



Commercial Engineers & Body Builders Co. Limited



...bodies in motion ...

AN ISO/TS 16949:2009 Company
CIN-L24231UP1979PLC004837

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

07.01.2019

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 400 051
Fax No. 022-2659 8237/38, 66418124/25/26

Sub: Outcome of the Extraordinary General Meeting of the equity shareholders of Commercial Engineers & Body Builders Co. Limited (“Company”) held on January 7, 2019
{Scrip code: 533272/CEBBCO EQ}

Dear Sir/Madam,

This is to inform you that an extraordinary general meeting (“EGM”) of the Company has been duly convened and held on Monday, January 7, 2019 at 03.00 p.m. at Hotel Samdareeya, Dr. Barat Road, Russel Chowk, Jabalpur (M.P.) – 482002.

The EGM was held to obtain the approval for the resolutions set out at the item numbers 1 to 6 set out in detail in the notice dated December 10, 2018 (“EGM Notice”). The Company also issued an addendum dated January 5, 2019 (“Addendum”) by way of which it notified additional clarifications with respect to certain disclosures made under the explanatory statement which is annexed to the EGM Notice.

Please note that pursuant to Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 (“SEBI Listing Regulations”), and the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the Company had extended e-voting facility to the members of the Company (“Members”) in respect of business transacted at the EGM through remote e-voting and voting at the EGM through poll by using ballot paper. The remote e-voting commenced on Friday January 4, 2019 (10.00 A.M.) and ended on Sunday, January 6, 2019, (5.00 P.M.). Shri S.K. Gupta (FCS-2589) and Ms. Divya Saxena (FCS-5639), Practicing Company Secretaries and Partners, M/s. S.K. Gupta & Co., Company Secretaries were appointed as Scrutinizer for e-voting and poll process.

All the resolutions set out in the EGM Notice read along with the Addendum were considered by the Members of the Company. A copy of the proceedings of the EGM in terms of Regulation 30 and Part A of Schedule III of the Listing Regulations has been annexed hereunder. Further, the Company shall submit the voting results in the format prescribed under Regulation 44 (3) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Consolidated Scrutinizer’s Report to the stock exchanges within the prescribed time period.

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
Factory (Unit VI) : Village Imlai, Near Deori Railway Station, P.O. Panagar, Jabalpur - 483220



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The same is for information and records.

Thanking you,

Yours faithfully,

For COMMERCIAL ENGINEERS AND BODY BUILDERS CO. LIMITED


Amit K Jain
Company Secretary



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ANNEXURE

Proceedings of the Extraordinary General Meeting as per Regulation 30 and Part A of Schedule III of the Listing Regulations

In pursuance of the EGM Notice , the EGM was held on January 7, 2019 at 3.00 P.M. at Hotel Samdareeya, Dr. Barat Road, Russel Chowk, Jabalpur – 482002 (Madhya Pradesh) for considering the resolutions set out at items numbers 1 to 6 of the EGM Notice.

1. Mr. Abhishek Jaiswal (**Whole time Director and CEO**) was elected as the chairperson of the EGM.
2. Mr. Abhishek Jaiswal chaired the meeting ("**Chairperson**"). He informed the Members present that the meeting was being convened to seek approval of the Members for the resolutions set out at items numbers 1 to 6 of the EGM Notice.
3. Mr. Amit Kumar Jain, the Company Secretary of the Company informed that the requisite quorum as prescribed under Section 103 of the Companies Act, 2013 was present in person and accordingly the Chairperson called the meeting to order.
4. The Chairperson introduced the persons seated on the dais. He then informed the Members that the EGM Notice for convening the meeting of the equity shareholders of the Company was dispatched to all the equity shareholders of the Company. The EGM Notice and the Addendum thereto was also advertised in the prescribed format in accordance with the applicable law.
5. Thereafter, the EGM Notice along with the Addendum was taken as read with the permission of the Members.
6. The Chairperson presented a brief background of the resolutions set out at item numbers 1 to 6 of the EGM Notice.
7. Subsequently, the Chairperson informed that the Company provided the equity shareholders of the Company with the facility to cast their vote electronically on the resolutions set out at item numbers 1 to 6 of the EGM Notice. Electronic voting commenced from January 4, 2019 at 10:00 a.m. and ended on January 6, 2019 at 5:00 p.m.
8. The Chairperson informed that 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 and ballot process in a fair and transparent manner.
9. The Chairperson then invited the Members to express their views, ask questions and seek clarifications, if any, on the resolutions set out at item numbers 1 to 6 in the EGM Notice.

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The Chairperson responded to the queries raised by the Members present.

10. The Chairperson thereafter informed the Members that the resolutions contained in the EGM Notice will be put to vote by way of poll at this meeting in accordance with the provisions of Section 109 of the Companies Act, 2013. The Chairperson further informed that the shareholders who have already casted their votes through e-voting facility will not be eligible to cast their vote through poll at the meeting.

11. Following businesses were placed for consideration and approval of the members at the meeting:

No	Item No.	Resolution Required Ordinary/Special	Mode of Voting (Show of Hands/ Poll/ Postal Ballot/ E-Voting)
1.	<p>Increase in the authorised share capital of the Company from ₹7,05,00,000 (Rupees Seventy Seven Crore and Five Lakh) divided into (a) 5,70,50,000 (Five Crore Seventy Lakh and Fifty Thousand) equity shares of ₹10 (Rupees Ten) each (“Equity Shares”) aggregating to ₹ 57,05,00,000 (Fifty Seven Crore Five Lakh); and (b) 20,00,000 (Twenty Lakh) preference shares of ₹100 (Rupees One Hundred) each aggregating to ₹20,00,00,000 (Rupees Twenty Crore) to ₹180,05,00,000/- (Rupees One Hundred Eighty Crore and Five Lakh) divided into: (a) 9,20,50,000 (Nine Crore Twenty Lakh and Fifty Thousand) Equity Shares aggregating to ₹92,05,00,000/- (Rupees Ninety Two Crore Five Lakh); and (b) 88,00,000 (Eighty Eight Lakh) preference shares aggregating to ₹88,00,00,000/- (Rupees Eighty Eight Crore). Alteration of the MoA by deleting the existing clause V and by substituting the following new clause thereof:</p> <p>“V. The authorised share capital of the Company is ₹180,05,00,000/- (Rupees One Hundred Eighty Crore and Five Lakh) divided into –</p> <p>(i) 9,20,50,000 (Nine Crore Twenty Lakh and Fifty Thousand) Equity Shares of the Company having a face value of ₹10 (Rupees Ten) each aggregating</p>	Ordinary	E-Voting, Poll

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	<p>to ₹92,05,00,000/- (Rupees Ninety Two Crore and Five Lakh); and</p> <p>88,00,000 (Eighty Eight Lakh) preference shares of the Company having a face value of ₹100 (Rupees One Hundred) each aggregating to ₹88,00,00,000/- (Rupees Eighty Eight Crore).”</p>																	
2	<p>To create, offer, issue and allot, by way of a preferential issue to JWL, fully paid up, for cash, such number of Equity Shares and at an issue price as set out in the table below (“Issue Price”). The Issue Price has been determined in accordance with paragraphs 22 and paragraph 23 of Annexure-1 of the Stressed Assets Circular and the reference date for calculating the pricing of the Equity Shares is December 1, 2018 being the date of execution of the Share Subscription Agreement. The Issue Price has been certified by two (2) independent qualified valuers in accordance with Section 247 of the Companies Act 2013 read with the Companies (Registered Valuers and Valuation Rules, 2017):</p> <table border="1"> <thead> <tr> <th>Name</th> <th>Number of equity shares issued and allotted</th> <th>Face value (in ₹)</th> <th>Issue price (in ₹)</th> <th>Premium (in ₹)</th> </tr> </thead> <tbody> <tr> <td>Jupiter Wagons Limited</td> <td>3,45,39,693</td> <td>10</td> <td>10</td> <td>-</td> </tr> <tr> <td>Total</td> <td>3,45,39,693</td> <td>-</td> <td>-</td> <td>-</td> </tr> </tbody> </table>	Name	Number of equity shares issued and allotted	Face value (in ₹)	Issue price (in ₹)	Premium (in ₹)	Jupiter Wagons Limited	3,45,39,693	10	10	-	Total	3,45,39,693	-	-	-	Special	E-Voting, Poll
Name	Number of equity shares issued and allotted	Face value (in ₹)	Issue price (in ₹)	Premium (in ₹)														
Jupiter Wagons Limited	3,45,39,693	10	10	-														
Total	3,45,39,693	-	-	-														
3.	<p>A) Invocation of pledge by Axis Bank of the 1,46,90,169 (One Crore Forty Six Lakh Ninety Thousand One Hundred and Sixty Nine) Equity Shares owned by K.G. and R.G., which were pledged in favour of Axis Bank (“Axis Pledged Shares”), and to undertake the following:</p> <p>(i) Transfer of 63,41,011 (Sixty Three Lakh Forty One Thousand and Eleven) Equity</p>	Special	E-Voting, Poll															

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	<p>Shares out of the Axis Pledged Shares (“Axis Bank Transfer Pledged Shares”) upon invocation, in favour of Tatravagonka at a price of ₹15.44 (Rupees Fifteen and Forty Four Paise) (“Tatra Share Price”) aggregating to Rs. 9,79,05,209 (Rupees Nine Crore Seventy Nine Lakh Five Thousand Two Hundred and Nine). The Tatra Share Price has been determined in accordance with paragraphs 24 and 25 of Annexure-1 of the Stressed Assets Circular and FEMA and the reference date for calculating the Tatra Share Price is December 1, 2018, being the date of execution of the SPA. The Tatra Share Price has been certified by two (2) independent qualified valuers in accordance with Section 247 of the Companies Act 2013 read with the Valuation Rules, and such monies shall be utilized towards part satisfaction of amounts due and payable by the Company to Axis Bank aggregating to ₹1,21,94,00,000 (Rupees One Hundred Twenty One Crore and Ninety Four Lakh):</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 30%;">Number of Axis Bank Transfer Pledged Shares</th> <th style="width: 30%;">Number of Axis Bank Transfer Pledged Shares</th> <th style="width: 40%;">Tatra Share Price (including premium, if any) (in ₹)</th> </tr> </thead> <tbody> <tr> <td>Tatravagonka</td> <td>63,41,011</td> <td>15.44</td> </tr> <tr> <td>Total</td> <td>63,41,011</td> <td>-</td> </tr> </tbody> </table> <p>(ii) Appropriation by Axis Bank in its own favour of 83,49,158 (Eighty Three Lakh Forty Nine Thousand One Hundred and Fifty Eight) Equity Shares out of the Axis Pledged Shares at a price of ₹15.44 (Rupees Fifteen and Forty Four Paise) aggregating to ₹12,89,11,000 (Rupees Twelve Crore Eighty Nine Lakh and Eleven Thousand) (“Axis Bank Retained Shares”) towards part</p>	Number of Axis Bank Transfer Pledged Shares	Number of Axis Bank Transfer Pledged Shares	Tatra Share Price (including premium, if any) (in ₹)	Tatravagonka	63,41,011	15.44	Total	63,41,011	-		
Number of Axis Bank Transfer Pledged Shares	Number of Axis Bank Transfer Pledged Shares	Tatra Share Price (including premium, if any) (in ₹)										
Tatravagonka	63,41,011	15.44										
Total	63,41,011	-										

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	<p>satisfaction of the existing debt owed by the Company to Axis Bank aggregating to ₹1,21,94,00,000 (Rupees One Hundred Twenty One Crore and Ninety Four Lakh).</p> <p>B) Invocation of pledge by Tata Capital of the 1,55,72,359 (One Crore Fifty Five Lakh Seventy Two Thousand Three Hundred and Fifty Nine) Equity Shares, owned by K.G. and JB Trust, which were pledged in favour of Tata Capital (“Tata Capital Pledged Shares”) and to undertake the following:</p> <p>(i) Transfer of 89,21,983 (Eighty Nine Lakh Twenty One Thousand Nine Hundred and Eighty Three) of the Tata Capital Pledged Shares in favour of JWL, ML Lohia and ML Lohia HUF (“Tata Capital Transfer Pledged Shares”) upon invocation, at a price of ₹15.44 (Rupees Fifteen and Forty Four Paise) (“Jupiter Share Price”) in the proportion set out in the table below. The Jupiter Share Price has been determined in accordance with paragraphs 24 and 25 of Annexure-1 of the Stressed Assets Circular and the reference date for calculation of the pricing of the shares is December 1, 2018, being the date of execution of the SPA. The Jupiter Share Price has been certified by 2 two independent qualified valuers in accordance with Section 247 of the Companies Act 2013 read with the Valuation Rules and the monies shall be utilized towards part satisfaction of the existing debt owed by the Company to Tata Capital aggregating to ₹31,14,58,000 (Rupees Thirty One Crore Fourteen Lakh and Fifty Eight Thousand):</p>								
	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 30%;"></th> <th style="width: 30%;">Number of Tata Capital Transfer Pledged Shares</th> <th style="width: 40%;">Jupiter Share Price (including premium, if any) (in ₹)</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">Transfer in favour of</td> <td></td> <td></td> </tr> </tbody> </table>		Number of Tata Capital Transfer Pledged Shares	Jupiter Share Price (including premium, if any) (in ₹)	Transfer in favour of				
	Number of Tata Capital Transfer Pledged Shares	Jupiter Share Price (including premium, if any) (in ₹)							
Transfer in favour of									

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	JWL	30,92,969	15.44		
	Murari Lal Lohia	12,95,336	15.44		
	Murari Lal Lohia HUF	45,33,678	15.44		
	Total	89,21,983	-		
	<p>(ii) Appropriation by Tata Capital in its own favour of 21,85,192 (Twenty One Lakh Eighty Five Thousand One Hundred and Ninety Two) Equity Shares out of the Tata Capital Pledged Shares at a price of ₹15.44 (Rupees Fifteen and Forty Four Paise) aggregating to ₹3,37,39,365 (Rupees Three Crore Thirty Seven Lakh Thirty Nine Thousand and Three Hundred and Sixty Five) (“Tata Capital Retained Shares”) to be utilized towards part satisfaction of the existing debt owed by the Company to Tata Capital aggregating to ₹31,14,58,000 (Rupees Thirty One Crore Fourteen Lakh and Fifty Eight Thousand);</p> <p>(iii) Tata Capital to release its pledge i.e., the security interest created and subsisting on 44,65,184 (Forty Four Lakh Sixty Five Thousand One Hundred and Eighty Four) Equity Shares (“Tata Capital Released Shares”) pledged by K.G. in favour of Tata Capital;</p> <p>(iv) K.G. shall transfer the Tata Capital Released Shares to Tatravagonka, JSPL and JWL at a price of ₹15.44 (Rupees Fifteen and Forty Four Paise) (“KG Share Price”) in the proportion set out in the table below. The KG Share Price has been determined in accordance with paragraphs 24 and 25 of Annexure-1 of the Stressed Assets Circular, FEMA and the reference date for calculating the price of the Equity Shares is December 1, 2018, being the date of execution of the</p>				

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	<p>SPA. The KG Share Price has been certified by 2 two independent qualified valuers in accordance with Section 247 of the Companies Act 2013 read with the Valuation Rules:</p> <table border="1"> <thead> <tr> <th>Transfer in favour of</th> <th>Number of Tata Capital Released Shares</th> <th>Price</th> </tr> </thead> <tbody> <tr> <td>JWL</td> <td>30,34,173</td> <td>15.44</td> </tr> <tr> <td>JFSPL</td> <td>9,71,504</td> <td>15.44</td> </tr> <tr> <td>Tatravagonka</td> <td>4,59,507</td> <td>15.44</td> </tr> <tr> <td>Total</td> <td>44,65,184</td> <td></td> </tr> </tbody> </table>	Transfer in favour of	Number of Tata Capital Released Shares	Price	JWL	30,34,173	15.44	JFSPL	9,71,504	15.44	Tatravagonka	4,59,507	15.44	Total	44,65,184			
Transfer in favour of	Number of Tata Capital Released Shares	Price																
JWL	30,34,173	15.44																
JFSPL	9,71,504	15.44																
Tatravagonka	4,59,507	15.44																
Total	44,65,184																	
4.	<p>Axis Bank undertaking to convert due, payable and outstanding amounts owed by the Company to Axis Bank that aggregates upto ₹65,86,00,000 (Rupees Sixty Five Crore and Eighty Six Lakh) into rupee denominated NCRPS and for the Company to create, issue, offer and allot, by way of a private placement, 65,86,000 (Sixty Five Lakh and Eighty Six Thousand) denominated NCRPS, each having a face value of ₹100 (Rupees One Hundred) (“Axis Bank NCRPS”) and issued at par, aggregating to ₹65,86,00,000 (Rupees Sixty Five Crore and Eighty Six Lakh), in accordance with the Companies Act 2013 and Companies (Share Capital and Debenture) Rules, 2014 (valuation report as required under the Companies Act 2013 having been obtained) (subject to the terms and conditions set out in the resolutions at Item No. 4 of the EGM Notice)</p>	Special	E-Voting, Poll															
5.	<p>To create, issue, offer and allot, by way of a private placement, 1,62,229 (One Lakh Sixty Two Thousand Two Hundred and Twenty Nine) rupee denominated NCRPS, each having a face value of ₹100 (Rupees One Hundred) (“Tata Capital NCRPS”) and issued at par,</p>	Special	E-Voting, Poll															

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

Factory (Unit VI) : Village Imlai, Near Deori Railway Station, P.O. Panagar, Jabalpur - 483220



Commercial Engineers & Body Builders Co. Limited



...bodies in motion ...

AN ISO/TS 16949:2009 Company
CIN-L24231UP1979PLC004837

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

	aggregating to aggregating to 1,62,22,900/- (Rupees One Crore Sixty Two Lakh Twenty Two Thousand and Nine Hundred), in accordance with the Companies Act 2013 and Companies (Share Capital and Debenture) Rules, 2014 (valuation report as required under the Companies Act 2013 having been obtained) (subject to the terms and conditions set out in the resolutions at Item No. 5 of the EGM Notice.)		
6.	Right to nominate a majority of directors by the Investors subject to the successful completion of the action items set out in the resolutions at items 1 to 6 of the EGM Notice.	Ordinary	E-Voting, Poll

12. The Chairperson thereafter announced the poll to be taken on each item of business and requested Mr. S. K. Gupta and Ms. Divya Saxena , Practicing Company Secretaries Scrutinizers to conduct the poll process in a fair and transparent manner.
13. The Chairperson further informed that result of Voting shall be declared at the Corporate office of the Company after receipt of Scrutinizer's Report and Voting Results in the format prescribed under Regulation 44 (3) Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements), Regulation, 2015 alongwith Consolidated Scrutinizer's Report shall be submitted to the Stock Exchanges NSE and BSE within the stipulated period of 48 hours of the conclusion of the Extraordinary General Meeting which will also be displayed at the Company's Website www.cebbco.com and on the website <http://evoting.karvy.com> for information of all concerned.
14. There being no other business to be transacted at the EGM, the Chairperson declared the EGM as concluded at 4.30 pm.
15. Mr. Amit K. Jain, the Company Secretary proposed a vote of thanks to the Chairperson.

For COMMERCIAL ENGINEERS AND BODY BUILDERS CO. LIMITED


Amit K Jain
Company Secretary



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