



NOTICE OF AGM

NOTICE IS HEREBY GIVEN THAT 17th ANNUAL GENERAL MEETING OF THE MEMBERS OF PREMIER INDUSTRIAL CORPORATION LIMITED WILL BE HELD ON MONDAY, 8TH SEPTEMBER 2025 AT 11.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 5TH FLOOR, KAILASH CORPORATE LOUNGE GODREJ HIRANANDANI LINK ROAD, PARK SITE, VIKROLI WEST MUMBAI-400079 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Statement of Profit and Loss for the year ended 31st March, 2025 and the Balance Sheet as on date together with the Reports of the Board of Directors and the Auditors thereon.
2. To re-appoint Mr. Arvind Morzaria, Managing Director, (DIN: 00762810), who retires by rotation and being eligible, offers herself for re-appointment
3. To re-appoint Mr. Dilip Morzaria, Joint Managing Director, (DIN: 00762801), who retires by rotation and being eligible, offers herself for re-appointment

SPECIAL BUSINESS:

4. RATIFICATION OF REMUNERATION PAYABLE TO M/S. N. RITESH & ASSOCIATES, APPOINTED AS COST AUDITORS OF THE COMPANY FOR FY 2025-2026:

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, M/s. V. J. Talati & Co, Cost Accountant (M/s. N. Ritesh & Associates.), Cost Accountants appointed as Cost Auditors by the Board of Directors of the Company to audit the cost records of the Company for the financial year 2025-26, be paid a remuneration of Rs. 85,000 per annum plus applicable service tax and out of pocket expenses that may be incurred.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. APPROVAL OF RELATED PARTY TRANSACTIONS UNDER OMNIBUS APPROVAL

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

“RESOLVED THAT pursuant to the provisions of Section 2(76), 177, and 188 of the Companies Act, 2013, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, and other applicable provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof), and in accordance with Regulation 23 of the SEBI (Listing Obligations and



Disclosure Requirements) Regulations, 2015, the members of the Company do hereby ratify and approve the omnibus approval granted by the Audit Committee and the Board of Directors for entering into related party transactions by the Company with *Kamman Corporation*, a partnership firm, being a related party of Mr. Arvind Morzaria, Mr. Dilip Morzaria, Mr. Subhash Morzaria, and Mr. Lalit Morzaria, Directors of the Company, for the financial year 2025-26, for transactions of the nature and up to the maximum amounts as set out below:

Nature of Transaction	Name of Related Party	Sanctioned Amount (Rs.)	Maximum
Sale of Goods	Kamman Corporation	Rs.50,00,00,000/-	
Purchase of Raw Materials/Goods	Kamman Corporation	Rs.50,00,00,000/-	

“RESOLVED FURTHER THAT the above transactions are in the ordinary course of business and on arm’s length basis, and the terms and conditions are consistent with similar transactions conducted with unrelated parties and represent fair market value.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to negotiate, finalize and execute necessary agreements, documents or deeds in this regard and to do all such acts, deeds and things as may be necessary, desirable or expedient in connection therewith to give effect to this resolution.”

“RESOLVED FURTHER THAT any of the Directors of the Company or the Company Secretary be and are hereby severally authorized to file necessary returns/forms with the Registrar of Companies and any other statutory authority as may be required.”

By order of the board of directors
for Premier Industrial Corporation Limited

Dilip Chhotalal Morzaria
DIN: 00762801
Joint Managing Director

Date: 4th September, 2025
Place: Mumbai



NOTES TO NOTICE OF ANNUAL GENERAL MEETING

1. Proxy and Representation

- A member entitled to attend and vote at the Annual General Meeting (“AGM”) is entitled to appoint a proxy to attend and vote on his/her behalf and a proxy need not be a member of the Company.
- Pursuant to Section 105 of the Companies Act, 2013 (“the Act”), a person shall not act as a proxy for more than fifty (50) members and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent 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.
- The instrument appointing proxy, duly completed, must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the AGM.

2. Corporate Members

Corporate members intending to send their authorised representatives to attend the AGM pursuant to Section 113 of the Act are requested to send to the Company a certified true copy of the Board Resolution/Power of Attorney authorising such representative to attend and vote on their behalf.

3. Explanatory Statement

The Statement pursuant to Section 102(1) of the Act setting out the material facts relating to the Special Business to be transacted at Item Nos. 4, 5 and 6 of the Notice is annexed hereto and forms part of this Notice.

4. Dematerialisation of Shares

The Company’s equity shares are held in dematerialised form only. Members are requested to note that as per SEBI and Depository regulations, transfer of securities can be effected only in dematerialised mode. Hence, members are advised to ensure that their holdings continue to remain in demat form to facilitate trading and smooth corporate actions.

5. Inspection of Documents

All documents referred to in the accompanying Notice and Explanatory Statement are available for inspection by the members at the Registered Office of the Company during business hours (10:00 a.m. to 5:00 p.m.) on all working days (except Saturdays, Sundays and public holidays) up to the date of the AGM and at the AGM venue during the meeting.

6. Registers & Statutory Records

The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Act, will be available for inspection at the AGM.

7. Communication with Members

In line with the “Green Initiative in Corporate Governance” permitted by the Ministry of Corporate Affairs, members holding shares in demat form are requested to register/update their e-mail



PREMIER
THE HOUSE OF METALS

KAMMAN[®]
GROUP

addresses with their Depository Participants. The Notice of the AGM, along with the Annual Report for FY 2024–25, is being hand delivered to those members.

8. Voting at the Meeting

- Pursuant to Section 107 of the Act, the resolutions at the AGM shall be decided on a show of hands, unless a poll is demanded or conducted electronically as per applicable law.
- Members holding shares in demat form are requested to carry their Client ID and DP ID for easy identification.

9. Route Map (if physical meeting)

A route map giving clear directions to reach the venue of the AGM, as required under Secretarial Standard–2 (SS-2), is annexed to this Notice.



Annexure to Notice

Details of Director Seeking Re-appointment at the Annual General Meeting

(Pursuant to Secretarial Standard-2 on General Meetings and applicable provisions of the Companies Act, 2013)

Particulars	Mr. Arvind C. Morzaria	Mr. Dilip C. Morzaria
DIN	00762810	00762801
Age	*73 years	68 years
Date of Birth	22/02/1952	12/07/1957
Designation	Managing Director	Joint Managing Director
Date of first appointment on Board	08/08/2007	08/08/2007
Qualification	SSC	SSC
Experience / Expertise in functional areas	Mr. Dilip C. Morzaria, Co-Founder of Premier Industrial Corporation, has over four decades of entrepreneurial and managerial experience. Since 2007, he has held key leadership roles and currently serves as Chairam & Managing Director. He has wide expertise in public relations, client and supplier management, procurement, financial planning, and business expansion. He has been instrumental in diversifying the product portfolio, expanding into new markets, and leading strategic initiatives including new factories and land acquisitions. His strong financial oversight and disciplined fund management have ensured operational continuity and long-term stability.	Mr. Dilip C. Morzaria, Co-Founder of Premier Industrial Corporation, has over four decades of entrepreneurial and managerial experience. Since 2007, he has held key leadership roles and currently serves as Joint Managing Director. He has extensive expertise in procurement of raw materials, financial planning, business expansion, and client relationship management. He has been instrumental in diversifying the Company's product portfolio, expanding into new markets, and leading strategic initiatives such as setting up new factories and acquiring industrial land. His strong financial oversight and disciplined approach to fund management have ensured the Company's stability and sustained growth.
Directorships held in other public companies (excluding foreign companies & private companies)	None	None
Memberships/Chairmanships of Committees of other public companies	None	None
Shareholding in the Company (Equity Shares held)	2,50,73,014 equity shares	2,12,13,368 equity shares
Relationship with other Directors/KMP	Brother of Mr. Dilip C. Morzaria and Mr. Subhash C. Morzaria; Father of Mr. Smeet Morzaria and Mr. Meet Morzaria	Brother of Mr. Arvind C. Morzaria and Mr. Subhash C. Morzaria; Father of Mr. Anand Morzaria

* Members may note that Mr. Arvind Morzaria was re-appointed as Managing Director of the Company for a period of three years from 1st April 2024 to 31st March 2027 by passing a Special Resolution in the Annual General Meeting held on 16th August 2025,. Accordingly, only his re-appointment as a Director liable to retire by rotation is being placed before the members at this AGM.



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

ITEM NO. 4

In pursuance of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Company is required to appoint a cost auditor to audit the cost records of the applicable products of the Company.

On the recommendation of the Audit Committee at its meeting held on 4th Spetember 2025, the Board has, considered and approved the appointment of M/s. V. J. Talati & Co, Cost Accountant (M/s. N. Ritesh & Associates., Cost Accountants) as the cost auditor for the financial year 2025-26 at a remuneration of Rs. 85,000 per annum plus applicable service tax and reimbursement of out of pocket expenses.

None of the Directors/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested, financially or otherwise, in the resolution.

ITEM NO. 5

The Company, in its ordinary course of business, regularly enters into transactions for the purchase and sale of goods with Kamman Corporation, a partnership firm which qualifies as a related party under Section 2(76) of the Companies Act, 2013, and Regulation 2(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR").

The transactions with Kamman Corporation are carried out on an arm's length basis and are consistent with similar transactions conducted with unrelated third parties. However, considering the value of the proposed transactions exceeds the threshold limit prescribed under Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23(1) of the SEBI LODR, the approval of the shareholders is required by way of an ordinary resolution.

The Audit Committee and the Board of Directors of the Company have reviewed the terms of the transactions and have approved the same by passing necessary resolutions in their respective meetings. The transactions have been recommended for shareholder approval as they are in the ordinary course of business and on arm's length basis.

Details of the proposed related party transactions are as follows:

Nature of Transaction	Name of Related Party	Relationship	Maximum Amount (Rs)
Sale of Goods	Kamman Corporation	Related party of directors	Rs.50,00,00,000/-
Purchase of Raw Materials/Goods	Kamman Corporation	Related party of directors	Rs.50,00,00,000/-

In view of the provisions of Section 188 of the Companies Act, 2013, the approval of the shareholders is required, as the aggregate value of the related party transactions exceeds the prescribed thresholds for ordinary transactions. Since 90% or more of the shareholders of the Company are related parties, they are eligible to vote on this resolution in terms of the exceptions provided under Section 188(1) of the Companies Act, 2013.

The Board recommends the resolution for your approval as an Ordinary Resolution.



PREMIER
THE HOUSE OF METALS

KAMMAN[®]
GROUP

None of the other Directors or Key Managerial Personnel (KMPs) of the Company, other than the related party Directors, are concerned or interested in this resolution.

By order of the board of directors
for Premier Industrial Corporation Limited

Dilip Chhotalal Morzaria
DIN: 00762801
Joint Managing Director

Date: 4th September, 2025.
Place: Mumbai



Form No. 11

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: U27101MH2007PLC172955

Name of the Company: PREMIER INDUSTRIAL CORPORATION LIMITED

Name of the member:

Registered address:

Email ID:

Folio No. / Client ID:

DP ID:

I/We, being the member (s) of _____ shares of the above-named Company, hereby appoint:

1. **Name:**
Address:
E-mail ID:
Signature, _____; or failing him/her

2. **Name:**
Address:
E-mail ID:
Signature, _____; or failing him/her

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 18th Annual General Meeting of the Company, to be held on Monday, the 8th day of September, 2025 at 11.00 a.m. at 5th Floor, Kailash Corporate Lounge, Godrej Hiranandani Link Road, Park Site, Vikroli (West), Mumbai, Maharashtra, India, 400079 and at any adjournment thereof in respect of such resolutions as are indicated below:

1. Adoption of financial statements of the Company for the Financial Year ended March 31st, 2025 together with the reports of the Board of Directors and Auditors thereon.
2. Appointment of Mr. Arvind Morzaria, Managing Director, (DIN: 00762810), who retires by rotation and being eligible, offers himself for re-appointment.
3. Appointment of Mr. Dilip Morzaria, Joint Managing Director, (DIN: 00762801), who retires by rotation and being eligible, offers himself for re-appointment.
4. Ratification of remuneration payable to M/S. N. Ritesh & Associates, appointed as Cost Auditors of the Company for FY 2025-2026.
5. Approval of Related Party Transactions under Omnibus Approval

Signed this _____ day of _____, 2025



PREMIER
THE HOUSE OF METALS

KAMMAN[®]
GROUP

Signature of Proxy holder(s) _____

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



ROUTE MAP

Route from nearest railway station: Vikhroli Railway Station (W)

Venue: 5th Floor, Kailash Corporate Lounge, Godrej Hiranandani Link Road, Park Site, Vikhroli (West), Mumbai, Maharashtra, India, 400079

