

PEBCO MOTORS LIMITED

(CIN: L67120WB1971PLC029802)

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

E-mail: ro@pebcomotors.com Website: www.pebcomotors.com

Telephone: 033-22871046

NOTICE TO MEMBERS:

Notice is hereby given that an Extraordinary General Meeting (EGM) of the shareholders of Pebco Motors Limited will be held at a shorter notice on Monday, the 23rd day of October, 2017 at 11.30 a.m.(IST) at the Registered Office of the Company at 8A, Monalisa, 17, Camac Street, Kolkata 700017 to transact the following Special Business:

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

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

“**RESOLVED THAT** pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modification or re-enactment thereof for the time being in force and the Rules framed thereunder and subject to approval of any other statutory or regulatory authority, the Part B (Other Object Clause) of the Memorandum of Association of the Company be and is hereby altered by adding the following Clause after existing Clause (B) 11:

12. To Carry on the business of selling and servicing of insurance products.

RESOLVED FURTHER THAT Mrs. Shilpa Aggarwal, Company Secretary of the Company be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof, and finalizing and executing necessary documents, including contracts, schemes, agreements, and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board (including its Committee(s) thereof and/or any Director or any individual delegated with powers necessary for the purpose) be and is hereby authorized to do all such acts, deeds, matters and things, as may be necessary, proper or expedient without being required to seek any further consent or approval of the Company or otherwise to the end and intent that they shall be deemed to have been given all necessary approval thereto expressly by the authority of this resolution.”

By Order of the Board of
Pebco Motors Limited

Place: Kolkata
Date: 10th October, 2017

Shilpa Aggarwal
Company Secretary
Membership No: A32344

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

The instrument appointing the proxy should, however be deposited at the registered office of the Company not less than **FORTY EIGHT HOURS** before commencement of the meeting. Proxies submitted on behalf of limited companies, societies etc. must be supported by appropriate resolutions/authority, as applicable.

Members are requested to note that a person can act as proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

2. An Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013, in respect to special business referred above is annexed is hereto.
3. The Meeting is being convened at a shorter notice, after obtaining the consent, in writing, of more than 95% of the Members of the Company, pursuant to the provisions of Section 101 of the Companies Act, 2013.
4. Relevant documents referred to in the accompanying Notice and the explanatory statement are open for inspection by the members at the Registered office of the Company during business hours up to and including the date of the meeting.

5. PROCESS FOR MEMBERS OPTING FOR E-VOTING

- (i) The e-voting period commences on 20th October, 2017 (10:00 am) and ends on 22nd October, 2017 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 03rd October, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
- (iii) Click on "Shareholders" tab.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
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> <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

DOB	Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format
Bank Account Number (DBD)	Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio. <ul style="list-style-type: none"> • Please Enter the DOB or Bank Account Number in order to Login. • If both the details are not recorded with the depository or company then please enter the member-id / folio number in the Bank Account Number details field as mentioned in above instruction (iv)

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form 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 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Company Name i.e. PEBCO MOTORS LIMITED on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Institutional Shareholders & Custodians :
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporate.
 - 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 they have to create a compliance user which 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 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.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or contact them at 1800 200 5533.
- (xx) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows Phone users can download the app from the App store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
6. At the venue of the EGM, voting shall also be done through ballot papers ("Polling Paper") and the members attending EGM who have not casted their vote by Remote E-voting shall be entitled to cast their vote through Ballot Paper which will be distributed at the venue of EGM.

7. Attendance Slip, Proxy Form and Route Map to the venue of EGM are annexed hereto.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

Item No. 1

The Members are hereby informed that the current Part (B) Objects incidental or ancillary to the attainment of the main Object Clause of the Memorandum of Association of the Company (MOA) covers all the activities carried on by the Company but in order to comply the compliances of new guidelines adopted by IRDAI for motor insurance business, your directors are considering the proposal for alteration in the other Objects Clause of the memorandum of association as set out in the resolution. This will enable the company to carry on its business economically and efficiently and the proposed activities can be, under the existing circumstances, conveniently and advantageously combined with the present activities of the company. This will also enlarge the area of operations of the company.

Pursuant to section 13 of the Companies Act 2013, the above said proposal requires consent of the members by way of special resolution.

None of the directors or the Key Managerial persons of your company and their relatives are concerned or interested financially or otherwise in this resolution.

The Board recommends the resolution set out at Item No. 1 for the approval of the Members of the Company.

By Order of the Board of
Pebco Motors Limited

Place: Kolkata
Date: 10th October, 2017

Shilpa Aggarwal
Company Secretary
Membership No. A32344

PEBCO MOTORS LIMITED

(CIN: L67120WB1971PLC029802)

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ATTENDANCE SLIP

(To be presented at the entrance duly signed)

Regd. Folio/ DP ID & Client ID	
Name	
Address of the Shareholder	
No. of Shares held	

1. I hereby record my presence at the Extraordinary General Meeting of Pebco Motors Limited at the Registered Office of the Company at 8A, Monalisa, 17, Camac Street, Kolkata 700017 at 11.30 a.m. on Monday, the 23rd day of October, 2017.
2. Signature of the Shareholder/ Proxy Present:

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3. Shareholder/ Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and handover at the entrance duly signed.

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PROXY FORM

Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014

Name of the Member(s) _____

Registered address : _____

E-mail : _____

Folio No/Client ID/DP ID : _____

I/We, being the member(s) of _____ shares of the above named company, hereby appoint :

(1) Name _____ Address _____
E-mail Id _____ Signature _____ or failing him / her

(2) Name _____ Address _____
E-mail Id _____ Signature _____ or failing him / her

(3) Name _____ Address _____
E-mail Id _____ Signature _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be held on Monday, October, 23rd, 2017 at 11.30 a.m. at the Registered Office of the Company at 8A, Monalisa, 17, Camac Street, Kolkata 700017 and any adjournment thereof in respect of such resolutions as are indicated below:

Sr No	Description	Type of Resolution	For	Against	Abstain
1.	Alteration of the Object Clause of the Memorandum of Association of the Company	Special			

Signed this _____ day of _____ 2017

Signature of Shareholder(s)

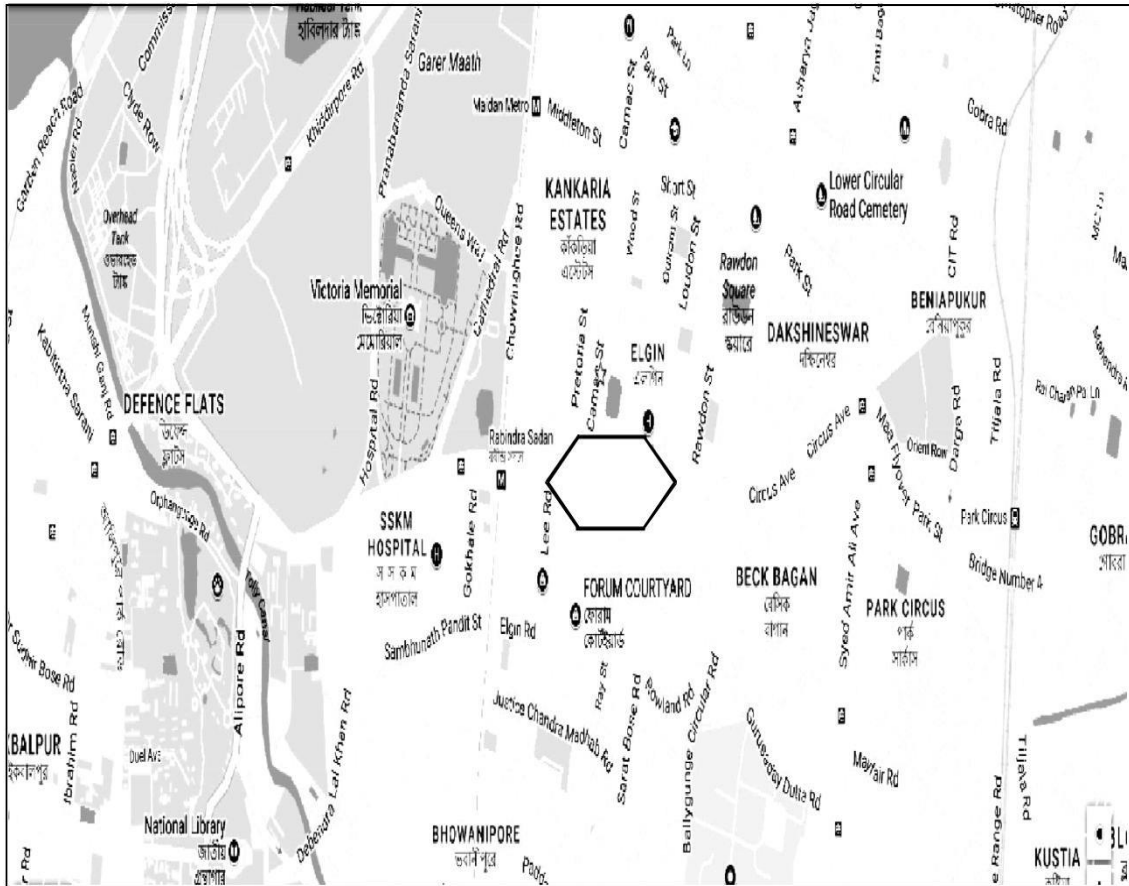
Signature of Proxy holder(s)

**Affix One
Rupee
Revenue
Stamp**

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Route Map to the AGM Venue



- ❖ 8A, Monalisa, 17 Camac Street,
Kolkata – 700017, West Bengal