

# Commercial Engineers & Body Builders Co. Limited



Regd. Office : 84/105-A, G.T. Road, Kanpur Mahanagar, Kanpur, 208003 (U.P.) INDIA  
Head Office : 48, Vandana Vihar, Narmada Road, Gorakhpur, Jabalpur-482001 (M.P.)

E-mail : info@cebbco.com  
Website : www.cebbco.com

Date: 9 March 2019

<b>BSE Limited</b> Phiroze Jeejeebhoy Towers Dalal Street, Fort, Mumbai - 400 001 Tel No.: 022-2272 2039/37/3121  <b>BSE – Scrip Code: 533272</b>	<b>National Stock Exchange of India Limited</b> Exchange Plaza, Bandra Kurla Complex, Bandra (East) Mumbai – 400 051 Tel No.: 022 – 2659 8237/38  <b>NSE – Symbol – CEBBCO</b>
---	--

**Sub: Proceedings of the Extraordinary General Meeting of the members of Commercial Engineers & Body Builders Co Limited (“Company”) held on 9 March 2019**

Dear Sir/ Madam,

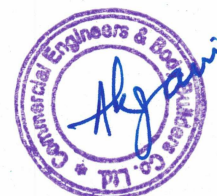
This is to inform you that an Extraordinary General Meeting (“EGM”) of the Company has been duly convened and held on Saturday, March 9, 2019 at 03.00 p.m. at Hotel Prestige Princess, 17/4, Nagrath Chowk, South Civil Lines, Jabalpur, 482002 (Madhya Pradesh).

The EGM was held to obtain the approval for the resolutions set out at the item numbers 1 to 4 set out in detail in the notice dated February 11, 2019 (“EGM Notice”).

Please note that pursuant to Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 (“SEBI Listing Regulations”), and the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the Company had extended e-voting facility to the members of the Company (“Members”) in respect of business to be transacted at the EGM through remote e-voting and voting at the EGM through poll by using ballot paper. The remote e-voting commenced on Wednesday, March 6, 2019, (10.00A.M.) and ended on Friday, March 8, 2019, (5.00 P.M.). Shri S.K. Gupta (FCS-2589) and Ms. Divya Saxena (FCS-5639), Practicing Company Secretaries and Partners, M/s. S.K. Gupta & Co., Company Secretaries were appointed as Scrutinizer and alternate Scrutinizer for conducting the remote e-voting and ballot process in a fair and transparent manner.

All the resolutions set out in the EGM Notice were considered and discussed by the Members of the Company. A copy of the proceedings of the EGM in terms of Regulation 30 and Part A of Schedule III of the Listing Regulations has been annexed to this disclosure as “Annexure 1”. Further, the Company shall submit the voting results in the format prescribed under Regulation 44 (3) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Consolidated Scrutinizer’s Report to the stock exchanges within the prescribed time period.

Please also find enclosed a brief profile of Mr. Asim Ranjan Dasgupta who by virtue of the Members of the Company approving the resolution set out at item no. 3 of the EGM Notice has been appointed



**Factory (Unit I)** : 21, 22, 33, 34, Industrial Area Richhai, Jabalpur - 482010 M.P.  
**Factory (Unit II)** : NH12-A, Village Udaipura, Teh. Narayanganj, Distt. Mandla - 481666 M.P., Tel. +91-7643-227388, 227389  
**Factory (Unit-III)** : Plot No. 690 to 693, & 751 to 756, Sector III, Industrial Area, Pithampur, Distt, Dhar-454774 Tel. - 07292-407981  
**Factory (Unit-IV)** : Industrial Area Richhai, Jabalpur - 482010 M.P.  
**Factory (Unit-V)** : Plot No. 742, Asangi Phase Area, Saraikela, Jharkhand - 932109 Tel. 0657-2200251 / 252  
**Factory (Unit-VI)** : Village Imlai, Near Deori Railway Station, P.O. Panagar, Jabalpur - 483220

# Commercial Engineers & Body Builders Co. Limited



Regd. Office : 84/105-A, G.T. Road, Kanpur Mahanagar, Kanpur, 208003 (U.P.) INDIA  
Head Office : 48, Vandana Vihar, Narmada Road, Gorakhpur, Jabalpur-482001 (M.P.)

E-mail : info@cebbco.com  
Website : www.cebbco.com

as a Non-Executive Director on the Board of Directors of the Company (subject to retirement) as "Annexure 2" to this disclosure. Also, please note that Mr. Dasgupta is not related to any director of the Company.

The same is for information and records.

Thanking you,

Yours faithfully,

For **COMMERCIAL ENGINEERS AND BODY BUILDERS CO. LIMITED**

  
Amit K Jain  
Company Secretary



**Factory (Unit I)** : 21, 22, 33, 34, Industrial Area Richhai, Jabalpur - 482010 M.P.  
**Factory (Unit II)** : NH12-A, Village Udaipura, Teh. Narayanganj, Distt. Mandla - 481666 M.P., Tel. +91-7643-227388, 227389  
**Factory (Unit-III)** : Plot No. 690 to 693, & 751 to 756, Sector III, Industrial Area, Pithampur, Distt, Dhar-454774 Tel. - 07292-407981  
**Factory (Unit-IV)** : Industrial Area Richhai, Jabalpur - 482010 M.P.  
**Factory (Unit-V)** : Plot No. 742, Asangi Phase Area, Saraikela, Jharkhand - 932109 Tel. 0657-2200251 / 252  
**Factory (Unit-VI)** : Village Imlai, Near Deori Railway Station, P.O. Panagar, Jabalpur - 483220

## ANNEXURE - 1

### **Proceedings of the Extraordinary General Meeting as per Regulation 30 and Part A of Schedule III of the SEBI Listing Regulations**

In pursuance of the EGM Notice, the EGM was held on Saturday, March 9, 2019 at 03.00 p.m. at Hotel Prestige Princess, 17/4, Nagrath Chowk, South Civil Lines, Jabalpur, 482002 (Madhya Pradesh) for considering the resolutions set out at item numbers 1 to 4 of the EGM Notice dated February 11, 2019.

1. Mr. Abhishek Jaiswal (**Whole time Director and CEO**) was elected as the chairperson of the EGM.
2. Mr. Abhishek Jaiswal chaired the meeting ("**Chairperson**"). He informed the Members present that the meeting was being convened to seek approval of the Members for the resolutions set out at item numbers 1 to 4 of the EGM Notice.
3. Mr. Amit Kumar Jain, the Company Secretary of the Company informed that the requisite quorum as prescribed under Section 103 of the Companies Act, 2013 was present in person and accordingly the Chairperson called the meeting to order.
4. The Chairperson introduced the persons seated on the dais. He then informed the Members that the EGM Notice for convening the meeting of the Members of the Company was dispatched to all the Members of the Company. The EGM Notice was also advertised in the prescribed format in accordance with the applicable law.
5. Thereafter, the EGM Notice was taken as read with the permission of the Members.
6. The Chairperson presented a brief background of the resolutions set out at item numbers 1 to 4 of the EGM Notice.
7. Subsequently, the Chairperson also informed that the Company provided to the Members of the Company with the facility to cast their vote electronically (e-voting) on the resolutions set out at item numbers 1 to 4 of the EGM Notice. Electronic voting commenced from Wednesday, March 6, 2019, (10.00A.M.) and ended on Friday, March 8, 2019, (5.00 P.M.).
8. The Chairperson informed that the Company has appointed Mr. S.K. Gupta (FCS-2589) and Ms. Divya Saxena (FCS-5639), Practicing Company Secretaries and Partners, M/s S.K. Gupta & Co., Kanpur as the Scrutinizer and alternate Scrutinizer for conducting the remote e-voting and ballot process in a fair and transparent manner.
9. The Chairperson then invited the Members to express their views, ask questions and seek clarifications, if any, on the resolutions set out at item numbers 1 to 4 in the EGM Notice.



# Commercial Engineers & Body Builders Co. Limited



Regd. Office : 84/105-A, G.T. Road, Kanpur Mahanagar, Kanpur, 208003 (U.P.) INDIA  
Head Office : 48, Vandana Vihar, Narmada Road, Gorakhpur, Jabalpur-482001 (M.P.)

E-mail : info@cebbco.com  
Website : www.cebbco.com

The Chairperson responded to the queries raised by the Members present.

10. The Chairperson thereafter informed the Members that the resolutions contained in the EGM Notice will be put to vote by way of poll at this meeting in accordance with the provisions of Section 109 of the Companies Act, 2013. The Chairperson further informed that the Members who have already casted their votes through e-voting facility will not be eligible to cast their vote through poll at this meeting.
11. Following businesses were placed for consideration and approval of the Members at the meeting:

Item No. in the EGM Notice	Particulars of Business	Resolution Required Ordinary/Special	Mode of Voting (Show of Hands/ Poll/ E-Voting)
1.	Re-classification of the outgoing promoters of the Company, i.e., (i) Mr. Kailash Chand Gupta; (ii) Ms. Rekha Gupta; (iii) Nandini Malpani (on behalf of Jashn Beneficiary Trust); and (iv) Commercial Automobiles Private Limited from the category of "Promoter and Promoter Group" to the category of "Public" in accordance with Regulation 31 A of the SEBI Listing Regulations.	Ordinary resolution	E-Voting, Poll
2.	Ratification and approval of the ultimate beneficial owners of Jupiter Wagons Limited and Tatravagonka A.S.	Special resolution	E-Voting, Poll
3.	Appointment of Mr. Asim Ranjan Dasgupta as a non-executive director on the board of directors of the Company (subject to retirement).	Ordinary resolution	E-Voting, Poll
4.	Shifting of the registered office of the Company from the State of Uttar Pradesh to State of Madhya Pradesh.	Special Resolution	E-Voting, Poll

12. The Chairperson thereafter announced the poll to be taken on each item of business and requested Mr. S. K. Gupta and Ms. Divya Saxena, Practicing Company Secretaries, Scrutinizers to conduct the poll process in a fair and transparent manner.



# Commercial Engineers & Body Builders Co. Limited



Regd. Office : 84/105-A, G.T. Road, Kanpur Mahanagar, Kanpur, 208003 (U.P.) INDIA  
Head Office : 48, Vandana Vihar, Narmada Road, Gorakhpur, Jabalpur-482001 (M.P.)

E-mail : [info@cebbco.com](mailto:info@cebbco.com)  
Website : [www.cebbco.com](http://www.cebbco.com)

13. The Chairperson further informed that result of voting shall be declared at the corporate office of the Company after receipt of Scrutinizer's Report and voting results in the format prescribed under Regulation 44 (3) Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements), Regulation, 2015 along with Consolidated Scrutinizer's Report shall be submitted to the Stock Exchanges NSE and BSE within the stipulated period of 48 hours of the conclusion of the Extraordinary General Meeting which will also be displayed at the Company's Website [www.cebbco.com](http://www.cebbco.com) and on the website <http://evoting.karvy.com> for information of all concerned.
14. There being no other business to be transacted at the EGM, the Chairperson declared the EGM as concluded at 5.15 pm.
15. Mr. Amit K. Jain, the Company Secretary proposed a vote of thanks to the Chairperson.

**FOR COMMERCIAL ENGINEERS AND BODY BUILDERS CO. LIMITED**

  
Amit K Jain  
Company Secretary



## ANNEXURE – 2

### **Brief Profile**

Mr. Asim Ranjan Dasgupta is a B. Tech (Hons) in mechanical engineering from the Indian Institute of Technology, Kharagpur.

At present, Mr. Asim Ranjan Dasgupta is a Director on the Board of Directors of Jupiter Wagons Limited.

Previously, Mr. Asim Ranjan 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.

