



PEERLESS FINANCIAL SERVICES LIMITED

CIN : U65993WB1988PLC044077

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

Tel : +91-33-4062-2525, Fax : +91-33-22625664, E-mail : pfs@peerlessfinance.in, Website: www.peerlessfinance.in

NOTICE OF 30TH ANNUAL GENERAL MEETING

Notice is hereby given that the Thirtieth Annual General Meeting ("AGM") of the Members of Peerless Financial Services Limited will be held at The Peerless Inn, 12 Jawaharlal Nehru Road, Kolkata 700 013 on Tuesday, the 14th day of August, 2018 at 12:30 p.m. to transact the following business:

A. ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2018 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Asoke Kumar Mukhuty (DIN: 00173745) who retires by rotation at this Annual General Meeting and, being eligible, offers himself for reappointment.

Kolkata,

Dated : 19th June, 2018

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

By Order of the Board
For Peerless Financial Services Limited

Biswajit Das
Company Secretary

NOTES :

1. **ANY MEMBER OF THE COMPANY ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT ANOTHER PERSON AS A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF/HERSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

A person can act as a 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 provided that 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 shall not act as proxy for any other person or shareholder.

The instrument of proxy, in order to be valid and effective, must be delivered at the registered office of the company not later than forty-eight hours (48 hours) before the commencement of the meeting.

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. Any change of address of the members of the Company may be intimated to the Registered Office of the Company or to the Registrar and Share Transfer Agent of the Company, M/s. C.B. Management Services (P) Limited, P22, Bondel Road, Kolkata 700 019 quoting their Folio Number (s) with a self-attested copy of address proof, i.e. Voter Identity Card, Electric/ Telephone (BSNL) Bill or Driving License or Passport on or before 7th day of August, 2018.

4. In case of joint holders attending the meeting, only such joint holders who are higher in the order of names will be entitled to vote.
5. Members/ proxies/authorized representatives are requested to bring the duly filled Attendance slip enclosed herewith to attend the meeting.
6. M/s. Mukund M Chitale & Co., Chartered Accountants (Firm Registration No. 106655W), were appointed as Statutory Auditors at the 29th Annual General Meeting of the Company held on 14th July, 2017 for a period of five years from the conclusion of the 29th Annual General Meeting till the conclusion of the 34th Annual General Meeting to be held in the year 2022, subject to ratification at every Annual General Meeting.

However, as per the provisions of Companies (Amendment) Act, 2017, the ratification of appointment of Auditors at every Annual General Meeting is no more required. Hence, no such resolution has been recommended by the Board in the ensuing Annual General Meeting.

7. The Notice of the AGM along with the Annual Report for FY 2017-18 will be sent to the Members at their registered addresses by the permitted modes. The Notice of the AGM is also posted on the website of the Company, www.peerlessfinance.in and that of Central Depository Services (India) Limited ("CDSL"), www.cdslindia.com. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communications including Annual Report, Notices, Circulars, etc. from the Company electronically.
8. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, the 8th day of August, 2018 to Tuesday, the 14th day of August, 2018 (both days inclusive), for the purpose of the Annual General Meeting.
9. Voting rights of the members shall be in proportion to their respective share holding as on the cut-off date i.e. 7th August, 2018 and a person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
10. Queries on accounts and operation of the Company, if any, may please be sent at the Registered Office of the Company at Peerless Bhavan, 3, Esplanade East, Kolkata 700069 at least seven days in advance of the meeting so that the answers may be made readily available at the meeting.
11. Members are requested to contact the Company's Registrar & Share Transfer Agents, M/s. C.B. Management Services (P) Limited, P22, Bondel Road, Kolkata – 700 019, for reply to their queries/redressal of complaints, if any, or contact Mr. Biswajit Das, Company Secretary at the Registered Office of the Company.
12. Members are requested to bring their attendance slip duly signed as per the specimen signature recorded with the Company for admission into the Meeting Hall along with their copies of annual report to the meeting.
13. Relevant documents referred to in the accompanying notice, such as, Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 and the Register of Directors and Key Managerial Personnel and their share holding, maintained under Section 170 of the Companies Act, 2013 are open for inspection by the members at the AGM and such documents will also be available for inspection in physical or in electronic form at the registered office of the Company from 11:30 a.m. to 1:30 p.m. on all working days, that is, from Monday to Friday upto the date of the Annual General Meeting. Further, the Notice of this 30th Annual General Meeting along with requisite documents and the Annual Report for the financial year 2017-18 shall also be available on the Company's website www.peerlessfinance.in.
14. Route-map and landmark of the venue of the Meeting is provided at the end of the Notice.
15. **Voting through electronic means:**

Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and other applicable provisions (including any statutory modification or re-enactment for the time being in force) the Company is pleased to provide the members the facility to exercise their vote through remote e-voting in respect of the resolutions proposed to be passed at the ensuing Annual General Meeting (AGM) by using the electronic voting facility provided by the Central Depository Services (India) Limited ("CDSL").

The remote e-voting period commences at 10 a.m. on Friday, the 10th day of August, 2018 and ends at 5 p.m. on Monday, the 13th day of August, 2018. The remote e-voting module shall be disabled by CDSL for voting thereafter.

During the remote e-voting period, the members of the Company, holding shares either in physical form or dematerialized form, as on the 'cut-off' date i.e. 7th August, 2018 may cast their vote electronically.

Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

Voting rights of the member shall be in proportion to their respective share holding as on the cut-off date i.e. 7th July, 2017.

The facility for voting through ballot paper / polling paper shall be made available at the AGM and the members as on the "cut-off date" i.e. record date, attending the meeting, who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting through ballot paper / polling paper.

The members who have cast their vote by remote e-voting prior to AGM may also attend the AGM but shall not be entitled to cast their votes again.

Any person who acquires the shares of the Company and becomes a member of the Company after the dispatch of this Notice and holds shares as on the cut-off date i.e. 7th August, 2018 may obtain the login ID and password by sending a request at rta@cbmsl.com and should follow the instructions for E-voting as mentioned below for FIRST TIME USER. In case of any queries, the shareholder may also contact the Registrar & Share Transfer Agent.

The Company has appointed Mr. Mohan Ram Goenka, Practising Company Secretary to act as the Scrutinizer for conducting the remote e-voting process as well as the voting through Poll Paper at the AGM, in a fair and transparent manner.

A person whose name is recorded in the register of members as on the cut-off date of **7th August, 2018** only shall be entitled to avail the facility of remote e-voting as well as voting at AGM through ballot paper. The voting rights of the Members shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut off date.

The Instructions for Shareholders voting electronically are as under:

- (i) The voting period begins on **10 a.m. on Friday, the 10th day of August, 2018 and ends at 5 p.m. on Monday, the 13th day of August, 2018**. During this period the shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Tuesday, **7th August, 2018** may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue. Once the vote on a resolution is cast by the member he shall not be allowed to change it subsequently or cast the vote again.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com
- (iv) Click on "Shareholders" tab.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.

- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a FIRST TIME USER follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> ● Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. ● In case the sequence number is less than 8 digits enter the applicable number of 0's (zeros) before the number after the first two characters of the name in CAPITAL letters. e.g. if your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details or Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> ● If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a Demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xix) Note for Non-Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and signature of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer to the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

The Chairman shall, at the AGM, at the end of the discussion on the resolutions on which voting is to be held, allow voting, with the assistance of the Scrutinizer, by use of Poll Paper for all those Members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

The Scrutinizer shall immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall not later than three days of conclusion of the meeting, issue a consolidated Scrutinizers Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same. The Chairman or a person authorised by him in writing shall declare the Result of the voting forthwith.

The Results declared, alongwith the Scrutinizer’s Report will be posted immediately, after the declaration of the same by the Chairman or a person authorized by him in writing on the Company’s website www.peerlessfinance.in and also on the website of CDSL, www.evotingindia.com.

In case of any queries or issues regarding remote e-voting, the Members may contact at helpdesk.evoting@cdslindia.com or Mr. Arghya Majumdar, Assistant Manager, CDSL, 22, Camac Street, Kolkata 700016 at ‘arghyam@cdslindia.com’ or Ph. No. 18002005533 or Mr. Kashinath Bhattacharya, Deputy Manager, M/s. C B Management Services (P) Limited, P 22, Bondel Road, Kolkata 700019, the Registrar and Share Transfer Agent at email : rta@cbmsl.com or Tel. No. 033-40116700 / 40112280. Members can also refer to the Frequently Asked Questions (FAQs) available under the ‘HELP’ section at www.evotingindia.com or write an email to helpdesk.evoting@cdslindia.com.

Kolkata,
Dated : 19th June, 2018

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

By Order of the Board
For Peerless Financial Services Limited
Biswajit Das
Company Secretary

Land Mark of 'The Peerless Inn' Hotel : Opposite Shahid Minar at Esplanade, Beside Hotel Oberoi Grand and Esplanade Metro Railway Station, Gate No.6. Route Map is appended below :

