



Commercial Engineers & Body Builders Co. Ltd.

## **Commercial Engineers & Body Builders Co. Limited**

Regd. Office: 84/105-A, G T Road, Kanpur- 208003 (U.P.)

CIN: L24231UP1979PLC004837,

Telephone No. 0512-2520291,

Email ID - cs@cebbco.com, Website -www.cebbco.com

### **NOTICE**

Notice is hereby given that the Thirty Seventh Annual General Meeting of the Members of Commercial Engineers & Body Builders Co Limited will be held on Wednesday, 27th September, 2017 at 3.00 PM. at Auditorium of U P Stock and Capital Limited, Padam Towers, 14/113, Civil Lines, Kanpur - 208 001 (U.P.) to transact the following businesses:

#### **ORDINARY BUSINESS**

1. To consider and adopt the Audited Financial Statements of the Company for the Financial year ended 31st March, 2017 and the Reports of the Board of Directors and Auditors thereon.
2. To consider the appointment of M/s. BSR & Co. LLP, Chartered Accountants, (Firm Registration No. 101248 W/W - 100022) as the Statutory Auditors of the Company in place of the retiring Auditors, M/s. Deloitte Haskins and Sells, LLP, Chartered Accountants, (firm registration number-117366W/W-100018), and if thought fit, to pass with or without modification(s), the following as Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s BSR & Co. LLP, Chartered Accountants, (Firm Registration No. 101248 W/W - 100022), Mumbai, be and are hereby appointed as the Statutory Auditor of the Company to hold office for a term of five consecutive financial years, from the conclusion of this Annual General Meeting till the conclusion of the Forty Second Annual General Meeting, subject to ratification of their appointment by the members at every Annual General Meeting held after this Annual General Meeting, on such remuneration plus taxes as applicable, as may be mutually agreed upon by the Board of Directors and the Auditors."

By Order of the Board

**FOR COMMERCIAL ENGINEERS & BODY BUILDERS CO LIMITED**

Registered Office:

84/105A, G T Road,

KANPUR (UP)

Date:22nd August 2017

**(Amit K Jain)**

Company Secretary

Membership No. -A39779

**NOTES:**

1. A Member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a Member of the Company. The instrument appointing the Proxy should, however, be deposited at the Registered office of the Company not less than forty-eight hours before the commencement of the Meeting.

A Person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No. 15 and Annexure-A. The Company will also send communication relating to remote e-voting which inter alia would contain details about e-voting event no., User ID and password along with a copy of this Notice to the Members, separately.
3. The Notice of AGM is being sent to those members/beneficial owners whose name will appear in the registers of member/list of beneficiaries received from the depositories as on 31st Day of August 2017.
4. Full version of Annual Reports will also be available under the section 'For Investors' on the website of the company [www.cebbco.com](http://www.cebbco.com).
5. Corporate Members intending to send their Authorized Representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
6. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Sundays, during the business hours up to the date of the Meeting.
9. The Company has notified closure of Register of Members and Share Transfer Books from 18/09/2017 to 28/09/2017 (both days inclusive).

10. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company or its Registrar and Transfer Agents, Karvy Computer share Private Limited ("Karvy").
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in Securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Karvy.
12. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the Share Certificates to Karvy, for consolidation into a single folio.
13. Non-Resident Indian Members are requested to inform Karvy, immediately of:
  - (a) Change in their residential status on return to India for permanent settlement.
  - (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
14. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.
15. Information and other instructions relating to e-voting are as under:
  - (i) Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its Members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The Members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').
  - (ii) The poll shall be conducted at the meeting and members attending the Meeting who have not cast their vote by remote e-voting shall be eligible to vote at the Meeting.
  - (iii) The Members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.

- (iv) The Company has engaged the Services of Karvy Computer share Private Limited ("Karvy") as the Agency to provide e-voting facility.
- (v) Voting rights shall be reckoned on the Paid-up value of Shares registered in the name of the Member / Beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. 17th September, 2017.
- (vi) A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date, i.e. 17 September, 2017 only shall be entitled to avail the facility of remote e-voting.

## ANNEXURE "A" TO THE NOTICE

### Instructions for voting

The instructions for e-voting are as under:

- A. In case a Member receiving an email of the AGM Notice from Karvy for Members whose email IDs are registered with the Company/ Depository Participant(s):
- i) Launch internet browser by typing the URL: <https://evoting.karvy.com>.
  - ii) Enter the login credentials (i.e., User ID and password mentioned below). Event No. followed by Folio No. / DP ID-Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
  - iii) After entering these details appropriately, Click on "LOGIN".
  - iv) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email address, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
  - v) You need to login again with new credentials.
  - vi) On successful login, the system will prompt you to select the "EVENT" i.e. Commercial Engineers & Body Builders Co Ltd.
  - vii) On the voting page enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/ AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/ AGAINST" taken together should not exceed your total shareholding as mentioned therein. You may also choose the option ABSTAIN. If the shareholders do not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
  - viii) Shareholders holding multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
  - ix) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any special item it will be treated as abstained.
  - x) You may then cast your vote by selecting an appropriate option and click on "Submit".

- x i) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify you vote. During the voting period, members can login any number of times till they have voted on the Resolution(s).
  - x ii) Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e mail ID: sk\_gupta1@rediffmail.com with a copy marked toevoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name\_ EVENTNO."
  - x iii) In case a person has become the Member of the Company after dispatch of AGM Notice but on or before the cut-off date i.e. 17th September, 2017, may write to Karvy on the email Id: evoting@karvy.com or to Ms Shobha Anand, Contact No. 040-67162222, at [Unit: Commercial Engineers & Body Builders Co Limited] Karvy Computer share Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, requesting for the User ID and Password. After receipt of the above credentials, please follow all the steps from Sr. No.(i) to (xii) as mentioned in (A) above, to cast the vote.
- B. In case a member receives physical copy of the Notice by Post[for members whose e-mail addresses are not registered with the Company / Depository Participant(s)]:
- i) User ID and initial password - These will be sent separately.
  - ii) Please follow all steps from Sr. No. (i) to (xii) as mentioned in (A) above, to cast your vote.
- C. The e-voting period commences on Sunday, 24th September, 2017 at 10.00 A.M and ends on Tuesday, 26th September at 05.00 P.M. During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date being Sunday, 17th September, 2017, may cast their vote by electronic means in the manner and process set out herein above. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Further, the Members who have casted their vote electronically shall not vote by way of poll, if held at the Meeting.
- D. In case of any query pertaining to e-voting, please visit Help & FAQ's section available at Karvy's website <https://evoting.karvy.com>. (Karvy's Website).
- E. The voting rights of the Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date being Sunday, 17 September, 2017.

- F. The Company has appointed Shri S.K. Gupta (FCS-2589) and Ms. Divya Saxena (FCS-5639), Practicing Company Secretaries and Partners, M/s. S.K. Gupta & Co., Kanpur as Scrutinizer and alternate Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- G. The Scrutinizer shall immediately after the conclusion of the voting at AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make not later 3 days of conclusion of the meeting, a consolidated Scrutinizers Report of the total votes cast in the favour or against, if any, to the Chairman of the Company.
- H. The Results on resolutions shall be declared on or after the Annual General Meeting of the Company and the resolution(s) will be deemed to be passed on the Annual General Meeting date subject to receipt of the requisite number of votes in favour of the Resolution(s).
- I. The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company ([www.cebbco.com](http://www.cebbco.com)) and Service Provider's website (<https://evoting.karvy.com>) and communication of the same to the BSE Limited and the National Stock Exchange of India Limited.

By Order of the Board

**FOR COMMERCIAL ENGINEERS & BODY BUILDERS CO LIMITED**

Registered Office:  
84/105A, G T Road,  
KANPUR (UP)

Date: 22nd Aug. 2017

**(Amit K Jain)**  
Company Secretary  
Membership No. -A39779



Notes forming part of the financial statements

## Commercial Engineers & Body Builders Co Ltd

Registered Office: 84/105 A, GT Road, Kanpur-208 003

### ATTENDANCE SLIP

Joint shareholders may obtain additional Attendance Slip on request at the venue of the meeting.

D.P. Id. \*

Master Folio No.

Client Id. \*

Name and address of the shareholder:

No. of Share(s) held: I/We hereby record my/our presence at the 37th ANNUAL GENERAL MEETING of the company on 27th September, 2017 at 3:00 P. M. at Stock Exchange Auditorium, U P Stock Exchange Building, Padam Towers, Civil Lines, Kanpur-208003, (U.P.)

Signature of the shareholder or proxy .....

\*Applicable for investors holding shares in electronic form.





Commercial Engineers & Body Builders Co. Ltd.



**Form No. MGT-11**

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

**CIN: L24231UP1979PLC004837**

Name of the company : Commercial Engineers & Body Builders Co Ltd

Registered office : 84/105 A, GT Road, Kanpur-208 003

Name of the member (s) : .....

Registered address : .....

E-mail Id : .....

Folio No/ Client Id : .....

DP ID : .....

I/We, being the member (s) of ..... shares of the above named company, hereby appoint

1. Name : .....

Address : .....

E-mail Id : .....

Signature : .....

or failing him

1. Name : .....

Address : .....

E-mail Id : .....

Signature : .....

or failing him

1. Name : .....

Address : .....

E-mail Id : .....

Signature : .....

or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 37th Annual General Meeting of the company, to be held on the 27th September, 2017 at 3.00 P. M. at Auditorium of U.P. Stock and Capital Limited, Padam Towers, Civil Lines, Kanpur-208 003, (U.P.) and at any adjournment thereof in respect of such resolutions as are indicated below:



S. No.	Resolution	For	Against
<b>Ordinary Business</b>			
1	To consider and adopt the audited Financial Statements of the Company for the Financial year ended 31 <sup>st</sup> March, 2017 and the Reports of the Board of Directors and Auditors thereon.		
2	To appoint New Auditors in place of Old Retiring Auditor and to fix their remuneration		

Signed this..... day of..... 2017

Affix Re. 1/- Stamp

Signature of shareholders

Signature of Proxy holder(s)

REVENUE  
STAMP

**Note:** This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.