



Commercial Engineers & Body Builders Co. Ltd.

(CIN No.: L24231UP1979PLC004837)



124, Napier Town, Jabalpur-482 001 INDIA, Ph.: 2451941-43, 4085082, 4085924
Fax: 0761- 4037469, 2407009 E-mail: cal_corporate@rediffmail.com, coporate@tatacommercial.com

Date: 29th September, 2014

To,

The Secretary,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street
Mumbai-400 001
Fax No. 022-2272 3121/2272 2037

The Secretary,
National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block
Bandra Kurla Complex, Bandra (East)
Mumbai-400 051
Fax No. 022-2659 8237/38, 66418124/25/26

Sub: Submission of details regarding the voting results for the 34th Annual General Meeting of the Members of the Company held on 29th September, 2014.
Scrip code: 533272(BSE)/CEBB CO EQ(NSE)

Dear Sirs,

This is to inform you that the 34th Annual General Meeting of the Members of the Company was held on 29th September, 2014 at Stock Exchange Auditorium, U P Stock Exchange Building, Padam Towers, Civil Lines, Kanpur-208003 (U.P.) to transact the business mentioned in the Notice of Annual General Meeting dated 14th August, 2014.

As required by the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and clause 35B of the listing Agreement, the Company had provided facility to the members to vote electronically in the resolutions contained in the Notice of Annual General Meeting. The e-voting was held between Monday, 22nd September, 2014 at 10.00 A.M. to Wednesday, 24th September, 2014 at 5.00 P.M at e-voting website of CDSL.

At the Annual General Meeting the Chairman stated that Company had already informed to the Exchanges, that Mr. Umesh P Maskeri, Practicing Company Secretary (Membership No. F4831 C.P. No.12704) was appointed as Scrutinizer for e-voting. He has submitted reports for e-voting the Chairman. The Chairman declared the result of voting informing, inter-alia, that all the Resolutions have been passed with requisite and overwhelming majority.

Pursuant to Clause 35A of the listing Agreement, please find the attached details of the business transacted at the Annual General Meeting of the Company and the results thereof. (Annexure)

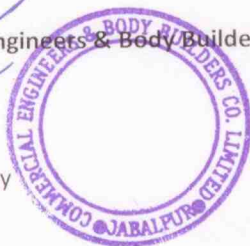
This letter may also be treated as compliance of clause 31(d) of the listing Agreement.

Thanking you,

Yours faithfully,

For Commercial Engineers & Body Builders Co Limited

Anurag Misra
Company Secretary
Encl: As above





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Details of Voting Results

Date of the AGM/EGM	29 th September,2014
Total number of shareholders on record date Cut-off date for e-voting : 12 th September,2014	11800
No. of Shareholders present in the meeting either in person or through proxy :	
-Promoters and Promoter group	3
- Public	28

Agenda-wise

Item No.	Details of the Agenda	Resolution Required (ordinary/Special)	Mode of voting(Show of hands/Poll/Postal ballot/E-voting)	Remarks
1	Adoption of Statement of Profit And Loss, Balance Sheet, Report of Board of Directors and Auditors for the year ended March 31,2014	Ordinary	e-voting	The resolution was passed with requisite majority.
2	Re-appointment of Dr. Kailash Gupta(DIN 00004951) as a director of the Company	Ordinary	e-voting	The resolution was passed with requisite majority
3	Re-appointment of Deloitte Haskins & Sells, Chartered Accountants as a Statutory Auditors of the Company	Ordinary	e-voting	The resolution was passed with requisite majority
4	Appointment of Mr. Anil Joshi (DIN 00019927) as an Independent director of the Company	Ordinary	e-voting	The resolution was passed with requisite majority
5	Appointment of Mr. Prabhakar Dalal (DIN 00544948) as Independent director of the company	Ordinary	e-voting	The resolution was passed with requisite majority
6	Appointment of Mr. Prakash Y Gurav (DIN 02004317) as an Independent director of the Company	Ordinary	e-voting	The resolution was passed with requisite majority





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7	Appointment of Mr. Venkat Raja Manchi Rao (DIN 00110363) as an Independent Director	Ordinary	e-voting	The resolution was passed with requisite majority
8	Appointment of Mrs. Nandini Malpani (DIN 01528303) as Non-Executive Director of the Company	Ordinary	e-voting	The resolution was passed with requisite majority
9	Alteration to the provisions of Article 77(1) of the Articles of Association of the Company	Special	e-voting	The resolution was passed with requisite majority
10	Alteration of Capital clause of the Memorandum of Association of the Company	Ordinary	e-voting	The resolution was passed with requisite majority
11	Alteration to the Articles of Association of the Company	Ordinary	e-voting	The resolution was passed with requisite majority
12	Issue and offer of Redeemable Preference Shares on a Private Placement basis	Special	e-voting	The resolution was passed with requisite majority

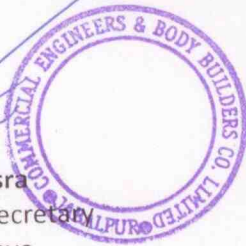
The voting details are annexed herewith in the prescribed format.

This may also be considered as compliance of Clause 31 (d) of the Listing Agreement.

Yours faithfully,

For Commercial Engineers & Body Builders Co Limited

Anurag Misra
Company secretary
Encl: as above



Commercial Engineers & Body Builders Co Limited

Annexure

Details for reporting as per Clause 35A of Listing agreement based on result of voting at the 34th Annual General Meeting

Resolution No.1

	Promoter/ Public	No. of Shares Held	No. of votes polled	% of Votes Polled on outstan ding shares	No. of votes- in favor	No. of Votes- against	% of Votes in favor on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=[(2)/ (1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]* 100
1	Promoter and Promoter Group	30665167	30607137	99.81%	30607137	NIL	100%	NIL
2	Public- Institution al holders	7317988	6005401	82.06%	6005401	NIL	100%	NIL
3	Public- Others	16989809	13193	0.08%	6463	6730	48.99%	51.01%
	Grand Total	54942964	36625731	66.66%	36619001	6730	99.99%	0.01%

Resolution No.2

	Promoter/ Public	No. of Shares Held	No. of votes polled	% of Votes Polled on outstan ding shares	No. of votes- in favor	No. of Votes- against	% of Votes in favor on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=[(2)/ (1)]*1 00	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*1 00
1	Promoter and Promoter Group	30665167	30607137	99.81	30607137	NIL	100%	NIL
2	Public- Institution al holders	7317988	6005401	82.06%	6005401	NIL	100%	NIL
3	Public- Others	16989809	13193	0.08%	2455	10738	18.61%	81.39%
	Grand Total	54942964	36625731	66.66%	36614993	10738	99.97%	0.03%



Resolution No.3

	Promoter/ Public	No. of Shares Held	No. of votes polled	% of Votes Polled on outstan ding shares	No. of votes- in favor	No. of Votes- against	% of Votes in favor on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\frac{[2]}{[1]}\times 100$	[4]	[5]	$[6]=\frac{[4]}{[2]}\times 100$	$[7]=\frac{[5]}{[2]}\times 100$
1	Promoter and Promoter Group	30665167	30607137	99.81%	30607137	NIL	100%	NIL
2	Public- Institution al holders	7317988	6005401	82.06%	6005401	NIL	100%	NIL
3	Public- Others	16989809	13193	0.08%	13193	NIL	100%	NIL
	Grand Total	54942964	36625731	66.66%	36625731	NIL	100%	NIL

Resolution No.4

	Promoter/ Public	No. of Shares Held	No. of votes polled	% of Votes Polled on outstan ding shares	No. of votes- in favor	No. of Votes - again st	% of Votes in favor on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\frac{[2]}{[1]}\times 100$	[4]	[5]	$[6]=\frac{[4]}{[2]}\times 100$	$[7]=\frac{[5]}{[2]}\times 100$
1	Promoter and Promoter Group	30665167	30607137	99.81	30607137	NIL	100%	NIL
2	Public- Institution al holders	7317988	6005401	82.06%	6005401	NIL	100%	NIL
3	Public- Others	16989809	13193	0.08%	13193	NIL	100%	NIL
	Grand Total	54942964	36625731	66.66%	36625731	NIL	100%	NIL

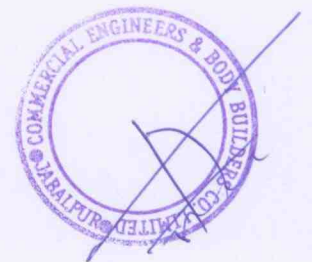


Resolution No.5

	Promoter/ Public	No. of Shares Held	No. of votes polled	% of Votes Polled on outstand ing shares	No. of votes- in favor	No. of Votes- against	% of Votes in favor on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
1	Promoter and Promoter Group	30665167	30607137	99.81%	30607137	NIL	100%	NIL
2	Public- Institution al holders	7317988	6005401	82.06%	6005401	NIL	100%	NIL
3	Public- Others	16989809	13193	0.08%	13185	8	99.94%	0.06%
	Grand Total	54942964	36625731	66.66%	36625723	8	100%	NIL

Resolution No.6

	Promoter/ Public	No. of Shares Held	No. of votes polled	% of Votes Polled on outstand ing shares	No. of votes- in favor	No. of Votes- against	% of Votes in favor on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
1	Promoter and Promoter Group	30665167	30607137	99.81	30607137	NIL	100%	NIL
2	Public- Institution al holders	7317988	6005401	82.06%	6005401	NIL	100%	NIL
3	Public- Others	16989809	13193	0.08%	13193	NIL	100%	NIL
	Grand Total	54942964	36625731	66.66%	36625731	NIL	100%	NIL

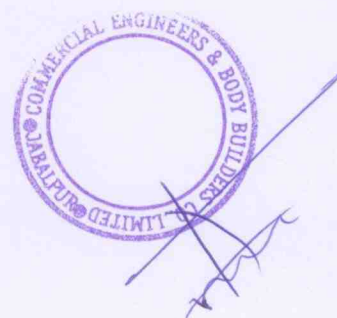


Resolution No.7

	Promoter/ Public	No. of Shares Held	No. of votes polled	% of Votes Polled on outstandin g shares	No. of votes- in favor	No. of Vot es- agai nst	% of Votes in favor on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\frac{[2]}{[1]}\times 100$	[4]	[5]	$[6]=\frac{[4]}{[2]}\times 100$	$[7]=\frac{[5]}{[2]}\times 100$
1	Promoter and Promoter Group	30665167	30607137	99.81%	30607137	NIL	100%	NIL
2	Public- Institution al holders	7317988	6005401	82.06%	6005401	NIL	100%	NIL
3	Public- Others	16989809	13193	0.08%	13193	NIL	100%	
	Grand Total	54942964	36625731	66.66%	36625731	NIL	100%	NIL

Resolution No.8

	Promoter/ Public	No. of Shares Held	No. of votes polled	% of Votes Polled on outstandin g shares	No. of votes- in favor	No. of Vot es- agai nst	% of Votes in favor on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\frac{[2]}{[1]}\times 100$	[4]	[5]	$[6]=\frac{[4]}{[2]}\times 100$	$[7]=\frac{[5]}{[2]}\times 100$
1	Promoter and Promoter Group	30665167	30607137	99.81%	30607137	NIL	100%	NIL
2	Public- Institution al holders	7317988	6005401	82.06%	6005401	NIL	100%	NIL
3	Public- Others	16989809	13193	0.08%	13185	8	99.94%	0.06%
	Grand Total	54942964	36625731	66.66%	36625723	8	100%	NIL



Resolution No.9

	Promoter/ Public	No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of votes- in favor	No. of Votes- against	% of Votes in favor on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\frac{[2]}{[1]} * 100$	[4]	[5]	$[6]=\frac{[4]}{[2]} * 100$	$[7]=\frac{[5]}{[2]} * 100$
1	Promoter and Promoter Group	30665167	30607137	99.81	30607137	NIL	100%	NIL
2	Public- Institution al holders	7317988	6005401	82.06%	6005401	NIL	100%	NIL
3	Public- Others	16989809	13193	0.08%	1850	11343	14.02%	85.98%
	Grand Total	54942964	36625731	66.66%	36614388	11343	99.97%	0.03%

Resolution No.10

	Promoter/ Public	No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of votes- in favor	No. of Vot es- agai nst	% of Votes in favor on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\frac{[2]}{[1]} * 100$	[4]	[5]	$[6]=\frac{[4]}{[2]} * 100$	$[7]=\frac{[5]}{[2]} * 100$
1	Promoter and Promoter Group	30665167	30607137	99.81	30607137	NIL	100%	NIL
2	Public- Institution al holders	7317988	6005401	82.06%	6005401	NIL	100%	NIL
3	Public- Others	16989809	13193	0.08%	6463	6730	48.99%	51.01%
	Grand Total	54942964	36625731	66.66%	36619001	6730	99.98%	0.02%



Resolution No.11

Promoter/ Public	No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of votes- in favor	No. of Vote s- again st	% of Votes in favor on votes polled	% of Votes against on votes polled
	[1]	[2]	$[3]=\frac{[2]}{[1]}\times 100$	[4]	[5]	$[6]=\frac{[4]}{[2]}\times 100$	$[7]=\frac{[5]}{[2]}\times 100$
1 Promoter and Promoter Group	30665167	30607137	99.81	30607137	NIL	100%	NIL
2 Public-Institutional holders	7317988	6005401	82.06%	6005401	NIL	100%	NIL
3 Public-Others	16989809	13193	0.08%	6463	6730	48.99%	51.01%
Grand Total	54942964	36625731	66.66%	36619001	6730	99.98%	0.02%

Resolution No.12

Promoter/ Public	No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of votes- in favor	No. of Votes- again st	% of Votes in favor on votes polled	% of Votes against on votes polled
	[1]	[2]	$[3]=\frac{[2]}{[1]}\times 100$	[4]	[5]	$[6]=\frac{[4]}{[2]}\times 100$	$[7]=\frac{[5]}{[2]}\times 100$
1 Promoter and Promoter Group	30665167	Not Voted					
2 Public-Institutional holders	7317988	6005401	82.06%	6005401	NIL	100%	NIL%
3 Public-Others	16989809	13193	0.08%	6255	6938	47.41%	52.59%
Grand Total	54942964	6018594	10.95%	6011656	6938	99.88%	0.12%





Umesh P. Maskeri B.Sc., CAIIB, L.Lb, FCS, PGDSL
Practicing Company Secretary

Admin Office: 4th Floor, Commissariat Building, 231, D N Road, Fort, Mumbai-400001
Telephone: 022 -27716918/19; Mobile: 09930178352; Email: umeshmaskeri@gmail.com
Corporate Office: No 304, Geetanjali Heights, Plot No.77, Sector 27
Near Presentation Convent School, Nerul East, Navi Mumbai-400 706

To,
The Chairman/Board of Directors
Commercial Engineers & Body Builders Co. Limited
Registered office: 84/105-A, GT Road, Kanpur Mahanagar,
Kanpur(U.P) - 208003

Date :26th September2014

Dear Sirs,

Sub: Scrutinizer's Report on e-voting conducted pursuant to the provisions of Section 107 (1) of the Companies Act, 2013 read Rule 20 of the Companies (Management and Administration) Rules, 2014

Commercial Engineers & Body Builders Co. Limited, ("Company"), has appointed me as the Scrutinizer to scrutinize the process of e-voting provided to the Members of the Company, for providing voting on matters to be placed for approval of the shareholders at the 34th Annual General Meeting ("AGM") of the Company to be held on September 29th, as prescribed under Section 108 of the Companies Act, 2013 ("Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ("Rules").

As required under Section 101 and 108 of the Act and the Companies (management and Administration) Rules, 2014, Notice of the AGM dated August 14 ,2014 along with the Explanatory Statement under Section 102 ("Notice") of the Act were sent to the Members of the Company. Further, instructions relating to the facility provided for casting the votes electronically ("e-voting") through the electronic system of the Central Depository Services (India) Limited ("CDSL") along with the login instructions were sent to the Members entitled to vote, in order to enable them to cast votes electronically on respect of the following matters:

- Item No.1: Adoption of Audited Financial Statements for the financial year ended March 31, 2014.
- Item No.2: Re-appointment of Dr. Kailash Gupta , Director, who retires by rotation and is eligible for re-appointment.
- Item No.3: Appoint auditors.
- Item No.4: Appointment of Mr. Anil Joshi as an Independent Director of the Company to hold office for 5 consecutive years and that he shall not retire by rotation
- Item No.5: Appointment of Mr. Prabhakar Dalal as an Independent Director of the Company to hold office for 5 consecutive years and that he shall not retire by rotation.



①



Umesh P Maskeri
Practicing Company Secretary

- Item No.6: Appointment of Mr. Prakash Y Gurav as an Independent Director of the Company to hold office for 5 consecutive years and that he shall not retire by rotation.
- Item No.7: Appointment of Mr. M Venkat Rajarao as an Independent Director of the Company to hold office for 5 consecutive years and that he shall not retire by rotation.
- Item No.8: Appointment of Mrs. Nandini Malpani as An Non Executive Director of the company whose period of office shall be liable to determination by retirement by rotation.
- Item No.9: Alteration of Article of Association for remuneration payable to each Director for each meeting.
- Item No.10: Alteration of capital clause of the Memorandum of Association of the Company.
- Item No.11: Alteration of Articles of Association of Company to issue preference shares which are either redeemable or convertible into equity shares or any other kind of preference shares.

The Shareholders were required to log in to www.evotingindia.com, the e-voting system of CDSL to cast their votes electronically. The e-voting period commenced at 10.00 a.m. on September 22, 2014 and concluded at 5.00 p.m. on September 24, 2014. Accordingly, the electronic votes cast during this period have been taken into account and the CDSL e-voting platform was blocked thereafter.

The votes were unblocked at 5.30 PM on September 24, 2014 in the presence of Ms.Nagaratna C Prasad and Ms. Nilam Chayan, who are not employees of the Company and who have signed below as witness to the unblocking of the votes. Based on the above, the matters set out in Item Nos. (1), (2),(3),(4),(5),(6),(7),(8),(9),(10),(11) and 12 of the Notice have been passed with requisite majority through e-voting.

As required under Rule 20(xii), a Register has been maintained in electronic form recording the assent or dissent received, the particulars of name, address, folio number or Client ID of the shareholders, number of shares held by them and the nominal value of such shares. None of these shares have any differential voting rights. All the relevant records of electronic voting will remain in our safe custody until the Chairman considers, approves and signs the minutes of the AGM and the same will be handed over to the Company Secretary for safe keeping.

A summary of the e-voting with their pattern of voting is furnished as per Annexure-A.

The results of the aforesaid e-voting may accordingly be declared by the Chairman of the Company.

Thanking you,
Yours faithfully,

Umesh P Maskeri

Umesh P. Maskeri
(Scrutinizer)

Place: Mumbai Practicing Company Secretary

Date: 26th September

COP No. 12704, FCS No 4831

We the undersigned witnessed that the votes were unlocked from the e-voting website of Central Depository Services (India) Limited (<https://www.evotingindia.co.in>) in our presence at 5:15 pm on September 25, 2014 at the office of the Scrutinizer.



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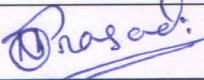





Umesh P Maskeri
Practicing Company Secretary

Continuation Sheet

We the undersigned witnessed that the votes were unlocked from the e-voting website of Central Depository Services (India) Limited (<https://www.evotingindia.co.in>) in our presence at 5:15 pm on September 25, 2014 at the office of the Scrutinizer.

	
Nagaratna C Prasad B 504, 5 th Floor, Shreeniwas C H S Ltd Behind M S E School, Next to Sarvoday Ashish, Thakurli East-421201	Nilam Chavan No. 1, Lallubhai Mestry Building, Opposite Muktangan, Dahisar East, Mumbai – 400 068



ANNEXURE A

SUMMARY OF E-VOTING RESULTS OF COMMERCIAL ENGINEERS & BODY BUILDERS CO. LIMITED

PARTICULARS OF RESOLUTION	In favour of resolution			Against of resolution		
	No. of Share holders	No. of Shares/ e-votes	% Shares/ e-votes	No. of Share holders	No. of Shares/ e-votes	% Shares/ e-votes
No.1 Ordinary Business, Ordinary Resolution Adoption of Audited Financial Statement for the financial year ended March 31,2014	19	36619001	99.98	1	6730	0.02
No.2 Ordinary Business, Ordinary Resolution Re-appointment of Dr. Kailash Gupta, Director who retires by rotation and eligible for re-appointment.	17	36614993	99.97	3	10738	0.03
No.3 Ordinary Business, Ordinary resolution Appointment of Auditor	20	36625731	100	Nil	Nil	Nil
No.4 Special Business, Ordinary Resolution Appointment of Mr. Anil Joshi as an Independent Director of the Company to hold office for 5 Consecutive years and that he shall not retire by rotation	20	36625731	100	Nil	Nil	Nil
No.5 Special Business, Ordinary Resolution Appointment of Mr. Prabhakar Dalal as an Independent Director of the Company to hold office for 5 Consecutive years and that he shall not retire by rotation	19	36625723	100	Nil	Nil	Nil
No.6 Special Business, Ordinary Resolution Appointment of Mr. Prakash Y Gurav as an Independent Director of the Company to hold office for 5 Consecutive years and that he shall not retire by rotation	20	36625731	100	Nil	Nil	Nil

(4)



No.7 Special Business, Ordinary Resolution Appointment of Mr. M Venkat Rajarao as an Independent Director of the Company to hold office for 5 Consecutive years and that he shall not retire by rotation	20	36625731	100	Nil	Nil	Nil
No.8 Special Business, Ordinary Resolution Appointment of Mrs. Nandini Malpani as a Non Executive Director of the company whose period of office shall be liable to determination by retirement by rotation.	19	36625723	100	1	8	NIL
No.9 Special Business, Special Resolution Alteration of Article of Association for remuneration payable to each Director for each meeting.	15	36614388	99.97	5	11343	0.03
No.10 Special Business, Ordinary Resolution Alteration of capital clause of the Memorandum of Association of the Company.	19	36619001	99.98	1	6730	0.02
No.11 Special Business, ordinary Resolution Alteration of Articles of Association of Company to issue preference shares which are either redeemable or convertible into equity shares or any other kind of preference shares	19	36619001`	99.98	1	6730	0.02
No. 12 Issue of NCRPS on private placement basis	11	6011656	100	3	6938	0.01

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