Commercial Engineers & Body Builders Co. Limited

CEBBCO ...bodies in motion...
CIN-L24231UP1979PLC004837

Regd. Office : 84/105-A, G.T. Road, Kanpur Mahanagar, Kanpur - 208003 (U.P.) INDIA E-mail : info@cebbco.com
Head Office : 48, Vandana Vihar, Narmada Road, Gorakhpur, Jabalpur - 482001 (M.P.) Website : www.cebbco.com

04.09.2018

To,

The Secretary,
Bombay Stock Exchange Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001
Fax No. 022-2272 3121/2272 2037

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

National Securities Depository Limited
Trade World, 4th floor,
Kamala Mills Compound,
Senapati Bapat Marg, Lower Parel,
Mumbai - 400 013

Central Depository Services (India) Ltd.
28th Floor, P J Towers
Dalal Street, Fort
Mumbai - 400023

General Manager
Karvy Computershare Pvt Ltd
Plot.No.17 to 24, Vithalrao Nagar Madhapur
Hyderabad -500 081 Andhra Pradesh,
Tel: 040 4465500

Sub: Notice of Annual General Meeting and Book Closure
Scrip code: 533272(BSE)/CEBBCO EQ(NSE)

Dear Sir/Madam,

This is to inform that 38th **Annual General Meeting** of the Company will be held on **Friday 28th September, 2018 at 3.00 P.M., at Auditorium of U.P. Stock & Capital Ltd., Padam, 14/113 , Civil Lines, Kanpur – 208001 (U.P.).**

Further, pursuant to section 91 of the Companies Act, 2013 read with clause 16 of the Listing Agreement the Register of Members & Share Transfer Books of the Company will remain closed from **Tuesday 25th September, 2018 to Friday, 28th September, 2018 (both days inclusive)** for the purpose of Annual General Meeting of the Company.

Further, pursuant to Section 108 of the Companies Act, 2013 and the Rules made there under, the Company is offering e-voting facility to its members in respect of all the businesses to be transacted at the aforesaid Annual General Meeting. Members holding shares either in physical form or in dematerialized form, as on the cut-off date of **September 21st, 2018**, may cast their vote electronically on the Business as set out in the Notice of the Annual General Meeting through electronic voting system of Karvy Computershare Pvt. Ltd. All the members are informed that the voting through electronic means shall commence on **September 25th 2018 at 10.00 am and end on September 27th, 2018 at 5.00 pm.**

This is for your kind notice and records, kindly acknowledge the receipt of the same and oblige.

Yours faithfully,

For COMMERCIAL ENGINEERS AND BODY BUILDERS CO. LIMITED

Amit K Jain
Company Secretary

Regd. Office : 84/105-A, G.T. Road, Kanpur Mahanagar, Kanpur - 208003 (U.P.) INDIA E-mail : info@cebbco.com
Head Office : 48, Vandana Vihar, Narmada Road, Gorakhpur, Jabalpur - 482001 (M.P.) Website : www.cebbco.com

CC:

OTC Exchange of India	92, Maker Towers F, Cuff Parade, Mumbai - 400005
U.P. Stock Exchange Ltd.	Padam Towers, 14/113, Civil Lines, Kanpur - 208001
Jaipur Stock Exchange Ltd.	Stock Exchange Building, JLN Marg, Malviya Nagar, Jaipur - 302017
Madras Stock Exchange Ltd.	Exchange Building, P O Box no 183, No: 30, Second Line Beach, Chennai - 600 001
Cochin Stock Exchange Ltd.	M.E.S. Complex, 36/1565, 4th Floor, Judges Avenue, Kaloor, Kochi - 682017
Bangalore Stock Exchange Ltd.	Stock Exchange Towers, 51, 1st Cross, J C Road, Bangalore - 560027
The Gauhati Stock Exchange Limited	2nd floor, Shine Towers, Sati Jaymati Road, Arya Chowk, Rehabari, Guwahati-781008
The Ludhiana Stock Exchange Ltd.	Feroze Gandhi Market, Ludhiana - 141001
The Calcutta Stock Exchange Ltd.	7, Lyons Range, Kolkata - 700001
Bhubneshwar Stock Exchange Ltd.	Stock Exchange Bhavan, P-2, Jayadev Vihar, P.O. – Chandrasekharpur, Bhubaneswar – 751 023"
The Delhi Stock Exchange Ltd.	DSE House, 3/1, Asaf Ali Road, New Delhi - 110002
Vadodara Stock Exchange Ltd.	Fortune Tower, Sayajigunj, Vadodara - 390005
Ahmedabad Stock Exchange Ltd.	Kamdhenu Complex, Opp, Sahajanand College, Panjarapole, Ambawadi, Ahmedabad - 380001
Madhya Pradesh Stock Exchange Ltd.	Palika Plaza, Phase II, 201, 2nd Floor, MTH Compound, Indore - 452001
Pune Stock Exchange Ltd.	Shivleela Chambers, 752, Sadashiv Peth, RB Kumthekar Marg, Pune - 411030
Inter connected Stock Exchange of India Ltd.	International Infotech Park, Tower 7, 5th Floor, Sector 30, Vashi, Navi Mumbai - 400703
MCX Stock Exchange Ltd	Exchange Square, 3rd Floor, Suren Road, Chakala, Andheri (East) Mumbai - 400 093.
United Stock Exchange of India Limited (USE)	25th floor, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400 001

Commercial Engineers & Body Builders Co. Limited

CEBBCO ...bodies in motion...

CIN-L24231UP1979PLC004837

Regd. Office : 84/105-A, G.T. Road, Kanpur Mahanagar, Kanpur - 208003 (U.P.) INDIA E-mail : info@cebbco.com
Head Office : 48, Vandana Vihar, Narmada Road, Gorakhpur, Jabalpur - 482001 (M.P.) Website : www.cebbco.com

September 04, 2018

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:- Notice of 38th Annual General Meeting to be held on Friday, September 28th, 2018

Dear Sir / Madam,

In Compliance with Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015, Please find enclosed herewith Notice of 38th Annual General Meeting of Commercial Engineers and Body Builders Co. Limited to be held on 28th September 2018 at 3.00 pm. at Stock Exchange Auditorium, U P Stock Exchange Building, Padam Towers, Civil Lines, Kanpur - 208 003 (U.P.).

The Notice of the meeting, containing the business to be transacted, is enclosed.

Thanking You,

For COMMERCIAL ENGINEERS AND BODY BUILDERS CO. LIMITED

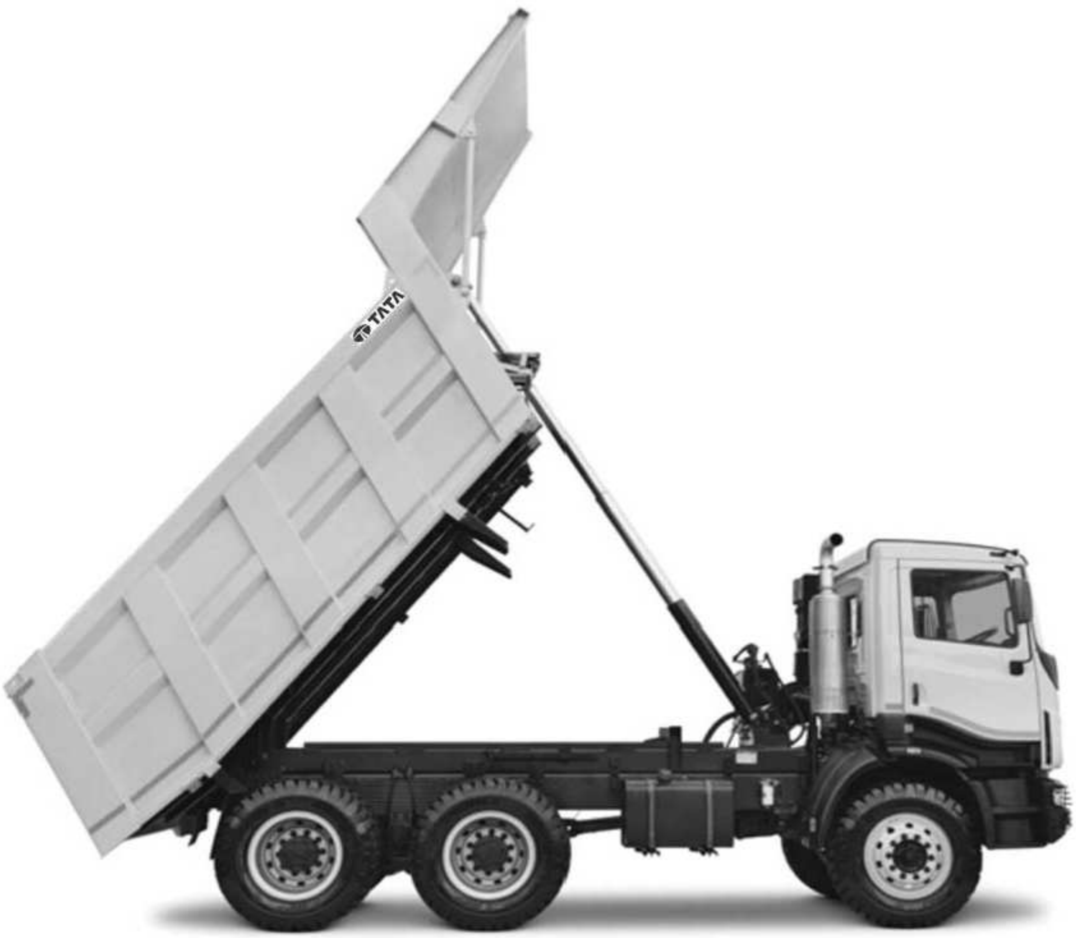
AK Jain

Amit K Jain
Company Secretary

Commercial Engineers & Body Builders Co. Ltd.

CEBCO

...bodies in motion...



Annual Report 2017-18

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

N O T I C E

Notice is hereby given that the **Thirty Eighth Annual General Meeting** of the Members of **Commercial Engineers & Body Builders Co Limited** will be held on **Friday, September 28th 2018 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 RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2018 AND THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON.**

2. **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 pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time the appointment of M/s. BSR & Co. LLP, Chartered Accountants (Registration No. 101247 W / W - 100022) who were appointed as Auditors of the Company at the 37th Annual General Meeting of the Company held on 27th September 2017, to hold office from the conclusion of that Meeting until the conclusion of the 42nd Annual General Meeting of the Company to be held in the year 2022, be and is hereby ratified at such remuneration plus taxes 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 ."

SPECIAL BUSINESS

3. **TO CONSIDER AND, IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:**

   "RESOLVED THAT pursuant to the provisions of Section 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) Mr. Abhishek

Jaiswal (DIN: 07936627), who was appointed as an Additional Director by the Board of Directors of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

4. **TO CONSIDER AND, IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to provisions of Sections 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members of the Company be and is hereby accorded to the appointment of Mr. Abhishek Jaiswal (DIN: 07936627) as Whole Time Director of the Company, designated as Executive Director & Chief Executive Officer w.e.f. October 14, 2017 up to October 13th, 2022 on such terms and conditions including remuneration, as set out in the explanatory statement annexed hereto.

"RESOLVED FURTHER THAT where in any financial year during the currency of tenure of Executive Director & Chief Executive Officer, the Company has no profits or its profits are inadequate, the Company may pay to Executive Director & Chief Executive Officer remuneration by way of Salary, Perquisites, allowances etc. as specified in the Explanatory statement as minimum remuneration, subject however to the provisions of Schedule V and other applicable provisions of the Companies Act, 2013 and Rules framed thereunder."

RESOLVED FURTHER THAT the Board of Directors of the Company on the recommendations of the Nomination and Remuneration Committee be and is hereby authorized to vary, alter modify the remuneration payable to Mr. Abhishek Jaiswal, during his tenure as Executive Director & Chief Executive Officer to the extent permitted under Section 197 read with Schedule V and other applicable provisions ,if any, of the Companies Act,2013 without being required to seek any further consent or approval of the members of the Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing resolution and matters incidental ,consequential and connected therewith."

5. **TO CONSIDER AND IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any modification or amendment thereof, Ms. Vineeta Shriwani (DIN: 08095170), who was appointed as an Additional Director of the Company with effect from 26th March, 2018 under Section 161 of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term up-to five consecutive years commencing from 26th March, 2018 till 25th March 2023."

By Order of the Board

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

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

Date : 28/08/2018

Amit K Jain
Company Secretary
M. No. - A39779
PAN:ABBPJ7524N

NOTES:

1. **The relative Explanatory Statement, pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the 38th Annual General Meeting of the Company (the "Meeting" or "AGM") under Item Nos. 3 to Item No. 5 of this Notice, is annexed hereto. The relevant details as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause1.2.5 of Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (SS-2), in respect of the persons seeking appointment / re-appointment as Director and/or relating to remuneration of Directors is given under the heading "PROFILE OF DIRECTORS" forming part of this Notice.**

2. **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.

3. 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. 16 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.

4. 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 10th Day of August 2018.

5. Full version of Annual Reports will also be available under the section 'For Investors' on the website of the company www.cebbco.com.

6. 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.

7. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.

8. 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.

9. 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.

10. The Company has notified closure of Register of Members and Share Transfer Books from 25th September 2018 to 28th September 2018 (both days inclusive).

11. 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").

12. 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.

13. 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.

14. 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.

15. 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.

16. 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 Computershare 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. 21st of September, 2018.

(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. 21st of September, 2018 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 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".

xi) 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).

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 e-voting@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. 21st of September, may write to Karvy on the email Id: evoting@karvy.com or to Ms.ShobhaAnand, 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 **Tuesday, 25th September, 2018 at 10.00 A.M** and ends on **Thursday 27th September 2018 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 **21st September, 2018,** 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 **21st September, 2018**.

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 A.G.M., 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, G T Road,
KANPUR (UP)

Date : 28/08/2018

Amit K Jain
Company Secretary
M. No.-A39779
PAN:ABBPJ7524N

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

As required under Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out material facts relating to the special business set out at Item Nos. 3 to 5 of the accompanying Notice dated 28/08/2018.

Item No. 3 and 4

As required under section 160 of the Companies Act, 2013, the Company has received a Notice along with requisite deposit from a member proposing the candidature of Mr. Abhishek Jaiswal for his appointment as Director of the Company.

Mr. Abhishek Jaiswal fulfills all the conditions given under section 196(3) and Schedule -V to the Companies Act, 2013 for being eligible for his appointment. He is not disqualified in terms of section 164 of the Companies Act, 2013 from being appointed as Director and has given his consent to act as Director.

This explanatory statement and the Resolution set out at Item No. 4 of this Notice may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

Profile and other particulars of Mr. Abhishek Jaiswal, as required under the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meeting issued by the Institute of Company Secretaries of India, are provided under heading "PROFILE OF DIRECTORS" forming part of this Notice.

The members' approval is being sought for appointment of Mr. Abhishek Jaiswal as a Whole-time Director of the Company for a period of Five years effective from October 14, 2017 to October 13, 2022, in terms of applicable provisions of the Companies Act, 2013 and rules made thereunder.

Further the Members may note that, Mr. Abhishek Jaiswal has been re-designated as the Executive Director & Chief Executive Officer of Commercial Engineers and Body Builders Co. Limited for a period of five years and will be drawing such remuneration as recommended by Nomination and Remuneration committee and approved by the Board of Directors of Commercial Engineers and Body Builders Co. Limited.

The Board recommends the Resolutions set out at item no. 3 and 4 of the Notice for approval of the Members as an Ordinary Resolutions.

None of the Directors, Key Managerial Personnel or their relatives, except Mr. Abhishek Jaiswal to whom the resolutions relate, are in anyway concerned or interested in the above.

Item No. 5

Based on the recommendation, the Board of Directors of the Company have appointed Ms. Vineeta Shriwani as an Additional Director (Independent) of the Company to hold office for a period of five consecutive years, not liable to retire by rotation, subject to consent by the Members of the Company at the ensuing Annual General Meeting ("AGM"). As an Additional Director, Ms. Shriwani holds office till the date of the AGM and is eligible for being appointed as an Independent Director.

The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 (the "Act") together with the requisite amount of deposit from a Member signifying his intention to propose the appointment of Ms. Vineeta Shriwani as a Director of the Company. The Company has also received a declaration from Ms. Shriwani confirming that she meets the criteria of independence as prescribed under the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Ms. Shriwani is also not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director of the Company. In the opinion of the Board, Ms. Shriwani fulfills the conditions for her appointment as an Independent Director as specified in the Act and the Listing Regulations and she is independent of the management.

PROFILE OF DIRECTORS

1. Mr. Abhishek Jaiswal
2. Ms. Vineeta Shriwani

Mr. Abhishek Jaiswal
Executive Director & Chief Executive Officer
Commercial Engineers and Body Builders Co. Limited.

Profile

- ❖ Bachelor of Engineer, Production Branch, pass out of 1990 with additional qualification of Diploma in business management.
- ❖ Have vast experience of 27 years in field of application on commercial vehicles
- ❖ Initial 20 months were in Kinetic Honda Pithampur after that, from 1992 March have been in CEBBCO group .
- ❖ Started as Engineer became Unit head of one of Group unit in 1999.
- ❖ In 2004 was transferred to another Group unit with additional responsibility.
- ❖ In 2009 became Operational Head of all the manufacturing unit of the Group and was responsible for Commercial Vehicle business.
- ❖ In 2017 became the CEO of the Company.

Job Profile

- As trainee and Probational engineer in Kinetic Honda , was responsible for planning in weld shop .Could gain wide experience of various welding technology .
- As Engineer in Commercial Body Builder worked as a production head and was responsible for Planning and execution of production .
- As Operational manger was responsibility for developmental jobs and Quality was added to the profile .
- As unit head was responsible for complete performance of the unit .
- As group operational head took the Commercial vehicle business to the new height and expanded the group operations in Indore and Jamshedpur .

Ms. Vineeta Shriwani

Ms. Shriwani began her career with National Stock Exchange as Senior Executive in 2008, and joined MCX Stock Exchange Limited in 2009. In 2011, she started working with M.P. Power Management Co. Ltd. Jabalpur, (A Govt. of Madhya Pradesh Undertaking) as Company Secretary, at present she is associated with Maharashtra State Electricity Transmission Company Limited, Mumbai (A Govt. of Maharashtra Undertaking) as Company Secretary since June 2015 till date.

Ms. Shriwani is not related to any other Director and Key Managerial Personnel of the Company. None of the Directors, Key Managerial Personnel and their relatives, except Ms. Shriwani and her relatives, are in any way, concerned or interested in the said resolution. The resolution as set out in item No. 5 of this Notice is accordingly commended for your approval

A copy of the draft letter of appointment for Independent Directors, setting out the terms and conditions for appointment of Independent Directors is available for inspection by the Members at the registered office of the Company during business hours on any working day and is also available on the website of the Company www.cebbco.com.