

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: Outcome of the meeting of the equity shareholders 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 (“Hon’ble 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 intimation earlier today in relation to the summary of proceedings of the meeting of equity shareholders of CEBBCO held on Friday, 25 June 2021, at 03.00 P.M. through video conferencing and other audio-visual means from the registered office of the company (“**NCLT Convened Meeting**”), in accordance with the Hon’ble 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 equity shareholders of CEBBCO with respect to the Scheme of Amalgamation.

In view of the above and pursuant to Regulations 30 and 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI (LODR) Regulations**”), please find enclosed the following with respect to the NCLT Convened Meeting:

- (i) voting results in the format prescribed under Regulation 44 of the SEBI (LODR) Regulations with respect to the NCLT Convened Meeting as “**Annexure I**”;

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

- (ii) report of the Scrutinizer dated 26 June 2021 with respect to the NCLT Convened Meeting as “**Annexure II**”; and

We further inform you that the resolution to approve the Scheme of Amalgamation was passed with requisite majority by the equity shareholders of CEBBCO.

The aforementioned are 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

	COMMERCIAL ENGINEERS & BODY BUILDERS CO LIMITED
Date of the AGM/EGM	25-06-2021
Total number of shareholders on record date	11026
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	3
Public:	37

Resolution No.	1									
Resolution required: (Ordinary/ Special)	SPECIAL - APPROVAL OF SCHEME UNDER SECTIONS 230 TO 232 OF THE COMPANIES ACT, 2013									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	5,42,67,871	4,84,38,857	89.2588	4,84,38,857	0	100.0000	0.0000	4,84,38,857	0
	Poll		12,95,336	2.3869	12,95,336	0	100.0000	0.0000	12,95,336	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		4,97,34,193	91.6457	4,97,34,193	0	100.0000	0.0000	4,97,34,193	0
Public- Institutions	E-Voting	83,49,158	83,49,158	100.0000	83,49,158	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		83,49,158	100	83,49,158	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	2,68,65,628	69,56,072	25.8921	69,56,071	1	99.9999	0.0000	0	0
	Poll		58,624	0.2182	58,624	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		70,14,696	26.1103	70,14,695	1	100.0000	0.0000	0	0
Total		8,94,82,657	6,50,98,047	72.7493	6,50,98,046	1	100.0000	0.0000	4,97,34,193	0

Aadi



**CS Sonam Agarwal B.Com(H), A.C.S.
Practicing Company Secretary**

**BEFORE HON'BLE NATIONAL COMPANY LAW TRIBUNAL
INDORE BENCH AT AHMEDABAD
C.A.(CAA)/8 (MP) 2021**

**In the Matter of:
COMMERCIAL ENGINEERS & BODY BUILDERS CO LIMITED
.....Applicant/ Transferee/Amalgamated Company**

**And
JUPITER WAGONS LIMITED
.... Transferor/Amalgamating Company**

CONSOLIDATED SCRUTINISER'S REPORT

**To,
Ms.Vineeta Shriwani
Chairperson for the Meeting of the Equity Shareholders of
Commercial Engineers & Body Builders Co Limited (Applicant Company)
appointed by the Hon'ble National Company Law Tribunal,
Indore Bench at Ahmedabad**

Dear Madam,

**Sub: Consolidated Scrutiniser's Report on electronic voting by the Equity
Shareholders of Commercial Engineers & Body Builders Co Limited**

I, Sonam Agarwal, Practicing Company Secretary, have been appointed as the Scrutiniser by the Hon'ble National Company Law Tribunal, Indore Bench at Ahmedabad (hereinafter referred to as the "Hon'ble Tribunal") vide Order passed on 16th April, 2021 in C.A (CAA)/8 (MP) 2021, for the purpose of scrutinizing remote e-voting and e-voting at the meeting (hereinafter

CS Sonam Agarwal B.Com(H), A.C.S.
Practicing Company Secretary

collectively referred to as the 'electronic voting') at the meeting of Equity Shareholders of Commercial Engineers & Body Builders Co Limited (hereinafter referred to as "the Company") held through video conferencing/other audio visual means on Friday, 25th June, 2021 at 3:00 p.m. (hereinafter referred to as the "meeting"). The meeting was called for seeking the approval of the Equity Shareholders to the Scheme of Arrangement between Commercial Engineers & Body Builders Co Limited and Jupiter Wagons Limited and their respective shareholders and creditors (hereinafter referred to as the "the Scheme"), in terms of the Notice dated 15th May, 2021, as issued by your good self as the Chairperson of the meeting.

I have examined the records of electronic voting and other relevant documents as required for that purpose. In my opinion and to the best of my information and according to the online verification and examinations to the extent possible due COVID-19 and subsequent lockdown situation, carried out by me and explanations as furnished to me by the Company, its officers and agents, I hereby submit my consolidated report w.r.t the electronic voting as under:-

1. The Company had appointed it's Registrar and Transfer Agent i.e. KFin Technologies Private Limited (hereinafter referred to as the "KFin Tech") as the electronic voting agency for providing the facility for electronic voting.
2. KFin Tech had provided a system for recording the votes of the equity shareholders electronically through remote e-voting as well as e-voting at the meeting.
3. KFinTech had set up remote e-voting facility at <https://evoting.kfintech.com>. The link of the meeting was provided by KFinTech to the Chairperson, Scrutiniser, Director/Officials of the Company and the equity shareholders. As explained to me, the equity shareholders

CS Sonam Agarwal B.Com(H), A.C.S.
Practicing Company Secretary

were allowed to participate in the meeting but their presence was not visible on the screen due to system restrictions.

4. The Company had in total 11026 (Eleven Thousand and Twenty Six) equity shareholders for the purpose of the meeting. The Company completed the dispatch of the Notice of the meeting by e-mail to those equity shareholders whose email IDs were registered and through courier to those whose e-mail ids were not registered on Friday, 21st May 2021.
5. The Cut-off date for the purpose of deciding the equity shareholders entitled to vote through electronic voting was Friday, 18st June, 2021.
6. The remote e-voting period had commenced at 9:00 A.M. on Tuesday, 22nd June 2021 and was closed/blocked at 5:00 P.M. on Thursday, 24th June 2021.
7. At the meeting, the facility of e-voting was provided to those equity shareholders who did not exercise their vote through remote e-voting. The e-voting at the meeting commenced upon the instructions of the Chairman.
8. The votes cast through remote e-voting and e-voting at the meeting were unblocked on 25th June 2021 after the conclusion of the meeting in the presence of 2 witnesses, Ms.Varsha Agarwal and Mr.Saurav Agarwal who are not in the employment of the Company.
9. I submit my Scrutiniser's Report on the result of the e-voting based on the report generated and sent by KFinTech and relied upon by me as under:-

CS Sonam Agarwal B.Com(H), A.C.S.
Practicing Company Secretary

9.1 Consolidated Report on result of electronic voting in accordance with Sections 230-232 of the Companies Act, 2013:-

a. Votes in favour of the Resolution:

Manner of Voting	Number of Equity Shareholders voted	No. of votes cast by Equity Shareholders
Remote e-voting	47	63744086
e-voting at the meeting	3	1353960
Total	50	65098046
% of total value of valid votes cast		99.999998%
% of total number of Equity Shareholders voted		98.04%

b. Votes against the Resolution:

Manner of Voting	Number of Equity Shareholders voted	No. of votes cast by Equity Shareholders
Remote e-voting	1	1
e-voting at the meeting	0	0
Total	1	1
% of total value of valid votes cast		0.000002%
% of total number of Equity Shareholders voted		1.96%

c. Invalid Votes:

Manner of Voting	Number of Equity Shareholders voted	No. of votes cast by Equity Shareholders
Remote e-voting	0	0
e-voting at the meeting	0	0
Total	0	0

CS Sonam Agarwal B.Com(H), A.C.S.
Practicing Company Secretary

9.2 Report on result of electronic voting in terms of under SEBI circular number CFD/DIL3/CIR/2017/21 dated March 10, 2017:-

a. Votes in favour of the Resolution:

Manner of Voting	Number of Equity Shareholders voted	No. of votes cast by Equity Shareholders
Remote e-voting	44	15305229
e-voting at the meeting	2	58624
Total	46	15363853
% of total value of valid votes cast		99.999994%
% of total number of Equity Shareholders voted		97.87%

b. Votes against the Resolution:

Manner of Voting	Number of Equity Shareholders voted	No. of votes cast by Equity Shareholders
Remote e-voting	1	1
e-voting at the meeting	0	0
Total	1	1
% of total value of valid votes cast		0.000006%
% of total number of Equity Shareholders voted		2.13%

CS Sonam Agarwal B.Com(H), A.C.S.
Practicing Company Secretary

c. Invalid Votes:

Manner of Voting	Number of Equity Shareholders voted	No. of votes cast by Equity Shareholders
Remote e-voting	3	48438857
e-voting at the meeting	1	1295336
Total	4	49734193

10. The specific reports generated (control report and attendance register) and provided to me by KFin Tech are enclosed herewith and collectively marked as '**Annexure A**'. It has been represented to me by the Company that the votes have been casted by only those Equity Shareholders who were entitled to do so through the designated system of KFin Tech and that their authenticity has been confirmed by KFin Tech and that their authorisations have been confirmed by the Company.

Management's Responsibility

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the rules made thereunder including the process followed for meeting and electronic-voting and the Circulars issued by the Ministry of Corporate Affairs, Government of India and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to the electronic voting and to comply with the directions of this Hon'ble Tribunal relating to the calling, holding and conducting the meeting and voting thereat.

CS Sonam Agarwal B.Com(H), A.C.S.
Practicing Company Secretary

Scrutinizer's Responsibility

My responsibility as a Scrutinizer for the electronic voting process was restricted to scrutinize the electronic voting, in a fair and transparent manner and to prepare a consolidated Scrutinizer's Report of the votes cast in Favour or Against the resolution stated in the Notice, based on the reports generated from the electronic voting system provided by KFin Tech.

You may declare the results of the electronic voting done by the Equity Shareholders, if the submissions made in this Report are considered fit and proper.

Thanking You,
Yours Faithfully,

**SONAM
AGARWAL**

Digitally signed by SONAM AGARWAL
DN: c=IN, st=West Bengal,
2.5.4.20=4037e1cc7003858c56cc92cb2da57bdf3fb679d
999a009ed0b6f4c72ca407f07, postalCode=700027,
street=SATYA RESIDENCY, 3/D, 14 CHETLA ROAD,
serialNumber=b6be3cd7a545917052fca4d5e09efe690c6f
059070acc9f6431ff2bce2c27314, o=Personal,
cn=SONAM AGARWAL,
pseudonym=06914aac92d329a312440a6584197f1b
Date: 2021.06.26 18:59:48 +05'30'

Scrutinizer

Name: SONAM AGARWAL

Practicing Company Secretary

Membership No.: A46428 / CP No. 16978

UDIN: A046428C000521518

Place: Kolkata

Date: 26.06.2021