b>Net carrying amount</b>									
As at 31 March 2019	1,743.52	84.11	4,886.66	4,406.02	1.19	14.26	132.66	11,268.42	13.01
As at 31 March 2018	1,743.52	88.54	4,920.39	6,532.81	2.16	2.94	162.75	13,453.11	198.44

**Notes:**

- For details of assets pledged/ hypothecated as securities, refer note 18 and 22.
- Refer note 40 for disclosure of contractual commitments for the acquisition of property, plant and equipment.
- Capital work in progress as at 31 March 2019 is net of impairment provision of INR 1,154.97 (Previous year INR 1,154.97 lakhs).
- Also refer note 36.

Notes to the financial statements for the year ended 31 March 2019

(All amounts are in INR lakhs, unless otherwise stated)

4. Intangible assets

Particulars	Software	Total
<b>Gross carrying amount</b>		
<b>Balance cost as at 1 April 2017</b>	<b>7.48</b>	<b>7.48</b>
Add: Additions during the year	-	-
Less: Disposals / adjustments during the year	-	-
<b>Balance as at 31 March 2018</b>	<b>7.48</b>	<b>7.48</b>
Add: Additions during the year	32.12	32.12
Less: Disposals / adjustments during the year	-	-
<b>Balance as at 31 March 2019</b>	<b>39.60</b>	<b>39.60</b>
<b>Accumulated amortisation</b>		
<b>Balance as at 1 April 2017</b>	<b>7.48</b>	<b>7.48</b>
Add: Amortisation expense for the year	-	-
Less: Disposals / adjustments during the year	-	-
<b>Balance as at 31 March 2018</b>	<b>7.48</b>	<b>7.48</b>
Add: Amortisation expense for the year	3.26	3.26
Less: Disposals / adjustments during the year	-	-
<b>Balance as at 31 March 2019</b>	<b>10.74</b>	<b>10.74</b>
<b>Net book value</b>		
As at 31 March 2019	28.86	28.86
As at 31 March 2018	-	-

5. Non-current financial assets- Investments

Investments in equity shares (at fair value through Profit and Loss)

Unquoted equity instruments

Kailash Motors Private Limited

1000 (Previous year: 1000) equity shares of face value of INR 10/- each, fully paid up

Total

Aggregate amount of non-current unquoted investments

Aggregate amount of impairment in the value of investments

As at 31 March 2019

As at 31 March 2018

0.10

0.10

0.10

0.10

0.10

0.10

-

-

6. Non-current financial assets- Loans

Unsecured, considered good

Security deposits

Unsecured, considered doubtful

Security deposits

Less: Loss allowance for doubtful security deposits

Total

Movement in expected credit loss allowance on security deposits

Opening balance

Add: Allowance measured at expected credit losses

Less: Utilisation during the year

Closing balance

Refer note 45 for detailed disclosure on fair value of financial assets carried at amortised cost.

As at 31 March 2019

As at 31 March 2018

57.68

44.00

-

47.71

57.68

91.71

-

47.71

57.68

44.00

47.71

-

-

47.71

47.71

-

-

47.71

**Notes to the financial statements for the year ended 31 March 2019**

(All amounts are in INR lakhs, unless otherwise stated)

7. Other non-current assets	As at 31 March 2019	As at 31 March 2018
<b>Unsecured, considered good</b>		
Statutory dues paid under protest (refer note 40)	2,772.30	2,775.38
Capital advances	4.86	0.24
Prepaid expenses	7.26	0.85
<b>Unsecured, considered doubtful</b>		
Capital advances	17.75	17.75
	<b>2,802.17</b>	<b>2,794.22</b>
Less: Provision for doubtful capital advances	17.75	17.75
<b>Total</b>	<b>2,784.42</b>	<b>2,776.47</b>
<b>8. Inventories*</b>		
Valued at lower of cost and net realisable value	<b>As at 31 March 2019</b>	<b>As at 31 March 2018</b>
Raw material	659.66	419.44
Work in progress	681.09	439.74
Stores and spares	71.96	45.95
Scrap	31.72	21.38
	<b>1,444.43</b>	<b>926.51</b>
*During the year ended 31 March 2019, an amount of INR 33.14 lakhs (Previous year: INR 91.20 lakhs) was recognised as an expense for inventories carried at net realisable value.		
<b>9. Trade receivables</b>	<b>As at 31 March 2019</b>	<b>As at 31 March 2018</b>
Unsecured, considered good- Unsecured*	1,774.82	685.04
Unsecured, considered doubtful	1,474.35	1,701.72
	3,249.17	2,386.76
Less : Loss allowance for trade receivables (refer note 45(b))	1,474.35	1,701.72
	1,774.82	685.04
<b>Total</b>	<b>1,774.82</b>	<b>685.04</b>
* Includes amount receivable from related parties Nil (Previous year: INR 7.75 lakhs) For terms and conditions of trade receivables and loss allowance related to trade receivables owing from related parties, refer note 43. The Company's exposure to credit and currency risks are disclosed in Note 45.		
<b>10. Cash and cash equivalents</b>	<b>As at 31 March 2019</b>	<b>As at 31 March 2018</b>
<b>Balances with banks</b>		
- On current accounts	2,300.39	329.43
Cash on hand	2.28	4.41
<b>Total</b>	<b>2,302.67</b>	<b>333.84</b>
Information about Company's exposure to credit risks is disclosed in Note 45.		
<b>11. Bank balances other than cash and cash equivalents</b>	<b>As at 31 March 2019</b>	<b>As at 31 March 2018</b>
Fixed deposits with bank under lien	87.26	107.34
<b>Total</b>	<b>87.26</b>	<b>107.34</b>

Deposits include INR 87.26 lakhs (Previous year: INR 107.34 lakhs) being fixed deposits held as margin money or security against borrowings, guarantees and other commitments.

**Notes to the financial statements for the year ended 31 March 2019**

(All amounts are in INR lakhs, unless otherwise stated)

12. Current financial assets- Loan	As at 31 March 2019	As at 31 March 2018
<b>Unsecured, considered good</b>		
Security deposits	242.93	192.93
Loans to employees (including accrued interest)	7.26	2.63
<b>Total</b>	<b>250.19</b>	<b>195.56</b>
Refer note 45 for detailed disclosure on fair value of financial assets carried at amortised cost.		
13. Current financial assets - Others	As at 31 March 2019	As at 31 March 2018
<b>Unsecured, considered good</b>		
Unbilled revenue	179.49	215.35
Interest accrued on term deposits	3.02	5.92
Other receivables	4.95	1.60
<b>Doubtful</b>		
Inter corporate deposits (refer note 47)	1,000.00	1,000.00
	<b>1,187.46</b>	<b>1,222.87</b>
Less: Loss allowance for Inter corporate deposits	1,000.00	1,000.00
<b>Total</b>	<b>187.46</b>	<b>222.87</b>
<b>Movement in expected credit loss allowance on Inter corporate deposits</b>		
Opening balance	1,000.00	1,000.00
Add: Allowance measured at expected credit losses	-	-
Less: Utilisation during the year	-	-
<b>Closing balance</b>	<b>1,000.00</b>	<b>1,000.00</b>
14. Other current assets	As at 31 March 2019	As at 31 March 2018
<b>Unsecured, considered good</b>		
Advance to suppliers	89.25	186.39
Balance with statutory/government authorities	123.85	1,216.70
Prepaid expenses	12.98	9.71
Sales tax incentive receivable	320.55	496.64
<b>Subtotal</b>	<b>546.63</b>	<b>1,909.44</b>
<b>Unsecured, considered doubtful</b>		
Advance to suppliers	43.47	74.79
Balance with statutory/government authorities	63.00	157.60
<b>Subtotal</b>	<b>106.47</b>	<b>232.39</b>
<b>Total</b>	<b>653.10</b>	<b>2,141.82</b>
Less: Provision for doubtful advances	106.47	232.39
<b>Total</b>	<b>546.63</b>	<b>1,909.44</b>
15. Assets held for sale	As at 31 March 2019	As at 31 March 2018
Plant and Machinery (Refer note 36)	102.00	-
<b>Total</b>	<b>102.00</b>	<b>-</b>



**Notes to the financial statements for the year ended 31 March 2019**

(All amounts are in INR lakhs, unless otherwise stated)

**16. Share capital**

Authorised share capital	Equity shares		0.0001% Preference shares		0.001% Preference shares	
	Number of shares	Amount (INR)	Number of shares	Amount (INR)	Number of shares	Amount (INR)
As at 31 March 2017	57,050,000	570,500,000	2,000,000	200,000,000	-	-
Increase/(Decrease) during the year	-	-	-	-	-	-
As at 31 March 2018	57,050,000	570,500,000	2,000,000	200,000,000	-	-
Increase during the year	35,000,000	350,000,000	-	-	6,800,000	680,000,000
As at 31 March 2019	92,050,000	920,500,000	2,000,000	200,000,000	6,800,000	680,000,000

**Issued equity share capital**

Equity shares of INR 10 each issued, subscribed and fully paid up	Number of shares	Amount (INR)
As at 31 March 2017	54,942,964	549,429,640
Increase/(Decrease) during the year	-	-
As at 31 March 2018	54,942,964	549,429,640
Increase during the year	34,539,693	345,396,930
As at 31 March 2019	89,482,657	894,826,570

Equity component of 0.0001% preference shares of INR 100 each issued*	Number of shares	Amount (INR)
As at 31 March 2017	2,000,000	89,934,048
Increase/(Decrease) during the year	-	-
As at 31 March 2018	2,000,000	89,934,048
Increase during the year	-	-
As at 31 March 2019	2,000,000	89,934,048

\*There are unpaid calls of INR 35 per share on 20,00,000 Preference Shares amounting to INR 700 lakhs. Accordingly, out of total issued shares of INR 2,000 lakhs, INR 1,300 lakhs is paid up.

These preference shares has been divided into debt and equity component. This note covers the equity component of the issued preference shares. The liability component is reflected in financial liabilities.

**a) Reconciliation of the shares outstanding at the beginning and at the end of reporting period**

	As at 31 March 2019		As at 31 March 2018	
	Number of shares	Amount (INR)	Number of shares	Amount (INR)
<b>Equity shares</b>				
At the commencement of the year	54,942,964	549,429,640	54,942,964	549,429,640
Add: shares issued during the year	34,539,693	345,396,930	-	-
<b>At the end of the year</b>	<b>89,482,657</b>	<b>894,826,570</b>	<b>54,942,964</b>	<b>549,429,640</b>

	As at 31 March 2019		As at 31 March 2018	
	Number of shares	Amount (INR)	Number of shares	Amount (INR)
0.0001% Preference shares of Rs.100 each				
At the commencement of the year and end of the year	2,000,000	130,000,000	2,000,000	130,000,000

	As at 31 March 2019		As at 31 March 2018	
	Number of shares	Amount (INR)	Number of shares	Amount (INR)
0.001% Preference shares of Rs.100 each				
At the commencement of the year	-	-	-	-
Add: shares issued during the year as part satisfaction of outstanding debt (refer note 48)	6,586,000	658,600,000	-	-
Add: shares issued during the year for cash	162,229	16,222,900	-	-
<b>At the end of the year</b>	<b>6,748,229</b>	<b>674,822,900</b>	<b>-</b>	<b>-</b>

**Notes to the financial statements for the year ended 31 March 2019**

(All amounts are in INR lakhs, unless otherwise stated)

**b) Terms, rights, preferences and restrictions attached to shares**

**Equity shares :** The Company has only one class of equity shares having a par value of INR 10 per share. Each shareholder is eligible for one vote per share held.

**0.0001% Preference shares :** These are non-convertible, cumulative, redeemable and does not carry any voting rights. These carry coupon rate of 0.0001% per annum and are redeemable only on completion of 10 years from the date of allotment and are non-transferable unless fully paid-up.

**0.001% Preference shares :** These are non-convertible, cumulative, redeemable and does not carry any voting rights. These carry coupon rate of 0.001% per annum and are redeemable on completion of 5887 days from the date of issue.

**c) Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company**

	As at 31 March 2019		As at 31 March 2018	
	Number of shares	% of holding	Number of shares	% of holding
<b>Equity shares of INR 10/- each fully paid held by</b>				
Dr. Kailash Gupta	-	-	23,609,495	42.97%
Ms. Nandini Malpani (On behalf of Jashn Beneficiary Trust)	-	-	3,213,443	5.85%
Mrs. Rekha Gupta	-	-	3,439,590	6.26%
Jupiter Wagons Limited	40,666,835	45.45%	-	-
Axis Bank Limited	8,349,158	9.33%	-	-
Tatravagonka, AS	6,800,518	7.60%	-	-
Tata Capital Growth Fund (I)	5,592,461	6.25%	6,005,401	10.93%
Murari Lal Lohia-HUF	4,533,678	5.07%	-	-
<b>0.0001% Preference shares of INR 100/- each not fully paid held by</b>				
Dr. Kailash Gupta and Mrs. Rekha Gupta (Jointly)	2,000,000	100%	2,000,000	100%
<b>0.001% Preference shares of INR 100/- each fully paid held by</b>				
Axis Bank Limited	6,586,000	98%	-	-

**d) Details of call unpaid**

	As at 31 March 2019		As at 31 March 2018	
	Number of shares	Amount (INR)	Number of shares	Amount (INR)
0.0001% Preference shares Aggregate of calls unpaid				
- By Director/Promoter (now erstwhile promoters w.e.f. 21 January 2019)	2,000,000	70,000,000	2,000,000	70,000,000

**Notes to the financial statements for the year ended 31 March 2019**

(All amounts are in INR lakhs, unless otherwise stated)

17. Other equity	Note	As at 31 March 2019	As at 31 March 2018
General reserve	A	9.80	9.80
Capital reserve	B	8.72	8.72
Securities Premium	C	12,837.80	12,837.80
Deemed contribution by shareholders (refer note 48)	D	3,983.11	-
Surplus / (Deficit) in Statement of Profit and Loss	E	(17,101.50)	(25,967.68)
Equity component of compound financial instrument	F	899.34	899.34
<b>Total</b>		<b>637.27</b>	<b>(12,212.02)</b>
		<b>As at 31 March 2019</b>	<b>As at 31 March 2018</b>
<b>A. General reserve</b>			
Balance as at the beginning of the year		9.80	9.80
<b>Balance at the end of the year</b>		<b>9.80</b>	<b>9.80</b>
<b>B. Capital reserve</b>			
Balance as at the beginning of the year		8.72	8.72
<b>Balance at the end of the year</b>		<b>8.72</b>	<b>8.72</b>
<b>C. Securities Premium</b>			
Balance as at the beginning of the year		12,837.80	12,837.80
<b>Balance at the end of the year</b>		<b>12,837.80</b>	<b>12,837.80</b>
<b>D. Deemed contribution by shareholders</b>			
Balance as at the beginning of the year		-	-
Add: Addition during the year		3,983.11	-
<b>Balance at the end of the year</b>		<b>3,983.11</b>	<b>-</b>
<b>E. Surplus / (Deficit) in Statement of Profit and Loss</b>			
Balance as at the beginning of the year		(25,967.68)	(22,281.73)
Add: Profit/(loss) for the year		8,867.38	(3,691.27)
Items of other comprehensive (expense) / income recognised directly in retained earnings			
Remeasurement of post employment benefit obligation, net of tax		(1.20)	5.32
<b>Balance at the end of the year</b>		<b>(17,101.50)</b>	<b>(25,967.68)</b>
<b>F. Equity component of compound financial instrument</b>			
2,000,000 (Previous year: 2,000,000) Non-Convertible Cumulative Redeemable Preference Shares (NCRPS) of INR 100/- each, INR 35 (Previous year: INR 35) not paid up		899.34	899.34
<b>Total</b>		<b>899.34</b>	<b>899.34</b>

**Nature and purpose of reserve**

**i. General reserve**

Pertains to reserves from scheme of arrangements that took place during 2007-08. This represents appropriation of profit by the Company and is available for distribution of dividend.

**ii. Capital reserve**

Pertains to excess of purchase consideration over net assets taken over as per Scheme of Arrangement took place during 2007-08. Accumulated capital surplus is not available for distribution of dividend and expected to remain invested permanently.

**iii. Securities premium**

The unutilized accumulated excess of issue price over face value on issue of shares. The reserve is utilized in accordance with the provisions of the Act.

**iv. Deemed contribution by shareholders**

During the year, pursuant to restructuring of loans, INR 3,983.11 has been waived off by the lenders against pledge of equity shares of shareholders. Hence, the same has been considered as deemed contribution by them. Also refer to note 48.

**Notes to the financial statements for the year ended 31 March 2019**

(All amounts are in INR lakhs, unless otherwise stated)

18. Borrowings	As at 31 March 2019	As at 31 March 2018
<b>Secured</b>		
Term loans from banks*	2,036.23	-
<b>Unsecured</b>		
Liability component of compound financial instrument	645.45	570.84
0.001% Preference shares (refer note 16(b))	721.59	-
	<b>3,403.27</b>	<b>570.84</b>
<b>Add: Current maturities of non-current borrowings*:</b>		
<b>Secured loans</b>		
Term loans from banks	285.24	6,300.00
Term loans from others	-	2,559.60
External commercial borrowing (ECB)	-	3,122.12
<b>Total non-current borrowings (including non-current maturities)</b>	<b>3,688.51</b>	<b>12,552.56</b>

\*During the financial year 2017-18, loans had been classified as current since the Company had defaulted in repayment as per the terms of agreement and accordingly, the loans given to the Company has been classified as Non-Performing Assets in the books of lenders during the financial year 2017-18.

**Repayment terms and security disclosure for the outstanding non-current borrowings as at 31 March 2019 and 31 March 2018:**

Terms of Borrowings	Particulars	Terms of Repayment	As at 31 March 2019	As at 31 March 2018
<b>(I) Axis Bank Limited</b>				
a) Rupee term loan of INR 2,321.47 Lakhs (net of processing fees) (Previous year Nil) carrying interest @ 13.20%.	Primary: i. First charge on the entire fixed assets, both movables and immovables, present and future. ii. Second charge on the entire current assets including receivables, present and future. iii. Non-disposal undertaking of 51% shares of promoters in the Company. iv. Guarantors:- a) Unconditional and irrevocable corporate guarantee of Jupiter Wagons Limited. b) Personal guarantee of Mr. Vivek Lohia and Mr. Vikash Lohia (Directors in Jupiter Wagons Limited).	Repayable in 29 quarterly installments starting from 31 March 2019.	2,321.47	-
(b) Corporate Loan of Nil (Previous year: INR 600 Lakhs) carrying interest rate of 14.50% p.a.	Primary Security- Equitable mortgage on certain properties of group concerns (Kailash Automobiles and Commercial Automobiles Pvt. Ltd.) and promoter along with his relatives.  Subservient charge without no objection certificate on entire fixed assets of the company, present and future. Pledge of 26.74% shareholding of the promoters in the company.  Personal guarantee of Mr. Kailash Gupta, Mrs. Rekha Gupta and Mrs. Nandani Malpani.	Repayable in 9 quarterly instalments commencing from the end of 12 months from the date of first disbursement i.e.13 December 2013.	-	600.00
c) ECB loan of Nil (Previous year: INR 3,122.12 Lakhs) carrying variable interest rate @ 6 months LIBOR + 350 bps margin.	Primary Security: Exclusive charge on all the moveable and immoveable fixed assets, present and future, pertaining to unit at Deori.  Collateral Security : Pari passu first charge on the remaining fixed assets of the company, present and future, along with other lenders of the company, except for equipments which are exclusively and specially charged to banks/financial institution. Second pari passu charge on the entire current assets of the company, both present and future.	Repayable in quarterly 20 equal installments starting from 21st month from the date of 1st disbursement i.e. 17 February 2012.	-	3,122.12



Notes to the financial statements for the year ended 31 March 2019

(All amounts are in INR lakhs, unless otherwise stated)

<p>d) Rupee term loan of Nil (Previous year: INR 2,500 Lakhs) carrying interest @ 14.15%.</p>	<p>Primary Security: Extension of first charge on entire fixed asset of the company except factory land and building situated at industrial estate Richahai, Jabalpur, factory land and building situated at Jamshedpur and specific equipments which are exclusively and specifically charged to banks/financial institutions.</p> <p>Collateral Security: Pari passu second charge on the entire current assets of the company, both present and future, except on specific equipments which are exclusively and specifically charged to banks/financial institutions.</p> <p>Personal guarantee of Mr. Kailash Gupta, Mrs. Rekha Gupta and Mrs. Nandani Malpani.</p>	<p>Repayable in 21 monthly installments starting from 31 December 2016.</p>	<p>-</p>	<p>2,500.00</p>
<p>e) Rupee term loan of Nil (Previous year: INR 1,000 Lakhs) carrying interest @ 13.45%.</p>	<p>Primary Security: Extension of first charge on entire fixed asset of the company except factory land and building situated at industrial estate Richahai, Jabalpur, factory land and building situated at Jamshedpur and specific equipments which are exclusively and specifically charged to banks/financial institutions.</p> <p>Collateral Security: Pari passu second charge on the entire current assets of the company, both present and future.</p> <p>Personal guarantee of Mr. Kailash Gupta and Mrs. Rekha Gupta.</p>	<p>Repayable in 3 equal quarterly installments starting from 27 July 2017.</p>	<p>-</p>	<p>1,000.00</p>
<p>f) Rupee term loan of Nil (Previous year: INR 2,200 Lakhs) carrying interest @ 13.35%.</p>	<p>Primary Security: Extension of first charge on entire fixed asset of the company except factory land and building situated at industrial estate Richahai, Jabalpur, factory land and building situated at Jamshedpur and specific equipments which are exclusively and specifically charged to banks/financial institutions.</p> <p>Collateral Security: Pledge of 26.74% shareholding of the promoters in the company.</p> <p>Personal guarantee of Mr. Kailash Gupta and Mrs. Rekha Gupta.</p>	<p>Repayable in 3 equal quarterly installments starting from 28 October 2017.</p>	<p>-</p>	<p>2,200.00</p>
<p><b>(II) Tata Capital Financial Services Limited</b> a) Term loan of Nil (Previous year: INR 2,559.60 Lakhs) carrying interest rate of 14.50% p.a.</p>	<p>Primary Security: Extension of First pari passu charge along with Axis Bank on :</p> <ol style="list-style-type: none"> <li>1. Factory land and building at Jamshedpur unit.</li> <li>2. Factory land and building situated at plot Nos. 21, 22 (area measuring 90,000 square feet) and Plot Nos. 33, 34 (area measuring 126,000 square feet) at industrial Estate, Richai, Jabalpur.</li> </ol> <p>Extension of second charge on all other fixed assets of the company along with Axis Bank and HDFC Bank.</p> <p>Collateral Security: Pledge of 15,889,914 unencumbered shares of the Company held by Jashn Beneficiary Trust and Mr. Kailash Gupta.</p> <p>Guarantee :</p> <ol style="list-style-type: none"> <li>1. Irrevocable and unconditional personal guarantee of Mr. Kailash Gupta and Mrs. Rekha Gupta.</li> <li>2. Irrevocable and unconditional personal guarantee of Mrs. Nandani Malpani to the extent value of shares (No. of shares: 3,213,443).</li> <li>3. Irrevocable and unconditional corporate guarantee of Jashn Beneficiary Trust.</li> </ol> <p>As on 31 March 2019, charge in relation to above securities has been released by the lender.</p>	<p>Repayable on monthly basis till maturity. Principal - 6 months moratorium starts from date of first tranche disbursement made in various installments from 16 December 2014 to 25 February 2015, thereafter payable in a structured manner</p>	<p>-</p>	<p>2,559.60</p>

**Notes to the financial statements for the year ended 31 March 2019**

(All amounts are in INR lakhs, unless otherwise stated)

**Breach of loan covenant**

The Company has defaulted in repayment of loans and interest in respect of the following loans:

Particulars	As at 31st March 2019		As at 31st March 2018	
	Period of default	Amount	Period of default	Amount
Corporate Loan (INR 600 Lakhs)				
Principal	-	-	1-455 Days	600.00
Interest	-	-	1-486 Days	143.67
Rupee Term Loan (INR 2,500 lakhs)				
Principal	-	-	1-455 Days	2,500.00
Interest	-	-	1-486 Days	529.63
Rupee Term Loan (INR 1,000 lakhs)				
Principal	-	-	1-247 Days	1,000.00
Interest	-	-	1-486 Days	199.81
Rupee Term Loan (INR 2,200 lakhs)				
Principal	-	-	1-154 Days	2,200.00
Interest	-	-	1-486 Days	446.42
External Commercial Borrowings (ECB)				
Principal	-	-	1-514 Days	3,122.12
Interest	-	-	1-514 Days	264.18
Other Term Loan from NBFC				
Principal	-	-	1-758 days	2,559.60
Interest	-	-	1-758 days	839.43

Also refer note 48.

19. Other non-current financial liabilities	<u>As at 31 March 2019</u>	<u>As at 31 March 2018</u>
Security deposits	5.10	5.00
<b>Total</b>	<b><u>5.10</u></b>	<b><u>5.00</u></b>

The Company's exposure to interest rate, currency and liquidity risks related to above financial liabilities is disclosed in Note 45.

20. Non-current provisions	<u>As at 31 March 2019</u>	<u>As at 31 March 2018</u>
Provision for employee benefits (refer note 42)		
- Gratuity	24.14	33.72
<b>Total</b>	<b><u>24.14</u></b>	<b><u>33.72</u></b>

21. Other non-current liabilities	<u>As at 31 March 2019</u>	<u>As at 31 March 2018</u>
Amount of duty refundable/ payable to customers*	2,856.17	3,388.55
<b>Total</b>	<b><u>2,856.17</u></b>	<b><u>3,388.55</u></b>

\*Includes INR 2,688.07 lakhs (Previous year: INR 2692.11 Lakhs) pursuant to the Rule 10(A) of Central Excise Rules, 2002 which was inserted vide Notification no. 9/2007-CE(N.T) dated 1st March, 2007, the Company has been availing Cenvat credit on chassis and has been paying Excise Duty on the Fully Built Vehicle (FBV). which is lying under "Other non-current assets" as duty paid under protest on behalf of customers.

**Notes to the financial statements for the year ended 31 March 2019**

(All amounts are in INR lakhs, unless otherwise stated)

22. Current financial liabilities - Borrowings	As at 31 March 2019	As at 31 March 2018
<b>Secured loans</b>		
<b>From banks</b>		
Cash credit facilities	-	2,459.72
<b>Unsecured loans</b>		
<b>From banks</b>		
Loans repayable on demand	-	1,598.37
<b>From others</b>		
Loans and advances from related parties (refer note 43)	-	262.55
Loans and advances from others	262.55	-
Loans from body corporates	200.00	200.00
<b>Total</b>	<b>462.55</b>	<b>4,520.64</b>

**(i) Nature of Security**

Cash Credit Facilities are secured by either one or more of the following as per terms of arrangement with respective banks:

**Axis Bank:**

**Primary Security:**

Pari -passu first charge on the entire current assets of the company, both present and future.

**Collateral Security:**

Second pari-passu charge on entire fixed assets of the company, both present and future.

**HDFC Bank\*:**

**Primary Security:**

Pari -passu first charge on the entire current assets of the company, both present and future.

**Collateral Security:**

Second pari-passu charge on entire fixed assets of the company, both present and future.

\*As on 31 March 2019, charge in relation to above securities has been released by the lender.

**(ii) Breach of loan covenant**

The Company has defaulted in repayment of loans and interest in respect of the following loans:

Particulars	As at 31st March, 2019		As at 31st March, 2018	
	Period of default	Amount	Period of default	Amount
Cash Credit Facilities				
Principal	-	-	1-182 Days	2,459.72
Interest	-	-	1-182 Days	505.59
Working capital loans				
Principal	-	-	1-121 Days	1,068.37
Interest	-	-	1-121 Days	208.82

**(iii) Analysis of movement in borrowings**

Particulars	As at 31 March 2018	Cashflows	Non cash changes			As at 31 March 2019
			Other changes	Foreign exchange movements	Fair value	
Non Current Borrowings (including current maturities)	12,552.56	-	(8,864.05)	-	-	3,688.51
Current Borrowings	4,520.64	-	(4,058.09)	-	-	462.55

Refer note 48

**Notes to the financial statements for the year ended 31 March 2019**

(All amounts are in INR lakhs, unless otherwise stated)

23. Current financial liabilities- Trade payables	As at 31 March 2019	As at 31 March 2018
Due to Micro and Small Enterprises (refer note 44)	166.69	112.12
Due to creditors other than Micro and Small Enterprises	2,363.72	2,447.14
<b>Total</b>	<b>2,530.41</b>	<b>2,559.26</b>

The Company's exposure to interest rate, currency and liquidity risks related to above financial liabilities is disclosed in Note 45.

**Notes:**

- a) It includes trade payable to related parties of INR 6.59 lakhs (Previous year: INR 6.59 lakhs)
- b) For terms and conditions of trade payables owing to related parties, refer note 43.

24. Other current financial liabilities	As at 31 March 2019	As at 31 March 2018
Capital Creditors	88.73	94.06
Interest accrued and due on borrowings (refer note 48)	124.97	3,294.96
Interest accrued and not due on borrowings	26.63	-
Current maturities of long term borrowings (refer note 18 & note 48)	285.24	12,126.51
Interest accrued on statutory dues	18.67	17.77
Deposits from contractors and others	11.59	11.59
Employee benefits payable	87.22	72.42
<b>Total</b>	<b>643.05</b>	<b>15,617.31</b>

The Company's exposure to interest rate, currency and liquidity risks related to above financial liabilities is disclosed in Note 45.

25. Other current liabilities	As at 31 March 2019	As at 31 March 2018
Advances from customers	661.89	300.29
Statutory dues payable	246.83	160.76
<b>Total</b>	<b>908.72</b>	<b>461.05</b>

26. Current provisions	As at 31 March 2019	As at 31 March 2018
Provision for employee benefits (refer note 42)		
- Gratuity	24.00	10.00
- Compensated absences	34.47	22.51
Provision for litigations	138.71	139.78
<b>Total</b>	<b>197.18</b>	<b>172.29</b>

**Movement in provision for litigations**

Opening balance	139.78	-
Add: Provision recognised during the year	-	139.78
Less: Utilisation during the year	(1.07)	-
<b>Closing balance</b>	<b>138.71</b>	<b>139.78</b>

27. Current tax liabilities (net)	As at 31 March 2019	As at 31 March 2018
Provision for income tax [net of advance income tax INR 682.48 lakhs (Previous year: INR 682.48 lakhs)]	241.78	241.78
<b>Total</b>	<b>241.78</b>	<b>241.78</b>



**Notes to the financial statements for the year ended 31 March 2019**

(All amounts are in INR lakhs, unless otherwise stated)

28. Revenue from operations	For the year ended 31 March 2019	For the year ended 31 March 2018
<b>Sale of products</b>		
Sale of load bodies and components	21,270.71	9,806.35
<b>Sale of services</b>		
Job work charges	2.03	28.40
<b>Other operating revenue</b>		
Sale of scrap	282.18	126.59
Sales tax incentive	24.87	-
Others	0.17	2.62
<b>Total</b>	<b>21,579.96</b>	<b>9,963.96</b>
<b>Product-wise particulars of sales</b>		
Sale of load bodies	21,214.44	9,658.96
Sale of components	56.27	147.39
	<b>21,270.71</b>	<b>9,806.35</b>

Revenue from operations, computed in accordance with Ind AS 115 'Revenue from contracts with customers', for the current year is not comparable with previous year since the same is net of Goods and Service Tax (GST) whereas excise duty form part of expenses in previous year and current year (uptill 30 June 2017). The comparative revenue from operations of the Company is given below:

Revenue from operations	For the year ended 31 March 2019	For the year ended 31 March 2018
Revenue from operations (as reported)	21,579.96	9,963.96
Less : Excise duty on sales	-	(247.46)
<b>Revenue from operations (net of excise duty)</b>	<b>21,579.96</b>	<b>9,716.50</b>

Contract Balances	For the year ended 31 March 2019	For the year ended 31 March 2018
Trade receivables	1,774.82	685.04
Unbilled revenue	179.49	215.35

Reconciliation of revenue recognised with the contracted price is as follows	For the year ended 31 March 2019
Contracted price	21,754.85
Redusction towards variable consideration components	(174.89)
Revenue recognised	21,579.96

The reduction towards variable consideration comprises of discounts etc.

29. Other income	For the year ended 31 March 2019	For the year ended 31 March 2018
<b>Interest income</b>		
- Deposits with banks	7.66	8.83
- Deposits with others	3.08	2.67
Profit on sale of property, plant and equipment (net)	-	17.43
Provisions/liabilities no longer required, written back	63.22	73.28
Miscellaneous income	1.95	14.22
<b>Total</b>	<b>75.91</b>	<b>116.43</b>

**Notes to the financial statements for the year ended 31 March 2019**

(All amounts are in INR lakhs, unless otherwise stated)

	<b>For the year ended 31 March 2019</b>	<b>For the year ended 31 March 2018</b>
<b>30. Cost of materials consumed</b>		
Raw materials at the beginning of the year	465.40	422.32
Add: Purchases	18,312.04	8,013.55
	<b>18,777.44</b>	<b>8,435.87</b>
Less: Raw material at the end of the year	731.62	465.40
<b>Total cost of materials consumed</b>	<b>18,045.82</b>	<b>7,970.47</b>
<b>31. Changes in inventories of work-in-progress and scrap</b>		
<b>Opening stock</b>		
Work-in-progress	439.73	272.41
Scrap	21.38	2.53
<b>Total</b>	<b>461.11</b>	<b>274.94</b>
<b>Closing stock</b>		
Work-in-progress	681.08	439.73
Scrap	31.72	21.38
<b>Total</b>	<b>712.80</b>	<b>461.11</b>
<b>Total changes in inventories of work-in-progress and scrap</b>	<b>(251.69)</b>	<b>(186.17)</b>
<b>32. Employee benefits expense</b>		
Salaries, wages, bonus, gratuity and allowances	583.37	428.13
Contribution to provident and other funds	27.77	23.48
Staff welfare expenses	67.96	43.73
<b>Total</b>	<b>679.10</b>	<b>495.34</b>
Refer note 40 for disclosure on gratuity.		
<b>33. Finance costs</b>		
Interest expense on financial liabilities at amortised cost*	2,132.85	2,487.37
Interest expense on delay in deposit of TDS	18.08	-
Bill discounting charges	-	117.74
Others	63.52	172.85
<b>Total</b>	<b>2,214.45</b>	<b>2,777.96</b>
*Also refer note 48		
<b>34. Depreciation and amortisation expense</b>		
Depreciation on property, plant and equipment	1,034.65	1,035.23
Amortisation on intangible assets	3.26	-
<b>Total</b>	<b>1,037.91</b>	<b>1,035.23</b>

**Notes to the financial statements for the year ended 31 March 2019**

(All amounts are in INR lakhs, unless otherwise stated)

35. Other expenses	<u>For the year ended 31 March 2019</u>	<u>For the year ended 31 March 2018</u>
Labour charges	897.26	490.35
Power and fuel	258.58	150.61
Repair and maintenance		
- Buildings	11.30	1.51
- Plant and machinery	138.81	31.37
- Others	38.21	28.36
Rent	7.53	7.21
As auditors:		
- Audit fee	8.50	12.00
- Limited review fee*	7.50	7.50
- Out-of-pocket expenses	9.21	7.83
In other manner:		
-Certification and other services	2.75	-
Insurance	10.04	11.17
Rates and taxes	127.51	201.28
Postage and telephone expenses	8.03	6.52
Travelling and conveyance	29.39	27.89
Vehicle Running Expenses	25.34	16.40
Printing and stationery	8.35	4.12
Freight and transport	8.34	9.11
Sales expenses	40.69	35.79
Security charges	60.64	54.72
Legal and professional	129.72	46.90
Director sitting fees	5.85	4.60
Irrecoverable balances written off (net of provision utilisation of INR 401.01 Lakhs (Previous year: Nil))	-	-
Loss on assets held for sale	25.45	-
Allowance for doubtful debts and advances (net)	11.61	244.02
Miscellaneous expenses	45.76	32.11
<b>Total</b>	<b><u>1,916.37</u></b>	<b><u>1,431.37</u></b>

\*includes fees of INR Nil (Previous year: INR 2.50 lakhs) paid to erstwhile auditors.

36. Exceptional items	<u>For the year ended 31 March 2019</u>	<u>For the year ended 31 March 2018</u>
Gain on waiver of principal and interest (Refer note 48)	12,457.45	-
Loss on assets held for sale*	(1,603.98)	-
<b>Total</b>	<b><u>10,853.47</u></b>	<b><u>-</u></b>

\*During the year ended 31 March 2019, the Company has undertaken review of certain activities and assets held for the same. The Company has identified certain assets having Written Down Value (WDV) of Rs 1,700.83 Lakhs as at 31 March 2019 and included them under 'Assets held for sale' at their estimated net realisable value. The loss of Rs. 1,603.98 Lakhs being difference between WDV and estimated realizable value has been recorded under the head 'Exceptional Items'.

## Notes to the financial statements for the year ended 31 March 2019

(All amounts are in INR lakhs, unless otherwise stated)

37.

### Income tax

#### A. Reconciliation of effective tax rate

Reconciliation of tax expense and the accounting profit/ (loss) multiplied by India's domestic tax rate for the year ended 31 March 2019 and 31 March 2018:

	For the year ended 31 March 2019		For the year ended 31 March 2018	
	Rate	Amount	Rate	Amount
<b>Profit / (loss) before tax</b>		<b>8,867.38</b>		<b>(3,691.27)</b>
Tax using the Company's domestic tax rate	26.00%	2,305.52	26.00%	(959.73)
Tax effect of:				
Non-deductible expenses	0.60%	52.89	-24.90%	919.18
Non-taxable income	-34.95%	(3,099.59)	0.52%	(19.05)
Unrecognised tax losses/depreciation	8.36%	741.18	-1.61%	59.60
<b>Effective tax rate</b>	-	<b>(0.00)</b>	-	<b>0.00</b>

B.

#### Deferred tax assets/ liabilities

As at 31 March 2019, the Company has unabsorbed depreciation and business losses under the provisions of the Income-tax Act, 1961. Consequent to the provisions of Ind AS 12 - "Income Taxes", in the absence of reasonable certainty of taxable profits in future years, deferred tax assets have not been recognised. The Company reassesses the unrecognised deferred tax assets at each reporting period and recognise the deferred tax assets over its deferred tax liability when it has become probable that future taxable profits will allow the deferred tax assets to be recovered.

#### Deferred tax assets and liabilities are attributable to the following:

Particulars	Deferred tax assets		(Deferred tax liabilities)		Net deferred tax assets/ (liabilities)	
	As at 31 March 2019	As at 31 March 2018	As at 31 March 2019	As at 31 March 2018	As at 31 March 2019	As at 31 March 2018
	Property, plant and equipment	195.46	193.60	-	-	195.46
Provision for gratuity and compensated absences	7.69	17.22	-	-	7.69	17.22
Unabsorbed depreciation	3,928.49	3,531.77	-	-	3,928.49	3,531.77
Business loss	3,139.56	2,917.64	-	-	3,139.56	2,917.64
Provision for trade receivables and other advances	681.16	779.89	-	-	681.16	779.89
<b>Total</b>	<b>7,952.36</b>	<b>7,440.12</b>	<b>-</b>	<b>-</b>	<b>7,952.36</b>	<b>7,440.12</b>



**Notes to the financial statements for the year ended 31 March 2019**

(All amounts are in INR lakhs, unless otherwise stated)

**C. Movement of temporary differences**

Particulars	As at 1 April 2017	Movement during 2017-18	Recognised in OCI during 2017-18	As at 31 March 2018	Movement during 2018-19	Recognised in OCI during 2018-19	As at 31 March 2019
Property, plant and equipment	-	193.60	-	193.60	1.86	-	195.46
Provision for gratuity and compensated absences	20.91	(3.69)	-	17.22	(9.53)	-	7.69
Unabsorbed depreciation	3,659.94	(128.17)	-	3,531.77	396.72	-	3,928.49
Business loss	3,246.88	(329.24)	-	2,917.64	221.92	-	3,139.56
Provision for trade receivables and other advances	859.88	(79.99)	-	779.89	(98.73)	-	681.16
<b>Total</b>	<b>7,787.61</b>	<b>(347.49)</b>	<b>-</b>	<b>7,440.12</b>	<b>512.24</b>	<b>-</b>	<b>7,952.36</b>

**D. Tax losses and tax credits for which no deferred tax asset was recognised expire as follows:**

Expire Year	As at 31 March 2019		As at 31 March 2018	
	Gross amount	Unrecognised tax effect	Gross amount	Unrecognised tax effect
<b>Business Loss</b>				
FY 2021-22	3,492.34	908.01	3,492.34	908.01
FY 2022-23	3,762.74	978.31	3,762.74	978.31
FY 2023-24	1,790.56	465.54	1,790.56	465.54
FY 2024-25	1,462.08	380.14	1,462.08	380.14
FY 2025-26	242.71	63.10	713.98	185.63
FY 2026-27	1,324.82	344.45	-	-
<b>Unabsorbed depreciation Never expire</b>	15,109.57	3,928.49	13,583.71	3,531.77
	<b>27,184.82</b>	<b>7,068.04</b>	<b>24,805.41</b>	<b>6,449.40</b>

**Notes to the financial statements for the year ended 31 March 2019**

(All amounts are in INR lakhs, unless otherwise stated)

**38. Operating segments**

**A. Basis for segmentation**

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Company's other components, and for which discrete financial information is available. All operating segments' operating results are reviewed regularly by the Board of Directors collectively who have been identified as Chief Operating Decision Maker ('CODM') to make decisions about resources to be allocated to the segments and assess their performance.

The principal business of the Company is sheet metal fabrication and bodybuilding. All these activities of the Company revolve around its main business. Hence there is only one reportable segment.

**B. Geographical information**

The Company's revenue from operations i.e. sheet metal fabrication and bodybuilding is located in India only. Hence, no additional disclosure about geographical information has been given.

**C. Major customers**

Revenue from customers of the Company's single segment which is more than 10 percent of the Company's total revenue are as follows:

Name of the Customer	For the year ended 31 March 2019	For the year ended 31 March 2018
Tata Motors Limited	12,981.46	1,258.81
Volvo Eicher Commercial Vehicle Limited	4,283.16	3,689.10
Man Truck India Pvt. Limited	-	1,325.39
<b>Total</b>	<b>17,264.62</b>	<b>6,273.30</b>

**39. Operating lease - As a lessee**

The Company has entered into operating leases agreement, 01.04.2008, for factory land for 30 years, which can be further renewed for an additional term of 10 years. Escalations in lease rentals will be by around one quarter of the rent after every 10 years. The lease rental expense recognised in the Statement of Profit and Loss for the year in respect of cancellable and non-cancellable leases is INR 7.53 lakhs (Previous Year: INR 7.21 lakhs). The future minimum lease expense in respect of non-cancellable leases is as follows:

Particulars	As at 31 March 2019	As at 31 March 2018
Payable within one year	5.40	5.40
Payable between one and five years	21.60	21.60
Payable later than five years	70.20	75.60
	<b>97.20</b>	<b>102.60</b>

**40. Contingent liabilities and commitments**

**A. Contingent liabilities**

Particulars	As at 31 March 2019	As at 31 March 2018
Income tax matters	15.93	610.58
Excise duty related to Rule 10A matter*	-	-
Other Excise duty and Service tax matters {INR 0.55 Lakhs (Previous Year INR 0.53 Lakhs) paid under protest}	2,075.21	2,074.95
Sales tax and Entry tax matters {INR 78.66 Lakhs (Previous Year INR 78.66 Lakhs) paid under protest}	1,893.23	1,893.23
Claims against the Company not acknowledged as debts (excluding claims by employees, where amount is not ascertainable)	-	47.95
<b>Total</b>	<b>3,984.37</b>	<b>4,626.71</b>

## Notes to the financial statements for the year ended 31 March 2019

(All amounts are in INR lakhs, unless otherwise stated)

- The above matters are subject to legal proceedings in the ordinary course of business. The legal proceedings, when ultimately concluded will not, in the opinion of the management, have a material effect on the results of the operations or financial position.
- It is not practical for the Company to estimate the timings of cash outflows, if any, in respect of the above pending resolution of the respective proceedings as it is determinable only on receipt of judgements / decisions pending with various forums/ authorities."
- Pursuant to recent judgement by the Hon'ble Supreme Court dated 28 February 2019, it was held that basic wages for the purpose of provident fund, to include special allowances which are common for all employees. However there is uncertainty with respect to the applicability of the judgement and period from which the same applies. The Company has estimated the impact of the same from 1 March 2019 to 31 March 2019 based on a prospective approach and has recognised the same in the financial statements.

Owing to the aforesaid uncertainty and pending clarification from the authority in this regard, the Company has not recognised any provision for the previous years. Further, management also believes that the impact of the same on the Company will not be material.

\*Pursuant to the Rule 10(A) of Central Excise Rules, 2002 which was inserted vide Notification no. 9/2007-CE(N.T) dated 1st March, 2007, the Company has started paying differential Excise Duty on behalf of customer on sales made to them since September 2010 under protest. The Excise department has issued demand notices in respect of this matter aggregating INR 2,809.10 Lakhs (Previous year : INR 2,819.55 Lakhs). The aggregate of total payment made under protest up to the year-end is INR 2,688.07 Lakhs (Previous year : INR 2,692.11 Lakhs). Since, the liability, if any in this regard is recoverable from the customer, there will be no impact on Statement of Profit and Loss as consequence of the outcome of this case.

### B. Commitments

- Capital commitments: Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances) amounts to INR 38.95 lakhs (Previous year: INR 38.95 lakhs).
- Other commitments: The Company does not have any long term commitments / contracts including derivative contracts for which there will be any material foreseeable losses.
- Lease commitments: Refer note 39 in respect of commitment with regard to leases.

### 41. Earning per share

#### Basic and diluted earning/(loss) per share

Basic and diluted earning/(loss) per share is calculated by dividing the loss during the year attributable to equity shareholders of the Company by the weighted number of equity shares outstanding during the year.

Particulars	Unit	For the year ended	For the year ended
		31 March 2019	31 March 2018
Profit/(loss) after tax attributable to equity shareholders	(INR in lakhs)	8,867.38	(3,691.27)
Weighted average number of equity shares outstanding during the year	(in number)	61,472,385	54,942,964
Nominal value per share	INR	10.00	10.00
Basic and diluted earning/(loss) per share	INR	14.42	(6.72)

#### Reconciliation of weighted average number of equity shares for calculation of Basic and diluted earnings per share:

Particulars	Number of	Weighted average
	equity shares	number of shares
Equity shares of face value of INR 10 per share		
<b>Balances as at 1 April 2017</b>	<b>54,942,964</b>	<b>54,942,964</b>
Issued during the year 2017-18	-	-
<b>Balance as at 31 March 2018</b>	<b>54,942,964</b>	<b>54,942,964</b>
Issued during the year 2018-19	34,539,693	6,529,421
<b>Balance as at 31 March 2019</b>	<b>89,482,657</b>	<b>61,472,385</b>

At present, the Company does not have any dilutive potential equity shares

**Notes to the financial statements for the year ended 31 March 2019**

(All amounts are in INR lakhs, unless otherwise stated)

**42. Employee benefits**

During the year, the Company has recognized following amounts in the statement of profit and loss :

**A. Defined Contribution plans**

The Company has recognised the following amounts in the statement of profit and loss:

	<b>For the year ended 31 March 2019</b>	<b>For the year ended 31 March 2018</b>
Employer's contribution to provident fund	22.66	19.78
Employer's contribution to employees' state insurance	5.11	3.70

**B. Defined benefit plans**

**Gratuity:**

The Company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service.

The employees' gratuity fund scheme administered by the Company employees gratuity fund trust through fund manager namely Life Insurance Corporation (LIC) of India, is a defined benefit plan. The present value of obligation is determined on actuarial valuation done by LIC using projected unit credit method to arrive the final obligation.

**The following table set out the status of the defined benefit obligation**

	<b>31 March 2019</b>	<b>31 March 2018</b>
Net defined benefit liability- Gratuity	48.14	43.72
<b>Total employee benefit liabilities</b>		
Non current	24.14	33.72
Current	24.00	10.00

**For details about the related employee benefit expenses, refer note 32.**

**(i) Reconciliation of the net defined benefit liability**

The following table shows a reconciliation from the opening balances to the closing balances for the net defined benefit liability and its components

<b>Particulars</b>	<b>31 March 2019</b>	<b>31 March 2018</b>
Balance at the beginning of the year	85.04	87.52
Benefits paid	(5.04)	(11.86)
Current service cost	9.22	9.63
Interest cost	6.36	6.20
Actuarial (gains) / losses recognised in other comprehensive income		
- changes in financial assumptions	-	(3.84)
- demographic assumptions	(0.02)	-
- experience adjustments	0.30	(2.61)
<b>Balance at the end of the year</b>	<b>95.86</b>	<b>85.04</b>

**(i) Reconciliation of the present value of plan assets**

The following table shows a reconciliation from the opening balances to the closing balances for the plan assets

<b>Particulars</b>	<b>31 March 2019</b>	<b>31 March 2018</b>
Balance at the beginning of the year	41.33	44.40
Contributions paid into the plan	9.00	6.50
Benefits paid	(5.04)	(11.86)
Interest income	3.36	3.42
Actual return on plan assets recognised in other comprehensive income	(0.91)	(1.13)
<b>Balance at the end of the year</b>	<b>47.74</b>	<b>41.33</b>



**Notes to the financial statements for the year ended 31 March 2019**

(All amounts are in INR lakhs, unless otherwise stated)

ii) **Expense recognized in profit or loss**

Particulars	31 March 2019	31 March 2018
Current service cost	9.22	9.63
Interest cost	6.36	6.20
Interest income	(3.36)	(3.42)
	<b>12.22</b>	<b>12.41</b>

iii) **Remeasurements recognized in other comprehensive income**

Particulars	31 March 2019	31 March 2018
Actuarial (gain) / loss on defined benefit obligation	0.28	(6.45)
Return on plan assets excluding interest income	0.92	1.13
	<b>1.20</b>	<b>(5.32)</b>

iv) **Actuarial assumptions**

Principal actuarial assumptions at the reporting date (expressed as weighted averages):

Particulars	31 March 2019	31 March 2018
<b>Financial assumptions (p.a.)</b>		
Discount rate	7.75%	7.75%
Future salary growth	7.00%	7.00%
Expected return on Assets	7.50%	7.50%
<b>Demographic assumptions</b>		
Mortality rate		
Withdrawal rate		
Retirement age	60 years	60 years

As at 31 March 2019, the weighted average duration of the defined benefit obligation was 9.58 years (Previous year : 9.70 years)

v) **Sensitivity analysis**

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

	31 March 2019		31 March 2018	
	Increase	Decrease	Increase	Decrease
Discount rate (0.50%)	(2.22)	2.39	(2.04)	2.20
Future salary growth (0.50%)	2.40	(2.25)	2.21	(2.07)

Although the analysis does not take into account of the full distribution of cash flows expected under the plan, it does not provide an approximation of the sensitivity of the assumptions shown.

vi) **Maturity profile**

The table below shows the expected cash flow profile of the benefits to be paid to the current membership of the plan based on past service of the employees as at the valuation date:

Particulars	As at 31 March 2019	As at 31 March 2018
Year 1	5.48	5.92
Year 2	7.89	4.11
Year 3	4.71	7.22
Year 4	8.76	5.86
Year 5	8.26	7.99
Next 5 years	205.34	186.90

The Company expects to contribute INR 24 lakhs (Previous year : INR 10 lakhs) towards gratuity fund scheme in the next financial year.

**Notes to the financial statements for the year ended 31 March 2019**

(All amounts are in INR lakhs, unless otherwise stated)

**C. Risk exposure**

Valuations are based on certain assumptions, which are dynamic in nature and vary over time. As such Company is exposed to various risks as follows:

**a) Interest risk**

The present value of the defined benefit plan liability (denominated in Indian Rupee) is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds.

**b) Longevity risk**

The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

**c) Salary risk**

The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

The Company makes annual contribution to Life Insurance Corporation (LIC). As LIC does not disclose the composition of its portfolio investments, break-down of plan investments by investment type is not available to disclose.

**43. Related party disclosures:**

In accordance with the requirements of Ind AS 24 on Related Party Disclosures, the names of the related parties where control exists and/or with whom transactions have taken place during the year and description of relationships, as identified and certified by the management are:

**A. Name and description of relationship of the related party**

**Party in respect of which the Company is an associate**

- Jupiter Wagons Limited (w.e.f 22 January 2019)

**Key managerial personnel**

As on 31 March 2019

S.No.	Name	Designation
1	Mr. Abhishek Jaiswal	Whole Time Director and C.E.O.
2	Mr. Amit Jain	Chief Financial Officer and Company Secretary
3	Mr. Prakash Y. Gurav	Non Executive Independent Director
4	Mr. M.V. Rajarao	Non Executive Independent Director
5	Ms. Vineeta Shriwani	Non Executive Independent Director
6	Mr. Kailash Gupta*	Non Executive Promoter Director^
7	Mr. Prabhakar Dalal (upto 1 September 2017)	Non Executive Independent Director
8	Mr. Asim Ranjan Das Gupta (w.e.f. 22 January 2019)	Non Executive Director

\*Key managerial personnel upto 21 January 2019

^Director upto 27 September 2017

**Enterprise over which key management personnel or their relatives are able to exercise significant influence**

S.No.	Name
	<b>Upto 21 January 2019</b>
1	Commercial Automobiles Private Limited
2	Shivam Motors Private Limited
3	J.N. Auto Limited (Unit Rekha Engineering)
4	Kailash Motors Private Limited
5	Kailash Motors
6	Commercial Motors Sales Private Limited

**Notes to the financial statements for the year ended 31 March 2019**

(All amounts are in INR lakhs, unless otherwise stated)

**B. Transactions with related parties:**

**Party in respect of which the Company is an associate**

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018
<b>Purchase of Raw Materials</b>		
Jupiter Wagons Limited	69.01	-

**Enterprise over which key management personnel or their relatives are able to exercise significant influence**

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018
<b>Sale of finished goods</b>		
Commercial Automobiles Private Limited	766.66	1,025.85
<b>Reimbursement of expenses</b>		
Commercial Automobiles Private Limited	1.21	0.41
Commercial Motors Sales Private Limited	0.37	0.35
Kailash Motors	0.53	1.08
<b>Payment against reimbursement of expenses received</b>		
Commercial Motors Sales Private Limited	1.21	1.02
Commercial Automobiles Private Limited	0.37	0.41
Kailash Motors	0.53	0.67

**Transactions with key management personnel**

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018
<b>Compensation of key management personnel</b>		
Salaries and bonus including contributions made to provident fund :		
Mr. Abhishek Jaiswal	30.79	30.11
Mr. Amit Jain	21.32	21.45
<b>Reimbursement of expenses</b>		
Mr. Kailash Gupta	-	0.13
<b>Payment against reimbursement of expenses received</b>		
Mr. Kailash Gupta	-	0.13
<b>Total compensation paid to key management personnel</b>	<b>52.11</b>	<b>51.82</b>

\* Key management personnel are covered under the Company's Group Gratuity Scheme along with other employees of the Company. The gratuity and leave liability is determined for all the employees on an overall basis, based on the actuarial valuation done by an independent actuary. The specific amount of gratuity and leave liability for Key management personnel cannot be ascertained separately, except for the amount actually paid.

**Transactions with key management personnel other than above**

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018
<b>Director sitting fees</b>		
Mr. Kailash Gupta	-	0.40
Mr. Prakash Y. Gurav	2.30	1.75
Mr. M.V. Rajarao	1.60	1.75
Mr. Prabhakar Dalal	-	0.70
Mrs. Vineeta Sriwani	1.95	-
<b>Total compensation paid to key management personnel</b>	<b>5.85</b>	<b>4.60</b>

Notes to the financial statements for the year ended 31 March 2019

(All amounts are in INR lakhs, unless otherwise stated)

Balances with related parties

Particulars	As at 31 March 2019	As at 31 March 2018
<b>Trade receivable</b> Enterprise over which key management personnel or their relatives are able to exercise significant influence J.N. Auto Limited (Unit Rekha Engineering)	-	7.75
<b>Total</b>	-	7.75
<b>Trade payables</b> <b>Enterprise over which key management personnel or their relatives are able to exercise significant influence</b> Shivam Motors Private Limited Commercial Automobiles Private Limited Kailash Motors	- - -	46.75 144.49 0.41
<b>Total</b>	-	191.65
<b>Trade payables</b> <b>Party in respect of which the Company is an associate</b> Jupiter Wagons Limited	69.01	-
<b>Total</b>	69.01	-
<b>Other current financial liabilities</b> <b>Key Managerial Personnel</b> Mr. Kailash Gupta Mr. Abhishek Jaiswal	- -	6.59 1.32
<b>Total</b>	-	7.91
<b>Current financial liabilities - Borrowings</b> <b>Key Managerial Personnel</b> Mr. Kailash Gupta	-	262.55
<b>Total</b>	-	262.55
<b>Non Current financial liabilities - Borrowings</b> Key Managerial Personnel Mr. Kailash Gupta	-	570.84
<b>Total</b>	-	570.84

Particulars	As at 31 March 2019	As at 31 March 2018
<b>Investment</b> <b>Enterprise over which key management personnel or their relatives are able to exercise significant influence</b> Kailash Motors Private Limited	-	0.10
<b>Total</b>	-	0.10
<b>Unpaid Calls on Non- Convertible Cumulative Redeemable Preference shares</b> <b>Key Managerial Personnel</b> Mr. Kailash Gupta	-	700.00
<b>Total</b>	-	700.00

Notes:

I. Terms and conditions of transactions with the related parties

Transactions with the related parties are made on normal commercial terms and conditions and at market rates.

Also refer note 48



**Notes to the financial statements for the year ended 31 March 2019**

(All amounts are in INR lakhs, unless otherwise stated)

**44. Details of dues to micro and small enterprises as defined under the Micro Small and Medium Enterprises Development Act (MSMED), 2006:**

Particulars	As at 31 March 2019	As at 31 March 2018
(a) The amounts remaining unpaid to micro, small and medium enterprises as at the end of the period		
-Principal	166.69	78.12
-Interest	19.02	33.26
(b) The amount of interest paid by the buyer as per the Micro Small and Medium Enterprises Development Act, 2006	-	-
(c) The amounts of the payments made to micro and small suppliers beyond the appointed day during each accounting period.	-	-
(d) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding the interest specified under Micro Small and Medium Enterprises Development Act, 2006.	-	9.47
(e) The amount of interest accrued and remaining unpaid at the end of each accounting period.	19.02	33.26
(f) The amount of further interest remaining due and payable even in the succeeding periods, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under the Micro Small and Medium Enterprises Development Act, 2006.	-	-

**45. Financial instruments – Fair values and risk management**

**a. Financial instruments – by category and fair values hierarchy**

The following table shows the carrying amounts and fair value of financial assets and financial liabilities, including their levels in the fair value hierarchy.

**i. As on 31 March 2018**

Particulars	Carrying value				Fair value measurement using		
	FVTPL	FVOCI	Amortised cost	Total	Level 1	Level 2	Level 3
<b>Financial assets</b>							
<b>Non-current</b>							
(i) Investments	0.10	-	-	0.10	-	-	-
(ii) Loans*	-	-	44.00	44.00	-	-	-
<b>Current</b>							
(i) Investments*	-	-	-	-	-	-	-
(ii) Trade receivables*	-	-	685.04	685.04	-	-	-
(iii) Cash and cash equivalents*	-	-	333.84	333.84	-	-	-
(iv) Bank balances other than (iii) above*	-	-	107.34	107.34	-	-	-
(v) Loans*	-	-	195.56	195.56	-	-	-
(vi) Other financial assets*	-	-	222.87	222.87	-	-	-
<b>Total</b>	<b>0.10</b>	<b>-</b>	<b>1,588.65</b>	<b>1,588.75</b>			
<b>Financial liabilities</b>							
<b>Non-current</b>							
(i) Borrowings#	-	-	570.84	570.84	-	-	-
(ii) Trade payables*	-	-	-	-	-	-	-
(iii) Other financial liabilities*	-	-	5.00	5.00	-	-	-
<b>Current</b>							
(i) Borrowings#	-	-	4,520.64	4,520.64	-	-	-
(ii) Trade payables*	-	-	2,559.26	2,559.26	-	-	-
(iii) Other financial liabilities*	-	-	15,617.31	15,617.31	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>23,273.05</b>	<b>23,273.05</b>			

Notes to the financial statements for the year ended 31 March 2019

(All amounts are in INR lakhs, unless otherwise stated)

ii. As on 31 March 2019

Particulars	Carrying value				Fair value measurement using		
	FVTPL	FVOCI	Amortised cost	Total	Level 1	Level 2	Level 3
<b>Financial assets</b>							
<b>Non-current</b>							
(i) Investments	0.10	-	-	0.10	-	-	-
(ii) Loans	-	-	57.68	57.68	-	-	-
(iii) Other financial assets	-	-	-	-	-	-	-
<b>Current</b>							
(ii) Trade receivables*	-	-	1,774.82	1,774.82	-	-	-
(iii) Cash and cash equivalents*	-	-	2,302.67	2,302.67	-	-	-
(iv) Bank balances other than (iii) above*	-	-	87.26	87.26	-	-	-
(v) Loans*	-	-	250.19	250.19	-	-	-
(vi) Other financial assets*	-	-	187.46	187.46	-	-	-
<b>Total</b>	<b>0.10</b>	<b>-</b>	<b>4,660.08</b>	<b>4,660.18</b>			
<b>Financial liabilities</b>							
<b>Non-current</b>							
(i) Borrowings#	-	-	3,403.27	3,403.27	-	-	-
(iii) Other financial liabilities	-	-	5.10	5.10	-	-	-
<b>Current</b>							
(i) Borrowings#	-	-	462.55	462.55	-	-	-
(ii) Trade payables*	-	-	2,530.41	2,530.41	-	-	-
(iii) Other financial liabilities*	-	-	643.05	643.05	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>7,044.38</b>	<b>7,044.38</b>			

# The Company's borrowings have been contracted at floating rates of interest, which resets at short intervals. Accordingly, the carrying value of such borrowings (including interest accrued but not due) approximates fair value. Accordingly, management has not disclosed its fair values.

\* The carrying amounts of trade receivables, trade payables, cash and cash equivalents, investments, bank balances other than cash and cash equivalents and other financial assets and liabilities, approximates the fair values, due to their short-term nature. Accordingly, management has not disclosed their fair values.

There have been no transfers between Level 1, Level 2 and Level 3 for the years ended 31 March 2019 and 31 March 2018.

**b. Financial risk management**

The Company has exposure to the following risks arising from financial instruments:

- Credit risk;
- Liquidity risk; and
- Market risk - Foreign exchange
- Market risk - Interest rate

**Risk management framework**

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The board of directors have authorised senior management to establish the processes, who ensures that executive management controls risks through the mechanism of properly defined framework.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risks limits and controls, to monitor risks and adherence to limits. Risk management policies are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

**Notes to the financial statements for the year ended 31 March 2019**

(All amounts are in INR lakhs, unless otherwise stated)

**b. Financial risk management (continued)**

**(i) Credit risk**

The maximum exposure to credit risks is represented by the total carrying amount of these financial assets in the Balance Sheet:

Particulars	As at 31 March 2019	As at 31 March 2018
Investments	0.10	0.10
Trade receivables	1,774.82	685.04
Cash and cash equivalents	2,302.67	333.84
Balances other than cash and cash equivalents	87.26	107.34
Loans	307.86	239.56
Other financial assets	187.46	222.87

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers.

Credit risk on cash and cash equivalents is limited as the Company generally invests in deposits with banks with high credit ratings assigned by domestic credit rating agencies.

The maximum exposure to the credit risk at the reporting date is primarily from trade receivables. Trade receivables are unsecured and are derived from revenue earned from customers primarily located in India. The Company does monitor the economic environment in which it operates. The Company manages its credit risk through credit approvals, establishing credit limits and continuously monitoring credit worthiness of customers to which the Company grants credit terms in the normal course of business.

**The Company's exposure to credit risk for trade receivables is as follows:**

Particulars	Gross carrying amount	
	As at 31 March 2019	As at 31 March 2018
1-90 days past due*	1,699.75	630.72
91 to 180 days past due	37.49	42.36
More than 180 days past due #	1,511.93	1,713.68
	<b>3,249.17</b>	<b>2,386.76</b>

\*The Company believes that the amounts that are past due by more than 30 days are still collectible in full, based on historical payment behaviour.

# The Company based upon past trends determine an impairment allowance for loss on receivables outstanding for more than 180 days past due.

**Movement in the loss allowance in respect of trade receivables:**

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018
Balance at the beginning of the year	1,701.72	1,645.82
Impairment loss recognised / (reversed)	3.88	81.89
Amount written off out of above	(231.25)	(25.99)
<b>Balance at the end of the year</b>	<b>1,474.35</b>	<b>1,701.72</b>

**Notes to the financial statements for the year ended 31 March 2019**

(All amounts are in INR lakhs, unless otherwise stated)

**b. Financial risk management (continued)**

**(ii) Liquidity risk**

Liquidity risk refers to the probability of loss arising from a situation where there will not be enough cash and/or cash equivalents to meet the needs of depositors and borrowers, sale of illiquid assets will yield less than their fair value and illiquid assets will not be sold at the desired time due to lack of buyers. The primary objective of liquidity management is to provide for sufficient cash and cash equivalents at all times and any place in the world to enable us to meet our payment obligations.

**Maturities of financial liabilities**

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted:

As at 31 March 2018	Carrying amount	Contractual cash flows			
		Less than 1 year	Between 1 to 5 years	More than 5 years	Total
<b>Non-current liabilities</b>					
Borrowings*#	570.84	-	-	570.84	570.84
Other financial liabilities	5.00	-	-	5.00	5.00
<b>Current liabilities</b>					
Borrowings	4,520.64	4,520.64	-	-	4,520.64
Trade payables	2,559.26	2,559.26	-	-	2,559.26
Other financial liabilities	15,617.31	15,617.31	-	-	15,617.31
<b>Total</b>	<b>23,273.05</b>	<b>22,697.21</b>	<b>-</b>	<b>575.84</b>	<b>23,273.05</b>

As at 31 March 2019	Carrying amount	Contractual cash flows			
		Less than 1 year	Between 1 to 5 years	More than 5 years	Total
<b>Non-current liabilities</b>					
Borrowings*#	2,036.23	285.24	1,628.25	439.74	2,353.23
Other financial liabilities	5.10	-	-	5.10	5.10
<b>Current liabilities</b>					
Borrowings	462.55	462.55	-	-	462.55
Trade payables	2,530.41	2,530.41	-	-	2,530.41
Other financial liabilities	643.05	643.05	-	-	643.05
<b>Total</b>	<b>5,677.34</b>	<b>3,921.25</b>	<b>1,628.25</b>	<b>444.84</b>	<b>5,994.34</b>

\* Pertains to debt component of compound financial instrument. The contractual cash flows are based on management's intent since the preference shares are redeemable only as fully paid up.

# Carrying amount presented as net off unamortized transaction cost.



**Notes to the financial statements for the year ended 31 March 2019**

(All amounts are in INR lakhs, unless otherwise stated)

**b. Financial risk management (continued)**

**(iii) Market risk**

Market risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risk: currency risk and interest rate risk. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

**Currency risk**

Currency risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company is not exposed to the effects of fluctuation in the prevailing foreign currency exchange rates on its financial position and cash flows as there is no transaction in foreign currency in current year.

**Exposure to currency risk**

The summary of quantitative data about the Company's exposure to currency risk, as expressed in Indian Rupees, as at 31 March 2019 and 31 March 2018 are as below:

Particulars	As at 31 March 2019 INR	As at 31 March 2018 INR
<b>Financial assets</b>		
Trade receivables	-	-
	-	-
<b>Financial liabilities</b>		
Borrowings	-	3,122.12
Trade payables	-	-
Acceptances	-	-
	-	<b>3,122.12</b>

**Sensitivity analysis**

The following table demonstrate the sensitivity to a reasonably possible change in exchange rates of various currencies with INR, with all other variables held constant. The impact on the Company's profit before tax is due to changes in the fair value of monetary assets and liabilities including non-designated foreign currency derivatives.

Particulars	Effect on Profit before tax	
	Strengthening	Weakening
1% depreciation / appreciation in Indian Rupees against following foreign currencies:	+1%	-1%
<b>For the year ended 31 March 2019</b>		
USD	-	-
	-	-
<b>For the year ended 31 March 2018</b>		
USD	31.22	(31.22)
	<b>31.22</b>	<b>(31.22)</b>

USD: United States Dollar

**Notes to the financial statements for the year ended 31 March 2019**

(All amounts are in INR lakhs, unless otherwise stated)

**b. Financial risk management (continued)**

**(iii) Market risk**

**Interest rate risk**

Interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's main interest rate risk arises from long-term borrowings with variable rates, which expose the Company to cash flow interest rate risk.

**Exposure to interest rate risk**

The Company's interest rate risk arises majorly from the term loans from banks/Non banking financial companies (NBFC) carrying floating rate of interest. These obligations exposes the Company to cash flow interest rate risk. The exposure of the Company's borrowing to interest rate changes as reported to the management at the end of the reporting period are as follows:

Variable-rate instruments	As at 31 March 2019	As at 31 March 2018
Term loans from banks and NBFC (Non current)	2,036.23	-
Term loans from banks and NBFC (Current)	-	4,058.09
Current maturities of borrowings	285.24	11,981.72
<b>Total</b>	<b>2,321.47</b>	<b>16,039.81</b>

**Cash flow sensitivity analysis for variable-rate instruments**

A reasonably possible change of 100 basis points (bps) in interest rates at the reporting date would have increased (decreased) profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular foreign currency exchange rates, remain constant.

Particulars	Profit or loss	
	100 bps increase	100 bps decrease
<b>Interest on term loans from banks</b>		
For the year ended 31 March 2019	23.21	(23.21)
For the year ended 31 March 2018	160.40	(160.40)

**46. Capital management**

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximise the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares.

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements.

No changes were made in the objectives, policies or processes for managing capital during the years ended 31st March 2019.

Particulars	As at 31 March 2019	As at 31 March 2018
Borrowings	4,151.06	17,073.20
Less : Cash and cash equivalent	(2,302.67)	(333.84)
Adjusted net debt (A)	1,848.39	16,739.36
Total equity (B)	9,585.54	(6,717.72)
<b>Adjusted net debt to adjusted equity ratio (A/B)</b>	<b>19.28%</b>	-

**Notes to the financial statements for the year ended 31 March 2019**

(All amounts are in INR lakhs, unless otherwise stated)

47. "Other Current Financial Assets" include Inter corporate deposits (ICD) of INR 1,000.00 Lakhs given to two Companies in an earlier year and which are outstanding as on 31 March 2019. These amounts have been fully provided for, as doubtful of recovery, in an earlier year. The Company has, during the earlier year filed a legal suit for recovery of the same (along with accumulated interest thereon). This case is lying before the Second Additional District Judge, Jabalpur.

48. The Company had been incurring cash losses affecting its ability to service its borrowings, creditors, other liabilities and similar obligations. The Strategic Debt Restructuring ("SDR") plan of the Company in compliance with the guidelines issued by the Reserve Bank of India ("RBI") could not be completed within the time frame prescribed by RBI and loan given by the lenders to the Company was classified as Non-Performing Assets in the books of lenders. The lenders were in the process of identifying revival measures including debt restructuring and other structural changes.

Pursuant to a Resolution Plan, the Company, the lenders, the erstwhile promoters and the incoming investor entered into an agreement on 1 December 2018. The Resolution Plan mainly includes partial waiver of the principal amount of loan and interest, issuance of equity shares to the incoming investor, transfer of pledged promoter shares to the incoming investor, grant / renewal of the credit facilities subject to certain terms and conditions and issuance of non-convertible redeemable preference shares.

The above plan received shareholders approval on 7 January 2019. Following is the summary of impact of the Resolution Plan which lead to modification of loan:"

S. No.	Particulars	Recognised in Statement of Profit and Loss*	Recognised in Other Equity**
(i)	The lenders have given waiver towards principal amounting to INR 2,618.13 Lakhs.	2,618.13	-
(ii)	The lenders have given waiver towards interest for the period 1 July 2017 till the date of Resolution plan i.e. 22 January 2019. The total relief on account of interest not payable as per the Resolution plan is INR 3,792.95 Lakhs.	3,792.95	-
(iii)	"Out of total principal amount due to lenders, an amount of INR 6,748.23 Lakhs has been converted to unlisted Non Convertible Cumulative Redeemable Preference Share (NCPRS) of INR 100 each amounting to INR 6,748.23 Lakhs. These will carry coupon rate of 0.001% and will be redeemable by the Company upon expiry of 5,887 days. In accordance with Ind AS 109 - Financial Instruments, the Company has done the initial recognition of NCPRS at fair value of INR 701.86 Lakhs due to which a gain of INR 6,046.37 Lakhs has been recognised in the statement of profit and loss."	6,046.37	-
(iv)	The lenders have exercised the pledge on 30,217,528 equity shares at price of INR 15.44 per share. Thus, there is a debt settlement of INR 3,983.11 Lakhs against the invocation of pledge of shares which has been considered as deemed contribution from shareholders.	-	3,983.11
	<b>Total</b>	<b>12,457.45</b>	<b>3,983.11</b>

Further, one of the lenders has refinanced the existing loan into a new term loan amounting to INR 2,377 Lakhs.

\*Disclosed as Exceptional item in note 36

\*\* Disclosed as "Deemed contribution from shareholders" in Other Equity

**Notes to the financial statements for the year ended 31 March 2019**

(All amounts are in INR lakhs, unless otherwise stated)

The management believes that the above Resolution Plan together with continued customer support and ownership change will result in revival of operations of the Company. Accordingly, the financial results have been prepared on going concern basis.

Pursuant to the Resolution Plan as mentioned above, the share capital of the Company has undergone a change which is explained below :

**Authorized Share Capital :-** Increased from Rs. 7,705.00 Lakhs to Rs. 18,005.00 Lakhs, the details are as under

- 57,050,000 equity share capital of Rs. 10 each amounting to Rs. 5,705.00 Lakhs has been increased to 92,050,000 equity share capital of Rs. 10 each amounting to Rs. 9,205.00 Lakhs.
- 2,000,000 preference share of Rs. 100 each amounting to Rs. 2,000.00 Lakhs has been increased to 8,800,000 preference share capital Rs. 100 each amounting to Rs. 8,800.00 Lakhs.

**Paid up capital :-** Increased from Rs. 6,794.30 Lakhs to Rs. 16,996.49 Lakhs, detailed as under :

- Equity share capital has increased from 54,942,964 equity shares of Rs. 10 each amounting Rs. 5,494.30 Lakhs to 89,482,657 equity shares of Rs. 10 each amounting to Rs. 8,948.27 Lakhs.
- Issue of 6,748,229 Non Convertible Cumulative Redeemable Preference Share Capital of Rs. 100 each amounting to Rs. 6,748.23 Lakhs.
- 2,000,000 Non Convertible Cumulative Redeemable Preference Share Capital of Rs. 65 each amounting to Rs. 1,300.00 Lakhs (there is no change in same).

49. Previous year figures have been regrouped / reclassified to confirm to the current year's classification.

For **B S R & Co. LLP**

Chartered Accountants

ICAI Firm Registration No.: 101248W/W-100022

**Shashank Agarwal**

Partner

Membership No.: 095109

Place : Pune

Date : 22 May 2019

For and on behalf of the Board of Directors of

**Commercial Engineers and Body Builders Co. Limited.**

**P.Y. Gurav**

Director

(DIN: 02004317)

**Amit Jain**

Chief Financial Officer & Company Secretary

Membership No. 39779

Place : Pune

Date : 22 May 2019

**Abhishek Jaiswal**

Whole Time Director & C.E.O.

(DIN: 07936627)



**Form No. MGT-11**

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

**CIN: L24231MP1979PLC049375**

Name of the company : Commercial Engineers & Body Builders Co Ltd

Registered office : 48, Vandana Vihar, Narmada Road, Gorakhpur, Jabalpur (M.P.)

Name of the member (s) : .....

Registered address : .....

E-mail Id : .....

Folio No/ Client Id : .....

DP ID : .....

I/We, being the member (s) of ..... shares of the above named company, hereby appoint

1. Name : .....
- Address : .....
- E-mail Id : .....
- Signature : ....., or failing him
  
2. Name : .....
- Address : .....
- E-mail Id : .....
- Signature : ....., or failing him
  
3. Name : .....
- Address : .....
- E-mail Id : .....
- Signature : ....., or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Thirty Ninth Annual General Meeting of the company, to be held on the Sptember 28, 2019 at 11.00 A.M. at Hotel Samdariya, Dr. Barat Road, Russel Chowk, Jabalpur, (M.P.) and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	Resolution	For	Against
<b>Ordinary / Special Business</b>			
1	To consider and adopt the audited Financial Statements of the Company for the Financial year ended 31st March, 2019 and the Reports of the Board of Directors and Auditors thereon.		
2	To Consider and approve appointment of Mrs. Madhuchhanda Chhatterjee as Director of the company		
3	Re-Appointment of Mr. M.V. Raja Rao as an Independent Director of the company		
4.	Re-Appointment of Mr. Prakash Yashwant Gurav as an Independent Director of the company		
5.	Re-classification of Mrs. Shalini Gupta from category of “promoter and promoter group” to category of “public” in relation to the Company		

Signed this ..... Day of ..... 2019

Affix Rs. 1/- Stamp

Signature of Shareholders



Signature of Proxy holder(s)

**Note:** This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.

**Commercial Engineers & Body Builders Co. Ltd**

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

Joint shareholders may obtain additional Attendance Slip on request at the venue of the meeting.

D.P. Id. \*

Master Folio No.

Client Id. \*

Name and address of the shareholder:

No. of Share(s) held:

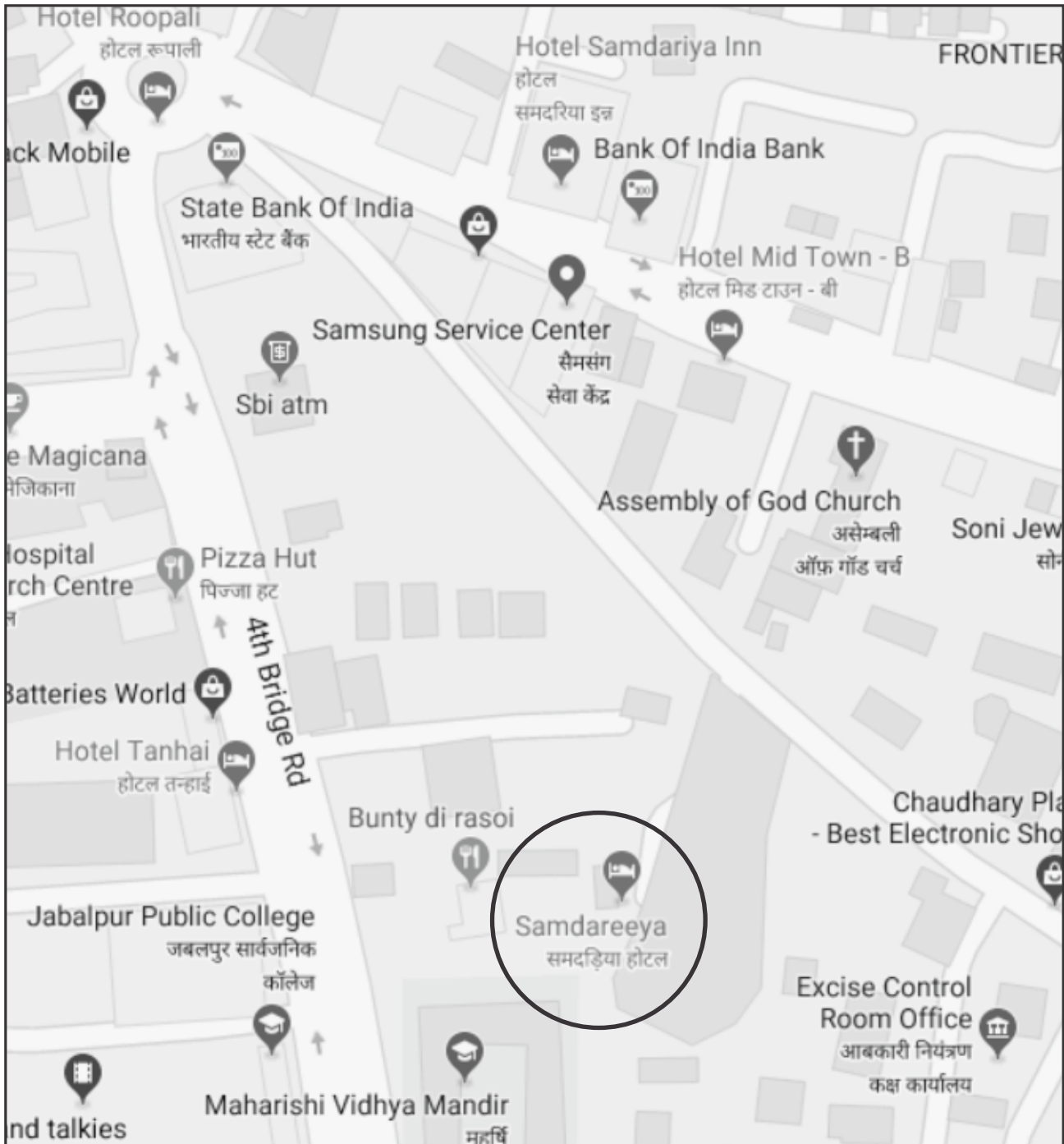
I/We hereby record my/our presence at the **THIRTY NINETH ANNUAL GENERAL MEETING** of the company on Saturday, September 28, 2019 at 11:00 A. M. at Hotel Samdariya, Dr. Barat Road, Russel Chowk, Jabalpur (M.P.).

Signature of the shareholder or proxy.....

\*Applicable for investors holding shares in electronic form.

## ROUTE MAP

**Annual General Meeting of Commercial Engineers & Body Builders Co Limited to be held at 11.00 a.m. on Saturday, September 28, 2019 at Hotel Samdareeya, Dr. Barat Road, Russel Chowk, Jabalpur, Madhya Pradesh.**









Thank You



## Commercial Engineers & Body Builders Co Limited

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

CIN: L24231MP1979PLC049375,

Telephone No. 0761-2661336

Email ID - [cs@cebbco.com](mailto:cs@cebbco.com), Website - [www.cebbco.com](http://www.cebbco.com)