

## NOTICE

Dear Members,

**NOTICE** is hereby given that the 44<sup>th</sup> Annual General Meeting of the Members of **PREMIER SYNTHETICS LIMITED** will be held on Monday, the 22<sup>th</sup> day of August, 2014 at 3.00 p.m. at JBF House, 2<sup>nd</sup> Floor, Old Post Office Lane, Kalbadevi Road, Mumbai - 400 002 to transact the following business:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Balance Sheet as at 31<sup>st</sup> March, 2014 and Profit & Loss Account and Cash Flow Statement of the Company for the year ended on that date together with reports of the Board of Directors and Auditors' thereon;
2. To appoint a Director in place of Mr. Janardan Joshi who retires by rotation and being eligible offers himself for re-appointment;
3. To appoint M/s P.C. Surana & Co., Chartered Accountants, Mumbai as the Auditors of the Company to hold office till the conclusion of the next Annual General Meeting and to fix their remuneration.

### **SPECIAL BUSINESS**

#### **4. TO INCREASE THE BORROWING POWER IN TERMS OF SECTION 180(1)(c) 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 section 180(1)(c) of the Companies Act, 2013 and other applicable provisions, if any, consent of the company be and is hereby accorded to the Board of Directors of the company to borrow from time to time, for the purpose of the companies business, such sum or sums of monies, as they in their absolute discretion think fit, notwithstanding whether monies so borrowed together with the monies already borrowed by the company and remaining outstanding shall be in excess of the aggregate of the paid up share capital and free reserves but not exceeding Rs. 100,00,00,000 /-(Rupees One Hundred Crore only) over and above the paid up share capital and free reserves for the time being of the company.”

**5. TO CREATE CHARGE/MORTGAGE ETC. ON COMPANY'S MOVABLE OR IMMOVABLE PROPERTIES IN TERMS OF SECTION 180(1)(a) 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 section 180(1)(a) of the Companies Act, 2013 and other applicable provisions, if any, consent of the company be and is hereby accorded to the Board of Directors of the company, for mortgaging and charging in such form and manner and on such terms and at such times as the board of directors may deem fit, the movable and/or immovable assets and properties of the company, wherever situate, present and future, whether presently belonging to the company or not, in favor of any person including, but not limited to, financial/investment institutions, banks, insurance companies, mutual fund(s), corporate body(ies), trustees to secure the loans, borrowing, debenture, hire purchase and/or working capital facilities and other credit facilities up to a sum not exceeding Rs. 1,000,000,000/-(Rupees One Hundred Crore only)

**“RESOLVED FURTHER THAT”**, the Board of Directors or such committee or person(s) as may be authorised by the board be and is hereby authorise to finalise the form, extent and manner of the documents and deeds, as may be applicable for creating the appropriate mortgages and or charges on such of the immovable and/or movable properties of the company on such terms and conditions at such times/tranches as may be decided by the board of directors in consultation with the lenders and for the reserving the aforesaid rights and for performing all such acts and things as may be necessary for giving effect to this resolution.”

**6. TO GIVE LOANS/GUARANTEES, PROVIDING OF SECURITIES AND MAKING OF INVESTMENTS IN SECURITIES.**

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

**“RESOLVED THAT** pursuant to Section 186 and all other applicable provisions of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 as may be amended, from time to time and Articles of Association of the Company, approval of the shareholders of the Company be and is hereby given to the board of Directors for:-

- 1) giving any loan to any person or other body corporate,
- 2) giving any guarantee or providing any security in connection with a loan to any other body corporate or person and / or
- 3) acquiring whether by way of subscription, purchase or otherwise, the securities of any other body corporate

upto an amount, the aggregate outstanding of which should not exceed, at any given time Rs. 750,000,000/- (Rupees Seventy Five Crores Only) which shall be over and above the limits as specified in Section 186(2) of the Companies Act, 2013.

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, Mr. Anand Arya, Chairman & Whole Time Director of the Company be and is hereby authorized to negotiate and decide from time to time, terms and conditions, execute necessary documents, papers, agreements etc. for the investment to be made, loans and guarantees to be given and securities to be provided to any person and/ or any body corporate, do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary, proper or desirable, settle any question, difficulty or doubt that may arise in this regard and to delegate all or any of these powers to any committee of directors or director or officer of the Company or any other person.

**For Premier Synthetics Limited**

**Anand Arya**  
Chairman

Place : Mumbai  
Date : 28<sup>th</sup> April, 2014

**Registered Office :**  
JBF House, 2nd Floor,  
Old Post Office Lane,  
Kalbadevi Road,  
Mumbai - 400 002.  
CIN: L99999MH1970PLC014826  
Tel.- 022-2208 8736  
Email Add: [premiersynthetics@gmail.com](mailto:premiersynthetics@gmail.com)

**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. The Register of Members and Share Transfer Books of the Company shall remain closed from Monday, 21<sup>st</sup> day of July, 2014 to Monday, 28<sup>th</sup> day of July, 2014 (both days inclusive) for the purpose of Annual General Meeting.
3. The Explanatory statement pursuant to section 102 of the Companies Act, 2013 in respect of special business is annexed.
4. Members are requested to notify the change of address, if any, to the Registrar & Transfer Agent, Sharex Dynamic (India) Pvt. Ltd.
5. Members are requested to dematerialize their physical shareholding at the earliest. Your Company have dematerialization connectivity with CDSL only and **ISIN is INE 940N01012.**
6. **E-VOTING INSTRUCTIONS**

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Premier Synthetics Limited (“the Company”) is pleased to offer e-voting facilities to the Members to cast their votes electronically on all the resolutions set forth in the Notice convening the Forty Fourth Annual General Meeting (“AGM”) scheduled to be held on Friday, August 22, 2014 at 3.00 p.m. The Company has engaged the services of Central Depository Services Limited (CDSL) to provide e-voting facility. The e-voting facility is available at the link [www.evotingindia.com](http://www.evotingindia.com)

- The voting period begins at **09.00 a.m. IST on August 14, 2014 and ends at 6.00 p.m. IST on August 16th, 2014.** During this period, Members of the Company, holding shares either in physical form or in dematerialized form (as on the **cut-off date which is July 25, 2014**), may cast their vote electronically. The voting rights of Members shall be in proportion to their shares in the paid up equity share capital of the Company as on this cut-off date. The e-voting module shall be disabled by CDSL for voting after 6.00 p.m. IST on August 16, 2014.

- The company has appointed Mr. Sunil Bohra, Partner, P.C. Surana & Co., Chartered Accountants, as the scrutinizer for conducting the e-voting process in a fair and transparent manner and he will submit his report to the chairman within 3 days of conclusion of voting
- The Results shall be declared on or after the Annual General Meeting (AGM). The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.premiersyntheticsltd.com](http://www.premiersyntheticsltd.com) and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the Bombay Stock Exchange Limited, on which shares of the Company are listed.

**SPECIFIC INSTRUCTIONS AND PROCESS TO BE FOLLOWED FOR E-VOTING:**

- Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
- Click on the “Shareholders” tab
- Now, select the “COMPANY NAME” from the drop down menu and click on “SUBMIT”
- Now Enter your User ID:
  - Members Holding shares in Demat Form: 16 digits beneficiary ID,
  - Members holding shares in Physical Form: Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
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"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
DOB #	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.

Details #	# Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.
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- viii) After entering these details appropriately, click on “SUBMIT” tab.
- ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- xii) 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. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xiii) 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.
- xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xv) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvi) **Note for Institutional Shareholders**
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a compliance user should be created who would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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.
- xvii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

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

**ITEM NO. 4 & 5**

Upon notification of Section 180(1)(c) and 180(1)(a) of the Companies Act, 2013, the Board of Directors of the Company cannot, except with the consent of members of the Company by way of Special Resolution, borrow monies apart from temporary loans obtained from the Company’s bankers in the ordinary course of business in excess of the aggregate of the paid-up share capital and its free reserve and create securities for such borrowings by creation of mortgage and/or charge on movable and immovable assets of the Company.

Further the Ministry of Corporate Affairs had vide its Circular dated March 25, 2014 clarified that the resolution(s) passed by the Companies under Section 293 of the Companies Act, 1956 prior to September 12, 2013 with reference to borrowings (subject to the limits prescribed/approved by the members) and/or creation of security on assets of the Company will be regarded as sufficient compliance of the requirements of Section 180 of the Companies Act, 2013 for a period of one year from the date of notification of Section 180 of the Companies Act, 2013.

Nonetheless, taking into account the business operations and future growth plans of the Company and to cater to the working capital needs, a fresh resolution is proposed to borrow monies, from time to time, for the purpose of the Company’s business, notwithstanding that the monies to be borrowed by the Company together with monies already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) and remaining outstanding at any point of time will exceed the Company’s paid up share capital and free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount up to which monies may be so borrowed by the Board and which shall remain outstanding at any given point of time shall not exceed the sum of Rs.

1,000,000,000/- (Rupees One Hundred Crore only) and to create security for the borrowings by way of suitable mortgage, hypothecation or charge on all or any of the movable and/or immovable properties of the Company.

Accordingly, the Board of Directors of your Company recommends the passing of resolutions as set out at item no. 5 & 6 as the Special Resolutions.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested in the resolution.

#### **ITEM NO. 6**

Pursuant to Section 186(2) and all other applicable provisions of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014, the Board of Directors are authorized to give loan, guarantee or provide security in connection with the loan to any person or other body corporate, or acquire by way of subscription, purchase or otherwise, the securities including shares, debentures etc. of any other body corporate, up to an amount, the aggregate of which should not exceed 60% of the paid up capital, Free Reserves and Securities premium Account or 100% of Free Reserves and Securities Premium Account of the company, whichever is higher. In case the company exceeds the above mentioned limits then, prior approval of shareholders by way of Special resolution is required to be obtained.

The Company is undertaking various business activities and is also making strategic investments, from time to time, in associates companies other bodies corporate and would, therefore, be required to provide financial assistance/support by way of giving of loans/guarantees, providing of securities, making of investments in securities in order to expand its business activity and also for optimum utilization of funds. Accordingly, Board of Directors of the company may be authorized to give loans, guarantees, or provide securities to make investments as mentioned above, up to an amount, the aggregate outstanding of which should not exceed, at any given time Rs. 750,000,000/- (Rupees Seventy Five Crores only) which shall be over and above the said limits as specified in section 186(2) of the Act.

Except Directors and Key Managerial Personnel or their relatives who may be concerned or interested, financially or otherwise, by way of directorship/shareholding or in any other manner in one or more companies/bodies corporate/individuals as described in the said resolution, no other director or Key Managerial Personnel or their relatives is concerned or interested in the said resolution.

**For Premier Synthetics Limited**

Place: Mumbai  
Date: 28<sup>th</sup> April, 2014

**Anand Arya**  
**Chairman**

**Registered Office :**

JBF House, 2nd Floor,  
Old Post Office Lane,  
Kalbadevi Road,  
Mumbai 400 002.

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