



Commercial Engineers & Body Builders Co. Limited



Regd. Office : 84/105-A, G.T. Road, Kanpur Mahanagar, Kanpur - 208003 (U.P.) INDIA
Head Office : 124, Napier Town, Jabalpur - 482 001 (M.P.) INDIA, Ph. : 2451941-43 Fax : 0761 - 2407009

Thursday, July 14, 2016

To,

The Secretary,
Bombay Stock Exchange Limited,
25th Floor, P J Towers,
Dalal Street,
MUMBAI – 400 001
Fax No.022 2272 2061/022 2272 2041

The Secretary
National Stock Exchange of India Ltd
Exchange Plaza, 5th Floor, Plot No C/1 G Block,
Bandra Kurla Complex, Bandra (East)
Mumbai 400051
Fax No. 022-2659 8237/38, 66418124/25/26

Sub: Report on Corporate Governance under Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/Madam,

This is in reference to the SEBI Notification No. SEBI/LAD-NRO/GN/2015-16/013 dated 02nd September 2015 & circular no. CIR/CFD/CMD/ 5 /2015 dated 24th September, 2015 regarding submission of Quarterly Compliance report on Corporate Governance under Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. We are enclosing the Quarterly Compliance Report on Corporate Governance for the quarter ended on 30th June, 2016 in the prescribed format.

Kindly acknowledge the receipt of the same.

Thanking you,

Yours faithfully,

For Commercial Engineers & Body Builders Co Ltd

Anurag Mishra
Company Secretary & Compliance Officer

Encl: as above

Quarterly Compliance Governance Report

1 Name of Listed Entity:

COMMERCIAL ENGINEERS & BOBY BUILDERS CO LIMITED

2 Quarter ending:

30TH JUNE 2016

I. Composition of Board of Directors

Title (Mr./Ms.)	Name of the Director	PAN ⁵ & DIN	Category (Chairperson / Executive / Non-Executive / independent / Nominee) ⁶	Date of Appointment in the current term / cessation	Tenure*	No of Directorship in listed Entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairman in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulation)
Mr.	Kailash Chand Gupta	PAN:ACFPG1143F DIN:00004951	Non-Executive	15-Jul-14	-	1	1	Nil
Mr.	Mr. Venkatraja Manchi Raja Rao	PAN:AAYPRA658M DIN:00110363	Independent-Non-Executive Chairman	15-Jul-14	5 years	1	2	1
Mr.	Prabhakar Ramchandra Dalal	PAN:ADKPD7258G DIN:00544948	Independent-Non-Executive	15-Jul-14	5 years	3	3	Nil
Mr.	Prakash Yashwant Gurav	PAN:AEVPG1184Q DIN:02004317	Independent-Non-Executive	15-Jul-14	5 years	2	2	2
Mrs.	Nandini Malpani	PAN: AAQPG9497B DIN:01528303	Non-Executive	Date of Appointment: 15-Jul-14 Date of Resignation: 20-May-16	-	Nil	Nil	Nil

⁵ PAN number of any director would not be displayed on the website of Stock Exchange

⁶ Category of director means executive/non-executive/independent/nominee. If a director fits into more than one category write all categories separating them with hyphen

* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of Directors of the listed entity in continuity without any cooling off period.

II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) ⁵
1. Audit Committee	Mr. P.Y. Gurav	Independent-Non- Executive-(Chairperson of Committee)
	Mr. Prabhakar Dalal	Independent-Non- Executive
	Mr. Venkatraja Manchi Raja Rao	Independent-Non- Executive
2. Nomination & Remuneration Committee	Mr. Venkatraja Manchi Raja Rao	Independent-Non- Executive-(Chairperson of Committee)
	Mr. P.Y. Gurav	Independent-Non- Executive
	Mr. Prabhakar Dalal	Independent-Non- Executive
3. Risk Management Committee(if applicable)		N.A
4. Stakeholders Relationship Committee	Mr. Venkatraja Manchi Raja.Rao	Independent-Non- Executive-(Chairperson of Committee)
	Mr. Prabhakar Dalal	Independent-Non- Executive
	Mr. Kailash Gupta	Non- Executive

III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
02nd Feb 2016	20th May 2016	68 days
12th March 2016	30th May 2016	9 days
	21st June 2016	21 days

A handwritten signature is written over a circular stamp. The stamp contains the text 'COMMERCIAL ENGINEERS & BOBY BUILDERS CO. LTD.' around the perimeter and '30th June 2016' in the center.

IV. Meeting of Committees			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
30th May 2016 (Audit Committee)	Yes (Two out of three members of the Audit Committee attended the meeting, further all of them were Independent Directors)	02nd February 2016 (Audit Committee)	78 days
		12th March 2016 (Audit Committee)	

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

V. Related Party Transactions

Subject	Compliance status (Yes/No/NA) ^{refer note below}
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

Note

- In the column "Compliance Status", compliance or non-compliance may be indicated by Yes / No / N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulation, "Yes" may be indicated, Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- If status is "No" details of non-compliance may be given here.

VI. Affirmations

- The composition of Board of Director is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- The composition of the following committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
 - Audit Committee
 - Nomination & remuneration committee
 - Stakeholders relationship committee
 - Risk management committee (applicable to the top 100 listed entities)(N.A. to us)
- The committee members have been made aware of their power, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- The meeting of the board of the directors and committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments /observations/advice of Board of Directors may be mentioned here:
No Comments/ Observations were made by the Board.

Name & Designation : Anurag Misra
Company Secretary / Compliance Officer / Managing Director / CEO

Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.