



# PREMIER LTD.

September 19, 2018

BSE Ltd. Floor 25, P.J. Towers Dalal Street <u>Mumbai – 400 001</u>	The Manager Listing Department National Stock Exchange of India Ltd. 'Exchange Plaza', C-1, Block G Bandra-Kurla Complex Bandra (East) <u>Mumbai – 400 051</u>	Central Depository Services (India) Limited Phiroze Jeejebhoy Towers, 17 <sup>th</sup> Floor, Dalal Street, <u>Mumbai - 400 001</u>
Scrip Code:500540	Scrip Code:PREMIER	Scrip Code:INE342A01018

Dear Sirs,

**Intimation under Regulation-44 of the SEBI (Listing Obligations & Disclosure) Regulations, 2015 (LODR)**

**Details of voting Results – 72<sup>nd</sup> AGM held on 19<sup>TH</sup> September, 2018**

Pursuant to Regulation-30 of **SEBI (Listing Obligations & Disclosure) Regulations, 2015** (Listing Regulations, 2015), we wish to inform you that the 72<sup>nd</sup> Annual General Meeting (AGM) of the Company was held on 19<sup>th</sup> September, 2018 at 10.00 a.m and was concluded at 10.45 a.m. at the Hotel Kala Sagar, P-4, Kasarwadi, MIDC, Mumbai-Pune Road, Pimpri, Pune – 411 034.

Pursuant to Section 108 of the Companies Act, 2013, read with Rule-20 of the Companies (Management and Administration) Rules, 2014, all the shareholders of the Company were given an opportunity to exercise their right to vote on all the resolutions set out in the Notice of the AGM through electronic voting (remote e-voting) during the period commencing from 16.09.2018 (9.00 a.m. IST) to 18.09.2018 (5.00 p.m. IST).

Further, the Company provided voting facility at the AGM venue through a ballot voting for those who had not exercised remote e-voting.

All the resolutions contained in the Notice of the above AGM and given below, were approved by requisite majority of shareholders through remote e-voting and ballot voting at the venue of the AGM. Accordingly, all the resolutions were declared to be passed on 19<sup>th</sup> September, 2018, which is the date of the Annual General Meeting.

[ Continued ]



# PREMIER LTD.

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Item / Resolution No.	Details of the Agenda	Resolution required (Ordinary / Special)
1	Adoption of the Audited Financial Statements including the statement of Profit and Loss for the year ended 31 <sup>st</sup> March, 2018 and Balance Sheet as at that date, report of the Board of Directors and Auditors.	Ordinary Resolution
2	Reappointment of Mrs. Rohita M. Doshi who retires by rotation.	Ordinary Resolution
3	Adoption of new set of Articles of Association of the Company in conformity with the Companies Act, 2013.	Special Resolution
4	Remuneration to M/s. ABK & Associates, Cost Accounts who have been appointed by the Board of Directors, as recommended by the Audit Committee	Ordinary Resolution
5	Fees for delivery of documents to members	Ordinary Resolution

In accordance with the Regulation-44 of SEBI (LODR), we enclose the consolidated voting results in the prescribed format along with the combined Scrutinizer's Report for remote e-voting and voting conducted physically through ballot forms at the AGM venue. The voting details are also being uploaded on the Company's website as well as CDSL's website.

Thanking you,

Yours faithfully,  
For Premier Ltd.

Ramesh M. Tavhare  
Head (Legal) & Company Secretary

## Premier Limited

Resolution Required : (Ordinary)			1 - To adopt the Audited Financial Statements including the statement of Profit and Loss for the year ended 31st March, 2017 and the Balance Sheet as at that date, report of the Board of Directors and Auditors.					
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={([2]/[1])*100	[4]	[5]	[6]={([4]/[2])*100	[7]={([5]/[2])*100
Promoter and Promoter Group	E-Voting	13653202	13653202	100.0000	13653202	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>13653202</b>	<b>100.0000</b>	<b>13653202</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	2020108	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	14699260	611113	4.1574	309178	301935	50.5926	49.4074
	Poll		506	0.0034	506	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>611619</b>	<b>4.1608</b>	<b>309684</b>	<b>301935</b>	<b>50.6335</b>	<b>49.3665</b>
<b>Total</b>		<b>30372570</b>	<b>14264821</b>	<b>46.9661</b>	<b>13962886</b>	<b>301935</b>	<b>97.8834</b>	<b>2.1166</b>

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Premier Limited

Resolution Required : (Ordinary)

2 - Re-appointment of Mrs. Rohita M. Doshi, who retires by rotation.

Whether promoter/ promoter group are interested in the agenda/resolution?

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes -Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
Promoter and Promoter Group	E-Voting	13653202	13653202	100.0000	13653202	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>13653202</b>	<b>100.0000</b>	<b>13653202</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
Public Institutions	E-Voting	2954100	0	0.0000	0	0	0.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0</b>
Public Non Institutions	E-Voting	13765268	62624	0.4549	61770	854	98.6363	1.3637	0
	Poll		209	0.0015	209	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>62833</b>	<b>0.4564</b>	<b>61979</b>	<b>854</b>	<b>98.6408</b>	<b>1.3592</b>	<b>0</b>
<b>Total</b>		<b>30372570</b>	<b>13716035</b>	<b>45.1593</b>	<b>13715181</b>	<b>854</b>	<b>99.9938</b>	<b>0.0062</b>	<b>0</b>

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*[Handwritten Signature]*

Premier Limited									
Resolution Required : (Special)			3 - Adoption of new set of Articles of Association of the Company in conformity with the Companies Act, 2013						
Whether promoter/ promoter group are interested in the agenda/resolution?									
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes -Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
			[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$
Promoter and Promoter Group	E-Voting	13653202	13653202	100.0000	13653202	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		13653202	100.0000	13653202	0	100.0000	0.0000	0
Public Institutions	E-Voting	2954100	0	0.0000	0	0	0.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		0	0.0000	0	0	0.0000	0.0000	0
Public Non Institutions	E-Voting	13765268	62624	0.4549	61970	654	98.9557	1.0443	0
	Poll		209	0.0015	209	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		62833	0.4564	62179	654	98.9591	1.0409	0
<b>Total</b>		<b>30372570</b>	<b>13716035</b>	<b>45.1593</b>	<b>13715381</b>	<b>654</b>	<b>99.9952</b>	<b>0.0048</b>	<b>0</b>

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Premier Limited									
Resolution Required : (Special)			4 - Remuneration payable to the Cost Auditors						
Whether promoter/ promoter group are interested in the agenda/resolution?									
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes -Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	13653202	13653202	100.0000	13653202	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		13653202	100.0000	13653202	0	100.0000	0.0000	0
Public Institutions	E-Voting	2954100	0	0.0000	0	0	0.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		0	0.0000	0	0	0.0000	0.0000	0
Public Non Institutions	E-Voting	13765268	62624	0.4549	62270	354	99.4347	0.5653	0
	Poll		209	0.0015	209	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		62833	0.4564	62479	354	99.4366	0.5634	0
Total		30372570	13716035	45.1593	13715681	354	99.9974	0.0026	0

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Premier Limited									
Resolution Required : (Special)			5 - Fees for delivery of documents to members.						
Whether promoter/ promoter group are interested in the agenda/resolution?									
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
			[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	13653202	13653202	100.0000	13653202	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		13653202	100.0000	13653202	0	100.0000	0.0000	0
Public Institutions	E-Voting	2954100	0	0.0000	0	0	0.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		0	0.0000	0	0	0.0000	0.0000	0
Public Non Institutions	E-Voting	13765268	62624	0.4549	62270	354	99.4347	0.5653	0
	Poll		209	0.0015	209	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		62833	0.4564	62479	354	99.4366	0.5634	0
<b>Total</b>		<b>30372570</b>	<b>13716035</b>	<b>45.1593</b>	<b>13715681</b>	<b>354</b>	<b>99.9974</b>	<b>0.0026</b>	<b>0</b>

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**Scrutinizer's Report**

*[Pursuant to section 108 of the Companies Act, 2013 and rule 20 (4) (xii) of the Companies (Management and Administration) Rules, 2014 read with amendments made thereto and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]*

Mr. Maitreya V. Doshi  
Chairman  
Premier Limited  
Mumbai- Pune Road  
Chinchwad, Pune-411019  
Maharashtra

Dear Sir,

1. I, Mr. N. L. Bhatia, Partner, M/s N L Bhatia & Associates, firm of Practicing Company Secretaries (UIN: P1996MH055800), have been appointed as scrutinizer, by the Board of Directors of Premier Limited, for the purpose of scrutinizing the e-voting and physical ballot process at the 72<sup>st</sup> Annual General Meeting (AGM) and ascertaining the requisite majority on e-voting and physical ballot process carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 read with amendments made thereto and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, on the resolutions contained in the notice of the 72<sup>st</sup> AGM of the Members of the Company, held on Wednesday, September 19, 2018 at Hotel Kala Sagar, P-4, Kasarwadi, Pimpri, Mumbai- Pune Road, Pune - 411 034.
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means and physical ballot process on the resolutions contained in the Notice of the 72<sup>st</sup> AGM of the members of the Company. My responsibility as a Scrutinizer for the e-voting and physical ballot process at the AGM is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the Resolutions stated in the Notice, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), the authorized agency to provide e-voting facilities, engaged by the Company and voting through Ballot Paper at the AGM.
3. Further to above, I submit my report as under:

3.1 The Company has provided the e-voting facility through CDSL, on their website





[www.evotingindia.com](http://www.evotingindia.com). The Company had uploaded all the items of businesses to be transacted at the AGM on the website of the Company and also on CDSL's website to facilitate their shareholders to cast their vote through e-voting;

- 3.2 The 72<sup>st</sup> AGM Notice sent (both through email and physical form) contained the detailed procedure to be followed by the members who were desirous of casting their votes electronically as provided under Rule 20 of the Companies (Management and Administration) Rules, 2014 read with amendments made thereto;
- 3.3 As prescribed in the said Rules, the Company has also published an advertisement in newspapers on August 27<sup>th</sup>, 2018 in The Free Press Journal (in English) and Navshakti (in Marathi) and it carried the required information as specified in the said Rules;
- 3.4 The members of the Company as on the "cut-off" date i.e. Wednesday, September 12, 2018 were entitled to vote on the resolutions (item nos. 1 to 5) as set out in the notice of the 72<sup>st</sup> AGM;
- 3.5 The Chairman of the 72<sup>st</sup> AGM, held on Wednesday, September 19, 2018 had announced that members who have not exercised their votes through e-voting, if they wish to; exercise their votes through ballot at the AGM;
- 3.6 The Company had arranged for Ballot Papers which were duly distributed to the members and proxies present at the AGM on September 19, 2018; in case of joint shareholders, the Ballot Paper was given to the first named holder or in his / her absence, to the joint holder attending the meeting as appearing in the chronological order in the folio;
- 3.7 The e-voting commenced from Sunday, September 16, 2018 (09:00 a.m.) and ended on Tuesday, September 18, 2018 (5:00 p.m.);
- 3.8 After the closure of the voting at AGM, the report on voting was prepared and scrutinized;
- 3.9 The votes cast under e-voting facility were unblocked after the conclusion of voting by physical ballot process at the AGM and votes cast were counted in the presence of 2 witnesses, Mr. Hardik Chandra and Mr. Bhavik Pandya, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence:



Hardik

Bhavik

- 3.10 My combined report on the results of voting through e-voting and Ballot Paper at the AGM is as under:

**ORDINARY BUSINESS:**

➤ **Item No. 1 - As an Ordinary Resolution:**

To receive, consider and adopt the Directors' Report, the Audited Financial Statements including the Statement of Profit and Loss for the year ended March 31, 2018 and the Balance Sheet as at that date and the Auditors' Report thereon.

No of Shares held	No of Shares cast	No of Votes in Favor	No of Votes against	% of votes		No of Invalid Votes
				Favour	Against	
13716035	13716035	13715681	354	99.9974	0.0026	0

One member has voted for 130 shares though he holds 133 shares.

➤ **Item No. 2 - As an Ordinary Resolution:**

To appoint a Director in place of Mrs. Rohita M. Doshi (holding DIN 00246388) who retires by rotation in terms of section 152(6) of the Companies Act, 2013, and being eligible, offers herself for reappointment.

No of Shares held	No of Shares cast	No of Votes in Favor	No of Votes against	% of votes		No of Invalid Votes
				Favour	Against	
13716035	13716035	13715181	854	99.9938	0.0062	0

**SPECIAL BUSINESS:**

➤ **Item No. 3 – As an Special Resolution:**

Adoption of new set of Articles of Association of the Company in conformity with the Companies Act, 2013

No of Shares held	No of Shares cast	No of Votes in Favor	No of Votes against	% of votes		No of Invalid Votes
				Favour	Against	
13716035	13716035	13715381	654	99.9952	0.0048	0

One member has voted for 130 shares though he holds 133 shares.



➤ **Item No. 4 - As an Ordinary Resolution:**

Ratification of Cost Auditor's Remuneration.

No of Shares held	No of Shares cast	No of Votes in Favor	No of Votes against	% of votes		No of Invalid Votes
				Favour	Against	
13716035	13716035	13715681	354	99.9974	0.0026	0

One member has voted for 130 shares though he holds 133 shares.

➤ **Item No. 5 - As an Ordinary Resolution:**

To consider and determine the fees for delivery of a document through a particular mode of delivery to a member.

No of Shares held	No of Shares cast	No of Votes in Favor	No of Votes against	% of votes		No of Invalid Votes
				Favour	Against	
13716035	13716035	13715681	354	99.9974	0.0026	0

One member has voted for 130 shares though he holds 133 shares.



4. A register, and all other papers and relevant records containing details of equity shareholders, who voted "IN FAVOUR", or "AGAINST" and those whose votes were declared invalid for each resolution under e-voting and voting done at the AGM through ballot paper shall remain in our safe custody until the Chairman approves and signs the Minutes of the aforesaid AGM and the same would thereafter be handed over to Mr. Ramesh Tavhare, Company Secretary for safe keeping.
5. Based on the foregoing, the Resolution Nos. 1 to 5 shall be deemed to have been passed with the requisite majority on the date of the AGM i.e., September 19, 2018.

Thanking you,

Place: Mumbai

Date: September 19, 2018.



Yours faithfully,

*N. L. Bhatia*

N.L. Bhatia  
Practising Company Secretary  
Scrutinizer  
FCS:-1176  
C.P NO. 422

Countersigned

*Maitreya V. Doshi*

Mr. Maitreya V. Doshi  
Chairman