



# Premier Explosives Limited



August 31, 2018

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 38th Annual General Meeting

This is to inform you that the 38th Annual General Meeting of the Company will be held on Thursday, the 27th September, 2018 at 10.30 A.M at Surana Udyog Auditorium, Federation of Telangana and Andhra Pradesh Chambers of commerce & Industry, 11-6-841, Red Hills, Hyderabad-500004.

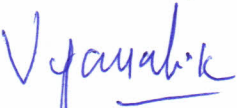
In connection with the same, please find attached the Notice to the 38th Annual General Meeting of the Company and further, in compliance with the provisions of the Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Amendment rules, 2015, the Members have been provided with e-voting facility and the cut off date in this regard has been fixed as 20th September, 2018.

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 38<sup>th</sup> Annual General Meeting

Notice is hereby given that the 38<sup>th</sup> 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 Thursday, 27<sup>th</sup> of September, 2018 at 10.30 a.m. to transact the following business.

### Ordinary business

1. To receive, consider and adopt –
  - a. The audited financial statements of the Company for the year ended March 31, 2018 and the reports of the Board of Directors and Auditors thereon.
  - b. The audited consolidated financial statements of the Company for the Financial Year ended March 31, 2018.
2. To declare Dividend for the financial year 2017-18.
3. To appoint a director in place of Mr.T.V.Chowdary (DIN: 00054220), who retires by rotation and being eligible offers himself for re-appointment.

### Special business

#### 4. Re-appointment of Dr. Amar Nath Gupta as Chairman and Managing Director

To consider and if thought fit, to pass with or without modification(s) the following resolution as **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 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 Dr. Amar Nath Gupta [DIN: 00053985] as the Chairman and Managing Director of the Company (who has attained 73 years age) for a period of 3 years with effect from 14<sup>th</sup> February, 2019 on the following terms and conditions:

##### A. Salary

Basic Salary of ₹ 12,25,000/- (Rupees Twelve Lakhs Twenty Five Thousand only) per month with an annual increment of 15% rounded off to nearest ₹ 100 due on 1<sup>st</sup> April every year.

##### B. Perquisites and allowances

In addition to basic salary mentioned above, Dr. Amar Nath Gupta, Chairman and Managing Director is entitled to the following perquisites, allowances and other benefits such that the monetary value of which 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. Utility Allowance for Gas, electricity, water, servant, security, gardener and soft furnishing at the rate of 10% of the basic salary.
- 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.
- 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 Chairman and Managing Director shall be paid remuneration by way of salary and perquisites as specified above as minimum remuneration.

#### E. Commission

In addition to the remuneration mentioned above, commission will be paid @ 1.5% of the Net Profits calculated in accordance with Section 198 of Companies Act, 2013

**“RESOLVED FURTHER THAT** the Board on the recommendation of the Nomination and Remuneration Committee be and is hereby authorized 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 Dr. Amar Nath Gupta.”

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

#### 5. 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**

## Notice of the 38<sup>th</sup> Annual General Meeting

### 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 31<sup>st</sup>, 2019, 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 authorized to do all acts and take all such steps as may be necessary.”

By order of the Board  
For Premier Explosives Limited

Secunderabad  
August 9, 2018

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 authorizing 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 21.09.2018 to 27.09.2018 (both days inclusive).
7. The dividend of ₹ 2.50/- per share for the year ended March 31, 2018 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 20, 2018.
  - (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 20, 2018.
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 utilize 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.
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 2017-18 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.

## Notice of the 38<sup>th</sup> Annual General Meeting

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 pleased to offer 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 Computershare 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 Scrutinizer to scrutinize 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 24, 2018 (9.00 a.m.)** and ends on **September 26, 2018 (5.00 p.m.)**. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut off date of **September 20, 2018** may cast their votes by remote e-voting. The remote e-voting module shall be disabled by Karvy for voting thereafter.
  - f. The Scrutinizer 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 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.
  - g. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company-[www.pelgel.com](http://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 authorized by him. The results shall also be immediately forwarded to the Bombay Stock Exchange and the National Stock Exchange.

## Notice of the 38<sup>th</sup> 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:-<br><br>(a) For NSDL :- 8 Character DP ID followed by 8 Digits Client ID<br><br>(b) For CDSL :- 16 digits beneficiary ID<br><br>For Members holding shares in Physical Form:-<br><br><u>Event no.(EVENT)</u> 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 24, 2018 @ 9.00 a.m.** to **September 26, 2018 @ 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 Computershare Private**

**Limited e-Voting platform.** System will prompt you to change your password and update any contact details like mobile #, email ID etc on 1<sup>st</sup> 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/FILs/ Trust/Mutual Funds/Banks, etc) are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to kvcr133@gmail.com copy to [evoting@karvy.com](mailto: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 9, 2018

**Vijayashree.K**  
Company Secretary

## Notice of the 38<sup>th</sup> Annual General Meeting

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

#### Item No.4

Dr. Amar Nath Gupta, aged 73 years, is the founder, promoter, Chairman and Managing Director of the Company having over 43 years experience in manufacture, design & application of high energy materials. He is a gold medallist in Mining Engineering and has won laurels for his professional skills. He is responsible for the management of the overall operations of the Company, and has been instrumental in enabling the Company to diversify and expand its operations. He is actively involved in long term strategy formulation and in exploring new growth avenues for the Company. By virtue of good liaison with reputed manufacturers and customers, his invaluable consultancy services are of paramount significance to the Company. The Company under his able guidance was the first to set up a manufacturing unit with totally indigenous commercial explosive technology. He has driven the Company towards becoming the first private sector manufacturer in India to develop and supply solid propellants to the country's prestigious missile programmes.

The present term of appointment of Dr. Amar Nath Gupta [DIN: 00053985], Chairman and Managing Director will expire on February 13, 2019. He has excellent knowledge and experience in Mining Engineering & technology along with the general management of the Company. Keeping in view his knowledge of various aspects relating to Company's affairs and vast experience, the Board of Directors are of the opinion that for the smooth and efficient running of the business, his services are imperative and should be continued in the Company for a further period of 3 years with effect from February 14, 2019.

In terms of the provisions of Companies Act, 2013 and Articles of Association of the Company, the Nomination and Remuneration

Committee and the Board of Directors have, at their meeting held on May 23, 2018, subject to the approval of shareholders and Central Government, if any required, re-appointed him as Chairman and Managing Director for a period of 3 years with effect from February 14, 2019.

A Brief profile along with other details of Dr. Amarnath Gupta is provided in the Report on Corporate Governance forming part of the Annual Report.

Approval of the Members is being sought by way of Special Resolution for Reappointment of Dr. Amar Nath Gupta as Chairman and Managing Director, who has attained the age of Seventy Three Years at the time of this reappointment and also, in the event of losses or inadequacy of profits incurred by the Company during his tenure, for payment of remuneration within the limits prescribed in terms of Section II (A) of Part II of Schedule V of the Companies Act, 2013.

Your Directors recommend the same and the resolution may be passed as a special resolution.

None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives except Dr. Amar Nath Gupta and Dr. (Mrs.) Kailash Gupta is interested or concerned in the said resolution.

#### Statement to Item No.4

Additional information in terms of item (iv) of third proviso of Section II of Part II of Schedule V to the Companies Act, 2013 is furnished below:

#### I. General Information

|   |                                                                                                                                                     |                                                                                                                                                                                                                                                                        |
|---|-----------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1 | Nature of Industry                                                                                                                                  | <ul style="list-style-type: none"> <li>• Manufacture of high energy materials used in mining, infrastructure, defence and space applications</li> <li>• Operations and maintenance services for solid propellant plants of defence and space establishments</li> </ul> |
| 2 | Date or expected date of commencement of commercial production                                                                                      | September 9, 1980                                                                                                                                                                                                                                                      |
| 3 | In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus | NA                                                                                                                                                                                                                                                                     |
| 4 | Financial performance based on given indicators                                                                                                     | For Financial Year 2017-18<br>Total Revenue: ₹ 27350.70 Lakhs<br>Profit before tax: ₹ 1343.94 Lakhs<br>Profit after Tax: ₹ 873.41 Lakhs                                                                                                                                |
| 5 | Foreign investments or collaborations, if any                                                                                                       | None                                                                                                                                                                                                                                                                   |

## Notice of the 38<sup>th</sup> Annual General Meeting

### II. Information about the appointees:

#### Dr. Amar Nath GUPTA

|   |                                                                                                                                                                                                                     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
|---|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1 | Background details                                                                                                                                                                                                  | <p>Age: 73 years</p> <p>Qualification : M.Sc. (Mining Engineering) from Indian School of Mines, Dhanbad</p> <p>Distinction: He has been conferred Doctor of Science (Honoris Causa) by Gulbarga University in recognition of his rare distinction and distinguished contributions to the field of science and technology.</p>                                                                                                                                                                                                                                                                |
| 2 | Past Remuneration                                                                                                                                                                                                   | ₹ 208.53 lakhs (2017-18)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| 3 | Recognition or Awards                                                                                                                                                                                               | <p>Received ‘‘Honorary Fellowship’ from High Energy Materials Society of India</p> <p>Recipient of ‘Pickering and ISM Medal’ from Indian School of Mines, Dhanbad</p> <p>Received Gold Medal from Mining Geological and Metallurgical Institute of India for best paper for the year 1977-78</p> <p>Was Chairman of Explosives Development Council and Chairman of Explosives Manufacturers Association of India</p>                                                                                                                                                                         |
| 4 | Job profile and his suitability                                                                                                                                                                                     | <p>Chairman and Managing Director</p> <p>Founder-promoter</p> <p>Steered the Company from commercial explosives to technology-products like solid propellants for missile programs</p> <p>Promoted R&amp;D in the Company giving results like receiving DRDO’s Technology Absorption Award from Prime Minister of India</p> <p>Responsible for development and production of safer and green detonators using NHN as primer in place of conventional ASA.</p> <p>Has made distinguished contributions to the field of science and technology leading to conferment of Doctor of Science.</p> |
| 5 | Remuneration proposed                                                                                                                                                                                               | As mentioned in the resolution in Item No.4                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| 6 | Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin) | Taking into consideration the size of the Company, the profile of the director, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar directors, in other companies.                                                                                                                                                                                                                                                                                                       |
| 7 | Pecuniary relationship directly or indirectly with the company, or relationship with other Directors, manager and other key managerial personnel, if any.                                                           | <p>Shareholder with 23.87%</p> <p>Related to Dr. (Mrs.) Kailash Gupta, Director</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |

## Notice of the 38<sup>th</sup> Annual General Meeting

### III. Other Information:

|   |                                                                    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
|---|--------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1 | Reasons of loss or inadequate profits                              | <p>Major reason for decline in profit is decline in selling prices of explosives.</p> <p>Thus, raw materials cost has gone up from 59% of sale of products in 2016-17 to 65% in 2017-18.</p> <p>Other reasons include Expected Credit Loss provided which is not a cash expense but has been made upon adoption of Ind AS from 2017-18. Finance cost has gone up as increased turnover required higher working capital and some of the receivables have taken longer time to realise.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| 2 | Steps taken or proposed to be taken for improvement                | <p>Pace of execution of orders is being expedited. Measures have been taken to reduce the expenses without compromise on operating efficiencies.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| 3 | Expected increase in productivity and profits in measurable terms. | <p>Building new facilities for enhancing solid propellant manufacturing capacities</p> <p>Obtaining Transfer of Technology (ToT) for manufacture of solid propellants for certain missiles which have been imported by the country till now</p> <p>Expediting the required clearances for manufacture of Ammonium Perchlorate and Lining which are expected to add revenue or facilitate in-house production of raw materials</p> <p>Participated in tenders floated by Ministry of Defence for manufacture of Ammunition for which the company has tied up with international players</p> <p>Approval for a defence product is in advanced stage which is one of the first Indigenously Designed Developed and Manufactured (IDDM) products</p> <p>Restructuring marketing set up to enhance overall effectiveness</p> <p>Considering the medium term benefits from the Voluntary Retirement Scheme in 2015-16, the company is taking steps for another VRS in 2018-19 which will help flexibility in deployment of workforce and also to provide opportunity to younger human resource</p> |

#### Item No.5

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 March 31, 2019 at a remuneration of ₹ 1.20 lakhs.

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.5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year ending March 31, 2019.

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.5 of the Notice.

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

Secunderabad  
August 9, 2018

**Vijayashree.K**  
Company Secretary

# ROAD MAP (VIA LAKDIKAPUL) TO FTAPCCI

