



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

September 28th, 2017

To,

The Secretary,
BSE Limited,
25th Floor, P J Towers,
Dalal Street,
MUMBAI – 400 001
Fax No.022 2272 2039/022 2272 2041

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: Intimation pursuant to regulation 44 of the Securities and Exchange Board of India (Listing
Obligation and Disclosure Requirements), Regulation, 2015**
{Scrip code: 533272/CEB3CO EQ}
Scrutinizer Report

Dear Sir/Madam,

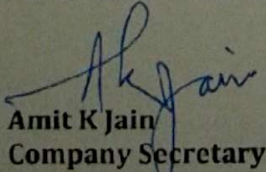
Kindly note that the 37th Annual General Meeting (AGM) of the Company has been duly convened on Wednesday, September 27th, 2017 at Stock Exchange Auditorium, U P Stock Exchange Building, Padam Towers, Civil Lines, Kanpur-208003 (U.P.). In this regard please find attached following -

1. Voting results in the prescribed format pursuant to regulation 44 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements), Regulation, 2015.
2. Consolidated Scrutinizer's Report Dated 28th September, 2017 by Mr. S.K. Gupta, partner – S. K. Gupta & Co. Company Secretaries, Kanpur (U.P.) (F.C.S. – 2589 and C.P.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 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, The 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) : Village Inatal Near Deori Railway Station, P.O. Panagar, Jabalpur - 483220

General information about company	
Scrip code	533272
Name of the company	Commercial Engineers and Body Builders Co. Limited
Type of meeting	AGM
Date of the meeting / Date of declaration of results (in case of Postal Ballot)	27-07-2017
Start time of the meeting	03:00 PM
End time of the meeting	05:00 PM

Voting results	
Record date	17-09-2017
Total number of shareholders on record date	12420
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	34
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	0
b) Public	0
No. of resolution passed in the meeting	2
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To consider and adopt the Audited Financial Statements of the Company for the Financial year ended 31st March, 2017 and the Reports of the Board of Directors and Auditors thereon.				
Category	Mode of voting	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
Promoter and Promoter Group	E-Voting	30347612	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		30347612	0	0	0	0	0
Public- Institutions	E-Voting	847089	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		847089	0	0	0	0	0
Public- Non Institutions	E-Voting	23748263	0	0	0	0	0	0
	Poll		22803	0.096	22803	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		23748263	22803	0.096	22803	0	100
Total		54942964	22803	0.0415	22803	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(1)		
Category	Mode of voting	
Promoter and Promoter Group	E-Voting	
	Poll	
	Postal Ballot (if applicable)	
	Total	
Public- Institutions	E-Voting	
	Poll	
	Postal Ballot (if applicable)	
	Total	
Public- Non Institutions	E-Voting	
	Poll	
	Postal Ballot (if applicable)	
	Total	
		Total

Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To appoint M/s. BSR and Co. LLP, Chartered Accountants, Mumbai, as Statutory Auditors of the Company in place of M/s. Deloitte Haskins and Sells LLP Chartered Accountants.				
Category	Mode of voting	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
Promoter and Promoter Group	E-Voting	30347612	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		30347612	0	0	0	0	0
Public- Institutions	E-Voting	847089	664802	78.4808	664802	0	100	0
	Poll		22803	2.6919	22803	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		847089	687605	81.1727	687605	0	100
Public- Non Institutions	E-Voting	23748263	3396	0.0143	3394	2	99.9411	0.0589
	Poll		22803	0.096	22803	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		23748263	26199	0.1103	26197	2	99.9924
Total		54942964	713804	1.2992	713802	2	99.9997	0.0003
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(2)		
Category	Mode of voting	
Promoter and Promoter Group	E-Voting	
	Poll	
	Postal Ballot (if applicable)	
	Total	
Public- Institutions	E-Voting	
	Poll	
	Postal Ballot (if applicable)	
	Total	
Public- Non Institutions	E-Voting	
	Poll	
	Postal Ballot (if applicable)	
	Total	
		Total

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F.C.S.

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CONSOLIDATED SCRUTINIZER'S REPORT FOR E-VOTING AND POLL

To,

The Chairman of the Thirty Seventh Annual General Meeting of the Shareholders of **Commercial Engineers & Body Builders Co Limited** held on Wednesday, the 27th September, 2017 at 3.00 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 resolutions contained in the Notice of the Thirty Seventh Annual General Meeting (AGM) of the Members of the Company held on Wednesday, the 27th September, 2017 at 3.00 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 Thirty Seventh 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

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Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions contained in the notice of the Thirty Seventh 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 6th September, 2017 in Financial Express (English), New Delhi and Rashtriya Sahara (Hindi), Kanpur editions and the remote e-voting facility remained opened from Sunday, the 24th September, 2017 (10.00 A.M.) to Tuesday, the 26th September, 2017 (5.00 P.M.).

(ii) The Members of the Company as on the "cut off " date i.e. 17th September, 2017 were entitled to vote on the resolutions (Item Nos. 1 and 2) as set out in the Notice of the Thirty Seventh Annual General Meeting of the Company.

(iii) The remote e-voting process was blocked at 5.00 P.M. on Tuesday, the 26th September, 2017.

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(iv) The votes cast through remote e-voting process were unblocked on 27th September, 2017 after the conclusion of the Thirty Seventh Annual 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 Annual General Meeting held on Wednesday, the 27th September, 2017, 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 and 2 as set out in the Notice of the Thirty Seventh Annual General Meeting of the Company), to cast their vote at the said AGM. I as Scrutinizer conducted 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 were not employees of the Company.

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(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:-

ITEM NO. 1

Ordinary Resolution to consider and adopt the Audited Financial Statement of the Company for the financial year ended 31st March, 2017 together with the Reports of the Board 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	--	35	35	--	22803	22803	100.00
Against	--	--	--	--	--	--	--
Total	--	35	35	--	22803	22803	100.00

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

ITEM NO. 2

Ordinary Resolution to appoint M/s. BSR and Co. LLP, Chartered Accountants, Mumbai, as Statutory Auditors of the Company in place of M/s. Deloitte Haskins and Sells LLP Chartered Accountants.

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Particulars of Voting	Number of			Number of votes cast			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
In favour	6	35	41	668194	22803	690997	100.00
Against	1	--	1	2	--	2	Negligible
Total	7	35	41	668196	22803	690999	100.00

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

8. I 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 signs the Minutes of the Thirty Seventh Annual General Meeting and the same shall be handed over thereafter to the Chairman / Company Secretary for safe keeping.


(S.K.GUPTA)
Practising Company Secretary


(ABHISHEK JAISWAL)
Chairman of the Meeting

F.C.S -2589
C.P - 1920
Place: Kanpur
Date: 28th September, 2017