

**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 Sixth Annual General Meeting of the Members of the Company will be held on 30<sup>th</sup> September 2020 at 4:00 p.m. through Video Conference (VC)/ Other Audio Visual Means (OAVM) facility at registered office 6/1A, Moira Street, “Mangal Deep”, Ground Floor, Kolkata -700017 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, 2020 and the Reports of the Board of Directors and the Auditors 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 appoint a director in place Shri Patit Paban Ray, (DIN: 00022211), who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint Statutory Auditors of the Company and fix their remuneration and to adopt the following resolution as an ORDINARY RESOLUTION:-

“RESOLVED THAT pursuant to provisions of section 139, 142 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit & Auditors) Rules, 2014, including any statutory re-enactment(s) or modification(s) thereof for the time being in force, M/s De & Bose, Chartered Accountants, Kolkata (Firm Registration No.302175E), be and is hereby appointed as Statutory Auditors of the Company to hold office for a term of 5 (five) consecutive years, from the conclusion of this Annual General Meeting till the conclusion of 31<sup>st</sup> Annual General Meeting of the Company to be held in the calendar year 2025, at such remuneration as may be fixed by Board of Directors of the Company in consultation with Audit Committee.”

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Date: 04<sup>th</sup> September, 2020

By Order of the Board



Ayan Sengupta  
Company Secretary and  
Assistant General Manager- Legal

## **NOTE:**

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular no 20/2020 dated May 5, 2020 read with circulars no. 14/2020 dated April 8, 2020, circular no. 17/2020 dated April 13, 2020 and circular no. 22/2020 dated June 15, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through Video Conferencing (VC) / Other Audio- Visual Means (OAVM), without the physical presence of the Members at a common venue. Accordingly, in compliance with the provisions of the Act and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Annual General Meeting and hence the Proxy Form and Attendance Slip are not annexed to the Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes.
3. In compliance with the aforesaid MCA Circulars, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company
4. Members attending the AGM through VC / OAVM shall be counted for reckoning the quorum under section 103 of the Act.
5. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
6. Rs. 44,400 lies with Unclaimed Dividend Account of the Company at the end of the current financial year.
7. The Register of Members and Share Transfer Book will remain close from Thursday, 24.09.2020 till Wednesday, 30.09.2020 (both days are inclusive).
8. The Statutory Registers maintained u/s 170 of the Companies Act, 2013 and Registers u/s 189 of the Companies Act, 2013 will be available electronically for inspection by the members on prior request. Members seeking inspection of such document can send an email to [sec.dept@bengalpeerless.com](mailto:sec.dept@bengalpeerless.com).
9. The voting rights of Members shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on 23.09.2020.

10. In case of Joint Holders, the Member whose name appears as first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

**INSTRUCTION FOR MEMBERS FOR ATTENDING THE ANNUAL GENERAL MEETING THROUGH VC/OAVM AS UNDER:**

1. Facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM and Members who may like to express their views or ask questions during the AGM may register themselves by writing us on [sec.dept@bengalpeerless.com](mailto:sec.dept@bengalpeerless.com).

The login details for joining the 26<sup>TH</sup> Annual General Meeting are as follows:

<https://zoom.us/meeting/register/tJcvuuopzgoEtLH-HUbpOmHyQ42uuCLLhiy>

After registering, you will receive a confirmation email containing information about joining the meeting.

Meeting ID- 932 5209 3286

Security Passcode 601511

All Members are requested to maintain confidentiality of the above mentioned log-in credentials and not to share the credential with any other person.

Further, the facility of joining AGM will be closed on expiry of 15 minutes after the schedule time of the AGM. Those Members who register themselves as speaker will only be allowed to express views / ask questions during the AGM. The Company reserves the right to restrict the number of speakers and time for each speaker depending upon the availability of time for the AGM.

2. Members who need technical assistance before or during the Annual General Meeting can contact on [sec.dept@bengalpeerless.com](mailto:sec.dept@bengalpeerless.com) or Helpline No- 033 2281 2601/2602.
3. Pursuant to section 108 of the Companies Act, 2013 and rule 20 of The Companies (Management and Administration) Rules, 2014 and amended thereafter, the Company is not required to provide e-voting facility to the members to cast and record their vote for General meetings.
4. In compliance with the MCA circulars and applicable provisions of the Companies Act, 2013 and rules made thereunder, the members will have a facility to vote on the proposed agenda matters of the Notice convening the AGM, through “Show of hands” as per section 107 of the Act, unless a demand for Poll is made by any member in accordance with section 109 of the Act.
5. During the meeting held through VC or OAVM facility, where a poll on any items is demanded, the members shall cast their vote on the resolutions only by e-mail through its registered e-mail address which is registered with the Company to

[sec.dept@bengalpeerless.com](mailto:sec.dept@bengalpeerless.com). Poll papers in form MGT 12 along with the AGM Notice will be sent to the members and the members are requested to cast their vote on the proposed agenda matters as stated in the notice convening the AGM during the meeting and send it to [sec.dept@bengalpeerless.com](mailto:sec.dept@bengalpeerless.com) through your registered email address. In case poll is demanded and accepted by the Chairman, then Practicing Company Secretary Shri Saurabh Basu (Membership No. 18686, CP No. 14347) will act as Scrutinizer. Along with external scrutinizer any one of the members present at the meeting shall act as a joint scrutinizer as per para 9.4 of Secretarial Standard 2.

**6. Note for Non – Individual Shareholders and Custodians**

Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who is/are authorized to vote, to the Company in the mail id [sec.dept@bengalpeerless.com](mailto:sec.dept@bengalpeerless.com).

7. Members are encouraged to join the Meeting through Laptops for better experience.
8. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.