

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 (01/2026) EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that the (01/2026) Extraordinary General Meeting of the members of The Peerless General Finance & Investment Company Limited will be held at 'Peerless Bhavan', 3, Esplanade East, Kolkata- 700069 on Wednesday, 22nd April, 2026 at 11.00 A.M. IST through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), to transact the following **SPECIAL BUSINESSES**:

1. RE-APPOINTMENT OF MR. JAYANTA ROY (DIN: 00022191) AS A 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, 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, as amended from time to time, Mr. Jayanta Roy (DIN: 00022191) be and is hereby re-appointed as a Managing Director of the Company (a Key Managerial Personnel) for a period of five (5) years with effect from 1st October, 2026 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 Mr. Jayanta Roy (DIN: 00022191) in accordance with Schedule V of the Act including any amendments or modifications thereto".

2. RE-APPOINTMENT OF MR. SUPRIYO SINHA (DIN: 07666744) AS A WHOLETIME DIRECTOR, DESIGNATED AS DIRECTOR- BUSINESS TRANSFORMATION & CORPORATE STRATEGY

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, as amended from time to time, Mr. Supriyo Sinha (DIN: 07666744) be and is hereby re-appointed as a Wholetime Director of the Company, designated as Director- Business Transformation & Corporate Strategy (a Key Managerial Personnel) for a period of five (5) years with effect from 1st June, 2026 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 Mr. Supriyo Sinha (DIN: 07666744) in accordance with Schedule V of the Act including any amendments or modifications thereto".

Kolkata
Dated: 5th March, 2026

By Order of the Board
Bhawna Gupta
Company Secretary

NOTES :

1. 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 Extraordinary General Meeting (hereinafter “EGM”) is annexed hereto.
2. Information relating to the Directors seeking re-appointment at the Extraordinary General Meeting forms an integral part of the Notice. The Directors have furnished the requisite declarations for their re-appointment.
3. 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. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to Maheshwari Datamatics Private Limited in case the shares are held in physical form.
4. 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.
5. Pursuant to The 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 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 Maheshwari Datamatics Private Limited has been appointed as the Registrar and Share Transfer Agent. Members can contact the Company or Company’s Registrar and Share Transfer Agent, M/s. Maheshwari Datamatics Private Limited at 23, R. N. Mukherjee Road, 5th Floor, Kolkata- 700001 for ease of knowing the process of dematerialization.
6. 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 Agent, M/s Maheshwari Datamatics Private Limited at 23, R. N. Mukherjee Road, 5th Floor, Kolkata- 700001 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, Pincode, 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.
7. 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.

8. Non-resident Indian Members are requested to inform Company's Registrar and Share Transfer Agent, M/s Maheshwari Datamatics 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 Pincode number, if not furnished earlier.
9. 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.
10. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.peerless.co.in. The EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
11. During the (01/2026) EGM, Members may access the scanned copies of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act and the Memorandum and Articles of Association of the Company, upon Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com>.
12. Pursuant to the General Circular No. 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs (MCA) and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time), companies are allowed to hold EGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, EGM shall be conducted through VC/OAVM.
13. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting and remote e-voting. Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorising their representative to attend and vote on their behalf at the meeting at least three (3) days before the EGM.
14. Since the EGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.

The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 100 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.

15. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
16. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI, and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the businesses to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the EGM will be provided by NSDL.
17. The Scrutinizer shall immediately after the conclusion of voting at the general meeting, first count the votes cast during the meeting and thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of the conclusion of the EGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
18. The results declared along with Scrutinizer's Report shall be placed on the Company's website www.peerless.co.in and on the website of NSDL: <https://www.evoting.nsdl.com> immediately after the declaration of results by the Chairman or a person authorized by him in writing, within two working days of conclusion of the EGM.
19. EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Sunday, 19th April, 2026 at 9:00 A.M. and ends on Tuesday, 21st April, 2026 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 15th April, 2026, may cast their vote electronically. The voting right of Shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 15th April, 2026.

How do I vote electronically using NSDL e-Voting system?





The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual Shareholders holding securities in demat mode

Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual Shareholders holding securities in demat mode is given below:

| Type of Shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL. | <ol style="list-style-type: none"> 1. For OTP based login you can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center; margin-top: 20px;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  App Store </div> <div style="text-align: center;">  Google Play </div> </div> <div style="display: flex; justify-content: center; gap: 40px; margin-top: 10px;">   </div> </div> |

| | |
|--|--|
| Individual Shareholders holding securities in demat mode with CDSL | <ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers. |
| Individual Shareholders (holding securities in demat mode) login through their depository participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

| Login type | Helpdesk details |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911 |

B) Login Method for e-Voting and joining virtual meeting for Shareholders other than Individual Shareholders holding securities in demat mode and Shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
|---|---|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****. |
| c) For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

5. Password details for Shareholders other than Individual Shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
- c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those Shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders

1. Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cs mukeshc@gmail.com with a copy marked to evoting@nsdl.com. Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.com

Process for those Shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAAR (self attested scanned copy of Aadhar Card) by email to secretarial_poll@peerless.co.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAAR (self attested scanned copy of Aadhaar Card) to secretarial_poll@peerless.co.in. If you are an Individual Shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual Shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/Shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under **“Join meeting”** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at secretarial_poll@peerless.co.in. The same will be replied by the company suitably.
6. Shareholders who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at secretarial_poll@peerless.co.in between 13th April, 2026, 9.00 a.m. (IST) and 15th April, 2026, 5.00 p.m. (IST). Only those Shareholders who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.
7. Shareholders attending the EGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

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

Annexed to the Notice convening the (01/2026) Extraordinary General Meeting to be held on Wednesday, 22nd April, 2026.

Item No. 1

Mr. Jayanta Roy (DIN: 00022191) was appointed as a Deputy Managing Director of the Company for a period of 5 (five) years with effect from 1st October 2021. Subsequently at the Board Meeting held on 21st June 2022, Mr. Jayanta Roy was re-designated as Managing Director of the Company for the remaining period of five years with effect from 1st October, 2021 and accordingly his term of office will expire on 30th September, 2026.

On the recommendation of the Nomination & Remuneration Committee of Directors, the Board of Directors of the Company ('the Board') at its meeting held on 5th March, 2026, re-appointed Mr. Jayanta Roy as a Managing Director for a period of five (5) years with effect from 1st October, 2026, subject to the approval of the Members at a General Meeting by a special resolution (a Key Managerial Personnel).

The Board also notes that the Company is presently undertaking several important strategic, operational and governance initiatives and navigating certain ongoing legal and regulatory matters and strategic initiatives which require continuity of leadership, institutional knowledge and sustained management oversight at the senior level management. Mr. Jayanta Roy has been associated with the Company for a considerable period and has played a significant role in the management and growth of the Company's business as well as in steering key strategic and corporate initiatives. In this context, the continued association of Mr. Jayanta Roy with the Company in his capacity is considered essential to ensure stability in management, effective handling of ongoing legal and corporate matters, and consistent implementation of the Company's strategic and governance objectives. The Board, therefore, believes that the re-appointment of Mr. Jayanta Roy would be in the best interest of the Company and its stakeholders.

As recommended by the Nomination and Remuneration Committee and as approved by the Board, Mr. Jayanta Roy as Managing Director 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 The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V thereof:-

a) **Salary:**

- (i) Base Salary: Rs. 17,04,375/- per month
- (ii) House Rent Allowance: 40% of the Base Salary per month

b) **Special Allowance:**

In addition to the Basic Salary and House Rent Allowance, the Managing Director, Mr. Jayanta Roy shall be entitled to Special Allowance, at the discretion of the Nomination and Remuneration Committee and the Board of Directors, within the limits approved by the Shareholders of the Company.

c) **Commission:**

Such remuneration by way of commission in addition to salary, perquisites, allowances, fees payable as may be determined by the Board of Directors 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.

e) **Perquisites & Allowances:**

Within the overall ceiling of 23.57% of the annual salary (base salary plus HRA) in any financial year the Managing Director shall be entitled to the following perquisites and allowances: -

- i) Reimbursement of House Maintenance cost and expenses for utilities, such as, gas, electricity, water, repairs, furnishings and also providing sweeper, security guard and gardener.
- ii) 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.
- iii) Medical expenses incurred including charges incurred in hospitals, nursing homes etc 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 (ii) and (iii) above shall mean the spouse and dependent children.
- iv) Fees of two clubs and related expenses 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.

- v) Further, the following benefits shall not be included in the computation of perquisites for the purpose of calculation of ceiling: -
 - i) Provision for use of Company's car, telephone, computer/laptop at residence and a mobile including payment of local calls and long-distance official calls.
 - ii) Company's contribution to Provident Fund, Superannuation and Gratuity Funds as per rules of the Company.
 - iii) Leave with full pay and encashment of leave as per the rules of the Company.
- vi) Any un-availed portion of the perquisites for a financial year shall be available for payment to Mr. Roy at the end of the financial year, subject to deduction of tax.

The aggregate of Basic Salary, House Rent Allowance, Special Allowance, Commission, Perquisites and all other monetary benefits (collectively referred to as "Overall Remuneration") shall not exceed the maximum remuneration permissible under Section 197 read with Section 198 and Schedule V of the Companies Act, 2013, as amended 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 the Managing Director will be considered as continuous service with the Company from the date of his first joining the Company as the Deputy Managing Director.

Mr. Roy shall also be entitled to any other benefits as per rules/policies of the Company at any point of time.

- f) The Managing Director shall also be reimbursed reasonable corporate relation expenses incurred by him in the course of business of the Company.
- g) The Managing Director shall also be entitled to maintain separate office at his residence and camp office or offices in any part of the country, as and when required, for such time as may be necessary and expedient for official business and all costs thereof shall be borne by the Company.
- h) Mr. Jayanta Roy shall be eligible and entitled to participate in any Employee Stock Option Scheme (ESOP) or any other equity-based incentive scheme implemented by the Company or its subsidiary companies from time to time as may be determined by the Nomination and Remuneration Committee and Board of the Company and in accordance with the prevalent Company policies. Any such grant shall be subject to compliance with the relevant provisions of the Companies Act, 2013 and The Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions of law including requisite regulatory and shareholder approvals.
- i) Increments of 15% of the CTC amount, shall become due in October every year.

Minimum Remuneration:

It is further agreed by and between the parties to this agreement that in the event of loss or inadequacy of profits in any financial year during the currency of the tenure of the appointment of Mr. Jayanta Roy, the payment of salary, perquisites and other allowances payable to Mr. Jayanta Roy shall be governed by the limits prescribed under Section II Part II of Schedule V of the Companies Act, 2013.

The details of Mr. Jayanta Roy are mentioned herein-below:

| Particulars | Details of the Director |
|--|--|
| Age | About 49 years. |
| Qualifications | MBA, M. Com. |
| Experience | 28 years. |
| Remuneration last drawn | Rs. 14,06,250/- per month (gross). |
| Date of first appointment on Board | 14th July, 2006. |
| Shareholding in the Company | 9.79% |
| Relationship with other Directors, Manager and other Key Managerial Personnel of the Company | Mr. Jayanta Roy is not related to any of the other Directors or Key Managerial Personnel of the Company. |
| No. of meetings of the Board attended during the financial year | Mr. Jayanta Roy attended seven (out of eight) Board Meetings held during the financial year 2025-26. |

Details of Membership/Chairmanship of Mr. Jayanta Roy, 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 Hospitex Hospital & Research Center Limited | NA | NA | NA | Member |
| Peerless Hotels Ltd. | NA | NA | NA | NA |
| Shikha Holdings Pvt Ltd. | Member | Member | NA | NA |
| Bichitra Holdings Pvt Ltd. | NA | NA | NA | NA |
| Kaizen Hotels & Resorts Ltd. | NA | NA | NA | NA |

A copy of the agreement (in draft form) setting out the revised terms of remuneration payable to Mr. Jayanta Roy 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 Extraordinary General Meeting.

Except Mr. Jayanta Roy 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.1.

The Board recommends Resolution No. 1 as a Special Resolution for approval of the Members.

Item No. 2

Mr. Supriyo Sinha was appointed as a Wholetime Director designated as Director-Business Transformation & Corporate Strategy for a period of four years with effect from 1st June, 2022 and accordingly his term of office will expire on 30th May, 2026.

On the recommendation of the Nomination & Remuneration Committee of Directors, the Board of Directors of the Company ('the Board') at its meeting held on 5th March, 2026, re-appointed Mr. Supriyo Sinha as a Wholetime Director designated as Director-Business Transformation & Corporate Strategy for a period of five (5) years with effect from 1st June, 2026, subject to the approval of the Members at a General Meeting by a special resolution (a Key Managerial Personnel).

The Board also notes that the Company is presently pursuing several transformation, governance and strategic initiatives and is also addressing certain ongoing legal and regulatory matters which require continued management focus and strategic guidance. Since his appointment, Mr. Supriyo Sinha has been actively involved in driving the Company's business transformation agenda, strategic planning and corporate initiatives. Considering his professional expertise, experience in strategy and transformation, and his familiarity with the Company's ongoing initiatives, the Board believes that his continued association with the Company will contribute to the effective implementation of its strategic priorities. The Board therefore considers it desirable and in the interest of the Company that Mr. Supriyo Sinha be re-appointed as Whole-time Director designated as Director – Business Transformation & Corporate Strategy.

As recommended by the Nomination and Remuneration Committee and as approved by the Board, Mr. Supriyo Sinha as Wholetime Director of the Company, designated as Director-Business Transformation & Corporate Strategy, 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 The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V thereof :-

(a) **Salary :**

- (i) Base Salary : Rs. 19,52,643/- per month
(ii) House Rent Allowance: 50% of Base Salary per month.

(b) **Special Allowance:**

In addition to the Basic Salary and House Rent Allowance, Mr. Sinha shall be entitled to Special Allowance, at the discretion of the Nomination and Remuneration Committee and the Board of Directors, within the limits approved by the Shareholders of the Company.

(c) **Commission :**

That Mr. Supriyo Sinha shall be paid a commission of such amount in addition to salary, perquisites, allowances, fees payable as may be determined by the Board at the end of each financial year subject to 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.

(e) **Perquisites & Allowances :**

Within the overall ceiling of 15.33% of the salary (base salary and HRA) in any financial year Director – Business Transformation & Corporate Strategy shall be entitled to the following perquisites and allowances.

- i) Reimbursement of expenses for electricity charges, purchase/maintenance of furniture, maintenance charges at residences.
ii) Leave Travel expenses in India and abroad for self and family, such as travel fare, lodging, boarding, conveyance and other expenses incurred.
iii) Medical expenses incurred including charges in hospitals, nursing homes etc. 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 (ii) and (iii) above shall mean the spouse and dependent children.
iv) Fees of two clubs and related expenses, personal accident insurance and annual membership fee of professional Institute.

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.

- v) Provision for use of Company's car, telephone, computer/laptop and a mobile including payment of local calls and long-distance official calls subject to the following respective ceilings:
a) Cost of Car – either lease cost if car is leased or purchase price of car based on eligible models
b) Computer/Laptop – Rs 1,50,000/- once every four years
c) Telephone/Mobile - Rs 1,00,000/- annually
vi) Company's contribution to Provident Fund and Superannuation and Gratuity Funds as per rules of the Company.
vii) Leave with full pay and encashment of leave as per the rules of the Company.

viii) Any un-availed portion of the perquisites shall be paid at the end of the financial year subject to deduction of tax.

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

The aggregate of Basic Salary, House Rent Allowance, Special Allowance, Commission, Perquisites and all other monetary benefits (collectively referred to as "Overall Remuneration") shall not exceed the maximum remuneration permissible under Section 197 read with Section 198 and Schedule V of the Companies Act, 2013, as amended from time to time.

- (f) Mr. Sinha shall be eligible and entitled to participate in any Employee Stock Option Scheme (ESOP) or any other equity-based incentive scheme implemented by the Company or its subsidiary Companies from time to time as may be determined by the Nomination and Remuneration Committee and Board of the Company and in accordance with the prevalent Company policies. Any such grant shall be subject to compliance with the relevant provisions of the Companies Act, 2013 and The Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions of law including requisite regulatory and shareholder approvals.
- (g) Increments of 10% of the CTC amount, shall become due in June every year.

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

The details of Mr. Supriyo Sinha are mentioned herein-below:

| Particulars | Details of the Director |
|--|--|
| Age | About 49 years. |
| Qualifications | Graduate from Harvard Business School. MBA (IIM, Calcutta) B. Tech. (IIT Kharagpur). |
| Experience | Mr. Sinha has professional experience of more than 20 years. Prior to joining the Board, he was the Head of Strategy- Axis Bank. |
| Remuneration last drawn | Rs. 20,30,623/- per month (gross). |
| Terms & conditions of re-appointment | Re-appointment under section 152(6) of the Companies Act, 2013. |
| Date of first appointment on Board | 1st June, 2022. |
| Shareholding in the Company | Mr. Supriyo Sinha does not hold any equity shares in the Company. |
| Relationship with other Directors, Manager and other Key Managerial Personnel of the Company | Mr. Supriyo Sinha is not related to any of the other Directors or Key Managerial Personnel of the Company. |
| No. of meetings of the Board attended during the year | Mr. Supriyo Sinha attended all eight Board Meetings held during the financial year 2025-26. |

Details of Membership/Chairmanship of Mr. Supriyo Sinha, 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 Hospitex Hospital & Research Center Limited | Member | NA | NA | NA |
| Peerless Hotels Ltd. | Member | Member | NA | NA |
| Peerless Financial Services Ltd. | NA | NA | NA | NA |
| Kaizen Hotels & Resorts Ltd. | Member | Member | NA | NA |
| The Bengal Chamber of Commerce and Industry | NA | NA | NA | NA |

A copy of the agreement (in draft form) setting out the revised terms of remuneration payable to Mr. Supriyo Sinha 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 Extraordinary General Meeting.

Except Mr. Supriyo Sinha 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.2.

The Board recommends Resolution No. 2 as a Special Resolution for approval of the Members.

Kolkata,
Dated: 5th March, 2026

By Order of the Board
Bhawna Gupta
Company Secretary