

Bengal Peerless Housing Development Company Limited
Registered Office: 6/1A, Moira Street
“Mangal Deep”, Ground Floor
Kolkata-700 017

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty eighth Annual General Meeting(AGM) of the Members of the Company will be held on Monday, 5th September, 2022 at 4 p.m. at The Peerless Inn, Kolkata 12, J.L. Nehru Road, Kolkata: 700013 to transact the following business: -

Normal Business

- 1. To receive, consider and adopt the Financial Statements of the Company for the financial year ended 31st March, 2022 and the Reports of the Board of Directors' and the Auditors' Report of the company thereon.**
- 2. To appoint a director in place of Shri Jayanta Roy (DIN: 00022191), who retires by rotation, and being eligible offers himself for re-appointment.**
- 3. To declare dividend on equity shares for the financial year ended 31st March, 2022, if any.**

Special Business

- 4. Regularisation of appointment of Shri Debasis Ghosh (DIN: 09505227) as a Non –Executive Director**

To consider and, if thought fit, to pass with or without modifications, the following resolution as Ordinary Resolution:

“RESOLVED THAT Shri Debasis Ghosh (DIN: 09505227), who was appointed as an Additional Director on 18.02.2022 who holds office upto the date of ensuing Annual General Meeting in terms of Section 161(1) of the Companies Act, 2013 (the “Act”) and who is eligible for appointment and has consented to act as Director of the Company and on recommendation of Nomination and Remuneration Committee and Board of Director be and is hereby appointed as a Director of the Company.”

5. Reappointment of Shri Dipankar Chatterji (DIN: 00031256) as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other relevant provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company, on approval and recommendation of the Nomination and Remuneration Committee, and that of the Board, Shri Dipankar Chatterji (DIN: 00031256), who holds office as an independent director up to Annual General Meeting of calendar year 2022 be and is hereby reappointed as an independent director, not liable to retire by rotation, for a second term of five years upto Annual General Meeting of calendar year 2027.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other officer(s) / authorized representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. Reappointment of Shri Soumendra Mohan Basu (DIN: 01125409) as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other relevant provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company, on approval and recommendation of the Nomination and Remuneration Committee, and that of the Board, Shri Soumendra Mohan Basu (DIN: 01125409), who holds office as an independent director up to Annual General Meeting of calendar year 2022 be and is hereby reappointed as an independent director, not liable to retire by rotation, for a second term of five years upto Annual General Meeting of calendar year 2027.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other officer(s) / authorized representative(s) of the Company to do all acts, deeds and

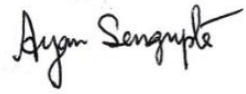
things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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Date: 1st June, 2022

By Order of the Board



Ayan Sengupta
Company Secretary and
Assistant General Manager- Legal

NOTES:-

1. A Member entitled to attend and vote at the Annual General Meeting ('AGM') may appoint a proxy to attend and vote on his behalf. A proxy need not be a Member of the Company. The proxy form is annexed in Annexure A. Proxies, in order to be effective, must be received at Registered office in 6/1 A Moira street, "Mangal Deep", Ground Floor, Kolkata-700017 not less than forty-eight hours before the commencement of the AGM i.e. by 4 p.m. 3rd September, 2022. Corporate Members are required to send to Registered Office a certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorising their representatives to attend and vote at the AGM.
2. Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at this AGM, is annexed.
3. The Register of Members and Share Transfer Book will remain close from 22nd August, 2022 to 23rd August, 2022(inclusive of both the days).
4. Route-map of the AGM venue, pursuant to the Secretarial Standard on General Meetings, is also given below.
5. Pursuant to the Income-tax Act, 1961, as amended, dividend income is taxable in the hands of the Members with effect from 1st April, 2020 and the Company is required to deduct tax at source from such dividend at the prescribed rates.
6. In case the recommended dividend is approved by the shareholders in the Annual General Meeting, the dividend will be paid to the equity shareholders, whose names appear in the Register of Members as on 1st June, 2022 within 30 days of declaration of dividend i.e. by 5th October, 2022.
7. Rs.71,430 lies with Unclaimed Dividend Account of the Company.
8. Member, who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices etc. from the Company electronically at the mail address sec.dept@bengalpeerless.com.

9. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
10. Relevant documents referred to in the accompanying Notice and the Statement is open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.

MAP SHOWING LOCATION OF THE VENUE OF THE TWENTY SECOND ANNUAL GENERAL MEETING OF BENGAL PEERLESS HOUSING DEVELOPMENT COMPANY LIMITED

VENUE:

The Peerless Inn, Kolkata
12, J. L. Nehru Road,
Kolkata-700013



Land Mark: Esplanade Metro Station

Explanatory Statement

➤ **Item 4: Regularisation of appointment of Shri Debasis Ghosh (DIN: 09505227)**

Shri Debasis Ghosh was first inducted to the Board at the Board Meeting held on 18th February, 2022 and in the same meeting he was appointed as the Additional Director. In reference to the terms of Section 161(1) of the Companies Act, 2013, Shri Debasis Ghosh can hold office only up to the date of the ensuing Annual General Meeting. On the basis of recommendation of Nomination and Remuneration Committee and Board, Shri Debasis Ghosh is eligible for appointment as Non-Executive Director of the Company. The Company has received all statutory disclosures / declarations from Shri Debasis Ghosh including (i) consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (“the Appointment Rules”), (ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, (iii) Disclosure of Interest in form MBP1

➤ **Item 5: Reappointment of Shri Dipankar Chatterji as an independent director**

Shri Dipankar Chatterjee were appointed as Independent Directors of the Company at the 23rd Annual General Meeting of Bengal Peerless Housing Development Company Limited held on 4th August, 2017 for tenure of 5 years and will hold office up to the Annual General Meeting of the Company to be held in the calendar year 2022. Based on recommendations of the Nomination and Remuneration Committee, Board and after taking into account the performance evaluation of their first term of five years and considering the knowledge, acumen, expertise, experience, and the substantial contribution they bring to the Board, the Committee has recommended the appointment of Shri Dipankar Chatterjee to the Board for a second term of five years. The Board, at its meeting held on 1st June, 2022, approved the reappointment of Shri Dipankar Chatterjee as Independent Directors of the Company.

Shri Dipankar Chatterji fulfills the requirements of an independent director as laid down under Section 149(6) of the Companies Act, 2013.

The Company has received all statutory disclosures / declarations from Shri Dipankar Chatterji, including (i) consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (“the Appointment Rules”), (ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, and (iii) a declaration to the effect that he meets the criteria

of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

➤ **Item 6: Reappointment of Shri Soumendra Mohan Basu as an independent director**

Shri Soumendra Mohan Basu were appointed as Independent Directors of the Company at the 23rd Annual General Meeting of Bengal Peerless Housing Development Company Limited held on 4th August, 2017 for tenure of 5 years and will hold office up to the Annual General Meeting of the Company held in the calendar year 2022. Based on recommendations of the Nomination and Remuneration Committee and after taking into account the performance evaluation of their first term of five years and considering the knowledge, acumen, expertise, experience, and the substantial contribution they bring to the Board, the Committee has recommended the appointment of Shri Soumendra Mohan Basu to the Board for a second term of five years. The Board, at its meeting held on 1st June, 2022, approved the reappointment of Shri Soumendra Mohan Basu as Independent Directors of the Company.

Shri Soumendra Mohan Basu fulfills the requirements of an independent director as laid down under Section 149(6) of the Companies Act, 2013.

The Company has received all statutory disclosures / declarations from Shri Soumendra Mohan Basu including (i) consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (“the Appointment Rules”),(ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

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Date: 1st June, 2022

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Assistant General Manager- Legal