



## PREMIER EXPLOSIVES LIMITED

CIN: L24110TG1980PLC002633

Regd. Off.: 'Premier House', 11, Ishaq Colony, Near AOC Centre, Secunderabad-500015

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### POSTAL BALLOT NOTICE

#### Notice pursuant to Section 110 of the Companies Act, 2013

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read together with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment(s) thereof for the time being in force), that the resolutions appended below are proposed to be passed by the Members through postal ballot / electronic voting (e-voting).

- 1) Approval for continuation of Mr.P.R.Tripathi as Non-Executive Independent Director.
- 2) Approval for continuation of Mr. K.Rama Rao as Non-Executive Independent Director.

The explanatory statement pertaining to the aforesaid resolutions setting out the material facts concerning each item and the reasons thereof is annexed hereto with Postal Ballot Form for your consideration.

The Board of Directors of the Company has appointed Mr. K.V.Chalama Reddy, Practicing Company Secretary, as the Scrutinizer ('Scrutinizer') for conducting the postal ballot / e-voting process in a fair and transparent manner.

Members have the option to vote either physically through Postal Ballot Form or through e voting.

Please read carefully the instructions enumerated in the Notes and Instructions to this Postal Ballot Notice and return the Postal Ballot Form duly completed in all respects with the assent (for) or dissent (against), in the enclosed self-addressed pre-paid postage envelope, so as to reach the Scrutinizer on or before the closing of Working Hours i.e. 05.00 p. m. on Thursday, March 07, 2019.

Members may note that as required under the provisions of Section 108, 110 and other applicable provisions, if any, of the Act and the rules as applicable in that regard and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as ammended, the Company has engaged the services of Karvy Fintech Private Limited to provide e-voting facility to the Members of the Company. Accordingly, the Company is also providing e-voting facility as an alternate, which would enable Members to cast votes electronically, instead of returning Postal Ballot Form. Please read and follow the instructions on e-voting enumerated in the Notes and Instructions to this Notice.

Only members entitled to vote are entitled to fill in the Postal Ballot Form and send it to the Scrutinizer or vote under the e-voting facility offered by the Company, and any other recipient of this Notice who has no voting rights should treat the Notice as an intimation only. Detailed instructions to use the e-voting facility are given separately.

The Scrutinizer will submit his report to the Chairman of the Board of Directors after completion of the scrutiny and the result of the voting by Postal Ballot will be announced on Friday, March 08, 2019, by the Chairman and Managing Director of the Company, or in his absence by any Official duly authorised by the Board in this regard. The Results will be uploaded on the website of the Company ([www.pelgel.com](http://www.pelgel.com)) and will be intimated to the Stock Exchanges on which the Company is listed. The Resolutions, if approved, will be taken as passed effectively on the last day of receipt of Postal Ballot Form or e-voting i.e. March 07, 2019.

## **Resolutions :**

### **1. Approval for continuation of Mr.P.R.Tripathi as Director.**

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

“**RESOLVED THAT** pursuant to applicable provisions of the Companies Act, 2013 and rules made thereunder including any statutory modification(s) or re-enactment thereof, Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, approval of the Members be and hereby accorded to Mr.P.R.Tripathi, (DIN: 00376429), Non-Executive and Independent Director of the Company, who has already attained the age of 75 years to continue as an Independent Director of the Company on and after April 1, 2019 till the expiry of his existing term i.e upto 12 August 2019.”

### **2. Approval for continuation of Mr.K.Rama Rao as Director.**

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

“**RESOLVED THAT** pursuant to applicable provisions of the Companies Act, 2013 and rules made thereunder including any statutory modification(s) or re-enactment thereof, Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, approval of the members be and hereby accorded to Mr. K.Rama Rao, (DIN: 02678860 ), Non-Executive and Independent Director of the Company, who has already attained the age of 75 years to continue as an Independent Director of the Company on and after April 1, 2019 till the expiry of his existing term i.e upto 12 August 2019.”

## **Explanatory statement pursuant to Sections 102(1) and 110 of the Companies Act, 2013**

### **Item No. 1 and 2**

As per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as ‘Listing Regulations’) as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, with effect from 1st April, 2019, no listed Company shall appoint or continue the Directorship of a Non-Executive Director who has attained the age of 75 years, unless a special resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment.

Mr.P.R.Tripathi (DIN: 00376429) and Mr. K.Rama Rao, (DIN: 02678860) were appointed as Non-Executive Independent Director of the Company under Section 149 and 152 of the Companies Act, 2013 read with Schedule IV attached thereto and Rules made there under and pursuant to the provisions of Clause 49 of the Listing Agreement, to hold office from 13<sup>th</sup> August, 2014 up to 12<sup>th</sup> August, 2019.

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

**Mr.K.Rama Rao,** holds a Bachelor’s degree in Science from Andhra University. Additionally, he has participated in various courses pertaining to technology and project management conducted by various institutes. He is a graduate of the Royal Aeronautical Society and an associate member of Aeronautical Society of India. He has experience in technology development and retired as an associate director of Defence Research and Development Laboratory. Mr.K.Rama Rao has received Sri Mokshagundam Visweswaraya Award for the Best

Engineer from the Institute of Engineers, Kolkata; Best Invention Award from NRDC, Govt.of India, Best Scientist of DRDO and many others.

The Board of Directors is of the opinion that Mr. P.R.Tripathi and Mr.K.Rama Rao are persons of integrity; possess relevant expertise and vast experience. Their association as non-executive Independent directors will be beneficial and in the best interest of the Company. In line with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations (Amendment), 2018 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, your directors recommend their continued association beyond April 1, 2019 and until expiry of their respective terms.

The brief resume of said Directors, nature of their expertise in functional areas, disclosure of relationships between Directors, Directorships and Memberships of Committees of the Board of Listed entities and shareholding as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended is set out in this Notice as Annexure A.

The Board of Directors accordingly recommends the Special Resolutions as mentioned at item no. 1 & 2 of this Notice for approval of the Members of the Company.

Mr.P.R.Tripathi and Mr.K.Rama Rao may be deemed to be interested, financially or otherwise, in the resolutions as set out at item No. 1 & 2 of the Notice with regard to continuance of their respective Directorships.

None of the other Directors and key managerial personnel are deemed to be concerned or interested, financially or otherwise in the proposed special resolution, except to the extent of their shareholding in the company.

**By order of the Board of Directors**

Sd/-

**Vijayashree.K**

Company Secretary

Place : Secunderabad

Date : 23.01.2019

**ANNEXURE - A TO THE NOTICE**

**DETAILS OF THE DIRECTORS SEEKING CONTINUATION OF PRESENT TERM**

Name of Director	Mr. P.R.Tripathi	Mr.K.Rama Rao
Date of Birth	24.06.1943	14.09.1934
Date of Appointment	28.09.2007 In current Term-13.08.2014	27.04.2009 In current Term-13.08.2014
Expertise in specific functional areas	<ul style="list-style-type: none"> <li>• Wide experience in Mining</li> <li>• Former Chairman and Managing Director of National Mineral Development Corporation Ltd.</li> <li>• Retired President of Federation of Indian Mineral Industries.</li> </ul>	<ul style="list-style-type: none"> <li>• Retired as Associate Director of DRDL  (Defence Research and Development Laboratory) after serving for over 35 years in Technology development</li> </ul>
Qualifications	Bachelor's degree in Science (Mining) from Ranchi University and holds a Diploma from the Indian School of Mines, Dhanbad	He is a graduate of the Royal Aeronautical Society and an associate member of Aeronautical Society of India
Shareholding in the Company (including HUF)	Nil	Nil
Directorship held in other public companies (excluding foreign companies)	<ol style="list-style-type: none"> <li>1.Sarda Energy &amp; Minerals Limited</li> <li>2.Hindustan Dorr Oliver Limited</li> <li>3.IVRCL</li> <li>4.HDO Technologies Limited</li> <li>5.Minman Consultancy Services Private Limited.</li> <li>6.RIHM Developers Private Limited.</li> </ol>	Nil
Membership / Chairmanship of Committees of other public companies (includes only Audit Committee and Stakeholders Relationship / Shareholders' / Investors Grievance Committee)	<p><b>Audit Committee – Chairman</b></p> <ol style="list-style-type: none"> <li>1. IVRCL</li> <li>2. Hindustan Dorr Oliver Limited.</li> </ol> <p><b>Stakeholder Relationship Committee – Chairman</b></p> <ol style="list-style-type: none"> <li>1. IVRCL</li> <li>2. Hindustan Dorr Oliver Limited</li> </ol>	Nil
Disclosure of Relationships between Director inter-se	Nil	Nil

## NOTES AND INSTRUCTIONS

1. In terms of section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules 2014, the business set out in the notice above is sought to be passed by Postal Ballot.
2. An explanatory statement as required under Section 102 of the Companies Act 2013 stating all material facts and the reasons for the proposal is annexed herewith.
3. The consent of the shareholders is solicited by passing resolutions by way of a Postal Ballot as detailed in Item Nos. 1 to 2 of this Notice. Notice of this Postal Ballot is being sent to all shareholders/Beneficiaries whose names appear on the Register of Members/Record of Depositories as on Friday, the January 25, 2018 as received from National Securities Depository Limited (NSDL)/Central Depository Services Limited (CDSL). Voting Rights shall be reckoned on the Shares registered in the name of the Shareholders as on that date. A person who is not a Member as on Cut Off date (Record Date) should treat this notice for information purpose only.
4. Resolutions passed by the shareholders by means of Postal Ballot including e-voting is deemed to have been passed at a General Meeting of the shareholders. Voting by Postal Ballot, in the physical form or e-voting, can be exercised only by the Shareholder or his/her duly constituted attorney or in case of bodies corporate, the duly authorised person. Voting rights in a Postal Ballot cannot be exercised by a Proxy.
5. Voting period commences on and from Wednesday, February 06, 2019 and ends on Thursday, March 07, 2018.
6. The result of the voting on the Resolutions will be declared at the Registered Office of the Company at Premier House, #11 Ishaq Colony, Near AOC Centre on Friday, March 08, 2019
7. Kindly note that the Members can opt for only one mode of voting, i.e., either by Physical Ballot or e-voting. If you are opting for e-voting, then do not vote by Physical Ballot also and vice versa. However, in case Members cast their vote by Physical Ballot and e-voting, then voting done by e-voting shall prevail and voting done through physical ballot will be treated as invalid.
8. The Notice is also placed on the Website of the Company: [www.pelgel.com](http://www.pelgel.com) and website of Karvy Fintech Private Limited at [www. https://evoting.karvy.com](https://evoting.karvy.com)
9. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
10. Any query in relation to the Resolution proposed to be passed by Postal Ballot may be sent to: The Company Secretary, Premier Explosives Limited, 'Premier House', # 11 Ishaq Colony, Near AOC Centre, Secunderabad-500015.
11. **INSTRUCTIONS FOR VOTING BY:**

### **(A) PHYSICAL POSTAL BALLOT FORM**

1. A Shareholder desirous of exercising vote by physical Postal Ballot should complete the Postal Ballot Form in all respects and send it after signature to the Scrutinizer in the attached self-addressed envelope on which postage will be paid by the Company which shall be properly sealed with adhesive or adhesive tape. However, envelopes containing Postal Ballot Form, if sent by courier, at the expense of the Member will also be accepted. Members are requested to convey their assent or dissent in this Postal Ballot Form only. The assent or dissent received in any other form or manner shall be considered as invalid.
2. The self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company and the address to which the same needs to be dispatched.
3. The Postal Ballot Form should be signed by the Shareholder as per specimen signature registered with the Registrar / Depository. In case the Equity Shares are jointly held, this Form should be completed and signed (as per specimen signature registered with Registrar/Depository) by the first named Member and in his / her absence, by the next named Member. Holders of Power of Attorney (POA) on behalf of the

Members may vote on the Postal Ballot mentioning the registration number of the POA or enclosing an attested copy of the POA. Unsigned Postal Ballot Forms will be rejected.

4. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 5.00 pm on Thursday, March 07, 2019. Postal Ballot Form received after that date will be strictly treated as if reply from such Member has not been received. The Members are requested to send the duly completed Postal Ballot Form well before the last date providing sufficient time for the postal transit.
5. In case of Equity Shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of Board Resolution/authority and preferably with attested specimen signature(s) of the duly authorized signatories giving requisite authorities to the person voting on the Postal Ballot Form.
6. Shareholders are requested not to send any paper (other than the Resolution/ authority as mentioned under instruction above) along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope, the same would not be considered and would be destroyed by the Scrutinizer.
7. There will be only one Postal Ballot Form for every folio / client ID irrespective of the number of the joint Members. On receipt of the duplicate Postal Ballot Form, the original will be rejected.
8. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during the normal business hours on all working days from the date of dispatch until the last date for receipt of votes by postal ballot/e-voting i.e Thursday, March 07, 2019.
9. Member may request for a duplicate Postal Ballot Form, if so required or can download the Postal Ballot Form from the Company's website ([www.pelgel.com](http://www.pelgel.com)) and the duly completed Postal Ballot Form should reach the Scrutinizer not later than the last date for voting mentioned above.
10. The votes should be cast either in favour of or against by putting the tick (✓) mark in the column provided for assent or dissent. Postal Ballot Form bearing (✓) in both the columns will render the Form invalid.

**(B) Voting through electronic means:**

In Compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 or any amendment or re-enactment thereof, the Company is pleased to offer e-voting facility as an alternative mode of voting which will enable the shareholders to cast their votes electronically. Necessary arrangements have been made by the Company with Karvy Fintech Private Limited to facilitate e-voting. The process and instructions for e-voting are as under:

The instructions for shareholders voting electronically are as under :

- (I). The voting period begins on Wednesday, 06th February, 2019 from 9:00 A.M (IST) and ends on Thursday 07<sup>th</sup> March, 2019 at 5:00 PM (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized for as on the cut off date (record date) of Friday, 25<sup>th</sup> January, 2019 may cast their vote electronically. The e-voting module shall be disabled by Karvy for voting thereafter.
  - (a) The instructions for e-Voting are as under:
    - (i) Launch internet browser by typing the following URL: <https://evoting.karvy.com>.
    - (ii) User ID and Password for e-voting is provided in the table given at the bottom of this document.
    - (iii) Click on Shareholder – Login.
    - (iv) Enter user ID and password as initial password /PIN. Click login.

- (v) The Password Change Menu will appear on your screen. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - (vi) Home page of e-voting opens. Click on e-voting: Active Voting Cycles.
  - (vii) Select the “EVEN” (e-voting Event Number) of **Premier Explosives Limited**.
  - (viii) Now you are ready for e-voting as Cast Vote page opens.
  - (ix) Cast your vote by selecting an appropriate option and click on “Submit” and also “Confirm” when prompted.
  - (x) Upon confirmation, the message “Vote cast successfully” will be displayed.
  - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
  - (xii) Corporate/ Institutional shareholders (i.e. other than individuals, HUFs, NRIs etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to: kvcr133@gmail.com with a copy marked to [evoting@karvy.com](mailto:evoting@karvy.com).
  - (xiii) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of <https://evoting.karvy.com> alternatively you can also contact [evoting@karvy.com](mailto:evoting@karvy.com) for any queries or grievances connected with remote e-voting service.
- (II). The voting rights of shareholders shall be in proportion to their shares of the paid up capital of the Company as on the cut-off date i.e. Friday, January 25, 2019.