

NOTICE

NOTICE is hereby given that the **52ND ANNUAL GENERAL MEETING** of the Company will be held on **Friday, 23rd September, 2022**, at **02:30 P.M.** at the registered office of the Company at Surana House, Behind Klassic Chambers, Swastik X Road, Opp. Narnarayan Complex, Navrangpura, Ahmedabad -380009, Gujarat, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2022 together with the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend on Non-convertible Non-Cumulative Redeemable Preference Shares for the financial year ended 31st March, 2022.
3. To appoint a Director in place of Mr. Sanjaykumar Vinodbhai Majethia (DIN: 06555488), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. To approve the Re-appointment of Miss. Anusha Maheshwary (DIN: 07761325) as an Independent Director of the Company

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

“RESOLVED THAT, pursuant to Section 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Miss Anusha Maheshwary (DIN:07761325), Independent Director of the Company, who was appointed by shareholder at their Extra-Ordinary General Meeting held on 13th May, 2017 for a term of 5 years and who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment for a Second Term under the provisions of the Companies Act, 2013 and rules made thereunder and subject to the approval of members at this Annual General Meeting be and is hereby re-appointed as Independent Director (Non-Executive, Independent Director) of the Company,

with effect from 7th July, 2022 to hold office for 3(Three) consecutive years and their appointment shall not liable be to retire by rotation.”

RESOLVED FURTHER THAT any Director or Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things which may be necessary for re-appointment of Miss Anusha Maheshwary (DIN:07761325) as an Independent Director of the Company.”

5. To approve the Re-appointment of Mr. Sachin K. Kansal (DIN: 03566139) as an Independent Director of the Company

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

“**RESOLVED THAT**, pursuant to Section 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Sachin K. Kansal (DIN:03566139), Independent Director of the Company, who was appointed by shareholder at their General Meeting held on 28th September, 2016 for a term of 5 years and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment for a Second Term under the provisions of the Companies Act, 2013 and rules made thereunder and subject to the approval of members at this Annual General Meeting be and is hereby re-appointed as Independent Director (Non-Executive, Independent Director) of the Company, with effect from 28th September, 2021 to hold office for 3(Three) consecutive years and their appointment shall not liable be to retire by rotation.”

RESOLVED FURTHER THAT any Director or Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things which may be necessary for re-appointment of Mr. Sachin K. Kansal (DIN:03566139) as an Independent Director of the Company.”

6. To approve the Re-appointment of Mr. Jayesh R. Jain (DIN: 07427867) as an Independent Director of the Company

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

“**RESOLVED THAT**, pursuant to Section 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory

modification(s) or re-enactment thereof for the time being in force), Mr. Jayesh R. Jain (DIN:07427867), Independent Director of the Company, who was appointed by shareholder at their General Meeting held on 28th September, 2016 for a term of 5 years and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment for a Second Term under the provisions of the Companies Act, 2013 and rules made thereunder and subject to the approval of members at this Annual General Meeting be and is hereby re-appointed as Independent Director (Non-Executive, Independent Director) of the Company, with effect from 28th September, 2021 to hold office for 3(Three) consecutive years and their appointment shall not liable be to retire by rotation.”

RESOLVED FURTHER THAT any Director or Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things which may be necessary for re-appointment of Mr. Jayesh R. Jain (DIN: 07427867) as an Independent Director of the Company.”

7. To make investments, give loans, guarantees and security in excess of limits specified under Section 186 of the Companies Act, 2013

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

“RESOLVED THAT pursuant to the provisions of Section 186(3) and any other applicable provisions of the Companies Act, 2013 read with the relevant rules made thereunder, including any statutory modification(s) and re-enactment thereof for the time being in force, subject to the terms of Articles of Association of the Company and subject to such other approvals, consents, sanctions and permissions as may be necessary, the consent of the Members be and hereby accorded to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board) for (a) give any loan to any person(s) or other body corporate(s); (b) give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s) ; and (c) acquire by way of subscription, purchase or otherwise, securities of any other body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company for an amount not exceeding Rs.20,00,00,000 (Rupees Twenty Crore Only) notwithstanding that such investment and acquisition together with existing investments of the Company in all other bodies corporate, loans and guarantees given and securities provided shall be in excess of the limits prescribed under section 186(3) of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, Executive Directors and Company Secretary of the Company, be and are hereby severally authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in

relation to the above and to all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and file returns with Registrar of Companies, that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

**By order of the Board of Directors
For, Premier Synthetics Limited**

Sd/-

**Vismay Makwana
Company Secretary**

Place: Ahmedabad

Date: 12th August, 2022

NOTES:

1. The relevant details of the Directors seeking re-appointment under item No 3 above as required by Regulation 26 (4) and 36(3) of the Securities Exchange Board of India (Listing Obligations and Disclosures Requirement) Regulations, 2015 (Listing Regulations) and as required under Secretarial Standards-2 on General Meetings issued by the Institute of Company Secretaries of India is annexed hereto.
2. Members as on the Record Date of 16th September, 2022 shall only be entitled for availing the remote E-voting facility and E-voting facility during the AGM. A person who is not a Member on the Record date should accordingly treat this Notice for information purposes only.
3. A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and a proxy need not be a member of the Company. Proxies in order to be effective must be received by the Company, at its Registered Office not less than 48 hours before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/authority letter, as applicable.
4. Dividend on Non-Convertible Non-Cumulative Redeemable Preference Shares for the Financial year ended 31st March, 2022 as recommended by the Board of Directors, if approved by the members at the AGM, will be paid on or after Monday 26th September, 2022 to those Non-convertible Non-Cumulative Redeemable Preference Shares members whose names appear on the Register of Members as on 16th September, 2022.
5. Corporate Members intending to send their authorized representative(s) to attend the meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a Certified True Copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf to the scrutinizer by email to csjigartrivedi@gmail.com.
6. The Register of Members and Share Transfer Books of the Company shall remain closed from Saturday 17th September, 2022 to Friday 23rd September, 2022 (both days inclusive) for the purpose of Annual General Meeting (AGM).
7. The Register of Directors and Key Managerial Personnel and their share holding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting.
8. A person can be an authorized representative of more than one Body Corporate. In such a case, he is treated as more than one Member present in person for the purpose of the quorum.
9. In Compliance with MCA Circulars dated 8th April 2020, 13th April 2020 and 05th May 2020 and SEBI Circular dated 12th May, 2020, Members may kindly note that sending of Physical Copies of Annual Report to Members have been dispensed with

and is being sent through electronic mode to those members whose e-mail addresses are registered with the Company or Depositories. Members may also note that the Notice of the 52nd Annual General Meeting and the Annual Report will be available on the Company's website www.premiersyntheticsltd.com and can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and disseminated on the website of CDSL at www.evotingindia.com.

10. Pursuant to the MCA Circulars and SEBI Circular, owing to the difficulties involved in dispatching of physical copies of the Notice of the 52nd AGM and the Annual Report for the year ended 31st March, 2022 including therein the Audited Financial Statements for the Financial Year 2021-2022, are being sent only by email to the Members. Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the 52nd AGM and the Annual Report for the Financial Year 2021-2022 and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:-
 - a. For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company email id [:premiersynthetics@gmail.com](mailto:premiersynthetics@gmail.com)
 - b. For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL), Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

11. In case of joint holder attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
12. Members holding shares in dematerialized mode are requested to intimate all changes pertaining to their bank details, NECS, mandates, nominations, power of attorney, change of address/name, PAN details, etc to their Depository Participant only and not to the Company's Registrars and Transfer Agents. Changes intimated to the Depository Participant will then be automatically reflected in the records of the Registrars and Transfer Agents which will help the Company and its Registrars and Transfer Agents to

provide efficient and better service to the Members.

13. In accordance with the amendments to Regulation 40 of the Listing Regulations, Securities and Exchange Board of India (SEBI), decided that requests for effecting transfer of listed securities shall not be processed unless the securities are held in dematerialized form with a Depository (National Securities Depository Limited or Central Depository Services (India) Limited). Members holding shares in Physical Form are requested to consider converting their holding to dematerialized form in order to eliminate all risks associated with physical shares. Members can contact the Registrar and Share Transfer Agent (RTA) in this regard. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their Demat accounts.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in Physical Form can submit their PAN details to the Company.
15. Additional Information required to be furnished under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standards-2 with respect of the Director(s)/Manager seeking appointment/re-appointment at the AGM has been furnished and forms a part of the notice. The director(s)/manager have furnished the requisite consents/declarations for their appointment/re-appointment.
16. We will be publishing a Public Notice by way of advertisement in Free Press Gujarat Newspaper (English edition and Gujarati edition) with the suitable details of the ensuing Annual General Meeting.
17. M/s. Jigar Trivedi & Co., Company Secretaries, (COP No.18483) Ahmedabad, has been appointed as the Scrutinizer to scrutinize the remote e-Voting process and casting vote through the e-Voting system during the meeting in a fair and transparent manner.
18. The Scrutinizer shall after the conclusion of e-Voting at the 52nd AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him, within 48 (forty eight) hours from the conclusion of the 52nd AGM, who shall then countersign and declare the result of the voting forthwith.
19. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.premiersyntheticsltd.com and on the website of CDSL at www.evotingindia.com immediately after the declaration of results by the Chairman or a person authorized by him. The results shall also be immediately forwarded to the

BSE Limited, Mumbai.

20. Instructions for attending the AGM through E-Voting are as under:

- (i) The voting period begins on 20/09/2022 (09:00 A.M) and ends on 22/09/2022 (05:00 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 of 16/09/2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iii) In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/ NSDL is given below:

| Type of shareholders | Login Method |
|--|---|
| Individual Shareholders holding securities in Demat mode with CDSL | <ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) 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 company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, 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. |
| Individual Shareholders holding securities in demat mode with NSDL | <ol style="list-style-type: none"> i. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. ii. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp iii. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful |

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| | 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 and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. |
| Individual Shareholders (holding securities in demat mode) login through their Depository Participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. |

Important Note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

| Login type | Helpdesk details |
|---|--|
| Individual Shareholders holding securities in Demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800225533 |
| Individual Shareholders holding securities in Demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |

iv. Login method for e-Voting for shareholders other than Individual Shareholders holding in Demat Form & Physical Shareholders.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

- c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a **first-time user** follow the steps given below:

| | For Physical shareholders and other than Individual Shareholders holding shares in Demat. |
|---|---|
| PAN | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA. |
| Dividend Bank Details OR Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field. |

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) Shareholders holding shares in Physical Form will then directly reach the Company selection screen. However, Shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <Premier Synthetics Limited> on which you choose to vote.
- (ix) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and Option NO implies that you dissent to the Resolution.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

- (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) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) ***Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.***
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz.: premiersynthetics@gmail.com , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES:-

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id.**

2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on toll free no. 1800 22 55 33.

**By order of the Board of Directors
For, Premier Synthetics Limited**

Sd/-

**Vismay Makwana
Company Secretary**

**Place: Ahmedabad
Date: 12th August, 2022**

EXPLANATORY STATEMENT IN RESPECT OF SECTION 102 OF THE COMPANIES

ANNEXURE TO ITEM NO. 3 OF THE NOTICE

Details of Director seeking re-appointment at the 52nd Annual General Meeting

[In pursuance of Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)]

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|---|--|
| Name of Director | Sanjaykumar Vinodbhai Majethia |
| DIN | 06555488 |
| Date of Birth | 29/07/1972 |
| Nationality | Indian |
| Date of First appointment in the current designation | 10/02/2016 |
| Qualification | S.Y.B.Com |
| Experience | Sanjay V. Majethia have the business experience in Trading and Industry of more than 10 years. |
| Shareholding in the Company: Number of Equity Shares Number of Non-Convertible Non-Cumulative Redeemable Preference Shares | 5,84,650 Nil |
| Terms and Conditions of appointment or re-appointment along with details of remuneration | - |
| Remuneration last drawn | Nil |
| No. of Meeting of the Board attended during the year | All |
| Directorships* of other Companies (Excluding Premier Synthetics Limited) | Majethia Papers Private Limited Unique Mercantile India Limited |
| Membership/ Chairmanship of Committee of other Companies (Excluding Premier Synthetics Limited) | Nil |
| Inter-se relationships between: <ul style="list-style-type: none">• Directors• Key Managerial Personnel | Not Applicable Not Applicable |

* Directorship included all the Companies incorporated in India.

ANNEXURE TO ITEM NO.4 OF THE NOTICE

Miss. Anusha Maheshwary (DIN:07761325) was appointed as an Independent Director on the Board of your Company, pursuant to the provisions of Section 149 of the Companies Act,2013 (“the Act”) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, by the members at the Extra Ordinary General Meeting (“EGM”) of the Company held on 13th May, 2017 for a period of 5 years from 13th May, 2017. The Nomination and Remuneration Committee (“NRC”) and the Board of Directors at their respective meetings held on 7th July, 2022 on the basis of the outcome of performance evaluation of Miss. Anusha Maheshwary acknowledged her valuable contribution to the Board/Committee deliberations, business knowledge, acumen, integrity and experience. Considering the above attributes, NRC and Board are of the view that service of Miss. Anusha Maheshwary as an Independent Director of the Company would be beneficial to the Company and accordingly, recommends re-appointment of Miss. Anusha Maheshwary (DIN:07761325), as a Non-Executive, Independent Director of the Company, with

effect from 7th July, 2022 to hold office for 3(Three) consecutive years and their appointment shall not liable be to retire by rotation.”

Brief Profile of Miss. Anusha Maheshwary:

| | |
|---|--|
| Name of Director | Anusha Maheshwary |
| Date of Birth | 12-10-1992 |
| Nationality | Indian |
| Address | E/10 Udaipur Road, Shyam Colony, Banswara (Rural), Kushalgarh, Banswara, Rajasthan, 327001, India |
| Qualification | C.A., B.Com |
| Experience/ Expertise | Miss Anusha Maheshwary had experience as Accounts & Finance head in Ravi Rao Associates from the year 2015 to 2018. She had also appointed as Internal Auditor in Shri Jagdamba Polymers Ltd. in Oct. 2018 |
| Shareholding | NIL |
| List of Chairmanship and Membership of various Committees in Companies | Chairmanship: NIL Membership: Premier Synthetics Limited –Stakeholders Relationship Committee |
| Directorship in Other Company | NIL |
| Disclosure of relationships between Directors | There are no inter-se relations between Miss. Anusha Maheshwary and the other members of the Board. |

ANNEXURE TO ITEM NO.5 OF THE NOTICE

Mr. Sachin Kansal (DIN:03566139) was appointed as an Independent Director on the Board of your Company, pursuant to the provisions of Section 149 of the Companies Act,2013 (“the Act”) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, by the members at the Annual General Meeting (“AGM”) of the Company held on 28th September, 2016 for a period of 5 years from 28th September, 2016. The Nomination and Remuneration Committee (“NRC”) and the Board of Directors at their respective meetings held on 21st October, 2021 on the basis of the outcome of performance evaluation of Mr. Sachin Kansal (DIN:03566139) acknowledged his valuable contribution to the Board/Committee deliberations, business knowledge, acumen, integrity and experience. Considering the above attributes, NRC and Board are of the view that service of Mr. Sachin Kansal (DIN:03566139) as an Independent Director of the Company would be beneficial to the Company and accordingly, recommends re-appointment of Mr. Sachin Kansal (DIN:03566139), as a Non-Executive, Independent Director of the Company, with effect from 28th September, 2021 to hold office for 3(Three) consecutive years and their appointment shall not liable be to retire by rotation.”

Profile of Mr. Sachin K. Kansal:

| | |
|---|--|
| Name of Director | Sachin K. Kansal |
| Date of Birth | 13-09-1987 |
| Nationality | Indian |
| Address | R/H-7, Satellite Plaza, Nr. Mansi Tower, Satellite, Ahmedabad City, Ambawadi Vistar, Ahmedabad, Gujarat -380015 |
| Qualification | C.A. |
| Experience/ Expertise | Mr. Sachin K. Kansal is a Chartered Accountant by profession. After becoming CA he joined the Company named Larsen & Tubro and worked for 2 two years in the Company and after that he decided to do his own practice and formed chartered accountant firm in the name of “S Kansal & Associates” since last 3 year. |
| Shareholding | NIL |
| List of Chairmanship and Membership of various Committees in Companies | Chairmanship: Arvee Laboratories (India) Limited –Audit Committee Membership: Arvee Laboratories (India) Limited – Nomination and Remuneration Committee |
| Directorship in Other Company | Arvee Laboratories (India) Limited (From 01/10/2021) |
| Disclosure of relationships between Directors | There are no inter-se relations between Mr. Sachin K. Kansal and the other members of the Board. |

ANNEXURE TO ITEM NO.6 OF THE NOTICE

Mr. Jayesh R. Jain (DIN:07427867) was appointed as an Independent Director on the Board of your Company, pursuant to the provisions of Section 149 of the Companies Act,2013 (“the Act”) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, by the members at the Annual General Meeting (“AGM”) of the Company held on 28th September, 2016 for a period of 5 years from 28th September, 2016. The Nomination and Remuneration Committee (“NRC”) and the Board of Directors at their respective meetings held on 21st October, 2021 on the basis of the outcome of performance evaluation of Mr. Jayesh R. Jain (DIN:07427867) acknowledged his valuable contribution to the Board/Committee deliberations, business knowledge, acumen, integrity and experience. Considering the above attributes, NRC and Board are of the view that service of Mr. Jayesh R. Jain (DIN: 07427867) as an Independent Director of the Company would be beneficial to the Company and accordingly, recommends re-appointment of Mr. Jayesh R. Jain (DIN: 07427867), as a Non-Executive, Independent Director of the Company, with effect from 28th September, 2021 to hold office for 3(Three) consecutive years and their appointment shall not liable be to retire by rotation.”

Brief Profile of Mr. Jayesh R. Jain:

| | |
|---|---|
| Name of Director | Jayesh Rajmal Jain |
| Date of Birth | 25-07-1975 |
| Nationality | Indian |
| Address | A-291, Ratnadeep Complex-2 Near Prernatirth Jain Derasar, Jodhpur Gam, Satellite, Ahmedabad City, Ahmedabad-380015 |
| Qualification | C.A. |
| Experience/ Expertise | Mr. Jayesh R. Jain is a Chartered Accountant by profession and having his own Chartered Accountant firm in the name of “Jain & golechha”, and has over all experience of 17 years in field of Audit, Tax Audit, Income Tax, Sales tax and financial Consultancy. He has not hold Directorship in any Company. |
| Shareholding | NIL |
| List of Chairmanship and Membership of various committees in Companies | Chairmanship: Premier Synthetics Limited –Nomination and Remuneration Committee Membership: Premier Synthetics Limited –Audit Committee |
| Directorship in Other Company | NIL |
| Disclosure of relationships between Directors | There are no inter-se relations between Mr. Jayesh R. Jain and the other members of the Board. |

ANNEXURE TO ITEM NO.7 OF THE NOTICE

As per sub-section (2) & (3) of Section 186 of the Companies Act, 2013 a Company is required to obtain the prior approval of the members through a Special Resolution, in case the Company wants to:

- (a) give any loan to any person or other body corporate;
- (b) give any guarantee or provide security in connection with a loan to any other body Corporate or person; and
- (c) acquire by way of subscription, purchase or otherwise, the securities premium account or 100% of its free reserves and security premium account, whichever is more.

None of the Directors and/or Key Managerial Personnel (KMP) of the Company and/or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the Special Resolution as set out at Item No.7 of the accompanying Notice.

The Board recommends the passing of the Special Resolution as set out at Item No.7 of the Notice.

**By order of the Board of Directors
For, Premier Synthetics Limited**

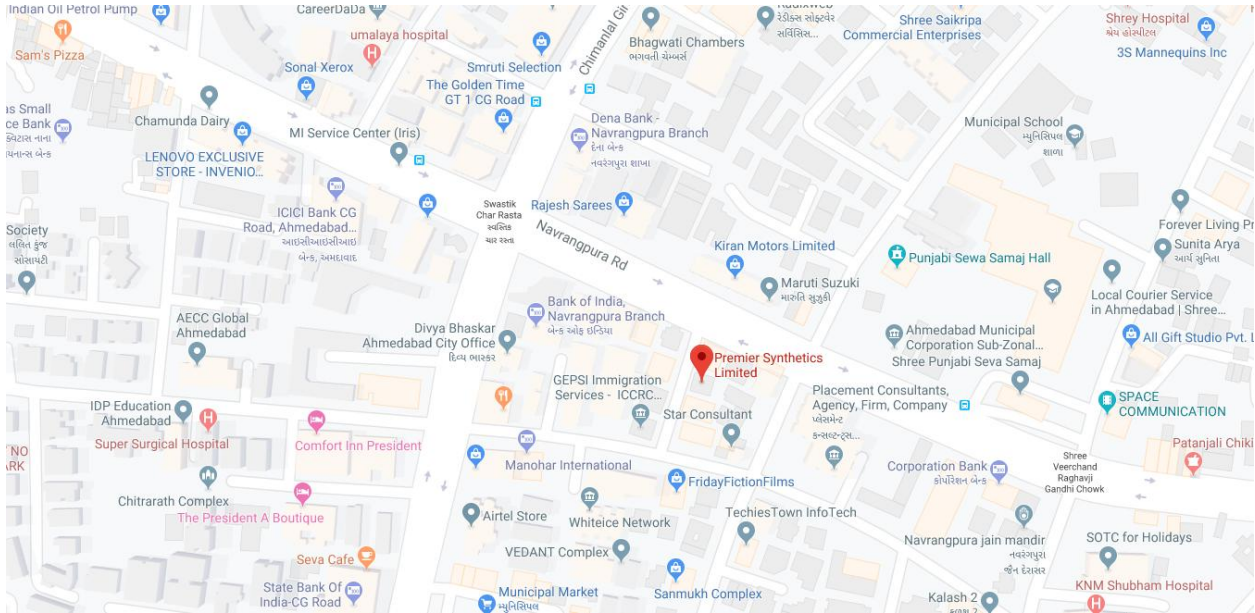
Sd/-

**Vismay Makwana
Company Secretary**

Place: Ahmedabad

Date: 12th August, 2022

ROUTE MAP TO THE VENUE OF AGM



PREMIER SYNTHETICS LIMITED, Surana House, B/h. Klassic Chambers, Near Swastik X Road, Opp. Narnarayan Complex, Navrangpura, Ahmedabad - 380009



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