



Premier Explosives Limited

September 06, 2025

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

Scrip code: 526247

Dear Sir,

Sub: Submission of Notice of 45th Annual General Meeting (AGM) of the Company

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, please find enclosed herewith the Notice of 45th Annual General Meeting (AGM) of the Members of the Company scheduled to be held on Tuesday, September 30, 2025 at 11.00 a.m. IST through Video Conference (VC) / Other Audio-Visual Means (OAVM).

Kindly take the same on record.

Thanking you,

Yours faithfully,
For Premier Explosives Limited

K. Jhansi Laxmi
Company Secretary



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: PREMEXPLN

Notice of the 45th Annual General Meeting

Notice is hereby given that the 45th Annual General Meeting of the Members of Premier Explosives Limited (the Company) will be held on Tuesday, the 30th day of September, 2025 at 11:00 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, 2025 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, 2025 together with the Reports of Auditors thereon.
2. To declare a final dividend for the financial year 2024-25.
3. To appoint a director in place of Dr. Amarnath Gupta (DIN:00053985), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business

4. Approval for payment of remuneration to Mr. T.V. Chowdary (DIN:00054220), Managing Director of the Company

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

"RESOLVED THAT pursuant to the provisions of sections 196, 197, 203 and other applicable provision(s), if any, of the Companies Act, 2013 (the "Act"), read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) and re-enactment thereof for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), and subject to such other approvals as may be necessary, and pursuant to the recommendations of Nomination and Remuneration Committee and approval of the Board of Directors, consent of the members be and is hereby accorded for payment of remuneration to Mr. T.V. Chowdary (DIN:00054220), Managing Director of the Company with effect from February 14, 2025 for the remaining period of his present term of appointment upto February 13, 2027 as detailed below:

- A. Salary:
 - a. Basic Salary of Rs. 9,50,400/- (Rupees Nine Lakhs Fifty Thousand and Four Hundred only) per month and
 - b. His basic salary will be revised every year by the Nomination and Remuneration Committee based on his performance and he may be awarded an increment of 10-20% (rounded off to nearest Rs.100/-) with effect from 1st of April.

B. Perquisites and Allowances:

In addition to salary mentioned above, he will be entitled to the following perquisites, allowances and other benefits such that their monetary value shall be restricted to an amount equivalent to his annual basic salary.

- a. Unfurnished accommodation or House Rent Allowance at the rate of 30% of the basic salary in lieu of unfurnished accommodation.
- b. Utility Allowance for Gas, electricity, water, servant, security, gardener and soft furnishing subject to maximum of 10% of the basic salary.

These shall be valued as per the Income Tax Rules, 1962 for the purpose of calculation of managerial remuneration under the Sections 196, 197 and Schedule V annexed to the Companies Act, 2013.

- c. Medical Allowance of 8.33% of basic salary.
- d. Leave travel allowance once in a year to the extent of one month basic salary
- e. Club fees (Maximum 2 clubs)
- f. Mediclaim and Personal accident insurance as per Rules of the company

C. Other benefits:

- a. Company's contribution towards Provident Fund as per the rules and regulations prescribed under Employees Provident Fund and Miscellaneous Provisions Act, 1952.
- b. Leave encashment at the end of tenure as per rules of the Company
In computing monetary ceiling of perquisites the company's contribution to provident fund and leave encashment at the end of the tenure shall not be taken into account.
- c. Use of company car with driver & telephone at residence for official purposes.

D. Minimum Remuneration

In the event of loss or inadequacy of profits in any financial year, the Managing Director shall be paid remuneration by way of salary and perquisites as specified above as minimum remuneration.

E. Commission

In addition to the remuneration mentioned above, he will be entitled to commission @ 1 % of the Net Profits calculated in accordance with Section 198 of the Companies Act, 2013, every year.

FURTHER RESOLVED THAT the Board of Directors on the recommendation of the Nomination and Remuneration Committee be and is hereby authorised to alter and vary the terms of appointment and remuneration, within the permissible

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limits specified under Section 197 read with the Schedule V of the Companies Act, 2013 (including any statutory amendments or re-enactments thereof, for the time being in force).

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

5. Approval for payment of remuneration to Mr. Y. Durga Prasad Rao (DIN:08072805), Director (Operations) of the Company:

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

"RESOLVED THAT pursuant to the provisions of sections 196, 197, 203 and other applicable provision(s), if any, of the Companies Act, 2013 (the "Act"), read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) and re-enactment thereof for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), and subject to such other approvals as may be necessary, and pursuant to the recommendations of Nomination and Remuneration Committee and approval of the Board of Directors, consent of the members be and is hereby accorded for payment of remuneration to Mr. Y. Durga Prasad Rao (DIN:08072805), Wholtime Director designed as Director (Operations) of the Company with effect from August 10, 2025 for the remaining period of his present term of appointment upto August 09, 2027 as detailed below:

A. Salary:

- He will be entitled to a Basic Salary of Rs. 4,56,192/- (Rupees Four Lakhs Fifty Six Thousand and One Hundred and Ninety Two only) per month and
- His basic salary will be revised every year by the Nomination and Remuneration Committee based on his performance and he may be awarded an increment of 10-20% (rounded off to nearest Rs.100/-) with effect from 1st of April.

B. Perquisites and Allowances:

In addition to salary mentioned above, he will be entitled to the following perquisites, allowances and other benefits such that their monetary value shall be restricted to an amount equivalent to his annual basic salary.

- Unfurnished accommodation or House Rent Allowance at the rate of 30% of the basic salary in lieu of unfurnished accommodation.
- Utility Allowance for Gas, electricity, water, servant, security, gardener and soft furnishing subject to maximum of 10% of the basic salary.

These shall be valued as per the Income Tax Rules, 1962 for the purpose of calculation of managerial remuneration under the Sections 196, 197 and Schedule V annexed to the Companies Act, 2013.

- Medical Allowance of 8.33% of basic salary.
- Leave travel allowance once in a year to the extent of one month basic salary
- Club fees (Maximum 2 clubs)
- Mediclaime and Personal accident insurance as per Rules of the company

C. Other benefits:

- Company's contribution towards Provident Fund as per the rules and regulations prescribed under Employees Provident Fund and Miscellaneous Provisions Act, 1952.
- Leave encashment at the end of tenure as per rules of the Company

In computing monetary ceiling of perquisites the company's contribution to provident fund and leave encashment at the end of the tenure shall not be taken into account.
- Use of company car with driver & telephone at residence for official purposes.

D. Minimum Remuneration

In the event of loss or inadequacy of profits in any financial year, the Managing Director shall be paid remuneration by way of salary and perquisites as specified above as minimum remuneration.

E. Commission

In addition to the remuneration mentioned above, he will be entitled to commission @ 0.50 % of the Net Profits calculated in accordance with Section 198 of the Companies Act, 2013, every year.

FURTHER RESOLVED THAT the Board of Directors on the recommendation of the Nomination and Remuneration Committee be and is hereby authorised to alter and vary the terms of appointment and remuneration, within the permissible limits specified under Section 197 read with the Schedule V of the Companies Act, 2013 (including any statutory amendments or re-enactments thereof, for the time being in force).

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

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

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

"RESOLVED THAT pursuant to the provisions of 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, 2026 to 31st March, 2027, 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."

7. Appointment of Secretarial Auditors

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

"RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, M/s. K V C Reddy & Associates, Practicing Company Secretaries (Peer review Certificate No. 2301/2022) be and is hereby appointed as the Secretarial Auditors of the Company, for a term of five consecutive financial years commencing from the financial year 2025-26 to the financial year 2029-30, at such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Secretarial Auditors.

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

8. Approval to raise capital through issuance of equity shares or other eligible securities for an amount not exceeding ₹ 300 crore:

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

"RESOLVED THAT pursuant to the provisions of Sections 23, 41, 42, 62, 179 and other applicable provisions, if any, of the Companies Act, 2013 ("**Companies Act**"), read with the applicable provisions of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 and other rules and regulations made thereunder (including any amendment(s), statutory modification(s) and/or reenactment(s) thereof for the time being in force), the relevant provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any amendment, modification, variation or re-enactment thereof) ("**SEBI ICDR Regulations**") and in accordance with the provisions of the Memorandum of Association and the Articles of Association of the Company, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("**Listing Regulations**"), to the extent applicable, the listing agreement(s) entered into by the Company with the stock exchanges on which the equity shares of the Company ("**Equity Shares**") are listed, the Securities Contracts (Regulation) Rules, 1957, as amended ("**SCRR**"), all other applicable laws, rules and regulations, including the provisions of the Foreign Exchange Management Act, 1999 as amended and rules and regulations framed thereunder including Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, as amended, the current Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce, Government of India, as amended and the applicable rules and regulations made thereunder, the Companies (Issue of Global Depository Receipts) Rules, 2014, the Depository Receipts Scheme, 2014, as amended, the Framework for issue of Depository Receipts notified by SEBI vide circular dated October 10, 2019, as amended, Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993, as amended and such other statutes, clarifications, rules, regulations, circulars, notifications, guidelines, if any, as may be applicable, as amended from time to time issued by the Government of India, and such other statutes, clarifications, rules, regulations, circulars, notifications, guidelines, if any, as may be applicable, as amended from time to time issued by the Government of India, the Ministry of Corporate Affairs ("**MCA**"), the Reserve Bank of India ("**RBI**"), the Securities and Exchange Board of India ("**SEBI**"), and/ or any other relevant / statutory authorities in India or abroad from time to time, to the extent applicable and subject to all other approval(s), consent(s), permission(s) and/or sanction(s) as may be required from various regulatory and statutory authorities, including the Government of India, the RBI, SEBI, MCA and the Stock Exchanges (hereinafter singly or collectively referred to as "**Appropriate Authorities**") and subject to such terms, conditions and modifications as may be prescribed by any of the Appropriate Authorities while granting such approval(s), consent(s), permission(s) and/ or sanction(s), which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**", which term shall be deemed to mean and include any duly constituted committee thereof for the time

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being exercising the powers conferred by the Board), the consent of the members of the Company be and is hereby accorded, to create, issue, offer and allot (including with provisions for reservations on firm and/or competitive basis, or such part of issue and for such categories of persons as may be permitted) such number of Securities (as defined hereinafter), for cash, in one or more tranches, with or without green shoe option, whether Rupee denominated or denominated in foreign currency, for an aggregate amount up to ₹300 crores, by way of one or more public and/or private offerings and/or on a preferential allotment basis and/or a qualified institutions placement (“**QIP**”) to “qualified institutional buyers” as defined in the SEBI ICDR Regulations and/or any combination thereof and/or any other permitted modes through issue of prospectus and/or an offer document and/or a private placement offer letter and/or placement document and/or such other documents/writings/ circulars/ memoranda in such a manner, in such tranche or tranches, by way of an issue of Equity Shares or by way of an issue of any instrument or security including convertible/ redeemable preference shares, fully/partially convertible debentures or by way of a composite issue of non-convertible debentures, issue of Global Depository Receipts (“**GDRs**”), American Depository Receipts (“**ADRs**”) or any other eligible securities (instruments listed above collectively with the Equity Shares to be hereinafter referred to as the “**Securities**”) or any combination of Securities, with or without premium, to be subscribed to in Indian and /or any foreign currencies by all eligible investors, including, residents or non-resident investors/ whether institutions, foreign portfolio investors and/or incorporated bodies and/or trusts or otherwise/ qualified institutional buyers/ mutual funds/ pension funds/ venture capital funds/ banks/ alternate investment funds/ Indian and/or multilateral financial institutions, insurance companies/ trusts/ stabilizing agents and any other category of persons or entities who are authorised to invest in the Securities of the Company as per extant regulations/ guidelines or any combination of the above as may be deemed appropriate by the Board in its absolute discretion and whether or not such investors are members of the Company (collectively called “**Investors**”), to all or any of them, jointly or severally through a prospectus and/or an offer document and/or a private placement offer letter and/or placement document and/or such other documents/writings/ circulars/ memoranda in such a manner on such terms and conditions, considering the prevailing market conditions and other relevant factors wherever necessary, at such price or prices, whether at prevailing market price(s) or at permissible discount or premium to market price(s) in terms of applicable laws and regulations, with authority to retain over subscription up to such percentage as may be permitted under applicable regulations, including the discretion to determine the categories of Investors to whom the offer, issue and allotment of Securities shall be made to the exclusion of others, in such manner, including allotment to stabilizing agent in terms of green shoe option, if any, exercised by the Company, and where necessary in consultation with the book running lead manager(s) and/or underwriters and/or stabilizing agent and/or other advisors or

otherwise on such terms and conditions, including the security, rate of interest etc., issue of Securities as fully or partly paid, making of calls and manner of appropriation of application money or call money, in respect of different class(es) of investor(s) and/or in respect of different Securities, deciding of other terms and conditions like number of securities to be issued, face value, number of Equity Shares to be allotted on conversion/redemption/ extinguishment of debt(s), terms of issue, period of conversion, fixing of record date or book closure terms if any, as the Board may in its absolute discretion decide, in each case subject to applicable laws and on such terms and conditions as may be determined and deemed appropriate by the Board in its absolute discretion and without requiring any further approval or consent from the members at the time of such issue and allotment considering the prevailing market conditions and other relevant factors in consultation with the book running lead manager(s)/merchant banker(s) to be appointed by the Company so as to enable the Company to list on any stock exchange in India or overseas jurisdictions.”

“RESOLVED FURTHER THAT, in pursuant of the aforesaid resolutions: (a) the Securities to be so created, offered, issued and allotted in terms of this resolution shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company and the fully paid-up Equity Shares that may be issued by the Company (including issuance of Equity Shares pursuant to conversion of any Securities as the case may be in accordance with the terms of the offering) shall rank *pari passu* with the existing Equity Shares of the Company in all respects and (b) Equity Shares issued on conversion of Eligible Securities convertible into Equity Shares shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of division, reclassification of equity shares into other securities, issue of equity shares by way of capitalisation of profit or reserves, or any such capital or corporate restructuring;”

“RESOLVED FURTHER THAT, in case of a qualified Institutions Placement pursuant to the SEBI ICDR Regulations, the allotment of equity shares, shall only be made to Qualified Institutional Buyers as defined under ICDR Regulations, such equity shares shall be allotted as fully paid-up and the allotment shall be completed within 365 days from the date of passing of this resolution at such price being not less than the price determined in accordance with the pricing formula provided under the ICDR Regulations. The Company may, in accordance with applicable law, also offer a discount of not more than 5% or such percentage as permitted under applicable law on the floor price calculated in accordance with the pricing formula provided under the ICDR Regulations.

RESOLVED FURTHER THAT in the event Equity Shares are issued by way of qualified institutional placement under the ICDR Regulations,, the “relevant date” for the purpose of pricing of the Equity Shares to be issued, shall be the date of the meeting in which the Board or the committee of directors authorised by the Board, decides to open the proposed issue of such Equity Shares, subsequent to the receipt of members’ approval in

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terms of provisions of the Act and other applicable laws, rules, regulations and guidelines in relation to the proposed issue of the Equity Shares;

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of securities or equity shares on conversion of securities, the Board be and is hereby authorized on behalf of the Company to seek listing of any or all of such securities or equity shares as the case may be, on one or more stock exchanges in India.

“RESOLVED FURTHER THAT, for the purpose of giving effect to the above resolutions, approval of the Members of the Company be and is hereby accorded to the Board and the Board and/or a duly authorized committee, be and is hereby authorised to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including but not limited to finalisation and approval of the offer document(s), private placement offer letter, determining the form and manner of the issue, including the class of investors to whom the Securities are to be issued and allotted, number of Securities to be allotted, issue price, face value, fixing the record date, execution of various transaction documents, and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and utilisation of the proceeds as it may in its absolute discretion deem fit.”

“RESOLVED FURTHER THAT, without prejudice to the generality of the above, the aforesaid Securities may have such features and attributes or any terms or combination of terms in accordance with international practices to provide for the tractability and free transferability thereof as per the prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of dividend, issue of additional Equity Shares, variation of the conversion price of the Securities or period of conversion of Securities into Equity Shares during the duration of the Securities and the Board, be and is hereby authorised, in its absolute discretion, in such manner as it may deem fit, to dispose-off such of the Securities that are not subscribed.”

“RESOLVED FURTHER THAT, for the purpose of giving effect to any offer, issue, or allotment of Securities or instruments representing the same, as described above, the Board be and is hereby authorised to do all such acts, deeds, matters in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of the nature of the issuance, terms and conditions for the issuance of Securities including the number of Securities that may be offered in domestic and international markets and proportion thereof, issue price and discounts permitted under applicable law, premium amount on issue/ conversion of the Securities, if any, rate of interest, timing for issuance of such Securities and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, opening and maintaining bank accounts, entering into and executing arrangements for managing, underwriting, marketing, listing, trading and entering into and executing arrangements with merchant

bankers, lead managers, legal advisors, depository, custodian, registrar, stabilizing agent, monitoring agency, paying and conversion agent, trustee, escrow agent and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalise, approve and issue any document(s) or agreements including but not limited to the placement document and filing such documents (in draft or final form) with any Indian or foreign regulatory authority or stock exchanges and sign all deeds, documents and writing and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and take all steps which are incidental and ancillary in this connection, including in relation to utilisation of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution and all actions taken by the Board, to exercise its powers, in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed, in all respects.”

RESOLVED FURTHER THAT

- the offer, issue and allotment of the aforesaid Equity Shares shall be made at such time or times as the Board may in its absolute discretion decide, subject, however, to applicable guidelines, notifications, rules and regulations;
- the Equity Shares to be issued by the Company as stated aforesaid shall rank pari-passu with all existing Equity Shares of the Company;
- the Board be and is hereby authorized to decide and approve the other terms and conditions of the issue of the above-mentioned Equity Shares and also shall be entitled to vary, modify or alter any of the terms and conditions, including size of the issue, as it may deem expedient;
- the Board be and is hereby authorized to do all such acts, deeds, matters and things including but not limited to finalization and approval of the preliminary as well as final offer document(s), placement document or offering circular, as the case may be, execution of various transaction documents, as it may in its absolute discretion deem fit and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of shares and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to engage/appoint merchant bankers, underwriters, guarantors, depositories, custodians, registrars, stabilizing

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agents, bankers, lawyers, advisors and all such agencies as may be involved or concerned in the issue and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, contracts/agreements, memoranda, documents, etc., with such agencies, to seek the listing of shares on Stock Exchanges.

RESOLVED FURTHER THAT subject to applicable law, the Board be and is hereby authorized to delegate all or any of its powers herein conferred by this resolution to any Committee of the Board, with powers to further delegate any of such powers to any of the Director(s) and/or Official(s) of the Company or any other person(s), with or without such condition(s) or stipulation(s) or in any manner, as the Committee may deem fit in its absolute discretion to give effect to the above resolution."

9. Ratification of remuneration payable to the Cost Auditors

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

"RESOLVED THAT pursuant to the provisions of Section 148 and 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 2025-26, amounting to Rs. 1,60,000/- per annum (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 authorized 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**

Sd/-

K. Jhansi Laxmi
Company Secretary
MNo:A16577

Place: Secunderabad
Date: August 12, 2025

CIN:L24110TG1980PLC002633

Registered Office:

'PREMIER HOUSE', # 11, Ishaq Colony,
Near AOC Centre, Secunderabad,
Telangana- 500015.

Ph: +91 40 66146801 to 03, Fax: +91 40 661406839

Email: investors@pelgel.com Website:www.pelgel.com

NOTES:

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 ('the Act') and the rules made thereunder setting out the material facts and reasons for the proposed resolutions is annexed to the Notice of the 45th Annual General Meeting (AGM). Further, pursuant to Regulation 36(3) of the Securities and exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, the relevant details with respect to 'Director seeking appointment/ re-appointment and fixation of remuneration at this AGM' are also provided as **Annexure – A**.
2. The Ministry of Corporate Affairs (MCA), vide its General Circular No. 09/2024 dated September 19, 2024 and other Circulars in this respect ('MCA Circulars') allowed, inter-alia, conduct of AGMs through Video Conferencing/ Other Audio-Visual Means ('VC/OAVM') facility on or before September 30, 2025 in accordance with the requirements provided in paragraphs 3 and 4 of MCA General Circular No. 20/2020. The Securities and Exchange Board of India (SEBI) also vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 ("SEBI Circulars"), has provided certain relaxations from compliance with certain provisions of the SEBI Listing Regulations. In Compliance with these Circulars, provisions of the Act and the SEBI Listing Regulations, the 45th AGM of the Company is being held through VC/OAVM, which does not require the physical presence of the members at a common venue. The detailed procedure for participating in the Meeting through VC/OAVM facility is mentioned hereunder. The deemed venue for the AGM shall be the Registered Office of the Company situated at 'Premier House', # 11, Ishaq Colony, Near AOC Centre, Secunderabad-500015, Telangana, India.
3. The Company has enabled the Members to participate at the 45th 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 45th 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.
4. **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 this AGM and hence, the Proxy Form and Attendance Slip and route map of AGM are not annexed to this Notice.**
5. In accordance with the aforesaid Circulars, the Notice of the 45th AGM along with the Annual Report for the financial year 2024-

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25 (Annual Report) is being sent only through electronic mode to the Members who have registered their e-mail addresses with the Company/Depository Participants, unless a member has requested a physical copy of the same. The Notice of 45th AGM and Annual Report 2024-25 will also be available on the Company's website at www.pelgel.com, on the websites of the Stock Exchanges i.e., BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and on the website of Company's Registrar and Transfer Agent, KFin Technologies Limited at <https://evoting.kfintech.com>. The company will not be dispatching physical copies of the Annual Report 2024-25 and the notice of the 45th AGM to any member.

A letter containing the web-link and QR code to access the Annual Report for the financial year 2024-25 is being sent separately to the shareholders whose email addresses are not registered with the Company/Depository Participants/Registrar and Share Transfer Agent.

6. 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, the Secretarial Standard on General Meetings (SS-2) issued by the ICSI 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 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 the 45th AGM are provided in this Notice.**
7. The remote e-voting period commences on Friday, September 26, 2025 (9:00 A.M.IST) and ends on Monday, September 29, 2025 (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 Tuesday, September 23, 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.
8. 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.
9. 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.
10. The Board of Directors of the Company at their meeting held on May 22, 2025 has recommended a final dividend of Rs. 0.50/- per equity share of Rs. 2/- each for the financial year 2024-25, subject to approval of shareholders at its 45th AGM.
11. The Company has fixed Tuesday, September 23, 2025 as the "Record Date" for determining entitlement of members to final dividend for the financial year ended March 31, 2025, if approved at the AGM.
12. Book Closure and Dividend
 - i. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, September 24, 2025 to Tuesday, September 30, 2025 (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, 2025, if approved at the AGM.
 - ii. The dividend of Rs. 0.50/- per equity share of Rs. 2/- 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 Tuesday, September 23, 2025 (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 Tuesday, September 23, 2025 (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

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treaty benefits by uploading the documents on the link <https://ris.kfintech.com/form15/>. No communication would be accepted from Members after September 23, 2025 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.
13. 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: einward.ris@kfintech.com.
14. 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 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 i.e., <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>.
15. The Board of Directors has appointed Mr. K.V. Chalama Reddy (Membership No.: F9268), M/s. K V C Reddy & Associates, Company Secretaries, as the 'Scrutinizer' to scrutinize the remote e-voting process and voting during the AGM, in a fair and transparent manner.
16. The Scrutinizer shall submit his report within the prescribed timelines, to the Chairman of the Company or any person authorized in that respect, after completion of scrutiny of the e-voting (votes cast through remote e-voting and votes cast during the AGM). 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.
17. The results of the voting declared along with the Scrutinizer's report shall be communicated to the stock exchanges viz. BSE Limited and National Stock Exchange of India Limited where the shares of the Company are listed, RTA, and will also be displayed on the Company's website at www.pelgel.com
18. 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.
19. The Register of Directors and Key Managerial Personnel and their shareholding and the Register of Contracts or Arrangements in which the Directors are interested maintained under the Act and all the documents referred to in the Notice will be available for inspection by the Members during the 45th AGM. Members desiring inspection of statutory registers and other relevant documents are requested to write to the Company at investors@pelgel.com.
20. 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.
21. 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.
22. 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. Members in physical form, desiring to avail this facility may send their nomination in the prescribed form duly filled-in to KFinTech. Members holding shares in electronic mode may contact their respective Depository Participant for availing this facility.

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23. 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).
24. 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.
25. 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 online application which can be accessed at <https://ris.kfintech.com/default.aspx?InvestorServices>> Investor Support. 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>.

26. Unclaimed Dividend: Members who wish to claim the unclaimed dividends of the past years, are requested to correspond with 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.
27. 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.
28. To support the 'Green Initiative', members who have not yet registered their e-mail address are requested to register the same with the Depository Participants in case the shares are held in dematerialized form and with Company/ KFinTech, in case the shares are held in physical form for receiving all communications including Annual Report and other Notices from the Company electronically.

29. 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 23, 2025 (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 Friday, September 26, 2025 (9.00 A.M. IST) and ends on Monday, September 29, 2025 (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., Tuesday, September 23, 2025, 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 inward.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.

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- 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.

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.nsdl.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.nsdl.com II. Select "Register Online for IDeAS" or click at https://eservices.nsdl.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.nsdl.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 eVoting period.

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Individual Shareholders holding securities in demat mode with CDSL	1.	Existing user who have opted for Easi/Easiest
	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-eVoting portal.
	V.	Click on e-Voting service provider name to cast your vote.
	2.	User not registered for Easi/Easiest
	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
	I.	Visit URL: www.cdslindia.com
Individual Shareholder login through their demat accounts/ Website of Depository Participant	II.	Provide your demat Account Number and PAN
	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.
	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.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

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:
- Launch internet browser by typing the URL : [https:// emeetings.kfintech.com/](https://emeetings.kfintech.com/)
 - 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.
 - After entering these details appropriately, click on "LOGIN".

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- 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.
- 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 authorized 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 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 atleast 15 minutes before the commencement of AGM and shall be closed

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after the expiry of 15 minutes after such schedule time. The detailed instructions for participation by Members at the 45th 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 26, 2025 (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 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.
- viii. Members may note that the facility of joining/participation at the AGM through VC/OAVM shall be available for atleast 2000 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 26, 2025 to 5.00 P.M. (IST) on September 29 2025 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 26, 2025 (9.00 A.M.) to September 29, 2025 (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 Tuesday, September 23, 2025, 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/](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.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH THE RULES MADE THEREUNDER:

Item No. 4: Approval for payment of remuneration to Mr. T.V. Chowdary, Managing Director of the company:

As a part of succession plan Mr. T.V. Chowdary, Deputy Managing Director, was redesignated/appointed as Managing Director by the Board at its Meeting held on January 07, 2022 for a period of five

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years with effect from February 14, 2022 to 13/02/2027 and fixed the remuneration for a period of three years. The same was approved by the Members through Postal Ballot on 12/02/2022. Further, considering the contribution of Mr. T.V. Chowdary, the Board of Directors at their meeting held on February 12, 2025, based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members, approved the payment of remuneration to Mr. T.V. Chowdary, Managing Director for the remaining period of his present term till February 13, 2027.

Mr. T.V. Chowdary is a chemical engineer with over 40 years of experience in production of explosives, detonators and solid propellants and has been at the forefront in various aspects for the management.

A brief profile and other details of Mr. T.V. Chowdary is provided in **Annexure - A** pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards for the purpose of Item No. 4 of this Notice.

None of the other Directors/Key Managerial Personnel or their relatives except Mr. T.V. Chowdary is, in any way, concerned or interested, financially or otherwise in the resolution set out at Item No. 4.

Keeping in view the immense contribution made by Mr. T.V. Chowdary to the Company and his rich and varied experience, the Board recommends the Special Resolution set forth in Item No. 4 of the notice for approval of the Members.

Item No. 5: Approval for payment of remuneration to Mr. Y. Durga Prasad Rao, Director (Operations) of the company:

The members of the Company at the 42nd Annual General Meeting held on September 16, 2022 approved the reappointment of Mr. Y. Durga Prasad Rao, as Wholtime Director designated as Director-(Operations) for a period of five years w.e.f. August 10, 2022 and fixed the remuneration for a period of three years..

Based on the performance evaluation and the recommendations of the Nomination and Remuneration Committee and keeping in view the expertise of Mr. Y. Durga Prasad Rao, the Board of Directors at their Meeting held on May 22, 2025 approved the payment of remuneration to Mr. Y. Durga Prasad Rao for the remaining period of his present term till August 09, 2027, subject to the approval of the Members.

A brief profile and other details of Mr. Y. Durga Prasad Rao is provided in **Annexure - A** pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards for the purpose of Item No. 5 of this Notice.

None of the other Directors/Key Managerial Personnel or their relatives except Mr. Y. Durga Prasad Rao is, in any way, concerned or interested, financially or otherwise in the resolution set out at Item No. 5.

Keeping in view the immense contribution made by Mr Y. Durga Prasad Rao to the Company and his rich and varied experience, the Board recommends the Special Resolution set forth in Item No. 5 of the notice for approval of the Members.

Item No. 6: Payment of remuneration to Dr. Amarnath Gupta (DIN: 00053985), Chairman and Non-Executive Non-Independent Director:

Dr. Amarnath Gupta, aged 80 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 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. The Board of Directors on the recommendation of the Nomination & Remuneration Committee recommend the payment of remuneration to Dr. Amarnath Gupta. Your approval is therefore sought for the remuneration and benefits, payable to Dr. Amarnath Gupta for the period commencing from 1st April, 2026 to 31st March, 2027 as provided below:

- Monthly remuneration of Rs. 2,20,000/- aggregating to Rs. 26,40,000/- for the period commencing from 1st April, 2026 to 31st March, 2027 and;
- 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. 6 and as may be determined by the Board from time to time.

Dr. Amarnath Gupta is the founder promoter of the Company and

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holds 131,00,915 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. 6 of the Notice for your approval.

Item No. 7: Appointment of Secretarial Auditors:

Pursuant to provisions of Section 204 of the Companies Act, 2013, and relevant rules thereunder, read with Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), every listed company is required to annex with its Board's Report, a secretarial audit report, issued by a Practicing Company Secretary. For this purpose, the Board of Directors of the Company had appointed M/s. K V C Reddy & Associates, Practicing Company Secretaries as Secretarial Auditors of the Company for the financial year 2024-25 and they have issued their report which is annexed to the report of the Board of Directors of the Company as a part of the Annual Report.

SEBI vide its notification dated December 12, 2024, amended the SEBI LODR Regulations. The amended regulations require companies to obtain shareholders' approval for appointment of Secretarial Auditors for a period of 5 years in addition to approval by the Board of Directors. Further, such Secretarial Auditor must be a peer reviewed Company Secretaries and should not have incurred any of the disqualifications as specified by SEBI.

In light of the aforesaid, the Board of Directors has, pursuant to the recommendations of the Audit Committee and subject to the approval of the shareholders, appointed M/s. KVC Reddy & Associates, Practicing Company Secretaries as the Secretarial Auditors of the Company for a period of five consecutive financial years commencing from Financial Year 2025-2026 till Financial Year 2029-2030 at such remuneration as may be determined by the Board of Directors of the Company in consultation with the Secretarial Auditors. M/s. K V C Reddy & Associates, Practicing Company Secretaries, Hyderabad, have more than 25 years of experience in Corporate Law practice and their expertise covers Corporate legal compliances, Corporate Governance, Advisory and Consulting, conducting AGMs, EGMs, Board Meetings, Secretarial Audits, Due Diligence and well versed with Statutory Compliance under SEBI Regulations, Stock Exchange Listing Agreements, Company Law and related acts. Furthermore, in terms of the amended regulations, the firm has provided a confirmation that they have subjected themselves to the peer review process of the Institute of Company Secretaries of India and hold a valid peer review Certificate. M/s. K V C Reddy & Associates, Practicing Company Secretaries have confirmed that they are not disqualified from being appointed as Secretarial Auditors and that they have no conflict of interest.

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

The Board recommends the resolution set out at Item No. 7 of the Notice for approval of the members by way of Ordinary Resolution.

Item No.8: Approval to raise capital through issuance of equity shares or other eligible securities for an amount not exceeding ₹ 300 crore:

The Members have passed a Special Resolution for raising of capital up to an amount not exceeding Rs. 400 crores (Rupees Four Hundred crore only) through postal ballot on May 25, 2024, However, the Company has not raised any amount as plans for deployment have been delayed due to Government Clearances/Approvals.

It is an enabling resolution, which remains valid for a period of 12 (twelve) months from the date of its passing as per SEBI (ICDR) provisions and hence the need to pass the resolution once again.

The Company still intends to raise capital and hence, an enabling Special Resolution is being proposed to give necessary authority to the Board of Directors to decide and finalize the timing and the terms of the issue, subject to compliance with all applicable laws, rules, regulations, guidelines and approvals.

It is proposed to raise an amount not exceeding Rs. 300 crores and the proceeds of the offerings are intended to part finance the Company's capital expenditure needs and / or for other general corporate purposes, including refinancing/repayment of expensive debt, expansion, diversification projects, working requirements and other permissible uses, depending upon market dynamics.

None of the Directors, Key Managerial Personnel or their relatives are in any ways interested or concerned in the said resolution.

The Board recommends the Special Resolution as set out at item no.8 of the Notice for approval of the members.

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, 2026, 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 paid/payable to the Cost Auditors as set out in the Resolution for the aforesaid services to be rendered by them.

None of the, Directors or Key Managerial Personnel of the Company, or their relatives, are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

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

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Annexure – A

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

Details of Directors seeking appointment/re-appointment & fixation of Remuneration at the Annual General Meeting

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India]

Name	Dr. Amarnath Gupta	Mr. T.V. Chowdary	Mr. Y. Durga Prasada Rao
DIN	00053985	00054220	08072805
Date of birth	14/04/1945	16/08/1957	20/05/1963
Age	80 years	68 years	62 years
Date of first Appointment on the Board	20/02/1980	31/08/2005	10/08/2019
Qualifications	M.Sc. (Mining & Engineering), D.Sc. (honorary)	B.Sc. Tech (Petroleum)	B.Tech (Mechanical Engineering)
Experience & Expertise in specific functional area	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.	A chemical engineer with over 40 years of experience in production of explosives, detonators, and solid propellants.	He holds a Bachelor's degree in Technology in Mechanical Engineering from Sri Venkateswara University, Tirupathi, Andhra Pradesh. He has experience in production of explosives propellants and project execution. He has been working with the Company since July 01, 1989 and is currently heading the manufacturing activities of our Company at Peddakandukuru and Katepally
Terms and Conditions of appointment / reappointment	Reappointment upon retirement by rotation and payment of remuneration	Payment of remuneration as specified in item No. 4 of the Notice	Payment of remuneration as specified in item No.5 of the Notice
No of shares held in the Company	13100915 equity shares	157290 equity shares	385 equity shares
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Spouse of Dr.(Mrs.) Kailash Gupta, Non-Executive Director & Father of Mrs. Shonika Prasad, Non-Executive Director	Not related to any director of the company	Not related to any director of the company
No of Meetings of the Board attended during the year	7 out of 7 meetings in FY 2024-25	7 out of 7 meetings in FY 2024-25	7 out of 7 meetings in FY 2024-25
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.	NIL	NIL	NIL

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Name	Dr. Amarnath Gupta	Mr. T.V. Chowdary	Mr. Y. Durga Prasada Rao
Directorships held in other companies	PELNEXT Defence Systems Private Limited	Premier Wire Products Limited Octane Chemicals Private Limited PELNEXT Defence Systems Private Limited Global Premier Limited	Premier Wire Products Limited
Memberships / Chairmanships of Committees of other companies (include only Audit Committee / Investor Grievances Committee)	Premier Explosives Limited - Audit Committee (Member) - Nomination and Remuneration Committee (Member)	Premier Explosives Limited - Stakeholders Relationship Committee (Member)	None
Remuneration last drawn by such person, if applicable and remuneration sought to be paid	Given in the Resolution proposed to be passed in the 45 th AGM Notice.	Given in the Resolution proposed to be passed in the 45 th AGM Notice	Given in the Resolution proposed to be passed in the 45 th AGM Notice

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

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

Place: Secunderabad
Date: August 12, 2025

CIN:L24110TG1980PLC002633

Registered Office:

'PREMIER HOUSE', # 11, Ishaq Colony,
Near AOC Centre, Secunderabad,
Telangana- 500015.

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