

Commercial Engineers & Body Builders Co Limited



CIN-L28100MP1979PLC049375

Regd. Office : 48, Vandana Vihaar, Narmada Road, Gorakhpur, Jabalpur (M.P.) INDIA
Email Id – cs@cebbco.com, Website – www.cebbco.com, Tel – 07612661336

30.06.2021

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. 022-26598237/38,
66418124/25/26

The Secretary,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001
Fax No. 022-2272 3121/2272 2037

Sub: Annual Secretarial Compliance Report pursuant to SEBI Circular No. CIR/CFD/CMDI/27/2019 dated February 8, 2019

Dear Sir/Mam,

Please find enclosed herewith the Annual Secretarial Compliance Report for the financial year ended 31st March, 2021, issued by M/s. Deepak Khaitan & Co. LLP., Practicing Company Secretaries, Kolkata (W.B.) U/Reg 24A of SEBI (Listing Obligations & Disclosure Requirements). Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMDI/27/2019 dated February 8, 2019

This is for your kind information and record. Kindly acknowledge the receipt of the same and oblige.

Yours faithfully,

For Commercial Engineers & Body Builders Co Limited

Deepesh Kedia
Company Secretary

Encl: As above

Factory (Unit I) : 21,22,33,34, Industrial Area Richhai, Jabalpur - 482010 M.P.,
Factory (Unit II) : NH12-A, Village Udaipura, Teh. Niwas, Distt. Mandla - 481661 M.P.,
Factory (Unit III) : Plot No. 690 to 693 & 751 to 756, Sector III, Industrial Area, Pithampur, Distt. Dhar,
Factory (Unit IV) : Industrial Area Richhai, Jabalpur - 482010 M.P.
Factory (Unit V) : Plot No. 742, Asangi Phase Area, Saraikela, Jharkhand - 932109
Factory (Unit VI) : Village Imlai, Near Deori Railway Station, P.O. Panagar, Jabalpur - 483220

Deepak Khaitan & Co. LLP

LLP Identification No. AAU-7316

+91 90070 55560/ 98748 47954/ 033-4004 8935 @:khaitan52@gmail.com/officedkk@gmail.com

GEM House, 5B Russell Street, Unit 7B, 7th Floor, Kolkata – 700 071

SECRETARIAL COMPLIANCE REPORT

OF COMMERCIAL ENGINEERS & BODY BUILDERS CO LIMITED FOR THE YEAR ENDED 31ST MARCH, 2021

I have examined:

- (a) all the documents and records made available to us and explanation provided by Commercial Engineers & Body Builders Co Limited having CIN L28100MP1979PLC049375 ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2021 ("Review Period") in respect of compliance with the provisions of :-

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

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The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**Not Applicable to Company during the Review Period**);
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (**Not Applicable to Company during the Review Period**);
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (**Not Applicable to Company during the Review Period**);
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (**Not Applicable to Company during the Review Period**);
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 (**Not Applicable to the Company during the Review Period**);

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(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(i) Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018;

and circulars/ guidelines issued thereunder including Para 6(A) and 6(B) of SEBI Circular No. CIR/CFD/CMD1/114/2019 dated 18th October, 2019;

and based on the above examination and online verification of the listed entity's books, papers, minute books, forms and returns filed and other records maintained by the listed entity to the extent possible due to COVID-19 and subsequent lockdown situation and also the information, provided by the listed entity, its officers, agents and authorized representatives, I hereby report that in my opinion, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

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Sr. No.	Compliance Requirement (Regulations/ Circulars/ guidelines including specific clause)	Deviations	Observations/Remarks of the Practising Company Secretary
1.	As per Regulation 17(1)(c) of Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 the board of directors of top 2000 listed entities, shall comprise of not less than 6(six) directors, with effect from 1 st April, 2020.	The board of directors of the Company comprised of less than 6(six) directors from 1 st April, 2020 to 18 th May, 2020 (during first quarter ended 30 th June, 2020).	The board of directors of the Company comprised of 5(five) directors from 1 st April, 2020 to 18 th May, 2020. However, Mr.Ganesan Raghuram was appointed as Independent Director of the Company w.e.f. 19 th May, 2020 and thereafter the board of directors of the Company comprised of 6(six) directors. Subsequently the Company also deposited fine with National Stock Exchange Limited ("NSE") and BSE Limited ("BSE") as per details mentioned in this Report in paragraph no. (c) herein below.

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- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.
- (c) The following are the details of actions taken against the listed entity/ it's promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of Violation	Details of action taken e.g. fines, warning letter, debarment, etc.	Observations/Remarks of the Practising Company Secretary, if any
1.	National Stock Exchange Limited	As per Regulation 17(1)(c) of Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 the Board of Directors of top 2000 listed entities, shall comprise of not less than 6(six) directors, with effect from 1 st April, 2020. The board of directors of the Company comprised of less than	Fine of Rs.2,83,200/- inclusive of GST @18%, was levied on the Company by NSE.	The board of directors of the Company comprised of 5(five) directors from 1 st April, 2020 to 18 th May, 2020. However, Mr.Ganesan Raghuram was appointed as Independent Director of the Company w.e.f. 19 th May, 2020 and thereafter the board of directors of the Company comprised of 6(six) directors. Subsequently the Company also

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		6(six) directors from 1 st April, 2020 to 18 th May, 2020 (during first quarter ended 30 th June, 2020).		deposited the fine with NSE as directed.
2.	BSE Limited	As per Regulation 17(1)(c) of Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 the Board of Directors of top 2000 listed entities, shall comprise of not less than 6(six) directors, with effect from 1 st April, 2020. The board of directors of the Company comprised of less than 6(six) directors from 1 st April, 2020 to 18 th May, 2020 (during first quarter ended 30 th June, 2020).	Fine of Rs.2,83,200/- inclusive of GST @18%, was levied on the Company by BSE.	The board of directors of the Company comprised of 5(five) directors from 1 st April, 2020 to 18 th May, 2020. However, Mr.Ganesan Raghuram was appointed as Independent Director of the Company w.e.f. 19 th May, 2020 and thereafter the board of directors of the Company comprised of 6(six) directors. Subsequently the Company also deposited the fine with BSE as directed.

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(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practising Company Secretary in the previous reports.	Observations made in the secretarial compliance report for the year ended 31 st March, 2020	Actions taken by the listed entity, if any	Comments of the Practising Company on the actions taken by the listed entity
NOT APPLICABLE				

Place: Kolkata
Date: 30th June, 2021

Signature:

**SHRUTI
SINGHANIA**

Digitally signed by
SHRUTI SINGHANIA
Date: 2021.06.30
22:53:35 +05'30'

CS Shruti Singhania.
Practising Company Secretary
ICSI Unique Code No.:I2017WB1592300
(A.C.S. No.: 49632 /C.P. No.: 18028)
UDIN No: A049632C000558635
Designated Partner- Deepak Khaitan & Co. LLP
ICSI Unique Code No.:L2020WB008100