



Umesh P. Maskeri B.Sc., CAIIB, L.Lb, FCS, PGDSL
Practicing Company Secretary

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Corporate Office: No 304, Geetanjali Heights, Plot No.77, Sector 27
Near Presentation Convent School, Nerul East, Navi Mumbai-400 706

To,
The Chairman/Board of Directors
Commercial Engineers & Body Builders Co. Limited
Registered office: 84/105-A, GT Road, Kanpur Mahanagar,
Kanpur(U.P) - 208003

Date :26th September 2014

Dear Sirs,

Sub: Scrutinizer's Report on e-voting conducted pursuant to the provisions of Section 107 (1) of the Companies Act, 2013 read Rule 20 of the Companies (Management and Administration) Rules, 2014

Commercial Engineers & Body Builders Co. Limited, ("Company"), has appointed me as the Scrutinizer to scrutinize the process of e-voting provided to the Members of the Company, for providing voting on matters to be placed for approval of the shareholders at the 34th Annual General Meeting ("AGM") of the Company to be held on September 29th, as prescribed under Section 108 of the Companies Act, 2013 ("Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ("Rules").

As required under Section 101 and 108 of the Act and the Companies (management and Administration) Rules, 2014, Notice of the AGM dated August 14, 2014 along with the Explanatory Statement under Section 102 ("Notice") of the Act were sent to the Members of the Company. Further, instructions relating to the facility provided for casting the votes electronically ("e-voting") through the electronic system of the Central Depository Services (India) Limited ("CDSL") along with the login instructions were sent to the Members entitled to vote, in order to enable them to cast votes electronically on respect of the following matters:

- Item No.1: Adoption of Audited Financial Statements for the financial year ended March 31, 2014.
- Item No.2: Re-appointment of Dr. Kailash Gupta, Director, who retires by rotation and is eligible for re-appointment.
- Item No.3: Appoint auditors.
- Item No.4: Appointment of Mr. Anil Joshi as an Independent Director of the Company to hold office for 5 consecutive years and that he shall not retire by rotation
- Item No.5: Appointment of Mr. Prabhakar Dalal as an Independent Director of the Company to hold office for 5 consecutive years and that he shall not retire by rotation.

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- Item No.6: Appointment of Mr. Prakash Y Gurav as an Independent Director of the Company to hold office for 5 consecutive years and that he shall not retire by rotation.
- Item No.7: Appointment of Mr. M Venkat Rajarao as an Independent Director of the Company to hold office for 5 consecutive years and that he shall not retire by rotation.
- Item No.8: Appointment of Mrs. Nandini Malpani as An Non Executive Director of the company whose period of office shall be liable to determination by retirement by rotation.
- Item No.9: Alteration of Article of Association for remuneration payable to each Director for each meeting.
- Item No.10: Alteration of capital clause of the Memorandum of Association of the Company.
- Item No.11: Alteration of Articles of Association of Company to issue preference shares which are either redeemable or convertible into equity shares or any other kind of preference shares.

The Shareholders were required to log in to www.evotingindia.com, the e-voting system of CDSL to cast their votes electronically. The e-voting period commenced at 10.00 a.m. on September 22, 2014 and concluded at 5.00 p.m. on September 24, 2014. Accordingly, the electronic votes cast during this period have been taken into account and the CDSL e-voting platform was blocked thereafter.

The votes were unblocked at 5.30 PM on September 24, 2014 in the presence of Ms.Nagaratna C Prasad and Ms. Nilam Chayan, who are not employees of the Company and who have signed below as witness to the unblocking of the votes. Based on the above, the matters set out in Item Nos. (1), (2),(3),(4),(5),(6),(7),(8),(9),(10),(11) and 12 of the Notice have been passed with requisite majority through e-voting.

As required under Rule 20(xii), a Register has been maintained in electronic form recording the assent or dissent received, the particulars of name, address, folio number or Client ID of the shareholders, number of shares held by them and the nominal value of such shares. None of these shares have any differential voting rights. All the relevant records of electronic voting will remain in our safe custody until the Chairman considers, approves and signs the minutes of the AGM and the same will be handed over to the Company Secretary for safe keeping.

A summary of the e-voting with their pattern of voting is furnished as per Annexure-A.

The results of the aforesaid e-voting may accordingly be declared by the Chairman of the Company.

Thanking you,
Yours faithfully,

Umesh P. Maskeri

Umesh P. Maskeri
(Scrutinizer)

Place: Mumbai Practicing Company Secretary

Date: 26th September

COP No. 12704, FCS No 4831

We the undersigned witnessed that the votes were unlocked from the e-voting website of Central Depository Services (India) Limited (<https://www.evotingindia.co.in>) in our presence at 5:15 pm on September 25, 2014 at the office of the Scrutinizer.



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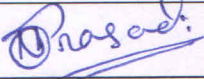
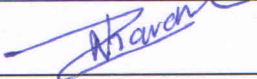




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Continuation Sheet

We the undersigned witnessed that the votes were unlocked from the e-voting website of Central Depository Services (India) Limited (<https://www.evotingindia.co.in>) in our presence at 5:15 pm on September 25, 2014 at the office of the Scrutinizer.

	
Nagaratna C Prasad B 504, 5 th Floor, Shreeniwas C H S Ltd Behind M S E School, Next to Sarvoday Ashish, Thakurli East-421201	Nilam Chavan No. 1, Lallubhai Mestry Building, Opposite Muktangan, Dahisar East, Mumbai – 400 068



ANNEXURE A

SUMMARY OF E-VOTING RESULTS OF COMMERCIAL ENGINEERS & BODY BUILDERS CO. LIMITED

PARTICULARS OF RESOLUTION	In favour of resolution			Against of resolution		
	No. of Share holders	No. of Shares/ e-votes	% Shares/ e-votes	No. of Share holders	No. of Shares/ e-votes	% Shares/ e-votes
No.1 Ordinary Business, Ordinary Resolution Adoption of Audited Financial Statement for the financial year ended March 31,2014	19	36619001	99.98	1	6730	0.02
No.2 Ordinary Business, Ordinary Resolution Re-appointment of Dr. Kailash Gupta, Director who retires by rotation and eligible for re-appointment.	17	36614993	99.97	3	10738	0.03
No.3 Ordinary Business, Ordinary resolution Appointment of Auditor	20	36625731	100	Nil	Nil	Nil
No.4 Special Business, Ordinary Resolution Appointment of Mr. Anil Joshi as an Independent Director of the Company to hold office for 5 Consecutive years and that he shall not retire by rotation	20	36625731	100	Nil	Nil	Nil
No.5 Special Business, Ordinary Resolution Appointment of Mr. Prabhakar Dalal as an Independent Director of the Company to hold office for 5 Consecutive years and that he shall not retire by rotation	19	36625723	100	Nil	Nil	Nil
No.6 Special Business, Ordinary Resolution Appointment of Mr. Prakash Y Gurav as an Independent Director of the Company to hold office for 5 Consecutive years and that he shall not retire by rotation	20	36625731	100	Nil	Nil	Nil

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No.7 Special Business, Ordinary Resolution Appointment of Mr. M Venkat Rajarao as an Independent Director of the Company to hold office for 5 Consecutive years and that he shall not retire by rotation	20	36625731	100	Nil	Nil	Nil
No.8 Special Business, Ordinary Resolution Appointment of Mrs. Nandini Malpani as an Non Executive Director of the company whose period of office shall be liable to determination by retirement by rotation.	19	36625723	100	1	8	NIL
No.9 Special Business, Special Resolution Alteration of Article of Association for remuneration payable to each Director for each meeting.	15	36614388	99.97	5	11343	0.03
No.10 Special Business, Ordinary Resolution Alteration of capital clause of the Memorandum of Association of the Company.	19	36619001	99.98	1	6730	0.02
No.11 Special Business, ordinary Resolution Alteration of Articles of Association of Company to issue preference shares which are either redeemable or convertible into equity shares or any other kind of preference shares	19	36619001`	99.98	1	6730	0.02
No. 12 Issue of NCRPS on private placement basis	11	6011656	100	3	6938	0.01

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