



Premier Explosives Limited

ISO 9001 REGISTERED



August 31st, 2016

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 36th Annual General Meeting

This is to inform you that the 36th Annual General Meeting of the Company will be held on Friday, the 23rd September, 2016 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.

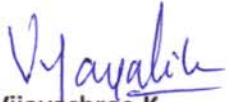
In connection with the same, please find attached the Notice to the 36th Annual General Meeting of the Company.

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 36th Annual General Meeting

Notice is hereby given that the 36th 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 Friday, 23rd of September, 2016 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 31st of March, 2016 and the reports of the Board of Directors and Auditors thereon.
 - b. The audited consolidated financial statements of the Company for the year ended 31st March, 2016.
2. To confirm the payment of Interim Dividend of ₹2.00 per equity share.
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.
4. Appointment of Auditors

To consider and if thought fit, to pass with or without modifications the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, and pursuant to the resolution passed by the members at the 34th Annual General Meeting held on 13th of August, 2014, the appointment of M/s. P. V. R. K. Nageswara Rao & Co., Chartered Accountants (Firm’s Registration Number: 002283S) as the Auditors of the Company to hold office till the conclusion of the 39th AGM to be held in the year, 2019, be and is hereby ratified and the Board of Directors be authorized to fix the remuneration of the Auditors and out of pocket expenses as may be agreed upon between the Auditors and the Board.”

Special business:

5. Re-appointment of Mr. T.V. Chowdary as Whole time Director designated 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 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 Remuneration 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 re-appointment of Mr. T.V. Chowdary (DIN:00054220] as Whole time Director with the new designation of ‘Deputy Managing Director’ of the Company, with effect from 01st July, 2016 for a period of three years on the following terms and conditions:

1. Salary:

- a. He will be entitled to a basic salary of ₹2,75,000 (Rupees Two Lakh Seventy Five Thousand only) per month with effect from 1st July 2016.
- b. His basic salary will be revised every year by the 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.

2. 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.

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

- iii. Medical reimbursement for self and family to the extent of one month basic salary which can also be availed cumulatively up to 3 years or his tenure whichever is earlier, as per the Rules of the Company.
- iv. Leave travel concession for self and family once in a year to the extent of one month basic salary.
- v. Club fees (maximum 2 clubs)
- vi. Mediclaim and Personal accident insurance as per Rules of the Company.

Notice of the 36th Annual General Meeting

3. Other benefits:

- i. Company's contribution towards Provident Fund as per the rules and regulations prescribed under Employees Provident Fund and Miscellaneous Provisions Act, 1952.
- ii. 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

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

4. 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.

5. Commission:

In addition to the salary, he will be entitled to commission @ 0.5% of the Net Profits calculated in accordance with the Section 198 of the 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 Mr. T.V. Chowdary."

6. Payment of excess managerial remuneration to Dr. Amar Nath Gupta for the period 01st April, 2015 to 13th February, 2016

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

"RESOLVED THAT pursuant to Section 197 of the Companies Act, 2013 read with Schedule V and other applicable provisions, if any of the Companies Act, 2013 ("the Act") and the Companies

(Appointment and Remuneration of Managerial Personnel) Rules, 2014 (together with the respective provisions of the Companies Act, 1956) and subject to such approval of the Central Government as required, approval of the Members be and is hereby accorded for the payment of managerial remuneration of ₹1,60,023,136/- (including an amount of ₹57,25,446/- being in excess of the limits prescribed under the provisions of Section 197 read with Schedule V of the Companies Act, 2013) to Dr. Amar Nath Gupta [DIN: 00053985], Chairman and Managing Director of the Company, for the period from 01st April, 2015 to 13th February, 2016.

RESOLVED FURTHER THAT the Dr. Amar Nath Gupta, [DIN: 00053985], Chairman and Managing Director, Mr. T.V. Chowdary [DIN: 00054220], Deputy Managing Director and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, things, deeds, matters and things as may be considered necessary or desirable, including in particular, making of an application to the Central Government for its approval and to give effect to this resolution in this regard."

7. Adoption of new set of Articles of Association of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 5, 14 and other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment (s) thereof, for the time being in force), the approval of the Members be and is hereby given for deletion of all the Articles of the existing Articles of Association and the new set of Articles of Association be and are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of the all existing Articles thereof.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution".

Notice of the 36th Annual General Meeting

8. Approval to the Remuneration payable to the Cost Auditors

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

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, 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, 2017, 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 to give effect to this resolution.”

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

Secunderabad
29.07.2016

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 13.09.2016 to 23.09.2016 (both days inclusive).
7. Members whose shareholding is in the electronic mode are requested to inform change of address and updates of bank account details to their respective depository participants. Members are encouraged to utilize the Electronic Clearing System (ECS) for receiving dividends. Members holding shares in physical form, may write to the Registrar and Transfer Agent for any change in their addresses.
8. 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.

Notice of the 36th Annual General Meeting

9. 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.
10. The Notice of the AGM along with the annual report for the year 2015-16 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.
11. 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 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, are provided in the Report on Corporate Governance forming part of the Annual Report.
12. 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 20th September, 2016 (9.00 a.m) and ends on 22nd September, 2016 (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 16th September, 2016 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 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.

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., the alphabets and numbers in the exact way as they are displayed for security reasons

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- iii) Please contact Karvy's toll free No. 1-800-34-54-001 for any further clarifications.
- iv) Members can cast their vote online from 20th September, 2016 @ 9.00 a.m. to 22nd of September, 2016 @ 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 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 you do not want 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. The file scanned image of the Board Resolution should be in the naming format "Corporate Name_ Event no."

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

Secunderabad
29.07.2016

Vijayashree. K
Company Secretary

Shareholders may please note that no gifts/compliments of any kind shall be distributed at the venue of the meeting.

Notice of the 36th Annual General Meeting

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

Item No.5

The tenure of appointment of Mr. T.V. Chowdary, Executive Director (DIN:00054220) had ended on 30th June, 2016. The Board of Directors at their meeting held on 24th of May 2016, on the recommendation of the Nomination and Remuneration Committee reappointed him as Whole time Director with the designation of 'Deputy Managing Director' with effect from 01st of July, 2016 for a period of three years at a 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 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.

Keeping in view the immense contribution made by Mr. T.V. Chowdary to the Company and his rich and varied experience, the Board commends the Special Resolution set out at item No.5 of the Notice for approval by the shareholders.

Statement common to item nos. 5 and 6

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	• Manufacture of commercial explosives • Design, development and manufacture of defense products • Operations and maintenance services for defence and space establishments • Generation of renewable energy
2	Date or expected date of commencement of commercial production	9th September, 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 2015-16 Net Revenue : ₹1845.10 Lakhs Profit before tax : ₹1100.30 Lakhs Profit after Tax : ₹567.51 Lakhs
5	Foreign investments or collaborations, if any	None

II. Information about the appointee:

Mr. T.V. Chowdary

1	Background details	Age : 59 years Qualification : B.Sc. Tech (Petroleum)
2	Past Remuneration	₹57.84 lakhs (2015-16)
3	Recognition or Awards	N.A
4	Job profile and his suitability	• Deputy Managing Director • On the Board of Directors since 2005 • A chemical engineer with over 34 years of experience in production of explosives, detonators, petrochemicals, coal tar pitches & enamels, mushrooms and solid propellants • Project execution is his forte • Has been at the forefront in various aspects of the management
5	Remuneration proposed	As mentioned in the Resolution No.5

Notice of the 36th Annual General Meeting

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.	None

Dr. Amar Nath Gupta

1	Background details	Age : 71 years Qualification : M.Sc. (Mining Engineering) from Indian School of Mines, Dhanbad He has been conferred Doctor of Science (Honoris Causa) by Gulbarga University in recognition of his rare distinction and distinguished contribution to the field of science and technology
2	Past Remuneration	₹ 128.36 lakhs (2014-15) (After deducting an amount of ₹ 5.31 lakhs refunded as ordered by MCA from ₹133.67 lakhs)

3	Recognition or Awards	- Recipient of 'Pickering and ISM Medal' from Indian School of Mines, Dhanbad - Received Gold Medal from Mining Geological and Metallurgical Institute of India for best paper. - Chairman of Explosives Development Council and Chairman of Explosives Manufacturers Association of India - Received Asia Pacific Entrepreneurship Award in the outstanding category - Received 'Honorary Fellowship' for the year 2016 from High Energy Materials Society of India (HEMSI) for outstanding contribution towards establishment of Advanced Propellant Processing Technology
4	Job profile and his suitability	- Chairman and Managing Director - Founder-promoter - Steered the Company from commercial explosives to technology-products like solid propellants for missile programs - Promoted R&D in the Company giving results like receiving DRDO's Technology Absorption Award from Prime Minister of India - Responsible for development and production of safer and green detonators using NHN as primer in place of conventional ASA - Has made distinguished contributions to the field of science and technology leading to conferment of Doctor of Science

Notice of the 36th Annual General Meeting

5	Remuneration proposed	For the period between 01st April, 2015 to 13th February 2016, total Remuneration is 1,60,023,136/-
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.	Shareholder with 28.05% Related to Dr. (Mrs.) Kailash Gupta, Director

III. Other Information:

1	Reasons of loss or inadequate profits	Major reason for inadequacy of profit is the onetime payment under Voluntary Retirement Scheme. Other reasons include subdued prices for products like detonators and higher prices of ammonium nitrate, an important raw material for production of explosives. Effectively, raw materials costs as proportion of overall income increased from 53% to 55% affecting the profitability significantly.
2	Steps taken or proposed to be taken for improvement	Payment under VRS is a step taken to contain recurring employee cost. The company is taking steps to increase the defence business. The company also is trying to increase turnover from explosives used in mining as well as enhancing export sales. Other expenses including interest have been contained at previous year levels.

3	Expected increase in productivity and profits in measurable terms.	- Strengthening the marketing network in respect of detonators and other accessories - Taking steps to secure export orders for detonating fuse and other products - Securing larger volumes of explosives in the tenders of coal mining companies - Substituting part of local Ammonium Nitrate with imported material - Taking steps for backward integration of manufacturing an important raw material in-house - Participating in seminars to capture the business opportunities in defence With improvement in coal mining, road construction and other infrastructure activities, prospects for explosives industry are turning better. With the new Defence Procurement Policy 2016, planned induction of LRSAM, MRSAM, Astra and other missiles by defence forces, demand for solid propellants is expected to go up. The company also is taking steps to manufacture ammunition which is expected to add revenues in the coming years. All the above steps and situations are expected to be earnings accretive for the company.
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Notice of the 36th Annual General Meeting

Item No.6:

Dr. Amar Nath Gupta [DIN: 00053985], was re-appointed as Chairman and Managing Director of the Company for a period of 3 (Three) years commencing from February 14th, 2013 in the Board meeting held on January 28th, 2013 and further his appointment was ratified by the Members in the 33rd Annual General Meeting of the Company held on August 08th, 2013 by passing a Special Resolution.

However, during the currency of his tenure and for the financial year ended 31st March, 2016, as per the audited Annual Financial statement ending with the same date, the Company earned a Net Profit of ₹ 14.37 crores computed as per Section 198 of the Companies Act, 2013 ("the Act") and the remuneration paid to Dr. Amar Nath Gupta during the period from 01st April, 2015 to 13th February, 2016 was ₹ 1, 60, 023, 136/-. Due to inadequate profits, the remuneration was in excess of the limits as specified under the Act by ₹ 57, 25,446/-.

Pursuant to Section 197(10) and Schedule V of the Companies Act, 2013 an application has already been filed with the Central Government for obtaining prior approval for the payment of excess managerial remuneration to Dr. Amar Nath Gupta, Chairman & Managing Director of the Company for the period from 01st April, 2015 to 13th February, 2016 on 21st November, 2015 vide SRN: C70223185 for a proposed Gross Remuneration of ₹1, 62,58,896/- which was based on estimated Net Profits u/s 198(1) of the Companies Act, 2013 .

In response to the same application, the Company has received a letter from the office of Ministry of Corporate Affairs vide Ref. No. SRN C70223185/2015 - CL-VII dated 18th May, 2016 and 11th July, 2016 received through e-mail seeking further information/ document/ clarification which was as follows:

"Earlier company has submitted the Members Resolution passed on August 8, 2013 under Companies Act, 1956. Therefore, company is requested to furnish Certified copy of Shareholder Special Resolution in favour of proposal along with notice and explanatory statement u/s 102 of the Companies Act, 2013."

The consent of the shareholders is being sought for the payment of remuneration in order to comply with the requirement of the Ministry of Corporate Affairs for the passing of Special Resolution for the proposal under the Companies Act, 2013 (which has already been approved by the shareholders in the 33rd Annual General Meeting under Companies Act, 1956)

Dr. Amar Nath Gupta [DIN: 00053985], has been serving as Chairman and Managing Director of the Company since its incorporation and considering his responsibilities and contribution towards the development and growth of the Company and as per the terms of his re-appointment, as approved by the shareholders, your Directors are of the opinion

that the application for payment of excess remuneration to Dr. Amar Nath Gupta is justified and in the best interest of the Company.

The resolution sought at item no.6 is recommended by your Directors to be passed as a Special Resolution to meet the requirement of the Ministry of Corporate Affairs, Central Government.

None of the Directors, key managerial personnel of the Company or their relatives except Dr. Amar Nath Gupta and his spouse, Dr. (Mrs.) Kailash Gupta, is interested or concerned in the said resolution, either financially or otherwise.

Item No.7

The existing Articles of Association (Articles) of the Company are based on the erstwhile Companies Act, 1956 and several regulations in the existing Articles contain reference to the specific sections of the erstwhile Companies Act, 1956. Some regulations in the existing Articles are no longer in conformity with the provisions of the Companies Act, 2013 (the Act). With the enactment of the Companies Act, 2013, several regulations of the existing Articles of the Company require alteration and/or deletion. It is therefore considered expedient to adopt a new set of Articles of Association (based on the provisions of the Companies Act, 2013) in place of the existing Articles of Association.

The draft Articles of Association is available on the website of the Company at www.pelgel.com and a copy of the same shall be open for inspection of the members at the registered office of the Company on all working days up to the date of Annual General Meeting between 11.00 a.m to 1.00 p.m.

The Board of Directors recommends the Special Resolution set out at Item No.7 of the Notice for approval by the Members of the Company.

None of the Directors, key managerial personnel and their respective relatives is concerned or interested, financially or otherwise, in this resolution.

Item No.8

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, 2017 at a remuneration of ₹1.10 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.

Notice of the 36th Annual General Meeting

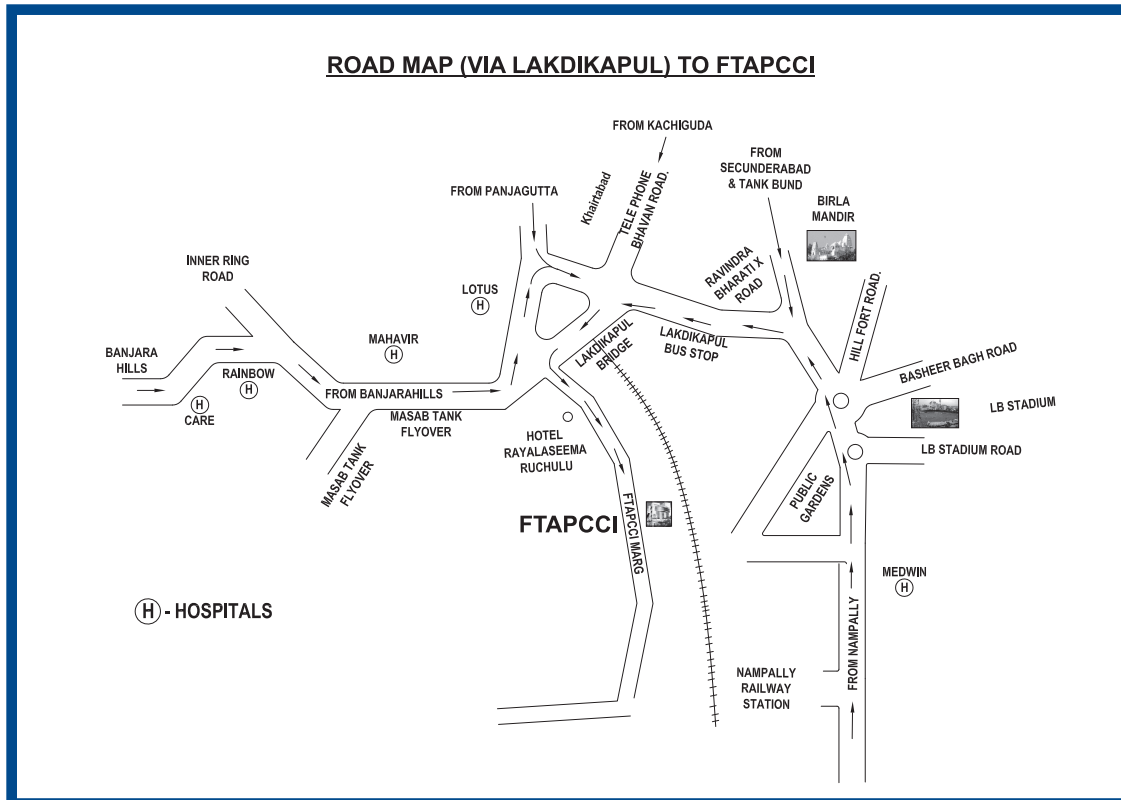
Accordingly, consent of the members is sought for passing an Ordinary resolution as set out at Item No.8 of the Notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year ending March 31, 2017.

None of the Directors, key managerial personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise, in the resolution.

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

Secunderabad
29.07.2016

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 36th Annual General Meeting of the Company, to be held on Friday, the 23rd September, 2016 at 10:30 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	a. Adoption of audited financial statements, and the reports of the Board of Directors and Auditors, for the year ended 31st March, 2016. b. Adoption of the audited consolidated financial statements of the Company for the year ended 31st March, 2016.		
2	Confirmation of payment of Interim dividend Rs.2.00 per equity share.		
3	Re-appointment of Dr. (Mrs.) Kailash Gupta (DIN:00054045), as Director who retires by rotation.		
4	Ratification of the appointment of Auditors		
SPECIAL BUSINESS			
5	Re-appointmet of Mr. T.V. Chowdary (DIN:00054220) as Whole time Director designated as 'Deputy Managing Director'.		
6	Approval to the Payment of exces remuneration to Dr. Amar Nath Gupta (DIN:00053985) for the period 01st April, 2015 to 13th February, 2016.		
7	Adoption of new set of Articles of Asscoiation of the Company.		
8	Approval to the remuneration payable to the Cost Auditors.		

Signed this Day of 2016.

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

36TH ANNUAL GENERAL MEETING - SEPTEMBER 23RD, 2016 AT 10:30 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 36th Annual General Meeting of the Company being held at Surana Udyog Auditorium, FTAPCCI, 11-6-841, Red Hills, Hyderabad - 500 004, Telangana, on Friday, 23rd September, 2016 at 10.30 a.m

Member's/Proxy's Signature

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