

A. K. LABH

FCS, ACMA (ICAI), MBA, M.Com., ACSI (Lond)
DIM. DHRD, PGHDSM, DIRPM
Practicing Company Secretary



A. K. LABH & Co.

Company Secretaries

40, Weston Street, 3rd Floor, Kolkata - 700 013

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CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014]

The Chairman
of the Extra-Ordinary General Meeting of
Pebco Motors Limited
8A, Monalisa
17, Camac Street
Kolkata - 700017

Dear Sir,

I, Atul Kumar Labh, Practicing Company Secretary (FCS – 4848 / CP - 3238) and proprietor of M/s. A. K. Labh & Co., Company Secretaries, Kolkata was appointed as the scrutinizer in connection with the Extra-ordinary General Meeting of the members of "**Pebco Motors Limited**" ("**Company**") held on Monday, 23rd October, 2017 at the Registered Office of the Company at 8A, Monalisa, 17, Camac Street, Kolkata-700017 at 11:30 a.m. for the purpose of scrutinizing the remote e-voting and voting through physical ballot process in a fair and transparent manner and ascertaining the requisite majority for the said voting as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, on the resolution referred to in this report.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and voting through physical ballot process on the resolution contained in the Notice of the Extra-ordinary General Meeting dated 10th October, 2017. My responsibility as a scrutinizer for remote e-voting and voting through physical ballots is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolution, based on the reports generated from the e-voting system of Central Depository Services (India) Limited (CDSL) and of voting through physical ballots as provided by Niche Technologies Private Limited, the agencies engaged by the Company to provide remote e-voting / physical ballot facilities.



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I submit my report as under:

1. The remote e-voting period remained open from 10.00 A.M. IST on Friday, the 20th October, 2017 up to 5.00 P.M. IST on Sunday, the 22nd October, 2017.
2. The Shareholders holding shares as on the "cut off" date, i.e. 16th October, 2017 were entitled to vote on the proposed 1 (One) resolution as mentioned in the notice dated 10th October, 2017 of the Extra-ordinary General Meeting of the Company.
3. The Company has also distributed the physical ballot forms at the venue of the Extra-ordinary General Meeting to enable the shareholders to cast the votes physically in case the same has not been casted by them through remote e-voting.
4. The locked ballot boxes were subsequently opened in my presence and poll/ballot papers were diligently scrutinized. The poll/ballot papers were reconciled with the records maintained by the Registrar and Share Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.
5. The votes were unblocked on Monday, the 23rd October, 2017 around 03:00 PM after the completion of the Extra-ordinary General Meeting in the presence of two witnesses, namely, Ms. Amrita Sampat, residing at 59, Kalicharan Ghosh Road, Kolkata - 700050 and Ms. Sunayna Jaiswal, residing at 17, Karbala Tank Lane, Kolkata - 700006 who are not in employment of the Company.
6. The ballots which were incomplete and/or which were otherwise found defective have been treated as invalid.
7. The combined result of the remote e-voting [EVSN : 171013005] and votes casted through physical ballot papers distributed at the EGM venue are as under:



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SPECIAL BUSINESS:

Special Resolution

Alteration of Objects Clause of the Memorandum of Association of the Company

(i) Voted in favour of the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	30	689320	
Voting by ballot	7	172600	
Total	37	861920	100.00%

(ii) Voted against the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	
Voting by ballot	0	0	
Total	0	0	0.00%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



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8. The resolution proposed hereinabove has been passed unanimously.
9. The physical ballot forms, remote e-voting register and other related papers / registers and records shall remain in my safe custody until the Chairman of the meeting considers, approves and signs the minutes in this regard and thereafter it will be handed over to Company Secretary as authorised by the Board of Directors for safe keeping.

Thanking You,

Yours truly
For A. K. LABH & Co.
Company Secretaries


(CS A. K. LABH)
Practicing Company Secretary
FCS - 4848 / CP No. - 3238



Place: Kolkata

Dated: 24.10.2017

A. K. LABH

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Witness :

1. *Amrita Sampat*

(Amrita Sampat)

59, Kalicharan Ghosh Road
Kolkata - 700 050

2. *Sunayna Jaiswal*

(Sunayna Jaiswal)

17, Karbala Tank Lane
Kolkata - 700 006



Received the Report of the Scrutinizer

For Pebco Motors Limited

Shilpa Aggarwal

(Shilpa Aggarwal)

Company Secretary