
Commercial Engineers & Body Builders Co Limited

CIN: L24231UP1979PLC004837

Registered Office: 84/105-A GT Road, Kanpur, – 208 003, Uttar Pradesh.

Phone No.: Registered office: 0512-2520291, Corporate office: 0761-2661336

Email address: cs@cebbco.com, **Website:** www.cebbco.com

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that an Extraordinary General Meeting (02/2018-19) of the members ("**Members**") of Commercial Engineers & Body Builders Co Limited ("**Company**") will be held at 03.00 p.m. on Saturday, March 9, 2019 at Hotel Prestige Princess, 17/4, Nagrath Chowk, South Civil Lines, Jabalpur, 482002 (Madhya Pradesh), to transact the following special business:

Item No. 1: Re-Classification of outgoing promoters from category of "promoter and promoter group" to category of "public" in relation to the Company

Pursuant to the implementation of the resolution plan dated November 26, 2018 ("**Resolution Plan**") approved by Axis Bank Limited, HDFC Bank Limited and Tata Capital Financial Services Limited (collectively, the "**Lenders**") in accordance with the provisions of the Resolution of Stressed Assets - Revised Framework bearing reference no. DBR.No.BP.BC.101/21.04.048/2017-18 dated February 12, 2018 issued by the Reserve Bank of India ("**Stressed Assets Circular**") and receipt of request letters dated December 1, 2018 from the following outgoing promoters i.e., (i) Kailash Chand Gupta; (ii) Rekha Gupta; (iii) Nandini Malpani (on behalf of Jashn Beneficiary Trust); and (iv) Commercial Automobiles Private Limited, (collectively referred to as the "**Outgoing Promoters**"), requesting to be reclassified from the category of "promoter and promoter group" to the category of "public" in relation to the Company, the board of directors of the Company ("**Board**") at the meeting held on December 1, 2018 approved the re-classification in relation to each aforementioned Outgoing Promoter subject to the approval of the Members and compliance with applicable laws.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **ordinary resolution**:

"RESOLVED THAT pursuant to the provisions of the applicable laws, including Regulation 31A of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 "**SEBI LODR Regulations**") and other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, issued by the Securities and Exchange Board of India ("**SEBI**") and/or any other appropriate statutory/regulatory authority, subject to the receipt of requisite approvals, consents, permissions and/or sanctions, if any, from the governmental authority and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the said governmental authorities while granting any such approvals, the enabling provisions of the memorandum of association and articles of association of the Company, the consent of the Members be and is hereby accorded to re-classify the following Outgoing Promoters from the category of "promoter and promoter group" to the category of "public" in relation to the Company:

Name	Number of shares held	% of the paid up capital of the Company
Kailash Chand Gupta (" KG ")	Nil	0.00%
Rekha Gupta (" RG ")	Nil	0.00%
Nandini Malpani (on behalf of Jashn Beneficiary Trust) (" JBT ")	Nil	0.00%
Commercial Automobiles Private Limited (" CAPL ")	Nil	0.00%

RESOLVED FURTHER THAT after such re-classification of the Outgoing Promoters, only the following persons/entities shall be the promoters of the Company:

Name	Number of shares held	% of the paid up capital of the Company
Jupiter Wagons Limited (“JWL”)	4,06,66,835	45.45%
Jupiter Forgings & Steel Private Limited (“JFSPL”)	9,71,504	1.09%
Murari Lal Lohia (“ML Lohia”)	12,95,336	1.45%
Murari Lal Lohia Hindu Undivided Family (represented by Mr. Murari Lal Lohia (as the Karta) (“ML Lohia HUF”)	45,33,678	5.07%
Tatravagonka A.S. (“Tatravagnka”)	68,00,518	7.60%
Shalini Gupta	58,030	0.06%

(JWL, JFSPL, ML Lohia, ML Lohia HUF and Tatravagonka collectively referred to as the "**New Promoters**" of the Company who became promoters of the Company effective from January 22, 2019)

RESOLVED FURTHER THAT upon receipt of approval from each of BSE Limited and National Stock Exchange of India Limited (collectively the "**Stock Exchanges**") pursuant to the application submitted by the Company for re-classification of the Outgoing Promoters, the Company shall effect such re-classification in the 'statement of shareholding pattern' from the immediately succeeding quarter in accordance with Regulation 31 of the SEBI LODR Regulations and shall ensure compliance with SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time and other applicable laws.

RESOLVED FURTHER THAT any of the directors of the Company or the company secretary or the compliance officer or such other person as authorised by the Board, be and are hereby authorised to submit the application for re-classification of the Outgoing Promoters to the Stock Exchanges or SEBI or any other regulatory body as may be required and to take such steps as may be expedient or desirable to give effect to this resolution."

Item No. 2: Ratification of the ultimate beneficial ownership of Jupiter Wagons Limited and Tatravagonka A.S.

The Company had availed loans from Axis Bank Limited ("**Axis Bank**"), HDFC Bank Limited ("**HDFC Bank**") and Tata Capital Financial Services Limited ("**Tata Capital**") from time to time (collectively the "**Lenders**"). The Lenders had collectively extended loans aggregating to Rupees 171,16,58,000 (Rupees One Hundred Seventy One Crore Sixteen Lakh Fifty Eight Thousand) to the Company ("**Existing Debt**"), however, the Company had been unable to repay the Existing Debt thereby, becoming a non performing asset for the Lenders. The Lenders agreed to restructure the Existing Debt and effect change of ownership and control of the Company in favour of the current promoters of the Company in accordance with the Resolution of Stressed Assets – Revised Framework bearing reference no. DBR.No.BP.BC.101/21.04.048/2017-18 dated February 12, 2018 issued by the Reserve Bank of India. Such restructuring and change in control was approved by the members of the Company in the extra-ordinary general meeting of the Company held on January 7, 2019.

As a part of such restructuring, Jupiter Wagons Limited and Tatravagonka A.S. acquired equity shares of the Company (by way of preferential allotment and purchase, as the case may be) in the manner set out in the table below,

Name of Investors	No. of Equity Shares	
	By way of allotment	By way of purchase
Jupiter Wagons Limited	3,45,39,693	61,27,142
Tatravagonka A.S.	-	68,00,518

In this regard, please note that Priveq Funds SICAV plc (the entity holding shares of Budamar Logistics A.S. (which holds shares of Tatravagonka A.S.)) is a fund registered in Malta, in accordance with the (Malta) Companies Act, 1995 with its registered office at 168, St. Christopher Street, Valletta VLT1467, Malta. The ultimate beneficial owners of Priveq Funds is as follows:

Name of ultimate beneficial owner	% of shareholding
Mr. Mikkel Lind	99.999%
Mr. Claudio Frick	0.001%

Further, in (a) the notice for convening the extra-ordinary general meeting of the members on January 7, 2019 and the explanatory statement accompanying the notice ("**EGM Notice**"); and (b) Annexure I to the Addendum to the EGM Notice, which was published in the Financial Express and Rashtriya Sahara, Kanpur (U.P.) edition, respectively, on January 6, 2019, the name of the entity holding shares of Budamar Logistics A.S. (which holds shares in Tatravagonka A.S.) is inadvertently reflected as "Privec Fund". This is an unintentional typographical error and the name of entity holding shares of Budamar Logistics A.S. is "Priveq Funds SICAV plc".

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **special resolution**:

"RESOLVED THAT pursuant to the provisions of Regulation 10(1)(ia) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Regulation 158(7) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, circular dated January 24, 2013 bearing reference no. CIR/MIRSD/2/2013 issued by SEBI relating to Guidelines on Identification of Beneficial Ownership and other applicable laws, if any, the information relating to the ultimate beneficial owners of Jupiter Wagons Limited and Tatravagonka A.S. as set out above be and is hereby ratified and approved by the members of the Company.

RESOLVED FURTHER THAT any of the directors of the Company or the company secretary or the compliance officer or such other person as authorised by the Board, be and are hereby authorised to submit any undertaking/application/other documents to the SEBI, Stock Exchanges or any other regulatory body as may be required and to take such steps as may be expedient or desirable to give effect to this resolution."

Item No. 3: Appointment of Mr. Asim Ranjan Dasgupta as a director on the Board

The Members are hereby informed that the Board at its meeting dated January 22, 2019 approved the appointment of Mr. Asim Ranjan Dasgupta as an additional director of the Company under Section 161 (1) of the Companies Act, 2013, subject to the approval of the Members in accordance with Section 152 of the Companies Act, 2013.

Name of the Investor Director	Director Identification Number	Executive/ Non-executive director	Retiring/ non-retiring director
Mr. Asim Dasgupta Ranjan	02284092	Non- executive	Retiring

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **ordinary resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, including any statutory amendments(s) or modification(s) or variation(s) or re-enactment(s), for the time being in force, Mr. Asim Ranjan Dasgupta, who was appointed as an additional director by the Board with effect from January 22, 2019 pursuant to the provisions of Section 161(1) of the Companies Act, 2013, the articles of association of the Company, the consent of the

Members be and is hereby accorded to appoint Mr. Asim Ranjan Dasgupta as a non-executive director of the Company, who shall be liable to retire by rotation.

RESOLVED FURTHER THAT any of the directors of the Company or the company secretary or the compliance officer or such other person as authorised by the Board, be and are hereby authorised to sign and file all the necessary forms and other necessary documents as may be required by the statutory authorities including the jurisdictional Registrar of Companies and to do such acts and deeds that may be required for the purpose of appointment of the director including but not limited to entering the name of Mr. Asim Ranjan Dasgupta in the register of directors of the Company and to take such steps as may be expedient or desirable to give effect to this resolution."

Item No. 4: Shifting of Registered Office of the Company from the State of Uttar Pradesh to the State of Madhya Pradesh

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 12, 13 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject to the approval of the Central Government (power delegated to Regional Director) or such other Authorities as may be required, consent of the Company be and is hereby accorded to the alteration in Memorandum of Association of the Company so as to change the place of Registered Office of the Company from the State of Uttar Pradesh to the State of Madhya Pradesh and that the existing Clause II of the Memorandum of Association of the Company be substituted by the following new Clause II:

II. The Registered Office of the Company will be situated in the State of Madhya Pradesh.

RESOLVED FURTHER THAT the aforesaid resolution becoming effective, the Registered Office of the Company be shifted from the State of Uttar Pradesh to the State of Madhya Pradesh at such place as may be decided by the Board.

RESOLVED FURTHER THAT any of the directors of the Company or the company secretary or the compliance officer or such other person as authorised by the Board, be and are hereby authorised to sign and file all the necessary forms and other necessary documents as may be required by the statutory authorities including the Regional Director and to do such acts and deeds that may be required for giving effect to this resolution and the matters incidental, consequential and connected therewith."

Place: Jabalpur
Date: February 11, 2019

By order of the Board
Amit Kumar Jain
Company Secretary
Membership Number: 39779

Commercial Engineers & Body Builders Co Limited
(CIN: L24231UP1979PLC004837)

Registered Office:
84/105-AGT Road, Kanpur,
Mahanagar Kanpur – 208 003, Uttar Pradesh.
Corporate Office: 48, Vanadana Vihaar,
Narmada Road, Gorakhpur, Jabalpur (M.P.) - 482001
Phone No.: Registered Office: 0512- 2520291,
Corporate Office: 0761-2661336,
Email address: cs@cebbco.com
Website: www.cebbco.com

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRAORDINARY GENERAL MEETING ("MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY IN ORDER TO BE VALID AND EFFECTIVE MUST BE DELIVERED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN FORTY EIGHT HOURS BEFORE COMMENCEMENT OF THE MEETING.**
2. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the registered office of the Company a certified true copy of the latest board resolution authorizing their representative to attend and vote at the meeting on their behalf.
3. Proxy shall not have a right to speak at the meeting and shall not be entitled to vote except on a poll.
4. A person appointed as proxy shall act on behalf of not more than 50 Members and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. However, a member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as a proxy for any other person or member.
5. Proxy prescribed Form No. MGT-11 is enclosed herewith.
6. Attendance at the meeting will be regulated through the attendance slip and will be verified with the records maintained with the Company. The Members who hold shares in dematerialised form are requested to quote their DP ID and Client ID number(s) and those who hold shares in physical form are requested to quote their folio number(s) in the attendance slip to facilitate their identification at the meeting.
7. The relevant statement pursuant to the provisions of Section 102 of the Companies Act 2013, setting out material facts and reasons in respect of item nos. 1 – 4 of this notice, is annexed herewith.
8. Route map for the venue of the meeting is attached herewith, for your ready reference.
9. In accordance with the provisions of Section 101 of the Companies Act 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014, as amended, this notice is being sent by e-mail to those Members who have registered their email address with their depository participant ("**DP**") (in case of electronic shareholding) or with Karvy Fintech Private Limited ("**Karvy**") (in case of physical shareholding).

We, therefore request you to register your email ID with your DP (in case of electronic shareholding) or with Karvy (in case of physical shareholding) mentioning your demat account / Folio no(s).

However, in case you wish to receive the above document in physical form, you may write to Karvy at the address mentioned below or send an email to Karvy, mentioning your demat account details / Folio no(s) to enable Karvy to record your decision and arrange to send the said documents to your registered address, free of cost.

Commercial Engineers & Body Builders Co Limited

(CIN:L24231UP1979PLC0048)

Registered Office:

84/105-A GT Road, Kanpur,

– 208 003, Uttar Pradesh.

Corporate Office: 48, Vanadana Vihaar,

Narmada Road, Gorakhpur, Jabalpur (M.P.) – 482001

Website:www.cebbco.com

Phone No. : Registered office: 0512- 252029,

Corporate office: 0761-2661336

Email: cs@cebbco.com

Karvy Fintech Private Limited

Unit: Commercial Engineers &

Body Builders Company Limited

Karvy Selenium Tower B,

Plot 31-32, Gachibowli,

Financial District, Nanakramguda,

Hyderabad – 500 032.

Phone No. : 040-67162222

Email: evoting@karvy.com

Contact Persons: Mr. N. Shyam

10. The Company has appointed Mr. S.K. Gupta (FCS-2589) and Ms.Divya Saxena (FCS-5639), practicing Company Secretaries and Partners, M/s S.K. Gupta & Co., Kanpur as the Scrutinizer and alternate Scrutinizer for conducting the remote e-voting / ballot process, in a fair and transparent manner. Remote e-voting is optional.

11. Remote E-Voting:

- I. In compliance with the provisions of Regulation 44 of the SEBI Listing Regulations and Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the Company is pleased to provide e-voting facility through Karvy, to enable its members to cast their votes electronically in respect of item no. 1 – 4 as set out in this notice.
- II. The voting rights of the Members (for voting through remote e-voting or by ballot paper at the Meeting) shall be in proportion to their shares of the paid-up Equity share capital of the Company as on March 02, 2019 (the cut-off date).
- III. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
- IV. Members who have cast their vote by remote e-voting prior to the Meeting, may also attend the Meeting, but shall not be entitled to cast their vote again.
- V. The instructions for remote e-voting, are as under:

In case of Members receiving this Notice by e-mail:

- a) Enter the login credentials (i.e., User ID & Password) mentioned in the e-mail, your Folio / DP ID & Client ID will be your USER ID. Please note that the password is an initial password.
- b) Use the following URL for e-voting:
From Karvy website: <http://evoting.karvy.com>
- c) Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date, may cast their vote electronically.
- d) Enter the login credentials. Your Folio No. / DP ID & Client ID will be your user ID.

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- e) After entering the details appropriately, click on LOGIN.
 - f) You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. The system will prompt you to change your password and update any contact details like mobile number, email ID, etc., on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - g) You need to login again with the new credentials.
 - h) On successful login, the system will prompt you to select the EVENT i.e., Commercial Engineers & Body Builders Co Limited.
 - i) On the voting page, enter the number of shares as on the said cut-off date under FOR/AGAINST or alternately you may enter partially any number in FOR and partially in AGAINST but the total number in FOR/AGAINST taken together should not exceed your total shareholding, as on the said cut-off date. You may also choose the option ABSTAIN.
 - j) Members holding multiple folios / demat account shall choose the voting process separately for each folios / demat account.
 - k) Cast your vote by selecting an appropriate option and click on SUBMIT. A confirmation box will be displayed. Click OK to confirm else CANCEL to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the resolution.
 - l) Once the vote on the resolution is cast by the Members, he/ she shall not be allowed to change it subsequently.
 - m) Institutional Members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter, etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer through e-mail to sk_gupta1@rediffmail.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_EVENT No."
 - n) The period for casting of votes through e-voting shall commence from Wednesday, March 6, 2019 from 10:00 a.m. and end on Friday, March 8, 2019 at 5:00 p.m. During this period Members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Saturday, March 2, 2019, may cast their vote electronically. The e-voting module shall be disabled by Karvy for voting thereafter.

- o) In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Members and e-voting User Manual for Members, available at the download section of <https://evoting.karvy.com> or contact Karvy Fintech Private Limited at Tel No. 1800 345 4001 (toll free).
- p) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any special item, it will be treated as abstained.
- q) Further, the Members who have casted their vote electronically shall not vote by way of poll, if held at the Meeting.

In case of Members receiving this Notice by Post/Courier:

- a) Initial password is provided, at the bottom of the Attendance Slip.

EVEN (E Voting Event Number)	USER ID	PASSWORD / PIN

- b) Please follow the steps stated at serial Nos. V (b) to V (o) above, to cast your vote by electronic means.
- VI. In case you have forgotten your password, click on the "Forgot Password" link on the Home Page of the website <https://evoting.karvy.com>. You can retrieve your password through the following options:
- i. **E-Voting Website:** If your e-mail is registered against your Folio No. / DP ID & Client ID, enter your Folio / DP ID Client ID and PAN to receive password.
 - ii. **Customer Care:** Call the Customer Care 040-67162222 for related services such as to reset password, unlock the account, register new e-mail ID, mobile number, etc. or send an email to evoting@karvy.com/ einward.ris@karvy.com.
- VII. Voting will also be conducted after conclusion of the Meeting by way of Poll, to enable any Shareholder who has not cast their vote through remote e-voting in accordance with Rule 21 of the Companies (Management and Administration) Rules, 2014, as amended.
- VIII. The Scrutinizer shall, immediately after the conclusion of voting at the Meeting, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company and submit not later than three days of the conclusion of the Meeting, a Consolidated Scrutinizer's Report of the total votes cast in favour and against, if any, to any one of the Directors duly authorized by the Board, who shall countersign the same.
- IX. The Results declared along with the Scrutinizer's Report will be communicated to Stock Exchange immediately after the Results are declared by any one of the Directors duly authorized by the Board in this regard, and will be uploaded on the Company's website i.e., www.cebbco.com and Karvy's website i.e.,

<https://evoting.karvy.com>. The Results will also be displayed at the Registered and Corporate Offices of the Company. The Resolutions shall be deemed to have been passed on the date of the Meeting.

12. Documents referred to in this Notice and Statement setting out material facts in respect of the items set out in this Notice are open for inspection by the Members at the Registered Office of the Company from 12.00 noon to 2.00 p.m. on all working days except Saturdays, Sundays, Public Holidays and National Holidays, from the date hereof up to the date of the Meeting.
13. The Notice of the EGM is being sent to those members / beneficial owners whose name appears in the registers of members / list of beneficiary received from the depositories on 8th day of February 2019.

ANNEXURE TO NOTICE - STATEMENT U/S 102 OF THE COMPANIES ACT 2013

The following statement contains all material facts relating to the Special Business, as set out in this Notice as required under Section 102 of the Companies Act, 2013:

Item No. 1

- (i) Pursuant to the implementation of the Resolution Plan approved by the Lenders in accordance with the Stressed Assets Circular and receipt of request letters dated December 1, 2018 from the Outgoing Promoters i.e., (i) KG; (ii) RG; (iii) JBT; and (iv) CAPL, requesting to be reclassified from the category of "promoter and promoter group" to the category of "public" in relation to the Company ("**Request Letters**"), the Board at the meeting held on December 1, 2018 discussed and analyzed the request for re-classification received from the Outgoing Promoters and noted the following:
- (a) Due to the inability of the Company to repay its debts to the Lenders (i.e., Axis Bank Limited, Tata Capital Financial Services Limited and HDFC Bank Limited), the Lenders decided to effect change in ownership and control of the Company in favour of the New Promoters (i.e. (i) Jupiter Wagons Limited; (ii) Jupiter Forgings & Steel Private Limited; (iii) Mr. Murari Lal Lohia; (iv) Murari Lal Lohia Hindu Undivided Family (represented by Mr. Murari Lal Lohia as the karta); and (v) Tatravagonka A.S.), in accordance with the Stressed Assets Circular and the Resolution Plan, approved by all the Lenders in accordance with the Stressed Assets Circular.
- (b) In light of the Resolution Plan being implemented by the Lenders pursuant to which the Lenders were effecting change of ownership and control of the Company, each of the Outgoing Promoters have submitted request for re-classification of such Outgoing Promoter from 'promoter and promoter group' to the status of 'public'.
- (ii) The Board after considering the above was of the view that given the change in control and ownership of the Company in favour of the New Promoters, the request for re-classification in relation to each aforementioned Outgoing Promoters should be accepted and accordingly approved such re-classification subject to the approval of the Members and compliance with applicable laws.
- (iii) Further, the Members are informed that each of the Request Letters set out that each of the Outgoing Promoters along with the person related to the respective Outgoing Promoter, collectively:
- (a) do not hold more than ten percent (10%) of the total voting rights in the Company;
- (b) do not exercise control over the affairs of the Company, directly or indirectly;
- (c) do not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements;

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- (d) are not being represented on the board of directors (including not having a nominee director) of the Company;
 - (e) do not act as a key managerial person of the Company;
 - (f) are not 'wilful defaulter(s)' as per the Reserve Bank of India guidelines; and
 - (g) are not fugitive economic offender(s).
- (iv) In addition, each of the Request Letters also state that each Outgoing Promoter will continue to comply with the conditions set out at (a) – (c) of point (iii) above for a period of 3 years after each Outgoing Promoter's reclassification. Further, each Request Letter states that each Outgoing Promoter shall not (a) be represented on the Board (including not having a nominee director); and (b) act as a key managerial personnel of the Company.
- (v) The Board had accorded its consent to re-classify the Outgoing Promoters of the Company from the category of "promoter and promoter group" to the category of "public" in relation to the Company at the meeting of the Board on December 1, 2018, after discussing, analyzing and considering the contents of the Request Letters (including the extracts set out above) and the rationale behind the requests of each of the Outgoing Promoters seeking re-classification i.e., change in ownership and control of the Company being effected in favour of the New Promoters (i.e., JWL, JFSPL, ML Lohia, ML Lohia HUF and Tatravagonka) by the Lenders pursuant to the Resolution Plan and approved by all the Lenders in accordance with the Stressed Assets Circular.
- Regulation 31A of the SEBI LODR Regulations requires that in the event the Board receives an application from a promoter requesting that such promoter be re-classified from the category of "promoter and promoter group" to the category of "public", the board of directors need to analyse such requests for re-classification and place such proposal before the Members in a general meeting for approval along with the views of the Board of the Company, provided that, there shall be a time gap of atleast 3 (three) months between the time of the promoter seeking re-classification and the date of the general meeting of the Members for approving such re-classification. In view of the above, the Board has approved the request for reclassification of the Outgoing Promoters at the meeting of the Board on December 1, 2018 and an extra-ordinary general meeting of the Members is proposed to be convened on 9 March, 2019 to consider and approve such request for reclassification of the Outgoing Promoters.
- (vi) Each Outgoing Promoter along with the person related to each Outgoing Promoter shall not vote on the resolution set out at Item No. 1 of this Notice for approving the request for re-classification of each Outgoing Promoter.
- (vii) None of the directors or key managerial personnel of the Company including their relatives are interested or concerned in the resolution except to the extent of their shareholding, if any, in the Company.
- (viii) The Request Letters are available for inspection at the registered office of the Company from 12.00 noon to 2.00 p.m. on all working days, except Saturdays, Sundays, public holidays and national holidays, from the date hereof up to the date of the Extraordinary General Meeting.

The Board recommends the ordinary resolution set out at Item No. 1 of this Notice for approval by the Members.

Item No. 2

- (i) The Company had availed loans from the Lenders. However, the Company had been unable to repay the Existing Debt thereby, becoming a non performing asset for the Lenders. The Lenders agreed to restructure the Existing Debt and effect change of ownership and control of the Company in favour of the current promoters of the Company in accordance with the Stressed Assets Circular. Such restructuring and change in control was approved by the Members of the Company in the extra-ordinary general meeting of the Company held on January 7, 2019.
- (ii) As a part of such restructuring, Jupiter Wagons Limited and Tatravagonka A.S. acquired equity shares of the Company (by way of preferential allotment and purchase, as the case may be) in the manner set out in the table below,

Name of Investors	No. of Equity Shares	
	By way of allotment	By way of purchase
Jupiter Wagons Limited	3,45,39,693	61,27,142
Tatravagonka A.S.	-	68,00,518

- (iii) In this regard, please note that Priveq Funds SICAV plc (the entity holding shares of Budamar Logistics A.S. (which holds shares of Tatravagonka A.S.) is a fund registered in Malta, in accordance with the (Malta) Companies Act, 1995 with its registered office at 168, St. Christopher Street, Valletta VLT1467, Malta. The ultimate beneficial owners of Priveq Funds is as follows:

Name of ultimate beneficial owner	% of shareholding
Mr. Mikkel Lind	99.999%
Mr. Claudio Frick	0.001%

- (iv) Further, in (a) the EGM Notice; and (b) Annexure I to the Addendum to the EGM Notice, which was published in the Financial Express and Rashtriya Sahara, Kanpur (U.P.) edition, respectively, on January 6, 2019, the name of the entity holding shares of Budamar Logistics A.S. (which holds shares in Tatravagonka A.S.) is inadvertently reflected as "Privec Fund". This is an unintentional typographical error and the name of entity holding shares of Budamar Logistics A.S. is "Priveq Funds SICAV plc".
- (v) The information set out at sub-paragraphs (iii) and (iv) above has also been set out by the Company in the clarificatory corrigendum issued by the Company on January 18, 2019 which was published in Financial Express and Rashtriya Sahara, Kanpur (U.P.) edition, respectively, on January 18, 2019.
- (vi) None of the directors or key managerial personnel of the Company including their relatives are interested or concerned in the resolution except to the extent of their shareholding, if any, in the Company.

The Board recommends the special resolution set out at Item No. 2 of this Notice for approval by the Members.

Item No. 3

- (i) Mr. Asim Ranjan Dasgupta, holding Director Identification Number 02284092, on the recommendation of the Nomination & Remuneration Committee, was appointed by the Board as an additional director of the Company with effect from January 22, 2019 subject to receipt of approval from the member of the company in a general meeting in accordance with Section 152 of the Companies Act, 2013.
- (ii) Mr. Asim Ranjan Dasgupta has received a B. Tech (Hons) in mechanical engineering from the Indian Institute of Technology, Kharagpur. At present, Mr. Dasgupta is a director on the board of directors of Jupiter Wagons Limited. Previously, Mr. Dasgupta has served in senior positions in organizations such as Hindustan Engineering, Burn Standard, Burnpur and Braithware & Co. Ltd. and has a work experience of over 45 years.
- (iii) Mr. Dasgupta has provided his consent to act as a director of the Company and has declared that he is not disqualified to act as director under Companies Act, 2013.
- (iv) None of the directors/ key managerial personnel of the Company, or their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding, if any, in the Company.

The Board recommends the ordinary resolution set out at Item No. 3 of this Notice for approval by the Members.

Item No. 4

The Company was incorporated inter-alia with the immediate object of carrying on the business of automobiles body building, wagon manufacturing and allied activities. As per Clause II of the Memorandum of Association of the Company, the Registered Office of the Company is situated in the State of Uttar Pradesh. All the manufacturing facilities and plants of the Company are presently situated in the State of Madhya Pradesh and the administrative functions of the company are controlled from the corporate office of the company situated at Jabalpur in the State of Madhya Pradesh. Accordingly, from the point of administrative convenience, economical and efficient management of affairs of the Company and attainment of long term strategic business objectives, the Board has decided to shift the Registered Office of the Company from the State of Uttar Pradesh to the State of Madhya Pradesh. The proposed change will not be detrimental to the interests of members, creditors or employees of the Company in any manner whatsoever. Since the proposal involves the amendment of Clause II of the Memorandum of Association of the Company which can be effected by passing of special resolution subject to approval by the Central Government which power presently stands delegated to the Regional Director, approval of the Members of the Company is being sought by way of intended Special Resolution in terms of the provisions of Section 12 and 13 of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014. The Board recommends the resolution for approval.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested financially or otherwise in the proposed Resolution.

A copy of the Memorandum of Association of the Company together with the proposed changes is available for inspection of members at the Registered Office of the Company during normal business hours on all working days upto the date of the Meeting.

Place: Jabalpur
Date: February 11, 2019

By order of the Board
Amit Kumar Jain
Company Secretary
Membership Number : 39779

Commercial Engineers & Body Builders Co Limited
(CIN: L24231UP1979PLC004837)

Registered Office:

84/105-A GT Road, Kanpur,
– 208 003, Uttar Pradesh.

Corporate Office:

48, VanadanaVihaar,
Narmada Road, Gorakhpur, Jabalpur (M.P.) - 482001
Phone No.: Registered office: 0512-2520291
Corporate office: 0761-2661336
Email address: cs@cebbco.com
Website: www.cebbco.com

Form No. MGT-11

Proxy Form

Pursuant to Section 105(6) of the Companies Act 2013 and Rule 19(3) of the Companies
(Management and Administration) Rules, 2014

CIN	L24231UP1979PLC004837
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Name of the Company	Commercial Engineers & Body Builders Co Limited
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Registered Office	84/105-A GT Road, Kanpur, Mahanagar Kanpur – 208 003, Uttar Pradesh. Phone No.: Registered office: 0512-2520291, Corporate office: 0761-2661336 Email Address: cs@cebbco.com; Website Address: www.cebbco.com
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Name of the Member(s):	
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Registered Address:	
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E-mail Address:	
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Folio No. / Client ID:	DP ID:
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I/We, being the holder(s) of equity shares of the above named company,
hereby appoint

1.	Name:	
	Address:	
	E-mail Address:	or failing him
	Signature:	

2.	Name:	
	Address:	
	E-mail Address:	or failing him
	Signature:	

3.	Name:	
	Address:	
	E-mail Address:	Signature

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company, to be held on the Saturday, March 9, 2019 at 3.00 p.m at Hotel , Prestige Princess, 17/4, Nagrath Chowk, South Civil Lines, Jabalpur, 482002 (Madhya Pradesh) and at any adjournment(s) thereof, in respect of the resolution(s) as indicated below

Sr. No.	Particulars of Resolutions	For	Against
Ordinary Resolution			
Item No-1.	Re-Classification of outgoing promoters (i.e., KG, RG, JBT and CAPL) from category of "promoter and promoter group" to category of "public" shareholders		
Item No - 3	Appointment of Mr. Asim Ranjan Dasgupta as a director on the Board		
Special Resolution			
Item no – 2	Ratification of the ultimate beneficial ownership of Jupiter Wagons Limited and Tatravagonka A.S.		
Item No – 4	Shifting of Registered Office of the Company from the State of Uttar Pradesh to the State of Madhya Pradesh		

Singed this Day of 2019

Affix Rs. 1/- Stamp

Signature of Member(s) :

Signature of Proxy holder (s) :

REVENUE STAMP

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of this Extraordinary General Meeting.

Commercial Engineers & Body Builders Co Ltd

CIN: L24231UP1979PLC004837

Registered Office: 84/105-A GT Road, Kanpur, – 208 003, Uttar Pradesh.

Phone No.: Registered office: 0512-2520291, Corporate office: 0761-2661336

Email address: cs@cebbco.com, **Website:** www.cebbco.com

ATTENDANCE SLIP

Joint shareholders may obtain additional Attendance Slip on request at the venue of the meeting.

D.P. Id. *

Master Folio No.

Client Id. *

Name and address of the shareholder:

.....

.....

No. of Share(s) held :

I/ we hereby record my/ our presence at the EXTRA ORDINARY GENERAL MEETING of the Company on Saturday March 9, 2019 at 3.00 p.m. at Hotel , Prestige Princess, 17/4, Nagrath Chowk, South Civil Lines, Jabalpur, 482002 (Madhya Pradesh)

Signature of the shareholder or proxy.....

*Applicable for investors holding shares in electronic form.

ROUTE MAP

Extraordinary general meeting of Commercial Engineers & Body Builders Co Limited to be held at 03.00 p.m. on Saturday, March 9, 2019 at Hotel Prestige Princess, 17/4, Nagrath Chowk, South Civil Lines, Jabalpur, 482002 (Madhya Pradesh)

