

# 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 EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that an Extraordinary General Meeting of The Peerless General Finance & Investment Company Limited will be held at 'The Peerless Inn', 12, Jawaharlal Nehru Road, Kolkata 700013 on Friday, the 19th day of May, 2017 at 12.30 pm to transact the following SPECIAL BUSINESS :

#### 1. RE-APPOINTMENT OF SHRI BHARGAB LAHIRI AS DEPUTY MANAGING DIRECTOR

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

"RESOLVED THAT in pursuance of the provisions of sections 196 and 197 of the Companies Act, 2013 ('the Act') read with Schedule V thereof, Shri Bhargab Lahiri (DIN: 00043772) be and he is hereby re-appointed as Deputy Managing Director of the Company for a period of 3 (three) years with effect from 1st April, 2017 on the remuneration set out in the Explanatory Statement annexed to the Notice convening this Extraordinary General Meeting and the Board of Directors of the Company ('the Board') be and is hereby authorised to review, alter and vary the terms and conditions of his re-appointment including the remuneration in such manner and to such extent as may be agreed to by and between the Board and Shri Bhargab Lahiri in accordance with Schedule V of the Act including any amendments or modifications thereof".

#### **ANY MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRAORDINARY 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 Extraordinary General Meeting, that is, by 12.30 pm on Wednesday, the 17th day of May, 2017.

By Order of the Board

Kolkata,  
Dated : 11th April, 2017

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 Extraordinary 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 Extraordinary General Meeting.
3. 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 Extraordinary General Meeting to be held on Friday, the 19th day of May, 2017.

### Item No. 1

Shri Bhargab Lahiri's appointment as Deputy Managing Director of your Company for a period of four years with effect from 1st April, 2013 expired on 31st March, 2017.

Accordingly, the Board of Directors of the Company ('the Board') at its meeting held on 6th December, 2016, on the recommendation of the Nomination & Remuneration Committee of Directors at its meeting held on 8th September, 2016, re-appointed Shri Bhargab Lahiri as the Deputy Managing Director of the Company for a period of three years with effect from 1st April, 2017, subject to the approval of the Members at a General Meeting.

As Deputy Managing Director, he is entitled to the remuneration as set forth hereinbelow as recommended by the Nomination and Remuneration Committee and as approved by the Board in pursuance of section 197 of the Companies Act, 2013 read with Schedule V thereof:-

#### a) Salary :

	Last drawn remuneration	Remuneration to be paid on reappointment
1	Base Salary: Rs. 4,25,000 per month in the time scale of Rs. 4,25,000 – Rs. 50,000 (3) – Rs.5,75,000	Base Salary: Rs. 6,75,000 per month in the time scale of Rs. 6,75,000 – Rs. 60,000 (2) – Rs.7,95,000
2	House Rent Allowance : 15% of Base Salary per month.	House Rent Allowance : 20% of Base Salary per month.

#### b) Sitting Fees :

At the existing rate as payable to the Directors of the Company within the ceiling prescribed by or under the Companies Act, 2013 or the Central Government from time to time and as may be applicable to the Company.

#### c) Commission :

Commission in addition to salary, perquisites, allowances, fees payable as may be determined by the Board at the end of each financial year subject to the overall ceiling stipulated under section 197 of the Companies Act, 2013. The specific amount as may be sanctioned by the Board shall be payable annually after the annual accounts for each year are adopted by the shareholders at the Annual General Meeting

#### d) Additional Monetary benefit post retirement as may be decided by the Board.

The following allowances which were being paid to Shri Bhargab Lahiri during his previous appointment will be paid to him upon his reappointment as Deputy Managing Director.

#### Perquisites & Allowances :

Within the overall ceiling of 40% of the annual salary in any financial year Shri Bhargab Lahiri shall be entitled to the following perquisites and allowances.

- a) Reimbursement of House Maintenance cost and expenses for utilities, such as, gas, electricity, water, repairs, furnishings and also providing sweeper, security guard and gardener.
- b) Leave Travel expenses for self and family, such as travel fare, lodging, boarding, conveyance and other expenses incurred on one or more occasions in a year whether in India or abroad. The entitlement for any one year to the extent not availed shall be allowed to be accumulated upto next two years.
- c) Medical expenses incurred including hospital, nursing home and surgical charges in respect of self and family and cover under Group Medical Insurance Policy as per the Rules of the Company.
- 'Family' for the purpose of clauses (b) and (c) above shall mean the spouse and dependent children.
- d) Fees of two clubs and personal accident insurance.

For the purpose of calculating the above ceiling, perquisites and allowances shall be evaluated as per the Income Tax Rules wherever applicable and in the absence of any such rules, perquisites shall be evaluated at actual cost.

Further, the following benefits shall not be included in the computation of perquisites for the purpose of calculation of ceiling.

- e) Provision for use of Company's car, telephone, computer/laptop at residence and a mobile telephone including payment of local calls and long distance official calls.
- f) Company's contribution to Provident Fund and Superannuation and Gratuity Funds as per rules of the Company.
- g) Leave with full pay and encashment of leave as per the rules of the Company.

For the purpose of Gratuity, Provident Fund, Superannuation Fund and other like benefits, if any, such as leave balance due, the service of the Deputy Managing Director will be considered as continuous service with the Company from the date of his first joining the Company as Wholetime Director.

The above remuneration shall be subject to limits prescribed from time to time under Section 197 of the Companies Act, 2013 as may for the time being be in force, or otherwise as may be permissible at law.

**Minimum Remuneration :**

In the event of loss or inadequacy of profits in any financial year during the currency of the tenure of the appointment of Shri Bhargab Lahiri, the payment of salary, perquisites and other allowances payable to Shri Bhargab Lahiri shall be governed by the limits prescribed under Section II Part II of Schedule V of the Companies Act, 2013.

Shri Bhargab Lahiri is presently on the Boards of Peerless Hotels Ltd., Peerless Financial Services Ltd., Kaizen Hotels & Resorts Ltd. and Kaizen Leisure & Holidays Ltd.

Details of Membership/Chairmanship of Shri Bhargab Lahiri 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
Peerless Financial Services Ltd.	NIL	NIL	Chairman	NA
Peerless Hotels Ltd.	NIL	Member	NIL	Member
Kaizen Hotels & Resorts Ltd.	NIL	NIL	NIL	NIL
Kaizen Leisure & Holidays Ltd.	NIL	NIL	NIL	NIL

Shri Bhargab Lahiri does not hold any equity shares in the Company. Shri Bhargab Lahiri is not related to any of the other Directors on the Board of the Company. Shri Bhargab Lahiri had attended all the seven Board Meetings held during the year 2016 - 17. Presently, he is a member of the Corporate Social Responsibility Committee of Directors, Stakeholders Relationship Committee of Directors, Investment Committee of Directors and Banking Committee of Directors. He is also a permanent Invitee to the meetings of Audit Committee of Directors.

Shri Bhargab Lahiri was first appointed as a Wholetime Director of the Company with effect from 1st January, 2001. Shri Bhargab Lahiri, 74 years, is a Law Graduate and has a total experience of about 47 years. Considering the responsibilities assigned to him as Deputy Managing Director and the present financial position of the Company, the services of Shri Bhargab Lahiri will be required for formulating the future direction of the Company and the Group as a whole. It will therefore be beneficial to reappoint him as Deputy Managing Director for a further period of three (3) years. Accordingly, as required in Section 196 read with Schedule V of the Companies Act, 2013, approval of shareholders is sought to be taken by a Special Resolution for his reappointment as Deputy Managing Director, at this Extraordinary General Meeting.

He has also filed with the Company his consent in Form DIR-2 under Section 152 and Form 'DIR-8' as required under Section 164(2) of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014. Further, he has furnished requisite information to the Company in pursuance of the relevant guidelines issued by the Reserve Bank of India to the Non-Banking Financial Companies and Residuary Non-Banking Companies.

A copy of the agreement (in draft form) setting out the terms of Shri Bhargab Lahiri's re-appointment is available for inspection by any Member at the Registered Office of the Company between 10:00 am and 12:00 Noon on any working day and will also be available for inspection at the Extraordinary General Meeting.

Except Shri Bhargab Lahiri for himself, none of the other Directors and Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financial or otherwise, in the Special Resolution set out at Item No.1

The Board recommends this Special Resolution for approval of the Members.

Kolkata,  
Dated :11th April, 2017

By Order of the Board

K Balasubramanian  
Company Secretary

**Route Map to the venue of Extraordinary General Meeting  
to be held on Friday, the 19th day of May, 2017**

