

Corporate Identification Number (CIN) : L34103PN1944PLC020842
Corporate Office : 58, Nariman Bhavan, Nariman Point, Mumbai – 400021
Tel.: 022-61179000/61179001, Fax-022-61179003
Registered Office : Mumbai-Pune Road, Chinchwad, Pune – 411019
Tel.: 020 –66310000, Fax : 020-66310371
Email : investors@premier.co.in

Annual Report &
Accounts for the
year 2014-15
are being posted
separately as
per Companies
Act, 2013

NOTICE

NOTICE is hereby given that the 69TH ANNUAL GENERAL MEETING of the members of the Company will be held on Wednesday, the 23rd September, 2015 at 10.00 a.m. at the Registered Office of the Company at Mumbai - Pune Road, Chinchwad, Pune - 411 019, to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Directors' Report, the Audited Financial Statements including the Statement of Profit and Loss for the year ended March 31, 2015 and the Balance Sheet as at that date and the Auditors' Report thereon.
2. To appoint a Director in place of Mrs. Rohita M. Doshi (holding DIN 00246388) who retires by rotation in terms of section 152(6) of the Companies Act, 2013, and being eligible, offers herself for reappointment.
3. To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to provisions of Sections 139 and 141 and other applicable provisions, if any, of the Companies Act, 2013, M/s K.S. Aiyar & Co., Chartered Accountants (Firm Registration Number 100186W) be and are hereby reappointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration plus service tax and out-of-pocket expenses and/or travelling expenses as may be determined by the Board of Directors on the recommendation of the Audit Committee of the Board.”

Special Business:

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED that pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 or such other Rules as may be prescribed (including any statutory modifications made thereunder), from time to time, the Company do hereby ratify the remuneration of Rs.1,65,000/- plus applicable taxes and out-of-pocket expenses payable to M/s ABK & Associates, Cost Accountants (Membership No.000036), who are appointed as Cost Auditors by the Board of Directors of the Company, based on the recommendation of the Audit Committee, to conduct the audit of the cost records of the Company at Chinchwad, Pune for the year ending 31st March, 2016.”

By Order of the Board,

Registered Office:
Mumbai-Pune Road,
Chinchwad, Pune – 411 019

Ramesh M. Tavhare
Vice President
(Legal and Corporate Affairs)
& Company Secretary

Place : Mumbai
Date : 30th April, 2015

Notes:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

A person can act as proxy on behalf of members not exceeding 50 and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights, provided that a member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder. A proxy form is sent herewith. Proxies submitted on behalf of the companies, societies, etc. must be supported by an appropriate Resolution/authority, as applicable.

The instrument appointing a proxy and the power of attorney, if any, under which it is signed, should be deposited at the Registered Office of the Company not less than 48 hours before the time for holding the Annual General Meeting.

- 2.** The Register of Members and Share Transfer Books will remain closed from Monday, the 14th September, 2015 to Wednesday, the 23rd September, 2015 (both days inclusive).
- 3.**
 - i) Members/Proxies are requested to bring their copies of Annual Report with them for the Annual General Meeting and the attendance slip duly filled in for attending the Meeting.
 - ii) Members, holding shares in physical form, may write to the Company's Registrar and Transfer Agents for any change in their address and bank mandates and members, having shares in electronic form, may inform the same to their depository participants immediately.
 - iii) Members are requested to send all communications relating to shares to the Company's Registrar and Transfer Agents (Physical and Electronic) at Link Intime India Pvt. Ltd, C-13, Pannalal Silk Mills Compound, Lal Bahadur Shastri Marg, Bhandup (West), Mumbai – 400 078.
 - iv) Corporate members, intending to send their authorized representatives to attend the Meeting, are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
- 4.** Pursuant to the provisions of Sections 205A(5) and 205C of the Companies Act, 1956, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of its transfer to the Unpaid Dividend Account of the Company was required to be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government,

dividends for the financial year ended 31st March, 2009 and thereafter, which remain unpaid or unclaimed for a period of 7 years from the respective dates of transfer to the unpaid dividend account of the Company are due for transfer to the Investor Education & Protection Fund (IEPF) on the dates given in the table below:

Financial Year	Date of Declaration of Dividend	Last date for claiming unpaid dividend	Due date for transfer to IEPF
2008-2009	26.6.2009	25.6.2016	25.7.2016
2009-2010	30.8.2010	29.8.2017	29.9.2017
2010-2011	11.6.2011	10.6.2018	10.7.2018
2011-2012	24.8.2012	23.8.2019	23.9.2019
2012-2013	14.6.2013	13.6.2020	13.7.2020
2013-2014	12.9.2014	11.9.2021	11.10.2021

Members who have so far not encashed the Dividend Warrants for the above years are advised to submit their claim to the Company's R&TA at the aforesaid addresses immediately quoting their folio number/ DP ID & Client ID.

- 5.** The Ministry of Corporate Affairs has undertaken a "Green Initiative in Corporate Governance" by allowing paperless compliances by the Company and has issued circulars allowing service of notices / documents including annual report by e-mail to its members. To support this green initiative of the government in full measure, members who have not registered their e-mail addresses so far, are requested to register the same in respect of electronic holdings with the depository through their depository participants. Members who are holding shares in physical form are requested to get their e-mail addresses registered with the Registrar and Share Transfer Agent.
- 6.** Members holding shares in physical form may avail themselves of the facility of nomination in terms of Section 72 of the Companies Act, 2013 by nominating in the prescribed form a person to whom their shares in the Company shall vest in the event of their death. The prescribed form can be obtained from the Company's Corporate Office at 58, Nariman Bhawan, Nariman Point, Mumbai – 400 021 or from its R & T A at either of the aforesaid addresses.

7. The shareholding of Non-Executive Independent Directors are as under:

Mr. S. Padmanabhan – Nil shares,
 Mr. Asit Javeri – 14,300 shares,
 Mr. Udo Weigel – Nil shares,
 Mrs. Kavita Khanna – 14,000 shares,
 Mr. Dilip J. Thakkar – 740 shares,
 Mr. Shailesh S. Vaidya – Nil shares,
 Mr. Ramesh Adige - Nil shares.

8. A copy of this Notice has been placed on the website of the Company and website of CDSL. The Annual report for 2014-15 has been placed on the Company's website www.premier.co.in

9. In terms of requirement of the Companies Act, 2013 and the relevant Rules, the Company has fixed on Wednesday, the 16th September, 2015 as the 'CUT-OFF' Date. The remote e-voting/ voting rights of the shareholders/ beneficial owners shall be reckoned on the equity shares held by them as on 'Cut-Off date, i.e. 16th September, 2015.

10. Voting through electronic means

- i. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility as an alternative mode of voting which will enable the Members to cast their votes electronically on the resolutions mentioned in the notice of 69th Annual General Meeting of the Company

The instructions for members for voting electronically are as under :-

In case of members receiving e-mail:

- (i) The voting period begins on 20th September, 2015. (9.00 a.m.) and ends on 22nd September, 2015 (5.00 p.m.) During this period, shareholders' of the Company, holding shares either in physical form or in dematerialised form, as on the cut of date of 16th September, 2015., may cast their vote by electronic means. The e-voting module will be disabled by CDSL for voting thereafter.
- (ii) Log on to the e-voting website www.evotingindia.com
- (iii) Click on "Shareholders" tab.
- (iv) Now, select the "PREMIER LTD." from the drop down menu and click on "SUBMIT"
- (v) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.

- (vi) Next enter the Image Verification as displayed and Click on Login.

- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

- (viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field.
DOB	<p>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.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> 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 as mentioned in instruction (iv).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.

- (x) Members holding shares in physical form will then reach directly 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 remote 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.**

- (xi) For Members holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.
 - (xii) Click on the EVSN for the relevant **"PREMIER LTD."** on which you choose to vote.
 - (xiii) 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.
 - (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
 - (xv) 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.
 - (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
 - (xviii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - (xix) Non-Individual 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.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity 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 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 a 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.
 - (xx) **In case of members receiving the physical copy of Annual Report** Please follow all steps from sl. no. (i) to sl. no. (xix) above to cast vote.
 - (xxi) Any person who acquires shares of the Company and become a member of the Company after dispatch of the Notice and holding shares as of the cut of date. i.e. 16th September, .2015, may obtain the login ID and password by sending a request at www.evotingindia.co.in However, if he is already registered with CDSL for remote e-voting, then he can use his existing user ID and Password for casting his vote. If he has forgotten his password, he can reset his password by using "forgot user details / password" option available at on www.evotingindia.co.in Person who is not a Member as on the cut off date i.e. 16th September, 2015, should treat this Notice for information purposes only.
 - (xxii) A member can opt for only one mode i.e. either through e-voting or voting at the Annual General Meeting. If a Member casts votes by both modes, than voting done through e-voting shall prevail and the voting at the Annual General Meeting shall be treated as invalid.
 - (xxiii) At the Annual General Meeting, the Chairman shall allow voting with the assistance of the Scrutinizer, by use of ballot paper for all those Members who are present at the Annual General Meeting but have not cast their votes by availing the remote e-voting facility.
 - (xxiv) 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 under help section or write an email to helpdesk.evoting@cdslindia.com.
- II. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut of date of 16th September, 2015.
- III. A copy of this notice has been placed on the website of the Company and website of CDSL.

- IV. Mr. N.L. Bhatia, Practicing Company Secretary (Membership Number 1176) has been appointed by the Board of the Directors of the Company as the Scrutinizer for conducting the remote e-voting process as well as voting at the Annual General Meeting in a fair and transparent manner.
- V. The Scrutinizer shall after the conclusion of the voting at the Annual General Meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the Annual General Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- VI. The Results declared alongwith the Scrutinizer's Report shall be placed on the Notice Board of the Registered Office and at Corporate Office and at Company's website www.premier.co.in and on the website of CDSL immediately and communicate to the BSE Ltd. and National Stock Exchange of India Ltd.

Based on the recommendation of the Audit Committee, the Board of Directors thought it expedient to appoint M/s. ABK & Associates as the Cost Auditor for Cost Audit of machinery and engineering business for the financial year 1st April, 2015, to 31st March, 2016 on a remuneration of Rs.1.65 lacs plus applicable taxes, and reimbursement of out of pocket expenses incurred for the purpose of audit subject to approval of remuneration by the Members. Section 148(3) read with Rule 14 of The Companies (Audit and Auditors) Rules 2014 prescribes that the remuneration of the Cost Auditor shall be approved by the Shareholders. Accordingly, this Ordinary Resolution is proposed for approval of the Members.

The Board of Directors recommends passing of the Ordinary Resolution at Item No.4 of the Notice.

None of the Directors, key managerial personnel and /or their relatives is concerned or interested in the Resolution

By Order of the Board,

ANNEXURE TO NOTICE

Explanatory Statement as required by Section 102 of the Companies Act, 2013.

In conformity with the provisions of Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts in respect of Item No.4

In respect of Item No.4

Section 148(2) of the Companies Act, 2013 provides that if the Central Government is of the opinion that it is necessary to do so, it may, by Order, direct that the audit of cost records of class of companies, which are covered under sub-section (1) and which have a net worth of such amount as may be prescribed or a turnover of such amount as may be prescribed, shall be conducted in the manner specified in the Order.

Ministry of Corporate Affairs has notified Section 148 with effective from 1 April, 2014 and also have notified the Companies (Cost Records and Audit) Rules 2014, according to which the Company is required to maintain cost records and get the same audited in respect of machinery and engineering business of the Company.

Registered Office:

Mumbai-Pune Road,
Chinchwad, Pune – 411 019

Ramesh M. Tavhare
Vice President
(Legal and Corporate Affairs)
& Company Secretary

Place : Mumbai
April 30, 2015



Registered Office : Mumbai-Pune Road, Chinchwad, Pune – 411 019. CIN : L34103PN1944PLC020842

PROXY FORM

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

CIN : L34103PN1944PLC020842
Name of the Company : PREMIER LIMITED
Registered Office : Mumbai-Pune Road, Chinchwad, Pune – 411 019

Table with 2 columns: Field Name, Value. Fields include Name of the Member/s, Registered Address, E-mail ID, Folio No. / Client ID, DP ID.

I/ We, being the member/s of No. of Equity Shares of the above named Company, hereby appoint :

- (1) Name Address
E-mail ID Signature Or failing him
(2) Name Address
E-mail ID Signature Or failing him
(3) Name Address
E-mail ID Signature

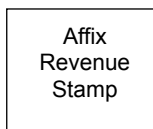
as my/our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 69th Annual General Meeting of the Company, to be held on Wednesday, 23rd September, 2015 at 10.00 a.m. at Premier Ltd., Mumbai-Pune Road, Chinchwad, Pune – 411 019 and at any adjournments thereof in respect of such resolutions as are indicated below:

Table with 3 columns: Resolution No., Resolution, Optional *. Rows 1-4 detailing resolutions on financial statements, appointments, and remuneration.

Signed this day of 2015

Signature of the Shareholder

Signature of the Proxy holder/s



- Note: (1) The proxy in order to be effective should be duly stamped, completed and signed and deposited at the Registered Office of the Company, not less than 48 hours before the time for holding the aforesaid meeting.
(2) For the Resolutions, Explanatory statement and Notes, please refer to the Notice of the 69th Annual General Meeting.
* (3) It is optional to put a "X" in the appropriate column against the Resolution indicated in the Box. If you leave the "For" or "Against" column blank against any or all Resolutions, your proxy will be entitled to vote in the matter as he / she think appropriate
* (4) Please complete all details of member(s) in above box before submission

