

A. K. LABH

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



A. K. LABH & Co.

Company Secretaries

40, Weston Street, 3rd Floor, Kolkata - 700 013
☎ (033) 2221-9381, 4063-0236, Fax : (033) 2221-9381
Mobile : 98300-55689 / 98300-57689
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Website : www.aklabh.com

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
Pebco Motors Limited
8-A Monalisa
17, Camac Street
Kolkata - 700 017

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 44th Annual General Meeting of the members of "Pebco Motors Limited" ("Company") held on Tuesday, 6th September, 2016 at the Registered Office of the Company at 8-A 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 on remote e-voting and voting through physical ballot process carried out as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, on the resolutions 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 resolutions contained in the Notice of the Annual General Meeting dated the 27th May, 2016. My responsibility as a scrutinizer for the remote voting process through electronic means and physical ballots is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions, 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 M/s Niche Technologies Private Limited, the agencies engaged by the Company to provide remote e-voting / physical ballot facilities.

I submit my report as under:

1. The remote e-voting period remained open from 10.00 A.M. IST on Saturday, the 3rd September, 2016 up to 5.00 P.M. IST on Monday, the 5th September, 2016.



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Certified Filing Centre for e-filing under ACES, (Central Excise & Service Tax)





2. The Shareholders holding shares as on the "cut off" date, i.e. 30th August, 2016 were entitled to vote on the proposed 5 (Five) resolutions as mentioned in the notice dated 27th May, 2016 of the Annual General Meeting of the Company.
3. The Company has also distributed the physical ballot forms at the venue of the Annual 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 votes were unblocked on Tuesday, the 6th September, 2016 around 1.30 PM after the completion of the Annual General Meeting in the presence of two witnesses, namely, Ms. Suchita Tiwari, residing at 7/20, Kings Road, Howrah – 711101 and Ms. Amrita Sampat, residing at 59, Kalicharan Ghosh Road, Kolkata – 700050 who are not in employment of the Company.
5. The ballots which were incomplete and/or which were otherwise found defective have been treated as invalid.
6. The combined result of the remote e-voting [EVSN : 160726016] and votes casted through physical ballot papers distributed at the AGM venue are as under:

<A> ORDINARY BUSINESS:**a) Resolution 1**

Adoption of financial statements for the year ended 31st March, 2016 and the Directors' and Auditors' Report thereon

(i) Voted in favour of the Resolution:

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	27	714995	
Voting by ballot	12	38575	
Total	39	753570	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

b) Resolution 2**Declaration of Dividend on Equity Shares for the Financial Year 2015-16***(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	27	714995	
Voting by ballot	12	38575	
Total	39	753570	100.00%



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(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

c) Resolution 3

Appointment of Mr. Kishan N. Parikh (DIN: 00453209) who retires by rotation and being eligible, offers himself re-appointment

(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	27	714995	
Voting by ballot	12	38575	
Total	39	753570	100.00%



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(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

d) Resolution 4 : Ordinary Resolution

Appointment of M/s. Chaturvedi & Company, Chartered Accountants as Statutory Auditors of the Company and to fix their remuneration

(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	27	714995	
Voting by ballot	12	38575	
Total	39	753570	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

** SPECIAL BUSINESS:****e) Resolution 5 : Special Resolution**

Re-appointment of Mr. Kishan N. Parikh (DIN: 00453209) as Managing Director of the Company with effect from 1st July, 2016 and to fix his remuneration

(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	27	714995	
Voting by ballot	12	38575	
Total	39	753570	100.00%



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(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%

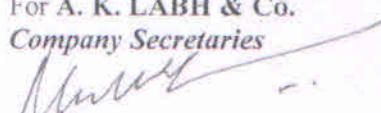
(iii) Invalid Votes:

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

- All the resolutions proposed hereinabove have been passed unanimously.
- 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: 08.09.2016



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Witness :

1. *Suchita Tiwari*

(Suchita Tiwari)
7/20, Kings Road
Howrah - 711101

2. *Amrita Sampat*

(Amrita Sampat)
59, Kalicharan Ghosh Road
Kolkata - 700 050

Received the Report of the Scrutinizer
For Pebco Motors Limited

Shilpa Aggarwal
(Shilpa Aggarwal)
Company Secretary