

PREMIER ROAD CARRIERS LIMITED

CIN: L63090MH1968PLC425986

Regd. Office: 901, Floor-9, B-Wing, Plot-211, Dalamal Tower, Free Press Journal Marg,
Nariman Point, Mumbai - 400021

Phone No. (022) 67740677, E-mail : info@prclimited.co.in, Website : www.prclimited.co.in

NOTICE

NOTICE is hereby given that the 57th Annual General Meeting of the members of **Premier Road Carriers Limited** will be held on Wednesday, 6th day of August, 2025 at 3:00 P.M. IST at the Registered office of the Company at 901, Floor-9, B-Wing, Plot-211, Dalamal Tower, Free Press Journal Marg, Nariman Point, Mumbai - 400021 to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statement of the Company for the financial year ended 31st March, 2025, the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Karan Gupta (DIN: 02576785) who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Yashu Gupta (DIN: 00798805) who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. To appoint Auditors and fix the remuneration

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

"RESOLVED THAT, pursuant to Sections 139, 142 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, of the said Act and Companies (Audit and Auditors) Rules, 2014 made thereunder and other applicable rules, if any, under the said Act (including any statutory modification(s) or re-enactment thereof for the time being in force) M/s. **ATSJ & Associates (Firm Registration No. 152047W)**, Chartered Accountants, be and are hereby appointed as Statutory Auditors of the Company to hold the office from the conclusion of this Annual General Meeting until the conclusion of the 62nd Annual General Meeting to be held in the year 2030 at a remuneration to be fixed by the Audit Committee and/or Board of Directors of the Company, in addition to the re-imbursement of applicable taxes and actual out of pocket and travelling expenses incurred in connection with the audit.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matter, filing and things which may deem necessary in this behalf."

5. To appoint Secretarial Auditors of the Company

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

"RESOLVED THAT pursuant to Section 204 and other applicable provisions, if any, of the Companies Act, 2013, Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), other applicable laws/statutory provisions, if any, as amended from time to time, Palak Swapnil Desai, Practising Company Secretary be and is

hereby appointed as Secretarial Auditor of the Company for term of five consecutive years commencing from financial year 2025-26 till financial year 2029-30, at such fees, plus applicable taxes and other out-of-pocket expenses as may be mutually agreed upon between the Board of Directors of the Company and the Secretarial Auditor."

6. Revision in remuneration of Mr. Vijay Kumar Gupta (DIN: 00798748), Managing Director of the Company:

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

"RESOLVED THAT pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification(s) or re-enactment thereof read with Schedule V of the Companies Act, 2013, consent of the members of the Company be and is hereby accorded for revision in the maximum remuneration payable to Mr. Vijay Kumar Gupta (DIN: 00798748), Managing Director of the Company w.e.f. 1st April, 2025 as follows:

1.	Salary (including Dearness Allowance House Rent Allowance)	Upto Rs. 7,50,000/- p.m.
2.	Leave Travel Allowance	As per the rules of the Company
3.	Contribution to Provident Fund	To the extent exempt under Income Tax Act, 1961
4.	Other perquisites	As per the rules of the Company or as may be agreed to by the Board of Directors
5.	Bonus	Upto maximum of 2 times of the prevailing monthly salary
6.	Annual Increment	For every financial year, upto 10% per annum of the remuneration payable for the financial year preceding to the financial year in respect of which such increment pertains
7.	Commission	1% of the profit computed in the manner laid down in section 198 of the Companies Act, 2013

"RESOLVED FURTHER THAT the Board be and is hereby authorised to vary, alter the scope of the remuneration as they may deem fit in the interest of the Company."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for the purpose of giving effect to this resolution."

7. Revision in remuneration of Mr. Yashu Gupta (DIN: 00798805), Executive Director and Chief Financial Officer of the Company:

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

"RESOLVED THAT pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification(s) or re-enactment thereof read with Schedule V of the Companies Act, 2013, consent of the members of the Company be and is hereby accorded for revision in the maximum

remuneration payable to Mr. Yashu Gupta (DIN: 00798805), Executive Director and Chief Financial Officer of the Company w.e.f. 1st April, 2025 as follows:

1.	Salary (including Dearness Allowance House Rent Allowance)	Upto Rs. 6,75,000/- p.m.
2.	Leave Travel Allowance	As per the rules of the Company
3.	Contribution to Provident Fund	To the extent exempt under Income Tax Act, 1961
4.	Other perquisites	As per the rules of the Company or as may be agreed to by the Board of Directors
5.	Bonus	Upto maximum of 2 times of the prevailing monthly salary
6.	Annual Increment	For every financial year, upto 10% per annum of the remuneration payable for the financial year preceding to the financial year in respect of which such increment pertains
7.	Commission	1% of the profit computed in the manner laid down in section 198 of the Companies Act, 2013

"RESOLVED FURTHER THAT the Board be and is hereby authorised to vary, alter the scope of the remuneration as they may deem fit in the interest of the Company."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for the purpose of giving effect to this resolution."

8. Revision in remuneration of Mr. Karan Gupta (DIN: 02576785), Executive Director of the Company:

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

"RESOLVED THAT pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification(s) or re-enactment thereof read with Schedule V of the Companies Act, 2013, consent of the members of the Company be and is hereby accorded for revision in the maximum remuneration payable to Mr. Karan Gupta (DIN: 02576785), Executive Director of the Company w.e.f. 1st April, 2025 as follows:

1.	Salary (including Dearness Allowance House Rent Allowance)	Upto Rs. 5,35,000/- p.m.
2.	Leave Travel Allowance	As per the rules of the Company
3.	Contribution to Provident Fund	To the extent exempt under Income Tax Act, 1961
4.	Other perquisites	As per the rules of the Company or as may be agreed to by the Board of Directors
5.	Bonus	Upto maximum of 2 times of the prevailing monthly salary
6.	Annual Increment	For every financial year, upto 10% per annum of the remuneration

		payable for the financial year preceding to the financial year in respect of which such increment pertains
7.	Commission	1% of the profit computed in the manner laid down in section 198 of the Companies Act, 2013

"RESOLVED FURTHER THAT the Board be and is hereby authorised to vary, alter the scope of the remuneration as they may deem fit in the interest of the Company."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for the purpose of giving effect to this resolution."

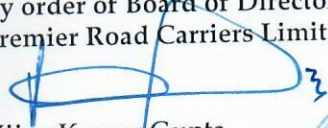
9. REDEMPTION OF REDEEMABLE PREFERENCE SHARES OF THE COMPANY:

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 55 and other applicable provisions of Companies Act, 2013 read with applicable Rules made under the Companies Act, 2013, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of the members be and is hereby accorded for redemption of 6,87,000 10% Cumulative Redeemable Preference Shares of Rs. 10/- (Rupees Ten only) each at a premium of Rs. 90/- (Rupees Ninety only) per share aggregating to Rs. 6,87,00,000/- (Rupees Six Crore Eighty Seven Lakh only) out of the accumulated profits of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized on behalf of the Company to sign any documents and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company."

By order of Board of Directors of
Premier Road Carriers Limited


Vijay Kumar Gupta
Managing Director
(DIN: 00798748)



Place: Mumbai
Date: 08/07/2025

Registered office:
901, Floor-9, B-Wing, Plot-211,
Dalamal Tower, Free Press Journal Marg,
Nariman Point, Mumbai - 400021

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

The proxy form duly completed and signed, should be deposited with the Company, at its registered office at least 48 hours before the time of the Meeting. A proxy form for the Annual General Meeting is enclosed.

A person can act as a proxy on behalf of the Members not exceeding fifty and holding in the 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 a proxy for any other person or members.

The proxy holder shall prove his / her identity at the time of attending the Meeting. When a member appoints a proxy and both the member and proxy attend the Meeting, the proxy stands automatically revoked.

2. Corporate Members intending to send their authorised representatives to attend the meeting are requested to send to the Company a scanned copy (in PDF / JPG format) of the Board Resolution authorizing their representative to attend and vote on their behalf in the meeting.

In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

3. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.

4. Pursuant to the provisions of Section 91 of the Act, the Register of Members and Share Transfer Books of the Company shall remain closed from Friday, 1st August, 2025 to Wednesday, 6th August, 2025 (both days inclusive).

5. In compliance with the MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2024-25 will also be available on the Company's website www.prclimited.co.in and website of the Stock Exchange i.e. The Calcutta Stock Exchange Limited at www.cse-india.com. The Notice and Annual Report 2024-25 is also disseminated on the website of Purva Shareregistry (India) Pvt. Ltd (agency for providing the Remote e-Voting facility) i.e. <https://evoting.purvashare.com>.

5. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company on all working days (3:00 p.m. to 5:00 p.m.) except Saturday, Sunday and Public holidays up to and including the date of the Annual General Meeting (AGM) of the Company.

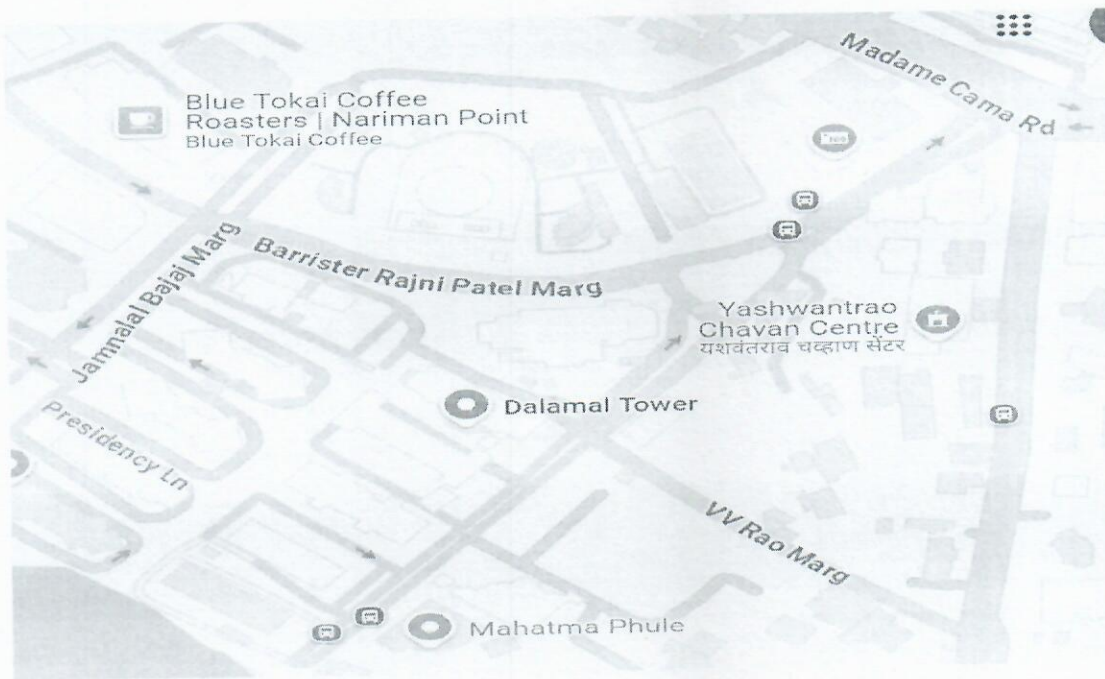
6. Members / proxies are requested to bring the attendance slips sent herewith duly signed for attending the Meeting.

7. Copies of the Annual Report will not be distributed at the Meeting. Members / proxies are requested to bring their copies of the same to the Meeting.

8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to the Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / RTA.

9. The business set out in the Notice will be transacted through remote e-voting and ballot paper at the venue of the Meeting and the Company is providing facility for the same. The complete details of the instructions for remote e-voting and voting at the venue of the AGM are annexed to this notice.

10. A route map and prominent landmark for easy location of the venue of the Meeting is enclosed with this Notice



THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through PURVA e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on Sunday, 3rd August, 2025 at 10:00 a.m. and ends on Tuesday, 5th August, 2025 at 5:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 31st July, 2025 may cast their vote electronically. The e-voting module shall be disabled by PURVA for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) 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.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) 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 abovesaid 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 Depository	<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 users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab. 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 or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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. 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 evoting 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 Depository	<ol style="list-style-type: none"> 1) 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.nsdl.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. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" "Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote

	<p>e-Voting period.</p> <p>4) Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> <p>5) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>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.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned 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. 1800 22 55 33
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 : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through PURVA e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.

- 1) The shareholders should log on to the e-voting website <https://evoting.purvashare.com>.
- 2) Click on "Shareholder/Member" 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 EVENT Number followed by Folio Number registered with the company. For example if folio number is 001*** and EVENT is 8 then user ID is 8001***
- 4) If you are holding shares in demat form and had logged on to www.evotingindia.com or www.evoting.nsdl.com and voted on an earlier e-voting of any company, then your existing password is to be used.

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

	For Shareholders holding shares in Demat Form other than individual and Physical Form
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 as mentioned in instruction (v).

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

- (ii) Shareholders holding shares in physical form will then directly reach the Company selection screen.
- (iii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (iv) Click on the EVENT NO. for the relevant PREMIER ROAD CARRIERS LIMITED on which you choose to vote.
- (v) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO/ABSTAIN" for voting. Select the option YES or NO or ABSTAIN as desired. The option YES implies that you assent to the Resolution, option NO implies that you dissent to the Resolution and option ABSTAIN implies that you are not voting either for or against the Resolution.
- (vi) Click on the "NOTICE FILE LINK" if you wish to view the Notice.
- (vii) 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.
- (viii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (ix) **Facility for Non - Individual Shareholders and Custodians - Remote Voting**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://evoting.purvashare.com> and register themselves in the "Custodians / Mutual Fund" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to evoting@purvashare.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.
 - 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; yashu.gupta@prclimited.co.in (designated email address by company), if they have voted from individual tab & not uploaded same in the Purva 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 & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the Purva e-Voting System, you can write an email to evoting@purvashare.com or contact at 022-49614132 and 022-35220056.

All grievances connected with the facility for voting by electronic means may be addressed to Ms. Deepali Dhuri, Compliance Officer, Purva Sharegistry (India) Private Limited, Unit No. 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel (East), Mumbai - 400011 or send an email to evoting@purvashare.com or contact at 022- 022-49614132 and 022-35220056.

ANNEXURE TO THE NOTICE

Brief details of Directors seeking appointment/ re-appointment at the ensuing Annual General Meeting as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Name of Director	Karan Gupta	Yashu Gupta
Age	35 years	39 years
Date of first Appointment on Board	18/04/2009	20/03/2006
Qualifications	B.Com, MBA	B.Com, MBA
Experience and Expertise in specific functional areas	He has over 15 years of experience and has expertise in Marketing, R & D, Finance and Taxation	He has over 16 years of experience and has expertise in Accounts, Finance and Taxation
Directorships held in other (excluding foreign) Companies	1) Diligent Investment Limited 2) Logisys Advisors Private Limited	1) Diligent Investment Limited
Memberships/ Chairmanships of Committees across public companies	N.A.	N.A.
Number of shares held in the Company	397500	511300
Relationship with other Directors/ KMPs/ Manager	He is related to Mr. Vijay Kumar Gupta, Managing Director and Mr. Yashu Gupta, Director and CFO	He is related to Mr. Vijay Kumar Gupta, Managing Director and Mr. Karan Gupta, Director
Number of Board meetings attended during the year	8	9

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

ITEM NO. 4:

The members are informed that the Company has received resignation letter on 27th June, 2025 from M/s. TAORI SANDEEP & ASSOCIATES, Chartered Accountants (Firm Registration No. 007414C), Statutory Auditor of the Company who were appointed at the 55th Annual General Meeting held on 28th August, 2023 to hold office till the 60th Annual General Meeting to be held in the year 2028. M/s. TAORI SANDEEP & ASSOCIATES have completed their audit for the financial year 2024-25. However their resignation has caused casual vacancy.

The Company has approached M/s. ATSJ & Associates (Firm Registration No. 152047W), Chartered Accountants to fill the casual vacancy and the Company has received consent letter from M/s. ATSJ & ASSOCIATES, (Firm Registration No. 152047W), Chartered Accountants confirming that they are eligible and not disqualified under Sections 141(1)-(3) of the Act and the Chartered Accountants Act, 1949 to be appointed as Statutory Auditor.

Accordingly, the Board of Directors based on recommendation by the Audit Committee has appointed M/s. ATSJ & ASSOCIATES, (Firm Registration No. 152047W), Chartered Accountants as Statutory Auditors of the Company for the financial years 2025-26 to 2029-30 at its meeting held on 8th July, 2025. The Board recommends their appointment to the shareholders for their approval.

The Board recommends the resolution under Item No. 4 for approval of the members as an Ordinary Resolution.

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

ITEM NO. 5:

The Board at its meeting held on 8th July, 2025, based on recommendation of the Audit Committee, after evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., has approved the appointment of Mrs. Palak Swapnil Desai, Practising Company Secretary, as Secretarial Auditor of the Company for a term of five consecutive years commencing from FY 2025-26 till FY 2029-30, subject to approval of the Members.

The appointment of Secretarial Auditors shall be in terms of the amended Regulation 24A of the SEBI Listing Regulations vide SEBI Notification dated December 12, 2024 and provisions of Section 204 of the Act and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Mrs. Palak Swapnil Desai is based in Mumbai. She has an experience in providing comprehensive professional services in corporate law, SEBI regulations, FEMA compliance, and allied fields, delivering strategic solutions to ensure regulatory adherence and operational efficiency.

Mrs. Palak Swapnil Desai has confirmed that she is eligible to be appointed as Secretarial Auditor in terms of Regulation 24A of the SEBI Listing Regulations. The services to be rendered by Mrs. Palak Swapnil Desai as Secretarial Auditors is within the purview of the said regulation read with SEBI circular no. SEBI/ HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024.

The proposed fees in connection with the secretarial audit shall be as may be mutually agreed between the Board of Directors and Mrs. Palak Swapnil Desai.

The Board recommends the resolution under Item No. 5 for approval of the members as an Ordinary Resolution.

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

ITEM NO. 6:

Mr. Vijay Kumar Gupta, Managing Director of the Company aged 62 years has over 40+ years of industry experience in various fields across multiple industries including Logistics, Finance and Marketing. Considering his knowledge of various aspects relating to the Company's affairs, responsibilities shouldered by him and his successfully contribution towards achievement of the common objectives of the organization, your board is of the opinion that the proposed remuneration as provided in the Item no. 6 of notice of Annual General Meeting is reasonable and is in line with the remuneration levels in the Industry, across the country and befits his position.

In accordance with the provisions of Sections 196, 197 & other applicable provisions of the Act, read with Schedule V to the said Act, the terms of remuneration payable to Mr. Vijay Kumar Gupta, Managing Director requires approval of members by passing Special Resolution.

Hence, the members are requested to pass the Special Resolution accordingly. The Board recommends the Resolution at Item No. 6 for your approval.

Apart from Mr. Vijay Kumar Gupta and his relatives who would be interested in his remuneration, none of the Directors and Key Managerial Personnel of the Company is, in any way, deemed to be concerned or interested in this item of business.

ITEM NO. 7:

Mr. Yashu Gupta, Executive Director and Chief Financial Officer of the Company aged 39 years has over 17+ years of industry experience in various fields including Logistics, Accounts Finance and Taxation. Considering his knowledge of various aspects relating to the Company's affairs, responsibilities shouldered by him and his successfully contribution towards achievement of the common objectives of the organization, your board is of the opinion that the proposed remuneration as provided in the Item no. 7 of notice of Annual General Meeting is reasonable and is in line with the remuneration levels in the Industry, across the country and befits his position.

In accordance with the provisions of Sections 196, 197 & other applicable provisions of the Act, read with Schedule V to the said Act, the terms of remuneration payable to Mr. Yashu Gupta, Executive Director and Chief Financial Officer requires approval of members by passing Special Resolution.

Hence, the members are requested to pass the Special Resolution accordingly. The Board recommends the Resolution at Item No. 7 for your approval.

Apart from Mr. Yashu Gupta and his relatives who would be interested in his remuneration, none of the Directors and Key Managerial Personnel of the Company is, in any way, deemed to be concerned or interested in this item of business.

ITEM NO. 8:

Mr. Karan Gupta, Executive Director, Marketing Head, aged 35 years has vast knowledge in Marketing, R & D, Finance and Taxation and has been successfully contributing towards achievement of the common objectives of the organization. Considering the position, responsibilities, capabilities and his involvement in the Company, your board thinks that the proposed remuneration as provided in the Item no. 8 of notice of Annual General Meeting is reasonable and is in line with the remuneration levels in the Industry, across the country and befits his position.

In accordance with the provisions of Sections 196, 197 & other applicable provisions of the Act, read with Schedule V to the said Act, the terms of remuneration payable to Mr. Karan Gupta, Executive Director requires approval of members by passing Special Resolution.

Hence, the members are requested to pass the Special Resolution accordingly. The Board recommends the Resolution at Item No. 8 for your approval.

Apart from Mr. Karan Gupta and his relatives who would be interested in his remuneration, none of the Directors and Key Managerial Personnel of the Company is, in any way, deemed to be concerned or interested in this item of business.

ITEM NO. 9:

The Board proposed to redeem 6,87,000 preference shares of Rs.10/- (Rupees Ten only) each at a premium of Rs. 90/- (Rupees Ninety only) per share. In terms of Section 55 of the Companies Act, 2013, no preference shares shall be redeemed except out of the profits of the Company which would otherwise be available for dividend or out of the proceeds of a fresh issue of shares made for the purpose of the redemption. The redemption of existing Preference Shares shall be out the profits of the Company.

The Board recommends the resolution under Item No. 9 for approval of the members as a Special Resolution.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding, if any.

By order of Board of Directors of
Premier Road Carriers Limited

Vijay Kumar Gupta
Managing Director
(DIN: 00798748)



Place: Mumbai
Date: 08/07/2025