



Commercial Engineers & Body Builders Co. Ltd.

(CIN NO. L24231UP1979PLC004837)



124, Napier Town, Jabalpur-482001 INDIA Ph. 2451941-43, 4085082, 4085924
Fax : 0761-4037469, 2407009, Email : cal_corporate@rediffmail.com, info@cebbco.com

Annexure-A

Details of Voting Results

Date of the AGM/EGM	11 TH September 2015
Total number of shareholders on record date Cut-off date for e-voting :05 TH September 2015	11468
No. of Shareholders present in the meeting either in person or through proxy :	
-Promoters and Promoter group	4
- 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 31,2015	Ordinary	e-voting, Ballot & Poll	The resolution was passed with requisite majority.
2	To appoint a Director in place of Mr. Kailash Gupta (DIN: 00004951) who retires by rotation and being eligible, offers himself for re-appointment	Ordinary	e-voting, Ballot & Poll	The resolution was passed with requisite majority
3	To ratify the appointment of Auditors and to fix their remuneration	Ordinary	e-voting, Ballot & Poll	The resolution was passed with requisite majority
4	To accord consent of the Company under Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 to the Board of Directors of the Company to borrow from time to time such sum or sums of money as they may deem necessary for the purpose of the business of the Company, and which shall remain outstanding at any given point of time and shall not exceed the sum of Rs. 3,50,00,00000/- (Rupees Three Hundred Fifty Crores only).	Special	e-voting, Ballot & Poll	The resolution was passed with requisite majority

FACTORY : INDUSTRIAL AREA, RICHHAI, JABALPUR-482 010 DIAL 2330817, 2330872
FAX : 0761- 2331488 E-mail ID : info@cebbco.com
Regd. Office : 84/105-A, G.T. ROAD, KANPUR - 208 003 (U.P)



Commercial Engineers & Body Builders Co. Ltd.

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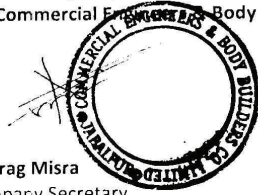


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5	To accord the consent of the Company under Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, to the Board of Directors of the Company for creating such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, provided that the total amount for which the security may be created shall not at any time exceed the limit of Rs. 3,50,00,00000/- (Rupees Three Hundred & Fifty Crores only).	Special	e-voting, Ballot & Poll	The resolution was passed with requisite majority
6	To consider issue, offer and allotment of Equity shares to its eligible employees under Employee Stock Option Scheme	Special	e-voting, Ballot & Poll	The resolution was passed with requisite majority
7	To consider increase in Authorised Share Capital of the Company	Ordinary	e-voting, Ballot & Poll	The resolution was passed with requisite majority
8	To consider alteration in Capital Clause of Memorandum of Association of the Company	Special	e-voting, Ballot & Poll	The resolution was passed with requisite majority
9	To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013	Special	e-voting, Ballot & Poll	The resolution was passed with requisite majority

The voting results are annexed herewith in the prescribed format.

Thanks & Regards,
For Commercial Engineers & Body Builders Co Limited



Anurag Misra
Company Secretary
Enl: as above

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DETAILS FOR REPORTING AS PER CLAUSE 35A OF LISTING AGREEMENT BASED ON RESULT OF VOTING AT THE 35TH ANNUAL GENERAL MEETING

Resolution No.1

Adoption of financial statements (Ordinary resolution)

	Promoter/Public	No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of votes- in Favour	No. of Votes- against	% of Votes in favour 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	30347612	30289582	99.81%	30289582	0	100%	0%
2	Public- Institutional holders	12165891	7116993	58.50%	7116993	0	100%	0%
3	Public- Others	12429461	70099	00.56%	70099	0	100%	0%
	Grand Total	54942964	37476674	68.21%	37476674	0	100%	0%

Resolution No.2

Appointment of Mr. Kailash Gupta as a director (Ordinary resolution)

	Promoter/Public	No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of votes- in Favour	No. of Votes- against	% of Votes in favour 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	30347612	30289582	99.81%	30289582	0	100%	0%
2	Public- Institutional holders	12165891	7116993	58.50%	7116993	0	100%	0%
3	Public- Others	12429461	70099	00.56%	66099	4000	94.30%	5.70%
	Grand Total	54942964	37476674	68.21%	37472674	4000	99.99%	.01%

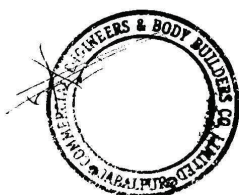


Resolution No.3**Appointment of Auditors (Ordinary resolution)**

	Promoter/Public	No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of votes- in Favour	No. of Votes- against	% of Votes in favour 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	30347612	30289582	99.81%	30289582	0	100%	0%
2	Public-Institutional holders	12165891	7116993	58.50%	7116993	0	100%	0%
3	Public-Others	12429461	70099	00.56%	70099	0	100%	0%
	Grand Total	54942964	37476674	68.21%	37476674	0	100%	0%

Resolution No.4**Raising of borrowing limits under section 180(1)(c)(Special resolution)**

	Promoter/Public	No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of votes- in Favour	No. of Votes- against	% of Votes in favour 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	30347612	30289582	99.81%	30289582	0	100%	0%
2	Public-Institutional holders	12165891	7116993	58.50%	7116993	0	100%	0%
3	Public-Others	12429461	70099	00.56%	65599	4500	93.58%	6.42%
	Grand Total	54942964	37476674	68.21%	37472174	4500	99.99%	.01%

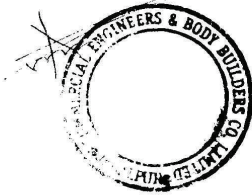


Resolution No.5**Raising of limits for creation of charge on the assets of the Company under section 180(1)(a) (Special resolution)**

	Promoter/Public	No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of votes- in Favour	No. of Votes- against	% of Votes in favour 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	30347612	30289582	99.81%	30289582	0	100%	0%
2	Public-Institutional holders	12165891	6005401	49.36%	6005401	0	100%	0%
3	Public-Others	12429461	70099	00.56%	65599	4500	93.58%	6.42%
	Grand Total	54942964	36365082	66.19%	36360582	4500	99.99%	00.01%

Resolution No.6**Issue, offer and allotment of Equity shares to eligible employees under ESOS(Special resolution)**

	Promoter/Public	No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of votes- in Favour	No. of Votes- against	% of Votes in favour 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	30347612	30289582	99.81%	30289582	0	100%	0%
2	Public-Institutional holders	12165891	7116993	58.50%	7116993	0	100%	0%
3	Public-Others	12429461	12399	.10%	7899	4500	63.71%	36.29%
	Grand Total	54942964	37418974	68.11%	37414474	4500	99.99%	00.01%

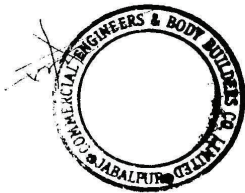


Resolution No.7**Increase in Authorised Share Capital of the Company (Ordinary resolution)**

	Promoter/Public	No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of votes- in Favour	No. of Votes- against	% of Votes in favour 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	30347612	30289582	99.81%	30289582	0	100%	0%
2	Public-Institutional holders	12165891	7116993	58.50%	7116993	0	100%	0%
3	Public-Others	12429461	70099	00.56%	70099	0	100%	0%
	Grand Total	54942964	37476674	68.21%	37476674	0	100%	0%

Resolution No.8**Alteration of Capital Clause of the Company(Special resolution)**

	Promoter/Public	No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of votes- in Favour	No. of Votes- against	% of Votes in favour 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	30347612	30289582	99.81%	30289582	0	100%	0%
2	Public-Institutional holders	12165891	7116993	58.50%	6005401	1111592	84.38%	15.62%
3	Public-Others	12429461	70099	00.56%	69599	500	99.29%	00.71%
	Grand Total	54942964	37476674	68.21%	36364582	1112092	97.03%	2.97%



Resolution No.9

Alteration of Capital Clause of the Company (Special resolution)

	Promoter/Public	No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of votes- in Favour	No. of Votes-against	% of Votes in favour 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	30347612	30289582	99.81%	30289582	0	100%	0%
2	Public-Institutional holders	12165891	7116993	58.50%	7116993	0	100%	0%
3	Public-Others	12429461	70099	00.56%	70099	0	100%	0%
	Grand Total	54942964	37476674	68.21%	37476674	0	100%	0%



S. K. GUPTA
F.C.S.

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CONSOLIDATED SCRUTINIZER'S REPORT

To,

The Chairman of the Thirty Fifth Annual General Meeting of the Shareholders of **Commercial Engineers & Body Builders Co Limited** (the Company) held on Friday, the 11th September, 2015 at 3.00 P.M. at the U.P. Stock Exchange Auditorium, 'Padam Towers', 14/113 Civil Lines, Kanpur - 208001 (U.P.).

Dear Sir,

I, S.K. Gupta, Company Secretary in practice, have been appointed as a Scrutinizer by:-

- (i) The Board of Directors of **Commercial Engineers & Body Builders Co Limited** (the 'Company') for the purpose of Scrutinizing the remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) and ;
- (ii) The Chairman of the Thirty Fifth Annual General Meeting (AGM) on poll under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014, in respect of the resolutions contained in the Notice of the Thirty Fifth Annual General Meeting of the Members of the Company held on Friday, the 11th September,

2015 at 3.00 P.M. at the U.P. Stock Exchange Auditorium, 'Padam Towers',
14/113 Civil Lines, Kanpur - 208 001 (U.P.).

2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules relating to remote e-voting and poll on the resolutions contained in the Notice of the Thirty Fifth Annual General Meeting of the Members of the Company. My responsibility as Scrutinizer for the remote e-voting process and for poll at the AGM is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions contained in the notice of the Thirty Fifth Annual General Meeting, based on the reports generated from the e-voting system provided by Karvy Computershare Private Limited ("Karvy"), the Authorized Agency engaged by the Company to provide remote e-voting facility and physical ballot process at the time of poll at the AGM.
3. In respect of remote e-voting process conducted under my supervision, I hereby report as under:-
 - (i) In accordance with Rule 20 (4) (v) of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, the public notice by way of advertisement was published on 20th August, 2015 in Financial Express (English) and Rashtriya Sahara (Hindi) and the remote e-voting facility remained opened from Tuesday, the 8th September, 2015 (10.00 A.M.) to Thursday, the 10th September, 2015 (5.00 P.M.).
 - (ii) The Members of the Company as on the "cut off" date i.e. 5th September, 2015 were entitled to vote on the resolutions (Item Nos. 1 to 9 as set out in the Notice of the Thirty Fifth Annual General Meeting of the Company).
 - (iii) The remote e-voting process was blocked at 5.00 P.M. on Thursday, the 10th September, 2015.



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Commercial Engineers & Body
Builders Co. Ltd.



Director

- (iv) The votes cast through remote e-voting process were unblocked on 11th September, 2015 after the conclusion of the Thirty Fifth Annual General Meeting in the presence of two witnesses, Ms. Divya Saxena and Ms. Anshula Choudhary, who are not in the employment of the Company and who witnessed the unblocking of votes.
- (v) Thereafter, the reports containing inter-alia, list of Equity Shareholders who voted "for, or "against" each resolution that was put to vote were generated from e-voting website of Karvy Computershare Private Limited ("Karvy") [<https://www.evoting.karvy.com>].
4. At the Annual General Meeting held on Friday, the 11th September, 2015, the Chairman of the Annual General Meeting ('AGM') provided polling papers to enable those Shareholders who did not cast their votes by the remote e-voting facility in respect of resolutions (Item Nos. 1 to 9 as set out in the Notice of the Thirty Fifth Annual General Meeting of the Company), to cast their vote at the said AGM. I, alongwith Mr. S N Mishra was appointed as Scrutinizer to conduct the poll procedure at the said AGM.
5. In respect of the poll process conducted under my supervision, I hereby report that:-
- (i) The poll box containing the poll papers was opened after the conclusion of the AGM in the presence of Ms. Divya Saxena and Ms. Anshula Choudhary, who are not employees of the Company.
- (ii) The votes were counted and the result of the poll was prepared in the presence of the aforesaid persons.



Commercial Engineers & Body
Builders Co. Ltd.


Director

6. I have recorded details of all the votes casted by the Shareholders through remote e-voting and by poll and have also checked and verified the same. I have also carried out full count of the votes.
7. I hereby report the consolidated results of the votes cast by the Shareholders through remote e-voting and by poll as under:-

ITEM NO. 1

Ordinary Resolution to consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2015 and the Statement of Profit and Loss for the year ended on that date together with the Reports of Directors and Auditors thereon

Particulars of Voting	Number of			Number of votes cast			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
In favour	13	29	42	1,04,22,780	2,70,53,894	3,74,76,674	100%
Against	—	—	—	—	—	—	—
Total	13	29	42	1,04,22,780	2,70,53,894	3,74,76,674	100%

Result: The Ordinary Resolution as contained in Item No. 1 of the Notice of the Annual General Meeting passed unanimously.

ITEM NO. 2

Ordinary Resolution to appoint a Director in place of Shri Kailash Gupta (DIN: 00004951), who retires by rotation at the Annual General Meeting and being eligible has offered himself for re-appointment

Particulars of Voting	Number of			Number of votes cast			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
In favour	12	29	41	1,04,18,780	2,70,53,894	3,74,72,674	99.99%
Against	1	—	1	4,000	—	4,000	0.01%
Total	13	29	42	1,04,22,780	2,70,53,894	3,74,76,674	100%

Result: The Ordinary Resolution as contained in Item No. 2 of the Notice of the Annual General Meeting passed with requisite majority.

ITEM NO. 3

Ordinary Resolution to ratify the appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, as Auditors of the Company

Particulars of Voting	Number of			Number of votes cast			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
In favour	13	29	42	1,04,22,780	2,70,53,894	3,74,76,674	100%
Against	—	—	—	—	—	—	—
Total	13	29	42	1,04,22,780	2,70,53,894	3,74,76,674	100%

Result: The Ordinary Resolution as contained in Item No. 3 of the Notice of the Annual General Meeting passed unanimously.

ITEM NO. 4

Special Resolution for approval of the Borrowing powers of the Board under Section 180(1)(c) of the Companies Act, 2013.

Particulars of Voting	Number of			Number of votes cast			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
In favour	11	29	40	1,04,18,280	2,70,53,894	3,74,72,174	99.99%
Against	2	—	2	4,500	—	4,500	0.01%
Total	13	29	42	1,04,22,780	2,70,53,894	3,74,76,674	100%

Result: The Special Resolution as contained in Item No. 4 of the Notice of the Annual General Meeting passed with requisite majority.

ITEM NO. 5

Special Resolution for approval for creation of charge / mortgage on the assets of the Company under Section 180 (1) (a) of the Companies Act, 2013.

Particulars of Voting	Number of			Number of votes cast			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
In favour	9	29	38	93,06,688	2,70,53,894	3,63,60,582	99.99%
Against	2	—	2	4,500	—	4,500	0.01%
Total	11	29	40	93,11,188	2,70,53,894	3,63,65,082	100%

Result: The Special Resolution as contained in Item No. 5 of the Notice of the Annual General Meeting passed with requisite majority.



ITEM NO. 6

Special Resolution to consider issue, offer and allotment of Equity shares to its eligible employees under Employee Stock Option Scheme.

Particulars of Voting	Number of			Number of votes cast			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
In favour	10	29	39	1,03,60,580	2,70,53,894	3,74,14,474	99.99%
Against	2	--	2	4,500	--	4,500	0.01%
Total	12	29	41	1,03,65,080	2,70,53,894	3,74,18,974	100%

Result: The Special Resolution as contained in Item No. 6 of the Notice of the Annual General Meeting passed with requisite majority.

ITEM NO. 7

Ordinary Resolution to consider increase in Authorised Share Capital of the Company from Rs. 75,05,00,000/- to Rs. 77,05,00,000/-.

Particulars of Voting	Number of			Number of votes cast			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
In favour	13	29	42	1,04,22,780	2,70,53,894	3,74,76,674	100%
Against	--	--	--	--	--	--	--
Total	13	29	42	1,04,22,780	2,70,53,894	3,74,76,674	100%

Result: The Ordinary Resolution as contained in Item No. 7 of the Notice of the Annual General Meeting passed unanimously.

ITEM NO. 8

Special Resolution to consider alteration in Capital Clause of the Memorandum of Association of the Company.

Particulars of Voting	Number of			Number of votes cast			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
In favour	10	29	39	93,10,688	2,70,53,894	3,63,64,582	97.03%
Against	3	--	3	11,12,092	--	11,12,092	2.97%
Total	13	29	42	1,04,22,780	2,70,53,894	3,74,76,674	100%

Result: The Special Resolution as contained in Item No. 8 of the Notice of the Annual General Meeting passed with requisite majority.

ITEM NO. 9

Special Resolution to adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013.

Particulars of Voting	Number of			Number of votes cast in			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
In favour	13	29	42	1,04,22,780	2,70,53,894	3,74,76,674	100%
Against	—	—	—	—	—	—	—
Total	13	29	42	1,04,22,780	2,70,53,894	3,74,76,674	100%

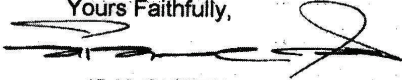
Result: The Special Resolution as contained in Item No. 9 of the Notice of the Annual General Meeting passed unanimously.

8. We further report that there were no invalid Ballot papers.

9. The above results may accordingly be declared by the Chairman of the Company / person duly authorized by Chairman in writing. The Company is also hereby instructed to put up the results on its Website and also that of "Karvy" and inform the Stock Exchanges accordingly.

10. All the relevant records of e-voting and poll papers will remain in my safe custody until the Chairman considers, approves and sign the Minutes of the Thirty Fifth Annual General Meeting and the same shall be handed over thereafter to the Chairman / Company Secretary for safe keeping.

Thanking you,
Yours Faithfully,

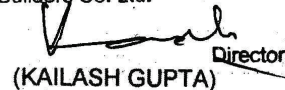


(S.K. GUPTA)
Practising Company Secretary

F.C.S -2589
C.P - 1920

Place: Kanpur
Date: 12th September, 2015

Countersigned by
Builders Co. Ltd.


Director

Director duly authorized by the Chairman