

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty Third Annual General Meeting of the Members of the Company will be held on Friday, 4th August, 2017 at 12.30 p.m. at the Peerless Inn, Kolkata, 12, J. L. Nehru Road, Kolkata-700013, to transact the following business:-

### **Normal Business**

1. To consider and adopt the Financial Statements of the Company for the financial year ended 31st March, 2017 and the Reports of the Board of Directors and the Auditors.
2. To declare dividend on equity shares for the financial year ended 31st March, 2017.
3. To appoint a director in place of Shri Jayanta Roy (DIN: 00022191), who retires by rotation, and being eligible offers himself for re-appointment.
4. To appoint a director in place Shri Patit Paban Ray, (DIN: 00022211), who retires by rotation and, being eligible, offers himself for re-appointment.
5. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:-

“Resolved that, in accordance with the provisions of Sections 139 and 142 of the Companies Act, 2013, or any amendment thereto or modification thereof, the appointment of Messrs De & Bose, Chartered Accountants (Firm Registration No. 302175E), as the Auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of the Twenty Sixth Annual General Meeting be and is hereby ratified, at such remuneration as shall be fixed by the Board of Directors of the Company.”

## **Special Business**

6. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:-

“Resolved that, in accordance with the provisions of Section 148 of the Companies Act, 2013, or any amendment hereto or modification thereof, the remuneration of Shri Santosh Kumar Chakravartty, Cost Accountant, having Membership No. 1133, appointed by the Board of Directors of the Company as the Cost Auditor to conduct audit of Cost Records maintained by the Company for the financial year 2017-18, at remuneration of ₹150,000/- (one lakh fifty thousand) plus service tax and/or GST as applicable, be and is hereby ratified.”

7. To appoint Shri Dipankar Chatterji (DIN: 00031256) as an Independent Director and in this regard to consider and if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:

**“RESOLVED THAT** pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rule, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Dipankar Chatterji (DIN: 00031256) who was appointed as Additional Independent Director by the Board on 01.10.2016 and who holds the office till the date of ensuring Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a Notice u/s 160 of the Companies Act 2013, from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 consecutive years for a term up to the conclusion of 28<sup>th</sup> Annual General Meeting of the Company in the calendar year 2022.”

8. To appoint Shri Soumendra Mohan Basu (DIN:01125409) as an Independent Director and in this regard to consider and if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:

**“RESOLVED THAT** pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rule, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Soumendra Mohan Basu (DIN: 01125409) who was appointed as Additional Independent Director by the Board on 25.04.2017 and

who holds the office till the date of ensuring Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a Notice u/s 160 of the Companies Act 2013, from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 consecutive years for a term up to the conclusion of 28<sup>th</sup> Annual General Meeting of the Company in the calendar year 2022.”

Registered Office:  
6/1A, Moira Street  
“Mangal Deep”, Ground Floor  
Kolkata-700 017

By Order of the Board

Date: 11th May, 2017

Ayan Sengupta  
Company Secretary and  
Compliance Officer

**NOTE:**

1. The relevant Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of Item Nos.6 to 11 set out in the Notice is annexed hereto.
2. MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND, ON A POLL, TO VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE VALID AND EFFECTIVE, MUST BE DELIVERED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

3. Subject to the provisions of section 123 and 126 of the Companies Act 2013 and the Rules framed thereunder, as amended from time to time, if the Final Dividend as recommended by the Board of Directors is approved at the Annual General Meeting, payment of such dividend on Equity Shares will be made after 4<sup>th</sup> August 2017, within statutory time limit, to those members, whose names are registered in the Register of Members as on 04.08.2017.
4. Rs.18,000 lies with Unclaimed Dividend Account of the Company in respect of current financial year.

### ***Explanatory Statement u/s 102 of the Companies Act, 2013***

#### **In respect of Item No. 6**

The Board of Directors of the Company ('the Board') at the meeting held on 11th June, 2017, on the recommendation of the Audit Committee, approved the appointment and remuneration of Shri Santosh Kumar Chakravartty, Cost Accountant, to conduct audit of Cost Records maintained by the Company for the financial year 2017-18.

In terms of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration of the Cost Auditor needs ratification by the Members.

None of the Directors and Key Managerial Personnel of the Company, or their relatives, is interested in these Resolutions.

The Board recommends these Resolutions for your approval.

In accordance with the provisions of Section 148 of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014 (the Rules), the Company is required to appoint a Cost Auditor to audit the cost records of the Company.

## **In respect of item no. 7 and 8**

Shri Dipankar Chatterji and Shri Soumendra Mohan Basu were appointed as Additional Independent Directors of the Company and have held the position up to ensuing Annual General Meeting.

As per the current provisions of company law, Independent Directors are permitted to be appointed for a consecutive period of 5 years without being liable to retire by rotation.

It is proposed to appoint Shri Dipankar Chatterji and Shri Soumendra Mohan Basu as Independent Directors under Section 149 of the Act to hold office for 5 (five) consecutive years for a term up to the conclusion of 28<sup>th</sup> Annual General Meeting of the Company in the calendar year 2022.

Shri Dipankar Chatterji and Shri Soumendra Mohan Basu are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

The Company received Notices in writing from members along with deposits of requisite amount under Section 160 of the Act proposing the candidature of each of Shri Dipankar Chatterji and Shri Soumendra Mohan Basu for the office of the Director of the Company.

The Company also received declarations from Shri Dipankar Chatterji and Shri Soumendra Mohan Basu that they meet with the criteria of independence as prescribed under sub section 6 of section 149 of the Act.

In opinion of the Board, Shri Dipankar Chatterji and Shri Soumendra Mohan Basu fulfill the conditions for appointment as Independent Directors as specified in the Act. Shri Dipankar Chatterji and Shri Soumendra Mohan Basu are independent of the management.

Brief resume of Shri Dipankar Chatterji and Shri Soumendra Mohan Basu are provided herein below:

Name	Shri Dipankar Chatterji	Shri Soumendra Mohan Basu
Director Identification Number (DIN)	00031256	01125409
Date of Birth and Age	23-08-1948	19-11-1949
Qualification	Chartered Accountant	B.A. (Hons.)
Expertise in Specific Area	Finance & Accounts, Audit	Operations and Human Resource function
Date of first appointment at the board of the Company	1-10-2016	25-04-2017
Shareholding in Bengal Peerless Housing Development Company Limited	Nil	Nil
Directorship in Other Company	1. TRF Limited 2. West Bengal Industrial Development Corporation Ltd. 3. Jagaran Microfin Private Limited 4. Texmaco Infrastructure & Holdings Ltd. 5. Magnum Counsellors Pvt. Ltd. 6. Obeetee Textiles Pvt. Ltd. 7. Peerless Financial Services Ltd. 8. Delphi Management Services Pvt. Ltd. 9. The peerless General Finance & Investment Company Ltd. 10. Neotia Healthcare Initiative Limited.	1. India Carbon Limited 2. Endurance Technologies Limited 3. Peerless Funds Management Co. Ltd.

Copy of letters for respective appointments of Shri Dipankar Chatterji and Shri Soumendra Mohan Basu as Independent Directors setting out terms and conditions are available for inspection by members at the registered office of the Company.

Shri Dipankar Chatterji and Shri Soumendra Mohan Basu are interested in the resolutions set out respectively at the Item Nos. 7 and 8 of the notice with regard to their respective appointments.

The relatives of Shri Dipankar Chatterji and Shri Soumendra Mohan Basu may be deemed to be interested in the resolution set out respectively at Item No. 7 and 8 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except above, none of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned, financially or otherwise, in these resolutions.

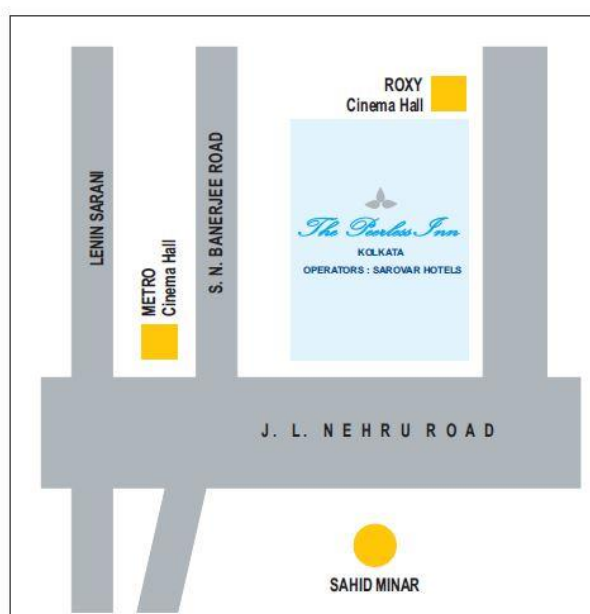
The Board recommends the Ordinary Resolution set out at Item Nos. 7 and 8 of the Notice for approval by the shareholders.

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**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