



Regd. Office: 84/105-A, G.T. Road, Kanpur Mahanagar, Kanpur - 208003 (U.P.) INDIA Email Id – cs@cebbco.com Head Office: 48, Vandana Vihaar, Narmada Road, Gorakhpur, Jabalpur (M.P.) Website – www.cebbco.com

22.05.2019

To.

The Corporate Relationship

Department, **BSE Limited**,

Phiroze Jeejeebhoy Towers,

Dalal Street,

Mumbai - 400 001.

Security Code: 533272

Security ID: CEBBCO

The Manager, Listing Department,
National Stock Exchange of India

Limited,

Exchange Plaza, Bandra Kurla

Complex,

Bandra (E), Mumbai - 400 051.

NSE Symbol: **CEBBCO**

Dear Sir/ Madam,

Sub: Outcome of the meeting of the board of directors held on 22.05.2019

Ref: Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("Listing Regulations") read with SEBI circular dated September 09, 2015, bearing reference no. CIR/CFD/CMD/4/2015 ("Disclosure Circular").

This has reference to our letter dated 11.05.2019, pursuant to which we had informed you that a meeting of the board of directors ("**Board**") of Commercial Engineers & Body Builders Co Limited ("**Company**") will be convened on 22.05.2019.

We enclose the Un Audited / Audited Financial Results for the Quarter and Year ended March 31, 2019 of the Company under Ind AS ("the Statement"), which have been approved and taken on record at a meeting of the Board of Directors of the Company held today.

We would like to state that BSR & Co. LLP, Statutory Auditors (Firm registration no. 101248W/ W-100022) of the Company have issued Audit Report with unmodified opinion on the Financial Results.

In furtherance the following was approved by the Board at its meeting held today:

- 1. This is to inform you that the Board of Directors of the Company at their meeting held today, have re-appointed:
 - 1. Mr. Prakash Yashwant Gurav;
 - 2. Mr. M.V. Raja Rao

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, Asangi Phase Area, Saraikela, Jharkhand - 932109 Tel. 0657-2200251 / 252





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as an Independent Directors of the Company for another (second) term fo 5 (five) consecutive years, not liable to retire by rotation, subject to the approval of shareholders by Special Resolutions. The present term expires on 14.07.2019 and the new term will be effective from 15.07.2019

2. Disclosure pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 :

Name	Name of the Independent Director – Mr. Prakash Yashwant Gurav			
1.	Reason for Change	Re-Appointment as Independent Director		
2.	Date of Appointment & term of Appointment	For second term of 5 consecutive years from 15 th of July 2019 to 14.07.2024		
3.	Brief Profile (In case of Appointment)	Mr. P.Y. Gurav is a Qualified Chartered Accountant with more than 39 years of professional experience. For 19+ years, he was associated with Cummins India Limited, a subsidiary of Cummins Inc.,USA. He was on the Board of Cummins India Limited as an alternate Director and was also on the Board of many Cummins entities in India. He led the Finance function and was a member of senior management operations team, responsible for oversight of Cummins India operations. He has also worked in Tata Motors Limited for 12+ years and was Senior Vice President Corporate Finance at the time of his retirement. He is currently associated with some companies as Board members. He have an extensive experience in Financial Reporting, Taxation, Costing, IT and Business Management		
4.	Disclosure of relationships between Directors	Not related to any Director or Key Managerial Personnel of the Company.		
5.	Names of Listed Entities already holding post of director	Kolte Pati developers Limited Tide Water OIL Co. India Limited		
6.	Membership of the Committees	Nomination and Remuneration Committee Corporate Social Responsibility Committee Stakeholder Relationship Committee Audit Committee		

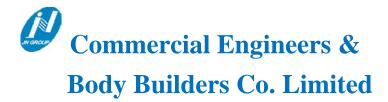
Name	Name of the Independent Director – Mr. M.V. Raja Rao				
1.	Reason for Change Re-Appointment as Independent Director				
2.	Date of Appointment & term	For second term of 5 consecutive years from 15th of July			
	of Appointment	2019 to 14.07.2024			
3.	Brief Profile (In case of	Bachelor of Engineering (Metallurgy) .Graduated in June			
	Appointment)	1969 from Regional Engineering college, Surathkal,			
		Karnatake State. Worked as Graduate trainee in M/S Laxmi			
		Machine Works, Coimbatore, Tamil Nadu from July 1969 till			

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	•				
		April 1970. Worked in Tata Motors, Jamshedpur as			
		graduate Engineer from May 1970 till June 1972 in			
		Industrial Engineering, Foundry . Worked in Tata Motors,			
		Pune from 1972 till Superannuation in September 2007 in			
		various areas of manufacturing in Foundry, Production			
		Engineering, Capital investments, Tools Engineering, and			
		vehicle aggregate manufacturing and vehicle assembly lines			
		of SUVs, LCVs ,and M&HCVs.			
4.	Disclosure of relationships	Not related to any Director or Key Managerial Personnel of			
	between Directors	the Company.			

- 3. Board Considered and approved Appointment of M/s S.K. Gupta & Co., Company Secretaries pursuant to Regulation 24A of the LODR and Section 204 of the Companies act 2013 as Secretarial Auditor of the Company.
- 4. The request for re-classification of the respective shareholding of the existing promoters of the Company namely Mrs. Shalini Gupta from the 'promoter and promoter group' category to the 'public' category, received on 05.04.2019 was accepted by the board of directors of the Company
- 5. The Board hereby accepted and taken on record Resignation submitted by Mr. Asim Ranjan Das Gupta, Non-Executive Director of the Company to be effective from 22.05.2019.
- 6. Further, please be informed that the Board has appointed Mrs. Madhuchhanda Chatterjee as an additional director (non-executive) of the Company to hold office as such from May 22, 2019 and such appointment will be approved by the shareholders of the Company in the following general meeting of the Company in accordance with the applicable provisions of the Companies Act, 2013, including Section 161 (1) of the Companies Act, 2013.

The brief profile of Mr. Madhuchhanda Chatterjee is enclosed. Further, please note that the said director is not related to any director of the Company.

PROFILE- DR MADHUCHHANDA CHATTERJEE

Dr. Chatterjee is the Executive Director of Anamika Kala Sangam, a premier cultural organization of Kolkata. She has been a Lecturer in English in the Department of English, Rabindra Bharati University, and has been into academics, attending seminars in India and abroad. She has a number of publications to her credit and has been the Convener of RASA, the 2-volume anthology published by Anamika Kala Sangam. She has also contributed to newspapers with book reviews and other articles.

Dr. Chatterjee has worked as a Consultant in the Ministry of Culture, Govt. Of India during the 150 years Birth Celebrations of Rabindranath Tagore, steering the plans made by the Ministry. She has also been the Nodal Officer of a Digitization Project under the Indira National Centre for the Arts, Govt. of India.

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The meeting of the board of directors commenced at 01.00 p.m. and concluded at 08.05 p.m.

You are requested to take note of the above and arrange to bring it to the notice of all concerned.

Yours faithfully,

For COMMERCIAL ENGINEERS AND BODY BUILDERS CO. LIMITED

Amit K Jain Company Secretary

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22 May, 2019

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 400051

FaxNo.02226598237/38.66418124/25/26

Sub: Declaration in terms of second proviso to Regulation 33 (3) (d) of SEBI LODR

Regulations 2015

{Scrip code: 533272/CEBBCO EQ}

Dear Sir/Madam,

With reference to the above and further circular No. CIR/CFD/CMD/56/2016 dated May 27, 2016 issued by the Securities and Exchange Board of India (SEBI), we hereby declare that M/s BSR & Co. LLP, Chartered Accountants, Statutory Auditors of the Company have issued an Audit Report with Un-modified Opinion on Audited Financial Results of the Company for the Quarter and Year Ended 31st March 2019.

We request you to take the same on record.

Thanking You

Yours Faithfully,

For COMMERCIAL ENGINEERS AND BODY BUILDERS CO. LIMITED

Abhishek Jaiswal Director & C.E.O.

DIN-07936627

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BSR&Co.LLP

Chartered Accountants

Building No.10, 8th Floor, Tower-B DLF Cyber City, Phase - II Gurugram - 122 002, India Telephone: + 91 124 719 1000 Fax: + 91 124 235 8613

Independent Auditor's Report on the Statement of Audited Results of Commercial Engineers and Body Builders Co Limited pursuant to the Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015

To

Board of Directors of Commercial Engineers and Body Builders Co Limited

We have audited the annual financial results of Commercial Engineers and Body Builders Co Limited ('the Company') for the year ended 31 March 2019, attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). Attention is drawn to the fact that figures for the last quarter ended 31 March 2019 and the corresponding quarter ended in the previous year as reported in these annual financial results are the balancing figures between audited figures in respect of the full financial year and the published year to date figures upto the end of the third quarter had only been reviewed and not subjected to audit.

These annual financial results have been prepared on the basis of the annual financial statements and reviewed quarterly financial results which are the responsibility of the Company's Management. Our responsibility is to express an opinion on these annual financial results based on our audit of the annual financial statements which have been prepared in accordance with the recognition and measurement principles laid down in the Companies (Indian Accounting Standards) Rules, 2015 as per Section 133 of the Companies Act, 2013 and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations.

We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the annual financial results are free of material misstatement(s). An audit includes examining, on a test basis, evidence supporting the amounts disclosed as financial results. An audit also includes assessing the accounting principles used and significant estimates made by Management. We believe that our audit provides a reasonable basis for our opinion.

In our opinion and to the best of our information and according to the explanations given to us these financial results:

(i) are presented in accordance with the requirements of Regulation 33 of the Listing Regulations in this regard; and



Place: Pune

Date: 22 May 2019

(ii) give a true and fair view of the net profit and other comprehensive income and other financial information for the year ended 31 March 2019.

For BSR & Co. LLP

Chartered Accountants

ICAI Firm's Registration No.: 101248W/W-100022

Shashank Agarwal

Partner

Membership No. 095109

COMMERCIAL ENGINEERS AND BODY BUILDERS CO LTD.

Regd. office: 84/105-A, G.T.Road, Kanpur Mahanagar, Kanpur - 208 003, Uttar Pradesh, India

Statement of Audited Financial Results for the quarter and year ended 31 March 2019

			ed 31 March 2019			(Rs in Lakhs
Sr. No	Particulars	Quarter ended	Preceding quarter ended	Corresponding quarter ended in the previous year	Year ended	Previous Year ended
		31 March 2019	31 December 2018	31 March 2018	31 March 2019	31 March 2018
		Audited	Unaudited	Audited	Audited	Audited
1	Revenue from operations (refer note 2)	5,080.54	6,301.16	3,699.43	21,579.96	9,963.96
2	Other income	66.08	2.51	87.23	75.91	116.43
3	Total Income (1+2)	5,146.62	6,303.67	3,786.66	21,655.87	10,080.39
4	Expenses					
	a) Cost of materials consumed	4,071.00	5,227.87	3,198.05	18,045.82	7 070 47
	b) Change in inventories of finished goods and work-in-progress	164.05	(58.49)	(24.70)	(251.69)	7,970.47 (186.17
	c) Excise duty	ionical and	-	(24.70)	(231.03)	247.46
	d) Employee benefits expense	189.78	180.80	136.17	679.10	495.34
	e) Finance costs	127.33	665.52	883.63	2,214.45	2,777.96
	f) Depreciation and amortisation expense	268.95	252.39	273.64	1,037.91	1,035.23
	g) Other expenses Total expenses	626.48	459.17	511.13	1,916.37	1,431.37
	Total expenses	5,447.59	6,727.26	4,977.92	23,641.96	13,771.66
5	Loss before tax and exceptional items (3-4)	(300.97)	(423.59)	(1,191.26)	(1,986.09)	(3,691.27)
6	Exceptional Items (refer note 3 and 4)	10,853.47	-	-	10,853.47	•
7	Profit/(Loss) before tax (5+6)	10,552.50	(423.59)	(1,191.26)	8,867.38	(3,691.27)
8	Tax expense	-	-	-	-	
9 -	Profit/(loss) for the period (7-8)	10,552.50	(423.59)	(1,191.26)	8,867.38	(3,691.27)
10	Other Comprehensive Income /(Loss) (OCI)					
	Items that will be reclassified to profit or loss Items that will not be reclassified to profit or loss	-	-	+	-	-
	Remeasurements of the defined benefit plans (net off taxes)	(5.19)	1.33	5.26	(1.20)	5.32
	Total other Comprehensive Income/(Loss) for the period	(5.19)	1.33	5.26	(1.20)	5.32
11	Total Comprehensive Income/(Loss) for the period (9+10)	10,547.31	(422.26)	(1,186.00)	8,866.18	(3,685.95)
12	Paid-up equity share capital (Face value Rs.10/- each)	8.048.27	5404.00		1202000 000	
	Reserves excluding revaluation reserves	8,948.27	5,494.30	5,494.30	8,948.27	5,494.30
					637.27	(12,212.02)
14	Earnings/(Loss) per share (EPS) (of Rs.10/- each) (EPS for the quarter ended are not annualised)					
	- Basic - Diluted	12.96 12.96	(0.77) (0.77)	(2.16) (2.16)	14.42 14.42	(6.71) (6.71)
	See accompanying notes to the audited financial results				M	^

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Notes:

- The above audited financial results for the quarter and year ended 31 March 2019, were reviewed by the Audit Committee at their meeting held on 22 May 2019 and approved by the Board of Directors at their meeting held on 22 May 2019. The statutory auditors of the Company have carried audit of the above financial results for the quarter and year ended 31 March 2019 and an unmodified opinion has been issued. The same have been filed with BSE Ltd. and National Stock Exchange of India Ltd. and is also available on the Company's website at www.cebbco.com.
- In accordance with the requirements of Ind AS, revenue for the period from 1 April 2018 to March 2019 is net of Goods and Service Tax (GST). However, revenue for the period from 1 April 2017 to 30 June 2017 is inclusive of excise duty and that for the period from 01 July 2017 to March 2018 is net of GST.
- The Company had been incurring cash losses affecting its ability to service its borrowings, creditors, other liabilities and similar obligations. The Strategic Debt Restructuring ("SDR") plan of the Company in compliance with the guidelines issued by the Reserve Bank of India ("RBI") could not be completed within the timeframe prescribed by RBI and loan given by the lenders to the Company was classified as Non-Performing Assets in the books of lenders. The lenders were in the process of identifying revival measures including debt restructuring and other structural changes.

Pursuant to a Resolution Plan, the Company, the lenders, the erstwhile promoters and the incoming investor entered into an agreement on 1 December 2018. The Resolution Plan mainly includes partial waiver of the principal amount of loan and interest, issuance of 3,45,39,693 equity shares of Rs. 10 each to the Incoming Investor, transfer of pledged promoter shares to the incoming investor, grant / renewal of the credit facilities subject to certain terms and conditions and issuance of non-convertible redeemable preference shares.

The above plan received shareholders approval on 7 January 2019, Pursuant to this, gain of Rs.12,457.45 Lakhs (including the waiver of interest recognised as finance cost till 31 December 2018) has been recorded under the head 'Exceptional Items' and Rs. 3,983.11 has been recognised in 'Other equity'.

The management believes that the above Resolution Plan together with continued customer support and ownership change will result in revival of operations of the Company. Accordingly, the financial results have been prepared on going concern basis.

- During the quarter ended 31 March 2019, the Company has undertaken review of certain activities and assets held for the same. The Company has identified certain assets having Written Down Value (WDV) of Rs 1,700.83 Lakhs as at 31 March 2019 and included them under 'Assets held for sale' at their estimated net realisable value. The loss of Rs. 1,603.98 Lakhs being difference between WDV and estimated realizable value has been recorded under the head 'Exceptional Items'.
- Pursuant to the Resolution Plan as mentioned in Note 3 above, the share capital of the Company has undergone a change which is explained below:

Authorized Share Capital :- Increased from Rs. 7,705.00 Lakhs to Rs. 18,005.00 Lakhs, the details are as under

- 57,050,000 equity share capital of Rs. 10 each amounting to Rs. 5,705.00 Lakhs has been increased to 92,050,000 equity share capital of Rs. 10 each amounting to Rs. 9,205.00 Lakhs.
- 2,000,000 preference share of Rs. 100 each amounting to Rs. 2,000.00 Lakhs has been increased to 8,800,000 preference share capital Rs. 100 each amounting to Rs. 8,800.00 Lakhs.

Paid up capital :- Increased from Rs. 6,794.30 Lakhs to Rs. 16,996.49 Lakhs, detailed as under:

- Equity share capital has increased from 54,942,964 equity shares of Rs. 10 each amounting Rs. 5,494.30 Lakhs to 89,482,657 equity shares of Rs. 10 each amounting to Rs. 8,948.27 Lakhs.
- Issue of 6,748,229 Non Convertible Cumulative Redeemable Preference Share Capital of Rs. 100 each amounting to Rs. 6,748.23 Lakhs.
- 2,000,000 Non Convertible Cumulative Reedemable Preference Share Capital of Rs. 65 each amounting to Rs. 1,300.00 Lakhs (there is no change in same).
- The figures of the last quarter are the balancing figures between the audited figures in respect of full year and the unaudited published figures up to the third quarter ended 31 December of respective year.
- The Company's business activity falls within a single primary business segment viz. "Sheet metal fabrication and body building". The operating segment has been defined based on regular review by the Company's Chief Operating Decision Maker to assess the performance of the Company and to make decision about allocation of resources.
- 8 Effective 1 April 2018, the Company adopted Ind AS 115 "Revenue from Contracts with Customers" using the cumulative effect method which is applied to contracts that were not completed as of 1 April 2018. Accordingly, the comparatives have not been retrospectively adjusted. There is no material effect on adoption of Ind AS 115 on the audited financial results.
- 9 Previous period/year figures have been regrouped / reclassified wherever necessary to correspond with current period/year classification/disclosures.

For and on behalf of the Board of Directors

Place: Pune Date: 22 May 2019

Jav Director

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COMMERCIAL ENGINEERS AND BODY BUILDERS CO LTD.

Regd. Office : 84/105-A, G.T.Road, Kanpur Mahanagar, Kanpur - 208 003, Uttar Pradesh, India

Statement of Standalone Audited Assets and Liabilities

As at 31 March 2019 As at 31 March 2019 As at 31 March 2018 Audited	(Rs in Lak			
ASSETS Non-current assets Property, plant and equipment Capital work-in progress Intangible assets (i) Investments (iii) Loans (iiii) Loans (iii) Loans (iii) Loans (iii) Loans (iii) Loan	221 501 50	As at		
ASSETS Non-current assets Property, plant and equipment Capital works progress Linian gible assets (3) Investments (4) Income tax assets (net) (9) Ofther non-current assets (7) Total non-current assets (8) Trade receivables (9) Trade receivables (10) Cash and cash equivalents (10) Cash and	Particulars	31 March 2019	31 March 2018	
Non-current assets	LOOPING	Audited	Audited	
Property, plant and equipment				
Capital work-im progress 13.01 198,4 198,5 1				
Intangible assets				
Financial assets			2-75-18-51-75	
(i) Investments (ii) Loans (iii) Loans (ii		28.86		
(ii) Leans				
Income tax assets (net)	1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1		1,000,000,00	
Other non-current assets 2,784.42 2,784.42 16,472,12 Total non-current assets 14,162.45 16,472,12 16,472,12 16,472,12 16,472,12 16,472,12 16,472,12 16,472,12 16,472,12 16,472,12 16,472,12 16,472,12 18,742,12 18,742,12 18,742,12 18,742,12 18,742,12 18,742,12 18,742,12 18,742,12 18,742,12 18,742,12 10,734,12 18,742,12 10,734,12 18,742,12 10,734,12 18,742,12 10,734,12 18,742,12 10,734,12 18,742,12 10,734,12 18,74				
Total non-current assets	Other non-current assets			
Current assets Inventories				
Inventories	Total non-current assets	14,162.45	16,472.12	
Financial assets (i) Trade receivables (ii) Cash and cash equivalents (iii) Cash and cash equivalents (iii) Cash and cash equivalents (iv) Loans (v) Other financial assets (v) Chorn (v)				
Financial assets		1,444.43	926.51	
(ii) Cash and cash equivalents (iii) Bank balances other than (ii) above (iii) Bank balances other than (ii) above (iv) Loans (v) Other financial assets (v) Other department disbilities (v) Other financial liabilities (v) Other financial liabilities (v) Other department disbilities (v) Other department disbilities (v) Other department department assets (v) Other department dues of department assets (v) Other department dues of department dues				
(ii) Cash and cash equivalents 2,302.67 333.84 (iii) Bank balances other than (ii) above 87.26 107.32 (iv) Loans 250.19 195.56 (v) Other financial assets 187.46 222.87 Other current assets 546.63 1,909.44 Assets held for sale 102.00 102.00 Total current assets 6.695.46 4,380.60 Total assets 20,887.91 20,885.72 Equity 66.95.46 4,380.60 Equity share capital 8,948.27 5,494.30 Other equity 637.27 (12,212.02) Total equity 9,585.54 (6,717.72) Liabilities 10 50.00 Financial liabilities 3,403.27 570.84 (ii) Other financial liabilities 3,403.27 570.84 (iii) Other financial liabilities 3,403.27 570.84 Other ono-current liabilities 3,388.55 3,998.11 Current liabilities 6,288.68 3,998.11 Current liabilities 6,288.68 3,998.11 Current liabilities 66.69 112.12 <td></td> <td>1,774.82</td> <td>685.04</td>		1,774.82	685.04	
(iii) Bank balances other than (ii) above 87.26 107.34 (iv) Loans 250.19 195.55 (v) Other financial assets 187.46 222.87 Other current assets 546.63 1,909.44 Assets held for sale 102.00 4.380.66 Total current assets 6.695.46 4.380.66 Total assets 20,857.91 20,852.72 EQUITY AND LIABILITIES Equity have capital 8,948.27 5,494.30 Other equity 637.27 (12,212.02) Total equity 9,585.54 (6,717.72) Liabilities 8 5,948.27 (7,221.02) Non-current liabilities 3,403.27 570.84 (6,717.72) Financial liabilities 5,10 5.00 <td></td> <td></td> <td></td>				
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