

# THE PEERLESS GENERAL FINANCE & INVESTMENT COMPANY LIMITED

CIN : U64990WB1932PLC007490

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

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

## NOTICE

### OF THE 91ST ANNUAL GENERAL MEETING

NOTICE is hereby given that the Ninety First Annual General Meeting of the members of The Peerless General Finance & Investment Company Limited will be held at 'Peerless Hotel', 12, Jawaharlal Nehru Road, Kolkata 700013 on Wednesday, 31st July, 2024 at 11.30 AM 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, 2024 and the Reports of the Board of Directors and Auditors thereon.
2. To declare final dividend for the financial year ended 31st March, 2024 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 Dr. Sujit Karpurkayastha (DIN: 03161994), who retires by rotation as a Director and being eligible, offers himself for reappointment.
4. To appoint a Director in place of Mr. Supriyo Sinha (DIN: 07666744), who retires by rotation as a Director and being eligible, offers himself for reappointment.
5. To appoint M/s. Lodha & Co. LLP, Chartered Accountants (Firm Registration No. 301051E/E300284) as Statutory Auditor and fix their remuneration.

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

“RESOLVED THAT pursuant to the provisions of sections 139 and 142 of the Companies Act, 2013 (“the Act”) read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Messrs Lodha & Co. LLP, Chartered Accountants (Firm Registration No 301051E/E300284) be and are hereby appointed as Statutory Auditors of the Company, in place of the retiring auditors, Messrs M. K. Dandeker & Co. LLP, Chartered Accountants (Firm Registration No.000679S/S000103) to hold such office for a period of three consecutive financial years, from the conclusion of this Annual General Meeting (“AGM”) till the conclusion of the 94th AGM, on such remuneration as may be determined by the Board of Directors of the Company and agreed to by Messrs Lodha & Co LLP, Chartered Accountants.”

#### **B. SPECIAL BUSINESS**

- 6. To re-appoint Mr. Asoke Kumar Mukhuty (DIN: 00173745) as Wholetime Director designated as Director – Corporate & Chief Financial Officer**

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, 197 and 203 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with Schedule V thereof, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Mr. Asoke Kumar Mukhuty (DIN: 00173745) be and he is hereby reappointed as a Wholetime Director of the Company designated as Director – Corporate & Chief Financial Officer (a Key Managerial Personnel) for a period of 2 (two) years with effect from 13th December, 2024 on the remuneration set out in the Explanatory Statement annexed to the Notice convening

this Annual 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 reappointment including the remuneration in such manner and to such extent as may be agreed to by and between the Board and Mr. Asoke Kumar Mukhuty (DIN: 00173745) in accordance with Schedule V of the Act including any amendments or modifications thereto”.

**7. To consider and approve re-designation of Mr. Deepak Kumar Mukerjee (DIN: 00046690) from Non-Executive Independent Director to Non-Executive Non-Independent Director**

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

“RESOLVED THAT in pursuance to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Qualifications of Directors) Rules, 2014(including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and as recommended by the Nomination and Remuneration Committee and approved by Board of Directors, the consent of the members of the Company be and is hereby accorded for re-designation of Mr. Deepak Kumar Mukerjee (DIN: 00046690), Non-Executive Independent Director, to be designated as Non-Executive Non-Independent Director of the Company with effect from 12th September, 2024, who shall be liable to retire by rotation.”

**8. Alteration of the Company’s Articles of Association**

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

“RESOLVED THAT pursuant to the provisions of section 14 of the Companies Act, 2013, the Articles of Association of the Company be and is hereby altered by substitution of existing clause 68 with the new clause and inclusion of clause 71 A which are as follows:

Clause No.	
68	Subject to the provisions of section 180 of the Companies Act, 2013, or any other relevant provisions applicable on the Company, as may be amended from time to time, the Directors may on such terms as may deem expedient, by a resolution passed at the meeting of the Board, borrow, raise or secure the payment of moneys from banks, financial institutions, body corporate, Non-Banking Financial Company/ies or such other entities permitted to lend under relevant regulations as amended from time to time.
71A	Subject to the provisions of the Act and these Articles if the Directors or any of them or any other person shall incur or be about to incur any liability whether as principal or surety for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or person so becoming liable as aforesaid from any loss in respect of such liability.

**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 91st Annual General Meeting, that is, by 11.30 am on Monday, 29th day of July, 2024.

By Order of the Board

Kolkata,  
Dated: 10th June 2024

Bhawna Gupta  
Company Secretary

**NOTES :**

1. The Register of Members and Share Transfer Books of the Company will remain closed from 24th July, 2024 to 31st July, 2024 (both days inclusive), for the purpose of payment of dividend to the shareholders, if declared at this Annual General Meeting. The "Record date" for the purpose of payment of final dividend for the financial year ended 31st March, 2024, if declared at this Annual General Meeting, shall be 24th July, 2024 ("the record date").
2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") in respect of the Special Businesses to be transacted at the Annual General Meeting is annexed hereto.
3. Information relating to the Directors seeking appointment / re-appointment at the Annual General Meeting forms an integral part of the Notice. The Directors have furnished the requisite declarations for their appointment / re-appointment.
4. Dividends paid up to the financial year ended 31st March, 2017 and which remained unpaid/unclaimed, have been transferred to the Investor Education and Protection Fund ('IEPF') pursuant to the provisions of section 124 of the Act. Members are advised that in terms of section 124 of the Act, no claims in respect of such unpaid/unclaimed dividend shall lie against the Company and claims should be preferred to the 'IEPF'.  
Members who have not encashed their final dividend warrants for the financial year ended 31st March, 2017 or any subsequent financial years, are requested to lodge their claims with the Company.
5. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said Form can be downloaded from the website of the Company [www.peerless.co.in](http://www.peerless.co.in). Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to CB Management Services Private Limited in case the shares are held in physical form.
6. Government of India has mandated the submission of Permanent Account Number (PAN) and Bank Account Number by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit PAN and Bank Account No. to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN and Bank Account details to the Registrar and Share Transfer Agent / Secretarial Department of the Company. It has also been mandated that for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN CARD to the Company.
7. Pursuant to Companies (Prospectus and Allotment of Securities) Third Amendment Rules, 2018, shares of your Company can be transferred only in dematerialized form. In view of the above, Members are advised to dematerialize

shares held by them in physical form. Further, members holding shares in physical form are also requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. The Company's equity shares have been admitted in National Securities Depository Limited and ISIN: INE870Y01018 has been allotted. M/s CB Management Services Private Limited has been appointed as the Registrar and Share Transfer Agents. Members can contact the Company or Company's Registrar and Share Transfer Agents M/s. CB Management Services Pvt. Ltd. at P-22, Bondel Road, Kolkata - 700 019 for ease of knowing the process of dematerialization.

8. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are advised not to leave their demat account(s) dormant for long. Periodic Statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time. Members are requested to notify/send to the Company or Registrar and Share Transfer Agents, CB Management Services Private Limited at P-22, Bondel Road, Kolkata – 700 019 any change in their address or other communication details to facilitate better servicing. Members holding shares in dematerialised form are requested to intimate all changes pertaining to their Bank particulars, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations and power of attorney as well as any change of name, address, Pin Code, E-mail IDs and mobile / other contact details, amongst others, to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrar and Share Transfer Agent to provide efficient services. Members holding shares in physical form are requested to intimate such changes to the Company's Registrar and Share Transfer Agent or Secretarial Department of the Company.
9. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or Registrar and Share Transfer Agent, the details of such folios together with the share certificates for consolidating their holding in one folio. A Consolidated share certificate will be returned to such members after making requisite changes thereon.
10. Non-resident Indian Members are requested to inform Company's Registrar and Share Transfer Agent, M/s CB Management Services Private Limited, immediately of:
  - (a) Change in their residential status on return to India for permanent settlement.
  - (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
11. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrar and Share Transfer Agent/Depositories for receiving all communications including Annual Reports, Notices, Circulars etc. from the Company electronically.
12. Shareholders are requested to update their Bank Account details (in case of any changes) for online payment of dividends, as and when declared.

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

Annexed to the Notice convening the Ninety First Annual General Meeting to be held on Wednesday, 31st day of July, 2024.

#### **Item No. 6**

Mr. Asoke Kumar Mukhuty (DIN: 00173745) was reappointed as a Wholtime Director designated as Director – Finance & Chief Financial Officer (a Key Managerial Personnel) of your Company for a period of three years with effect from 13th December, 2021. Accordingly, his tenure will expire on 12th December, 2024. On the recommendation of the Nomination & Remuneration Committee of Directors at its meeting held on 7th May, 2024, the Board of Directors

of the Company ('the Board') at its meeting held on 31st May, 2024, re-appointed Mr. Asoke Kumar Mukhuty as a Wholetime Director for a period of 2 (two) years with effect from 13th December, 2024, subject to the approval of the Members at a General Meeting by a special resolution. Owing to change in his responsibilities, the Board had re-designated him as Director- Corporate & Chief Financial Officer of the Company (a Key Managerial Personnel).

As recommended by the Nomination and Remuneration Committee and as approved by the Board, Mr. Asoke Kumar Mukhuty as Director - Corporate & Chief Financial Officer of the Company, shall be entitled to the remuneration as set forth hereinbelow in pursuance of section 197 of the Companies Act, 2013 (hereinafter referred to as 'the Act') read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V thereof:-

**a) Salary:**

<b>Last drawn remuneration</b>	<b>Remuneration to be paid on reappointment</b>
1. Base Salary: Rs. 5,88,600/- per month in the time scale of Rs. 5,88,600/- - Rs. 50,000 (2) – Rs. 6,88,600/- 2. House Rent Allowance: 15% of Base Salary per month.	1. Base Salary: Rs. 7,50,000/- per month in the time scale of Rs. 7,50,000/- - Rs. 50,000 (1) – Rs. 8,00,000/- 2. House Rent Allowance: 15% of Base Salary per month.

**b) 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.

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

**Perquisites & Allowances:**

Within the overall ceiling of 30% of the annual salary (Base Salary and House Rent Allowance) in any financial year Mr. Asoke Kumar Mukhuty shall be entitled to the following perquisites and allowances.

- a) Reimbursement of expenses for electricity charges and maintenance charges for any furniture at residence including reimbursement of maintenance charges by the association/society.
- b) Leave Travel expenses in India and abroad for self and family, such as travel fare, lodging, boarding, and conveyance and other expenses incurred on one or more occasions in a year. 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 covered 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, personal accident insurance and annual membership fee of professional institute.
- e) Sodexo of Rs. 2,200/- per month.

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.

- f) Provision for use of Company's car, telephone, computer/laptop and a mobile telephone including payment of local calls and long distance official calls.
- g) Company's contribution to Provident Fund and Superannuation and Gratuity Funds as per rules of the Company.
- h) Leave with full pay and encashment of leave as per the rules of the Company.
- i) Any other benefits or facilities as per rules of the Company, as may be applicable from time to time.

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

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 Mr. Asoke Kumar Mukhuty, the payment of salary, perquisites and other allowances payable to Mr. Asoke Kumar Mukhuty shall be governed by the limits prescribed under Section II Part II of Schedule V of the Companies Act, 2013.

Mr. Asoke Kumar Mukhuty, 75 years, is a Science Graduate and Chartered Accountant having a total experience of about 45 years. Mr. Asoke Kumar Mukhuty is presently on the Boards of Peerless Financial Services Ltd. Kaizen Leisure & Holidays Ltd., Peerless Securities Ltd., Shikha Holdings Pvt. Ltd. and Bichitra Holdings Pvt. Ltd. as a Non Executive Director.

Details of Membership/Chairmanship of Mr. Asoke Kumar Mukhuty, in the following Committees of other Boards are given below:

Name of the Companies	Nomination and Remuneration Committee	Audit Committee	Stakeholders Relationship Committee	Corporate Social Responsibility Committee
Peerless Financial Services Ltd.	Member	Member	Member	-
Kaizen Leisure & Holidays Ltd.	N.A.	N.A.	N.A.	N.A.
Shikha Holdings Pvt. Ltd.	-	Chairman	N.A.	N.A.
Peerless Securities Limited	-	-	N.A.	N.A.
Bichitra Holdings Pvt. Ltd	Chairman	Member	N.A.	N.A.

Mr. Asoke Kumar Mukhuty does not hold any equity shares in the Company. Mr. Asoke Kumar Mukhuty is not related to any of the other Directors on the Board of the Company. Mr. Asoke Kumar Mukhuty had attended all the six Board Meetings held during the year 2023-24. Presently, he is a member of Stakeholders Relationship Committee, Corporate Social Responsibility Committee and Treasury Risk Management Committee of Directors. He is also a permanent Invitee to the meetings of Audit Committee of Directors.

Considering the responsibilities assigned to him as Director- Corporate & Chief Financial Officer and the present financial position of the Company, the services of Mr. Asoke Kumar Mukhuty will be required for formulating the future direction of the Company and the Group as a whole. It will therefore be beneficial to reappoint Mr. Asoke Kumar Mukhuty as a Wholetime Director designated as Director- Corporate & Chief Financial Officer for a period of 2 (two) years. Since

Mr. Asoke Kumar Mukhuty is 75 years of age, approval of shareholders is sought to be taken accordingly by a Special Resolution for his reappointment as a Wholetime Director designated as Director - Corporate & Chief Financial Officer (a Key Managerial Personnel), with effect from 13th December, 2024, at this Annual General Meeting.

A Member has given notice to the Company under section 160 of the Act proposing Mr. Asoke Kumar Mukhuty 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, Mr. Asoke Kumar Mukhuty has filed with the Company his consent in writing to act as a Director in Form 'DIR-2'. 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, and necessary declarations under Sections 164(1) and 152(4) of the Act.

A copy of the agreement (in draft form) setting out the terms of Mr. Asoke Kumar Mukhuty's reappointment 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 this Annual General Meeting.

Except Mr. Asoke Kumar Mukhuty for himself, none of the other Directors or Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financial or otherwise, in the Resolution set out at Item No.6.

The Board recommends Resolution No. 6 as a Special Resolution for approval of the Members.

#### **Item No. 7**

In pursuance to the provision of Section 149 of the Companies Act, 2013 ("the Act") read with Rule 4 of Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Deepak Kumar Mukerjee (DIN: 00046690) was appointed as an Independent Director of the Company for a period of five years, effective from 12th September, 2014 to 11th September, 2019 and subsequently for the second term of five consecutive years, effective from 12th September, 2019 to 11th September, 2024.

Section 149 of the Companies Act, 2013 provides that no Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after the expiry of three years of ceasing to become Independent Director.

On the recommendation of the Nomination & Remuneration Committee of Directors at its meeting held on 7th May, 2024, the Board of Directors of the Company ('the Board') at its meeting held on 31st May, 2024, have approved the re-designation of Mr. Deepak Kumar Mukerjee as a Non-Executive Non- Independent Director with effect from 12th September, 2024.

Mr. Deepak Kumar Mukerjee is 84 years old. He was first appointed on the Board of the Company as a Non-Executive Director on 12th September, 2005. He is a Master of Economics and Statistics and has wide experience in the field of Banking, Finance and Management. Presently he is the Chairman of Peerless Financial Services Limited and a Director of Peerless Hospitex Hospital and Research Centre Limited and Peerless Securities Limited.

Details of Membership/Chairmanship of Mr. Deepak Kumar Mukerjee, in the following Committees of other Boards are given below:

Name of the Companies	Nomination and Remuneration Committee	Audit Committee	Stakeholders Relationship Committee	Corporate Social Responsibility Committee
Peerless Financial Services Ltd.	Member	Member	-	-
Peerless Hospitex Hospital & Research Center Limited	Member	Chairman	-	Member
Peerless Securities Limited	Chairman	Member	N.A.	N.A.

Mr Deepak Kumar Mukerjee does not hold any equity shares in the Company. Mr. Deepak Kumar Mukerjee is not related to any of the other Directors on the Board of the Company. Mr. Deepak Kumar Mukerjee had attended all the six Board Meetings held during the year 2023-24. Presently, he is the Chairman of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee.

The Board has formed the opinion that Mr. Deepak Kumar Mukerjee (DIN: 00046690) is a person of integrity and possess appropriate skill, experience and knowledge related to the Company's business and his appointment as Non – Executive Non-Independent Director will be beneficial and in the interest of the Company.

A Member has given notice to the Company under section 160 of the Act proposing Mr. Deepak Kumar Mukerjee 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, Mr. Deepak Kumar Mukerjee has filed with the Company his consent in writing to act as a Director in Form 'DIR-2'. 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, and necessary declarations under Sections 164(1) and 152(4) of the Act.

Except Mr. Deepak Kumar Mukerjee for himself, none of the other Directors or Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financial or otherwise, in the Resolution set out at Item No.7.

The Board recommends Resolution No. 7 as a Special Resolution for approval of the Members.

#### **Item No. 8**

The Company has received fresh Certificate of Registration as NBFC-ICC from the Reserve Bank of India (RBI) vide Regn No. B.05.07111 dated 31st March, 2023 and is carrying out NBFC activities by investing out of its "Net Owned Funds" in approved securities and earns income in the form of interest and dividends to meet its corporate expenditure. The Company's source of revenue is primarily from its investing activities.

The Company, had, in the past, purchased assets in the form of land / building / properties from its own funds for the purpose of conducting RNBC business. At the time of winding down the RNBC activity, all the branches were closed with the discontinuation of the RNBC business.

As a measure of expansion and diversification, the Company proposes to engage in other non NBFC activities like monetisation of its properties and real estate development. The Company is exploring various options of accessing external finance in the form of loans or similar credit facilities in order to ensure sustainability of its income and its Net Owned Funds. These facilities availed will be solely utilised for the purposes of the earmarked real estate projects (as mentioned above as well as future projects) and / or non NBFC activities only and shall not be used for any NBFC activity like investment, lending or any other purposes. Such facilities shall be directly linked to the respective projects for which the external funds have been availed and necessary end-use utilisation certificates will be submitted to the lenders, under terms & conditions of the lending agreement, if so required.

The existing Articles of Association ("AOA") of the Company authorizes the Company only to raise, secure or borrow money from the members or other persons. In order to avail the credit facilities for the purpose as mentioned above, it is expedient to alter the relevant clause in the Articles of Association of the Company to bring it in line with current requirements and to enable the same, the existing clauses in the Articles of Association are required to be amended.

The Board of Directors at the meeting held on 31st May, 2024 had approved alteration of AOA of the Company by substituting existing clause 68 with the new clause and insertion of new clause 71A, relating to borrowing powers of the Company.

A copy of the AOA containing the amendments will be available for inspection by the Members during the business hours at the Registered Office of the Company upto the date of the Annual General Meeting and also at the Annual General Meeting.



The AOA of a Company may be altered by the Members at a General Meeting by passing a Special Resolution. The Board recommends adoption of the altered AOA as mentioned in the instant special resolution and seek your consent to this Special Resolution set out in Item 8 of the convening Notice.

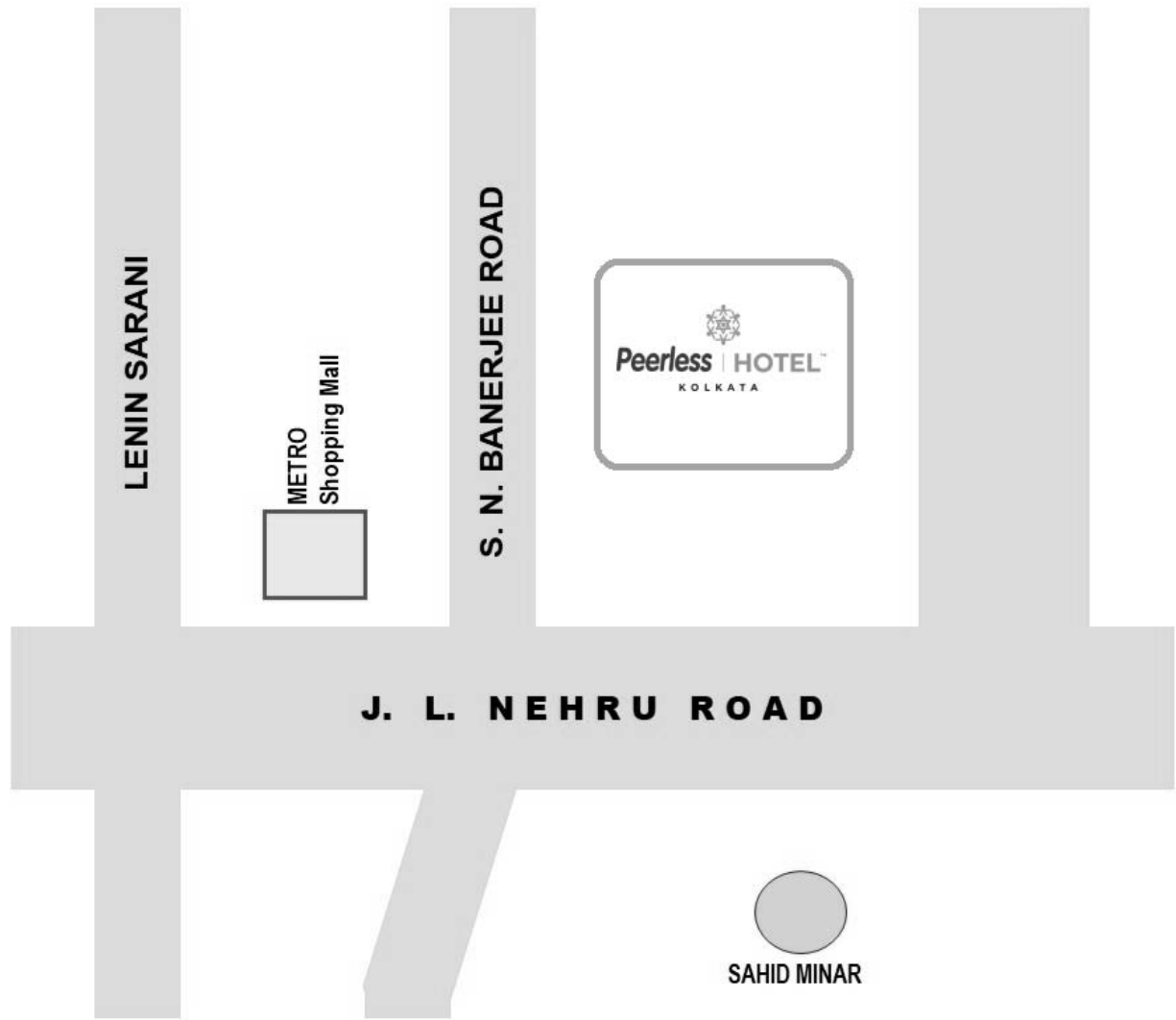
No Director of the Company or Key Managerial Personnel or their relatives shall be deemed to be concerned or interested in this Special Resolution.

The Board recommends Resolution No. 8 as a Special Resolution for approval of the Members.

Kolkata,  
Dated: 10th June 2024

By Order of the Board  
Bhawna Gupta  
Company Secretary

**Route Map to the venue of 91st Annual General Meeting  
to be held on Wednesday, 31st July, 2024**



## **THE PEERLESS GENERAL FINANCE & INVESTMENT COMPANY LIMITED**

CIN : U64990WB1932PLC007490

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

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

<b>L. F. No.</b>	
<b>No. of Equity Shares held</b>	

### **ATTENDANCE SLIP**

**I/We hereby record my/our presence at the Ninety First Annual General Meeting of the Company held at 'Peerless Hotel', 12, Jawaharlal Nehru Road, Kolkata 700 013 on Wednesday, the 31st day of July, 2024 at 11.30 am.**

NAME OF THE SHAREHOLDER (IN BLOCK LETTERS)	
SIGNATURE OF THE SHAREHOLDER	
NAME OF THE PROXY (IN BLOCK LETTERS)	
SIGNATURE OF THE PROXY	

Note : You are requested to sign and deposit this slip at the entrance of the meeting hall.

FORM NO. MGT-11

**PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : U64990WB1932PLC007490

Name of the Company : The Peerless General Finance & Investment Co. Ltd.

Registered office : 'Peerless Bhavan', 3 Esplanade East, Kolkata 700 069, Tel : 91 33 22483247,  
E-mail : feedback@peerless.co.in, Website: www.peerless.co.in

Name of the member (s) : Registered address : E-mail ID : Folio No./Client ID : DP ID :	
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I/We, being the member(s) of ..... shares of the above named company, hereby appoint

1. Name : .....  
Address :  
E-mail ID :  
Signature : ....., or failing him
2. Name : .....  
Address :  
E-mail ID :  
Signature : ....., or failing him
3. Name : .....  
Address :  
E-mail ID :  
Signature : .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 91st Annual General Meeting of the company, to be held on Wednesday, the 31st day of July, 2024 at 11.30 am at 'Peerless Hotel', 12, Jawaharlal Nehru Road, Kolkata 700 013 and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolution No.

1. Adoption of Audited Standalone and Consolidated Financial Statements for the FY ended 31.03.2024 and the Reports of Directors and Auditors thereon.
2. Declaration of dividend for the FY ended 31.03.2024, and ratification and confirmation of Interim Dividend declared for the said financial year and paid to the shareholders.
3. Appointment of a Director in place of Dr. Sujit Karpurkayastha (DIN: 03161994) who retires by rotation and being eligible, offers himself for reappointment.
4. Appointment of a Director in place of Shri Supriyo Sinha (DIN: 07666744) who retires by rotation and being eligible, offers himself for reappointment.
5. Appointment of M/s Lodha & Co. LLP, Chartered Accountants (Firm Registration No. 301051E/E300284) as Statutory Auditor and fix their Remuneration.
6. Reappointment of Mr. Asoke Kumar Mukhuty (DIN: 00173745) as Wholetime Director designated as Director – Corporate & Chief Financial Officer.
7. Redesignation of Mr. Deepak Kumar Mukerjee (DIN: 00046690) from Non-Executive Independent Director to Non-Executive Non-Independent Director.
8. Alteration of Company's Articles of Association.

Signed this \_\_\_\_ day of \_\_\_\_\_ 2024

**Affix  
Revenue  
Stamp**

Signature of shareholder :

Signature of Proxy holder(s) : (1)  
(2)  
(3)

**Note : This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**