



PREMIER EXPLOSIVES LIMITED

CIN: L24110TG1980PLC002633

Regd. Office: 'Premier House', 11, Ishaq Colony,

Near AOC Centre, Secunderabad – 500015,

Phone: 040-66146801- 5, Fax: 040-27843431

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

POSTAL BALLOT NOTICE

[Pursuant to Section 108 and Section 110 of the Companies Act, 2013, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 and relevant circulars issued by Ministry of Corporate Affairs.]

To,
The Members of Premier Explosives Limited,

NOTICE is hereby given pursuant to and in compliance with the provisions of Section 108, Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (the “**Rules**”), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI LODR Regulations**”) and Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India (“the SS-2”), as amended from time to time (including any statutory modification(s) or re-enactment(s) thereto for the time being in force), read with the General Circulars Nos. 14/2020 dated April 08, 2020; 17/2020 dated April 13, 2020 and subsequent circulars issued in this regard, latest being 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (the “**MCA Circulars**”) and subject to other applicable laws, rules, and regulations, that the Resolutions appended below are proposed for approval of the Members of Premier Explosives Limited (the “**Company**”) through Postal Ballot by way of remote voting process (“**remote e-voting**”) by electronic means only.

An Explanatory Statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, pertaining to the said resolutions setting out the material facts and reasons/rationale thereof, is appended to this Postal Ballot Notice.

Pursuant to Rule 22(5) of the Rules, the Company has appointed Mr. K.V. Chalama Reddy (MNo. 9268 and CP No.5451) Proprietor of K V C Reddy & Associates, Company Secretaries, Hyderabad, as the Scrutinizer (the “Scrutinizer”) for conducting the Postal Ballot through the remote e-voting process, in a fair and transparent manner.

In accordance with the provisions of the MCA Circulars and other applicable laws and regulations, the Postal Ballot Notice (“the Notice”) is being sent only by email to all its members who have registered their email addresses with the Company or depository (ies) or depository participants or Registrar & Transfer Agent and whose names appear on the Register of Members as of April 19, 2024 (“Cut-Off Date”), and members can vote only through the remote e-voting process. Accordingly, the Company is pleased to provide a remote e-voting facility to all its members to cast their votes electronically and for this purpose; the Company has engaged the services of KFin Technologies Limited (“KFintech”) as the agency to provide e-voting facility.

The votes can be cast during the following e-voting period:

Commencement of e-voting	End of e-voting
From 9.00 a.m. (IST) on Friday, April 26, 2024	Ends at 5.00 p.m. (IST) on Saturday, May 25, 2024

Further, the shareholders are requested to read the instructions in the Notes under the section “General information and instructions relating to e-voting” in this notice to cast their vote electronically. Shareholders are requested to cast their vote through the e-voting process not later than 5 p.m. (IST) on Saturday, May 25, 2024, to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder.

The Scrutinizer will submit his report to the Chairman of the Company (“**the Chairman**”) or any other person authorized by the Chairman, and the results of the Postal Ballot will be announced not later than two (2) working days from the conclusion of the e-voting (i.e., on or before 5.00 P.M of May 28, 2024) and will be intimated to BSE Limited and National Stock Exchange of India Limited, where the Equity Shares of the Company are listed and will also be displayed on the website of the Company (i.e., www.pelgel.com) and shall also be intimated to KFintech, the registrar and share transfer agents of the Company.

The last date of e-voting, i.e. Saturday, May 25, 2024, shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority.

SPECIAL BUSINESS:

Item No. 1: Approval for Sub-division/ split of existing 1 (One) Equity Share of face value of Rs. 10/- (Rupees Ten Only) each fully paid up into 5 (Five) Equity Shares of face value of Rs. 2/- (Rupees Two Only) each fully paid up:

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

“**RESOLVED THAT** pursuant to the provisions of Section 61(1)(d) and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), applicable provisions of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and in accordance with the Articles of Association of the Company and subject to such other approvals, consents and permissions as may be required from concerned statutory/regulatory authority(ies) and subject to such other conditions and modifications as may be prescribed or imposed while granting such approvals, the consent of the Members of the Company be and is hereby accorded for sub-division/split of 1 (One) Equity Share of the Company of the face value of Rs. 10/- (Rupees Ten Only) each fully paid into 5 (Five) Equity Shares of the Company of face value of Rs. 2/- (Rupee Two Only) each fully paid up.

RESOLVED FURTHER THAT pursuant to the sub-division/split of the Equity Shares of the Company, all the issued, subscribed and paid up equity shares of face value of Rs. 10/- (Rupees Ten Only) each shall stand sub-divided into 5 (Five) Equity Shares of face value of Rs. 2/- (Rupee Two Only) each, from the record date as may be fixed by the Board of Directors of the Company and shall rank pari passu in all respects with and carry the same rights as the existing fully paid Equity Shares of Rs.10/- (Rupees Ten Only) each of the Company.

RESOLVED FURTHER THAT upon sub-division/split of the Equity Shares as aforesaid, the existing Share Certificate(s) in relation to the existing Equity Shares of the face value of Rs 10/- (Rupees Ten only) each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the “Record Date” of the sub-division/split or such

other date as may be determined by the Board (which expression shall also include a Committee thereof), and the Company may without requiring the surrender of the existing Share Certificate(s), directly issue and dispatch the new Share Certificate(s) of the Company, in lieu of such existing issued Share Certificate(s) subject to provisions of Companies (Share Capital and Debentures) Rules, 2014 and in the case of the Equity Shares held in the dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the Members with the Depository Participants, in lieu of the existing credits representing the Equity Shares of the Company, before sub-division.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company (which expression shall also include a Committee thereof) and/ or the Managing Director and/ or Whole time Director and/ or the Company Secretary of the Company be and are hereby severally authorised to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above and to settle all matters arising out of and incidental thereto and to accept and make any alteration(s), modification(s) to the terms and conditions as they may deem necessary, concerning any aspect of the sub- division of equity shares including but not limited to fixing record date, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any question, difficulty or doubt that may arise in this regard and to execute all deeds, applications, documents and writings that may be required on behalf of the Company and generally to do all acts, deeds, matters and things as they may, in their absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters in relation/ consequential to the sub-division of Equity Shares including execution and filing of all the relevant applications, writings, deeds and documents with the Stock Exchange(s) where the shares of the Company are listed, Depositories, Ministry of Corporate Affairs and other appropriate authorities, in due compliance of the applicable rules and regulations, without seeking 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: Alteration of Capital Clause of Memorandum of Association of the Company

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

“**RESOLVED THAT** pursuant to provisions of Section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013, and rules framed there under (including any statutory modification or re-enactment thereof for the time being in force), and subject to such other approval(s) / consent(s) as may be required from the concerned Statutory/Regulatory Authority(ies), the consent of the members of the Company be and is hereby accorded for substituting the existing clause V (a) of Memorandum of Association relating to Capital with the following:

V (a) “The authorized share capital of the Company is Rs. 15,00,00,000/- (Rupees Fifteen Crores only) divided into 7,50,00,000 (Seven Crore Fifty Lakhs only) equity shares of Rs.2/- (Rupees Two only) each.”

RESOLVED FURTHER THAT the Board of Directors of the Company and/ or Managing Director and/ or Whole time Director and/ or the Company Secretary, be and are hereby severally authorized to file any form, application, return, disclosure and other necessary documents with the Registrar of Companies, Stock Exchanges or any other regulatory or statutory authority as may be required and incorporation of amendments/suggestions / observations, if any, made by the Registrar of Companies to the extent applicable and to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to the aforesaid resolution, without seeking 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.3: Approval to raise capital by way of public or private offerings including through a qualified institutions placement to eligible investors through an issuance of equity shares or other eligible securities for an amount not exceeding ₹ 400 crore:

*To consider, and if thought fit, to pass 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 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 ₹400 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 case of issue and allotment of Securities by way of QIP in terms of Chapter VI of the SEBI ICDR Regulations (hereinafter referred to as “**Eligible Securities**” within the meaning rendered to such term under Regulation 171(a) of the SEBI ICDR Regulations):

1. The allotment of Securities shall only be made to qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations (“**QIBs**”);
2. The Eligible Securities to be so created, offered, issued, and allotted, shall be subject to the provisions of the Memorandum and Articles of Association of the Company, the Companies Act and other applicable laws;
3. The allotment of the Eligible Securities, or any combination of the Eligible Securities as may be decided by the Board and subject to applicable laws, shall be completed within 365 days from the date of passing of this resolution or such other time as may be allowed under the SEBI ICDR Regulations;

4. The Equity Shares issued and allotted under the Issue or allotted upon conversion of the equity linked instruments issued in QIP shall rank *pari-passu inter se* in all respects including with respect to entitlement to dividend, voting rights or otherwise with the existing Equity Shares of the Company in all respects;
5. The number and/or price of the Eligible Securities or the underlying 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;
6. The Eligible Securities to be offered and allotted under the QIP shall be in dematerialized form and shall be allotted as fully paid-up securities;
7. In the event Equity Shares are issued, the “relevant date” in accordance with Regulation 171(b) of the SEBI ICDR Regulations 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 terms of provisions of the Act and other applicable laws, rules, regulations and guidelines in relation to the proposed issue of the Equity Shares;
8. In the event that Eligible Securities issued are eligible convertible securities, the relevant date for the purpose of pricing of the convertible securities to be issued, shall be, either the date of the meeting at which the Board or a committee of directors authorised by the Board decides to open the proposed issue or the date on which the holders of such eligible convertible securities become entitled to apply for Equity Shares, as decided by the Board;
9. The tenure of the convertible or exchangeable Eligible Securities issued through the QIP shall not exceed sixty months from the date of allotment;
10. Issue of Eligible Securities made by way of a QIP shall be at such price which is not less than the price determined in accordance with Regulation 176(1) under Chapter VI of the SEBI ICDR Regulations (“**QIP Floor Price**”) and applicable law. The Board may, however, at its absolute discretion in consultation with the book running lead managers, issue Eligible Securities at a discount of not more than five percent or such other discount as may be permitted under applicable regulations to the QIP Floor Price;
11. No single allottee shall be allotted more than fifty per cent of the issue size and the minimum number of allottees shall be as per the SEBI ICDR Regulations. It is clarified that QIBs belonging to the same group or who are under same control shall be deemed to be a single allottee;
12. No allotment shall be made, either directly or indirectly, to any QIB who is a promoter, or any person related to the promoters of the Company;
13. In accordance with Regulation 179 of the SEBI ICDR Regulations, a minimum of 10% of the Securities shall be allotted to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs;

14. The Eligible Securities allotted in the QIP shall not be eligible for sale by the respective allottees, for a period of one year from the date of allotment, except on a recognized stock exchange or except as may be permitted from time to time by the SEBI ICDR Regulations; and
15. Any subsequent QIP shall not be undertaken until the expiry of two weeks (or such other period as may be prescribed) from the date of the prior QIP made pursuant to this special resolution.”

“**RESOLVED FURTHER THAT**, the Securities issued in foreign markets shall be deemed to have been made abroad and/or in the market and/or at the place of issue of the Securities in the international market and may be governed by the applicable laws.”

“**RESOLVED FURTHER THAT**, in the event of issue of GDRs/ADRs, the pricing shall be determined in compliance with principles and provisions set out in the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through the Depository Receipt Mechanism) Scheme 1993, the Companies (Issue of Global Depository Receipts) Rules, 2014, the Depository Receipts Scheme, 2014, the Framework for issue of Depository Receipts notified by SEBI vide circular dated October 10, 2019, as amended and other applicable pricing provisions issued by the Ministry of Finance and other applicable laws, the Relevant Date for the purpose of pricing the Securities to be issued pursuant to such issue shall be the date of the meeting at which the Board decides to open such issue after passing of this Special Resolution. Preferential issuance and allotment of Securities (other than as issued and allotted to QIBs by way of QIP) shall be subject to the requirements prescribed under the Act and Chapter V of the SEBI ICDR Regulations and other applicable laws.”

“**RESOLVED FURTHER THAT**, 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 enter into any arrangement with any agencies or bodies for the issue of GDRs and/or ADRs represented by underlying equity shares in the share capital of the Company with such features and attributes as are prevalent in international/domestic capital markets for instruments of this nature and to provide for the tractability and free transferability thereof in accordance with market practices as per the domestic and/or international practice and regulations and under the norms and practices prevalent in the domestic/international capital markets and subject to applicable laws and regulations and the Articles of Association of the Company.”

“**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, the Securities to be created, issued allotted and offered 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.”

“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, approval of the Members of the Company be and is hereby accorded to the Board and 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 Board be and is hereby authorised to delegate all or any of the powers pertaining to the QIP in such manner as they may deem fit to Fund Raising 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 Fund Raising Committee may deem fit in its absolute discretion.”

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

Place: Secunderabad
Date: April 19, 2024

K. Jhansi Laxmi
Company Secretary & Compliance Officer
Membership No. A16577

Registered Office:
'PREMIER HOUSE', # 11, Ishaq Colony,
Near AOC Centre, Secunderabad,
Telangana– 500015.
Ph: 040-6614 6801 to 05, Fax:040-661406839
CIN:L24110TG1980PLC002633
Email: investors@pelgel.com
Website:www.pelgel.com

NOTES:

1. An Explanatory Statement pursuant to Section 102 and other applicable provisions of the Act read with rules made thereunder, setting out the material facts and reasons/rationale concerning the resolutions, is annexed hereto.
2. In accordance with the provisions of the MCA Circulars, Shareholders can vote only through the remote e-voting process. Physical copies of the notice and pre-paid business reply envelopes are not being sent to shareholders for this Postal Ballot.
3. Members may please note that the Notice will also be available on the Company's website at www.pelgel.com, websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of KFin Technologies Limited at <https://evoting.kfintech.com>
4. Members whose names appear on the Register of Members / List of Beneficial Owners as on **Friday, April 19, 2024, being the Cut-Off date**, are entitled to vote on the Resolutions set forth in this Notice. A person who becomes a member after the Cut-Off Date should treat this Notice of Postal Ballot for information purposes only.
5. Members who have not registered their e-mail address against their Folio no. / DP ID-Client ID are requested to register the same to promote the green initiative and to enable the Company to provide all communications to the members through email.
6. In compliance with provisions of Section 108 and Section 110 and other applicable provisions of the Act read with the Companies (Management & Administration) Rules, 2014, the Company is pleased to offer e-voting facility to all the Members of the Company. For this purpose, the Company has availed the service of KFin Technologies Limited ("KFinTech") for facilitating e-voting to enable the Members to cast their votes electronically.
7. Members holding shares in physical mode, who have not registered/updated their e-mail address, are requested to register/update the same by clicking on <https://rkarisma.kfintech.com/shareholders/> or by writing to the Company/RTA along with the copy of the signed request letter in Form ISR-1 mentioning the name, address of the Member with details of folio number and attaching a self-attested copy of PAN card at investors@pelgel.com or to the RTA at einward.ris@kfintech.com. Members holding shares in dematerialized mode who have not registered their e-mail address with their Depository Participant(s) are requested to register/update their e-mail address with the Depository Participant(s) with which they maintain their demat accounts.
8. The resolution, if passed by the requisite majority shall be deemed to have been passed on Saturday, May 25, 2024, being the last date specified by the Company for e-voting. Further, resolutions passed by the members through Postal Ballot are deemed to have been passed, as if the same have been passed at a general meeting of the Members.
9. In accordance with the proviso to Regulation 40(1) of the Listing Regulations, as amended from time to time, and read with SEBI circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, transfer of securities of the Company including transmission and transposition requests shall not be processed unless the securities are held in the dematerialized form with a depository. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them, eliminate all risks associated with physical holding and participate in corporate actions.
10. SEBI, vide its circular nos. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021, SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021 and SEBI/HO/MIRSD/MIRSDPoD1/P/CIR/2023/37 dated March 16, 2023, has mandated members holding shares in physical form to submit PAN, nomination, contact details, bank account details and specimen signature in specified forms. Accordingly-

Members holding shares in physical mode are:

- a. required to submit their Permanent Account Number (PAN) and bank account details to the Company / KFinTech, if not registered with the Company / KFinTech, as mandated by SEBI by writing to the Company at investors@pelgel.com or to KFinTech at einward.ris@kfintech.com along with the details of folio no., self attested copy of PAN card, bank details (Bank account number, Bank and Branch Name and address, IFSC, MICR details) and cancelled cheque.
- b. advised to register nomination in respect of their shareholding in the Company.

Members holding shares in electronic mode are:

- a. requested to submit their PAN and bank account details to their respective Depository Participants (“DPs”) with whom they are maintaining their demat accounts.
- b. advised to contact their respective DPs for registering nomination.

11. General information and instructions relating to e-voting Procedure for E-voting:

Remote e-voting: In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Regulation 44 of the Listing Regulations read with SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, Shareholders are provided with the facility to cast their vote electronically, through any of the modes listed below, on the resolutions set forth in this Notice, by way of remote e-voting:

MODES OF E-VOTING	THROUGH DEPOSITORIES		THROUGH DEPOSITORY PARTICIPANTS
	NSDL	CDSL	
Individual shareholders holding securities in demat mode	<p>1. Shareholders already registered for IDEAS facility may follow the below steps:</p> <p>a) Visit the following URL: https://eservices.nsd.com</p> <p>b) On the home page, click on the “Beneficial Owner” icon under the ‘IDeAS’ section</p> <p>c) On the new screen, enter User ID and Password. Post successful authentication, click on “Access to e-Voting” under e-voting services.</p> <p>d) Click on Company name or e-voting service provider name, i.e., KFintech and you will be re-directed to KFintech website for casting your vote.</p> <p>2. Shareholders who have not registered for IDeAS facility may follow the below steps:</p> <p>a) To register for this facility, visit the URL: https://eservices.nsd.com</p> <p>b) On the home page, select “Register Online for IDeAS”</p> <p>c) On completion of the registration formality, follow the steps provided above.</p> <p>3. Shareholders may alternatively vote through the e-voting website of NSDL in the manner specified below:</p> <p>a) Visit the URL: https://www.evoting.nsd.com/</p> <p>b) Click on the “Login” icon available under the ‘Shareholder/Member’ section</p> <p>c) Enter User ID (i.e., 16-digit demat account number held with NSDL), password / OTP, as applicable, and the verification code shown on the screen.</p> <p>d) Post successful authentication, you will be redirected to the NSDL Depository site wherein you</p>	<p>1. Shareholders already registered for Easi / Easiest facility may follow the below steps:</p> <p>a) Visit the following URL: https://web.cdslindia.com/myeasitoken/home/login/ or www.cdslindia.com</p> <p>b) Click on the “Login” icon and opt for “New System Myeasi” (only applicable when using the URL: www.cdslindia.com)</p> <p>c) On the new screen, enter User ID and Password. Without any further authentication, the e-voting page will be made available.</p> <p>d) Click on Company name or e-voting service provider name, i.e., KFintech to cast your vote.</p> <p>2. Shareholders who have not registered for Easi/ Easiest facility may follow the below steps:</p> <p>a) To register for this facility, visit the URL: https://web.cdslindia.com/myeasitoken/home/login/</p> <p>b) On completion of the registration formality, follow the steps provided above.</p> <p>3. Shareholders may alternatively vote through the e-voting website of CDSL in the manner specified below:</p> <p>a) Visit the URL: www.cdslindia.com</p> <p>b) Enter the demat account number and PAN</p> <p>c) Enter OTP received on mobile number & email registered with the demat account for authentication.</p> <p>d) Post successful authentication, the shareholder will receive links for the respective e- voting service provider, i.e., KFintech where the e-voting is in progress.</p>	<p>Shareholders may alternatively log-in using credentials of the demat account through their Depository Participants registered with NSDL / CDSL for the e voting facility. On clicking the evoting icon, shareholders will be re-directed to the NSDL /CDSL site, as applicable, on successful authentication. Shareholders may then click on Company name or e-voting service provider name, i.e., KFintech and will be redirected to KFintech website for casting their vote.</p>

	<p>can see the e-voting page.</p> <p>e) Click on company name on e-Voting service provider name, ie., KFintech and you will be redirected to - KFintech website for casting your vote.</p> <p>4. For any technical assistance, Shareholders may contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 18001020990.</p>	<p>4. For any technical assistance, Shareholders may contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or call at 022-23058738 or 022-23058542-43</p>	
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MODE OF E-VOTING	THROUGH KFINTECH
<p>Non-individual shareholders holding securities in demat mode and Shareholders holding securities in physical mode</p>	<ol style="list-style-type: none"> 1. In case a Shareholder receives an email from KFintech [for Shareholders whose email IDs are registered with the Company/Depository Participant(s)], please follow the below instructions: <ol style="list-style-type: none"> a) Visit the following URL: https://evoting.kfintech.com b) Enter the login credentials (i.e., User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) 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 evoting, you can use your existing User ID and password for casting your vote. c) After entering these details appropriately, click on “LOGIN”. d) 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 your first login. 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. e) You need to login again with the new credentials. f) On successful login, the system will prompt you to select the “EVENT” and click on ‘Zen Technologies Limited’. 2. Shareholders who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company’s Registrar and Share Transfer Agent, Kfin Technologies Limited, Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana, India – 500032. 3. For obtaining the User ID and Password for e-voting, Shareholders may refer the instructions below: <ol style="list-style-type: none"> a) If the mobile number of the Shareholder is registered against Folio No./DP ID Client ID, the Shareholder may send SMS: MYEPWD EVoting Event Number+ Folio No. or DP ID Client ID to 9212993399 Example for NSDL – MYEPWD 7920 IN12345612345678 Example for CDSL - MYEPWD 7920 1402345612345678 Example for Physical - MYEPWD 7920 1234567890

	<p>b) If e-mail address or mobile number of the Shareholder is registered against Folio No./DP ID Client ID, then on the home page of https://evoting.kfintech.com, the Shareholder may click “Forgot Password” and enter Folio No. or DP ID Client ID and PAN to generate a password.</p> <p>c) Shareholder may call KFinTech toll free number 1800-3094-001 for any assistance.</p> <p>d) Shareholder may send an e-mail request to einward.ris@kfintech.com. However, KFinTech shall endeavour to send User ID and Password to those new Shareholder whose e-mail IDs are available.</p>
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General Instructions on E-voting:

- Shareholders who are unable to retrieve User ID/Password are advised to use “Forgot User ID”/ “Forgot Password” options available on the websites of Depositories/Depository Participants.
- During the remote e-voting period, Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-off date of Friday, April 19, 2024, may cast their votes electronically as per the process detailed in this Notice.
- The remote e-voting module shall be disabled for voting thereafter. Once the vote on the resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- The voting rights of Shareholders shall be in proportion to their share of the paid-up equity share capital of the Company as on Friday, April 19, 2024, being the cut-off date fixed for the purpose.
- On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off date i.e., Friday, April 19, 2024, under “FOR/AGAINST” for the item set out in the notice, you may partially enter any number “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed your total shareholding as on the Cut-off date. You may also choose the option “ABSTAIN”. If the Shareholder does not indicate either “FOR”/“AGAINST”, it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
- Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
- Corporate Members are required to access the link <https://evoting.kfintech.com> and upload a certified copy of the Board resolution authorizing their representative to vote on their behalf.
- You may then cast your vote by selecting an appropriate option and click on “Submit”.
- A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Shareholders can login any number of times till they have voted on the resolution.
- In case of any query and/or grievance, in respect of voting by electronic means through KFinTech, Shareholders may refer to the Help & Frequently Asked Questions (FAQs) and Evoting user manual available at the download section of <https://evoting.kfintech.com/> or may contact Mr. Mohammed Shanoor- KFin Technologies Limited, Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad- 500 032, Telangana, Phone No.:+ 91 40 67161630 Toll-free No.: 1800-309-4001, E-mail: einward.ris@kfintech.com ; investors@pelgel.com.
- The Scrutinizer will submit their report to the Chairman or a person authorized by him after the completion of scrutiny, and the result of the e-voting by Postal Ballot will be announced by the Chairman or any Director/ Company Secretary of the Company duly authorized, on or before Tuesday, May 28, 2024 at the Registered Office of the Company, and will also be displayed on the website of the Company (www.pelgel.com), besides being communicated to the Stock Exchanges, Depositories and Registrar and Share Transfer Agent.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

As required by Section 102 of the Companies Act, 2013, the following explanatory statement sets out all the material facts relating to the Special Businesses mentioned in the accompanying Notice.

Item No.1 : Approval for Sub-division/split of existing 1 (One) Equity Share of face value of Rs.10/- (Rupees Ten only) each fully paid up into 5 (Five) Equity Shares of face value of Rs. 2/- (Rupees Two Only) each fully paid up:

The Equity Shares of your Company are listed and traded on BSE Ltd and National Stock Exchange of India Ltd. The Company's strong performance over the years and bright future outlook has led the significant rise in the market price of the equity shares of the Company.

With a view to encourage wider participation of small investors and to enhance the liquidity of the Equity Shares of the Company at the Stock Market, the Board of Directors at its meeting held on April 19, 2024 has considered the proposal and recommended the sub-division of 1 (one) Equity Share of the company of the face value of Rs.10/- (Rupees Ten only) each into 5 (five) Equity Shares of the Company of face value of Rs. 2/- (Rupees Two only) each fully paid up, subject to approval of the Members and other statutory and regulatory approvals, as applicable. The record date for the aforesaid sub-division of equity shares shall be fixed by the Board after the approval of the members is obtained for the proposed sub-division of face value of the equity shares of the Company.

In the opinion of the Board, the proposed sub-division/ split will make the equity shares of the Company more affordable and is expected to encourage participation of investor at large and therefore it is in the best interest of the investors and the Company and therefore the Board at its meeting held on April 19, 2024, approved the aforesaid sub-division subject to requisite approval of the members. There will not be any change in the amount of authorized, subscribed and paid-up share capital of the Company on account of sub-division of equity shares.

The Board recommends the Ordinary Resolution set out at Item no. 1 of the notice for approval by the Members.

None of the Directors / Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution except to the extent of their shareholding in the Company, if any, in the Company.

Item No. 2: Alteration of Capital Clause of the Memorandum of Association of the Company:

Presently, the Authorized Share Capital of the company is Rs. 15,00,00,000/- (Rupees Fifteen Crores only) divided into 1,50,00,000 equity shares of Rs. 10/- each and the paid-up share capital of the Company is Rs. 10,75,22,390/- (Rupees Ten Crores Seventy five lakhs Twenety two thousand three hundred and ninety only) divided into 107,52,239 equity shares of Rs. 10/- each fully paid up.

The proposed sub-division/split of equity shares will not result in any change in the amount of authorized, subscribed and paid-up share capital of the Company. However, the sub-division of Shares as aforesaid would also require consequential amendments to the existing Clause V (a) of the Memorandum of Association ("MOA") of the company to reflect the change in face value of each Equity Share of the Company from existing Rs.10/- (Rupees Ten only) each to proposed Rs.2/- (Rupees Two only) each.

Pursuant to the provisions of the Section 13, 61 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, any alteration in the Capital Clause of MOA of the Company shall be effected only after the approval of the Members by passing an Ordinary Resolution.

The Board of Directors of the Company in its 241st meeting held on April 19, 2024 has considered and recommended the alteration of Clause V (a) of the MOA of the Company to reflect the change in face value of each Equity Share of the Company from existing Rs.10/- (Rupees Ten only) each to proposed Rs.2/- (Rupees Two only) each, subject to approval of the Members and other statutory and regulatory approvals, as applicable.

The Board recommends the Ordinary Resolution set out at Item no. 2 of the notice for approval by the members.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution except to the extent of their shareholding in the Company, if any, in the Company.

Item No.3: Approval to raise capital by way of public or private offerings including through a qualified institutions placement to eligible investors through an issuance of equity shares or other eligible securities for an amount not exceeding ₹ 400 crore:

- a. Particulars of the issuance of Securities:** Considering the funding requirements and growth objectives of the Company and its businesses, the Board of Directors (“**Board**”, and such term shall include a duly constituted committee thereof) at its meeting held on April 19, 2024, approved raising of funds/capital for an aggregate amount upto ₹400 crore, *inter alia*, by way of 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 depository receipts or any other eligible securities, and/or any other financial instruments convertible into Equity Shares (including warrants, or otherwise) and/or securities linked to Equity Shares, and/or any combination of any of the aforementioned securities, secured/unsecured, listed on recognized stock exchanges in India or abroad (all of which are hereinafter collectively referred to as “**Securities**”), from time to time, in one or more tranches, and/or one or more issuances simultaneously or collectively or otherwise through one or more public and/or private offerings and/or on a preferential allotment basis and/or a qualified institutions placement (“**QIP**”) pursuant to Chapter VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”), and/or any combination thereof or any other method as may be permitted under applicable laws through issue of prospectus, and/or preliminary placement document, placement document and/or other permissible/ requisite offer documents to any eligible investors (“**Issue**”). The Securities are proposed to be listed on one or more of the Stock Exchanges where the Equity Shares are listed and the allotment of Securities would be subject to regulatory approvals, if any. The issue of Securities may be consummated in one or more tranches at such time or times at such price and to such classes of investors as the Board (including any duly authorized committee thereof) may in its absolute discretion decide, having due regard to the prevailing market conditions and any other relevant factors and wherever necessary, in consultation with book running lead manager(s) and other agencies that may be appointed, subject to the SEBI ICDR Regulations, Companies Act, 2013 and other applicable guidelines, notifications, rules and regulations.
- b. Amount of the Offering:** This special resolution enables the Board to issue Securities for an aggregate consideration upto ₹400 Crore (Rupees Four Hundred Crore only).
- c. Relevant Date:** In case of a QIP, the “Relevant Date” will be the date when the Board (including any Committee thereof) decides to open the Issue for subscription or any other date in accordance with applicable law. In case of other type of issuance, relevant date shall be as per applicable law.

d. Objects of the offering: The Company shall utilize the proceeds from the offering (after adjustment of expenses related to the offering, if any) at various stages for the usage of one or more, or any combination of the following: (i) capital expenditure for the Company and/or its Subsidiaries (including Step Down Subsidiaries); (ii) repayment in full or part of existing borrowings of the Company and/or its Subsidiaries (including Step Down Subsidiaries); (iii) working capital requirements of the Company or its Subsidiaries (including Step Down Subsidiaries) and (iv) general corporate purposes and any other object as may be decided by the Board (including any duly authorized committee thereof). The fund to be used for general corporate purposes, if any, shall not exceed 25% of the funds to be raised through the qualified institutions placement. If the net proceeds are not completely utilised for the purposes stated hereinabove due to factors such as (i) economic and business conditions; (ii) increased competition; (iii) delay in procuring and operationalizing assets; (iv) receiving the necessary approvals; and (v) other commercial considerations, the same would be utilised (in part or full) as may be decided by our Board (including any duly authorized committee thereof), in accordance with applicable law. Pending utilization of the proceeds from the Issue, the Company shall invest such proceeds in money market instruments including money market mutual funds, deposits in scheduled commercial banks or any other investment as permitted.

In case, it is difficult to quantify the exact amount of fund to be used from the proceeds of the Issue, a broad range of amount may be provided by the Company in the offer document provided that the broad range shall be a realistic estimation and range gap shall not exceed +/- 10% of the amount specified for that object of the Issue.

- e. Basis or justification of pricing:** The issue of Securities may be consummated through single or multiple offer documents, in one or more tranches, at such time or times, at such price, at a discount or premium to market price in such manner and on such terms and conditions as the Board may in its absolute discretion decide taking into consideration prevailing market conditions and other relevant factors and wherever necessary in consultation with the book running lead manager(s) and other agencies and subject to the SEBI ICDR Regulations and other applicable laws, regulations, rules and guidelines. The price at which Securities shall be allotted in the Offering shall not be less than the price determined in accordance with the SEBI ICDR Regulations, through either the book building mechanism (in case of a public offer) or a prescribed formula, as the case maybe. Provided that the Board 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 price calculated in accordance with the pricing formula provided under the SEBI ICDR Regulations.
- f. Interest of Promoter, Directors and Key Managerial Personnel:** If a QIP is undertaken, as part of the Issue, in terms of Chapter VI of SEBI ICDR Regulations, the promoters, member of the promoter group, directors and key managerial personnel of the Company will not subscribe to the QIP.
- g. Schedule of the Offering:** The detailed terms and conditions for the offering will be determined in consultation with the advisors, book running lead managers, merchant bankers, underwriters and such other authority or authorities as may be required, considering the prevailing market conditions and other regulatory requirements for different kinds of issuances. The allotment of the Securities pursuant to the Issue shall be completed within such period as prescribed under the SEBI ICDR Regulations. In the event a QIP is undertaken, the allotment shall be completed within 365 days from the date of this resolution.

Other material terms:

The relevant disclosures as required in terms of the Companies Act, 2013 and SEBI ICDR Regulations are as under:

- a. The Equity Shares issued, if any, shall rank *pari passu* in all respects with the existing Equity Shares of the Company, including entitlement to dividend, if any.
- b. The allotment of the Eligible Securities, or any combination of the Eligible Securities under QIP as may be decided by the Board and subject to applicable laws, shall be completed within 365 days from the date of passing of this resolution or such other time as may be allowed under the SEBI ICDR Regulations;
- c. In the event Equity Shares are issued under the QIP, the “relevant date” in accordance with Regulation 171(b) of the SEBI ICDR Regulations 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 terms of provisions of the Act and other applicable laws, rules, regulations and guidelines in relation to the proposed issue of the Equity Shares;
- d. In the event that Eligible Securities issued are eligible convertible securities under the QIP, the relevant date for the purpose of pricing of the convertible securities to be issued, shall be, either the date of the meeting at which the Board or a committee of directors authorised by the Board decides to open the proposed issue or the date on which the holders of such eligible convertible securities become entitled to apply for Equity Shares, as decided by the Board;
- e. The tenure of the convertible or exchangeable Eligible Securities issued through the QIP shall not exceed sixty months from the date of allotment;
- f. Issue of Eligible Securities made by way of a QIP shall be at such price which is not less than the price determined in accordance with Regulation 176(1) under Chapter VI of the SEBI ICDR Regulations (“**QIP Floor Price**”) and applicable law. The Board may, however, at its absolute discretion in consultation with the book running lead managers, issue Eligible Securities at a discount of not more than five percent or such other discount as may be permitted under applicable regulations to the QIP Floor Price;
- g. No single allottee shall be allotted more than fifty per cent of the issue size and the minimum number of allottees shall be as per the SEBI ICDR Regulations. It is clarified that QIBs belonging to the same group or who are under same control shall be deemed to be a single allottee;
- h. None of the directors or the key managerial personnel of the Company and/or their relatives are concerned or interested in the said resolution, other than to the extent of their shareholding in the Company. The directors or key managerial personnel of the Company or their relatives may be deemed to be concerned or interested in the proposed resolution to the extent of Equity Shares that may be subscribed by the companies/ institutions in which they are directors or members.
- i. As the Issue may result in the issue of Securities of the Company to investors who may or may not be members of the Company, consent of the members is being sought pursuant to Sections 23, 41 42, 62, 71 and other applicable provisions, if any, of the Companies Act, 2013 and any other law for the time being in force and being applicable and in terms of the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

- j. In connection with the proposed offering of Securities, the Company is required, *inter alia*, to prepare various documentations and execute various agreements. The Company is yet to identify the investor(s) and decide the quantum of Securities to be issued to them. Hence, the details of the proposed allottees, percentage of post-Issue of Securities that may be held by them and other details are not available at this point of time and shall be disclosed by the Company under the applicable regulations in due course (at appropriate time and mode). Accordingly, it is proposed to authorize the Board to identify the investor(s), issue such number of Securities, negotiate, finalize and execute such documents and agreements as may be required and do all such acts, deeds and things in this regard for and on behalf of the Company. The Securities allotted would be listed on the Stock Exchanges where the Equity Shares of the company are listed. The issue and allotment would be subject to the receipt of regulatory approvals, if any.

Further, Section 62(1)(a) of the Companies Act, 2013 provides, *inter alia*, that when it is proposed to increase the issued capital of a company by allotment of further equity shares, such further equity shares shall be offered to the existing members of such company in the manner laid down therein unless the Members by way of a special resolution decide otherwise. Since the special resolution proposed in the business of the Notice may result in the issuance of Equity Shares of the Company to the existing members of the Company and to persons other than existing members of the Company, approval of the members of the Company is also being sought pursuant to the provisions of Section 62(1)(c) and other applicable provisions of the Act as well as applicable rules notified by the Ministry of Corporate Affairs and in terms of the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

The Equity Shares to be allotted would be listed on the Stock Exchanges. The offer/issue/allotment would be subject to the availability of the regulatory approvals, if any. The conversion of Securities held by foreign investors into Equity Shares would be subject to the applicable foreign investment cap and relevant foreign exchange regulations, As and when the Board (including any duly authorized committee thereof) does take a decision on matters on which it has the discretion, necessary disclosures will be made to the Stock Exchanges as may be required under the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

In terms of Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can make a private placement of its securities under the Companies Act, 2013 only after receipt of prior approval of its members by way of a Special Resolution. Consent of the members would therefore be necessary pursuant to the provisions of Section 42 and 62(1)(c) of the Companies Act, 2013 read with applicable provisions of the SEBI ICDR Regulations and the SEBI Listing Regulations, for issuance of Securities. The Equity Shares allotted pursuant to the issue shall rank in all respects *pari passu* with the existing Equity Shares of the Company

The Board, therefore recommends the special resolution, as set out in Item No.3 of this Notice, for the approval by the members as a special resolution.

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution, except to the extent of their shareholding, if any, in the Company.

By the order of the Board
For Premier Explosives Limited

Place: Secunderabad
Date: April 19, 2024

K.Jhansi Laxmi
Company Secretary & Compliance Officer
Membership No: A16577