

ANNUAL REPORT

1999-2000





PEERLESS ABASAN FINANCE LIMITED

TENTH ANNUAL REPORT 1999-2000

BOARD OF DIRECTORS

Mr. S.K. Roy
Mr. S. Dutta
Mr. N. Saha
Mr. R. N. Misra
Mr. A. K. Ghosh
Mr. S. Bhattacharyya
Mr. P. P. Ray

CHIEF EXECUTIVE

Mr. M.M. Das

AUDITORS

De & Bose
Chartered Accountants

COMPANY SECRETARY

Mr. K. Balasubramanian

REGISTRARS

Computech International Ltd.

KEY EXECUTIVES

General Manager

Mr. T. K. Mukherjee

Chief Manager

Mr. K.K. Chatterjee

Manager Accounts

Mr. A. K. Das

PRINCIPAL BANKERS

Bank of Baroda
State Bank of India
United Bank of India
UCO Bank
Centurion Bank

REGISTERED & HEAD OFFICE

294, Bipin Behari Ganguly Street
2nd Floor
Calcutta-700 012



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PEERLESS ABASAN FINANCE LIMITED**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE is hereby given that the Tenth Annual General Meeting of the members of PEERLESS ABASAN FINANCE LIMITED will be held at "Kala Kunj" (Basement of Kala Mandir), 48 Shakespeare Sarani, Calcutta - 700 017 on Thursday, the 28th September, 2000 at 10.00 A.M. to transact the following business :

1. To receive, consider and adopt the Profit and Loss Account of the Company for the year ended 31st March, 2000, Balance Sheet as at that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. S. K. Roy, who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint Auditors and to authorise the Board of Directors to fix their remuneration.

SPECIAL BUSINESS

To consider and if thought fit, to pass with or without modification the following Resolutions :

4. **As an Ordinary Resolution**

"That Mr. Rabindra Nath Misra be and is hereby appointed a Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation."

5. **As an Ordinary Resolution**

"That Mr. Samar Bhattacharyya be and is hereby appointed a Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation."

6. **As an Ordinary Resolution**

"That Mr. Patit Paban Ray be and is hereby appointed a Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation."

7. **As an Ordinary Resolution**

"That pursuant to Section 269 read with Schedule XIII, Sections 198 and 387 and other applicable provisions, if any, of the Companies Act, 1956, the Company do hereby approve the appointment of Mr. M.M. Das as Manager designated as Chief Executive of the Company for a period of six months with effect from 31st March, 2000 and also the remuneration payable to Mr. M.M. Das for the aforesaid period of his appointment on the terms and conditions including remuneration as set out in the Draft Agreement, submitted before this meeting and initialled by the Chairman for the purpose of identification, to be entered into between the Company and Mr. M.M. Das, with liberty to the Board of Directors to alter and vary such terms and conditions including remuneration not exceeding the limit specified in Schedule XIII to the Companies Act, 1956 or any amendments thereto as may be notified by the Central Government and agreed by the Board of Directors and Mr. M.M. Das and that the Board of Directors be and is hereby authorised to execute on behalf of the Company the aforesaid Agreement and amendments thereto, as and when effected, under the common seal of the Company."

8. **As a Special Resolution**

"That pursuant to Section 31 and all other applicable provisions, if any, of the Companies



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Act, 1956 including any statutory modification and re-enactment thereof, for the time being in force, the Articles of Association of the Company be and are hereby altered in the manner and to the extent set out below :—

New Articles, with marginal notes, Article 72A, 72B & 72C be introduced after Article 72 :

"72A NOMINATION

1. Subject to the provisions of Section 109A of the Act, every shareholder or debenture holder of the Company, may, at any time, nominate a person to whom his shares or debentures shall vest in the event of his death in such manner as may be prescribed under the Act.
2. When the shares or debentures of the Company are held by more than one person jointly, joint holders may, together, nominate a person to whom all the rights in the shares or debentures, as the case may be, shall vest in the event of death of all the joint holders in such manner as may be prescribed under the Act.
3. Notwithstanding anything contained in any other law for the time being in force or in any disposition, whether testamentary or otherwise, where a nomination made in the manner aforesaid purports to confer on any person the right to vest the shares or debentures, the nominee shall, on the death of the shareholders or debenture holders or, as the case may be, on the death of the joint holders become entitled to all the rights in such shares or debentures, or as the case may be, all the joint holders, in relation to such shares or debentures, to the exclusion of the other persons unless the nomination is varied or cancelled in the manner as may be prescribed under the Act.
4. Where the nominee is a minor, it shall be lawful for the holder of the shares or debentures, to make the nomination to appoint any person to become entitled to shares in, or debentures of, the Company in the manner prescribed under the Act, in the event of his death, during the minority."

"72B TRANSMISSION OF SECURITIES IN CASE OF NOMINATION

1. Subject to the provisions of Section 109B of the Act, a nominee, upon production of such evidence as may be required by the Board and subject as hereinafter provided, elect, either :
 - (a) to register himself as holder of the share or debenture, as the case may be, or
 - (b) To make such transfer of the share or debenture, as the deceased shareholder or debenture holder, as the case may be, could have made.
2. If the nominee elects to be registered as holder of the share or debenture, himself, as the case may be, he shall deliver or send to the Company, a notice in writing signed by him stating that he so elects and such notice shall be accompanied with the death certificate of the deceased shareholder or debenture holder, as the case may be.
3. A nominee shall be entitled to the dividend on shares and other advantages to which he would be entitled as if he was the registered holder of the share or debenture. Provided that he shall not, before being registered as a member, be entitled to exercise any right conferred by membership in relation to a meeting of the Company.
Provided further that the Board may, at any time, give notice requiring any such person to elect either to register himself or to transfer the share or debenture, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all

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dividends, bonuses or other moneys payable in respect of the share or debenture, until the requirements of the notice have been complied with."

"72C DEMATERIALISATION OF SECURITIES

For the purpose of this Article :

A. DEFINITIONS

"Act" referred to hereinbelow, without any nomenclature, will mean the Depositories Act, 1996.

"Beneficial Owner" means a person whose name is recorded as such with a depository.

"Depositories Act" shall mean the Depositories Act, 1996 or any statutory modification(s) or re-enactment(s) thereof.

"Depository" means a company formed and registered under the Companies Act, 1956 and which has been granted a certificate of registration to act as a depository under the Securities and Exchange Board of India Act, 1992 and wherein the securities of the Company are dealt with in accordance with the provisions of the Act.

"SEBI" means the Securities and Exchange Board of India established under the Securities and Exchange Board of India Act, 1992, and

"Security" means shares, scrips, stocks, bonds, debentures, debenture stock or other marketable securities of a like nature, in the Company, as are permitted to be dealt with in a depository.

B. DEMATERIALISATION OF SECURITIES

Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialise its securities and to offer securities in a dematerialised form pursuant to the Act.

C. OPTION FOR INVESTORS.

Every person subscribing to / acquiring securities offered by the Company shall have the option to receive security certificates or to hold the securities with a depository. Such a person who is the beneficial owner of the securities can at any time opt out of a depository, if permitted by law, in respect of any security in the manner provided by the Act, and the Company shall, in the manner and within the time prescribed, issue to the beneficial owner the required certificates of securities.

If a person opts to hold his security with a depository, the Company shall intimate such depository the details of allotment of the security, for entry in its record the name of the allottee as the beneficial owner of the security.

D. SECURITIES IN DEPOSITORIES TO BE IN FUNGIBLE FORM

All securities of the Company held by a depository shall be dematerialised and be in fungible form. Nothing contained in Sections 153, 153A, 153B, 187B, 187C, 372, 372A and other applicable provisions of the Companies Act, 1956 shall apply to a depository in respect of the securities held by it on behalf of the beneficial owners.

E. RIGHTS OF DEPOSITORIES AND BENEFICIAL OWNERS

- (i) Notwithstanding anything to the contrary contained in any other law for the time being in force or these articles a depository shall be deemed to be the registered owner for



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the purpose of effecting transfer of ownership of security on behalf of the beneficial owner.

- (ii) Save as otherwise provided in (i) above, the depository as the registered owner of the securities shall not have any voting rights or any other rights in respect of the securities held by it.
- (iii) Every person holding securities of the Company and whose name is entered as the beneficial owner in the records of the depository shall be deemed to be a member of the Company. The beneficial owner of the securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his securities which are held by a depository.

F. SERVICE OF DOCUMENTS

Notwithstanding anything contained in the Companies Act, 1956 or these Articles to the contrary, where securities are held in a depository, the records of the beneficial ownership may be served by such depository on the Company by means of electronic mode or by delivery of floppies or discs.

G. TRANSFER OF SECURITIES

Nothing contained in Section 108 of the Companies Act, 1956 or these Articles shall apply to a transfer of securities effected by a transferor and transferee both of whom are entered as beneficial owners in the records of the depository.

H. ALLOTMENT OF SECURITIES DEALT WITH BY A DEPOSITORY

Notwithstanding anything contained in the Companies Act, 1956 or these Articles, where securities are dealt with by a depository, the Company shall intimate the details thereof to the depository immediately on allotment of such securities.

I. DISTINCTIVE NUMBER OF SECURITIES HELD IN A DEPOSITORY

Nothing contained in the Companies Act, 1956 or these Articles regarding necessity of having distinctive numbers for securities issued by the Company shall apply to securities held in a depository.

J. REGISTER AND INDEX OF BENEFICIAL OWNERS

The Register and Index of Beneficial Owners, maintained by a depository under the Act, shall be deemed to be the Register and Index of Members and Security holders for the purposes of these Articles."

A new Article, with marginal notes, Article 182A be introduced after Article 182 :

"182A REGISTER AND INDEX OF MEMBERS

The Company shall cause to be kept at its Registered Office or at such other place as may be decided, Register and Index of Members in accordance with Section 150, 151 and other applicable provisions of the Companies Act, 1956 and the Depositories Act, 1996 with the details of shares held in physical and dematerialised forms in any media, as may be permitted by law, including in any form of electronic media.

The Register and Index of beneficial owners maintained by a Depository under Section 11 of the Act, shall also be deemed to be the Register and Index of Members for the

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purposes of the Companies Act, 1956. The Company shall have the power to keep in any State or country outside India, a Register of Members for the residents in that State or country."

9. **As a Special Resolution**

"That consent be and the same is hereby accorded to the Company as provided under section 149(2A) and other applicable provisions, if any, of the Companies Act, 1956, for the commencement of the businesses included as 'Other Objects' and as envisaged at serial numbers 5 and 7 in paragraph III(C) of the Memorandum of Association of the Company."

Registered & Head Office :
294, Bipin Behari Ganguly Street,
2nd Floor,
Calcutta - 700 012
Dated : 3rd August, 2000

By Order of the Board
(K. BALASUBRAMANIAN)
COMPANY SECRETARY

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL ON HIS BEHALF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY. Proxy Form, in order to be effective, must be received by the Company at the Registered Office not less than 48 hours before the meeting.
2. An Explanatory Statement under Section 173 of the Companies Act, 1956 in respect of item Nos. 4 to 9 is annexed hereto.
3. The Register of Members of the Company will remain closed from 14th September, 2000 to 28th September, 2000, both days inclusive.
4. Members are requested to intimate immediately, changes, if any, in their registered address along with the pincode number.
5. The Shareholders are informed that the dividends which were declared at the previous Annual General Meetings and which remained unpaid/unclaimed upto year ended 31st March, 1995 have been transferred by the Company to the General Revenue Account of the Central Government pursuant to erstwhile Section 205A(5) of the Companies Act, 1956. Such Unpaid/unclaimed dividend for the financial year ended 31st March, 1996 shall be transferred to the concerned Fund as per the new provisions of the Companies Act, 1956, as amended in 1999.



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EXPLANATORY STATEMENT

PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

Item No. 4

The Board of Directors of your Company ("the Board") appointed Mr. Rabindra Nath Misra as Additional Director of the Company with effect from 27th September, 1999. Mr. Misra has been nominated as the representative of the Assam State Housing Board.

Pursuant to the provisions of Article 119 of your Company's Articles of Association read with Section 260 of the Companies Act, 1956 ("the Act") Mr. Misra will hold office until the date of forthcoming Annual General Meeting. Your Company has received notice in writing from a member in terms of Section 257 of the Act specifying his intention to propose the appointment of Mr. Misra as a Director of your Company.

Mr. R. N. Misra is willing to act as Director of your Company, if appointed, and has filed with the Company his consent pursuant to Section 264(1) of the Act.

Mr. R. N. Misra is the Commissioner of the Assam State Housing Board. In view of his background and experience, the appointment of Mr. Misra will be beneficial to your Company and accordingly the Board recommends the acceptance of the resolution set out in item 4 of the convening Notice.

Mr. R. N. Misra is concerned or interested in the resolution concerning his appointment. Save as aforesaid no Director of your Company is concerned or interested in the Resolution.

Item No. 5

The Board of Directors of your Company ("the Board") appointed Mr. Samar Bhattacharyya as Additional Director of the Company with effect from 28th July, 2000.

Pursuant to the provisions of Article 119 of your Company's Articles of Association read with Section 260 of the Companies Act, 1956 ("the Act") Mr. Bhattacharyya will hold office until the date of the forthcoming Annual General Meeting. Your Company has received notice in writing from a member in terms of Section 257 of the Act signifying his intention to propose the appointment of Mr. Bhattacharyya as a Director of your Company.

Mr. Bhattacharyya is willing to act as Director of your Company, if appointed, and has filed with the Company his consent pursuant to Section 264(1) of the Act.

Mr. Bhattacharyya is a Chartered Accountant and is presently the General Manager, Accounts of The Peerless General Finance & Investment Company Limited. In view of his background and experience the Board considers that the appointment of Mr. Bhattacharyya will be beneficial to your Company and accordingly recommends the acceptance of the resolution set out in item 5 of the convening Notice.

Mr. Bhattacharyya is concerned or interested in the resolution concerning his appointment. Save as aforesaid no Director of your Company is concerned or interested in the Resolution.

Item No. 6

The Board of Directors of your Company ("the Board") appointed Mr. Patit Paban Ray as Additional Director of the Company with effect from 28th July, 2000.

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Pursuant to the provisions of Article 119 of your Company's Articles of Association read with Section 260 of the Companies Act, 1956 ("the Act"), Mr. Ray will hold office until the date of the forthcoming Annual General Meeting. Your Company has received notice in writing from a member in terms of Section 257 of the Act signifying his intention to propose the appointment of Mr. Ray as a Director of your Company.

Mr. Ray is willing to act as Director of your Company, if appointed, and has filed with the Company his consent pursuant to Section 264(1) of the Act.

Mr. Ray is presently the General Manager, Legal of The Peerless General Finance & Investment Company Limited. In view of his background and experience in the field of law, the Board considers that the appointment of Mr. Ray will be beneficial to your Company and accordingly recommends the acceptance of the resolution set out in item 6 of the convening Notice.

Mr. Ray is concerned or interested in the resolution concerning his appointment. Save as aforesaid no Director of your Company is concerned or interested in the Resolution.

Item No. 7

In terms of the previous appointment of Mr. M.M. Das as Manager as defined in Section 2(24) of the Companies Act, 1956 and designated as Chief Executive for a period of one year, his tenure of office was upto 30th March, 2000. The Board of Directors of the Company at their meeting held on 29th March, 2000 have reappointed Mr. M.M. Das as Chief Executive for a further period of six months effective from 31st March, 2000. The terms and conditions of the said appointment and remuneration payable to Mr. Das, as approved by the Board have been embodied in the Draft Agreement to be entered into between the Company and Mr. Das, which requires the approval of the members of the Company in general meeting in terms of Part III of Schedule XIII of the Companies Act, 1956 ("the Act"). The aforesaid Draft Agreement is open for inspection at the Registered and Head Office of the Company at 294, B. B. Ganguly Street, 2nd Floor, Calcutta-700 012 on all working days during business hours till the date preceeding the date of the Annual General Meeting and also at the said Meeting. The principal terms and conditions as contained in the Draft Agreement are as follows.

1. Salary—Rs. 15,000/- per month (including dearness allowance) with effect from 31st March, 2000.
2. Perquisites :
 - i) House Rent allowance — Rs. 3,000/- per month.
 - ii) Conveyance expenses subject to a maximum of Rs. 5,000/- only per month shall be reimbursed by the Company.
 - iii) Medical Reimbursement — Expenses incurred for the Chief Executive and his wife subject to a ceiling of one month's salary. In addition, Mediciam Insurance for the Chief Executive and his wife for Rs. 2.00 lakh each will be provided by the Company.
 - iv) Leave Travel Concession for the Chief Executive and his wife for expenses incurred in accordance with the rules specified by the Company.
 - v) Encashment of Leave — Privilege Leave standing to the credit of the Chief Executive could be encashed in accordance with the rules as applicable to the employees of the Company.