



Premier Explosives Limited

August 29th, 2019

ISO 9001 REGISTERED



DNV Certification B.V., The Netherlands



MGMT. SYS.
RvA C024

To,
The Bombay Stock Exchange Limited
Corporate Relationship Department
Floor – 25, P.J.Towers, Dalal Street,
MUMBAI – 400 001
Scrip Code: 526247

To,
National Stock Exchange of India Limited
Listing Department,
Exchange Plaza, Bandra Kurla Complex,
Bandra (E),
Mumbai-400051
Trading Symbol: 'PREMEXPLN EQ'

Dear Sir/Madam

Sub: Notice of 39th Annual General Meeting and Annual Report

This is to inform you that the 39th Annual General Meeting of the Company will be held on Wednesday, the 25th September, 2019 at 11.00 A.M at Surana Udyog Auditorium, Federation of Telangana and Andhra Pradesh Chambers of commerce & Industry, 11-6-841, Red Hills, Hyderabad-500004.

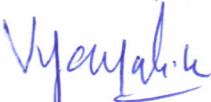
In connection with the same, please find attached the Annual Report and the Notice to the 39th Annual General Meeting of the Company. Further, in compliance with the provisions of the Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Amendment rules, 2015, the Members have been provided with e-voting facility and the cut off date in this regard has been fixed as 18th September, 2019.

This is for your kind information and record.

Thanking you,

Yours faithfully,

For Premier Explosives Limited



Vijayashree.K
Company Secretary
Encl.: as above.



Notice of the 39th Annual General Meeting

Notice is hereby given that the 39th Annual General Meeting of Premier Explosives Limited will be held at Surana Udyog Auditorium, Federation of Telangana and Andhra Pradesh Chambers of Commerce & Industry, 11-6-841, Red Hills, Hyderabad-500004 on Wednesday, 25th of September, 2019 at 11.00 a.m. to transact the following business.

Ordinary business

1. To receive, consider and adopt the financial statements of the Company for the year ended March 31, 2019, the audited consolidated financial statements for the said financial year and the reports of the Board of Directors and Auditors thereon.
2. To declare Dividend for the year 2018-19.
3. To appoint a director in place of Dr. (Mrs.) Kailash Gupta (DIN: 00054045), who retires by rotation and being eligible offers herself for re-appointment.

Special business

4. Reappointment of Mr. P.R.Tripathi (DIN: 00376429) as Independent Director

To consider and, if thought fit, to pass the following resolution as **a Special Resolution**:

“Resolved that, in accordance with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013, and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, or any amendment thereto or modification thereof, the consent of the Shareholders be and is hereby accorded to the re-appointment of Mr. Prabhakar Ram Tripathi (DIN: 00376429) as an Independent Director of the Company for a period of five years with effect from 13th August, 2019, until 12th August, 2024 and not liable to retirement by rotation.”

5. Reappointment of Mr. Anil Kumar Mehta (DIN: 00040517) as Independent Director

To consider and, if thought fit, to pass the following resolution as **a Special Resolution**:

“Resolved that, in accordance with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013, and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, or any amendment thereto or modification thereof, the consent of the Shareholders be and is hereby accorded to the re-appointment of Mr. Anil Kumar Mehta (DIN: 00040517) as an Independent Director

of the Company for a period of five years with effect from 13th August, 2019, until 12th August, 2024 and not liable to retirement by rotation.”

6. Reappointment of Mr. K.Rama Rao (DIN: 02678860) as Independent Director

To consider and, if thought fit, to pass the following resolution as **a Special Resolution**:

“Resolved that, in accordance with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013, and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, or any amendment thereto or modification thereof, the consent of the Shareholders be and is hereby accorded to the re-appointment of Mr. K.Rama Rao (DIN: 02678860) as an Independent Director of the Company for a period of five years with effect from 13th August, 2019, until 12th August, 2024 and not liable to retirement by rotation.”

7. Reappointment of Dr. A.Venkataraman (DIN: 02669952) as Independent Director

To consider and, if thought fit, to pass the following resolution as **a Special Resolution**:

“Resolved that, in accordance with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013, and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, or any amendment thereto or modification thereof, the consent of the Shareholders be and is hereby accorded to the re-appointment of Dr. A.Venkataraman (DIN: 02669952) as an Independent Director of the Company for a period of five years with effect from 13th August, 2019, until 12th August, 2024 and not liable to retirement by rotation.”

8. Re-appointment of Mr. T.V.Chowdary (DIN: 00054220) as Deputy Managing Director

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

“**RESOLVED THAT** pursuant to provisions of Section 196, 197, 203 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and any other applicable provisions of the Companies Act, 2013 (“the Act”) (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies

Notice of the 39th Annual General Meeting

Act, 2013 and Articles of Association of the Company and subject to approval of Central Government, if any, consent of the shareholders of the Company be and is hereby accorded to re-appoint Mr. T.V.Chowdary (DIN: 00054220) as the Deputy Managing Director of the Company for a period of 3 years with effect from 01st July, 2019 on the following terms and conditions:

A. Salary

- a. He will be entitled to a basic salary of ₹4,00,200 (Rupees Four Lakhs Two Hundred only) per month with effect from 1st July, 2019.
- b. His basic salary will be revised every year by the Nomination and Remuneration Committee based on his performance and he may be awarded an increment of 10-20% (rounded off to nearest ₹ 100/-) with effect from 1st of April.

B. Perquisites and Allowances

In addition to salary mentioned above, he will be entitled to the following perquisites, allowances and other benefits such that their monetary value shall be restricted to an amount equivalent to his annual basic salary.

- a. Unfurnished accommodation or House Rent Allowance at the rate of 30% of the basic salary in lieu of unfurnished accommodation.
- b. Gas, electricity, water, servant, security, gardener and soft furnishing subject to maximum of 10% of the basic salary.

These shall be valued as per the Income Tax Rules, 1962 for the purpose of calculation of managerial remuneration under the Sections 196, 197 and Schedule V annexed to the Companies Act, 2013.

- c. Medical allowance of 8.33% of basic salary.
- d. Leave travel allowance once in a year to the extent of one month basic salary
- e. Club fees (Maximum 2 clubs)
- f. Mediclaim and Personal accident insurance as per Rules of the Company.

C. Other benefits

- a. Company's contribution towards Provident Fund as per the rules and regulations

prescribed under Employees Provident Fund and Miscellaneous Provisions Act, 1952.

- b. Leave encashment at the end of tenure as per rules of the Company.

In computing monetary ceiling of perquisites, the company's contribution to provident fund and leave encashment at the end of the tenure shall not be taken into account

- c. Use of Company Car with driver & Telephone at residence for official purposes.

D. Minimum Remuneration

In the event of loss or inadequacy of profits in any financial year, the Deputy Managing Director shall be paid remuneration by way of salary and perquisites as specified above as minimum remuneration.

E. Commission

In addition to the salary, he will be entitled to commission @ 0.5% of the Net Profits of the company calculated in accordance with Section 198 of Companies Act, 2013, every year."

"RESOLVED FURTHER THAT the Board on the recommendation of the Nomination and Remuneration Committee be and is hereby authorised to alter and vary the terms of appointment and remuneration, within the permissible limits specified under Section 197 read with the Schedule V of the Companies Act, 2013(including any statutory amendments or re-enactments, thereof, for the time being in force), and as may be agreed to by the Board and Mr. T.V.Chowdary."

RESOLVED FURTHER THAT the Board of Directors (or a Committee thereof constituted for this purpose) be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

9. Appointment of Mr.Y.Durga Prasad Rao as Director

To consider and if thought fit, to pass with or without modification, the following Resolution as **an Ordinary Resolution**.

"RESOLVED THAT Mr. Y.Durga Prasad Rao(DIN:08072805), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 10th of August, 2019, in

Notice of the 39th Annual General Meeting

terms of Section 161(1) of the Companies Act, 2013 and who holds office until the conclusion of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the Office of the Director, be and is hereby appointed as the Director of the Company, whose period of office shall be liable to determination by retirement of Directors by rotation.”

10. Appointment of Mr. Y.Durga Prasad Rao as Director (Operations)

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V to the Act and the Companies (Appointment and Remunerations of Managerial Personnel) Rules, 2014 including any statutory modifications or enactments thereof from time to time, the consent of the Shareholders be and is hereby accorded to the Appointment of Mr.Y.Durga Prasad Rao(DIN: 08072805) as Director (Operations) for a tenure of three years with effect from 10th of August, 2019 up to 09th of August, 2022 at such remuneration as given below:

A. Salary:

- He will be entitled to a basic salary of ₹ 2,00,000/- (Rupees Two Lakhs only) per month with effect from 10th August 2019.
- His basic salary will be revised every year by the Nomination and Remuneration Committee based on his performance and he may be awarded an annual increment of 10-20% (rounded off to nearest ₹ 100/-) with effect from 1st of April.

B. Perquisites and Allowances

In addition to salary mentioned above, he will be entitled to the following perquisites, allowances and other benefits such that their monetary value shall be restricted to an amount equivalent to his annual basic salary.

- Unfurnished accommodation or House Rent Allowance at the rate of 30% of the basic salary in lieu of unfurnished accommodation.

- Gas, electricity, water, servant, security, gardener and soft furnishing subject to maximum of 10% of the basic salary.

These shall be valued as per the Income Tax Rules, 1962 for the purpose of calculation of managerial remuneration under the Sections 196, 197 and Schedule V annexed to the Companies Act, 2013.

- Medical allowance of 8.33% of basic salary.
- Leave travel allowance once in a year to the extent of one month basic salary
- Club fees (Maximum 2 clubs)
- Mediclaime and Personal accident insurance as per Rules of the Company.

C. Other benefits

- Company's contribution towards Provident Fund as per the rules and regulations prescribed under Employees Provident Fund and Miscellaneous Provisions Act, 1952.
- Leave encashment at the end of tenure as per rules of the Company.

In computing monetary ceiling of perquisites, the company's contribution to provident fund and leave encashment at the end of the tenure shall not be taken into account
- Use of Company Car with driver & Telephone at residence for official purposes.

D. Minimum Remuneration

In the event of loss or inadequacy of profits in any financial year, the Director (Operations) shall be paid remuneration by way of salary and perquisites as specified above as minimum remuneration.

E. Commission

In addition to the salary, he will be entitled to commission @ 0.5% of the Net Profits of the company calculated in accordance with Section 198 of Companies Act, 2013, every year.”

“RESOLVED FURTHER THAT the Board on the recommendation of the Nomination and Remuneration Committee be and is hereby authorised to alter and vary the terms of

Notice of the 39th Annual General Meeting

appointment and remuneration, within the permissible limits specified under Section 197 read with the Schedule V of the Companies Act, 2013 (including any statutory amendments or re-enactments, thereof, for the time being in force), and as may be agreed to by the Board and Mr. Y.Durga Prasad Rao."

RESOLVED FURTHER THAT the Board of Directors (or a Committee thereof constituted for this purpose) be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

11. Approval to remuneration payable to the Cost Auditors

To consider and if thought fit, to pass with or without modification, the following Resolution as an **Ordinary Resolution**.

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, the Cost Auditors appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year ending March 31st, 2020, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary."

By order of the Board
For **Premier Explosives Limited**

Secunderabad
August 10, 2019

Vijayashree.K
Company Secretary

Notes:

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the special business to be transacted at the meeting is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING**

THE PROXY MUST 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 50 (fifty) and holding in the aggregate not more than 10% (ten percent) of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% (ten percent) of the total share capital of the Company carrying voting rights, then such proxy shall not act as proxy for any other person or Member.
4. Members / proxies should bring duly filled Attendance Slips sent herewith to attend the meeting along with the copy of Annual Report.
5. The Authorised Representatives of the Corporate Members are requested to bring a certified true copy of the Board Resolution pursuant to Section 113 of the Companies Act, 2013 duly authorising them to attend and vote at the Annual General Meeting.
6. The register of members and share transfer books of the Company will remain closed from 19.09.2019 to 25.09.2019 (both days inclusive).
7. The dividend of ₹ 2.70 per share for the year ended March 31, 2019, as recommended by the Board, if declared at the Annual General Meeting, will be paid within 30 days from the date of declaration:
 - (i) To those shareholders who hold shares in physical form and whose names appear on the Register of Members of the Company after giving effect to all valid share transfers lodged with the Company before the closing hours on September 18, 2019.
 - (ii) To those shareholders, whose names appear as beneficial owners holding shares in electronic form as per the beneficial ownership data as may be made available to the Company by the National Securities Depository Limited and Central Depository Services (India) Limited, as of the end of the day on September 18, 2019.
8. Members whose shareholding is in the electronic mode are requested to inform change of address and updates of savings bank account details to their respective depository participants. Members are encouraged to utilise the Electronic Clearing System (ECS) for receiving dividends. While members holding shares in physical form may write to the Registrar and Transfer Agent for any change in their addresses.

Notice of the 39th Annual General Meeting

9. Members wishing to claim dividends, which remain unclaimed, are requested to correspond with the Company Secretary, at the Company's registered office. Members are requested to note that dividends not encashed or claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will, as per Section 124(5) of the Companies Act, 2013, be transferred to the Investor Education and Protection Fund. Shares on which dividend remains unclaimed for seven consecutive years will be transferred to the IEPF as per Section 124 of the Act and the applicable rules.
10. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, etc., from the Company electronically.
11. The Notice of the AGM along with the annual report for the year 2018-19 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Share Transfer Agent of the Company / Depositories, unless any Member has requested for the physical copy of the same.
12. Brief Profile of Directors proposed to be appointed / re-appointed, names of Companies in which they hold Directorships and Memberships / Chairmanships of Board Committees, shareholding and relationships between Directors inter se as stipulated under Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, are provided in the Report on Corporate Governance forming part of the Annual Report.
13. A route map showing directions for reaching venue of the AGM is annexed.
14. E-voting facility
 - a. Pursuant to the provisions of Section 107 and 108, read with the Companies (Management and Administration) Rules, 2014, the Company is offering the option of E-Voting facility to all the members of the Company, on all the resolutions set forth in the Notice. For this purpose, the Company has entered into an agreement with Karvy Fintech Private Limited for facilitating e-voting. Resolution(s) passed by members through e-voting is / are deemed to have been passed, as if; they have been passed at the AGM.
 - b. Mr. K.V.Chalama Reddy, Practising company Secretary has been appointed as the Scrutiniser to scrutinise the voting and remote e-voting process.
 - c. The facility of the Ballot paper shall be made available at the meeting and the Members attending the Meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through Ballot Paper.
 - d. The Company will be sending communication relating to remote e-voting which inter alia would contain details about User Id and Password along with a copy of this Notice to the Members.
 - e. The remote e-voting period commences on **September 22, 2019 (9.00 a.m.)** and ends on **September 24, 2019 (5.00 p.m.)**. During this period, Members of the Company, holding shares either in physical form or in dematerialised form as on the cut off date of **September 18, 2019**, may cast their votes by remote e-voting. The remote e-voting module shall be disabled by Karvy for voting thereafter.
 - f. The Scrutiniser shall after the conclusion of voting at the AGM will first count the votes cast at the meeting and thereafter unlock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutiniser's 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 and declare the result of the voting forthwith.
 - g. The Results declared along with the report of the Scrutiniser shall be placed on the website of the Company - www.pelgel.com and on the website of Karvy <https://evoting.karvy.com>, immediately after the declaration of the result by the Chairman or a person authorised by him. The results shall also be immediately forwarded to the Bombay Stock Exchange and the National Stock Exchange.

Notice of the 39th Annual General Meeting

Procedure and Instructions for e-voting

The procedure and instructions for e-voting are as follows:

- i) Open your web browser during the voting period and navigate to 'https://evoting.karvy.com'
- ii) Enter the login credentials (i.e., user-id & password) mentioned in the mail received from Karvy. Your folio / DP Client ID will be your User-ID.

User – ID	For Members holding shares in Demat Form: a) For NSDL : 8 Character DP ID followed by 8 Digits Client ID b) For CDSL : 16 digits beneficiary ID For Members holding shares in Physical Form: Event no.(EVENT) followed by Folio Number registered with the company
Password	Your Unique password is printed overleaf / provided in the email forwarding the electronic notice
Captcha	Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons

- iii) Please contact our toll free No. **1-800-34-54-001** for any further clarifications.
- iv) Members can cast their vote online from **September 22, 2019 @ 9.00 a.m. to September 24, 2019 @ 5.00 p.m.**
- v) After entering these details appropriately, click on "LOGIN".
- vi) Members holding shares in Demat / Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through **Karvy Fintech Private Limited e-Voting platform**. System will prompt you to change your password and update any contact details like

mobile number, email ID, etc. on 1st login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- vii) You need to login again with the new credentials.
- viii) On successful login, system will prompt to select the 'Event' i.e., '**Premier Explosives Limited**'.
- ix) If you are holding shares in Demat form and had logged on to "https://evoting.karvy.com" and casted your vote earlier for any company, then your existing login id and password are to be used.
- x) On the voting page, you will see Resolution Description and against the same the option 'FOR / AGAINST / ABSTAIN' for voting. Enter the number of shares (which represents number of votes) under 'FOR / AGAINST / ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR / AGAINST' taken together should not exceed your total shareholding. If the shareholder do not wants to cast, select 'ABSTAIN'
- xi) 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.
- xii) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- xiii) Corporate / Institutional Members (corporate / FIs / FII's / Trust / Mutual Funds / Banks, etc.) are required to send scan (PDF format) of the relevant Board resolution to the Scrutiniser through e-mail to kvcr133@gmail.com copy to evoting@karvy.com. The scanned image file of the Board Resolution should be in the naming format "Corporate Name_ Event no."

By order of the Board
For **Premier Explosives Limited**

Secunderabad
August 10, 2019

Vijayashree.K
Company Secretary

Notice of the 39th Annual General Meeting

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No.4

The Members at the 34th Annual General Meeting held on 13th August, 2014 approved the appointment of Mr. Prabhakar Ram Tripathi as an Independent Director of the Company for a period of five years with effect from the said date. Mr. P.R.Tripathi will complete his present term on 12th August, 2019.

The Board of Directors of the Company ('the Board') at the meeting held on 18th May, 2019, on the recommendation of the Nomination & Remuneration Committee, recommended for the approval of the Members, the re-appointment of Mr. P.R.Tripathi as an Independent Director of the Company with effect from 12th August, 2019, in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ('the Act'), and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations 2015'), or any amendment thereto or modification thereof.

The Board is of the view that the continued association of Mr. P.R.Tripathi would benefit the Company, given the knowledge, experience and performance of Mr. P.R.Tripathi and his contribution to Board processes.

Mr. Prabhakar Ram Tripathi holds a Bachelor's degree in Science (Mining) from Ranchi University and holds a Diploma from the Indian School of Mines, Dhanbad. He is former CMD of National Mineral Development Corporation Limited, holding fellowships of Institution of Engineers (India) and AIMA. He is involved in the development of mineral industry in India. He has also held various positions in Federation of Indian Mineral Industries (FIMI).

Mr. P.R.Tripathi 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 of the Company. Declaration has been received from Mr. P.R.Tripathi that he meets the criteria of Independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the Listing Regulations 2015. In the opinion of the Board, Mr. P.R.Tripathi fulfils the conditions specified in the Act, the Rules thereunder and the Listing Regulations 2015 for re-appointment as an Independent Director and that he is independent of the management of the Company.

Consent of the Members by way of Special Resolution is required for re-appointment of Mr. P.R.Tripathi, in terms of

Section 149 of the Act. Further, in terms of the recently notified Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent of the Members by way of Special Resolution is also required for reappointment of a Non-Executive Director beyond the age of seventy five years. Mr. P.R.Tripathi had already attained the age of 75 years on 24th June 2018.

The brief resume in relation to the experience, functional expertise, memberships on other Companies' Boards and Committees in respect of the appointment of Mr. P.R.Tripathi as the Independent Director, as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is also provided in the Report on Corporate Governance forming part of the Annual Report.

Mr. P.R.Tripathi is not related to any other Director and Key Managerial Personnel of the Company.

The terms and conditions of appointment of Mr. P.R.Tripathi as an Independent Director shall be open for inspection by the members at the Registered Office of the Company during normal business hours on any working day.

Save and except Mr. P.R.Tripathi and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice. The Board recommends the Special Resolution set out at Item No.4 of the Notice for approval by the members. The Board recommends this Special Resolution for your approval.

Item No.5

The Members at the 34th Annual General Meeting held on 13th August, 2014 approved the appointment of Mr. Anil Kumar Mehta as an Independent Director of the Company for a period of five years with effect from the said date. Mr. Anil Kumar Mehta will complete his present term on 12th August, 2019.

The Board of Directors of the Company ('the Board') at the meeting held on 18th May, 2019, on the recommendation of the Nomination & Remuneration Committee, recommended for the approval of the Members, the re-appointment of Mr. Anil Kumar Mehta as an Independent Director of the Company with effect from 12th August, 2019, in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ('the Act'), and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations 2015'), or any amendment thereto or modification thereof.

Notice of the 39th Annual General Meeting

The Board is of the view that the continued association of Mr. Anil Kumar Mehta would benefit the Company, given the knowledge, experience and performance of Mr. Anil Kumar Mehta and his contribution to Board processes.

Mr. Anil Kumar Mehta is a qualified Chartered Accountant and a senior partner at M/s. Bhaskara Rao & Co. Chartered Accountants firm. He has over 40 years of experience in auditing, taxation, company law, project finance, accounting and other allied matters.

Mr. Anil Kumar Mehta 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 of the Company. Declaration has been received from Mr. Anil Kumar Mehta that he meets the criteria of Independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the Listing Regulations 2015. In the opinion of the Board, Mr. Anil Kumar Mehta fulfils the conditions specified in the Act, the Rules thereunder and the Listing Regulations 2015 for re-appointment as an Independent Director and that he is independent of the management of the Company.

Consent of the Members by way of Special Resolution is required for re-appointment of Mr. Anil Kumar Mehta, in terms of Section 149 of the Act. Further, in terms of the recently notified Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent of the Members by way of Special Resolution is also required for continuation of a Non-Executive Director beyond the age of seventy five years. During the proposed term of re-appointment, Mr. Anil Kumar Mehta will attain the age of seventy five years on 24th March, 2021. This Special Resolution, once passed, shall also be deemed as your approval under the aforesaid Regulations, for continuation of Mr. Anil Kumar Mehta as an Independent Director beyond the age of seventy five years.

The brief resume in relation to the experience, functional expertise, memberships on other Companies' Boards and Committees in respect of the appointment of Mr. Anil Kumar Mehta as the Independent Director, as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is also provided in the Report on Corporate Governance forming part of the Annual Report.

Mr. Anil Kumar Mehta is not related to any other Director and Key Managerial Personnel of the Company.

The terms and conditions of appointment of Mr. Anil Kumar Mehta as an Independent Director shall be open for inspection by the members at the Registered Office of the Company during normal business hours on any working day.

Save and except Mr. Anil Kumar Mehta and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice. The Board recommends the Special Resolution set out at Item No.5 of the Notice for approval by the members

The Board recommends this Special Resolution for your approval.

Item No.6

The Members at the 34th Annual General Meeting held on 13th August, 2014 approved the appointment of Mr. K.Rama Rao as an Independent Director of the Company for a period of five years with effect from the said date. Mr. K.Rama Rao will complete his present term on 12th August, 2019.

The Board of Directors of the Company ('the Board') at the meeting held on 18th May, 2019, on the recommendation of the Nomination & Remuneration Committee, recommended for the approval of the Members, the re-appointment of Mr. K.Rama Rao as an Independent Director of the Company with effect from 12th August, 2019, in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ('the Act'), and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations 2015'), or any amendment thereto or modification thereof.

The Board is of the view that the continued association of Mr. K.Rama Rao would benefit the Company, given the knowledge, experience and performance of Mr. K.Rama Rao and his contribution to Board processes.

Mr. K.Rama Rao holds a Bachelor's degree in Science from Andhra University. Additionally, he has participated in various courses pertaining to technology and project management conducted by various institutes. He is a graduate of the Royal Aeronautical Society and an associate member of Aeronautical Society of India. He has experience in technology development and retired as an associate director of Defence Research and Development Laboratory. Mr. K.Rama Rao has received Sri Mokshagundam Visweswarayya Award for the Best Engineer from the Institute of Engineers, Kolkata, Best Invention Award from NRDC, Government of India, Best Scientist of DRDO and many others.

Mr. K.Rama Rao 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 of the Company. Declaration has been received from Mr. K.Rama Rao that he meets the criteria of Independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification

Notice of the 39th Annual General Meeting

of Directors) Rules, 2014 and Regulation 16 of the Listing Regulations 2015. In the opinion of the Board, Mr. K.Rama Rao fulfils the conditions specified in the Act, the Rules thereunder and the Listing Regulations 2015 for re-appointment as an Independent Director and that he is independent of the management of the Company.

Consent of the Members by way of Special Resolution is required for re-appointment of Mr. K.Rama Rao, in terms of Section 149 of the Act. Further, in terms of the recently notified Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent of the Members by way of Special Resolution is also required for reappointment of a Non-Executive Director beyond the age of seventy five years. Mr. K.Rama Rao has already attained the age of 75 years on 14th September, 2009.

The brief resume in relation to the experience, functional expertise, memberships on other Companies' Boards and Committees in respect of the appointment of Mr. K.Rama Rao as the Independent Director, as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is also provided in the Report on Corporate Governance forming part of the Annual Report.

Mr. K.Rama Rao is not related to any other Director and Key Managerial Personnel of the Company.

The terms and conditions of appointment of Mr. K.Rama Rao as an Independent Director shall be open for inspection by the members at the Registered Office of the Company during normal business hours on any working day.

Save and except Mr. K.Rama Rao and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice. The Board recommends the Special Resolution set out at Item No.6 of the Notice for approval by the members

The Board recommends this Special Resolution for your approval.

Item No.7

The Members at the 34th Annual General Meeting held on 13th August, 2014 approved the appointment of Dr. A.Venkataraman as an Independent Director of the Company for a period of five years with effect from the said date. Dr. A.Venkataraman will complete his present term on 12th August, 2019.

The Board of Directors of the Company ('the Board') at the meeting held on 18th May, 2019, on the recommendation of the Nomination & Remuneration Committee, recommended for the approval of the Members, the re-appointment of Dr. A.Venkataraman as an Independent Director of the Company

with effect from 12th August, 2019, in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ('the Act'), and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations 2015'), or any amendment thereto or modification thereof.

The Board is of the view that the continued association of Dr. A.Venkataraman would benefit the Company, given the knowledge, experience and performance of Dr. A.Venkataraman and his contribution to Board processes.

Dr. A.Venkataraman holds a Bachelor's degree in Science and a Master's degree in Science from Karnataka University. He has also been conferred with the Degree of Doctor of Philosophy in Chemistry from University of Pune. He has experience in materials chemistry, nano-materials chemistry, polymer nano composites, etc. and is currently working as a professor in Gulbarga University. He was awarded Indo-Hungarian Fellowship for research at Hungarian Institution by UGC New Delhi in 2006. He received Young Scientist Award in inorganic Chemistry in 1993 from Indian Council of Chemists. He is a Commonwealth Fellow at Manchester Materials Science Center, Manchester awarded by the Commonwealth High Commission, UK in 1995. He has authored around 100 articles and research papers in reputed national and international research journals. He has three patents filed to his credit.

Dr. A.Venkataraman 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 of the Company. Declaration has been received from Dr. A.Venkataraman that he meets the criteria of Independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the Listing Regulations 2015. In the opinion of the Board, Dr. A.Venkataraman fulfils the conditions specified in the Act, the Rules thereunder and the Listing Regulations 2015 for re-appointment as an Independent Director and that he is independent of the management of the Company.

Consent of the Members by way of Special Resolution is required for re-appointment of Dr. A.Venkataraman, in terms of Section 149 of the Act.

The brief resume in relation to the experience, functional expertise, memberships on other Companies' Boards and Committees in respect of the appointment of Dr. A.Venkataraman as the Independent Director, as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is also provided in the Report on Corporate Governance forming part of the Annual Report.

Dr. A.Venkataraman is not related to any other Director and Key Managerial Personnel of the Company.

Notice of the 39th Annual General Meeting

The terms and conditions of appointment of Dr. A. Venkataraman as an Independent Director shall be open for inspection by the members at the Registered Office of the Company during normal business hours on any working day.

Save and except Dr. A. Venkataraman and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice. The Board recommends the Special Resolution set out at Item No. 7 of the Notice for approval by the members.

The Board recommends this Special Resolution for your approval.

Item No.8

The Tenure of appointment of Mr. T.V. Chowdary, Deputy Managing Director had ended on 30th June, 2019. The Board of Directors at their meeting held on 18th of May, 2019, on the recommendation of the Nomination and Remuneration Committee reappointed him as Deputy Managing Director with effect from 01st of July, 2019 for a period of three years at the remuneration as set out in the resolution, subject to the approval of the Shareholders.

A Brief profile along with other details of Mr. T.V. Chowdary is also provided in the Report on Corporate Governance forming part of the Annual Report.

None of the other Directors key managerial personnel or their relatives except Mr. T.V. Chowdary is, in any way, concerned or interested, financially or otherwise in the resolution set out at Item No. 8.

Keeping in view the immense contribution made by Mr. T.V. Chowdary to the Company and his rich and varied experience, the Board recommends the Special Resolution set out at Item No. 8 of the Notice for approval by the shareholders.

Item No. 9 & 10

The Remuneration Committee has recommended the appointment of Y. Durga Prasad Rao as an Additional Director from August 10th, 2019 to hold office up to conclusion of the ensuing Annual General Meeting. On the recommendation of the Remuneration Committee, the Board of Directors of the Company at its meeting held on 10th of August, 2019 had appointed Mr. Y. Durga Prasad Rao (DIN: 08072805) as Director (Operations) with effect from 10th August, 2019 until the expiry of three years i.e up to 09th August, 2022.

He will be paid remuneration and perquisites as recommended by the Nomination and Remuneration Committee and as given in the resolution, subject to the overall ceiling fixed under

Schedule V part II, sections I and II of the Companies Act, 2013 as amended from time to time.

Pursuant to the Provisions of Section 160 and other applicable provisions of the Companies Act, 2013, the Company has received a notice from a shareholder proposing his candidature for the office of Director, along with the requisite deposit.

A Brief profile along with other details of Mr. Y. Durga Prasad Rao is provided in the Report on Corporate Governance forming part of the Annual Report.

None of the other Directors key managerial personnel or their relatives except Mr. Y. Durga Prasad Rao, in any way, concerned or interested, financially or otherwise in the resolution set out at Item No. 9 and 10.

Keeping in view his vast experience and knowledge, it will be in the interest of the Company that Mr. Y. Durga Prasad Rao is appointed as Director (Operations) of the Company and, the Board recommends the Ordinary Resolution set out at Item No. 9 and Special Resolution set out at Item No. 10 of the Notice for approval by the shareholders.

Item No.11

The Board, on the recommendation of the Audit Committee, has approved the appointment of M/s. S. S. Zanwar & Associates as the Cost Auditors to conduct the audit of the Cost records of the Company for the Financial Year ending 31st March, 2020 at a remuneration of ₹ 1,30,000 (Rupees one lakh thirty thousand only).

In accordance with the provisions of Section 148 of the Act read with Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the members of the Company.

Accordingly, consent of the members is sought for passing an Ordinary resolution as set out at Item No. 9 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2020.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out in the Item No. 9 of the Notice.

The Board recommends this Ordinary Resolution for your approval.

By order of the Board
For **Premier Explosives Limited**

Secunderabad
August 10, 2019

Vijayashree.K
Company Secretary

PREMIER EXPLOSIVES LIMITED

Registered Office : 'Premier House', 11 Ishaq Colony, Near AOC Centre, Secunderabad - 500 015
(Corporate Identity No. L24110TG1980PLC002633)

PROXY FORM

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

Name of the member (s) :			
Registered address :			
E-Mail Id :			
Folio No/ Client Id :		DP ID	

I/We, being the member (s) of..... Shares of Premier Explosives Limited, hereby appoint:

1	NAME			
	Address			
	E-Mail Id		Signature	
	or failing him			
2	NAME			
	Address			
	E-Mail Id		Signature	
	or failing him			
3	NAME			
	Address			
	E-Mail Id		Signature	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 39th Annual General Meeting of the Company, to be held on Wednesday, the 25th September, 2019 at 11:00 A.M at Surana Udyog Auditorium, FTAPCCI, 11-6-841, Red Hills, Hyderabad - 500 004, Telangana and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl.No.		Resolutions	Optional*	
			For	Against
ORDINARY BUSINESS				
1	To receive, consider and adopt the financial statements of the Company for the year ended March 31, 2019, the audited consolidated financial statements for the year and the reports of the Board of Directors and Auditors thereon.			
2	Declaration of Dividend for the year 2018-19			
3	Re-appointment of Dr.(Mrs.)Kailash Gupta (DIN:00054045), as Director who retires by rotation.			
SPECIAL BUSINESS				
4	Re-appointment of Mr.P.R.Tripathi(DIN:00376429) as Independent Director			
5	Re-appointment of Mr.Anil Kumar Mehta(DIN:00040517) as Independent Director			
6	Re-appointment of Mr.K.Rama Rao(DIN:02678860) as Independent Director			
7	Re-appointment of Dr.A.Venkataraman(DIN:02669952) as Independent Director			
8	Re-appointment of Mr.T.V.Chowdary(DIN:00054220) as Deputy Managing Director			
9	Appointment of Mr.Y.Durga Prasad Rao(DIN:08072805) as a Director			
10	Appointment of Mr.Y.Durga Prasad Rao(DIN:08072805) as Director (Operations)			
11	Approval to the remuneration payable to the Cost Auditors			

Signed this Day of 2019.

Signature of shareholder : _____

Signature of Proxy holder (s) : _____

Affix a
Revenue
Stamp

Note :

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- * It is optional to put a 'x' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
- Please complete all details including details of member(s) in above box before submission.



PREMIER EXPLOSIVES LIMITED

Registered Office : 'Premier House', 11 Ishaq Colony, Near AOC Centre, Secunderabad - 500 015
(Corporate Identity No. L24110TG1980PLC002633)

ATTENDANCE SLIP

39TH ANNUAL GENERAL MEETING - SEPTEMBER 25TH. 2019 AT 11:00 A.M.

DP Id.		Name & Address of the registered Shareholder
Client Id/Regd. Folio No.		
No.of Shares held		

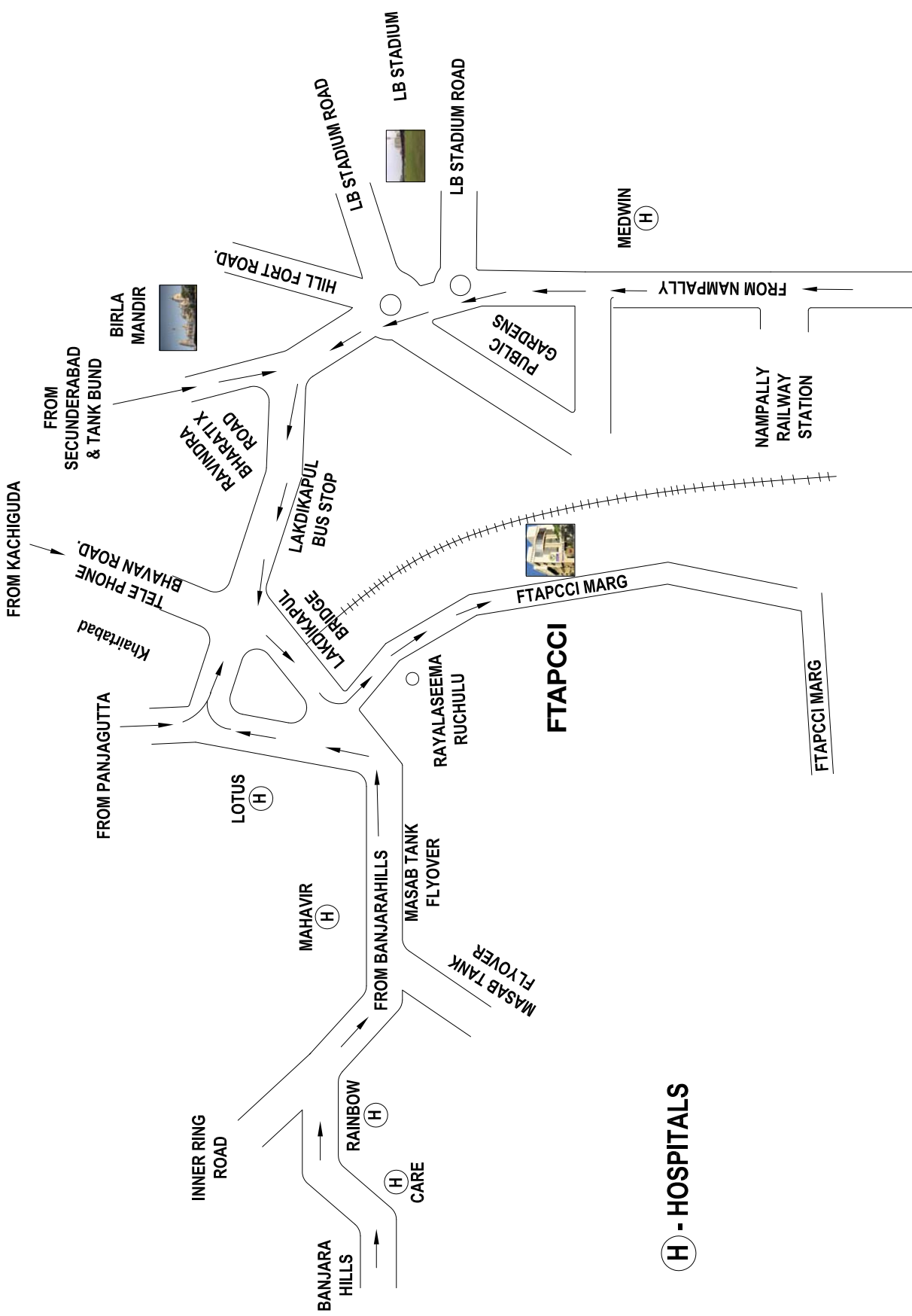
I certify that I am a member / proxy for the member of the Company.

I hereby record my presence at the 39th Annual General Meeting of the Company being held at Surana Udyog Auditorium,FTAPCCI, 11-6-841, Red Hills, Hyderabad - 500 004, Telangana, on Wednesday, 25th September, 2019 at 11.00 a.m

Member's/Proxy's Signature

Note : Please complete this and hand it over at the entrance of the hall.

ROAD MAP (VIA LAKDIKAPUL) TO FTAPCCI



NOTES

NOTES



Towards making its facilities greener the company planted 300 saplings at its upcoming unit in Katepally



This in line with the HARITHA HARAM karyakramam of Telangana State



Premier Explosives Limited

Premier House, 11 Ishaq Colony, Near AOC Centre,
Secunderabad – 500015, Telangana, India
Phone: 040 66146801 to 5, Email: investors@pelgel.com
www.pelgel.com