PREMIER LIMITED

77TH ANNUAL REPORT

F.Y. 2022-23

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Statutory Auditors
Jayesh Dadia & Associates, LLP
Chartered Accountants

Secretarial Auditors
Anisha Jhunjhunwala & Associates
Practicing Company Secretaries

Registrar and Transfer Agent
Link Intime India Pvt. Ltd. C-101, 247 Park,
L. B. S. Marg, Vikhroli (W), Mumbai - 400 083
Tel: 022 - 49186000
Fax: 022 - 49186060
Email: rnt.helpdesk@linkintime.co.in

Regd. Office & Works
Premier Limited., Gat No. 169, Sawardari, Taluka - Khed, District - Pune, Chakan Industrial Area, Pune - 410 501, India.
Tel: +91-21-3568320

Corporate Office
58, Nariman Bhavan, 5th Floor, Nariman Point, Mumbai 400 021, India.
Tel: +91-22-61179000/1/2

Email: investors@premier.co.in,
Web: www.premier.co.in
Corporate Identification Number (CIN): L34103PN1944PLC020842

Board of Directors (Suspended during CIRP)

Maitreya Doshi
MBA form IMD (Switzerland) and BA (Econ) From Stanford Chairman & Managing Director (DIN - 00060755)

Rohita Doshi
BS, MS and Ph. D Research in Computer Engineering Non-Executive Director
(DIN - 00246388)

S. Padmanabhan
M.Sc. (Physics), IAS (Retd)/ Advisor
Non-Exe. Independent Director
(DIN - 00001207)

Dilip J.Thakkar
Chartered Accountant Non-Exe. Independent Director
(DIN - 00007339)

Ramesh Adige
Master in Business Administration Industry Expert-Automotive, Pharma, Healthcare, Banking & Public Policy Non-Exe. Independent Director
(DIN - 00101276)

Udo Weigel
Machine Tool Technologist Non-Exe. Independent Director
(DIN - 02142276)

Resolution Professional

Kanak Jani
IBBI/IPA-001/IP-P-01757/2019 -2020/12685
AFA Validity upto: 21-12-2023

PREMIER LTD.

PREMIER LIMITED (In CIRP)

CIN: L34103PN1944PLC020842

NOTICE OF 77th ANNUAL GENERAL MEETING

The National Company Law Tribunal ("NCLT"), Mumbai Bench, vide order dated 29th January 2021 ("Insolvency Commencement Order") has initiated corporate insolvency resolution process ("CIRP") based on petition filed by Anand Rathi Global Finance Limited under section 7 of the Insolvency and Bankruptcy Code, 2016 ("the Code"). Ms. Kanak Jani having IP Registration No. IBBI/IPA-001/IP-P-01757/2019-2020/12685 was appointed as Interim Resolution Professional ("IRP") to manage affairs of the Company in accordance with the provisions of the Code. At the first meeting of the committee of creditors held on 04th March 2021, Ms. Kanak Jani was confirmed as Resolution Professional ("RP"/"Resolution Professional") for the Company. Pursuant to the Insolvency Commencement Order and in line with the provisions of the Code, the powers of the Board of Directors were suspended and the same were to be exercised by RP. Hence, this meeting is being convened by the Resolution Professional only to the limited extent of discharging the powers of the Board of Directors of the Company which are conferred upon her in terms of provisions of Section 17 of the Code.

NOTICE is hereby given that the 77th Annual General Meeting of the members of Premier Limited will be held on Saturday, the 30th September, 2023 at 12:30 P.M (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt (a) the audited standalone financial statement of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2023 and the report of Auditors thereon and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolutions as an **Ordinary Resolutions:**

a) **"RESOLVED THAT** the audited standalone financial statement of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

b) **"RESOLVED THAT** the audited consolidated financial statement of the Company for the financial year ended March 31, 2023 and the report of Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

2. *To appoint a Director in place of Mrs. Rohita M. Doshi, (DIN: 00246388) who retires by rotation as a Director and being eligible and offer herself for re-appointment and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mrs. Rohita M. Doshi (DIN: 00246388), who retires by rotation and being eligible, be and is hereby re-appointed as a Director of the Company."

Her appointment on the Board is being part of compliance with section 152(6) of the Companies Act, 2013. However, the Board shall continue to remain suspended during the continuance of Corporate Insolvency Resolution Process. The tenure of directors will be subject to Resolution Plan as may be approved by Adjudicating Authority.

For Premier Limited (In CIRP)

Sd/-
Kanak Jani
Resolution Professional
IP Reg. No: IBBI/IPA-001/IP-P-01757/2019 -2020/12685
Email Id: premier.cirp@gmail.com
AFA Valid upto: 21/12/2023

Place: Mumbai
Date: September 04, 2023

Notes:

1. The Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read together with circulars dated April 8, 2020; April 13, 2020; January 13, 2021; December 8, 2021, December 14, 2021, May 5, 2022 and December 28, 2022 (collectively referred to as "MCA Circulars") permitted convening the Annual General Meeting ("AGM" / "Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"),without the physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 ('the Act') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the AGM of the Company is being held through VC / OAVM.

2. Generally, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held through VC/OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto.

3. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

4. Since the AGM will be held through VC/ OAVM, the route map of the venue of the meeting is not annexed hereto. The venue of the meeting shall be deemed to be the Registered Office of the Company at 169 Gat Village Sawardari Taluka Khed (Chakan Industrial Area) Pune MH-410501 India.

5. As required by Regulation 36 of the SEBI (LODR) Regulations, 2015 (Listing Regulations) and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, the relevant details of Director retiring by rotation at the ensuing AGM are given in the Annexure to the Notice of the AGM.

Dispatch of annual report:

6. In compliance with the aforesaid MCA and SEBI Circulars, the Notice of the AGM along with the Annual Report is being sent through e-mail to those members whose e-mail addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report will also be available on the website of the Resolution Professional ("RP") i.e https://sunresolution.in, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com respectively, and on the e-voting website of Link Intime India Private Limited at https://instavote.linkintime.co.in.

7. Members who have still not registered their e-mail Ids are requested to do so at the earliest. Members holding shares in electronic mode can get their e-mail IDs registered by contacting their respective Depository Participant for receiving the Notice and Annual Report. We urge members to support this Green Initiative effort of the Company and get their e-mail ids registered.

Book closure:

8. The Register of Members and the Share Transfer Books of the Company will remain closed on Sunday, the 24th September, 2023 to Saturday, the 30th September, 2023 (Both days Inclusive) for the purpose of Annual General Meeting.

Record Date (Cut Off Date)

9. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on **Saturday, the 23rd September 2023** ("the cut-off date") only shall be entitled to vote through Remote E-voting and at the AGM. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut Off date.

Declaration of voting result:

10. The Resolution Professional of the company has appointed Ms. Anisha Jhunjhunwala (Proprietor of Anisha Jhunjhunwala & Associates, Practicing Company Secretaries) as a Scrutinizer to scrutinize the remote e-voting process and e-voting at the AGM in a fair and transparent manner.

11. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter, unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by her in writing, who shall countersign the same.

12. The result declared along with the Scrutinizer's Report shall be placed on the website of the Resolution Professional ("RP") i.e https://sunresolution.in. The Company shall simultaneously forward the results to Bombay Stock Exchange Limited (BSE) and National Stock Exchange of India Limited (NSE), where the shares of the Company are listed.

Other useful information:

13. Members are requested to read the 'Shareholder Information' section of the Annual Report for useful information.

14. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are requested to submit their PAN to their DPs, and those holding shares in physical form are requested to submit their PAN to the Company's Registrar and Transfer Agent.

15. In terms of the amendments to the Listing Regulations, with effect from April 1, 2019, requests for effecting transfer of securities in physical form shall not be processed unless the securities are held in dematerialised form with the depository, i.e., NSDL and CDSL. Members are, therefore, requested to dematerialize their physical holding for any further transfer. Members can, however, continue to make request for transmission or transposition of securities held in physical form.

16. Members who hold shares in the dematerialised form and desire a change/correction in the bank account details, should intimate the same to their concerned DPs and not to the Company's RTA. Members are also requested to give the MICR Code of their banks to their DPs. The Company/Company's RTA will not entertain any direct request from such members for change of address, transposition of names, deletion of name of deceased joint holder and change in the bank account details. The said details will be considered as will be furnished by the DPs to the Company.

Remote e-voting:

17. Pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and in compliance with the provisions of Regulation 44 of LODR the Company is pleased to provide shareholders facility to exercise their right to vote by electronic means.

    a. The facility of casting the votes by the shareholders using an electronic voting system from a place other than venue of the 77th AGM ("remote e-voting") will be provided by Link Intime India Private Limited.

    b. The facility for voting, through electronic voting system shall also be made available at the 77th AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the 77th AGM.

    c. The Company has appointed Ms. Anisha Jhunjhunwala (Proprietor of Anisha Jhunjhunwala & Associates.), Practicing Company Secretary as the Scrutinizer for conducting the remote e-voting and the voting process at the 77th AGM in a fair and transparent manner. The Scrutinizer will submit her report to the Chairman of the meeting not later than two (2) days of conclusion of the AGM of the Company. The

result with the Scrutinizer's Report will be announced and displayed at the Registered Office.

The said result would be available on the website of the Resolution Professional ("RP") i.e https://sunresolution.in and of Link Intime India Private Limited. The same would be uploaded on the website of both the stock exchanges being BSE & NSE in accordance with the LODR.

d. The Notice of the 77th AGM inter alia indicating the process and manner of e-Voting can be downloaded from https://instavote.linkintime.co.in.

e. The voting period begins on 27th September 2023 at 9.00 a.m. and ends on 29th September 2023 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., 23rd September 2023 may cast their vote electronically. The e-voting module shall be disabled by Insta vote for voting after 5.00 p.m. on 29th September 2023.

f. The voting rights of the shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on cut-off date i.e. 23rd September 2023.

SHAREHOLDER INSTRUCTIONS FOR REMOTE E-VOTING AND E-VOTING DURING AGM

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode is given below:

1. **Individual Shareholders holding securities in demat mode with NSDL**

i. Existing IDeAS user can visit the e-Services website of NSDL viz... https://eservices.nsdl.com either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login"" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.

ii. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

iii. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

2. Individual Shareholders holding securities in demat mode with CDSL

i. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.

ii. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period or during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.

iii. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.

iv. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.