

# Commercial Engineers & Body Builders Co Limited



CIN-L28100MP1979PLC049375

Regd. Office : 48, Vandana Vihaar, Narmada Road, Gorakhpur, Jabalpur (M.P.)  
Email Id – [cs@cebbco.com](mailto:cs@cebbco.com), Website – [www.cebbco.com](http://www.cebbco.com) Tel – 0761-2661336

Date - 26 June 2021

To,  
The Secretary,  
BSE Limited,  
4<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, 66418124/4/26**

**Sub:** Outcome of the meeting of the unsecured creditors 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 (“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 unsecured creditors of CEBBCO held on Friday, 25 June 2021, at 01.00 P.M. through video conferencing and other audio-visual means from the registered office of the Transferee Company (“NCLT Convened Meeting”), in accordance with the 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 unsecured creditors of CEBBCO with respect to the Scheme of Amalgamation.

In view of the above and pursuant to Regulations 30 and 44 of SEBI (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”;

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

We further inform that the resolution to approve the Scheme of Amalgamation was passed unanimously by the unsecured creditors of CEBBCO.

The above are also being posted on the website of CEBBCO ([www.cebbco.com](http://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 Unsecured Creditors as on record date	558									
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:	0									
Public:	11									
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	0	0	0.0000	0	0	0.0000	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		0	0.0000	0	0	0.0000	0.0000	0	0
Public- Institutions	E-Voting	0	0	0.0000	0	0	0.0000	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		0	0	0	0	0.0000	0.0000	0	0
Public- Non Institutions	E-Voting	66,82,45,233	15,16,06,437	22.6872	15,16,06,437	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		15,16,06,437	22.6872	15,16,06,437	0	100.0000	0.0000	0	0
Total		66,82,45,233	15,16,06,437	22.6872	15,16,06,437	0	100.0000	0.0000	0	0

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

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**BEFORE HON'BLE NATIONAL COMPANY LAW TRIBUNAL  
Annexure-I  
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 Unsecured Creditors 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  
Unsecured Creditors 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 16<sup>th</sup> April, 2021 in C.A (CAA)/8 (MP) 2021, for the purpose of scrutinizing

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

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remote e-voting and e-voting at the meeting (hereinafter collectively referred to as the 'electronic voting') at the meeting of Unsecured Creditors of Commercial Engineers & Body Builders Co Limited (hereinafter referred to as "the Company") held through video conferencing/other audio visual means on Friday, 25<sup>th</sup> June, 2021 at 1:00 p.m. (hereinafter referred to as the "meeting"). The meeting was called for seeking the approval of the Unsecured Creditors 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 15<sup>th</sup> 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 its 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 Unsecured Creditors 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 Unsecured Creditors. As explained to me, the Unsecured Creditors were allowed to participate in the meeting but their presence was not visible on the screen due to system restrictions.

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

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4. The Company had in total 558 (five hundred and fifty eight) Unsecured Creditors for the purpose of the meeting. The Company completed the dispatch of the Notice of the meeting by courier to all the Unsecured Creditors on Friday, 21<sup>st</sup> May 2021 and had published necessary advertisements.
5. The Cut-off date for the purpose of deciding the Unsecured Creditors entitled to vote through electronic voting was Thursday, 31<sup>st</sup> December, 2020.
6. The remote e-voting period had commenced at 9:00 A.M. on Tuesday, 22<sup>nd</sup> June 2021 and was closed/ blocked at 5:00 P.M. on Thursday, 24<sup>th</sup> June 2021.
7. At the meeting, the facility of e-voting was provided to those Unsecured Creditors 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 25<sup>th</sup> 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**

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**(a) Votes in favour of the Resolution:**

Manner of Voting	Number of Unsecured Creditors voted	Value of votes cast by Unsecured Creditors (Rs.)
Remote e-voting	53	151606437
e-voting at the meeting	0	0
Total	0	0
% of total value of valid votes cast		100%
% of total number of Unsecured Creditors voted		100%

**(b) Votes against the Resolution:**

Manner of Voting	Number of Unsecured Creditors voted	Value of votes cast by Unsecured Creditors (Rs.)
Remote e-voting	0	0
e-voting at the meeting	0	0
Total	0	0
% of total value of valid votes cast		0
% of total number of Unsecured Creditors voted		0

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

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(c) Invalid Votes:

Manner of Voting	Number of Unsecured Creditors voted	Value of votes cast by Unsecured Creditors (Rs.)
Remote e-voting	0	0
e-voting at the meeting	0	0
Total	0	0
% of total value of valid votes cast		0
% of total number of Unsecured Creditors voted		0

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 Creditors 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**

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**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 Unsecured Creditors, if the submissions made in this Report are considered fit and proper.

Thanking You,  
Yours Faithfully,

**SONAM**  
**AGARWAL**  
**Scrutinizer**

Digitally signed by SONAM AGARWAL  
DN: cn=, o=KFin Signat,  
2.5.4.20=4037e7e790388a56c10b0a67bdf8b67  
8099a6a0ad6e4e4c72a48f45  
postalCode=700027, street=SATYA RESIDENCY, 3/0,  
14 CHETLA ROAD,  
serialNumber=84ba3c074c43917020a4d5c09a4990  
c0959020a098119b20a02731a, cn=Personal,  
o=SONAM AGARWAL,  
pkcs8PrivateKey=4a4c50329a312440a4641971b  
Date: 2021.06.26 18:11:42 +05'30'

**Name: SONAM AGARWAL**  
**Practicing Company Secretary**  
**Membership No.: A46428 / CP No. 16978**  
**UDIN: A046428C000521474**  
Place: Kolkata  
Date: 26.06.2021