

NOTICE

Notice is hereby given that the Twenty Second Annual General Meeting of the Members of the Company will be held on Tuesday, 9th August, 2016 at 2.30 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, 2016 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, 2016.
3. To appoint a director in place of Shri Asis Kumar Chakraborty (DIN: 05284300), who retires by rotation, and being eligible offers himself for re-appointment.
4. To appoint a director in place Shri Somnath Sanyal, (DIN: 05284335), 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 sections 148 of the Companies Act, 2013, or any amendment thereto 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 2015-16, at a remuneration of ₹1,50,000/- plus service tax as applicable, be and is hereby ratified."

7. 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 thereto 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 2016-17, at a remuneration of ₹1,50,000/- plus service tax as applicable, be and is hereby ratified."

8. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, the Company do hereby ratifies the appointment of Shri Siddhartha Sankar Chakraborty (DIN: 07102929), whose office is liable to retire by rotation and is eligible for re-appointment, as the Non-executive Nominee Director of the Company who was appointed as a Nominee Director of the Company with effect from 06.08.2015 pursuant to section 161 of the Companies Act, 2013 upon the terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting."

"RESOLVED FURTHER THAT such ratification as mentioned above shall not lead to any discontinuation of the office of the said director."

9. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, the Company do hereby ratifies the appointment of Shri Karoon Dey (DIN: 07267373), whose office is liable to retire by rotation and is eligible for re-appointment, as the Non-executive Nominee Director and Chairman of the Company who was appointed as a Nominee Director and Chairman of the Company with effect from 17.11.2015 pursuant to section 161 of the Companies Act, 2013 upon the terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting."

"RESOLVED FURTHER THAT such ratification as mentioned above shall not lead to any discontinuation of the office of the said director."

10. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, the Company do hereby ratifies the appointment of Shri Santanu Das (DIN: 07268690), whose office is liable to retire by rotation and is eligible for re-appointment, as the Non-executive Nominee Director of the Company who was appointed as a Nominee Director of the Company with effect

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from 17.11.2015 pursuant to section 161 of the Companies Act, 2013 upon the terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting."

"RESOLVED FURTHER THAT such ratification as mentioned above shall not lead to any discontinuation of the office of the said director."

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

Pursuant to sections 149(9), 197, 198 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to the total remuneration payable to Directors who are neither Managing Directors nor Whole-time Directors not exceeding in the aggregate one percent of the net profits of the Company computed in the manner stipulated in section 198

of the Act, consent of the Members be and is hereby accorded to pay compensation in the form of profit related commission up to ₹4,00,000 to the Chairman and ₹1,50,000 per annum to each other Non-executive Director of the Company, for each year effective from financial year ended March 31, 2016 in addition to the sitting fee for attending the meeting of the Board of Directors or Committee thereof.

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

By Order of the Board

Ayan Sengupta
Company Secretary and
Compliance Officer

Date: 16th June, 2016

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. 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 sections 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 9th August, 2016, within statutory time limit, to those members, whose names are registered in the Register of Members as on 09/08/2016.
4. No Dividend is outstanding in the Books of the Company in respect of any previous 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 17th March, 2016, on the recommendation of the Audit Committee, have approved the appointment and remuneration of Shri Santosh Kumar Chakravarty, Cost Accountant, to conduct audit of Cost Records maintained by the Company for the financial year 2015-16.

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

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

The Board of Directors recommends the Resolution for your approval.

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

In respect of Item No. 7

The Board of Directors of the Company at the meeting held on 16th June, 2016, on the recommendation of the Audit Committee, have approved the appointment and remuneration of Shri Santosh Kumar Chakravarty, Cost Accountant, to conduct audit of Cost Records maintained by the Company for the financial year 2016-17.

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

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

The Board of Directors recommends the Resolution for your approval.

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

In respect of Item Nos. 8, 9 and 10

Shri Karoon Dey, Shri Santanu Das and Shri Siddhartha Sankar Chakraborty are eligible for appointment as a Director and is not disqualified from being appointed as Directors in terms of section 164 of the Companies Act, 2013. The Company has also received their consent to act as the Director of the Company in form DIR-2. Pursuant to the applicable provision of the Companies Act, 2013 and the provision of the Articles of Association of the Company, the Board of Directors accordingly recommends the resolution in relation to ratification of appointment of Shri Karoon Dey, Shri Santanu Das and Shri Siddhartha Sankar Chakraborty as the Non-executive Nominee Director, for the approval by the shareholders of the Company.

The office of new entrant shall be eligible for retirement by rotation as per section 152 of the Companies Act, 2013

Except the above three Directors, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned

or interested, financially or otherwise, in the Resolution set out at Item Nos. 8, 9 and 10.

Your Board of Directors recommends the Ordinary Resolutions set out at Item Nos. 8, 9 and 10 of the Notice for approval by the shareholders.

In respect of Item No. 11

The Companies Act, 2013, New Real Estate Laws has entrusted new responsibilities on the Directors and widened their duties and liabilities and enhanced their current role. In view of the valuable contribution made by the Directors towards overall engagement with the Company on various policies, strategic and governance related issues, it is proposed to continue with the payment of Commission to the Directors of the Company (other than the Managing Director and Whole-time Directors, if any).

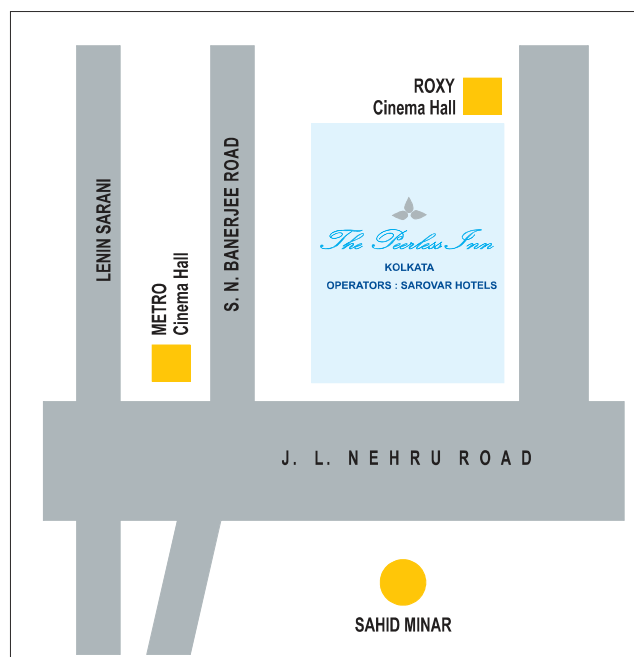
Accordingly, it is proposed to seek fresh approval of the members of the Company as required under section 197 of the Companies Act, 2013 by way of an Ordinary Resolution for payment of commission from financial year 2015-16 onwards. The above payment of commission shall be over and above the sitting fee paid to the Directors for attending the meeting of the Board of Directors and/or Committee thereof.

All the Directors of the Company are concerned or interested in the Resolution at Item No. 11 of the Notice to the extent of the remuneration that may be received by each of them.

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