
NOTICE

To all the Members of the Company

Notice is hereby given that the 6th Annual General Meeting of the Members of the Company will be held on Monday, 17 August 2015 at 1330 hours at "Victoria", 10th Floor, The Peerless Inn, 12, J. L. Nehru Road, Kolkata-700013 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31 March 2015 together with the Report of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Jayanta Roy (DIN 00022191) who retires from the office by rotation and being eligible, offers himself for re-appointment.
3. Appointment of Auditors of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 139(1) and 142(1) and other applicable provisions, if any, of the Companies Act, 2013 read with the underlying rules viz. Companies (Audit and Auditors) Rules, 2014 as may be applicable, the re-appointment of M/s L. B. Jha & Co., Chartered Accountants (Firm Registration No. 301088E), approved in the 5th Annual General Meeting until the conclusion of the 10th Annual General Meeting (AGM) of the Company be and is here by ratified in this Annual General Meeting till conclusion of the next Annual General Meeting on a remuneration (including terms of payment) to be fixed by the Board of Directors of the Company, based on the recommendations of the Audit Committee, plus service tax and such other taxes, as may be applicable, and reimbursement of all out-of-pocket expenses in connection with the audit of the accounts of the Company."

SPECIAL BUSINESS:

4. **Appointment of Mr. Harish Engineer as an Independent Director of the Company**

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 provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Harish Engineer (DIN 01843009) who was appointed by the Board as an Additional Director pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company with effect from 5 May 2015 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of the Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for 5 (five) consecutive years for a term from 17 August 2015 upto 16 August 2020."

By Order of the Board
For Peerless Funds Management Co. Limited

Place : Kolkata
Date : 3 June 2015

Manoj Kumar Bajoria
Company Secretary

NOTES :

- 1) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND TO VOTE ON POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
- 2) Any instrument appointing a proxy or proxies should be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.
- 3) A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.
- 4) The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to Special Business at Item No. 4 to be transacted at the meeting is annexed here to and forms part of Notice.
- 5) Corporate Members intending to send their authorized representative(s) are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.

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1, Chowringhee Square, Kolkata 700069
Email: connect@peerlessmf.co.in;
Website: www.peerlessmf.co.in
Tel: 033-4018 5000/5009; Fax: 033-4018 5010
CIN No. : U65990WB2009PLC134537

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 4

Mr. Harish Engineer was appointed as an Additional Director of the Company with effect from 5 May 2015 pursuant to the provisions contained in Article 27 of the Articles of Association of the Company and Section 161 of the Companies Act, 2013. According to the provisions of the said Article and the said Section, he will hold office only up to the date of Annual General Meeting.

The Company has received a notice in writing from a member along with the deposit of requisite amount under section 160 of the Act proposing the candidature of Mr. Harish Engineer for the office of Director of the Company.

Mr. Harish Engineer is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. Mr. Engineer will not be liable to retire by rotation.

Section 149 of the Act inter alia stipulates the criteria of independence and company propose to appoint an independent director on its Board. As per the said Section 149, an independent director can hold office for a term up to 5 (five) consecutive years on the board of the Company and he shall not be included in the total number of directors for retirement by rotation.

The Company has received a declaration from Mr. Engineer that he meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act.

The profile of Mr. Harish Engineer has been furnished separately hereinafter and forms an integral part of this explanatory statement.

In view of his expertise, the Board is of the opinion that he fulfills the conditions specified for such appointment as per Section 152(5) of the Companies Act, 2013.

The Board of Directors recommends appointment of Mr. Harish Engineer to the office of Independent Director of the Company.

Except Mr. Harish Engineer, being proposed appointee, none of the directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.

The Board commends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the shareholders.

By Order of the Board
For Peerless Funds Management Co. Limited

Place : Kolkata
Date : 3 June 2015

Manoj Kumar Bajoria
Company Secretary

DETAILS OF DIRECTORS SEEKING APPOINTMENT AT THE ANNUAL GENERAL MEETING

Name	Mr. Harish Engineer
Director Identification No.	01843009
Date of Birth	01.09.1948
Date of Appointment	05.05.2015
Qualification	Science Graduate from Bombay University and Diploma in Business Management from Hazarimal Somani College, Mumbai
Expertise in specific functional area	<p>Mr. Engineer has around 45 years of enriching experience in the fields of finance and banking.</p> <p>In his career illustration Mr. Engineer was associated with HDFC Bank since 1994 in various capacities and retired in October 2013 as Executive Director on the Board being responsible for Wholesale Banking including International Banking.</p> <p>Prior to joining HDFC Bank, Mr. Engineer worked with Bank of America for 26 years in various areas including operations and corporate credit management, in various locations like Hong Kong, Los Angeles, London, Singapore, Thailand and Indonesia in addition to his longest stint in Mumbai.</p> <p>Since October, 2013, Mr. Engineer has been appointed as a Senior Consultant to International Finance Corporation (IFC), Washington, to manage investment in select FIs & Banks in South Asia.</p> <p>He is on the Boards of Aditya Birla Capital Advisors Pvt. Ltd., Barclays Investments & Loans (India) Limited, International Asset Reconstruction Co. Pvt. Ltd., The Federal Bank Limited, Infrastructure Leasing & Financial Services Limited, Piramal Finance Pvt. Ltd., and Navin Fluorine International Ltd.</p>
No. of shares held in the company	Nil



ROUTE MAP TO THE VENUE OF THE ANNUAL GENERAL MEETING

Venue: "Victoria" 10th Floor, Peerless Inn, 12, Jawaharlal Nehru Road,
Kolkata, West Bengal - 700013

