

THE PEERLESS GENERAL FINANCE & INVESTMENT COMPANY LIMITED

CIN : U66010WB1932PLC007490

Registered Office : Peerless Bhavan, 3, Esplanade East, Kolkata 700069

Tel : 91 33 22483247, Fax : 91 33 22485197, E-mail : feedback@peerless.co.in, Website: www.peerless.co.in

NOTICE

OF THE 84TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the eighty-fourth Annual General Meeting of The Peerless General Finance & Investment Company Limited will be held at 'The Peerless Inn', 12, Jawaharlal Nehru Road, Kolkata 700013 on Saturday, 29th July, 2017 at 12.30 pm to transact the following businesses:

A. ORDINARY BUSINESS

1. To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the financial year ended 31st March, 2017 and the Reports of the Board of Directors and Auditors thereon.
2. To declare a final dividend for the financial year ended 31st March, 2017 and to ratify and confirm the interim dividend declared by the Board of Directors for the said financial year and paid to the shareholders.
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 M/s. Mukund M Chitale & Co., Chartered Accountants (Firm Registration No.106655W) as Auditors and fix their remuneration.

B. SPECIAL BUSINESS

5. APPOINTMENT OF SHRI DIPANKAR CHATTERJI AS DIRECTOR

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

“RESOLVED THAT Shri Dipankar Chatterji (DIN : 00031256) be and he is hereby appointed a Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation.”

The Register of Members and Share Transfer Books of the Company will remain closed from Monday, 24th day of July, 2017 to Saturday, 29th day of July, 2017, both days inclusive, for the purpose of the Annual General Meeting and payment of final dividend for the financial year ended 31st March, 2017, if declared at the Annual General Meeting.

ANY MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT ANOTHER PERSON AS A PROXY TO ATTEND AND VOTE ON A POLL AT THE MEETING ON HIS/HER BEHALF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

A person can act as proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company. A person appointed as proxy by a member holding more than ten percent of share capital of the Company carrying voting rights shall not act as proxy for any other shareholder.

An instrument appointing a proxy, in order to be effective, must be deposited and received by the Company at the Registered Office of the Company not less than forty-eight hours before the commencement of the 84th Annual General Meeting, that is, by 12.30 pm on Thursday, 27th day of July, 2017.

Kolkata,
Dated : 15th June, 2017

By Order of the Board
K Balasubramanian
Company Secretary

NOTES :

1. An Explanatory Statement pursuant to section 102 of the Companies Act, 2013 in respect of the Special Business to be transacted at the Annual General Meeting is annexed hereto.
2. Corporate Members are requested to send to the Company a copy of the Board Resolution, duly certified, authorizing their respective representatives to attend and vote at the Annual General Meeting.
3. Final Dividend for the financial year ended 31st March, 2010, which remains unpaid or unclaimed, shall be due for transfer to the Investor Education and Protection Fund of the Central Government ('IEPF') after 23rd October, 2017 pursuant to the provisions of section 124 of the Companies Act, 2013 ('the Act').

Members who have not encashed their final dividend cheques for the financial year ended 31st March, 2010 or any subsequent financial years, are requested to lodge their claims with the Company.

Members are advised that in terms of section 124 of the Act no claims in respect of unclaimed dividend for the financial year ended 31st March, 2010 shall lie against the Company once it is transferred to the 'IEPF'.

4. Members are requested to notify/send to the Company any change in their address to facilitate better servicing.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Annexed to the Notice convening the eighty-fourth Annual General Meeting to be held on Saturday, 29th July, 2017

Item No. 5

The Board of Directors of your Company ('the Board') at its meeting held on 11th February, 2017 appointed Shri Dipankar Chatterji as an Additional Non-Executive Director in accordance with the provisions of section 161 of the Companies Act, 2013 ('the Act') and Article 105 of the Articles of Association of the Company. In terms of the provisions of said section Shri Dipankar Chatterji will hold office upto the date of this Annual General Meeting. A Member has given notice to the Company alongwith requisite deposit under section 160 of the Act proposing Shri Dipankar Chatterji as a candidate for the office of Director in the Company at this Annual General Meeting. In pursuance of section 152(5) of the Act, Shri Dipankar Chatterji has filed with the Company his consent in writing to act as a Director. He has also filed with the Company Form 'DIR-8' as required under Section 164(2) read with Rule 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

Shri Dipankar Chatterji is 68 years old. He is a Chartered Accountant and Senior Partner of M/s L. B. Jha & Co., Chartered Accountants since 1975. Shri Chatterji had been member of many committees set up by the State and Central Governments. Shri Dipankar Chatterji is presently a Director of TRF Limited, Hindusthan National Glass & Industries Limited, West Bengal Industrial Development Corporation Limited, Neotia Healthcare Initiative Limited, Texmaco Infrastructure & Holdings Limited, Magnum Counsellors Private Limited, Obeetee Textiles Private Limited, Peerless Financial Services Ltd., Delphi Management Services Private Limited, Jagaran Microfin Private Limited, Minto Park Owners Community Private Limited, Bengal Peerless Housing Development Company Ltd., West Bengal Industrial Infrastructure Development Corporation, Indian Copper Development Centre.

Details of Membership/Chairmanship of Shri Dipankar Chatterji, in the following Committees of other Boards are given below:

Name of the Companies	Nomination & Remuneration Committee	Audit Committee	Stakeholders Relationship Committee	Corporate Social Responsibility Committee
TRF Limited	—	Chairman	Member	—
Hindusthan National Glass & Industries Limited	Member	Member	—	—
West Bengal Industrial Development Corporation Limited	—	Chairman	—	—
Neotia Healthcare Initiative Limited	Member	Member	—	—
Texmaco Infrastructure & Holdings Limited	Member	Member	—	—
Peerless Financial Services Ltd	Chairman	Chairman	—	—
Bengal Peerless Housing Development Company Ltd.	Member	Chairman	—	Member

Shri Dipankar Chatterji does not hold any shares in the Company. He is not a relative of any of the Directors or Key Managerial Personnel of the Company. Shri Dipankar Chatterji had attended the two Board Meetings held upon his appointment as an Additional Director, during the year 2016-17. Presently, he is not a member of any of the Committees of the Board. However, he is a permanent invitee to the meetings of the Audit Committee.

Appointment of Shri Dipankar Chatterji as a Non – Executive Director will be beneficial and in the interest of the Company.

Except Shri Dipankar Chatterji, being the proposed appointee, none of the other Directors and Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financial or otherwise, in the Resolution set out at Item No.5

The Board recommends this Resolution for approval of the Members.

Kolkata,
Dated : 15th June, 2017

By Order of the Board
K Balasubramanian
Company Secretary

**Route Map to the venue of 84th Annual General Meeting
to be held on Saturday, the 29th July, 2017**

