



**Premier
Explosives
limited**

PREMIER EXPLOSIVES LIMITED

CIN: L24110TG1980PLC002633

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

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

NOTICE TO THE SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT AN EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF PREMIER EXPLOSIVES LIMITED WILL BE HELD ON FRIDAY, THE 09TH DAY OF JUNE, 2017 AT 10.30 A.M AT SURANA UDYOG AUDITORIUM, FEDERATION OF TELANGANA AND ANDHRA PRADESH CHAMBERS OF COMMERCE & INDUSTRY, 11- 6-841, RED HILLS, HYDERABAD-500004 TO TRANSACT THE FOLLOWING BUSINESS

SPECIAL BUSINESS:

Item No. 1

1. Issue of Shares Equity Shares and Warrants on Preferential Basis:

To consider, and, if thought fit, to pass with or without modification(s), the following resolutions as Special Resolutions

“RESOLVED THAT pursuant to the provisions of the Companies Act, 2013 including Section 62 and all other applicable provisions, if any, of the Companies Act, 2013, as amended (**the “Companies Act”**) and the Rules made there under to the extent notified and in effect, the applicable provisions, if any, of the Companies Act, 1956, as amended (without reference to the provisions thereof that have ceased to have effect upon notification of sections of the Companies Act) and the Foreign Exchange Management Act, 1999, as amended, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, and the rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India, the Reserve Bank of India, and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended (**“SEBI ICDR Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**“SEBI Listing Regulations”**), the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (the **“Takeover Regulations”**) and any other rules / regulations / guidelines, if any, prescribed by the Securities and Exchange Board of India, Reserve Bank of India, Stock Exchange and/or any other statutory / regulatory authority whether in India or abroad and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and 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 include any committee(s) thereof constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution to the extent permitted by law), the Board be and is hereby authorized, on behalf of the Company, to create, offer, issue and allot, from time to time and in one or more tranches, up to, 6,13,000 (Six Lakh Thirteen Thousand only) Equity shares (**“Issue Shares”**) of Rs. 10/- (Rupees Ten only) each, on a preferential basis for cash at a price of Rs. 408.00/- (Rupees Four Hundred Eight Only) per Equity Share including premium of Rs. 398/- (Rupees Three Hundred Ninety Eight Only) per Equity Share, aggregating to Rs 25,01,04,000 /- (Rupees Twenty Five Crore One Lakh Four Thousand Only), to the below mentioned proposed promoter and non –promoter investors (**“Investors”**) and 1,38,000 (One Lakh Thirty Eight Thousand Only) warrants (**“Warrants”**) (1 Warrant convertible into 1 Equity Share of face value of Rs.10/- each) at a price of Rs. 408.00/- (Rupees Four Hundred Eight Only) per Warrant, including including premium of Rs. 398/- (Rupees Three Hundred Ninety Eight Only) per Warrant aggregating Rs. 5,63,04,000/- (Rupees Five Crore Sixty Three Lakh Four Thousand Only) to to the below mentioned proposed promoter and non –promoter investors (**“Investors”**) (collectively referred as **“Allottees”** and individually **“Allottee”**) aggregating Rs. 30,64,08,000/- (Rupees Thirty Crore Sixty Four Lakh Eight Thousand Only) in accordance with the provisions of the SEBI ICDR Regulations through offer letter and/or circular and/or information memorandum and/or private placement memorandum and/or such other documents / writings, on such terms and conditions and in such manner, as the Board may, in its absolute discretion thinks fit (**“Preferential Issue”**):

Sr. No	Name of the proposed allottees	Category (Promoter and Promoter Group/ Non - promoter)	No of Equity Shares to be allotted	No of Equity Warrants to be allotted	Consideration payable
1.	A.N.Gupta	Promoter and Promoter Group	50,020	50,100	4,08,48,960/-
2.	Kailash Gupta	Promoter and Promoter Group	25,000	50,000	3,06,00,000/-
3.	Natrizen Chemicals Pvt Ltd	Non - promoter	4,000	-	16,32,000/-
4.	Infina Finance Pvt Ltd	Non - promoter	4,85,436	-	19,80,57,888/-
5.	Sheetal Abhinandan Lodha	Non - promoter	48,544	-	1,98,05,952/-
6.	Tripuraneni Venkaiah Chowdary	Non - promoter	-	4,000	16,32,000/-
7.	Vikram Mahajan	Non - promoter	-	15,000	61,20,000/-
8.	Chitiprolu Subba Rao	Non - promoter	-	2,000	8,16,000/-
9.	Y. Durga Prasad Rao	Non - promoter	-	500	2,04,000/-
10.	P.Ravinder Rao	Non - promoter	-	1,500	6,12,000/-
11.	Swargham Janardhan	Non - promoter	-	200	81,600/-
12.	Narendra V. Geda	Non - promoter	-	200	81,600/-
13.	Malti Tripuraneni	Non - promoter	-	4,000	16,32,000/-
14.	Vamsi Krishna Yepuru	Non - promoter	-	500	2,04,000/-
15.	Sarada Gupta	Non-promoter	-	5,000	20,40,000/-
16.	Shaktiprakash Kailwoo	Non-promoter	-	5,000	20,40,000/-
			6,13,000	1,38,000	30,64,08,000/-

RESOLVED FURTHER THAT the allotment pursuant to this resolution shall be made within 15 days from the date of receipt of approval of the shareholders or any approval from any Regulatory Authority / Central Government, whichever is later or as specified under Regulation 74 of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT the price of the Equity Shares has been calculated in accordance with the provisions of Chapter VII of the SEBI ICDR Regulations. 'Relevant Date' for the purpose of calculating the price of the Equity Shares is May 10, 2017 the date which is 30 days prior to the date of shareholders meeting for approving the Preferential Issue.

“RESOLVED FURTHER THAT

a) Warrants shall be convertible into equity shares of the Company not later than 18 months from the date of their allotment in accordance with the SEBI (ICDR) Regulations at the option of the warrant holder without any further approval of the shareholders prior to or at the time of conversion.

b) The Warrants by itself do not give to the Warrants holder any rights of the shareholders of the company

c) The warrant holder shall pay an amount equal to at least 25% of the price fixed per Warrant in terms of the SEBI (ICDR) Regulations on or before the allotment of Warrants. If the option to acquire equity shares pursuant to conversion of Warrants is not exercised as per above clause a, the amount paid under this clause c shall be forfeited by the Company.

d) The aforesaid allotment of the Warrants and the equity shares to be allotted upon the conversion of Warrants shall be subject to the requirement of Lock-in/Non-transferability as per the requirements of SEBI (ICDR) Regulations.

e) The equity shares to be allotted upon conversion of Warrants shall rank paripassu in all respects including as to dividend, with the existing fully paid up equity shares of face value of Rs. 10/- each of the Company and shall be subject to the relevant provisions contained in the Memorandum and Articles of Association of the Company.

f) The allotment of Warrants, allotment of equity shares pursuant to conversion of Warrants, conditions of payment of consideration and other terms and condition thereof shall be subject to any statutory amendment and modification, notification, rules, regulations under any applicable law as may be for the time being in force”

RESOLVED FURTHER THAT the allotment shall be made in dematerialized form.

RESOLVED FURTHER THAT the Equity Shares so issued and allotted as above shall be locked in as per the provisions of Regulation 78 of Chapter VII of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT the Equity Shares shall be listed on the stock exchanges, where the existing equity shares of the Company are listed.

RESOLVED FURTHER THAT the Equity Shares so issued by the Company to the allottees on a preferential basis, shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari-passu with the existing equity shares of the Company in all respects, including as to dividend.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do and carry out all such acts, deeds, matters and things as it may in its sole discretion deem necessary for such purpose, including without limitation, appointment of consultants, solicitors, scrutinizers or any other agencies as may be required, and entering into arrangements for listing, trading, depository services and such other arrangements and agreements as may be necessary, with full powers to settle any question, difficulty or doubt that may arise at any time in relation to the issue or allotment of said Equity Shares and utilisation of issue proceeds thereof.

RESOLVED FURTHER THAT for the purpose of giving effect to the Preferential Issue, the Managing Director, Deputy Managing Director, the Chief Financial Officer and Company Secretary of the Company be and are hereby authorised severally on behalf of the Company, to sign all documents and settle all questions, difficulties, or doubts that may arise in regard to the issue, offer and allotment of the Equity Shares and utilization of the issue proceeds as they may in their absolute discretion deem fit, including but not limited to seeking listing of the Equity Shares on the relevant stock exchange as appropriate, opening bank accounts on behalf of the Company, making, amending and finalizing all applications for any approvals, consents or permissions as may be considered necessary, proper and expedient, making disclosures to the stock exchange where the equity shares of the Company are listed, including sub-delegating the above powers any committee of the Board, any other director or officer of the Company, to the extent deemed necessary and expedient, to form a Committee and /or delegate all or any of their powers to any committee of directors (including any officer(s) of the Company) and are authorised to do all such acts, deeds, matters and things as they may in their absolute discretion deemed necessary or desirable for such purpose in the best interest of the Company to give effect to the aforesaid resolution without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

Item No. 2: To approve the borrowing limits of the Company

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

“**RESOLVED THAT** in supersession of the Resolution approved at the Annual General Meeting held on 24th September, 2015 and pursuant to the provisions of Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or reenactment thereof for the time being in force) subject to such approvals, consents, sanctions and permissions, as may be necessary, and the Articles of Association of the Company and all other provisions of applicable laws, the Consent of the members be and is hereby accorded to the Board of Directors (hereinafter referred to as the “Board”, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) to borrow monies in excess of the aggregate of the paid-up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained/to be obtained from the Company’s Banker(s) and other lending entities in the ordinary course of business, shall not be in excess of Rs.200 Crores (Rupees Two Hundred Crores only).”

“**RESOLVED FURTHER THAT** the Board of Directors, be and are hereby authorized to do all such acts, deeds, and things as it may in its absolute discretion deemed fit, required or considered necessary or incidental thereto, for the purpose of giving effect to this resolution”.

Item No. 3: Creation of charge on assets of the Company

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

“**RESOLVED THAT** in suppression of the earlier Resolution approved at the Annual General Meeting held on 24th September, 2015 and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any of the Companies Act, 2013, consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, together with power to take over the substantial assets of the Company in certain events in favour of Banks/financial institutions, other investing agencies and trustees for the holders of Debentures whether partly/fully convertible or nonconvertible and /or securities linked to equity shares and /or rupee/foreign currency convertible bonds and/or bonds with share warrant attached (hereinafter collectively referred to as “Loans”) provided that the total amount of loans together with interest thereon, additional interest, compounded interest, liquidated damages, commitment charges, premium on prepayment or on redemption, cost, charges, expenses and all other monies payable by the Company in respect of the said loans, shall not, at any time exceed Rs.400 Crores (Rupees Four Hundred Crores only).”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors or any committee thereof be and is hereby authorized to finalise, settle and execute such documents/deeds/writings/papers/agreements as may be required and to do all such acts, deeds, matters and things as it may in its absolute discretion deemed fit, required, necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard to create mortgage/charge as aforesaid.”

By Order of the Board
For Premier Explosives Limited

Date: 12th May, 2017

Place: Secunderabad

Vijayashree.K
Company Secretary

Notes:

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the special business to be transacted at the meeting is annexed hereto
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
3. A Person can act as proxy on behalf of Members not exceeding 50 (Fifty) and holding in the aggregate not more than 10% (Ten percent) of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% (Ten percent) of the total share capital of the Company carrying voting rights, then such proxy shall not act as proxy for any other person or Member.
4. Members / proxies should bring duly filled Attendance Slips sent herewith to attend the meeting.
5. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Notices etc., from the Company electronically.
6. The Notice of the EGM is being sent by electronic mode to those Members whose e-mail addresses are registered with the Share Transfer Agent of the Company/Depositories, unless any Member has requested for the physical copy of the same.
7. **E-voting facility**
 - a. Pursuant to the provisions of Section 107 and 108, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer the option of E-Voting facility to all the members of the Company, on all the resolutions set forth in the Notice. For this purpose, the Company has entered into an agreement with Karvy Computershare Private Limited for facilitating e-voting. Resolution(s) passed by members through e-voting is/are deemed to have been passed, as if; they have been passed at the EGM.
 - b. Mr.K.V.Chalama Reddy, Practising company Secretary has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process.
 - c. The facility of the Ballot paper shall be made available at the meeting and the Members attending the Meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through Ballot Paper.
 - d. The Company will be sending communication relating to remote e-voting which inter alia would contain details about User Id and Password along with a copy of this Notice to the Members.
 - e. The remote e-voting period commences on 6th June, 2017 at 9.00 A.M and ends on 8th June, 2017 at 5.00 P.M. The cut off dates for the members of the Company, holding shares either in physical form or in dematerialized form will be 02nd June, 2017. The remote e-voting module shall be disabled by Karvy for voting thereafter.
 - f. The Scrutinizer shall after the conclusion of voting at the EGM will first count the votes cast at the meeting and thereafter unlock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the EGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
 - g. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company-www.pelgel.com and on the website of Karvy <https://evoting.karvy.com>, immediately after the declaration of the result by the Chairman or a person authorized by him. The results shall also be immediately forwarded to the Bombay Stock Exchange and the National Stock Exchange.

Procedure and Instructions for e-voting

The procedure and instructions for e-voting are as follows:

- i) Open your web browser during the voting period and navigate to 'https://evoting.karvy.com'
- ii) Enter the login credentials (i.e., user-id & password) mentioned in the mail received from Karvy. Your folio/DP Client ID will be your User-ID.

User – ID	For Members holding shares in Demat Form:- a) For NSDL :- 8 Character DP ID followed by 8 Digits Client ID b) For CDSL :- 16 digits beneficiary ID For Members holding shares in Physical Form:- •Event no.(EVENT) followed by Folio Number registered with the company
Password	Your Unique password is printed overleaf / provided in the email forwarding the electronic notice
Captcha	Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

- iii) Please contact our toll free No. 1-800-34-54-001 for any further clarifications.
- iv) Members can cast their vote online from 6th June, 2017 at 9.00 A.M and ends on 8th June, 2017 at 5.00 P.M
- v) After entering these details appropriately, click on "LOGIN".
- vi) Members holding shares in Demat/Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through Karvy Computershare Private Limited e-Voting platform. System will prompt you to change your password and update any contact details like mobile #, email ID etc on 1st login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vii) You need to login again with the new credentials.
- viii) On successful login, system will prompt to select the 'Event' i.e., 'Premier Explosives Limited'.
- ix) If you are holding shares in Demat form and had logged on to "https://evoting.karvy.com" and casted your vote earlier for any company, then your existing login id and password are to be used.
- x) On the voting page, you will see Resolution Description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting. Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding. If the shareholder do not wants to cast, select 'ABSTAIN'
- xi) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xii) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- xiii) Corporate/Institutional Members (corporate /FIs/Flls/Trust/Mutual Funds/Banks, etc) are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to kvcr133@gmail.com copy to evoting@karvy.com. The file scanned image of the Board Resolution should be in the naming format "Corporate Name_ Event no."

By order of the Board
Premier Explosives Limited

Date: 12th May, 2017
Place: Secunderabad

Vijayashree.K
Company Secretary

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, IN RESPECT OF SPECIAL BUSINESS SET OUT IN THE NOTICE CONVENING THE EXTRAORDINARY GENERAL MEETING

The following explanatory statement relating to the accompanying notice set out all material facts:

ITEM NO. 1:

In terms of Section 102 of the Companies Act 2013, the following Explanatory Statement sets out all the material facts relating to the Item No. 1 – issue of Equity Shares on preferential basis to Promoter & Promoter Group and Non-Promoter category.

Your Company’s business is growing and the funds are required by the Company for meeting its working capital requirements, capital expenditure for defence and commercial explosives and other general corporate purpose as allowed under applicable laws.

It is proposed to raise funds by issue of equity shares and warrants through preferential allotment subject to statutory approvals and compliances as may be required to be obtained and complied with under applicable laws in India.

The proposed issue and allotment of the Equity Shares and warrants will inter-alia be governed by the Companies Act, 2013 read with the rules framed there under (including any statutory modification or re-enactment thereof for the time being in force), the Articles of Association of the Company, the SEBI Listing Regulations and the SEBI ICDR Regulations.

The issuance of the Equity Shares and warrants to the Investors on a preferential basis will be subject to customary conditions including applicable governmental and regulatory approvals and other third party approvals. The satisfaction of these conditions is not necessarily within the control of the Company. The Equity Shares allotted to the Investor shall rank pari-passu with all other equity shares of the Company in respect of all rights including dividend.

Pursuant to provisions of Section 62 of Companies Act, 2013, any preferential allotment of securities needs to be approved by the shareholders by way of Special Resolution. The proposed issue and allotment of equity shares and warrants on a preferential basis, shall be governed by the applicable provisions of the SEBI ICDR Regulations and the Companies Act, 2013 read with the applicable rules made thereunder. Further, in terms of the Chapter VII of SEBI ICDR Regulations the following disclosures are needed to be made in the Explanatory Statement to the Notice of the Extraordinary General Meeting:

a) Object of the Preferential Issue:

The Company’s business is growing and the funds are required by the Company for meeting its working capital requirements, capital expenditure for defence and commercial explosives and other general corporate purpose as allowed under applicable laws.

b) Intention of Promoters / Directors / key management personnel to subscribe to the offer:

Promoters / Directors / key management personnel of the company are intending to participate by subscribing in the present offer towards funding the growth programme.

c) The Shareholding pattern before and after the Preferential Issue:

The shareholding pattern of the Company pre and post the preferential allotment, is given below:

Category	Pre Preferential Issue		Proposed Allotment	Post Preferential Issue	
	No of Shares	%	No of Shares	No of Shares	%
Promoter (A)	42,23,074	47.67%	1,75,120	43,98,194	45.77%
Public (B)	46,35,501	52.33%	5,75,880	52,11,381	54.23%
Total (A) + (B)	88,58,575	100.00%	7,51,000	96,09,575	100.00%
Non – Promoter Non Public (C)	-	-	-	-	-
Grand Total (A) + (B) + (C)	88,58,575	100.00%	7,51,000	96,09,575	100.00%

d) Relevant Date:

The Relevant Date as per the SEBI ICDR Regulations for the determination of issue price of the equity shares pursuant to the Preferential Issue, is fixed as May 10, 2017 i.e. being the date which is 30 (Thirty) days prior to the date on which the meeting of the shareholders is to be held to consider the proposed Preferential Issue.

e) The time within which the preferential issue shall be completed:

The issue and allotments under Preferential Issue process is to be completed within the statutory time limits prescribed by the regulatory authorities from the date of this meeting subject to all the necessary approvals being in place.

- f) *The identity of (the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control) the proposed allottees, the percentage of post Preferential Issue capital that may be held by them and change in control, if any, in the issuer consequent to the Preferential Issue:*

S. No	Name of the Proposed Allottee (s)	Category	Present holding		Proposed issue of Equity Shares/Warrants	Post Issue Holdings	
			Shares	%		Shares	%
1	A.N.Gupta	Promoter and Promoter Group	24,88,579	28.09%	1,00,120	25,88,699	26.94%
2	Kailash Gupta	Promoter and Promoter Group	10,77,798	12.17%	75,000	11,52,798	12.00%
3	Natrizen Chemicals Pvt Ltd	Non - promoter	-	-	4,000	4,000	0.04%
4	Infina Finance Pvt Ltd	Non - promoter	47,768	0.54%	4,85,436	5,33,204	5.55%
5	Sheetal Abhinandan Lodha	Non - promoter	-	-	48,544	48,544	0.51%
6	Tripuraneni Venkaiah Chowdary	Non - promoter	26,000	0.29%	4,000	30,000	0.31%
7	Vikram Mahajan	Non - promoter	26,463	0.30%	15,000	41,463	0.43%
8	Chitiprolu Subba Rao	Non - promoter	2000	0.02%	2,000	4,000	0.04%
9	Y. Durga Prasad Rao	Non - promoter	-	-	500	500	0.01%
10	P.Ravinder Rao	Non - promoter	2600	0.03%	1,500	4,100	0.04%
11	Swargham Janardhan	Non - promoter	-	-	200	200	0.00%
12	Narendra V. Geda	Non - promoter	-	-	200	200	0.00%
13	Malti Tripuraneni	Non - promoter	20,350	0.23%	4,000	24,350	0.25%
14	Vamsi Krishna Yepuru	Non - promoter	-	-	500	500	0.01%
15	Sarada Gupta	Non – promoter	-	-	5,000	5,000	0.05%
16	Shaktiprakash Kailwoo	Non – promoter	94,180	1.06%	5,000	99,180	1.03%
	Total		37,85,738	42.73%	7,51,000	45,36,738	47.21%

Details of the ultimate beneficial owners who ultimately control aforesaid proposed Bodies Corporate allottee

Sr. No.	Name of the bodies corporate with CIN	Natural persons who are the ultimate beneficial owners / ultimately controlling the proposed allottee
1	Natrizen Chemicals Pvt Ltd	Tripuraneni Venkaiah Chowdary
2	Infina Finance Pvt Ltd	Suresh A K

- g) *Pricing of Preferential Issue:*

The Equity Shares shall be priced at ₹ 408 per equity share.

- h) *Undertakings*

- An undertaking that the issuer shall re-compute the price of the specified securities in terms of the provisions of these regulations where it is required to do so – As the equity shares of the Company are listed with the BSE Limited and the National Stock Exchange of India Limited for more than six (6) months, the same is not applicable to the Company.
- An undertaking that if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked in till the time such amount is paid by the allottees – As the equity shares of the Company are listed with the BSE Limited and the National Stock Exchange of India Limited for more than six (6) months, the same is not applicable to the Company.

i) Terms of Issue of Equity Shares and warrants

- **Payment and conversion terms** - For shares full consideration shall be paid by the allottees before the time of allotment of such equity shares.

For Warrants, holder shall pay an amount equal to at least 25% of the price fixed per Warrant in terms of the SEBI (ICDR) Regulations on or before the allotment of Warrants and the remaining balance shall be paid on or before the allotment of Equity Shares upon conversion of Warrants. If the option to acquire equity shares pursuant to conversion of Warrants is not exercised within 18 months from the date of allotment of Warrants, the amount paid under this clause shall be forfeited by the Company.

- **Lock In** - The Equity Shares to be allotted on preferential basis shall be locked-in as prescribed under the provisions of Chapter VII of the SEBI ICDR Regulations.
- **The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer** – Not Applicable
- **The class or classes of persons to whom the allotment is proposed to be made**
 - i. Promoter and Promoter Group; and
 - ii. Non promoter and Non – Qualified Institutional Buyers

j) Auditors' Certificate:

A copy of the certificate of the Statutory Auditors as per SEBI ICDR Regulations will be placed before the shareholders at the meeting.

As it is proposed to issue and allot the aforesaid allotment of Equity Shares and Warrants on private placement basis through Preferential Issue, special resolution is required to be approved by members pursuant to the provisions of Section 42 and 62 of the Companies Act, 2013 and Chapter VII of the SEBI ICDR Regulations, 2009. Your Directors, therefore, recommend the resolution for your approval.

Except the promoter Directors/ Directors and their relatives, Mr.T.V.Chowdary, Deputy Managing Director and his relatives, Mr.Vikram Mahajan, Director (Marketing) and Mr.C.Subba Rao, Chief Financial Officer, subscribing to the issue, none of other Directors, any other Key Managerial Person(s) of the Company and their relatives do not have any pecuniary interest on the said resolution.

Your Board recommends the approval of the Special resolution as set out in Item No. 1 of the Notice of the Meeting.

As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the relevant stock exchanges on which the Equity Shares are listed under the provisions of the SEBI Listing Regulations.

Item No.: 2 and 3:

Pursuant to the provisions of Section 180(1)(c) and 180(1)(a) of the Companies Act, 2013, prior consent of the Shareholders by Special Resolution is required to enable the Board of Directors to exercise Borrowing Powers, which, in aggregate, may exceed the paid up share capital and free reserves of the Company and to create a charge on moveable/immoveable properties of the Company in favour of Lenders.

The Board of Directors of the Company were authorized by the Members of the Company under section 180(1)(c) of the Companies Act, 2013 at the 35th Annual General Meeting to borrow funds up to Rs. 100 crores (Rupees Hundred Crores only) in excess of the aggregate of the paid up capital and free reserves (other than temporary loans obtained from the company's bankers in the ordinary course of business) and under Section 180(1)(a) of the Companies Act, 2013 at the 35th Annual General Meeting held on 24th September, 2015 for creation of charge on assets of the Company up to an amount not exceeding Rs.150 Crores (Rupees One Hundred and Fifty Crores only).

In order to meet the increased long term fund requirements and for financing the present and future projects of the Company, and also in view of the increasing requirement of working capital borrowing, bank guarantees and letter of credit etc., the Board of Directors request the members to accord their consent to borrow funds up to Rs.200 Crores (Rupees Two Hundred Crores only) in excess of the aggregate of the Company's paid up capital and free reserves in terms of Section 180(1)(c) of the Companies Act, 2013 and for mortgaging/creating charge over all moveable/immovable properties in favour of the lenders for an amount not exceeding Rs.400 Crores (Rupees Four Hundred) in terms of Section 180(1)(a) of the Companies Act, 2013.

Yours Directors recommend the resolutions as set out in Item Nos. 2 and 3, for members' approval as Special Resolutions.

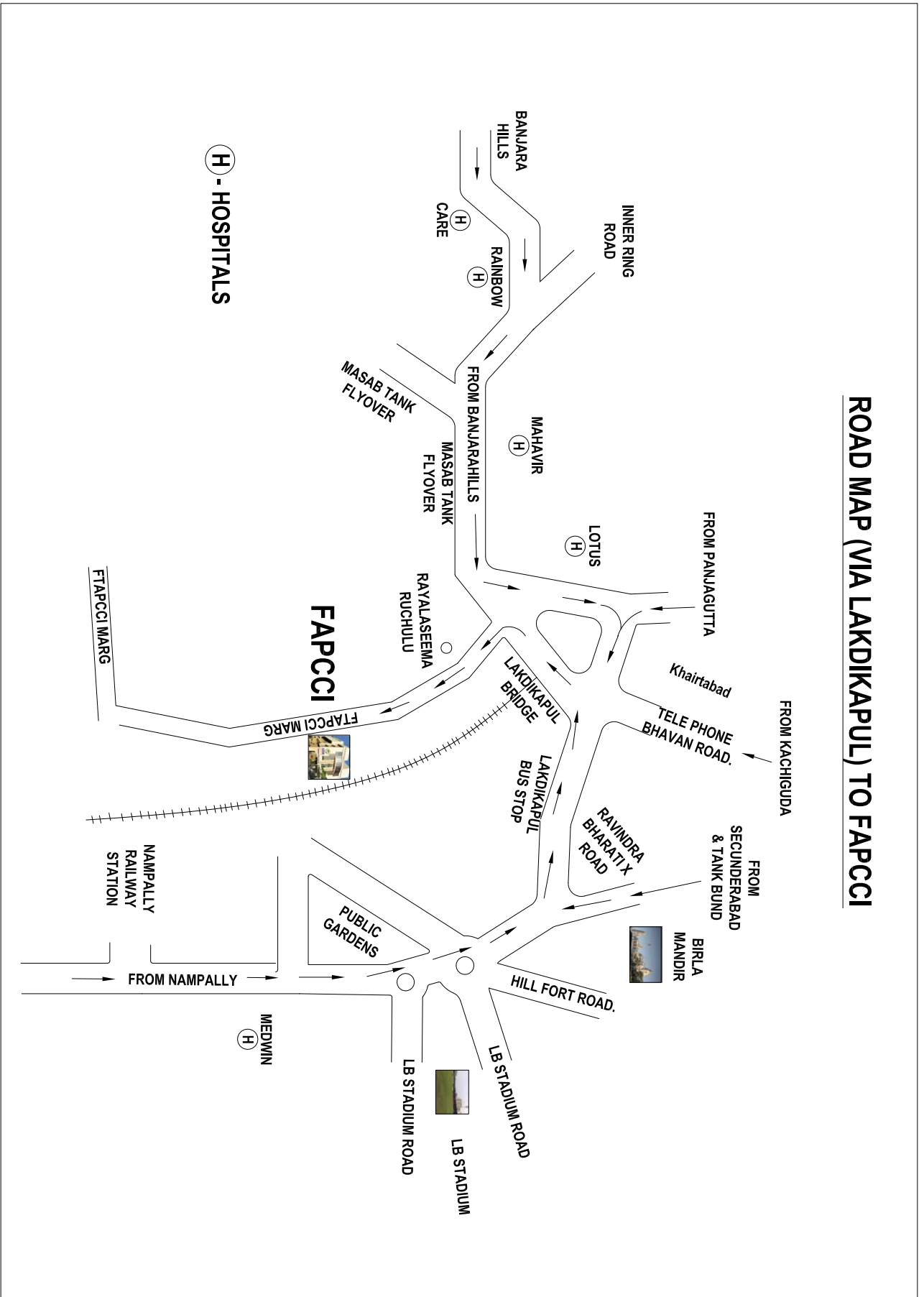
None of the Directors, Key Managerial Personnel or their relatives is in any way concerned or interested, in this resolution.

By Order of the Board
For Premier Explosives Limited

Date: 12th May, 2017
Place: Secunderabad

Vijayashree.K
Company Secretary

ROAD MAP (VIA LAKDIKAPUL) TO FAPCCI



PREMIER EXPLOSIVES LIMITED

Registered Office : 'Premier House', 11 Ishaq Colony, Near AOC Centre, Secunderabad - 500 015
(Corporate Identity No. L24110TG1980PLC002633)

PROXY FORM

[Pursuant to section 105(6) of the Company Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member (s) :			
Registered address :			
E-Mail Id :			
Folio No/ Client Id :		DP ID	

I/We, being the member (s) of..... Shares of Premier Explosives Limited, hereby appoint:

1	NAME		
	Address		
	E -Mail Id	Signature	
	or failing him		
2	NAME		
	Address		
	E -Mail Id	Signature	
	or failing him		
3	NAME		
	Address		
	E -Mail Id	Signature	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company, to be held on Friday, the 09th June, 2017 at 10:30 A.M at Surana Udyog Auditorium, FTAPCCI, 11-6-841, Red Hills, Hyderabad - 500 004, Telangana and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolutions	Optional*	
		For	Against
ORDINARY BUSINESS			
1	Approval to the Issue of Equity Shares and Warrants on Preferential Basis		
2	Approval to the Borrowing limits upto Rs.200 Crores under Section 180 (1) (c) of the Companies Act, 2013.		
3	Approval to the Creation of charge on Assets of the Company upto Rs.400 Crores under Section 180 (1) (a) of the Companies Act, 2013.		

Signed this Day of2017.

Signature of shareholder : _____

Signature of Proxy holder (s) : _____

Affix a
Revenue
Stamp

Note:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**
- * It is optional to put a 'x' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
- Please complete all details including details of member(s) in above box before submission.

PREMIER EXPLOSIVES LIMITED

Registered Office : 'Premier House', 11 Ishaq Colony, Near AOC Centre, Secunderabad - 500 015
(Corporate Identity No. L24110TG1980PLC002633)

ATTENDANCE SLIP

EXTRAORDINARY GENERAL MEETING - 09TH JUNE, 2017 AT 10:30 A.M.

DP Id.		Name & Address of the registered Shareholder
Client Id/Regd. Folio No.		
No.of Shares held		

I certify that I am a member / proxy for the member of the Company.

I hereby record my presence at the Extraordinary General Meeting of the Company being held at Surana Udyog Auditorium, FTAPCCI, 11-6-841, Red Hills, Hyderabad - 500 004, Telangana, on Friday 09th June, 2017 at 10.30 a.m.

Member's/Proxy's Signature

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

