

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 Sixth Annual General Meeting of the Members of Commercial Engineers & Body Builders Co Limited will be held on Saturday, 24th September, 2016 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, 2016 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Kailash Gupta (DIN: 00004951) who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of Auditors and to fix their remuneration and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (Registration No. 117366W / W - 100018) who were appointed as Auditors of the Company at the 34th Annual General Meeting of the Company held on 29th September 2014 to hold office from the conclusion of that Meeting until the conclusion of the 37th Annual General Meeting of the Company to be held in the year 2017, be and is hereby ratified at such remuneration plus service tax and out of pocket expenses and other terms and conditions as may be mutually agreed between the Board of Directors of the Company 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: 10th August, 2016

(ANURAG MISRA)Company Secretary
Membership No. F8336
PAN: ALRPM6381N

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 12th August, 2016.
4. Full version of Annual Reports will also be available under the section 'For Investors' on the website of the company 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 Wednesday, 21st September, 2016 to Saturday, 24th September, 2016 (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 Computershare 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 Obligation & 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, 2016.
 - (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. 17th September, 2016 only shall be entitled to avail the facility of remote e-voting.
16. Particulars of Directors seeking appointment/re-appointment at the Annual General Meeting are as under:

Name	Kailash Gupta
Directors Identification Number(DIN)	00004951
Age	70 years
Qualification	M. Sc. (Physics) Doctorate Degree for disserta tion "A probe into the Environmental Change with the Social Economic Development due to automobiles"
Expertise in Specific Area	Marketing
Date of first Appointment on the Board of the Company	28/09/1979
Shareholding in the Company	23609495 Equity Shares and 2000000 Unlisted Non Convertible Cumulative Redeemable Preference Shares jointly with Mrs. Rekha Gupta(wife of Mr. Kailash Gupta)
List of Directorship held in other Companies	<ol style="list-style-type: none"> 1. Shivam Motors Private Limited 2. Commercial Automobiles Private Limited 3. Kailash Motors Finance Private Limited 4. Kailash Infratech Private Limited 5. Kailash Rolfo India Private Limited 6. Anubha Engineering Limited 7. Commercial Automobiles Jabalpur Private Limited 8. Shubham Multi Services Private Limited 9. Kailash Moser Industries Pvt. Ltd.

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 does 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".

- xii) 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 to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_ EVENT NO."
 - xiii) 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, 2016, 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 Computershare 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 Wednesday, 21st September, 2016 at 10.00 A.M and ends on Friday 23rd 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 Saturday, 17th September, 2016, may cast their vote by electronic means in the manner and process set out hereinabove. 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 Saturday, 17th September, 2016.
- F. The Company has appointed 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) 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, GT Road,
KANPUR (UP)

Date: 10th August 2016

(ANURAG MISRA)
Company Secretary
Membership No. F8336
PAN: ALRPM6381N