



# Commercial Engineers & Body Builders Co. Limited



Regd. Office : 84/105-A, G.T. Road, Kanpur Mahanagar, Kanpur - 208003 (U.P.) INDIA  
Head Office : 124, Napier Town, Jabalpur - 482 001 (M.P.) INDIA, Ph. : 2451941-43 Fax : 0761 - 2407009

Date: Sunday, September 25, 2016

To,

The Secretary,  
BSE Limited  
PhirozeJeejeebhoy 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  
BandraKurla Complex, Bandra (East)  
**Mumbai-400 051**  
Fax No. 022-2659 8237/38, 66418124/25/26

**Sub: - Intimation pursuant to Regulation 44(3) of Securities and Exchange Board of India (Listings Obligations and Disclosure Requirements) Regulations, 2015 & Submission of Consolidated Scrutinizer's report**  
**Scrip code: 533272(BSE)/CEBBCO EQ(NSE)**

Dear Sir/Madam,

Kindly Note that an **Extra Ordinary General Meeting** of the Company has been duly convened on Saturday, 24<sup>th</sup> September, 2016 at U.P. Stock & Capital Limited, "Padam Towers", 14/113, Civil Lines, Kanpur(U.P.). In this regard please find attached the following –

1. Voting results in the prescribed format pursuant to Regulation 44(3) of Securities and Exchange Board of India (Listings Obligations and Disclosure Requirements) Regulations, 2015
2. Consolidated Scrutinizer's report dated 24<sup>th</sup> September, 2016 by Mr. S K Gupta, partner- S K Gupta & Co, Company Secretaries, Kanpur (FCS-2589 and CP No. -1920), scrutinizer appointed to scrutinize the electronic E-voting process(Remote E-voting as well as Poll)

Thanking you,

Yours faithfully,

For Commercial Engineers & Body Builders Co Limited

  
Anurag Misra  
Company Secretary  
FCS -8336



Enclosure: as above

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, Asanoi Phase Area, Soronikela, Jabalpur - 482007 M.P.

**DETAILS OF VOTING RESULT PURSUANT TO REGULATION 44(3) OF SECURITIES EXCHANGE BOARD OF INDIA (LISTING OBLIGATION & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

Company Name	COMMERCIAL ENGINEERS & BODY BUILDERS CO LIMITED
Date of the AGM/EGM	Saturday, 24th September 2016
Total number of shareholders on record date	11912
No. of shareholders present in the meeting either in person or	
Promoters and Promoter Group:	4
Public:	28
No. of Shareholders attended the meeting through Video	No Video Conferencing facility was arranged
Promoters and Promoter Group:	-
Public:	-

Resolution required: (Ordinary/ Special)	No	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category								
	E-Voting	30347612	3240497	10.6779	3240497	0	100.0000	0.0000
	Poll	30347612	27049085	89.1309	27049085	0	100.0000	0.0000
Promoter and Promoter Group	Postal Ballot (if applicable)	30347612	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	E-Voting	7124442	7116993	99.8954	7116993	0	100.0000	0.0000
	Poll	7124442	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	Postal Ballot (if applicable)	7124442	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	E-Voting	17470910	58905	0.3372	58905	0	100.0000	0.0000
	Poll	17470910	875	0.0050	875	0	100.0000	0.0000
Public- Non Institutions	Postal Ballot (if applicable)	17470910	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

**SPECIAL** - To consider, approve and note the Report of Board of Directors of the Company to the Shareholders on the erosion of more than 50% of the Net Worth of the Company as at the end of the Financial year ending 31st March, 2016, in relation to its peak net worth during the immediately preceding four financial years, as per the provision of Section 23 of the Sick Industries Companies (Special Provisions) Act, 1985 (SICA) and to authorise the Board of Directors of the Company to take such steps as may be necessary including reporting of the fact of such erosion to the Board for Industrial and Financial Reconstruction (BIFR) in the prescribed form and in accordance with the provision of Section 23(1)(a)(i) of SICA and to do all such acts, deeds and things as may be considered necessary, proper or desirable or expedient to give effect to the above resolution.





**S. K. GUPTA**  
F.C.S.

**S.K. Gupta & Co.**  
Company Secretaries,  
9, Roland Complex,  
Upper Floor, 37/17,  
Westcott Building,  
The Mall,  
Kanpur-208001  
Phone: (O) 0512-2315123  
Cell: 9415042137  
E-mail :sk\_gupta1@rediffmail.com

**CONSOLIDATED SCRUTINIZER'S REPORT FOR E-VOTING AND POLL**

To,

The Chairman of the Extraordinary General Meeting of the Shareholders of **Commercial Engineers & Body Builders Co Limited** held on Saturday, the 24<sup>th</sup> September, 2016 at 3.30 P.M. at Auditorium of U.P. Stock & Capital Limited, '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 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 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 resolution contained in the Notice of the Extraordinary General Meeting (EGM) of the Members of the Company held on Saturday, the 24<sup>th</sup> September, 2016 at 3.30 P.M. at Auditorium of U.P. Stock & Capital Limited, 'Padam Towers', 14/113, Civil Lines, Kanpur – 208001 (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 Extraordinary General Meeting of the Members of the Company. My responsibility as Scrutinizer for the



remote e-voting process and for poll at the EGM is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions contained in the notice of the Extraordinary 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 EGM.

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 2<sup>nd</sup> September, 2016 in Financial Express (English), New Delhi and Rashtriya Sahara (Hindi), Kanpur editions and the remote e-voting facility remained opened from Wednesday, the 21<sup>st</sup> September, 2016 (10.00 A.M.) to Friday, the 23<sup>rd</sup> September, 2016 (5.00 P.M.).

(ii) The Members of the Company as on the "cut off" date i.e. 17<sup>th</sup> September, 2016 were entitled to vote on the resolution (Item No. 1) as set out in the Notice of the Extraordinary General Meeting of the Company.

(iii) The remote e-voting process was blocked at 5.00 P.M. on Friday, the 23<sup>rd</sup> September, 2016.



(iv) The votes cast through remote e-voting process were unblocked on 24<sup>th</sup> September, 2016 after the conclusion of the Extraordinary General Meeting in the presence of two witnesses, Ms. Divya Saxena and Ms. Anshula Choudhary, who were 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 Extraordinary General Meeting held on Saturday, the 24<sup>th</sup> September, 2016, the Chairman of the Extraordinary General Meeting provided polling papers to enable those Shareholders who did not cast their votes by the remote e-voting facility in respect of resolution (Item No. 1 as set out in the Notice of the Extraordinary General Meeting of the Company), to cast their vote at the said EGM. I as Scrutinizer conducted the poll procedure at the said EGM.

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 EGM in the presence of Ms. Divya Saxena and Ms. Anshula Choudhary, who were 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.



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:-

Ordinary Resolution to consider, approve and note the Report of Board of Directors of the Company to the Shareholders on the erosion of more than 50% of the Net worth of the Company as at the end of the Financial year ending 31<sup>st</sup> March, 2016 in relation to its peak net worth during the immediately preceding four financial years as per the provision of Section 23 of The Sick Industrial Companies (Special Provisions) Act, 1985 ('SICA') and to authorize the Board of Directors of the Company to report the fact of such erosion to the Board for Industrial and Financial Reconstruction ('BIFR') under the provisions of Section 23(1)(a)(i) of SICA.

Particulars of Voting	Number of			Number of votes cast			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
In favour	10	29	39	10416395	27049960	37466355	100.00
Against	--	--	--	--	--	--	--
Total	10	29	39	10419395	27049960	37466355	100.00

**Result:** The Ordinary Resolution in respect of Item No. 1 of the Notice of the Extraordinary General Meeting has been passed unanimously.

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



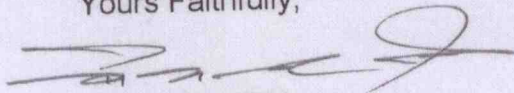
**S. K. GUPTA**  
F.C.S.

**S.K. Gupta & Co.**  
Company Secretaries,  
9, Roland Complex,  
Upper Floor, 37/17,  
Westcott Building,  
The Mall,  
Kanpur-208001  
Phone: (O) 0512-2315123  
Cell: 9415042137  
E-mail :sk\_gupta1@rediffmail.com

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 Extraordinary General Meeting and the same shall be handed over thereafter to the Chairman / Company Secretary for safe keeping.

Thanking you,  
Yours Faithfully,

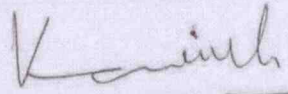


(S.K.GUPTA)  
Practising Company Secretary

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



Countersigned by



(KAILASH GUPTA)

Director duly authorized by the Chairman

Place: Kanpur

Date: 24<sup>th</sup> September, 2016