



BENGAL PEERLESS HOUSING DEVELOPMENT COMPANY LIMITED

(A Joint Sector Company of West Bengal Housing Board and The Peerless General Finance & Investment Company Limited)

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

Phone : 033 2281 2601 / 2602, 033 2283 6227 / 6230, E-mail : bphdc@bengalpeerless.com

NOTICE OF THE 30TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Thirtieth Annual General Meeting of the Members of Bengal Peerless Housing Development Company Limited will be held on Wednesday, 10th July, 2024 at 4:30 p.m. at Peerless Bhavan, 3 Esplanade East, Kolkata - 700069 to transact the following businesses:

ORDINARY BUSINESS:

Item No. 1

To consider and adopt the Financial Statements of the Company for the financial year ended 31st March, 2024 and the Reports of the Board of Directors and the Auditors thereon.

Item No. 2

To declare Final Dividend of ₹ 75 /- per Equity Share of ₹ 10/- each for the financial year ended 31st March, 2024.

Item No. 3

To appoint a Director in place of Mr. Jayanta Roy (DIN: 00022191) who retires by rotation and, being eligible, offers himself for re-appointment.

Item No. 4

To appoint a Director in place of Mr. Debasis Ghosh (DIN: 09505227) who retires by rotation and, being eligible, offers himself for reappointment.

SPECIAL BUSINESS: Item No. 5

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

"RESOLVED THAT, pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) the remuneration of ₹ 75,000 /- (Rupees Seventy Five Thousand only) payable to M/s Shome & Banerjee, Cost Accountants (Firm Registration No. 000001) who have been appointed by the Board of Directors as Cost Auditors, for conduct of audit of the Cost Records of the Company for the financial year 2024-2025 payable in one or more instalments plus goods and services tax as applicable, and reimbursement of out-of-pocket expenses incurred, be and is hereby ratified."

Item No. 6

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

"RESOLVED THAT, pursuant to the provisions of Section 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) M/s. Mukund M. Chitale & Co., Chartered Accountants (FRN: 106655W) be and are hereby appointed as Statutory Auditors of the Company, to fill casual vacancy caused by the resignation of M/s. De & Bose, Chartered Accountants (Firm Registration No. 302175E).



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RESOLVED FURTHER THAT, M/s. Mukund M. Chitale & Co., Chartered Accountants (FRN: 106655W), be and are hereby appointed as the Statutory Auditors of the Company from this 30th Annual General Meeting and that they shall hold the office of the Statutory Auditors from the conclusion of this meeting until the conclusion of the ensuing, i.e., 31st Annual General Meeting to be held in 2025 and that they shall conduct the Statutory

Audit for the financial year ended 31st March, 2025 and such other audit/review/certification/work as may be required and/or deemed expedient at a remuneration of ₹ 6,50,000/- (Rupees Six Lakh Fifty Thousand only) payable in one or more instalments plus goods and services tax as applicable, and reimbursement of out-of-pocket expenses incurred."

The Record Date fixed for the purpose of determining entitlement of the Members to the Final Dividend for the financial year ended 31st March, 2024 is Wednesday, 10th July, 2024, and such Dividend, if declared, will be paid between 11th July 2024 and 10th August, 2024 to those Members entitled thereto.

By Order of the Board



Ayan Sengupta
Ayan Sengupta

Company Secretary &

Assistant General Manager Legal

Date: May 23, 2024

Place: Kolkata India

NOTES:

1. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts concerning item(s) of special business to be transacted at the Thirtieth Annual General Meeting (AGM) is annexed hereto and forms part of this Notice.
2. 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. Proxies in order to be effective must be received at the Registered Office of the Company not less than forty-eight hours before the meeting. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person cannot act as a proxy for any other person or shareholder.



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3. Pursuant to the Income-tax Act, 1961, dividend income is taxable in the hands of the Members and the Company is required to deduct tax at source from such dividend at the prescribed rates. Shareholders having total income below the taxable limit, are requested to submit Form 15G (applicable to an individual below the age of 60 years)/15H (applicable to an individual of the age of 60 years and above), to the Company at e-mail ID sec.dept@bengalpeerless.com.
4. The details of unclaimed dividend as on 31st March, 2024 are available on the website of the Company at https://bengalpeerless.com/doc/Unpaid_Dividend_11-03-2024_0001.pdf.
5. Members, 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 and notify any change thereof at rta@cbmsl.com or sec.dept@bengalpeerless.com.
6. Members are requested to intimate beforehand to the Company queries, if any, regarding these accounts/notices at least ten days before the meeting to enable the Management to keep the required information readily available at the meeting.
7. Members are requested to bring their copies of Annual Report to the Meeting.
8. A Route Map alongwith Prominent Landmark for easy location to reach the venue of AGM is annexed with the notice AGM.
9. Corporate Members are requested to send a duly certified scanned copy of the Board Resolution authorising their representative(s) to attend the AGM and vote at the AGM. The said resolution/ authorisation shall be sent to the Company through its registered email address to sec.dept@bengalpeerless.com.
10. PROCEDURE TO RAISE QUESTIONS / SEEK CLARIFICATIONS WITH RESPECT TO NOTICE:
 - a. Members are encouraged to express their views / send their queries in advance to bphdc@bengalpeerless.com. Members who would like to express their views or ask questions during the AGM may email their queries to sec.dept@bengalpeerless.com.
 - b. Members who need assistance before or during the AGM, can contact Company at sec.dept@bengalpeerless.com.
11. COMMUNICATION WITH REGISTRAR AND SHARE TRANSFER AGENT: The Shareholders holding shares in physical form are requested to approach the Registrar and Share Transfer Agent (RTA) of the Company, to intimate



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changes, if any, in their registered address, to lodge request for transmission, issue of duplicate share certificate, ECS (Electronic Clearing System) Mandate etc. at the following address:-

Name : C B Management Services Private Limited

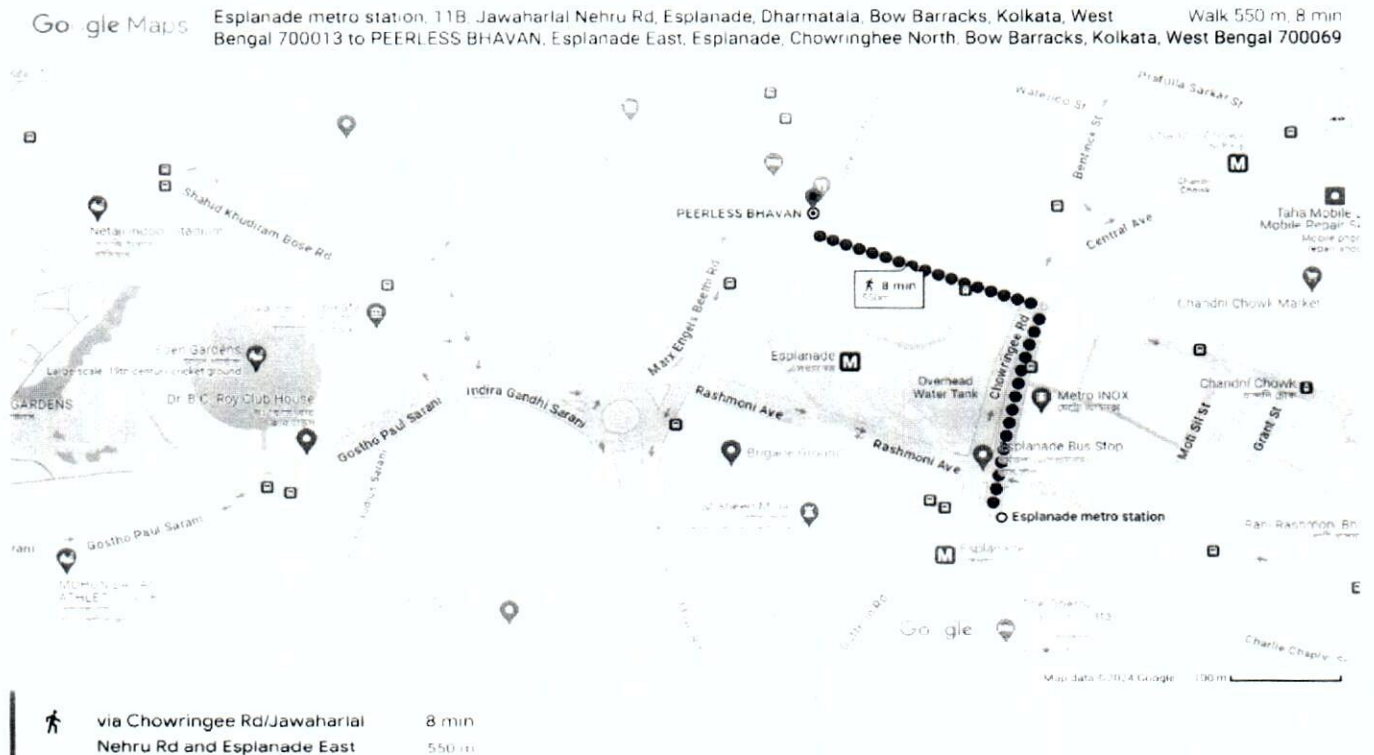
Email : rt@cbmsl.com

12. During the AGM, the Register of Directors and their Shareholding maintained under Section 170 of the Act, the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Act shall be available for inspection.
13. Attendance will start at 4:15 p.m.

MAP SHOWING LOCATION OF THE VENUE OF 30TH AGM OF THE COMPANY

ADDRESS: PEERLESS BHAVAN, 3 ESPLANADE EAST, KOLKATA – 700069

LANDMARK: ESPLANADE METRO STATION





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EXPLANATORY STATEMENT

Annexed to the Notice convening the Thirtieth Annual General Meeting to be held on Wednesday, 10th July, 2024.

Item No. 5

The Board of Directors at its meeting held on May 23, 2024, on the recommendation of Audit Committee, has appointed M/s Shome & Banerjee., Cost Accountants (Firm Registration No. 000001) to audit the cost records of the Company for the year ending 31st March 2025. At the same meeting, the Board of Directors approved a remuneration of ₹ 75, 000/- (Rupees Seventy Five Thousand only) payable in one or more instalments plus goods and services tax as applicable, and reimbursement of out-of-pocket expenses incurred, payable to M/s. Shome & Banerjee, Cost Accountants for conducting such audit. Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Audit & Auditors) Rules, 2014, the remuneration payable to the cost auditors shall be approved by the Board of Directors and subsequently ratified by the members of the Company. Accordingly, the remuneration payable to M/s. Shome & Banerjee, Cost Accountants, for conducting the cost audit for the year 2024-25, as approved by the Board of Directors, is being placed before the members for ratification.

None of the Directors, Key Managerial Personnel, if any of the Company or their relatives are concerned with or interested in, financially or otherwise, in passing the proposed resolution set out in item no. 5.

The Board recommends the resolution set forth at item No. 5 of the Notice for approval of the members by way of an Ordinary Resolution.

Item No. 6

M/s. De & Bose, Chartered Accountants (Firm Registration No. 302175E), who were appointed as Statutory Auditors of the Company for a term of 5 years till the conclusion of the 31st Annual General Meeting have tendered their resignation as Statutory Auditors vide letter dated May 23, 2024 to be effective from the conclusion of this Annual General Meeting due to their preoccupation. This has resulted into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by Section 139(8) of the Companies Act, 2013. Casual vacancy caused by the resignation of auditor shall be approved by the shareholders in General Meeting within three months from the date of recommendation of the Board of Directors of the Company. The Board of Directors of the Company at its meeting held on May 23, 2024, on recommendation of the Audit Committee, has appointed M/s. Mukund M. Chitale & Co., Chartered Accountants (FRN: 106655W) as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. De & Bose, Chartered Accountants. Accordingly, shareholders' approval by way of ordinary resolution is sought.

M/s. Mukund M. Chitale & Co., Chartered Accountants (FRN: 106655W), have conveyed their consent for being appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act,



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2013 and shall satisfy the criteria as provided under section 141 of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel, if any of the Company or their relatives are concerned with or interested in, financially or otherwise, in passing the proposed resolution set out in item no. 6.

The Board recommends the resolution set forth at item No. 6 of the Notice for approval of the members by way of an Ordinary Resolution.

By Order of the Board


Ayan Sengupta
Company Secretary &

Assistant General Manager Legal

Date: May 23, 2024

Place: Kolkata India