

## A. K. LABH

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



## A. K. LABH & Co.

**Company Secretaries**

40, Weston Street, 3rd Floor, Kolkata - 700 013  
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Mobile : 9 8 3 0 0 - 5 5 6 8 9 / 9 8 3 0 0 - 5 7 6 8 9  
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### **SCRUTINIZER'S REPORT**

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

**The Chairman**  
**Pebco Motors Limited**  
**8-A Monalisa**  
**17, Camac Street**  
**Kolkata – 700 017**

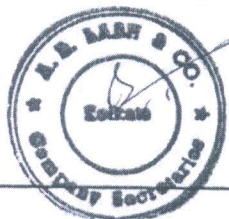
*Dear Sir,*

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 43<sup>rd</sup> Annual General Meeting of the Members of **Pebco Motors Limited** (“Company”) held on Tuesday, the 25<sup>th</sup> day of August, 2015 at 11:30 AM at 8-A Monalisa, 17, Camac Street, Kolkata -700 017 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 e-voting and voting through physical ballot process on the resolutions contained in the Notice of the Annual General Meeting dated the 27<sup>th</sup> May, 2015. My responsibility as a scrutinizer for the 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 e-voting and physical ballot facilities.

I submit my report as under:

1. The remote e-voting period remained open from 10:00 AM IST on Saturday, the 22<sup>nd</sup> August, 2015 up to 5.00 PM IST on Monday, the 24<sup>th</sup> August, 2015.



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- The Shareholders holding shares as on the "cut off" date, i.e. 18<sup>th</sup> August, 2015 were entitled to vote on the proposed 5 (Five) resolutions as mentioned in the notice dated 27<sup>th</sup> day of May, 2015 of the Annual General Meeting of the Company.
- The votes were unblocked on Tuesday, the 25<sup>th</sup> day of August, 2015 around 4.00 PM after the completion of the Annual General Meeting in the presence of two witnesses, namely, Mr. Narayan Chandra Saha, residing at 108, Sarat Chatterjee Road, Howrah – 711 102 and Mr. Raju Chowdhury residing at The C.A.B. Dr. B. C. Roy Club House, Eden Gardens, Kolkata – 700 021 who are not in employment of the Company.
- Thereafter the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-Voting website of CDSL (<https://www.evotingindia.com>).
- The result of the remote e-voting [EVSN : 150715007] is as under:

<A> **ORDINARY BUSINESS:**

**a) Resolution 1**

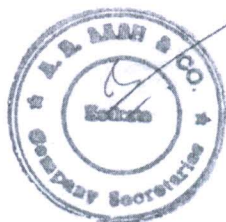
***Adoption of Financial Statements for the year ended 31<sup>st</sup> March, 2015 and the Directors' and Auditors' Report thereon***

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
521310	521310	0

**b) Resolution 2**

***Declaration of Dividend for the financial year 2014-15***

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
521310	521310	0



**c) Resolution 3**

*Appointment of Mr. Pinak Ajmera Mahipatrai (DIN : 06944980) who retires by rotation and being eligible, offers himself for reappointment*

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
521310	521310	0

**d) Resolution 4**

**Type of Resolution : Ordinary Resolution**

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

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
521310	521310	0

<B> **SPECIAL BUSINESS:**

**e) Resolution 5**

**Type of Resolution : Special Resolution**

*Alteration in Articles of Association of the Company*

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
521310	521310	0





6. 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.
7. The result of the voting through ballot forms are as under :

**<A> ORDINARY BUSINESS:****a) Resolution 1*****Adoption of Financial Statements for the year ended 31<sup>st</sup> March, 2015 and the Directors' and Auditors' Report thereon***

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
232260	232260	0

**b) Resolution 2*****Declaration of Dividend for the financial year 2014-15***

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
232260	232260	0

**c) Resolution 3*****Appointment of Mr. Pinak Ajmera Mahipatrai (DIN : 06944980) who retires by rotation and being eligible, offers himself for reappointment***

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
232260	232260	0



**d) Resolution 4****Type of Resolution : Ordinary Resolution*****Appointment of M/s. Chaturvedi & Co., Chartered Accountants as Statutory Auditors of the Company and to fix their remuneration***

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
232260	232260	0

**<B> SPECIAL BUSINESS:****e) Resolution 5****Type of Resolution : Special Resolution*****Alteration in Articles of Association of the Company***

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
232260	232260	0

8. Thus, the combined result of the remote e-voting [EVSN : 150715007] and votes casted through physical ballot papers distributed at the venue are as under:

**<A> ORDINARY BUSINESS:****a) Resolution 1*****Adoption of Financial Statements for the year ended 31<sup>st</sup> March, 2015 and the Directors' and Auditors' Report thereon***

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
753570	753570 (100.00%)	0 (0.00%)



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**b) Resolution 2****Declaration of Dividend for the financial year 2014-15**

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
753570	753570 (100.00%)	0 (0.00%)

**c) Resolution 3**

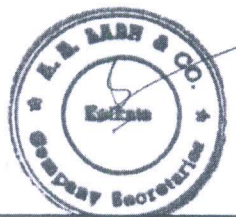
**Appointment of Mr. Pinak Ajmera Mahipatrai (DIN : 06944980) who retires by rotation and being eligible, offers himself for reappointment**

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
753570	753570 (100.00%)	0 (0.00%)

**d) Resolution 4****Type of Resolution : Ordinary Resolution**

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

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
753570	753570 (100.00%)	0 (0.00%)





<B> SPECIAL BUSINESS:

e) Resolution 5

Type of Resolution : Special Resolution

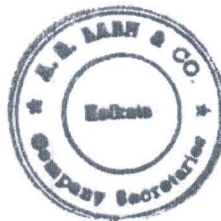
Alteration in Articles of Association of the Company

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
753570	753570 (100.00%)	0 (0.00%)

9. All the resolutions proposed hereinabove have been passed with requisite majority.
10. The physical ballot forms, remote e-voting register and other related papers / registers and records shall remain in our safe custody until the Chairman considers, approves and signs the minutes in this regard.

Thanking You,

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



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

Place: Kolkata  
Dated: 27.08.2015

Verified the contents and received the Report of the Scrutinizer  
For Pebco Motors Limited

(Shilpa Aggarwal)  
Company Secretary