

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty Fourth Annual General Meeting of the Members of the Company will be held on Friday, 14th September, 2018 at 04.00 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, 2018 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, 2018.
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.

Special Business

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

“**RESOLVED THAT** pursuant to the provisions of Sections 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under (including any statutory modification or re-enactment thereof for the time being in force) as may be applicable, the Resolution passed in the Annual General Meeting (AGM) held on 6th August, 2015 for the appointment of Messrs De & Bose, Chartered Accountants, having ICAI Firm Registration No. 302175E as Statutory Auditors of the Company to hold office from the conclusion of 21st AGM till the conclusion of 26th AGM of the Company, be and is hereby amended to the extent that no ratification for appointment of Statutory Auditors is required at the AGM”.

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 2018-19, at remuneration of ₹1,50,000/- (one lakh fifty thousand) plus GST as applicable, be and is hereby ratified.”

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

By Order of the Board



Ayan Sengupta
Company Secretary and
Assistant General Manager- Legal

Date: 20th July, 2018

NOTE:

1. The relevant Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of Item No.5 and 6 is 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 provision 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 on or after 14th September 2018, within statutory time limit, to those members, whose names are registered in the Register of Members as on 14.09.2018.

4. Rs. 30,000 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. 5

The Companies Amendment Act, 2017 notified by Central Government vide Notification S.O. 1833(E) dated 7th May 2018 omitted the first proviso of section 139 of Companies Act, 2013. Thus the annual ratification for the appointment of auditors is no more required.

Messrs De & Bose, Chartered Accountants, having ICAI Firm Registration No.302175E, were appointed as Statutory Auditors of the Company at 21st Annual General Meeting (AGM) of the Company held on 6th August 2015 for a period of five years from the conclusion of 21st AGM till the conclusion of 26th AGM of the Company, subject to ratification of the said appointment at every AGM.

Section 139 of the Companies Act, 2013 has been amended with effect from 7th May, 2018 and as per amendment the provisions relating to ratification of appointment of Statutory Auditors at AGM is no longer applicable. Since the original appointment of the Statutory Auditors was made subject to ratification of appointment at the AGM, it is proposed to amend the terms of such appointment to align with the amended provisions of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel and any of their relatives are in any way concerned or interested, financial or otherwise, in the above resolution.

The Board recommends this resolution for your approval.

In respect of Item No. 6

The Board of Directors of the Company ('the Board') at the meeting held on 20th July, 2018, 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 2018-19.

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.

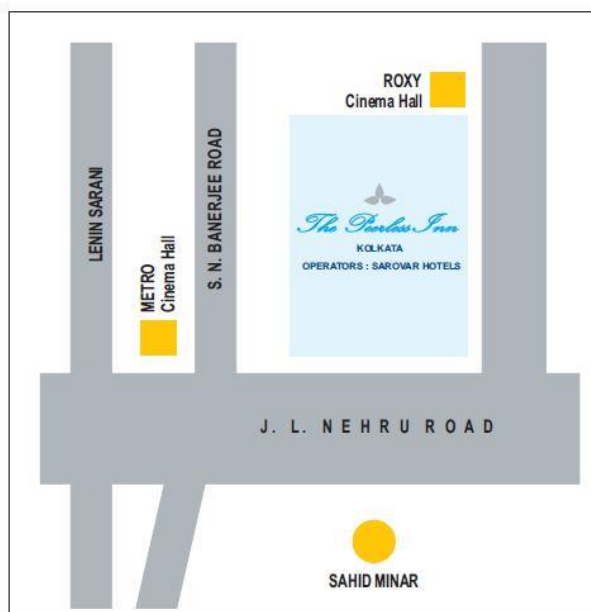
The Board recommends these Resolutions for your approval.

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.

MAP SHOWING LOCATION OF THE VENUE OF THE TWENTY FOURTH 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