

**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

**ANNEXURE TO THE NOTICE FOR THE 56<sup>TH</sup> ANNUAL GENERAL MEETING OF THE  
COMPANY TO BE HELD ON 26<sup>TH</sup> DAY OF SEPTEMBER, 2024**

Name & Registered Address  
of Sole/First named Member:

Joint Holders Name (If any) :

Folio No. / DP ID & Client ID :

No. of Equity Shares Held :

Dear Shareholder,

**Subject: Process and manner for availing E-voting facility:**

Pursuant to provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility to the members to cast their votes electronically as an alternative to participation at the Annual General Meeting to be held on Thursday, September 26, 2024, at 3:30 p.m. The Company has engaged the services of Purva Sharegistry (India) Pvt. Ltd ("PURVA") to provide e-voting facilities. The e-voting facility is available at the link <https://evoting.purvashare.com>

The Electronic Voting Particulars are set out below:

<b>EVEN (Electronic Voting Event Number)</b>	<b>USER - ID</b>	<b>PASSWORD</b>

The E-voting facility will be available during the following voting period:

<b>Remote e-Voting start on</b>	<b>Remote e-Voting end on</b>
23 <sup>rd</sup> September, 2024 at 10:00 A.M. (IST)	25 <sup>th</sup> September, 2024 at 5:00 P.M. (IST)

Please read the instructions mentioned in the Notice of the AGM before exercising your vote.

By order of Board of Directors of  
Premier Road Carriers Limited

Vijay Kumar Gupta  
Managing Director  
DIN: 00798748

Place: Mumbai  
Date: 14/08/2024

**PREMIER ROAD CARRIERS LIMITED**

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**NOTICE**

**NOTICE** is hereby given that the 56<sup>th</sup> Annual General Meeting of the members of **Premier Road Carriers Limited** will be held on Thursday, 26<sup>th</sup> day of September, 2024 at 3:30 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 31<sup>st</sup> March, 2024, the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Yashu Gupta (DIN no. 00798805) who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Karan Gupta (DIN no. 02576785) who retires by rotation and, being eligible, offers himself for re-appointment.

**SPECIAL BUSINESS:**

- 4. Re-appointment of Mr. Vijay Kumar Gupta (DIN: 00798748) as Managing Director:**

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

**“RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 198, 203 and all other applicable provisions of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and rules made thereunder, (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the Members of the Company be and is hereby accorded for re-appointment of Mr. Vijay Kumar Gupta (DIN: 00798748) as Managing Director of the Company for a period of 5 (Five) Years with effect from 15th January, 2025 upon the terms and conditions as may be agreed with liberty to the Board of Directors of the Company (hereinafter referred to as “the Board” (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter and vary terms and conditions of the said appointment in such manner as may be agreed to between the Board and Mr. Vijay Kumar Gupta.

**"RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorised to do all such acts, deeds, matters, and things and to execute any agreements, documents, instruments and writings as may be required, with power to settle all questions, difficulties or doubts that may arise in regard to the said appointment as it may in its sole discretion deem fit and to delegate all or any of its powers conferred herein to any Director(s) and / or Officer(s) of the Company to give effect to this Resolution."

**5. REDEMPTION OF NON-CUMULATIVE 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 1,55,000 10% Non-Cumulative Redeemable Preference Shares of Rs. 10/- (Rupees Ten only) each at a premium of Rs. 190/- (Rupees One Hundred Ninety only) per share aggregating to Rs. 3,10,00,000/- (Rupees Three Crore Ten Lac 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."

**6. VARIATION IN TERMS OF NON-CUMULATIVE 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 Sections 48 and 55 of Companies Act, 2013 and applicable provisions, if any of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company, consent of the members be and is hereby accorded for variation in the rights of preference shares by changing the terms of preference shares from 10% Non-Cumulative Redeemable Preference Shares to 10% Cumulative Redeemable Preference Shares.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized on behalf of the Company to take all steps and actions and 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.”

**7. TO APPROVE APPOINTMENT OF MR. SHIVAM AGARWAL (DIN: 07934263) AS INDEPENDENT DIRECTOR:**

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

“**RESOLVED THAT** in accordance with the provisions of Sections 149, 152 read with Schedule IV and 161 of the Companies Act, 2013, as amended, and the rules and regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (collectively referred to as the “**Companies Act**”), Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and other applicable law and pursuant to the provisions of the Articles of Association of the Company, Mr. Shivam Agarwal (DIN: 07934263), who was appointed as Additional Director of the Company with effect from 14<sup>th</sup> August, 2024 and who has submitted a declaration that he meets the criteria for appointment as an Independent Director under Section 149(6) of the Companies Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a period of five consecutive years commencing from 14<sup>th</sup> August, 2024 upto 13<sup>th</sup> August, 2029 not liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized on behalf of the Company to take all steps and actions and to sign any documents and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary.”

**8. TO APPROVE APPOINTMENT OF MS. KOMAL (DIN: 10224981) AS INDEPENDENT DIRECTOR:**

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

“**RESOLVED THAT** in accordance with the provisions of Sections 149, 152 read with Schedule IV and 161 of the Companies Act, 2013, as amended, and the rules and regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (collectively referred to as the “**Companies Act**”), Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and other applicable law and pursuant to the provisions of the Articles of Association of the Company, Ms. Komal (DIN: 10224981), who was appointed as Additional Director of the Company with effect from 14<sup>th</sup> August, 2024 and who has submitted a declaration that she meets the criteria for appointment as an Independent Director under Section 149(6) of the Companies Act and who is

eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a period of five consecutive years commencing from 14<sup>th</sup> August, 2024 upto 13<sup>th</sup> August, 2029 not liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized on behalf of the Company to take all steps and actions and to sign any documents and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary.”

**By order of Board of Directors of  
Premier Road Carriers Limited**

**Vijay Kumar Gupta  
Managing Director  
(DIN: 00798748)**

**Place:** Mumbai  
Date: 14/08/2024

**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 Wednesday, 18<sup>th</sup> September, 2024 to Thursday, 26<sup>th</sup> September, 2024 (both days inclusive).

5. In compliance with the MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2023-24 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 2023-24 will also be available on the Company's website [www.prlimited.co.in](http://www.prlimited.co.in) and website of the Stock Exchange i.e. The Calcutta Stock Exchange Limited at [www.cse-india.com](http://www.cse-india.com). The Notice and Annual Report 2023-24 is also disseminated on the website of Purva Sharegistry (India) Pvt. Ltd (agency for providing the Remote e-Voting facility and e-voting system during the AGM) 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 INTRUCTIONS 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 **Monday, 23<sup>rd</sup> September, 2024 at 10:00 A.M. and ends on Wednesday, 25<sup>th</sup> September, 2024 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 20<sup>th</sup> September, 2024 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"> <li>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 cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>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 &amp; 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.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" "Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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</li> </ol>

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

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at 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 <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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](http://www.evotingindia.com) or [www.evoting.nsdl.com](http://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:

<b>For Shareholders holding shares in Demat Form other than individual 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>● 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.</li> </ul>
Dividend Bank Details <b>OR</b> 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"> <li>● 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).</li> </ul>

- (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](mailto: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](mailto: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](mailto: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](mailto: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.**

<b>Name of Director</b>	Yashu Gupta	Karan Gupta	Vijay Kumar Gupta
<b>Age</b>	38 years	34 years	61 years
<b>Date of first Appointment on Board</b>	20/03/2006	18/04/2009	22/08/1980
<b>Qualifications</b>	B.Com, MBA	B.Com, MBA	B.Com.
<b>Experience and Expertise in specific functional areas</b>	He has over 18 years of experience and has expertise in Accounts, Finance and Taxation	He has over 14 years of experience and has expertise in Marketing, R & D, Finance and Taxation	He has over 40 years of industry experience in various fields including Logistics, Finance and Marketing
<b>Directorships held in other (excluding foreign) Companies</b>	1) Diligent Investment Limited 2) Alumilite Architecturals Limited	1) Diligent Investment Limited 2) Logisys Advisors Private Limited	1) Diligent Investment Limited 2) Prem Road Service Private Limited
<b>Memberships/ Chairmanships of Committees across public companies</b>	N.A.	N.A.	N.A.
<b>Number of shares held in the Company</b>	511300	397500	558500
<b>Relationship with other Directors/ KMPs/ Manager</b>	He is related to Mr. Vijay Kumar Gupta, Managing Director and Mr. Karan Gupta, Director	He is related to Mr. Vijay Kumar Gupta, Managing Director and Mr. Yashu Gupta, Director and CFO	He is related to Mr. Yashu Gupta, Director & CFO and Mr. Karan Gupta, Director
<b>Number of Board meetings attended during the year</b>	6	6	6

<b>Name of Director</b>	<b>Shivam Agarwal</b>	<b>Komal</b>
<b>Age</b>	33 years	31 years
<b>Date of first Appointment on Board</b>	14/08/2024	14/08/2024
<b>Qualifications</b>	B.Com, Company Secretary	B.Com, Company Secretary
<b>Experience and Expertise in specific functional areas</b>	He has over 11 years of experience in Legal, Corporate laws and Accounts	She has over 9 years of experience in Legal, Corporate laws and Finance sector
<b>Directorships held in other (excluding foreign) Companies</b>	1) Premier Auto Finance Limited 2) Necem Cements Ltd 3) Indeed Business Solutions Private Limited 4) Vinu Commercial Ltd	1) Premier Auto Finance Limited
<b>Memberships/ Chairmanships of Committees across public companies</b>	1	N.A.
<b>Number of shares held in the Company</b>	NIL	NIL
<b>Relationship with other Directors/ KMPs/ Manager</b>	N.A.	N.A.
<b>Number of Board meetings attended during the year</b>	N.A.	N.A.

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

**ITEM NO. 4:**

The Company had re-appointed Mr. Vijay Kumar Gupta as Managing Director of the Company for a period of five years w.e.f. 15th January, 2020. The Members had subsequently approved the said appointment and terms of his remuneration. Mr. Vijay Kumar Gupta, aged 61 years is a Managing Director of the Company having over 40 years of industry experience in various fields across multiple industries. Considering his knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors is of the opinion that for smooth and efficient running of the business, the services of Mr. Vijay Kumar Gupta as Managing Director should be available to the Company for a further period of 5 (Five) years with effect from 15th January, 2025.

In accordance with the provisions of Sections 196 & other applicable provisions of the Act, the proposed re-appointment of Mr. Vijay Kumar Gupta 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. 4 for approval of the shareholders.

Apart from Mr. Vijay Kumar Gupta and his relatives who would be interested in his appointment, 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. 5:**

The Board proposed to redeem 1,55,000 preference shares of Rs.10/- (Rupees Ten only) each at a premium of Rs. 190/- (Rupees One Hundred 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. 5 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.

**ITEM NO. 6:**

The Company and the Preference shareholders have agreed to amend the terms of 10% Non-Cumulative Redeemable Preference Shares issued by the Company. The Board at its meeting held on 14<sup>th</sup> August, 2024 had approved the resolution for variations of terms Preference Shares from 10% Non-Cumulative Redeemable Preference Shares to 10% Cumulative Redeemable Preference Shares. Pursuant to Section 48 of the Companies Act, 2013, the Company has obtained written consent from Preference shareholders for variation in terms of preference shares.

Variation in terms of 10% Non-Cumulative Redeemable Preference Shares requires approval of the Members by passing special resolution.

Your Directors recommend the resolution as set out in Item no. 6 for the approval of the members as a Special resolution.

Mr. Vijay Kumar Gupta, Mr. Yashu Gupta and Mr. Karan Gupta are concerned or interested, financially or otherwise in the said resolution to the extent of their shareholding. None of the other 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. 7:**

The Board on the recommendation of the Nomination & Remuneration Committee has approved appointment of Mr. Shivam Agarwal (DIN: 07934263) as Independent Director with effect from 14<sup>th</sup> August, 2024.

Mr. Shivam Agarwal (DIN: 07934263), aged 33 years has an experience of more than 11 years in legal, corporate laws and Accounts.

The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. He has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. He is not debarred from holding office by order of SEBI or any authority.

The Board is of the opinion that Mr. Shivam Agarwal's vast knowledge and varied experience will be of great value to the Company and has recommended appointment of Mr. Shivam Agarwal as an "Independent Director", for a period of five consecutive years w.e.f. 14<sup>th</sup> August, 2024 upto 13<sup>th</sup> August, 2029 not liable to retire by rotation for your approval.



The Board recommends the resolution under Item No. 7 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 other than Mr. Shivam Agarwal is concerned or interested, financially or otherwise in the said resolution

#### ITEM NO. 8

The Board on the recommendation of the Nomination & Remuneration Committee has approved appointment of Ms. Komal (DIN: 10224981) as Independent Director with effect from 14<sup>th</sup> August, 2024.

Ms. Komal (DIN: 10224981), aged 31 years has an experience of more than 9 years in legal, corporate laws and finance sector.

The Company has received a declaration from her to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. In terms of Regulation 25(8) of SEBI Listing Regulations, she has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. She has also confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. She is not debarred from holding office by order of SEBI or any authority.

The Board is of the opinion that Ms. Komal's vast knowledge and varied experience will be of great value to the Company and has recommended appointment of Ms. Komal as an "Independent Director", for a period of five consecutive years w.e.f. 14<sup>th</sup> August, 2024 upto 13<sup>th</sup> August, 2029 not liable to retire by rotation for your approval.

The Board recommends the resolution under Item No. 8 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 other than Ms. Komal is concerned or interested, financially or otherwise in the said resolution

**By order of Board of Directors of  
Premier Road Carriers Limited**

**Vijay Kumar Gupta  
Managing Director  
(DIN: 00798748)**

Place: Mumbai  
Date: 14/08/2024