

Commercial Engineers & Body Builders Co. Limited



AN ISO/TS 16949:2009 Company
CIN-L24231MP1979PLC049375

Regd. / Corp. Office : 48, Vandana Vihar, Narmada Road, Gorakhpur, Jabalpur (M.P.) INDIA
Email Id – cs@cebbco.com, Website – www.cebbco.com, Tel- 0761-0761-2661336

September 25, 2020

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/CEBBCO EQ}

Dear Sir/Madam,

Kindly note that the 40th Annual General Meeting (AGM) of the Company has been duly convened on Thursday, September 24th, 2020 through video conferencing and other audio-visual means. 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 25th September, 2020 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.,
Factory (Unit II) : NH12-A, Village Udaipura, Teh. Niwas, Distt. Mandla - 481661 M.P.,
Factory (Unit III) : Plot No. 690 to 693 & 751 to 756, Sector III, Industrial Area, Pithampur, Distt. Dhar,
Factory (Unit IV) : Industrial Area Richhai, Jabalpur - 482010 M.P.
Factory (Unit V) : Plot No. 742, Asangi Phase Area, Saraikela, Jharkhand - 932109
Factory (Unit VI) : Village Imlai, Near Deori Railway Station, P.O. Panagar, Jabalpur - 483220

General information about company	
Scrip code	533272
NSE Symbol	CEBBCO
MSEI Symbol	NOTLISTED
ISIN	INE209L01016
Name of the company	COMMERCIAL ENGINEERS & BODY BUILDERS CO. LIMITED
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	24-09-2020
Start time of the meeting	12:30 PM
End time of the meeting	01:30 PM

Scrutinizer Details	
Name of the Scrutinizer	S K GUPTA
Firms Name	S K GUPTA & Co.
Qualification	CS
Membership Number	2589
Date of Board Meeting in which appointed	24-08-2020
Date of Issuance of Report to the company	25-09-2020

Voting results	
Record date	17-09-2020
Total number of shareholders on record date	10968
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	43
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	0
b) Public	43
No. of resolution passed in the meeting	5
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				Adoption of Audited Financial Statements and Board s Report				
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	54267871	6800518	12.5314	6800518	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		54267871	6800518	12.5314	6800518	0	100
Public- Institutions	E-Voting	8349158	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		8349158	0	0	0	0	0
Public- Non Institutions	E-Voting	26865628	2069812	7.7043	2069811	1	100	0
	Poll		115366	0.4294	115366	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		26865628	2185178	8.1337	2185177	1	100
Total		89482657	8985696	10.0418	8985695	1	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Director retiring by rotation				
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	54267871	6800518	12.5314	6800518	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		54267871	6800518	12.5314	6800518	0	100
Public- Institutions	E-Voting	8349158	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		8349158	0	0	0	0	0
Public- Non Institutions	E-Voting	26865628	2069812	7.7043	503908	1565904	24.3456	75.6544
	Poll		115366	0.4294	115366	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		26865628	2185178	8.1337	619274	1565904	28.3398
Total		89482657	8985696	10.0418	7419792	1565904	82.5734	17.4266
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Statutory Auditors				
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	54267871	6800518	12.5314	6800518	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		54267871	6800518	12.5314	6800518	0	100
Public-Institutions	E-Voting	8349158	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		8349158	0	0	0	0	0
Public- Non Institutions	E-Voting	26865628	2069812	7.7043	2069671	141	99.9932	0.0068
	Poll		115366	0.4294	115366	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		26865628	2185178	8.1337	2185037	141	99.9935
Total		89482657	8985696	10.0418	8985555	141	99.9984	0.0016
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Ganesan Raghuram as an Independent Director of the Company for a term of five consecutive years with effect from 19 May 2020				
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	54267871	6800518	12.5314	6800518	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		54267871	6800518	12.5314	6800518	0	100
Public-Institutions	E-Voting	8349158	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		8349158	0	0	0	0	0
Public- Non Institutions	E-Voting	26865628	2069812	7.7043	2069613	199	99.9904	0.0096
	Poll		115366	0.4294	115366	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		26865628	2185178	8.1337	2184979	199	99.9909
Total		89482657	8985696	10.0418	8985497	199	99.9978	0.0022
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(5)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Approval for Related Party Transactions				
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	54267871	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		54267871	0	0	0	0	0
Public-Institutions	E-Voting	8349158	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		8349158	0	0	0	0	0
Public- Non Institutions	E-Voting	26865628	2069812	7.7043	2069613	199	99.9904	0.0096
	Poll		115366	0.4294	115366	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		26865628	2185178	8.1337	2184979	199	99.9909
Total		89482657	2185178	2.442	2184979	199	99.9909	0.0091
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

S. K. GUPTA
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CONSOLIDATED SCRUTINIZER'S REPORT FOR REMOTE E-VOTING AND E-VOTING PROCESS AT THE ANNUAL GENERAL MEETING

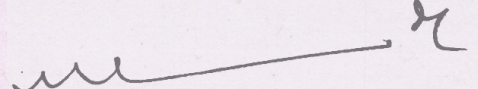
To,

The Chairman of the Fortieth Annual General Meeting of the Shareholders of **Commercial Engineers & Body Builders Co Limited** held through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") on Thursday, the 24th September, 2020 at 12.30 P.M. at the deemed venue at the Registered office of the Company at 48, Vandana Vihar, Namada Road, Gorakhpur, Jabalpur – 482001 (Madhya Pradesh).

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 as well as the e-voting by Members during the Fortieth Annual General Meeting ("AGM") of the Company held on Thursday, the 24th September, 2020 at 12.30 P.M. through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"). Our responsibility as a Scrutinizer was to ensure that the voting process was conducted in a fair and transparent manner and submit a Combined Scrutinizer's Report on remote e-voting and e-voting process at the Annual General Meeting on the resolutions proposed at the Annual General Meeting of the Company based on the reports generated from the electronic voting system.

2. The Management of the Company is responsible to ensure the compliance with the requirements of (i) the Companies Act, 2013 and the Rules made thereunder; (ii)



S. K. GUPTA
F.C.S.

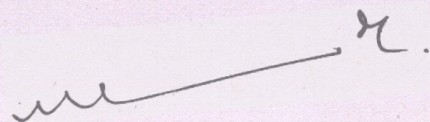
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Ministry of Corporate Affairs ('MCA') Circulars; and (iii) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR') relating to remote e-voting and e-voting process at the Annual General Meeting on the resolutions contained in the Notice of the Fortieth Annual General Meeting of the Members of the Company. The Management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

3. My responsibility as a Scrutinizer for e-voting process (i.e. remote e-voting and e-voting at the Annual General Meeting) is restricted to making a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions contained in the Notice of the Fortieth Annual General Meeting, based on the reports generated from the e-voting system provided by KFin Technologies Private Limited ("KFin Tech"), the Registrar and Transfer Agent of the Company and the Authorized Agency engaged by the Company to provide remote e-voting facility and e-voting process at the AGM and attendant papers / documents furnished to me electronically by the Company and / or KFin Tech for my verification.

4. Dispatch of Notice convening the AGM

- (i) In accordance with General Circulars No. 14 / 2020, 17 / 2020 and 20/2020 dated 8th April, 2020, 13th April, 2020 and 5th May, 2020 respectively issued by the Ministry of Corporate Affairs ('MCA Circulars') and SEBI Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated 12th May, 2020 and the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements)



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Regulations, 2015, the public notice by way of advertisement was published on 8th August, 2020 in Financial Express (English) and in Raj Express (Hindi) giving intimation to its Members that the copy of Notice of the AGM along with the Annual Report of the Company for the Financial year 2019-2020 will be sent only through electronic mode to all the Members of the Company who have registered their e-mail IDs with the Depository Participants / Registrar and Transfer Agents("RTA") of the Company and the manner of registration of e-mail IDs by the Members (both physical and demat) who are yet to register their e-mail IDs with the Company.

- (ii) In accordance with Rule 20 (4) (v) of the Companies (Management and Administration) Rules, 2014, a public notice by way of advertisement was published on 2nd September, 2020 in Financial Express (English) and in Raj Express (Hindi) inter-alia, specifying the date and time of the Annual General Meeting and manner of voting through remote e-voting and e-voting at the AGM.
- (iii) The Company hosted the notice of AGM on its website, website of KFin Tech, the Agency providing the platform for remote e-voting during the AGM and also intimated the same to BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE').
- (iv) The Company informed that on the basis of the Register of Members and the list of Beneficial Owners made available by KFin Technologies Private Limited, the Register and Share Transfer Agents ('RTA') of the Company and the Depositories viz; National Securities Depository Limited ('NSDL') and Central Depository (India) Limited ('CDSL') respectively, the Company had

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completed the dispatch of Notice of AGM and Annual Report for the Financial year 2019-2020 on 1st September, 2020 by e-mail to 8,780 Members who had registered their email IDs with the Company / Depositories.

5. Cut-off Date

Voting rights were reckoned as on Thursday, 17th September, 2020, being the cut-off date for the purpose of deciding the entitlements of members for remote e-voting and e-voting during the AGM.

6. Remote e-voting process

(i) Agency for e-voting

The Company has appointed KFin Technologies Private Limited ('KFin Tech') as the agency for providing the platform for remote e-voting and e-voting during the AGM.

(ii) Remote e-voting period

Remote e-voting platform was open from 09.00 A.M. on Monday, 21st September, 2020 till 05.00 P.M. on Wednesday 23rd September, 2020 and members were required to cast their votes electronically conveying their assent or dissent in respect of the resolutions on the remote e-voting platform provided by 'KFin Tech'.

7. Voting at the AGM

As prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration) Rules, 2014, for the purpose of ensuring that members who have cast their votes through remote e-voting do not vote again during the General Meeting, the Scrutinizer shall have access after closure of period of remote e-voting and before the start of General Meeting, to only such details relating to members who have cast their votes through remote e-voting, such as, their names, DP ID and Client ID / Folios, Number of Shares held but not the manner in which they have voted. Accordingly, KFin Tech, the remote e-voting agency provided us the details of names, DP ID and Client ID / Folios and shareholding of the Members who had cast their votes through remote e-voting.

8. Counting Process

On completion of e-voting during the AGM, we unblocked the results of the remote e-voting and e-voting by Members at the AGM, on the KFin Tech, e-voting platform and downloaded the results.

9. Results

(i) We observed that:

(a)	49 Members had cast their votes through remote e-voting.
(b)	6 Members had cast their votes through e-voting during the AGM.

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- (ii) Consolidated results with respect to each item of the Agenda as set out in the Notice of the AGM dated 24th August, 2020 and the votes cast by the Shareholders through remote e-voting and e-voting at the AGM are 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, 2020 together with the Reports of the Board of Directors and Auditors thereon

Particulars	Remote E-voting		E-Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	48	88,70,329	6	1,15,366	54	89,85,695	100
Dissent	1	1	—	—	1	1	Negligible
Total	49	88,70,330	6	1,15,366	55	89,85,696	100

Result: Based on the aforesaid result, we report that the Ordinary Resolution in respect of Item No. 1 of the Notice of the Annual General Meeting has been passed with requisite majority.

ITEM NO. 2

Ordinary Resolution for approval of appointment of a Director in place of Dr. Madhuchhanda Chatterjee (DIN:02510507), who retires by rotation at the

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**Annual General Meeting and being eligible has offered herself for re-
appointment**

Particulars	Remote E-voting		E-Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	44	73,04,426	6	1,15,366	50	74,19,792	82.57
Dissent	6	15,65,904	—	—	6	15,65,904	17.43
Total	50*	88,70,330	6	1,15,366	56*	89,85,696	100.00

**One Shareholder holding 198 Shares of the Company voting through remote e-voting cast 98 votes in favour and 100 votes against the above resolution.*

Result: Based on the aforesaid result, we report that the Ordinary Resolution in respect of Item No. 2 of the Notice of the Annual General Meeting has been passed with requisite majority.

ITEM NO. 3

Ordinary Resolution for Appointment of M/s Walker Chandiook & Co. LLP, Chartered Accountants (ICAI Firm Registration No. 001076N / N500013) as Statutory Auditors of the Company in casual vacancy caused by the resignation of M/s BSR & Co. LLP, Chartered Accountants to hold office until the conclusion of the ensuing Annual General Meeting and for a further period of five years from the conclusion of the Fortieth Annual General Meeting till the conclusion of Forty Fifth Annual General Meeting of the Company.

Particulars	Remote E-voting		E-Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	48	88,70,189	6	1,15,366	54	89,85,555	99.998
Dissent	2	141	—	—	2	141	0.002
Total	50*	88,70,330	6	1,15,366	56*	89,85,696	100.000

*One Shareholder holding 198 Shares of the Company voting through remote e-voting cast 58 votes in favour and 140 votes against the above resolution.

Result: Based on the aforesaid result, we report that the Ordinary Resolution in respect of Item No. 3 of the Notice of the Annual General Meeting has been passed with requisite majority.

ITEM NO. 4

Ordinary Resolution for Appointment of Mr. Ganesan Raghuram [DIN: 01099026] as an Independent Non-Executive Director of the Company for a term of five consecutive years with effect from 19th May, 2020 to 18th May, 2025.

Particulars	Remote E-voting		E-Voting at the AGM		Total		Percentage * (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	47	88,70,131	6	1,15,366	53	89,85,497	99.998
Dissent	2	199	—	—	2	199	0.002
Total	49	88,70,330	6	1,15,366	55	89,85,696	100.000

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Result: Based on the aforesaid result, we report that the Ordinary Resolution in respect of Item No. 4 of the Notice of the Annual General Meeting has been passed with requisite majority.

ITEM NO. 5

Ordinary Resolution for approval of Contracts / Arrangements with Jupiter Wagons Limited, a Related Party for the purchase of components for manufacture of railway wagons, sale / purchase of sample products for development, including purchase or supply of any goods or services incidental to railway wagon business upto an amount of Rs. 50.00 Crore for the Financial Year 2020-21.

Particulars	Remote E-voting		E-Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	46	20,69,613	6	1,15,366	52	21,84,979	99.991
Dissent	2	199	—	—	2	199	0.009
Total	48*	20,69,812*	6	1,15,366	54*	21,85,178*	100.000

**One Corporate Member holding 68,00,518 Equity Shares in the Company has abstained from Remote e-Voting on the above resolution being a related party within the meaning of Section 2(76) of the Companies Act, 2013 read with Regulation 2(1)(zb) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.*

Result: Based on the aforesaid result, we report that the Ordinary Resolution in respect of Item No. 5 of the Notice of the Annual General Meeting has been passed with requisite majority.

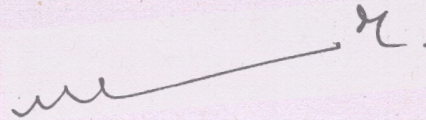
S. K. GUPTA
F.C.S.

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

- (iii) 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 "KFin Tech" and inform the Stock Exchanges accordingly.
- (iv) The electronic data and all other relevant records relating to e-voting are under my safe custody and will be handed over to the Chairman / Company Secretary for preserving safely after the Chairman considers, approves and signs the Minutes of the AGM.


(S.K.GUPTA)
Practising Company Secretary

F.C.S -2589
C.P -1920
UDIN: F002589B000771302


(ABHISHEK JAISWAL)
Chairman of the Meeting

Place: Kanpur
Date: 25th September, 2020