

Commercial Engineers & Body Builders Co Limited



CIN-L28100MP1979PLC049375

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

Date - 26 June 2021

MUMBAI – 400 001

**Fax No.022 2272 2039/022 2272
2041**

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}

(“NCLT Convened Meeting”),

(SEBI (LODR) Regulations),

Annexure I

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

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Annexure II

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.,
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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



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

Annexure-I

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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 16th April, 2021 in C.A (CAA)/8 (MP) 2021, for the purpose of scrutinizing

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Practicing Company Secretary

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, 25th 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 15th 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.

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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, 21st 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, 31st December, 2020.
6. The remote e-voting period had commenced at 9:00 A.M. on Tuesday, 22nd June 2021 and was closed/ blocked at 5:00 P.M. on Thursday, 24th 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 25th 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:-

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Practicing Company Secretary

(a) Votes in favour of the Resolutioq i

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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 ' '. 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.

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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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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**

Digitally signed by SONAM AGARWAL
DN: cn=, o=KFin Tech
2.5.4.20=4037e1c790388c56c702c2667bdf38b7
9099a60e0e464c72ca81d1
postalCode=700027, street=SATYA RESIDENCY, 3FD,
14 CHETLA ROAD,
serialNumber=446a3c7f4649171020c4d5c0767a90
c0f97032807981319c20c27314, ou=Personal,
cn=SONAM AGARWAL,
pkcs8PrivateKey=68f44c923276312440a4841971b
Date: 2021.06.26 18:11:42 +05'30'

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Place: Kolkata

Date: 26.06.2021