

PEBCO MOTORS LIMITED

CIN: L67120WB1971PLC029802

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

Phone: +91 (033) 4602 5592; **Email:** ro@pebcomotors.com; **Website:** www.pebcomotors.com

POSTAL BALLOT NOTICE

(Pursuant to Section 108 and 110 of the Companies Act, 2013 read with the Companies (Management & Administration) Rules, 2014)

Notice is hereby given to the shareholders of Pebco Motors Limited (“PML”/“the Company”) that pursuant to Section 108, 110 and other applicable provisions of the Companies Act, 2013, if any, (the “Act”) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the “Rules”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”), Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, (“SS-2”) including any statutory modification(s) or re-enactment(s) thereof for the time being in force read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated 23 June 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 05, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as “MCA Circulars”), and pursuant to the Initial Public Announcement dated December 5, 2023, issued by SKP Securities Limited, Manager to the Delisting Offer, for and on behalf of Mr. Kishan N. Parikh (“the Promoter Acquirer” / “Acquirer”) in accordance with Regulation 8 of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, as amended (“SEBI Delisting Regulations”) read with exemption granted by Securities and Exchange Board of India (“SEBI”) pursuant to Regulation 42 of SEBI Delisting Regulations, vide their letter reference no. SEBI/HO/CFD/DCR2/P/OW/2023/45507/1 dated November 13, 2023 (“Exemption Letter”) and the resolution passed by the Board of Directors of the Company at its meeting held on December 8, 2023, to consider and if found fit, to pass the resolution appended below as a special resolution by means of Postal Ballot or, alternatively, through remote electronic voting (“e-voting”) facility offered by the Company in this regard.

The proposed resolution along with explanatory statement, pursuant to Section 102 of the Act and other applicable provisions pertaining to the said resolution, setting out material facts and the reasons thereof form part of this Postal Ballot Notice and Postal Ballot Form. Also enclosed is a self-addressed, postage prepaid envelope for your use. Only Members of the Company as on the Cut-off date i.e., Friday, December 8, 2023 are entitled to vote and any other person who is not a Member of the Company shall treat this Notice for information purposes only.

Members holding equity shares of the Company have both the options of voting i.e., by e-voting or through Postal Ballot Form. Members are requested to carefully read the instructions printed in the Postal Ballot Notice and return the Postal Ballot Form duly completed in self-addressed, postage pre-paid envelope so as to reach the Scrutinizer not later than the close of working hours at 5:00 P.M. on Friday, January 12, 2024.

The Company is pleased to provide the Members with the facility to exercise their right to vote on the matter set out in this Postal Ballot Notice by electronic means i.e., through e-voting services provided by Central Depository Services (India) Limited (“CDSL”). Accordingly, the Company is providing an e-voting facility as an alternate, which would enable the

Members to cast vote electronically instead of dispatching the postal ballot form. The e-voting period commences on Thursday, December 14, 2023 at 9:00 A.M. and ends on Friday, January 12, 2024 at 5:00 P.M (both days inclusive). E-voting module will be blocked by CDSL after 5:00 P.M. on Friday, January 12, 2024. Please read carefully and follow the instructions as printed in this Notice for e-voting purpose. Kindly note that while exercising the vote, members holding equity shares of the Company can opt for only one of the two modes of voting i.e., either through postal ballot form or e-voting. If you are opting for e-voting, then do not vote through postal ballot form and vice versa.

The Board of Directors of the Company in its meeting held on December 8, 2023 has appointed CS A. K. Labh, Practicing Company Secretary (FCS: 4848; CP No. 3238) of A. K. Labh & Co. as the scrutinizer to conduct the postal ballot (including e-voting) process in a fair and transparent manner in accordance with the provisions of Companies Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014.

The Scrutinizer will submit the report to the Board of Directors / any person duly authorized by Board after the completion of the scrutiny of Postal Ballot. The results of the Postal Ballot will be announced on or before Saturday, January 13, 2024, at the Registered Office of the Company. The Company shall simultaneously forward the results of Postal Ballot along with Scrutinizers Report to The Calcutta Stock Exchange Limited i.e., the only stock exchange where the equity shares of the Company are presently listed and will also be displayed on the Company's website www.pebcomotors.com and on the website of CDSL www.evotingindia.com.

The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date specified for postal ballot (including e-voting) i.e. Friday, January 12, 2024, for the purpose of compliance, in terms of Secretarial Standard 2 issued by The Institute of Company Secretaries of India.

<p>Place: Kolkata Date: December 8, 2023</p>	<p>By the Order of the Board For Pebco Motors Limited Sd/- Shilpa Aggarwal Company Secretary Membership No. A32344</p>
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SPECIAL BUSINESS:

APPROVAL FOR VOLUNTARY DELISTING OF THE EQUITY SHARES OF PEBCO MOTORS LIMITED ("PML" / "THE COMPANY") FROM THE CALCUTTA STOCK EXCHANGE LIMITED ("STOCK EXCHANGE" / "CSE") I.E., THE ONLY STOCK EXCHANGE WHERE THE EQUITY SHARES OF THE COMPANY ARE PRESENTLY LISTED.

To consider and, if thought fit to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to (i) the Initial Public Announcement dated December 5, 2023 issued in accordance with Regulation 8 of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, as amended ("**SEBI Delisting Regulations**") by SKP Securities Limited, Manager to the Delisting Offer, for and on behalf of Mr. Kishan N. Parikh ("**the Promoter Acquirer**" / "**Acquirer**") conveying his intention *inter-alia* to (a) acquire all fully paid-up equity shares of the Company having face value of Rs. 10/- each that are held by Public Shareholders of the Company; and (b) consequently voluntarily delist the equity shares

from The Calcutta Stock Exchange Limited ("**Stock Exchange**"/ "**CSE**"), where the equity shares are presently listed by making a Delisting offer in accordance with the SEBI Delisting Regulations read with exemption granted by Securities and Exchange Board of India ("**SEBI**") pursuant to Regulation 42 of SEBI Delisting Regulations, vide their letter reference no. SEBI/HO/CFD/DCR2/P/OW/2023/45507/1 dated November 13, 2023 ("**Exemption Letter**") ("**Delisting Proposal**"); and (ii) the approval of the Board of Directors of the Company in its meeting held on December 8, 2023 and in accordance with the provisions of the Companies Act, 2013 (the "**Act**") and the rules framed thereunder, SEBI Delisting Regulations, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**"), the listing agreement entered with CSE, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as may be enacted hereinafter, and all other applicable laws, rules, regulations and guidelines, if any, and subject to such approvals, permissions and consents, as may be required and necessary for the Company, under applicable laws and subject to the terms of such approvals, permissions and consents, as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed by any authority or third party, while granting such approvals, permissions and consent, approval of the members of the Company be and is hereby accorded to voluntarily delist the equity shares from CSE pursuant to the proposed acquisition of equity shares that are held by public shareholders, as detailed in the Initial Public Announcement dated December 5, 2023 in accordance with the terms of the SEBI Delisting Regulations and other applicable provisions of applicable laws, and the Company shall accordingly take all necessary actions and make all the necessary disclosures and filings to facilitate the proposed voluntary delisting of the equity shares."

"RESOLVED FURTHER THAT the Board of Directors of the Company ("**the Board**" which term shall be deemed to include, unless the context otherwise requires, any committee constituted by the Board to exercise its powers, including the powers conferred by this resolution) be and are hereby authorized on behalf of the Company to do, either by themselves or through delegation to any person, as they may in their absolute discretion deem fit, all such acts, deeds, matters and things as they may at their discretion deem necessary or expedient for such purpose and seek relevant third party consents, as may be required and make all necessary filings/applications including but not limited to filing/applications to any statutory / regulatory/ government authority including CSE and to execute all such deeds, documents or writings as are necessary or expedient, to settle any question, difficulties or doubts that may arise in this regard or delegate the aforesaid authority to any person or to engage any advisor, lawyers, consultant, agent or intermediary, as they may in their absolute discretion deem fit."

"RESOLVED FURTHER THAT any of the directors or key managerial personnel of the Company be and are hereby severally authorized to issue a certified true copy of the aforesaid resolution wherever necessary."

<p>Place: Kolkata Date: December 8, 2023</p>	<p>By the Order of the Board For Pebco Motors Limited Sd/- Shilpa Aggarwal Company Secretary Membership No. A32344</p>
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NOTES:

1. Explanatory Statement setting out all the material facts concerning the proposed business and reasons thereof pursuant to Section 102 and 110 of the Companies Act, 2013 are annexed to this Notice.
2. Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if it has been passed at a General Meeting by the Members on Friday, January 12, 2024 i.e., last date of postal ballot (including e-voting).
3. This Postal Ballot Notice and Postal Ballot Form is being sent to the Members of the Company whose names appear on the Register of Members of the Company as on the Cut-off date i.e. Friday, December 8, 2023. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the member as on that date. A person who is not a member as on Cut-off date shall treat this Postal Ballot Notice for informational purpose only.
4. Postal ballot form together with self-addressed business reply envelope is enclosed for the use of the Member. Members are requested to carefully read the instructions printed in the Postal Ballot Notice and return the Postal Ballot Form duly completed in self-addressed, postage pre-paid envelope so as to reach the Scrutinizer not later than the close of working hours at 5:00 P.M. on Friday, January 12, 2024.
5. The Company has engaged the services of Central Depository Services (India) Limited (“CDSL”) to provide e-voting facility to its members. The voting through e-voting facility shall commence from Thursday, December 14, 2023 (9:00 A.M.) and shall end on Friday, January 12, 2024 (5:00 P.M.).
6. The Board of Directors of the Company has appointed CS A. K. Labh, Practicing Company Secretary (FCS: 4848; CP No. 3238) of A. K. Labh & Co. as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
7. The Scrutinizer will submit his report to the Board of Directors / person authorized by the Board after the completion of the scrutiny of e-voting data provided by CDSL. The results of the Postal Ballot will be announced on or before Saturday, January 13, 2024, at the Registered Office of the Company.
8. The results declared along with Scrutinizer’s Report shall be placed on the Company’s website www.pebcomotors.com and on the website of CDSL www.evotingindia.com immediately. The Company shall simultaneously forward the results to the Stock Exchange i.e., CSE, where the equity shares of the Company are presently listed.
9. The documents referred to in the accompanying Explanatory Statement is available for inspection at the Registered Office at 8A, Monalisa, 17 Camac Street, Kolkata – 700 017 between 10:00 A.M. to 1:00 P.M. on any working day excluding Saturday & Sunday till the last date for postal ballot (including e-voting) i.e. Friday, January 12, 2024.
10. Contact details of the person responsible to address the queries/grievances connected with the voting by Postal Ballot i.e., voting by electronic means are as under:-

Shilpa Aggarwal

Company Secretary

Pebco Motors Limited**Registered Office:** 8A, Monalisa, 17 Camac Street, Kolkata – 700 017**Phone:** +91 (033) 4602 5592; **Email:** ro@pebcomotors.com; **Website:** www.pebcomotors.com

or

Mr. Ashok Sen

Registrar & Share Transfer Agent**Niche Technologies Pvt. Ltd.****Registered Office:** 7th Floor, Room No. 7A & 7B, 3A, Auckland Road, Elgin, Kolkata–700017,**Tel. No.:** +91 033- 22806617/18/19; **Fax:** +91 (033) 2215- 6823;**E- mail:** nichetechpl@nichetechpl.com; **Website:** www.nichetechpl.com

Place: Kolkata Date: December 8, 2023	By the Order of the Board For Pebco Motors Limited Sd/- Shilpa Aggarwal Company Secretary Membership No. A32344
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11. INSTRUCTIONS FOR E-VOTING:

- (i) In compliance with the provisions of Section 108 of the Act, read with Rule 20 of Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI Listing Regulations and MCA Circulars, the Shareholders are provided with the facility to cast their vote electronically through e-voting services provided by CDSL on the resolution set forth in this notice.
- (ii) The e-voting period commences on **Thursday, December 14, 2023 (9:00 A.M. IST) and ends on Friday, January 12, 2024 (5:00 P.M. IST) (both days inclusive)**. During this period, Shareholders holding shares either in physical form or in dematerialized form, as on the Cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Shareholders, he / she shall not be allowed to change it subsequently or cast vote again.
- (iii) Login method for e-voting for Individual Shareholders holding securities in Demat mode through Central Securities Depositories Limited (“CDSL”)/National Securities Depositories Limited (“NSDL”) is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none">Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.After successful login, the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On

	<p>clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KFIN/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <ol style="list-style-type: none"> 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. 4. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on mobile. 2. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. 3. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the e-Voting period. 4. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp. 5. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders/Members' section. 6. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the e-Voting period.

Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<ol style="list-style-type: none"> 1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 2. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. 3. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the e-Voting period.
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Important note: Shareholders who are unable to retrieve User ID/ Password are advised to use “Forget User ID” and “Forget Password” option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., CDSL and NSDL.

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Shareholders facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Shareholders facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(iv) **Login method for e-Voting for Shareholders holding securities in physical mode and Shareholders other than individual Shareholders holding securities in Demat form.**

- a. The Shareholders should log on to the e-Voting website www.evotingindia.com.
- b. Click on “Shareholders” module.
- c. Now enter your User ID
 - i. For CDSL: 16 digits beneficiary ID
 - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID
 - iii. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- d. Next enter the Image Verification as displayed and Click on Login
- e. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-Voting of any company, then your existing password is to be used
- f. If you are a first-time user follow the steps given below:

	For Shareholders holding securities in physical mode and other than individual Shareholders holding shares in Demat.
PAN	<p>Enter your 10 digit alpha-numeric “PAN” issued by Income Tax Department (Applicable for both demat Shareholders as well as physical Shareholders)</p> <p>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</p>

Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the Member id / folio number in the Dividend Bank details field.
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- g. After entering these details appropriately, click on “SUBMIT” tab.
- h. Shareholders holding shares in physical mode will then directly reach the Company selection screen. However, Shareholders holding shares in demat mode will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat account holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-Voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- i. For Shareholders holding shares in physical mode, the details can be used only for e-Voting on the resolutions contained in this Notice.
- j. Click on the EVSN for <**Pebco Motors Limited**> on which you choose to vote.
- k. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- l. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- m. After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- n. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- o. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- p. If a demat account holder has forgotten the login/password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

q. Additional Facility for Non – Individual Shareholders and Custodians –For e-Voting

- Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email

address viz; cs@pebcomotors.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

(v) PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES

- a. For Physical Shareholders- please provide necessary details like Folio No., Name of Shareholders, scanned copy of the share certificate (front and back), PAN (self- attested scanned copy of PAN card), AADHAR (self- attested scanned copy of Aadhar Card) by email to mdpldc@yahoo.com.
- b. For Demat Shareholders - Please update your email id & mobile no. with your respective Depository Participant.
- c. For Individual Demat Shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 2305 8738 and 022-2305 8542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

Approval for Voluntary Delisting of the equity shares of the Company from The Calcutta Stock Exchange Limited i.e., the only stock exchange where the equity shares of the Company are presently listed.

1. The equity shares of Rs. 10/- each of Pebco Motors Limited (“PML”/“the Company”) are presently listed on The Calcutta Stock Exchange Limited (“CSE”/“Stock Exchange”)

i.e., the only stock exchange where the equity shares of the company are presently listed.

2. As on date the Acquirer holds 4,27,505 equity shares in the Company representing 42.85% of the total equity and voting share capital of the Company. The Acquirer along with other constituents of Promoter and Promoter Group collectively holds 7,47,545 fully paid-up equity shares of Rs. 10/- each representing 74.92% of the total equity and voting share capital of the Company and the Public Shareholders holds 2,50,225 fully paid-up equity shares of Rs. 10/- each representing 25.08% of the total equity and voting share capital of the Company.
3. The Board of Directors of the Company has received an Initial Public Announcement dated December 5, 2023, issued by SKP Securities Limited, Manager to the Delisting Offer, for and on behalf of Mr. Kishan N. Parikh ("**the Promoter Acquirer**" / "**Acquirer**") in accordance with Regulation 8 of the SEBI Delisting Regulations, to initiate the process of voluntary delisting of equity shares of the Company based on the Acquirer's intention to: (a) acquire all equity shares that are held by public shareholders of the Company in accordance with SEBI Delisting Regulations; and (b) consequently voluntarily delist the equity shares from CSE by making a Delisting offer in accordance with applicable provisions of Chapter VI, Part A of SEBI Delisting Regulations read with exemption granted by Securities and Exchange Board of India ("**SEBI**") pursuant to Regulation 42 of SEBI Delisting Regulations, vide their letter reference no. SEBI/HO/CFD/DCR2/P/OW/2023/45507/1 dated November 13, 2023 ("**Exemption Letter**") for acquiring 2,50,225 equity shares representing 25.08% of total equity and voting share capital of the Company.
4. As per the Initial Public Announcement, the objective and rationale for the Delisting Offer is as follows:
 - a. The proposed delisting is in the interest of the Public Shareholders as it will give them an opportunity to liquidate their shareholding in the Company, at a price determined in accordance with the SEBI Delisting Regulations, providing immediate liquidity;
 - b. To obtain full ownership of the Company, which will provide the Acquirer along with other constituents of the Promoter and Promoter Group with increased operational flexibility to support Company's business; and
 - c. To save ongoing substantial compliance costs and reduction in dedicating management time to comply with the requirements associated with the continued listing, which can be refocused on the Company's Business.
5. Pursuant to the Initial Public Announcement received from the Acquirer, the Board of Directors of the Company at its meeting held on December 8, 2023, took on record the Initial Public Announcement and Due Diligence Certificate submitted by CS Mohammad Tausif, Practicing Company Secretary (Peer Review Certificate No. 979/2020; Membership No: F11959; CP No. 18170) of Tausif & Associates in accordance with Regulation 10(3) of the SEBI Delisting Regulations. Pursuant to perusal of the Due Diligence Report dated December 8, 2023, and the Share Capital Audit Report under Regulation 76 of the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, the Board of Directors approved

the Delisting Proposal in terms of Regulation 10 of the SEBI Delisting Regulations, subject to approval of public shareholders of the Company. The outcome of the meeting of the Board of Directors of the Company held for approving the Delisting Offer was notified to the CSE on December 8, 2023.

6. While considering the Delisting Proposal, the Board, based on the information available with the Company and the Due Diligence Report, in accordance with Regulation 10(4) of the SEBI Delisting Regulations, certified that:
 - The Company is in compliance with the applicable provisions of the securities laws;
 - The Promoter Acquirer and his related entities are in compliance with the applicable provisions of securities laws in terms of Due Diligence Report and are also in compliance with Regulation 4(5) of the SEBI Delisting Regulations; and
 - The Delisting Proposal is in the interest of the shareholders of the Company.
7. The Board took on record the Valuation Report dated December 7, 2023 received by the Company from the Acquirer and from SKP Securities Limited, SEBI Registered Category-1 Merchant Banker (Reg. No.: INM000012670) informing the Company that the Floor Price of the Delisting offer is Rs. 411.80/- (Rupees Four Hundred Eleven and Eighty Paise) per equity share which is determined in accordance with Regulation 20(2) of the SEBI Delisting Regulations read with Regulation 8 of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“**SEBI Takeover Regulations**”). Further, as per the provisions of Regulation 35(2) of SEBI Delisting Regulations, the Acquirer has to decide an exit price in consultation with the Manager to the Delisting Offer.
8. Pursuant to the above, the Acquirer in consultation with the Manager to the Delisting offer and in the best interest of public shareholders have decided the exit price of Rs. 411.80/- (Rupees Four Hundred Eleven and Eighty Paise) per equity share which is equal to the Floor Price determined in terms of Regulation 8(2)(e) of SEBI Takeover Regulations.
9. The Reference Date with respect to the computation of Floor Price for the proposed delisting is December 5, 2023 i.e., date on which the stock exchange was required to be notified of the board meeting in which the delisting proposal was considered and approved.
10. In terms of Regulation 11(1) of SEBI Delisting Regulations, the Delisting offer requires approval of the shareholders of the Company by way of a special resolution by means of postal ballot through remote e-voting in accordance with the SEBI Delisting Regulations. As per regulation 11(4) of SEBI Delisting Regulations, the special resolution passed by the members of the Company shall be acted upon if the votes cast by the public shareholders in favour of the Delisting offer is at least two times the number of votes cast by the public shareholders against it.
11. In the event that this special resolution is passed by the members as set out above, subject to receipt of In-Principal approval of the CSE and other applicable statutory approval as may be deemed necessary from time to time, the Acquirer along with other constituents of Promoter and Promoter Group in accordance with the SEBI Delisting Regulations will dispatch offer letter to all public shareholders.

12. The Acquirer shall not proceed with the Delisting offer, unless consent of public shareholders is received in accordance with Regulation 35(2)(d) of SEBI Delisting Regulations and have obtained all the necessary regulatory and statutory approvals as may be required under applicable laws including the SEBI Delisting Regulations.
13. Further, in addition to the applicable provisions of the SEBI Delisting Regulations and pursuant to the Exemption Letter obtained from SEBI, the following shall also be applicable to the Delisting Offer:
- The Acquirer shall continue to accept tendered shares from remaining public shareholders for a period of up to two years from the date of delisting, at the same price at which earlier acceptance of shares was made;
 - The Manager to the Offer, in due coordination with the Acquirer, shall ensure that the rights of the remaining public shareholders are protected and in furtherance of the same shall:
 - a) Publish, on a quarterly basis, an advertisement in the same newspapers in which the advisements of the offer for delisting of equity shares was published, inviting the remaining public shareholders to avail the exit opportunity during the two years exit window after delisting of shares;
 - b) send follow up communications to the remaining public shareholders on a quarterly basis; and
 - c) file a quarterly progress report to the stock exchange(s), which shall be disseminated to the public thereafter by the stock exchange(s), disclosing the following:
 - number of remaining public shareholders at the beginning and end of the quarter; and
 - details of public shareholders who availed the exit opportunity during the quarter.

The Board recommends the special resolution and places it for consideration and approval of shareholders of the Company.

None of the Directors, Managers, Key Managerial Personnel and their relatives, in any way, is concerned or interested in the resolution except to the extent of their shareholding/ shareholding of their associates as Promoters / Promoter Group in the Company.

<p>Place: Kolkata</p>	<p style="text-align: right;">By the Order of the Board For Pebco Motors Limited Sd/- Shilpa Aggarwal Company Secretary</p>
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Date: December 8, 2023

Membership No. A32344

PEBCO MOTORS LIMITED

CIN: L67120WB1971PLC029802

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

Phone: +91 (033) 4602 5592; Email: ro@pebcomotors.com; Website: www.pebcomotors.com

POSTAL BALLOT FORM

Postal Ballot No.:

1. Name(s) and Registered Address of Sole/First named shareholder(s) (in Block Letters)	
2. Name(s) of the Joint holder(s) if any	
3. Registered Folio No./DP ID No. & Client ID No.* (*Applicable to shareholders holding shares in dematerialized form)	
4. No. of equity shares held	

I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through Postal Ballot for the business stated in the Notice of the Company dated December 8, 2023, by sending my/our assent or dissent to the said resolutions by placing the tick (✓) mark at the appropriate column below:

(Important Note for Voting: To ensure valid and proper voting on the Ballot Paper, please: i) Fill in Col. (1) for the number of shares being voted, ii) Tick (✓) the Col. (2) for voting (FOR) and / or Tick (✓) the Col. (3) for voting (AGAINST) and iii) Sign this Ballot Paper and post it in the pre-paid envelope)

Description	Number of shares (1)	I/We assent to the resolution (2) (FOR)	I/We dissent to the resolution (3) (AGAINST)
Special Resolution: Approval for voluntary delisting of the equity shares of Pebco Motors Limited (“PML”/ “the Company”) from The Calcutta Stock Exchange Limited i.e., the only stock exchange where the equity shares of the Company are presently listed.			

Place:

Date:

Signature of the Shareholder*

(*In case of authorized representative of a body corporate, certified true copy of the relevant authorization viz. Board Resolution /Power of attorney should be sent along with the Postal Ballot Form)

Note: For E-Voting, please refer the instructions under “E-Voting Facility” in the notice attached herewith.

Last Date for receipt of Postal Ballot Form by the scrutinizer: Friday, January 12, 2024.

ELECTRONIC VOTING PARTICULARS

EVSN (E-Voting Sequence Number)	USER ID (Please refer to the notice of Postal ballot)	PAN/SEQUENCE NUMBER

Note:

- For the full text of the aforesaid resolution, statement and notes, please refer to the Postal Ballot Notice including the explanatory statement
- Please read carefully the instructions mentioned overleaf before exercising your vote
- If the voting rights are exercised electronically, there is no need to use this Postal Ballot form

INSTRUCTIONS

1. This Postal Ballot form is provided for the benefit of Members who do not have access to e-voting facility. For detailed instructions on e-voting, please refer to the Postal Ballot Notice.
2. A member desiring to exercise vote by postal ballot may complete this postal ballot form and send it to the Scrutinizer in the enclosed self addressed envelope. Postages will be borne and paid by the company. However, envelope containing postal ballot if sent by courier at the expense of the registered shareholder will also be accepted.
3. This form should be completed and signed by the shareholder. (As per the specimen signature registered with the company or furnished to Central Depository Services (India) Limited in respect of shares held in physical form or dematerialized form respectively). In case of joint holding, this form should be completed and signed by the first named share holder and in his absence, by the next named share holder.
4. Members have option to vote either through Postal Ballot form or through E-Voting. If a member has opted for E-voting then he/she shouldn't vote through Postal Ballot and vice-a-versa. However, in case members cast their vote both via physical ballot and e-voting, then voting through e-voting shall prevail and voting done by postal ballot shall be treated as invalid.
5. Incomplete and /or unsigned Postal Ballot Form will be rejected.
6. Duly completed postal ballot form should reach the address of the scrutinizer not later than the close of working hours on Friday, January 12, 2024. Postal Ballot Form received after this date will be strictly treated as if the reply from the member has not been received.
7. In case of shares held by companies/trusts, societies etc the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board resolution/Authority for the purpose.
8. Voting rights shall be reckoned on the paid up value of shares registered in the name of the share holders as on the Cut Off date i.e., Friday, December 8, 2023.
9. Exercise of vote by postal ballot through proxy is not permitted. Members are requested to carefully read the instructions printed and tick (✓) mark should be placed in the relevant box signifying assent (FOR) /dissent (AGAINST) for the resolution, as the case may be before mailing the postal ballot form.
10. Incomplete, unsigned, improperly or incorrectly tick marked postal ballot forms will be rejected. Postal Ballot forms bearing tick marks in both the columns will render the postal ballot form invalid.
11. The members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed postage prepaid envelope as all such envelopes will be sent to the scrutinizer and any extraneous paper found in the envelope would be destroyed by the scrutinizer.

**To
Mr. Chanchal Deb
Pebco Motors Limited
Address: 8A, Monalisa, 17, Camac Street
Kolkata - 700 017, West Bengal, India**