

**PEBCO MOTORS LIMITED**

(CIN : L67120WB1971PLC029802)

Registered Office : 8-A Monalisa, 17, Camac Street, Kolkata 700 017

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PML/ NOTICE/ 2023-24  
MEETING S.NO. BM/01/2023-24

Date: 19<sup>th</sup> May, 2023

The Directors  
**Pebco Motors Limited**  
8A, Monalisa, 17,  
Camac Street, Kolkata-700017,  
West Bengal

**SUB: NOTICE OF BOARD MEETING**

Dear Sir/ Madam,

Notice is hereby given that the next meeting (**S.No. BM/01/2023-24**) of the Board of Directors of Pebco Motors Limited will be held on Monday, the 29<sup>th</sup> day of May, 2023 at 11:30 a.m. through Video Conferencing (“VC”)/ Other Audio Visual means (“OAVM”) consider the following business:

<b>S. No.</b>	<b>AGENDA</b>
1	To grant leave of absence, if any.
2	To take note of the approved minutes of previous Board Meeting held on 09 <sup>th</sup> February, 2023.
3	To take note of: (a) The proceedings of Stakeholders Relationship Committee meeting to be held on 29 <sup>th</sup> May, 2023. (b) The minutes of last SRC meeting held on 30 <sup>th</sup> May, 2022 to be placed by the Chairman of the committee.
4	To take note of: (c) The proceedings of Nomination & Remuneration Committee meeting to be held on 29 <sup>th</sup> May, 2023. (d) The minutes of last NRC meeting held on 09 <sup>th</sup> February, 2023 to be placed by the Chairman of the committee.
5	To take note of: (a) The proceedings of Audit Committee meeting to be held on 29 <sup>th</sup> May, 2023. (b) The minutes of last Audit Committee meeting held on 09 <sup>th</sup> February, 2023 to be placed by the Chairman of the committee.

6	<p>(a) To consider and approve the draft audited financial statements including Balance Sheet as at 31<sup>st</sup> March 2023, Profit &amp; Loss Account for the financial year ended 31<sup>st</sup> March, 2023 and Cash Flow statement for the year ended on that date along with the draft Auditors' Report thereon.</p> <p>(b) To take on record draft audited financial results for the last quarter and year ended 31<sup>st</sup> March, 2023.</p>
7	<p>(a) To consider and approve the draft Director's Report together with Corporate Governance Report, Management Discussion &amp; Analysis Report and Corporate Social Responsibility Report.</p> <p>(b) To take note of the declaration received from Managing Director under Regulation 34(3) of SEBI (LODR) Regulations, 2015 confirming compliance with code of conduct by Directors and Senior Management.</p> <p>(c) To take note of the certificate received from CFO and Managing Director of the Company certifying compliances stipulated under Regulation 17(8) of Listing Regulations.</p> <p>(d) To take note of the Statutory Compliance Certificate for the quarter ended 31<sup>st</sup> March, 2023.</p> <p>(e) To take on record Secretarial Audit Report for the financial year ended 31<sup>st</sup> March, 2023.</p>
8	<p>To consider and recommend the final dividend for the financial year 2022-23, if any.</p>
9	<p>To open a Separate Bank Account with ICICI Bank Limited for the purpose of payment of Final Dividend for the Financial Year 2022-23, if any</p>
10	<p>(a) To take note of "General Notice of Disclosure of Interest" received from Directors and Key Managerial Personnel of the Company.</p> <p>(b) To take note of Form DIR-8 received from Directors of the Company and to take note that none of the Board members is disqualified under the Companies Act, 2013.</p> <p>(c) To take note of "Declaration of Independence" received from independent Director(s).</p>

11	<p>To take note of the following reports submitted to the Calcutta Stock Exchange for the quarter and year ended 31<sup>st</sup> March, 2023:</p> <ul style="list-style-type: none"><li data-bbox="396 233 1443 348">(a) Quarterly and Annual Compliance Report on Corporate Governance in terms of Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</li><li data-bbox="396 386 1443 493">(b) Statement giving the status of Investor Complaints in terms of Regulation 13(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015</li></ul>
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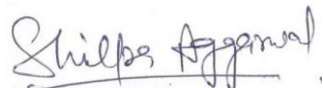
	<p>(c) Reconciliation of Share Capital Audit Report in terms of Regulation 76 of SEBI (Depositories and Participants) Regulations, 2018.</p> <p>(d) A certificate from Practising Company Secretary in relation to transfer and consolidation of shares in terms of Regulation 40(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p> <p>(e) A report from Registrar &amp; Share Transfer Agent (RTA) and the Company, confirming the maintenance of all activities in relation to physical and electronic share transfer facility.</p>
12	To consider and approve the re-appointment of M/s. A. K. Labh & Co., Company Secretaries as a Secretarial Auditor of the Company for the financial year 2023-24.
13	To fix the date, time and venue and to approve the notice of the 51 <sup>st</sup> Annual General Meeting of the Company.
14	To appoint M/s. A. K. Labh & Co., Company Secretaries as a Scrutinizer for conducting e-voting at ensuing Annual General Meeting of the Company.
15	To carry out the performance evaluation of Directors (Independent and Non-Independent), Board Committees and entire Board of the Company.
16	To take note of Related Party Transactions entered into during the financial year 2022-23 and also to take note of omnibus approval of the “Related Party Transactions” for financial year 2023-24.
17	To consider and take note of the annual action plan and approximate amount to be spent/ remained on CSR activities.

18	To consider, review and approve/ take note of the revision/ change in remuneration of Managing Director, Wholetime Director/ Executive Director and Senior Management of the Company.
19	Consider the Proposal for Investment of surplus funds.
20s	Any other matter with the permission of the Chair.

You are hereby requested to attend the meeting.

Thanking You

Yours faithfully,  
For Pebco Motors Limited



Shilpa Aggarwal  
(Company Secretary)