



Commercial Engineers & Body Builders Co Ltd.



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Date: Saturday, October 01, 2011

To,

The Secretary,
Bombay Stock Exchange Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001
Fax No. 022-22723719/22721072

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

Subject: Minutes of Annual General Meeting held on 24th September, 2011
Scrip Code:533272(BSE)/CEBBCOEQ(NSE)

Dear Sir,

Please find enclosed herewith the minutes of the 31st Annual General Meeting of the Company held on Saturday, 24th September, 2011 at 3:00 P.M. at Stock Exchange Auditorium, UP Stock Exchange Building, Padam Towers, Civil Lines, Kanpur-208003.

Kindly acknowledge the receipt of the same.

Thanking you,

For Commercial Engineers & Body Builders Co Ltd


Anurag Misra
Company Secretary

MINUTES OF THE 31ST ANNUAL GENERAL MEETING OF M/S COMMERCIAL ENGINEERS & BODY BUILDERS CO LIMITED HELD AT STOCK EXCHANGE AUDITORIUM, UP STOCK EXCHANGE BUILDING, PADAM TOWERS, CIVIL LINES, KANPUR-208003(U.P.) ON SATURDAY, 24TH SEPTEMBER, 2011 AT 3:00 P.M.

Present on Dias:

Dr. Kailash Gupta	Chairman cum Managing Director
Mr. Ajay Gupta	Whole Time Executive Director
Mr. Amit Jain	Chief Financial Officer
Mr. Anurag Misra	Company Secretary

Members present in person	7
Members present by proxy	6

Dr. Kailash Gupta, Chairman took the chair and thereafter Mr. Anurag Misra, Company Secretary welcomed the Members to the 31st Annual General Meeting. After ascertaining that the requisite quorum for the meeting was present, the Company Secretary called the meeting to order and requested Chairman to address the shareholders.

Mr. Kailash Gupta, Chairman cum Managing Director of the Company welcomed the shareholders & briefed them on the performance of the company for the financial year 2010-11. He thanked shareholders, customers, suppliers, bankers, auditors, consultants and other business associates for their continued confidence and commitment to the company.

Mr. Anurag Misra, Company Secretary thanked the chairman for the speech and proceeded with notice of the meeting. With the permission of the Members, the Notice of the Meeting was taken as read.

With the permission of the Members, the Auditors' Report on the financial statements of the Company for the year ended 31st March 2011 was taken as read.

The Chairman informed the Members that the Register of Directors' shareholding was kept open for the inspection and the Members could inspect the same at any time during the meeting. The following business was transacted thereafter:

ORDINARY BUSINESS

1. Consider and Adoption of Accounts for 2010- 2011

The audited annual accounts together with the schedules and other relevant information was placed before the Members for their adoption and approval. After due deliberations and discussions, the Members considered the Profit and Loss Account for the year ended 31st March 2011 and Balance Sheet on that date together with schedules thereto and the Auditors' Report thereon and Directors' Report attached thereto.

Proposed by: Mr. Subhash Bajpai
Seconded by: Mr. Rakesh Khatri

"RESOLVED THAT Balance Sheet as on 31st March, 2011 and the Profit & Loss Account for the year ended on that date and the reports of the Auditor's and Director's Report be and are hereby adopted."

Chairman thereafter put the resolution for voting by show of hands and the resolution was unanimously passed.

2. Re-appointment of Directors

A) Re-appointment of Mr. Sevantilal Popatlal Shah

The matter concerning reappointment of Mr. Sevantilal Popatlal Shah was placed before the Members for their consideration and approval.



Proposed by: Mr. Yogesh Shukla
Seconded by: Mr. Durgesh Misra

"RESOLVED THAT Mr. Sevantilal Popatlal Shah, who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as Director of the Company."

Chairman thereafter put the resolution for voting by show of hands and the resolution was unanimously passed.

B) Re-appointment of Mr. Arun Kumar Rao

The matter concerning reappointment of Mr. Arun Kumar Rao was placed before the Members for their consideration and approval.

Proposed by: Mr. Yogesh Shukla
Seconded by: Mr. Rakesh Khatri

"RESOLVED THAT Mr. Arun Kumar Rao, who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as Director of the Company."

Chairman thereafter put the resolution for voting by show of hands and the resolution was unanimously passed.

3. Reappointment of Auditors

The matter to re-appoint M/s Deloitte Haskins & Sells firms' registration number-117366W, Chartered Accountant was placed before the Members for their consideration and approval.

Proposed by: Mr. Santosh Tiwari
Seconded by: Mr. Subhash Bajpai

"RESOLVED THAT M/s Deloitte Haskins & Sells, Chartered Accountant, (firms' registration number-117366W) Mumbai the retiring auditors, be and are hereby reappointed Statutory Auditors of the Company to hold the office until the conclusion of next Annual General Meeting at such remuneration as may be mutually agreed."

Chairman thereafter put the resolution for voting by show of hands and the resolution was unanimously passed.

SPECIAL BUSINESS:

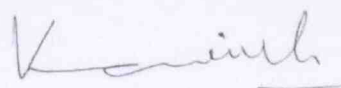
4. Appointment of Mr. Ravi Gupta

The matter concerning appointment of Mr. Ravi Gupta was placed before the Members for their consideration and approval.

Proposed by: Mr. Durgesh Misra
Seconded by: Mr. Rakesh Khatri

"RESOLVED that pursuant to the provisions of Section 257, 260 and all other applicable provisions, if any, of the Companies Act, 1956, Mr. Ravi Gupta who was appointed as an additional Director of the Company by the Board of Directors pursuant to Section 260 read with the Articles of Association of the Company and who holds the Office under the Articles and under Section 260 of the Companies Act, 1956 only up to the date of this Annual General Meeting and in respect of whom the company has received a notice from him specifying his consent and intention to propose himself as a candidate for the office of a director, be and is hereby appointed as a Director of the company liable to retire by rotation."

Chairman thereafter put the resolution for voting by show of hands and the resolution was unanimously passed.



5. Appointment of Mr. Akhil Awasthi

The matter concerning appointment of Mr. Akhil Awasthi was placed before the Members for their consideration and approval.

Proposed by: Mr. Alok Pandey
Seconded by: Mr. Rakesh Khatri

"RESOLVED that pursuant to the provisions of Section 257, 260 and all other applicable provisions, if any, of the Companies Act, 1956, Mr. Akhil Awasthi who was appointed as an additional Director of the Company by the Board of Directors pursuant to Section 260 read with the Articles of Association of the Company and who holds the Office under the Articles and under Section 260 of the Companies Act, 1956 only up to the date of this Annual General Meeting and in respect of whom the company has received a notice from him specifying his consent and intention to propose himself as a candidate for the office of a director, be and is hereby appointed as a Director of the company liable to retire by rotation."

Chairman thereafter put the resolution for voting by show of hands and the resolution was unanimously passed.

6. Appointment of Mr. Shyam Mani

The matter concerning appointment of Mr. Shyam Mani was placed before the Members for their consideration and approval.

Proposed by: Mr. Praveen Sachan
Seconded by: Mr. Subhash Bajpai

"RESOLVED that pursuant to the provisions of Section 257, 260 and all other applicable provisions, if any, of the Companies Act, 1956, Mr. Shyam Mani who was appointed as an additional Director of the Company by the Board of Directors pursuant to Section 260 read with the Articles of Association of the Company and who holds the Office under the Articles and under Section 260 of the Companies Act, 1956 only up to the date of this Annual General Meeting and in respect of whom the company has received a notice from him specifying his consent and intention to propose himself as a candidate for the office of a director, be and is hereby appointed as a Director of the company liable to retire by rotation."

Chairman thereafter put the resolution for voting by show of hands and the resolution was unanimously passed.

VOTE OF THANKS

As there was no other business to be transacted the meeting concluded with vote of thanks to the Chair.

Date: 24.09.2011
Place: Kanpur



Chairman