

Commercial Engineers & Body Builders Co Limited



CIN-L28100MP1979PLC049375

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

Date - 26.06.2021

To,
The Secretary,
BSE Limited,
4th 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, 66418124/4/26

Sub: Summary of the proceedings of the meeting of the secured creditors of Commercial Engineers & Body Builders Co Limited (“Transferee Company” or “CEBBCO”) as directed by the Hon'ble National Company Law Tribunal, Indore Bench, at Ahmedabad (“NCLT”).

Ref: Scheme of amalgamation of Jupiter Wagons Limited into and with CEBBCO under Sections 230 to 232 of the Companies Act, 2013 (including the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016) and other relevant provisions under applicable law (“Scheme of Amalgamation”).

{Scrip code: 533272/CEBBCO EQ}

Dear Sir/ Madam,

This is in continuation to our letter dated 21 May 2021, we would like to inform that a meeting of the secured creditors of CEBBCO was held on Friday, 25 June 2021, at 11.00 A.M. through video conferencing and other audio-visual means from the registered office of the company (“**NCLT Convened Meeting**”), in accordance with the NCLT Order dated 16 April 2021 (that became available on the official website of the Hon’ble NCLT on 23 April 2021).

The aforementioned meeting was held to obtain the approval of the secured creditors of CEBBCO with respect to the Scheme of Amalgamation.

In view of the above and pursuant to Regulations 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI (LODR) Regulations**”), please find enclosed with respect to the NCLT Convened Meeting:

(i) summary of the proceedings of the NCLT Convened Meeting as “**Annexure I**”.

The above is also being posted on the website of CEBBCO (www.cebbco.com).

We request you to kindly take the above on record

Thanking you,

Yours faithfully,

For Commercial Engineers & Body Builders Co Limited


Deepesh Kedia
Company Secretary



Encl : As above

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

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Annexure - I

Summary of the proceedings of the meeting of the secured creditors of Commercial Engineers & Body Builders Co Limited held on Friday, 25 June 2021 as per the directions of the Hon'ble National Company Law Tribunal, Indore Bench at Ahmedabad by way of its Order dated 16 April 2021 (that became available on the official website of the Hon'ble NCLT on 23 April 2021)

By way of an order dated 16 April 2021 (that became available on the official website of the Hon'ble NCLT on 23 April 2021) passed by the Hon'ble National Company Law Tribunal, Indore Bench at Ahmedabad ("NCLT") under Company Application CA(CAA) No. 8(MP) 2021, a meeting of the Secured Creditors of CEBBCO was held on Friday, 25 June 2021 at 11.00 A.M. through video conferencing and other audio visual means from the registered office of the company ("NCLT Convened Meeting") for considering and if thought fit, approving the Scheme of Amalgamation of Jupiter Wagons Limited into and with Commercial Engineers & Body Builders Co Limited (the "Company") ("Scheme of Amalgamation").

Ms. Vineeta Shriwani, Company Secretary, who was appointed as the chairperson for the NCLT Convened Meeting presided over the meeting ("Chairperson"). Mr. M.V. Raja Rao, Independent Director/Alternate Chairman for the meeting as well as Chairman of Stakeholders Relationship Committee, Mr. Ganesan Raghuram, Independent Director, Mrs. Madhuchhanda Chatterjee, Non-Executive Director and Mr. Abhishek Jaiswal, Whole Time Director & CEO of the company were also present at the NCLT Convened Secured creditors Meeting.

Mr. Aditya Jalan, an authorised representative from Walker Chandoik & Co. LLP, Statutory Auditors of the Company, was also present in the meeting.

The NCLT Convened Meeting commenced at 11.00 A.M. The requisite quorum being present as per the NCLT Order, the Chairperson called the NCLT Convened Meeting in order and welcomed the secured creditors of the Company.

The Chairperson informed the secured creditors present that the NCLT Convened Meeting was being convened to seek approval of the secured creditors for the proposed Scheme of Amalgamation.

The Company Secretary introduced the directors of the Company on the dais. He then informed the secured creditors that in compliance with the directions of the Hon'ble NCLT, a notice dated 15 May 2021 ("Notice") for convening the meeting was dispatched to all the secured creditors whose names appears in the record of the company as on 31 December 2020. The Notice was also advertised in the prescribed format in accordance with the applicable law.

Thereafter, the Notice of the meeting was taken as read with the permission of the secured creditors of the Company.

The Chairperson further informed that in terms of the NCLT Order and in compliance with the relevant provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the secured creditors to cast their vote by remote e-voting on the resolution set forth in the Notice, which was kept open from 9.00 a.m. on Tuesday, 22 June 2021 to 5.00 p.m. on Thursday, 24 June 2021. She further informed that the Company has also provided the e-voting facility at the time of the meeting i.e., insta poll for those creditors who could not cast their vote through remote e-voting. The Company has engaged the services of KFin Technologies Private Limited ('Karvy') for the purpose of facilitating in e-voting process to the secured creditors of the Company. She further informed that Ms. Sonam Agrawal, Practicing Company Secretary, was appointed as the scrutinizer by the Hon'ble NCLT to conduct the remote e-voting and e-voting at the meeting i.e., insta poll in a fair and independent manner.

The Chairperson further informed that in terms of the provisions of the Companies Act, 2013 and other applicable regulations, documents referred in the notice and registers were available for inspection by the secured creditors of the Company.

The Chairperson thereafter gave the brief details on the Scheme of Amalgamation including its rationale.

| | |
|--------------------|------------------------------------------------------------------------------------------|
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| Factory (Unit IV) | : Industrial Area Richhai, Jabalpur - 482010 M.P. |
| Factory (Unit V) | : Plot No. 742, Asangi Phase Area, Saraikela, Jharkhand - 932109 |
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The Chairperson then invited the secured creditors to express their views, ask questions and seek clarifications on the Scheme of Amalgamation.

The secured creditors of the company didn't raise any queries or seek clarifications on the proposed resolution.

The Chairperson thereafter, took the following item for consideration as stated in the Notice dated 15 May 2021:

| No | Item No. | Resolution Required Ordinary/ Special | Mode of Voting (Show of Hands/ Poll/ Postal Ballot/ E-Voting) |
|----|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------|---------------------------------------------------------------------------|
| 1. | Approval of the scheme of amalgamation of Jupiter Wagons Limited into and with Commercial Engineers & Body Builders Co Limited under Sections 230 to 232 of the Companies Act, 2013 (including the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016) and other relevant provisions under applicable law*. | Special Resolution* | Remote e-voting and Insta Poll |

* Requisite majority as per applicable law.

The Chairperson then informed that the results of the voting done through remote e-voting and insta poll at the NCLT Convened Meeting, together with the Combined Report of the Scrutinizer thereon, will be informed to the Stock Exchanges and displayed on the website of the company and Service Provider, KFin Technologies Private Limited within the prescribed time period from the conclusion of the NCLT Convened Meeting. The Chairperson further informed that result will also be displayed at the registered office of the Company.

There being no business, the Chairperson thanked the secured creditors of the Company for attending the NCLT Convened Meeting and concluded the NCLT Convened Meeting.

The meeting concluded at 11.27 a.m. with a vote of thanks to the Chair.

Thanking you,

Yours faithfully,

For Commercial Engineers & Body Builders Co Limited



Deepesh Kedia
Company Secretary

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