



# 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

January 8<sup>th</sup>, 2019

To,

The Secretary,  
BSE Limited,  
25<sup>th</sup> 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, 5<sup>th</sup> 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: Intimation pursuant to regulation 44 of the Securities and Exchange Board of India (Listing  
Obligation and Disclosure Requirements), Regulation, 2015**  
**{Scrip code: 533272/CEBBCO EQ}**  
**Scrutinizer Report**

Dear Sir/Madam,

Kindly note that the Extra Ordinary General Meeting (“EGM”) of the Company has been duly convened on Monday, January 7<sup>th</sup>, 2019 at Hotel Samdareeya, Dr. Barat Road, Russel Chowk, Jabalpur (M.P.). In this regard please find attached following -

1. Voting results in the prescribed format pursuant to regulation 44 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements), Regulation, 2015.
2. Consolidated Scrutinizer’s Report Dated 8<sup>th</sup> January, 2019 by Mr. S.K. Gupta, partner – S. K. Gupta & Co. Company Secretaries, Kanpur (U.P.) (F.C.S. – 2589 and C.P. No – 1920), scrutinizer appointed to scrutinize the Electronic E-Voting process (Remote E-Voting as well as Poll).

Thanking You

Yours Faithfully

For COMMERCIAL ENGINEERS AND BODY BUILDERS CO. LIMITED

  
Amit K Jain  
Company Secretary



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

| <b>General information about company</b>  |   |
|---|---|
| Scrip code  | 533272  |
| NSE Symbol  | CEBBCO  |
| MSEI Symbol   | NOTLISTED                                       |
| ISIN  | INE206L01016                                    |
| Name of the company   | COMMERCIAL ENGINEERS & BODY BUILDERS CO.<br>LTD |
| Type of meeting   | EGM   |
| Date of the meeting / Date of declaration of results (in case of Postal Ballot) | 07-01-2019                                      |
| Start time of the meeting   | 03:00 PM  |
| End time of the meeting   | 04:30 PM  |

| <b>Scrutinizer Details</b>                |             |
|---|-------------|
| Name of the Scrutinizer                   | S. K. GUPTA |
| Firms Name                                |             |
| Qualification                             | CS          |
| Membership Number                         | 2589        |
| Date of Board Meeting in which appointed  | 01-12-2018  |
| Date of Issuance of Report to the company | 08-01-2019  |

| <b>Voting results</b>  |            |
|--|------------|
| Record date  | 31-12-2018 |
| Total number of shareholders on record date                                  | 11245      |
| No. of shareholders present in the meeting either in person or through proxy |            |
| a) Promoters and Promoter group  | 2          |
| b) Public  | 47         |
| No. of shareholders attended the meeting through video conferencing          |            |
| a) Promoters and Promoter group  | 0          |
| b) Public  | 0          |
| No. of resolution passed in the meeting                                      | 6          |
| Disclosure of notes on voting results  |            |

| Resolution(1)  |                               |                    |                     |   |                          |                        |                                      |                                    |
|--|-------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special)                                |                               |                    |                     | Ordinary  |                          |                        |                                      |                                    |
| Whether promoter/promoter group are interested in the agenda/resolution? |                               |                    |                     | No  |                          |                        |                                      |                                    |
| Description of resolution considered                                     |                               |                    |                     | Increase in Authorized Share Capital of the Company |                          |                        |                                      |                                    |
| Category   | Mode of voting                | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares             | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
|  |                               | (1)                | (2)                 | (3)=[(2)/(1)]*100                                   | (4)                      | (5)                    | (6)=[(4)/(2)]*100                    | (7)=[(5)/(2)]*100                  |
| Promoter and Promoter Group  | E-Voting                      | 30320558           | 0                   | 0   | 0                        | 0                      | 0                                    | 0                                  |
|  | Poll                          |                    | 27049085            | 89.2104   | 27049085                 | 0                      | 100                                  | 0                                  |
|  | Postal Ballot (if applicable) |                    | 0                   | 0   | 0                        | 0                      | 0                                    | 0                                  |
|  | Total                         |                    | 30320558            | 27049085  | 89.2104                  | 27049085               | 0                                    | 100                                |
| Public- Institutions   | E-Voting                      | 8729622            | 6005401             | 68.7934   | 6005401                  | 0                      | 100                                  | 0                                  |
|  | Poll                          |                    | 0                   | 0   | 0                        | 0                      | 0                                    | 0                                  |
|  | Postal Ballot (if applicable) |                    | 0                   | 0   | 0                        | 0                      | 0                                    | 0                                  |
|  | Total                         |                    | 8729622             | 6005401   | 68.7934                  | 6005401                | 0                                    | 100                                |
| Public- Non Institutions   | E-Voting                      | 15892784           | 4253                | 0.0268  | 4253                     | 0                      | 100                                  | 0                                  |
|  | Poll                          |                    | 907259              | 5.7086  | 907259                   | 0                      | 100                                  | 0                                  |
|  | Postal Ballot (if applicable) |                    | 0                   | 0   | 0                        | 0                      | 0                                    | 0                                  |
|  | Total                         |                    | 15892784            | 911512  | 5.7354                   | 911512                 | 0                                    | 100                                |
| Total  |                               | 54942964           | 33965998            | 61.8205   | 33965998                 | 0                      | 100                                  | 0                                  |
| Whether resolution is Pass or Not.                                       |                               |                    |                     |   |                          |                        | Yes                                  |                                    |
| Disclosure of notes on resolution  |                               |                    |                     |   |                          |                        |                                      |                                    |

| <b>Details of Invalid Votes</b> |              |
|---------------------------------|--------------|
| Category                        | No. of Votes |
| Promoter and Promoter Group     |              |
| Public Insitutions              |              |
| Public - Non Insitutions        |              |

| Resolution(2)  |                               |                    |                     |   |                          |                        |                                      |                                    |
|--|-------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special)                                |                               |                    |                     | Special   |                          |                        |                                      |                                    |
| Whether promoter/promoter group are interested in the agenda/resolution? |                               |                    |                     | No  |                          |                        |                                      |                                    |
| Description of resolution considered                                     |                               |                    |                     | Issue of JWL equity shares by way of preferential issue |                          |                        |                                      |                                    |
| Category   | Mode of voting                | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares                 | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
|  |                               | (1)                | (2)                 | (3)=[(2)/(1)]*100                                       | (4)                      | (5)                    | (6)=[(4)/(2)]*100                    | (7)=[(5)/(2)]*100                  |
| Promoter and Promoter Group  | E-Voting                      | 30320558           | 0                   | 0   | 0                        | 0                      | 0                                    | 0                                  |
|  | Poll                          |                    | 27049085            | 89.2104   | 27049085                 | 0                      | 100                                  | 0                                  |
|  | Postal Ballot (if applicable) |                    | 0                   | 0   | 0                        | 0                      | 0                                    | 0                                  |
|  | Total                         |                    | 30320558            | 27049085  | 89.2104                  | 27049085               | 0                                    | 100                                |
| Public-Institutions  | E-Voting                      | 8729622            | 6005401             | 68.7934   | 6005401                  | 0                      | 100                                  | 0                                  |
|  | Poll                          |                    | 0                   | 0   | 0                        | 0                      | 0                                    | 0                                  |
|  | Postal Ballot (if applicable) |                    | 0                   | 0   | 0                        | 0                      | 0                                    | 0                                  |
|  | Total                         |                    | 8729622             | 6005401   | 68.7934                  | 6005401                | 0                                    | 100                                |
| Public- Non Institutions   | E-Voting                      | 15892784           | 4253                | 0.0268  | 4253                     | 0                      | 100                                  | 0                                  |
|  | Poll                          |                    | 907259              | 5.7086  | 907259                   | 0                      | 100                                  | 0                                  |
|  | Postal Ballot (if applicable) |                    | 0                   | 0   | 0                        | 0                      | 0                                    | 0                                  |
|  | Total                         |                    | 15892784            | 911512  | 5.7354                   | 911512                 | 0                                    | 100                                |
| Total  |                               | 54942964           | 33965998            | 61.8205   | 33965998                 | 0                      | 100                                  | 0                                  |
| Whether resolution is Pass or Not.                                       |                               |                    |                     |   |                          |                        | Yes                                  |                                    |
| Disclosure of notes on resolution  |                               |                    |                     |   |                          |                        |                                      |                                    |

| <b>Details of Invalid Votes</b> |              |
|---------------------------------|--------------|
| Category                        | No. of Votes |
| Promoter and Promoter Group     |              |
| Public Insitutions              |              |
| Public - Non Insitutions        |              |



| Resolution(3)  |                               |                    |                     |   |                          |                        |                                      |                                    |
|--|-------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special)                                |                               |                    |                     | Special   |                          |                        |                                      |                                    |
| Whether promoter/promoter group are interested in the agenda/resolution? |                               |                    |                     | Yes   |                          |                        |                                      |                                    |
| Description of resolution considered                                     |                               |                    |                     | Invocation of Pledged Shares by Axis Bank and Tata Capital and subsequent sale to JWL, Murari Lal Lohia and Murari Lal Lohia Hindu Undivided Family and Tatravagonka A.S. and release by Tata Capital of certain Equity Shares pledged by Mr. Kailash Chand Gupta with Tata Capital and subsequent transfer of such released shares by Mr. Kailash Chand Gupta in favour of JWL, Tatravagonka A.S. and Jupiter Forgings & Steel Private Limited |                          |                        |                                      |                                    |
| Category   | Mode of voting                | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares   | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
|  |                               | (1)                | (2)                 | (3)=[(2)/(1)]*100   | (4)                      | (5)                    | (6)=[(4)/(2)]*100                    | (7)=[(5)/(2)]*100                  |
| Promoter and Promoter Group  | E-Voting                      | 30320558           | 0                   | 0   | 0                        | 0                      | 0                                    | 0                                  |
|  | Poll                          |                    | 0                   | 0   | 0                        | 0                      | 0                                    | 0                                  |
|  | Postal Ballot (if applicable) |                    | 0                   | 0   | 0                        | 0                      | 0                                    | 0                                  |
|  | Total                         |                    | 30320558            | 0   | 0                        | 0                      | 0                                    | 0                                  |
| Public-Institutions  | E-Voting                      | 8729622            | 6005401             | 68.7934   | 6005401                  | 0                      | 100                                  | 0                                  |
|  | Poll                          |                    | 0                   | 0   | 0                        | 0                      | 0                                    | 0                                  |
|  | Postal Ballot (if applicable) |                    | 0                   | 0   | 0                        | 0                      | 0                                    | 0                                  |
|  | Total                         |                    | 8729622             | 6005401   | 68.7934                  | 6005401                | 0                                    | 100                                |
| Public-Non Institutions  | E-Voting                      | 15892784           | 4253                | 0.0268  | 4250                     | 3                      | 99.9295                              | 0.0705                             |
|  | Poll                          |                    | 907259              | 5.7086  | 907259                   | 0                      | 100                                  | 0                                  |
|  | Postal Ballot (if applicable) |                    | 0                   | 0   | 0                        | 0                      | 0                                    | 0                                  |
|  | Total                         |                    | 15892784            | 911512  | 5.7354                   | 911509                 | 3                                    | 99.9997                            |
| Total  |                               | 54942964           | 6916913             | 12.5893   | 6916910                  | 3                      | 100                                  | 0                                  |
| Whether resolution is Pass or Not.                                       |                               |                    |                     |   |                          |                        | Yes                                  |                                    |
| Disclosure of notes on resolution  |                               |                    |                     |   |                          |                        |                                      |                                    |

| <b>Details of Invalid Votes</b> |              |
|---------------------------------|--------------|
| Category                        | No. of Votes |
| Promoter and Promoter Group     |              |
| Public Insitutions              |              |
| Public - Non Insitutions        |              |

| Resolution(4)  |                               |                    |                     |   |                          |                        |                                      |                                    |
|--|-------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special)                                |                               |                    |                     | Special   |                          |                        |                                      |                                    |
| Whether promoter/promoter group are interested in the agenda/resolution? |                               |                    |                     | No  |                          |                        |                                      |                                    |
| Description of resolution considered                                     |                               |                    |                     | Issue of Axis Bank non-convertible redeemable preference shares upon conversion of outstanding debt |                          |                        |                                      |                                    |
| Category   | Mode of voting                | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares   | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
|  |                               | (1)                | (2)                 | (3)=[(2)/(1)]*100   | (4)                      | (5)                    | (6)=[(4)/(2)]*100                    | (7)=[(5)/(2)]*100                  |
| Promoter and Promoter Group  | E-Voting                      | 30320558           | 0                   | 0   | 0                        | 0                      | 0                                    | 0                                  |
|  | Poll                          |                    | 27049085            | 89.2104   | 27049085                 | 0                      | 100                                  | 0                                  |
|  | Postal Ballot (if applicable) |                    | 0                   | 0   | 0                        | 0                      | 0                                    | 0                                  |
|  | Total                         |                    | 30320558            | 27049085  | 89.2104                  | 27049085               | 0                                    | 100                                |
| Public-Institutions  | E-Voting                      | 8729422            | 6005401             | 68.7949   | 6005401                  | 0                      | 100                                  | 0                                  |
|  | Poll                          |                    | 0                   | 0   | 0                        | 0                      | 0                                    | 0                                  |
|  | Postal Ballot (if applicable) |                    | 0                   | 0   | 0                        | 0                      | 0                                    | 0                                  |
|  | Total                         |                    | 8729422             | 6005401   | 68.7949                  | 6005401                | 0                                    | 100                                |
| Public- Non Institutions   | E-Voting                      | 15892784           | 4253                | 0.0268  | 4253                     | 0                      | 100                                  | 0                                  |
|  | Poll                          |                    | 907259              | 5.7086  | 907259                   | 0                      | 100                                  | 0                                  |
|  | Postal Ballot (if applicable) |                    | 0                   | 0   | 0                        | 0                      | 0                                    | 0                                  |
|  | Total                         |                    | 15892784            | 911512  | 5.7354                   | 911512                 | 0                                    | 100                                |
| Total  |                               | 54942764           | 33965998            | 61.8207   | 33965998                 | 0                      | 100                                  | 0                                  |
| Whether resolution is Pass or Not.                                       |                               |                    |                     |   |                          |                        | Yes                                  |                                    |
| Disclosure of notes on resolution  |                               |                    |                     |   |                          |                        |                                      |                                    |

| <b>Details of Invalid Votes</b> |              |
|---------------------------------|--------------|
| Category                        | No. of Votes |
| Promoter and Promoter Group     |              |
| Public Insitutions              |              |
| Public - Non Insitutions        |              |

| Resolution(5)  |                               |                    |                     |  |                          |                        |                                      |                                    |
|--|-------------------------------|--------------------|---------------------|--|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special)                                |                               |                    |                     | Special  |                          |                        |                                      |                                    |
| Whether promoter/promoter group are interested in the agenda/resolution? |                               |                    |                     | No   |                          |                        |                                      |                                    |
| Description of resolution considered                                     |                               |                    |                     | Issue of Tata Capital non-convertible redeemable preference shares |                          |                        |                                      |                                    |
| Category   | Mode of voting                | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares                            | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
|  |                               | (1)                | (2)                 | (3)=[(2)/(1)]*100  | (4)                      | (5)                    | (6)=[(4)/(2)]*100                    | (7)=[(5)/(2)]*100                  |
| Promoter and Promoter Group  | E-Voting                      | 30320558           | 0                   | 0  | 0                        | 0                      | 0                                    | 0                                  |
|  | Poll                          |                    | 27049085            | 89.2104  | 27049085                 | 0                      | 100                                  | 0                                  |
|  | Postal Ballot (if applicable) |                    | 0                   | 0  | 0                        | 0                      | 0                                    | 0                                  |
|  | Total                         |                    | 30320558            | 27049085   | 89.2104                  | 27049085               | 0                                    | 100                                |
| Public-Institutions  | E-Voting                      | 8729622            | 6005401             | 68.7934  | 6005401                  | 0                      | 100                                  | 0                                  |
|  | Poll                          |                    | 0                   | 0  | 0                        | 0                      | 0                                    | 0                                  |
|  | Postal Ballot (if applicable) |                    | 0                   | 0  | 0                        | 0                      | 0                                    | 0                                  |
|  | Total                         |                    | 8729622             | 6005401  | 68.7934                  | 6005401                | 0                                    | 100                                |
| Public- Non Institutions   | E-Voting                      | 15892784           | 4253                | 0.0268   | 4253                     | 0                      | 100                                  | 0                                  |
|  | Poll                          |                    | 907259              | 5.7086   | 907259                   | 0                      | 100                                  | 0                                  |
|  | Postal Ballot (if applicable) |                    | 0                   | 0  | 0                        | 0                      | 0                                    | 0                                  |
|  | Total                         |                    | 15892784            | 911512   | 5.7354                   | 911512                 | 0                                    | 100                                |
| Total  |                               | 54942964           | 33965998            | 61.8205  | 33965998                 | 0                      | 100                                  | 0                                  |
| Whether resolution is Pass or Not.                                       |                               |                    |                     |  |                          |                        | Yes                                  |                                    |
| Disclosure of notes on resolution  |                               |                    |                     |  |                          |                        |                                      |                                    |

| <b>Details of Invalid Votes</b> |              |
|---------------------------------|--------------|
| Category                        | No. of Votes |
| Promoter and Promoter Group     |              |
| Public Insitutions              |              |
| Public - Non Insitutions        |              |

| Resolution(6)  |                               |                    |                     |  |                          |                        |                                      |                                    |
|--|-------------------------------|--------------------|---------------------|--|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special)                                |                               |                    |                     | Ordinary   |                          |                        |                                      |                                    |
| Whether promoter/promoter group are interested in the agenda/resolution? |                               |                    |                     | No   |                          |                        |                                      |                                    |
| Description of resolution considered                                     |                               |                    |                     | Right of the Investors to Appoint Nominee Directors on the Board |                          |                        |                                      |                                    |
| Category   | Mode of voting                | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares                          | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
|  |                               | (1)                | (2)                 | (3)=[(2)/(1)]*100  | (4)                      | (5)                    | (6)=[(4)/(2)]*100                    | (7)=[(5)/(2)]*100                  |
| Promoter and Promoter Group  | E-Voting                      | 30320558           | 0                   | 0  | 0                        | 0                      | 0                                    | 0                                  |
|  | Poll                          |                    | 27049085            | 89.2104  | 27049085                 | 0                      | 100                                  | 0                                  |
|  | Postal Ballot (if applicable) |                    | 0                   | 0  | 0                        | 0                      | 0                                    | 0                                  |
|  | Total                         |                    | 30320558            | 27049085   | 89.2104                  | 27049085               | 0                                    | 100                                |
| Public-Institutions  | E-Voting                      | 8729622            | 6005401             | 68.7934  | 6005401                  | 0                      | 100                                  | 0                                  |
|  | Poll                          |                    | 0                   | 0  | 0                        | 0                      | 0                                    | 0                                  |
|  | Postal Ballot (if applicable) |                    | 0                   | 0  | 0                        | 0                      | 0                                    | 0                                  |
|  | Total                         |                    | 8729622             | 6005401  | 68.7934                  | 6005401                | 0                                    | 100                                |
| Public- Non Institutions   | E-Voting                      | 15892784           | 4253                | 0.0268   | 4253                     | 0                      | 100                                  | 0                                  |
|  | Poll                          |                    | 907259              | 5.7086   | 907259                   | 0                      | 100                                  | 0                                  |
|  | Postal Ballot (if applicable) |                    | 0                   | 0  | 0                        | 0                      | 0                                    | 0                                  |
|  | Total                         |                    | 15892784            | 911512   | 5.7354                   | 911512                 | 0                                    | 100                                |
| Total  |                               | 54942964           | 33965998            | 61.8205  | 33965998                 | 0                      | 100                                  | 0                                  |
| Whether resolution is Pass or Not.                                       |                               |                    |                     |  |                          |                        | Yes                                  |                                    |
| Disclosure of notes on resolution  |                               |                    |                     |  |                          |                        |                                      |                                    |

| <b>Details of Invalid Votes</b> |              |
|---------------------------------|--------------|
| Category                        | No. of Votes |
| Promoter and Promoter Group     |              |
| Public Insitutions              |              |
| Public - Non Insitutions        |              |





**CONSOLIDATED SCRUTINIZER'S REPORT FOR E-VOTING AND POLL**

To,

The Chairman of the Extraordinary General Meeting of the Shareholders of **Commercial Engineers & Body Builders Co Limited** held on Monday, the 7<sup>th</sup> January, 2019 at 3.00 P.M. at Hotel Samdareeya, Dr. Barat Road, Russel Chowk, Jabalpur- 482002 (Madhya Pradesh).

Dear Sir,

I, S. K. Gupta, Company Secretary in practice, have been appointed as a Scrutinizer by the Board of Directors of **Commercial Engineers & Body Builders Co Limited** (the 'Company') for the purpose of Scrutinizing the remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 (the 'Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ('Rules') and on poll under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014, in respect of the resolutions contained in the Notice of the Extraordinary General Meeting ('EGM') of the Members of the Company held on Monday, the 7<sup>th</sup> January, 2019 at 3.00 P.M. at Hotel Samdareeya, Dr. Barat Road, Russel Chowk, Jabalpur- 482002 (Madhya Pradesh).

2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules relating to remote e-voting and poll on the resolutions contained in the Notice of the Extraordinary General Meeting of the Members of the Company. My responsibility as Scrutinizer for the remote e-voting process and for poll at the EGM is restricted to make a Scrutinizer's

Report of the votes cast "in favour" or "against" the resolutions contained in the notice of the Extraordinary General Meeting, based on the reports generated from the e-voting system provided by Karvy Fintech Private Limited ("Karvy"), the Authorized Agency engaged by the Company to provide remote e-voting facility and physical ballot process conducted by the Company at the time of poll at the EGM.

3. In respect of remote e-voting process conducted under my supervision, I hereby report as under:-
- (i) In accordance with Rule 20 (4) (v) of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, the public notice by way of advertisement was published in Financial Express (English) on 15<sup>th</sup> December, 2018 and in Rashtriya Sahara (Hindi) on 16<sup>th</sup> December, 2018 and the remote e-voting facility remained opened from Friday, the 4<sup>th</sup> January, 2019 (10.00 A.M.) to Sunday, the 6<sup>th</sup> January, 2019 (5.00 P.M.).
  - (ii) The Members of the Company as on the "cut off" date i.e. 31<sup>st</sup> December, 2018 were entitled to vote on the resolutions (Item Nos. 1 to 6) as set out in the Notice of the Extraordinary General Meeting of the Company.
  - (iii) The remote e-voting process was blocked at 5.00 P.M. on Sunday, the 6<sup>th</sup> January, 2019.
  - (iv) The votes cast through remote e-voting process were unblocked on 7<sup>th</sup> January, 2019 after the conclusion of the Extraordinary General Meeting in the

presence of two witnesses, Ms. Divya Saxena and Mr. Ashwani Kesharwani, who were not in the employment of the Company and who witnessed the unblocking of votes.

(v) Thereafter, the reports containing inter-alia, list of Equity Shareholders who voted "for, or "against" each resolution that was put to vote were generated from e-voting website of Karvy Fintech Private Limited ("Karvy") [<https://www.evoting.karvy.com>].

4. At the Extraordinary General Meeting held on Monday, the 7<sup>th</sup> January, 2019, the Chairman of the Extraordinary General Meeting ('EGM') provided polling papers to enable those Shareholders who did not cast their votes by the remote e-voting facility in respect of resolutions (Item Nos. 1 to 6 as set out in the Notice of the Extraordinary General Meeting of the Company), to cast their vote at the said EGM. I as Scrutinizer conducted the poll procedure at the said EGM.

5. In respect of the poll process conducted under my supervision, I hereby report that:-

- (i) The poll box containing the poll papers was opened after the conclusion of the EGM in the presence of Ms. Divya Saxena and Mr. Ashwani Kesharwani, who were not employees of the Company.
- (ii) The votes were counted and the result of the poll was prepared in the presence of the aforesaid persons.

6. I have recorded details of all the votes casted by the Shareholders through remote e-voting and by poll and have also checked and verified the same. I have also carried out full count of the votes.
7. I hereby report the consolidated results of the votes cast by the Shareholders through remote e-voting and by poll as under:-

**ITEM NO. 1**

**Ordinary Resolution for increase in the Authorised Share Capital of the Company.**

| Particulars of Voting | Number of |      |       | Number of votes cast |          |          | Percentage |
|-----------------------|-----------|------|-------|----------------------|----------|----------|------------|
|                       | E-Votes   | Poll | Total | E-Votes              | Poll     | Total    |            |
| In favour             | 4         | 49   | 53    | 6009654              | 27956344 | 33965998 | 100.00     |
| Against               | --        | --   | --    | --                   | --       | --       | --         |
| Total                 | 4         | 49   | 53    | 6009654              | 27956344 | 33965998 | 100.00     |

**Result:** The Ordinary Resolution in respect of Item No. 1 of the Notice of the Extraordinary General Meeting has been passed unanimously.

**ITEM NO. 2**

**Special Resolution for issue of JWL Equity Shares by way of a preferential issue.**

| Particulars of Voting | Number of | Number of votes cast | Percentage |
|-----------------------|-----------|----------------------|------------|
|-----------------------|-----------|----------------------|------------|

|           | E-Votes | Poll | Total | E-Votes | Poll     | Total    |        |
|-----------|---------|------|-------|---------|----------|----------|--------|
| In favour | 4       | 49   | 53    | 6009654 | 27956344 | 33965998 | 100.00 |
| Against   | --      | --   | --    | --      | --       | --       | --     |
| Total     | 4       | 49   | 53    | 6009654 | 27956344 | 33965998 | 100.00 |

**Result:** The Special Resolution in respect of Item No. 2 of the Notice of the Extraordinary General Meeting has been passed unanimously.

**ITEM NO. 3**

**Special Resolution for invocation of Pledged Shares by Axis Bank and Tata Capital and subsequent sale to JWL, Murari Lal Lohia and Murari Lal Lohia Hindu Undivided Family and Tatravaqonka A.S. and release by Tata Capital of certain Equity Shares pledged by Mr. Kailash Chand Gupta and Tata Capital and subsequent transfer of such released shares by Mr. Kailash Chand Gupta in favour of JWL, Tatravaqonka A.S. and Jupiter Forgings & Steel Private Limited**

| Particulars of Voting | Number of |      |       | Number of votes cast |        |         | Percentage |
|-----------------------|-----------|------|-------|----------------------|--------|---------|------------|
|                       | E-Votes   | Poll | Total | E-Votes              | Poll   | Total   |            |
| In favour             | 3         | 47   | 50    | 60,09,651            | 907259 | 6916910 | 99.9999    |
| Against               | 1         | --   | 1     | 3                    | --     | 3       | 0.00004    |
| Total                 | 4         | 47   | 51    | 60,09,654            | 907259 | 6916913 | 100.0000   |

**Result:** The Special Resolution in respect of Item No. 3 of the Notice of the Extraordinary General Meeting has been passed with requisite majority.

**ITEM NO. 4**

**Special Resolution for Issue of Axis Bank Non-Convertible Redeemable Preference Shares upon conversion of outstanding debt**

| Particulars of Voting | Number of |           |           | Number of votes cast |                 |                 | Percentage    |
|-----------------------|-----------|-----------|-----------|----------------------|-----------------|-----------------|---------------|
|                       | E-Votes   | Poll      | Total     | E-Votes              | Poll            | Total           |               |
| In favour             | 4         | 49        | 53        | 6009654              | 27956344        | 33965998        | 100.00        |
| Against               | --        | --        | --        | --                   | --              | --              | --            |
| <b>Total</b>          | <b>4</b>  | <b>49</b> | <b>53</b> | <b>6009654</b>       | <b>27956344</b> | <b>33965998</b> | <b>100.00</b> |

**Result:** The Special Resolution in respect of Item No. 4 of the Notice of the Extraordinary General Meeting has been passed unanimously.

**ITEM NO. 5**

**Special Resolution for Issue of Tata Capital Non-Convertible Redeemable Preference Shares**

| Particulars of Voting | Number of |           |           | Number of votes cast |                 |                 | Percentage    |
|-----------------------|-----------|-----------|-----------|----------------------|-----------------|-----------------|---------------|
|                       | E-Votes   | Poll      | Total     | E-Votes              | Poll            | Total           |               |
| In favour             | 4         | 49        | 53        | 6009654              | 27956344        | 33965998        | 100.00        |
| Against               | --        | --        | --        | --                   | --              | --              | --            |
| <b>Total</b>          | <b>4</b>  | <b>49</b> | <b>53</b> | <b>6009654</b>       | <b>27956344</b> | <b>33965998</b> | <b>100.00</b> |

**Result:** The Special Resolution in respect of Item No. 5 of the Notice of the Extraordinary Meeting has been passed unanimously .

**ITEM NO. 6**

**Ordinary Resolution to provide right of the Investors to appoint Nominee Directors on the Board**

| Particulars of Voting | Number of |      |       | Number of votes cast |          |          | Percentage |
|-----------------------|-----------|------|-------|----------------------|----------|----------|------------|
|                       | E-Votes   | Poll | Total | E-Votes              | Poll     | Total    |            |
| In favour             | 4         | 49   | 53    | 6009654              | 27956344 | 33965998 | 100.00     |

|         |    |    |    |         |          |          |        |
|---------|----|----|----|---------|----------|----------|--------|
| Against | -- | -- | -- | --      | --       | --       | --     |
| Total   | 4  | 49 | 53 | 6009654 | 27956344 | 33965998 | 100.00 |

**Result:** The Ordinary Resolution in respect of Item No. 6 of the Notice of the Extraordinary Meeting has been passed unanimously.

8. I further report that there were no invalid Ballot papers.
9. The above results may accordingly be declared by the Chairman of the Company / person duly authorized by Chairman in writing. The Company is also hereby instructed to put up the results on its Website and also that of "Karvy" and inform the Stock Exchanges accordingly.
10. All the relevant records of e-voting and poll papers will remain in my safe custody until the Chairman considers, approves and signs the Minutes of the Extraordinary General Meeting and the same shall be handed over thereafter to the Chairman / Company Secretary for safe keeping.

  
(S.K.GUPTA)  
Practising Company Secretary

(ABHISHEK JAISWAL)  
Chairman of the Meeting

F.C.S -2589  
C.P – 1920

Place: Jabalpur  
Date: 8<sup>th</sup> January, 2019