



Premier Explosives Limited

September 04, 2024



To
The General Manager
Department of Corporate Relations
BSE Limited
Sir Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai -400 001

To
The Vice President,
Listing Department
**The National Stock Exchange of India
Limited**
Exchange Plaza, Bandra Kurla Complex,
Bandra (East), Mumbai 400 051

Scrip code: 526247

Scrip code: PREMEXPLN

Dear Sir,

Sub: Submission of Notice of 44th Annual General Meeting of the Company

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith Notice of 44th Annual General Meeting (AGM) of the Members of the Company scheduled to be held on Friday, September 27, 2024 at 11:30 A.M. (IST) through Video Conference (VC) / Other Audio-Visual Means (OAVM).

We request you to kindly take the same on record.

Thanking you,

Yours faithfully,
For Premier Explosives Limited

K. Jhansi Laxmi
Company Secretary

Regd. Office : "Premier House", # 11, Ishaq Colony, Near AOC Centre, Secunderabad - 500 015. (T.S.) INDIA

Fax : Chairman : 040-6614 6821 MD : 040-6614 6839 Project : 040-6614 6841 Marketing : 040-6614 6852

Ph : 040-66146801 to 05, Fax : Purchase : 040-2784 3431, E-mail :

www.pelgel.com

CIN : L24110TG1980PLC002633

investors@pelgel.com

Notice of the 44th Annual General Meeting

Notice is hereby given that the 44th Annual General Meeting of the Members of Premier Explosives Limited (the Company) will be held on Friday, the 27th day of September, 2024 at 11.30 a.m. through Video Conferencing facility (VC) / other Audio Visual Means (OAVM), to transact the following business:

The proceedings of the Annual General Meeting (AGM) shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.

Ordinary business

1. To receive, consider and adopt:
 - a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024 together with 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, 2024 together with the Reports of Auditors thereon.
2. To declare a final dividend for the financial year 2023-24.
3. To appoint a director in place of Mrs. Shonika Prasad (DIN:00250015), who retires by rotation and being eligible, offers herself for re-appointment.

Special Business

4. **Payment of remuneration to Dr. Amarnath Gupta (DIN: 00053985), Chairman and Non-Executive Non-Independent Director:**

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

“RESOLVED THAT pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the Act and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, the remuneration and benefits payable to Dr. Amarnath Gupta (DIN: 00053985), Chairman and Non-Executive Non-Independent Director of the Company, for the period from 1st April, 2025 to 31st March, 2026, as set out in the Explanatory Statement annexed to the Notice, be and is hereby approved.

FURTHER RESOLVED THAT the Board of Directors of the Company (including its Committee thereof) and/or the Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things and to take all such steps as may be considered necessary, proper or expedient to give effect to this resolution.”

5. **Appointment of Dr. Narendra Kumar Nanda (DIN: 02455894) as an Independent Director of the Company:**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, read with Schedule IV and other applicable provisions

of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and applicable provisions of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the provisions of the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Dr. Narendra Kumar Nanda (DIN: 02455894), who was appointed as an Additional Director in the capacity of an Independent Director with effect from August 13, 2024, who meets the criteria for independence as provided in Section 149(6) of the Act, read with the Rules made thereunder, and Regulation 16(1)(b) of SEBI Listing Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director (under Non-Executive Category) of the Company, not liable to retire by rotation, for a term of five (5) consecutive years i.e., from August 13, 2024 to August 12, 2029 (both days inclusive).

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) and /or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. **Appointment of Dr. Gnana Sekaran Venkatasamy (DIN: 02012032) as an Independent Director of the Company:**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and applicable provisions of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the provisions of the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Dr. Gnana Sekaran Venkatasamy (DIN: 02012032), who was appointed as an Additional Director in the capacity of an Independent Director with effect from August 13, 2024, who meets the criteria for independence as provided in Section 149(6) of the Act, read with the Rules made thereunder, and Regulation 16(1)(b) of SEBI Listing Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director (under Non-Executive Category) of the Company, not liable to retire by rotation, for a term of five (5) consecutive years i.e., from August 13, 2024 to August 12, 2029 (both days inclusive).

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RESERVED FURTHER THAT pursuant to the provisions of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of Members be and is hereby accorded, for continuation of the directorship of Dr. Gnana Sekaran Venkatasamy as an Independent Director of the Company, who attains the age of 75 years during the aforesaid tenure.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) and /or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

7. **Appointment of Mr. CH. Seshagiri Rao, (DIN: 10595215) as an Independent Director of the Company:**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and applicable provisions of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. CH. Seshagiri Rao (DIN:10595215), who was appointed as an Additional Director in the capacity of an Independent Director with effect from August 13, 2024, who meets the criteria for independence as provided in Section 149(6) of the Act, read with the Rules made thereunder, and Regulation 16(1)(b) of SEBI Listing Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director (under Non-Executive Category) of the Company, not liable to retire by rotation, for a term of five (5) consecutive years i.e., from August 13, 2024 to August 12, 2029 (both days inclusive).

RESERVED FURTHER THAT pursuant to the provisions of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of Members be and is hereby accorded, for continuation of the directorship of Mr. Ch Seshagiri Rao as an Independent Director of the Company, who attains the age of 75 years during the aforesaid tenure.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) and /or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

8. **Appointment of Dr. (Mrs.) Kumuda Raghavan (DIN:10698094) as an Independent Woman Director of the Company:**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and applicable provisions of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Dr. (Mrs.) Kumuda Raghavan (DIN:10698094), who was appointed as an Additional Director in the capacity of an Independent Woman Director with effect from August 13, 2024, who meets the criteria for independence as provided in Section 149(6) of the Act, read with the Rules made thereunder, and Regulation 16(1)(b) of SEBI Listing Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Woman Director (under Non-Executive Category) of the Company, not liable to retire by rotation, for a term of five (5) consecutive years i.e., from August 13, 2024 to August 12, 2029 (both days inclusive).

RESERVED FURTHER THAT pursuant to the provisions of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of Members be and is hereby accorded for appointing / continuing the directorship of Dr.(Mrs.) Kumuda Raghavan, who has exceeded the age of 75 years as an Independent Director of the Company.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) and /or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

9. **Ratification of remuneration payable to the Cost Auditors**

To consider and if thought fit, to pass, the following Resolution as an **Ordinary Resolution**.

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration payable to M/s. S.S. Zanwar & Associates, Cost Accountants (Firm Registration No. 100283), who have been appointed by the Board of Directors of the Company as the Cost Auditors of the Company, to conduct the audit of the cost records for the financial year 2024-25, amounting to Rs. 1,60,000/- per annum

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(Rupees one lakh sixty thousand only) excluding applicable taxes and out-of-pocket expenses, if any, incurred in connection with the cost audit, be and is hereby ratified.”

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

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

Place: Secunderabad
Date: August 30, 2024

Sd/-
K. Jhansi Laxmi
Company Secretary
MNo:A16577

Registered Office:

‘PREMIER HOUSE’, # 11, Ishaq Colony,
Near AOC Centre, Secunderabad,
Telangana– 500015.

Ph: 040-6614 6801 to 05, Fax:040-661406839

CIN:L24110TG1980PLC002633

Email: investors@pelgel.com

Website:www.pelgel.com

NOTES:

- Additional information pursuant to the Secretarial Standards – 2 on General Meetings and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and Special Business to be transacted at this AGM are mentioned in this Notice. In respect of Special Business, the Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the Act) is annexed with this Notice.
- Ministry of Corporate Affairs (MCA), vide its General Circular No. 20/2020 dated May 5, 2020 and subsequent Circulars issued from time to time and General Circular No. 09/2023 dated September 25, 2023 (collectively referred to as “MCA Circulars”) read with relevant circulars issued by the Securities and Exchange Board of India (SEBI), from time to time and SEBI Circular No. SEBI/HO/DDHS/P/CIR/2023/0164 dated October 06, 2023 (hereinafter collectively referred to as “SEBI Circulars”), has allowed the Companies to conduct the AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue. In Compliance with the provisions of the Companies Act, 2013 (‘Act’), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), and MCA & SEBI Circulars, the 44th AGM of the members of the Company is being held through VC/OAVM. The Registered Office of the Company shall be deemed to be the venue for the AGM
- The Company has enabled the Members to participate at the 44th AGM of the Company through VC/OAVM facility provided by KFin Technologies Limited (‘KFinTech’), who will be providing the facility for voting through remote e-voting, for participation in the 44th AGM through the VC/OAVM and e-voting during the AGM (‘Insta Poll’).The participation at the AGM through VC/OAVM shall be allowed on a first-come-first-served basis.
- Pursuant to the provisions of the Companies Act, 2013, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since, this AGM is being held pursuant to the MCA Circular through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence, the Proxy Form and Attendance Slip including route map are not annexed to this Notice.**
- Institutional / Corporate Members (i.e., other than individuals/HUF, NRI etc) intending to appoint their authorized representatives pursuant to Sections 112 and 113 of the Act, as the case may be, are required to send a scanned copy (PDF/JPEG format) of its Board or governing body Resolution/ Authorization etc, authorising its representatives to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting or e-voting at the AGM. The said Resolution/ Authorisation shall be sent to the Scrutinizer by email through its registered e-mail address to kvcr133@ gmail.com with a copy marked to evoting@kfintech.com and to the company at investors@pelgel.com.
- In compliance with the aforesaid MCA Circulars and SEBI Circulars, the Notice of the 44th AGM along with the Annual Report for the financial year 2023-24 (Annual Report) is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. unless a member has requested a physical copy of the same. Members may note that the Notice and Annual Report 2023-24 will also be available on the Company’s website at www.pelgel.com, websites of the Stock Exchanges i.e., BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com respectively and on the website of Company’s Registrar and Transfer Agent, KFinTech at https://evoting.kfintech.com. For any communication, the members may also send a request to the Company’s investor email ID: investors@pelgel.com. The company will not be despatching physical copies of the Annual Report 2023-24 and the notice of the AGM to any member.
- Members shall have the option to vote electronically (e-voting) either before the AGM (remote e-voting) or during the AGM. In compliance with the provisions of Section 108 of the Act and the Rules made thereunder and Regulation 44 of the SEBI Listing Regulations and MCA Circulars, the Company has provided the facility to its Members to cast their votes electronically, through e-voting services provided by KFin Technologies Limited, on all resolutions set forth in this Notice. Members attending the AGM

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through VC/OAVM, who have not cast their votes by remote e-voting shall be able to exercise their vote through e-voting during the AGM. Members, who have cast their vote by remote e-voting prior to the AGM, may attend the AGM through VC/OAVM but shall not be entitled to cast their vote again. **The Procedure / instructions for e-voting and joining AGM are provided in this Notice.**

8. The remote e-voting period commences on Monday, September 23, 2024 (9:00 A.M.IST) and ends on Thursday, September 26, 2024 (5.00 P.M. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, September 20, 2024, may cast their votes electronically. The remote e-voting module shall be disabled by KFin Technologies Limited for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
9. The attendance of the Members joining the AGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
10. In case of joint holders attending the AGM, the shareholder whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
11. The Board of Directors of the Company at their meeting held on May 30, 2024 has recommended a final dividend of Rs. 2.50/- per equity share of Rs. 10/- each for the financial year 2023-24, subject to approval of shareholders at its 44th AGM.
12. The Company has fixed Friday, September 20, 2024 as the "Record Date" for determining entitlement of members to final dividend for the financial year ended March 31, 2024, if approved at the AGM.
13. Book Closure and Dividend
 - i. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, September 21, 2024 to Friday, September 27, 2024 (both days inclusive) for the purpose of the AGM and for determining the entitlement of members to final dividend for the financial year ended March 31, 2024, if approved at the AGM.
 - ii. The dividend of Rs. 2.50/- per equity share of Rs. 10/- each (25%), as recommended by the Board of Directors, if declared at the AGM, will be paid subject to deduction of tax at source (TDS), as applicable, within 30 days from the date of declaration as under:
 - (a) To all the Beneficial Owners as at the end of the day on Friday, September 20, 2024 (record date), as per the list of beneficial owners to be furnished by the National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form; and
 - (b) To all Members in respect of shares held in physical form after giving effect to valid transmission and transposition in respect of valid requests lodged with the Company as of the close of business hours on Friday, September 20, 2024 (record date).
- iii. Members may note that in terms of the Income Tax Act, 1961, as amended by the Finance Act, 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 01, 2020 and the Company is required to deduct tax at source (TDS) from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, please refer to the Finance Act, 2020 and the amendments thereof. The shareholders are requested to update/register their PAN with the Depositories (if shares are held in demat mode) and the Company / RTA (if shares held in physical form).
- iv. A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by uploading the documents on the link <https://ris.kfintech.com/form15/>. Shareholders are requested to note that in case their PAN is not updated/registered, the tax will be deducted at a higher rate of 20%.
- v. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e., No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, and any other document which may be required to avail the tax treaty benefits by uploading the documents on the link <https://ris.kfintech.com/form15/>. No communication would be accepted from Members after September 20, 2024 regarding the tax withholding matters.
- vi. TDS will be deducted at prescribed higher rates for specified persons, as per the provisions of Section 206AB of the Income Tax Act, 1961.
14. Members are requested to address all correspondence including dividend related matters to the Registrar & Share Transfer Agent (RTA) of the Company i.e. KFin Technologies Limited, Selenium Building, Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500 032, Telangana, Toll free Number 1800 309 4001 e-mail Id: inward.ris@kfintech.com.
15. Dividend in case of Non-KYC Compliant Folios:
Shareholders are requested to note that pursuant to the SEBI circular dated November 03, 2021 (subsequently amended by circulars dated December 14, 2021, March 16, 2023 and November 17, 2023) mandated that the security holders (holding securities in physical form), whose folio(s) were not updated with the KYC details (any of the details viz., PAN, choice of nomination, contact details, Mobile number, Bank account details and signature, if any) shall be eligible for payment of

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dividend in respect of such folios, only through electronic mode with effect from April 01, 2024.

Shareholders are required to update the KYC details by submitting the relevant ISR forms duly filled in along with self-attested supporting proofs. The forms can be downloaded from the website of the Registrars and Transfer Agents

16. Members wishing to claim dividends that remain unclaimed are requested to correspond with the RTA mentioned above or the Company Secretary of the Company or at investors@pelgel.com.
17. The Board of Directors have appointed Mr. K.V. Chalama Reddy, Practicing Company Secretary (Membership No.: F9268), as the Scrutinizer, to scrutinize the e-voting process i.e., remote e-voting and Insta Poll, in a fair and transparent manner.
18. The Scrutinizer shall, after the conclusion of voting at the AGM, submit his report within the prescribed timelines, to the Chairman of the Company or any person authorized in that respect. The results of voting shall be declared within two working days from the conclusion of the AGM of the company and the Resolutions will be deemed to be passed on the date of the AGM, subject to receipt of the requisite number of votes in favour of the resolutions.
19. The results of the voting declared along with the Scrutinizer's report shall be placed on the Company's website at www.pelgel.com and on the website of KFinTech at <https://evoting.kfintech.com>. The Company shall simultaneously communicate the voting results to the Stock Exchanges viz. BSE Limited and National Stock Exchange of India Limited where the shares of the Company are listed.
20. For receiving all communication (including Annual Report) from the Company electronically:
 - a) Members holding shares in physical mode and who have not registered/updated their email address with the Company are requested to register/update the same by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at Investors@pelgel.com or to KFinTech at einward.ris@kfintech.com
 - b) Members holding shares in dematerialised mode are requested to register/update their email addresses with the relevant Depository Participant.
21. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Act and all the documents referred to in the Notice will be available electronically for inspection by the Members during the 44th AGM. Members desiring inspection of statutory registers and other relevant documents may send their request in writing to the Company at investors@pelgel.com before 5.00 pm. On September 21, 2024.
22. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares, Members are advised to dematerialize their shares held by them in physical form. The ISIN in respect of the equity shares is INE863B01029.
23. The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Companies Act, 2013 requires the company/registrar and transfer agents to record additional details of Members, including their PAN details, e-mail address etc. A "form" for compiling additional details is available on the Kfintech's Website at the web-link: https://ris.kfintech.com/email_registration/. Members holding shares in electronic form are requested to submit the details to their respective Depository Participants only and not to the Company or RTA..

Members are requested to update and/or intimate changes, if any, pertaining to their name, postal address, email IDs, telephone/mobile numbers, Permanent Account Number (PAN), nominations, power of attorney, bank mandate details (name of the Bank and branch details, account number, 9 digit MICR and 11 digit IFSC) etc to their respective Depository Participants (DPs) in case the shares are held by them in electronic form and to Company's Registrar and transfer Agents, KFinTech, in case the shares are held by them in physical form, in prescribed Form No. ISR-1, by quoting their folio numbers and attaching a scanned copy of the cancelled cheque leaf of their bank account and a self-attested scanned copy of the PAN Card. Further, Members may note that SEBI has mandated the submission of PAN by every participant in the securities market.
24. Members can avail of the facility of nomination in respect of shares held by them pursuant to the provisions of Section 72 of the Companies Act, 2013.
25. SEBI vide its Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018 has mandated registration of PAN and Bank Account details for all security holders. Members are requested to submit the aforesaid information to their respective Depository Participant(s).
26. All the documents referred in the Notice are available for inspection electronically from the date of dispatch of Notice till Friday, September 27, 2024. Members seeking to inspect such documents are requested to write to the Company at investors@pelgel.com.
27. Investor Grievance Redressal: The Company has designated an e-mail ID i.e. investors@pelgel.com to enable the investors to register their complaints/send correspondence, if any.
28. Investor Grievance Portal maintained by Registrar and Transfer Agent (RTA))

Members are hereby notified that our RTA, KFin Technologies Limited, based on the SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/CIR/2023/72 DATED June 08,2023, have created an

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online application which can be accessed at [https://ris.kfintech.com/default.aspx?Investor Services> Investor Support](https://ris.kfintech.com/default.aspx?Investor%20Services%20Investor%20Support).

Members are required to register / sign up, using the Name, PAN, Mobile and email ID. Post registration, user can login via OTP and execute activities like, raising Service Request, query, complaints, check for status, KYC details, dividend, interest, redemptions, eMeetings and e-voting details. Quick link to access the sign up page: <https://kprism.kfintech.com/signup>.

29. Unclaimed Dividend: Members who wish to claim the unclaimed dividends of the past years, are requested to correspond with M/s. Kfin Technologies Limited, RTA, for encashing the unclaimed dividends standing to the credit of their account. Pursuant to the provisions of Sections 124 and 125 of the Act read with the Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016, all unclaimed / unpaid dividends for a period of seven consecutive years from the date they become due for payment are required to be transferred to the Investor Education and Protection Fund ('IEPF'). The Shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, shareholders are requested to claim the unclaimed dividends within the stipulated timeline.
30. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for a long time. Periodic statement of holdings should be obtained from the concerned DPs and holding should be verified from time to time.
31. Members are requested to support the 'Green Initiative', by registering / updating their e-mail addresses and mobile numbers, with the Depository Participant in case the shares are held in electronic form and with Company's Registrars and Transfer Agents, Kfintech, in case the shares are held in physical form for receiving all communication including Annual Report and other Notices from the Company electronically.
32. **PROCEDURE AND INSTRUCTIONS FOR E-VOTING:**

PROCEDURE FOR REMOTE E-VOTING

 - i. In compliance with the provisions of Section 108 and 109 of the Act, read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI Listing Regulations, in relation to the E-voting facility provided by the listed entities, the members are provided with the facility to cast their votes electronically, through the e-Voting services provided by M/s. KFin Technologies Limited (Kfintech), on all the resolutions set forth in the Notice, to those members holding shares as on September 20, 2024 (end of the day) being the Cut-off date fixed for determining voting rights of members, entitled to participate in the e-voting process and poll.
 - ii. In terms of SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Companies", E-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/ DPs in order to increase the efficiency of the voting process.
 - iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs in order to access e-Voting facility.
 - iv. The remote e-Voting period commences on Monday, September 23, 2024 (9.00 A.M. IST) and ends on Thursday, September 26, 2024 (5.00 P.M. IST).
 - v. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
 - vi. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Friday, September 20, 2024, may cast their vote electronically. The remote e-voting module shall be disabled/blocked by Kfintech for voting thereafter and the same will be enabled during the AGM for the Members who have not casted their vote through remote e-voting. Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again.
 - vii. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at einward.ris@kfintech.com or evoting@kfintech.com. However, if he/she is already registered with Kfintech for remote e-Voting then he/she can use his/her existing User ID and password for casting the vote.
 - viii. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode."
 - ix. A person who is not a Members as on the cut-off date should treat this Notice for information purposes only.

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The details of the process and manner for remote e-Voting and e-AGM are explained herein below:

Step 1 : Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access to KFintech e-Voting system in case of shareholders holding shares in physical and non- individual shareholders in demat mode.

Step 3 : Access to join virtual meetings (AGM) of the Company on KFintech system to participate in AGM and vote at the AGM

DETAILS ON STEP 1 ARE MENTIONED BELOW:

I) Login method for remote e-Voting for Individual shareholders holding securities in dematerialized form.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1. User already registered for IDeAS facility: <ol style="list-style-type: none"> I. Visit URL: https://eservices.nsd.com II. Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section. III. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting" IV. Click on company name or e-Voting service provider and you will be re- directed to e-Voting service provider website for casting the vote during the remote e-Voting period. 2. User not registered for IDeAS e-Services <ol style="list-style-type: none"> I. To register click on link : https:// eservices.nsd.com II. Select "Register Online for IDeAS" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp III. Proceed with completing the required fields. IV. Follow steps given in points 1. 3. Alternatively by directly accessing the e-Voting website of NSDL <ol style="list-style-type: none"> I. Open URL : https:// www.evoting.nsd.com/ II. Click on the icon "Login" which is available under 'Shareholder/Member' section. III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. IV. Post successful authentication, you will be requested to select the name of the company and the e-Voting Service Provider name, i.e. KFintech. V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Existing user who have opted for Easi/Easiest <ol style="list-style-type: none"> I. Visit URL: https://web.cdslindia.com/ myeasi/home/login or URL: www.cdslindia.com II. Click on New System Myeasi III. Login with your registered user id and password. IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal. V. Click on e-Voting service provider name to cast your vote. 2. User not registered for Easi/Easiest <ol style="list-style-type: none"> I. Option to register is available at https:// web.cdslindia.com/myeasi/Registration/ EasiRegistration II. Proceed with completing the required fields. III. Follow the steps given in point 1 3. Alternatively, by directly accessing the e-Voting website of CDSL <ol style="list-style-type: none"> I. Visit URL: www.cdslindia.com II. Provide your demat Account Number and PAN No. III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. IV. After successful authentication, user will be provided links for the respective ESP, i.e KFintech where the e-Voting is in progress.

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Individual Shareholder login through their demat accounts/ Website of Depository Participant	I.	You can also login using the login credentials of your demat account through your DP registered with NSDL/ CDSL for e-Voting facility.
	II.	Once logged-in, you will be able to see e- Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e- Voting feature.
	III.	Click on options available against company name or e-Voting service provider – KFintech and you will be redirected to e-Voting website of KFintech for casting your vote during the remote e-Voting period without any further authentication

Important note:

Members who are unable to retrieve User ID/Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

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

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022-4886 7000 and 022-2499 7000
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33

DETAILS ON STEP 2 ARE MENTIONED BELOW:

II) Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.

(A) Members whose email IDs are registered with the Company/Depository Participants (s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- i. Launch internet browser by typing the URL : <https://emeetings.kfintech.com/>
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote
- iii. After entering these details appropriately, click on "LOGIN".
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,).

The system will prompt you to change your password and update your contact details like

mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the "EVENT" i.e., 'Premier Explosives Limited-AGM' and click on "Submit".
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/ AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.

Notice of the 44th Annual General Meeting

- x. You may then cast your vote by selecting an appropriate option and click on "Submit".
 - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s)
 - xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) intending to appoint their authorised representatives pursuant to Sections 112 and 113 of the Companies Act, 2013, as the case may be, are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to cast its vote through remote e-voting/e-voting at the AGM, together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id kvcr133@gmail.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name Event No."
- (B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:
- i. Members who have not registered their email address and in consequence the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KFintech, by accessing the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>

Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to einward.ris@kfintech.com.
 - ii. Alternatively, member may send an e-mail request at the email id einward.ris@kfintech.com along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice of AGM and the e-voting instructions.
 - iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

DETAILS ON STEP 3 ARE MENTIONED BELOW:

Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the AGM of the Company through VC/OAVM and e-Voting during the meeting.

- i. Members will be provided with a facility to attend the AGM through VC/OAVM or view the live webcast of AGM on the platform provided by KFintech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from KFintech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.
- ii. Facility for joining AGM through VC/OAVM shall open 15 minutes before the commencement of AGM and shall be closed after the expiry of 15 minutes after such schedule time. The detailed instructions for participation by Members at the 44th AGM through VC/OAVM forms part of the Notes to this Notice.
- iii. Members are encouraged to join the Meeting through Laptops/Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
- iv. Members will be required to grant access to the webcam to enable VC/OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- v. As the AGM is being conducted through VC/OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name, demat account number / folio number, email Id, mobile number at investors@pelgel.com. Questions / queries received by the Company till September 25, 2024 (5.00 P.M.) shall only be considered and responded during the AGM.
- vi. Members/shareholders, attending the e-AGM through Video Conference, who have not cast their vote on resolutions through remote e-voting shall be eligible to cast their vote through e-voting system available during the e-AGM. E-voting during the AGM is integrated with the VC/OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.
- vii. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

Notice of the 44th Annual General Meeting

- viii. Members may note that the facility of joining/participation at the AGM through VC/OAVM shall be available for atleast 1000 Members on a first-come-first-served basis.
- ix. Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM.

OTHER INSTRUCTIONS

- I. **Speaker Registration** : The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit <https://emeetings.kfintech.com> and login through the user id and password provided in the mail received from KFintech. On successful login, select 'Speaker Registration' which will be opened from 9.00 A.M.(IST) on September 23, 2024 to 5.00 P.M. (IST) on September 26, 2024 Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.
- II. **Post your Queries** : The Members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com>. by login through the user id and password provided in the mail received from KFintech. On successful login, select 'Post Your Queries' option which will be opened from Sep[tember 23, 2024 (9.00 A.M.) to September 26, 2024 (5.00 P.M.)
- III. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of [https:// evoting.kfintech.com](https://evoting.kfintech.com) (KFintech Website) or write at evoting@kfintech.com or einward.ris@kfintech.com or call KFintech's toll free No. 1-800-309-4001 for any further clarifications.
- IV. The Members, whose names appear in the Register of Members/ list of Beneficial Owners as on the close of Friday, September 20, 2024, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.

- V. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:

If the mobile number of the member is registered against Folio No./DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399

1. Example for NSDL:
MYEPWD <SPACE> IN12345612345678
2. Example for CDSL:
MYEPWD <SPACE> 1402345612345678
3. Example for Physical:
MYEPWD <SPACE> XXXX1234567890

If e-mail address or mobile number of the member is registered against Folio No./DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

Members who may require any technical assistance or support before or during the AGM are requested to contact KFintech at toll free number 1-800-309-4001 or write to them at evoting@kfintech.com for all e-voting related matters.

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

Sd/-

K. Jhansi Laxmi

Company Secretary

MNo:A16577

Place: Secunderabad

Date: August 30, 2024

Registered Office:

'PREMIER HOUSE', # 11, Ishaq Colony,

Near AOC Centre, Secunderabad,

Telangana- 500015.

Ph: 040-6614 6801 to 05, Fax:040-661406839

CIN:L24110TG1980PLC002633

Email: investors@pelgel.com

Website:www.pelgel.com

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Additional information pursuant to the Secretarial Standards-2 on General Meetings issued by the Institute of Company Secretaries of India and Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 / Explanatory Statement in respect of Special Business pursuant to Section 102 of the Companies Act, 2013:

Item Nos. 3, 4, 5, 6,7 & 8 of the Notice

Details of Directors seeking appointment & fixation of Remuneration at the forthcoming Annual General Meeting [pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard 2 on General Meetings]

Name	Mrs. Shonika Prasad	Dr. Amarnath Gupta	Dr. Narendra Kumar Nanda
DIN	00250015	00053985	02455894
Date of birth	12/12/1975	14/04/1945	28/07/1960
Age	48 years	78 years	64 years
Date of first Appointment on the Board	07/01/2022	20/02/1980	13/08/2024
Qualifications	B.Com, MBA (Finance and International Trade)	M.Sc. (Mining & Engineering), D.Sc. (honorary)	As mentioned under Item No.5 of the Explanatory Statement
Experience & Expertise in specific functional area	Administration & Management of business	Heading the Company, right from its inception, instrumental in its growth, with active involvement in product development and projects of defence supplies, new products and processes. 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.	As mentioned under Item No.5 of the Explanatory Statement
Terms and Conditions of appointment / reappointment	Re-appointment upon retirement by rotation	NA	Appointed as an Independent Woman Director for a period of five consecutive years effective from 13/08/2024 (for further details please refer Notice and explanatory statement)
No of shares held in the Company	NIL	26,20,183 equity shares	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Dr. Amarnath Gupta, Chairman & Non-Executive Director is her father and Dr.(Mrs.) Kailash Gupta, Non Executive Director is her mother	Spouse of Dr.(Mrs.) Kailash Gupta, Non-Executive Director & Father of Mrs. Shonika Prasad, Non-Executive Director	Dr. NK Nanda is not related to any Director of the Company.
No of Meetings of the Board attended during the year	During the FY 2023-24: Attended 5 Meetings held out of 5 meetings	During the FY 2023-24: Attended 4 Meetings held out of 5 meetings.	NIL

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Name	Mrs. Shonika Prasad	Dr. Amarnath Gupta	Dr. Narendra Kumar Nanda
Listed entities in which the person holds the directorship and the membership of committees of Board along with listed entities from which the person has resigned in the past three years.	None	NIL	NIL
Directorships held in other companies	None	<ul style="list-style-type: none"> BF Premier Energy Systems Private Limited PELNEXT Defence Systems Private Limited 	Independent Director in Odisha Mining Corporation Limited & NICDIT Krishnapatnam Industrial City Development Limited Director in Minsys Mining Consultancy (OPC) Private Limited
Memberships / Chairmanships of Committees of other companies (include only Audit Committee / Investor Grievances Committee)	None	Premier Explosives Limited - Audit Committee (Member) - Nomination and Remuneration Committee (Member)	Odisha Mining Corporation Limited (Audit Committee-Member) NICDIT Krishnapatnam Industrial City Development Limited (Nomination & Remuneration Committee-Member)
Remuneration last drawn by such person, if applicable and remuneration sought to be paid	Remuneration sought to be paid is the sitting fee for attending the Board/Committee meetings of the Company and the last drawn remuneration is sitting fee for attending the Board Meetings.	Remuneration sought: As detailed in the Explanatory Statement. Remuneration last drawn: For details of remuneration last drawn in FY 2023-24, please refer to the Corporate Governance Report, which is a part of this Annual Report.	NA

Notice of the 44th Annual General Meeting

Item Nos. 3, 4, 5, 6,7 & 8 of the Notice

Details of Directors seeking appointment & fixation of Remuneration at the forthcoming Annual General Meeting [pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard 2 on General Meetings]

Name	Dr. V G Sekaran	Mr. Ch Seshagiri Rao	Dr. (Mrs.) Kumuda Raghavan
DIN	02012032	10595215	10698094
Date of birth	03/06/1951	01/12/1950	14/07/1948
Age	73 years	74 years	76 years
Date of first Appointment on the Board	13/08/2024	13/08/2024	13/08/2024
Qualifications	As mentioned under Item No.6 of the Explanatory Statement	As mentioned under Item No.7 of the Explanatory Statement	As mentioned under Item No.8 of the Explanatory Statement
Experience & Expertise in specific functional area	As mentioned under Item No.6 of the Explanatory Statement	As mentioned under Item No.7 of the Explanatory Statement	As mentioned under Item No.8 of the Explanatory Statement
Terms and Conditions of appointment/reappointment	Appointed as an Independent Director for a period of five consecutive years effective from 13/08/2024 (for further details please refer Notice and explanatory statement)	Appointed as an Independent Director for a period of five consecutive years effective from 13/08/2024 (for further details please refer Notice and explanatory statement)	Appointed as an Independent Woman Director for a period of five consecutive years effective from 13/08/2024 (for further details please refer Notice and explanatory statement)
No of shares held in the Company	NIL	NIL	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Dr. V G Sekaran is not related to any Director of the Company.	Mr. Ch Seshagiri Rao is not related to any Director of the Company.	Dr.(Mrs.) Kumuda Raghavan is not related to any Director of the Company.
No of Meetings of the Board attended during the year	NIL	NIL	NIL
Listed entities in which the person holds the directorship and the membership of committees of Board along with listed entities from which the person has resigned in the past three years.	Independent Director in MTAR Technologies Limited	NIL	NIL
Memberships/Chairmanships of Committees of other companies (include only Audit Committee / Investor Grievances Committee)	Member in CSR Committee; Stakeholders Relationship Committee & Risk Management Committee of MTAR Technologies Limited	None	None
Remuneration last drawn by such person, if applicable and remuneration sought to be paid	NA	NA	NA

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Item No. 4

Dr. Amarnath Gupta, aged 79 years, is the founder promoter, Non-Executive Chairman of the Company having over 49 years of experience in manufacture, design & application of high energy materials. He is a gold medalist in Mining Engineering and has won laurels for his professional skills. 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 first private sector manufacturer in India to develop and supply solid propellants to the Country's prestigious missile programmes.

He has been providing guidance, insights and counsel to the Company on various matters from time to time, as Non-Executive Chairman of the Company with effect from February 14, 2022. The key areas where he has always advised the Company, inter-alia, includes advising / developing new strategies for growth path of the Company, promoting business interests, and mentoring the leadership team of the Company. His strategic guidance over the years has added immense value to the Company.

In terms of amended provisions of Section 197 of the Companies Act 2013 and Regulation 17(6)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is required to obtain the approval of shareholders in general meeting by way of Ordinary/Special Resolution, for payment of remuneration & commission to Non-Executive Directors.

In terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, approval of shareholders is required to be obtained by way of Special Resolution every year, in case the annual remuneration payable to a single Non-Executive Director in that year exceeds 50% of the aggregate remuneration payable to all the Non-Executive Directors taken together. Dr. Amarnath Gupta is the only Non-Executive Director and Chairman of the Board, who is being paid remuneration. Your approval is therefore sought for the remuneration and benefits, payable to Dr. Amarnath Gupta for the period commencing from 1st April, 2025 to 31st March, 2026, as provided below:

- a) Monthly remuneration of Rs. 2,00,000/- aggregating to Rs. 24,00,000/- for the period commencing from 1st April, 2025 to 31st March, 2026 and;
- b) Apart from the remuneration mentioned above, commission will be paid @ 1 % of the Net Profits calculated in accordance with Section 198 of the Companies Act, 2013, every year.

In addition to sitting fees for attending the meetings of the Board/Committee and reimbursement of all actual expenses including travel or other out of pocket expenses incurred, Dr. Amarnath Gupta would be entitled to a remuneration as mentioned above and as covered in the proposed resolution under Item No. 4 and as may be determined by the Board from time to time.

Dr. Amarnath Gupta is the founder promoter of the Company and holds 26,20,183 equity shares in the Company. Dr.(Mrs.) Kailash Gupta, Non-Executive Director is his spouse and Mrs. Shonika Prasad, Non-Executive Director, is his Daughter.

Dr. Amarnath Gupta and his relatives are interested in the Resolution. None of the other Directors and Key Managerial Personnel of the Company or their relatives is, in any way concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the Special Resolution as set out in item no. 4 of the Notice for your approval.

Item No. 5

Appointment of Dr. Narendra Kumar Nanda (DIN: 02455894) as an Independent Director of the Company:

The Board of Directors, on the recommendation of Nomination and Remuneration Committee and pursuant to the provisions of Section 161 of the Companies Act, 2013, and the applicable Rules and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, has appointed Dr. Narendra Kumar Nanda (DIN: 02455894), at its Meeting held on July 18, 2024, as an Additional Director of the Company with effect from August 13, 2024 in the capacity of Non-Executive Independent Director for a term of five consecutive years, not liable to retire by rotation, subject to approval of the shareholders of the Company.

Further, in terms of the amended Regulation 17(IC) of the SEBI Listing Regulations, effective from January 01, 2022, a listed entity shall ensure that the approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the shareholders is sought to comply with the SEBI Listing Regulations.

A brief profile of Dr. Narendra Kumar Nanda:

Dr Nanda holds a Bachelor's Degree in Mining with a 1st Division with Distinction from Indian School of Mines, Dhanbad and a Master's Degree by Research in the area of Reliability Engineering from IIT(ISM), Dhanbad and Ph.D in Mineral Processing from Krishnadev Rai University, Ballari, Karnataka.

Dr Nanda is an expert in Mine Planning, Operation and Complete management of mineral projects in Iron Ore, Diamond, Limestone, Copper having 38 years successful experience in the Industry. He has expertise in Project Management, conceptualized the 3 MTPA steel plant construction at NMDC and supervised and monitored as Director Technical New Projects like Slurry Pipe line and Pellet Plant along with two 7 MTPA iron Ore Mine at NMDC implemented by him. He has expertise in Mineral Beneficiation and development of new material through utilization of waste. He has actively involved in the sharing and dissemination of knowledge through various technical publications and received various Honors and Awards to his credit.

Dr Nanda, presently serving as Independent Director in Odisha Mining Corporation a Gold Category State PSU of Govt. of Odisha.

The Company has, in terms of Section 160 of the Act, received a notice in writing from the member proposing the candidature of Dr. Narendra Kumar Nanda for the office of Director. The Company has received declarations from Dr. Narendra Kumar Nanda to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act read with the Rules framed thereunder and

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Regulation 16(1)(b) of SEBI Listing Regulations. In terms of Regulation 25(8) of SEBI Listing Regulations Dr. NK Nanda has confirmed that he is not aware of any circumstances or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Dr. N K Nanda has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority and is not disqualified from being appointed as Director in terms of Section 164 of the Act. Dr. N K Nanda has also confirmed that he is in compliance with applicable Rules of the Companies (Appointment and Qualification of Directors) Rules, 2014 with respect to his registration in the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs (IICA).

The Company has received the requisite consent and disclosures from Dr. N K Nanda relating to his appointment. In the opinion of the Board, Dr. Narendra Kumar Nanda, fulfills the conditions specified in the Act, the Rules and SEBI Listing Regulations for appointment as an Independent Director, that he is independent of the management. He possesses appropriate skills, experience, knowledge and capabilities required for the role of Independent Director and his association would be beneficial to the Company.

In compliance with the provisions of Section 149 read with Schedule IV of the Act and Regulation 17 of SEBI Listing Regulations and other applicable Regulations, the appointment of Dr. Narendra Kumar Nanda as an Independent Director is being placed before the Members for their approval.

During his tenure of appointment, he shall not be liable to retire by rotation as provided under Section 152(6) of the Act.

A copy of the letter of appointment of Dr. N K Nanda as an Independent Director is available for inspection to the Members (on sending a request along with their DP/Client ID or Folio No. from their registered e-mail address to the Company at investors@pelgel.com.) at the Registered Office of the Company during the office hours on any working day, excluding Saturday, upto the day of the 44th AGM.

Dr. Narendra Kumar Nanda shall be entitled to receive fees for attending the meetings of the Board/Committees and also entitled to reimbursement of all actual expenses or charges including travel or other out of pocket expenses incurred by him

Disclosures as required under Regulation 36 of the SEBI Listing Regulations and Secretarial Standard -2 on General Meetings issued by the Institute of Company Secretaries of India are annexed to this notice

Except the Director who is being appointed, none of the other Directors and Key Managerial Personnel of the Company and their relatives are in anyway concerned or interested, financially or otherwise, in the proposed resolution set out at Item No.5 of the Notice.

The Board of Directors recommends the Special Resolution set forth in Item No. 5 for approval of the Members of the Company.

Item No.6

Appointment of Dr. Gnana Sekaran Venkasamy (DIN: 02012032) as an Independent Director of the Company:

The Board of Directors, on the recommendation of Nomination and

Remuneration Committee and pursuant to the provisions of Section 161 of the Companies Act, 2013, and the applicable Rules and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, has appointed Dr. Gnana Sekaran Venkasamy (DIN: 02012032), at its Meeting held on July 18, 2024, as an Additional Director of the Company with effect from August 13, 2024 in the capacity of Non-Executive Independent Director for a term of five consecutive years, not liable to retire by rotation, subject to approval of the shareholders of the Company.

As per the Regulation 17(1A) of SEBI Listing Regulations, the approval of the shareholders is also required by way of special resolution for appointing/continuing the Directorship of any non-executive Director, who have attained the age of 75 years. Further, in terms of the amended Regulation 17!(C) of the SEBI Listing Regulations, effective from January 01, 2022, a listed entity shall ensure that the approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the shareholders is sought to comply with the SEBI Listing Regulations.

A brief profile of Dr. V G Sekaran:

Dr V G Sekaran holds a Bachelor's Degree in engineering, in the branch of Mechanical Engineering, from Madurai University, a Master's Degree in Engineering, with a Specialisation in Aeronautical Engineering from the Indian Institute of Science, Bangalore and a doctorate in philosophy from the Queen's University of Belfast.

Dr. Gnana Sekaran Venkatasamy is an eminent Missile Scientist and the Chief Designer of the Long-Range Ballistic Missile System AGN15. He has held key roles in DRDO including Chief Controller R&D (Missiles & Strategic Systems), Programme Director to Agni Missiles and involved in development of programs of national importance such as Missiles & Strategic Systems. He has sound technical knowledge on missile systems, flight mechanics, propulsion systems and advanced technologies such as composites. He has carried out extensive research and developed many critical technologies for Indian Defence Industry.

He is honoured with various prestigious awards such as "Scientist of the year award", "Path Breaking Research/Outstanding Technology Development Award", "Technology leadership awards, among others. He is involved in framing several policies in the areas of joint collaborations and technology acquisitions both within the country and abroad during his stint with DRDO. He has served as an advisory committee member for technological development programmes and published several national and international research journals.

Dr V.G Sekaran, presently serving as Independent Director in MTAR Technologies Limited.

The Company has, in terms of Section 160 of the Act, received a notice in writing from the member proposing the candidature of Dr. V G Sekaran for the office of Director. The Company has received declarations from Dr. V G Sekaran to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act read with the Rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations. In terms of Regulation 25(8) of SEBI Listing

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Regulations Dr. V G Sekaran has confirmed that he is not aware of any circumstances or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Dr. V G Sekaran has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority and is not disqualified from being appointed as Director in terms of Section 164 of the Act. Dr. V G Sekaran has also confirmed that he is in compliance with applicable Rules of the Companies (Appointment and Qualification of Directors) Rules, 2014 with respect to his registration in the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs (IICA).

The Company has received the requisite consent and disclosures from Dr. V G Sekaran relating to his appointment. In the opinion of the Board, Dr. V G Sekaran, fulfills the conditions specified in the Act, the Rules and SEBI Listing Regulations for appointment as an Independent Director, that he is independent of the management. He possesses appropriate skills, experience, knowledge and capabilities required for the role of Independent Director and his association would be beneficial to the Company. Further, the Nomination and Remuneration Committee and Board noted that Mr. V G Sekaran, Independent Director will attain the age of seventy-five years on 02 June 2026 and his term shall be upto 12th August, 2029. The Committee and the Board reviewed the same and decided that his continuation on attaining the age of 75 years as an Independent Director is absolutely justified as he is "Next to None" in contributing for the growth and development of the Company as a great technical expert and scientist with an outstanding expertise in the relevant field.

In compliance with the provisions of Section 149 read with Schedule IV of the Act and Regulation 17 of SEBI Listing Regulations and other applicable Regulations, the appointment of Dr. V G Sekaran as an Independent Director is being placed before the Members for their approval.

During his tenure of appointment, he shall not be liable to retire by rotation as provided under Section 152(6) of the Act.

A copy of the letter of appointment of Dr. V G Sekaran as an Independent Director is available for inspection to the Members (on sending a request along with their DP/Client ID or Folio No. from their registered e-mail address to the Company at investors@pelgel.com.) at the Registered Office of the Company during the office hours on any working day, excluding Saturday, upto the day of the 44th AGM.

Dr. V G Sekaran shall be entitled to receive fees for attending the meetings of the Board/Committees and also entitled to reimbursement of all actual expenses or charges including travel or other out of pocket expenses incurred by him

Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard -2 on General Meetings issued by the Institute of Company Secretaries of India are annexed to this notice

Except the Director who is being appointed, none of the other Directors and Key Managerial Personnel of the Company and their relatives are in anyway concerned or interested, financially or otherwise, in the proposed resolution set out at Item No.6 of the Notice.

The Board of Directors recommends the Special Resolution set forth in Item No. 6 for approval of the Members of the Company.

Item No. 7

Appointment of Mr. CH. Seshagiri Rao, (DIN: 10595215) as an Independent Director of the Company:

The Board of Directors, on the recommendation of Nomination and Remuneration Committee and pursuant to the provisions of Section 161 of the Companies Act, 2013, and the applicable Rules and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, has appointed Mr. Ch. Seshagiri Rao (DIN:10595215), at its Meeting held on July 18, 2024, as an Additional Director of the Company with effect from August 13, 2024 in the capacity of Non-Executive Independent Director for a term of five consecutive years, not liable to retire by rotation, subject to approval of the shareholders of the Company.

As per the Regulation 17(1A) of SEBI Listing Regulations, the approval of the shareholders is also required by way of special resolution for appointing/continuing the Directorship of any non-executive Director, who have attained the age of 75 years. Further, in terms of the amended Regulation 17(IC) of the SEBI Listing Regulations, effective from January 01, 2022, a listed entity shall ensure that the approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the shareholders is sought to comply with the SEBI Listing Regulations.

A brief profile of Mr. Ch Seshagiri Rao:

Mr. Ch Seshagiri Rao is a Chartered Accountant from the Institute of Chartered Accountants of India.

Mr. Ch Seshagiri Rao has been engaged in professional practice as a Chartered Accountant since 1976. With over four decades of experience, he has gained expertise in conducting internal and statutory audits for corporate organizations and Banks, as well as specialization in corporate taxation.

He was Co-opted as Committee member of Expert Advisory Committee of Institute of Chartered Accountants of India, New Delhi and was co-opted as a committee member of State Level Audit Board of A.G's Office, Andhra Pradesh

The Company has, in terms of Section 160 of the Act, received a notice in writing from the member proposing the candidature of Mr. Ch. Seshagiri Rao for the office of Director. The Company has received declarations from Mr. Ch. Seshagiri Rao to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act read with the Rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations. In terms of Regulation 25(8) of SEBI Listing Regulations Mr. Ch. Seshagiri Rao has confirmed that he is not aware of any circumstances or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Mr. Ch. Seshagiri Rao has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority and is not disqualified from being appointed as Director in terms of Section 164 of the Act.

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Mr. Ch. Seshagiri Rao has also confirmed that he is in compliance with applicable Rules of the Companies (Appointment and Qualification of Directors) Rules, 2014 with respect to his registration in the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs (IICA).

The Company has received the requisite consent and disclosures from Mr. Ch. Seshagiri Rao relating to his appointment. In the opinion of the Board, Mr. Ch. Seshagiri Rao, fulfills the conditions specified in the Act, the Rules and SEBI Listing Regulations for appointment as an Independent Director, that he is independent of the management. He possesses appropriate skills, experience, knowledge and capabilities required for the role of Independent Director and his association would be beneficial to the Company. Further, the Nomination and Remuneration Committee and Board noted that Mr. Ch. Seshagiri Rao, Independent Director will attain the age of seventy-five years on 30 November 2025 and his term shall be upto 12th August, 2029. The Committee and the Board reviewed the same and decided that his continuation on attaining the age of 75 years as an Independent Director is absolutely justified as he has vast experience in financial field, contributing for the growth and development of the Company as a Chartered Accountant with an outstanding expertise in the relevant field.

In compliance with the provisions of Section 149 read with Schedule IV of the Act and Regulation 17 of SEBI Listing Regulations and other applicable Regulations, the appointment of Mr. Ch. Seshagiri Rao as an Independent Director is being placed before the Members for their approval.

During his tenure of appointment, he shall not be liable to retire by rotation as provided under Section 152(6) of the Act.

A copy of the letter of appointment of Mr. Ch. Seshagiri Rao as an Independent Director is available for inspection to the Members (on sending a request along with their DP/Client ID or Folio No. from their registered e-mail address to the Company at investors@pelgel.com.) at the Registered Office of the Company during the office hours on any working day, excluding Saturday, upto the day of the 44th AGM.

Mr. Ch. Seshagiri Rao shall be entitled to receive fees for attending the meetings of the Board/Committees and also entitled to reimbursement of all actual expenses or charges including travel or other out of pocket expenses incurred by him

Disclosures as required under Regulation 36 of the SEBI Listing Regulations and Secretarial Standard -2 on General Meetings issued by the Institute of Company Secretaries of India are annexed to this notice

Except the Director who is being appointed, none of the other Directors and Key Managerial Personnel of the Company and their relatives are in anyway concerned or interested, financially or otherwise, in the proposed resolution set out at Item No.7 of the Notice.

The Board of Directors recommends the Special Resolution set forth in Item No. 7 for approval of the Members of the Company.

Item No. 8

Appointment of Dr. (Mrs.) Kumuda Raghavan (DIN:10698094) as an Independent Woman Director of the Company:

The Board of Directors, on the recommendation of Nomination and Remuneration Committee and pursuant to the provisions of Section 161 of the Companies Act, 2013, and the applicable Rules and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, has appointed Dr. (Mrs.) Kumuda Raghavan (DIN:10698094), aged 76 years, through the Circular Resolution on August 12, 2024, as an Additional Director of the Company with effect from August 13, 2024 in the capacity of Non-Executive Independent Woman Director for a term of five consecutive years, not liable to retire by rotation, subject to approval of the shareholders of the Company.

As per the Regulation 17(1A) of SEBI Listing Regulations, the approval of the shareholders is also required by way of special resolution for appointing/continuing the Directorship of any non-executive Director, who have attained the age of 75 years. Further, in terms of the amended Regulation 17(1C) of the SEBI Listing Regulations, effective from January 01, 2022, a listed entity shall ensure that the approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the shareholders is sought to comply with the SEBI Listing Regulations.

A brief profile of Dr. (Mrs.) Kumuda Raghavan:

Dr. (Mrs.) Kumuda Raghavan (M.B.B.S) is a Doctor by profession

Dr. (Mrs.) Kumuda Raghavan, a doctor by profession and has rich experience in the industry. She actively involves in promoting community healthcare and philanthropic activities. Her services are beneficial to the Company, hence it is considered necessary to approve the appointment/continuation of her directorship on the Board of Directors of the Company.

The Company has, in terms of Section 160 of the Act, received a notice in writing from the member proposing the candidature of Dr. (Mrs.) Kumuda Raghavan for the office of Director. The Company has received declarations from Dr. (Mrs.) Kumuda Raghavan to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act read with the Rules framed thereunder and Regulation 16(1) (b) of SEBI Listing Regulations. In terms of Regulation 25(8) of SEBI Listing Regulations Dr. (Mrs.) Kumuda Raghavan has confirmed that she is not aware of any circumstances or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. Dr. (Mrs.) Kumuda Raghavan has also confirmed that she is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority and is not disqualified from being appointed as Director in terms of Section 164 of the Act. Dr. (Mrs.) Kumuda Raghavan has also confirmed that she is in compliance with applicable Rules of the Companies (Appointment and Qualification of Directors) Rules, 2014 with respect to her registration in the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs (IICA).

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The Company has received the requisite consent and disclosures from Dr. (Mrs.) Kumuda Raghavan relating to her appointment. In the opinion of the Board, Dr. (Mrs.) Kumuda Raghavan, fulfills the conditions specified in the Act, the Rules and SEBI Listing Regulations for appointment as an Independent Director, that she is independent of the management. She possesses appropriate skills, experience, knowledge, expertise, valuable guidance and capabilities required for the role of Independent Director and her association would be beneficial to the Company.

In compliance with the provisions of Section 149 read with Schedule IV of the Act and Regulation 17 of SEBI Listing Regulations and other applicable Regulations, the appointment of Dr. (Mrs.) Kumuda Raghavan as an Independent Director is being placed before the Members for their approval.

During her tenure of appointment, she shall not be liable to retire by rotation as provided under Section 152(6) of the Act.

A copy of the letter of appointment of Dr. (Mrs.) Kumuda Raghavan as an Independent Director is available for inspection to the Members (on sending a request along with their DP/Client ID or Folio No. from their registered e-mail address to the Company at investors@pelgel.com.) at the Registered Office of the Company during the office hours on any working day, excluding Saturday, upto the day of the 44th AGM.

Dr. (Mrs.) Kumuda Raghavan shall be entitled to receive fees for attending the meetings of the Board/Committees and also entitled to reimbursement of all actual expenses or charges including travel or other out of pocket expenses incurred by her

Disclosures as required under Regulation 36 of the SEBI Listing Regulations and Secretarial Standard -2 on General Meetings issued by the Institute of Company Secretaries of India are annexed to this notice

Except the Director who is being appointed, none of the other Directors and Key Managerial Personnel of the Company and their relatives are in anyway concerned or interested, financially or otherwise, in the proposed resolution set out at Item No.8 of the Notice.

The Board of Directors recommends the Special Resolution set forth in Item No. 8 for approval of the Members of the Company.

Item No. 9

Ratification of remuneration payable to the Cost Auditors

The Board of Directors of the Company, on the recommendation of the Audit Committee, has approved, the appointment of M/s. S.S. Zanwar & Associates (Registration No. 100283), Cost Accountants, as the Cost Auditors of the Company to conduct audit of the cost records of the Company for the financial year ending 31st March, 2025, at a remuneration of Rs. 1,60,000/- per annum (Rupees one lakh sixty thousand only) excluding applicable taxes and out of pocket expenses, if any.

Pursuant to the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended, the remuneration payable to the Cost Auditors has to be ratified by the shareholders 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 31st March, 2024.

None of the Promoters, Directors and Key Managerial Personnel of the Company, or their relatives, is, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Ordinary Resolution as set out at Item No. 9 of this Notice for the approval of Members.

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

Place: Secunderabad
Date: August 30, 2024

Sd/-
K. Jhansi Laxmi
Company Secretary
MNo:A16577