



PREMIUM
Your Addition in Transmission

NOTICE

Notice is hereby given that the 40th Annual General Meeting of the Members of **Premium Transmission Private Limited** will be held at the registered office of the Company situated at Premium House, Mumbai-Pune Road, Chinchwad, Pune – 411019 on Monday, 06th June, 2022 at 11.00 a.m. to transact the following business:

ORDINARY BUSINESS:

1. Adoption of the audited financial statement and Reports thereon

To receive, consider and adopt

- a. the audited financial statement of the Company for the financial year ended 31st March, 2022, the Reports of Directors and Auditors thereon; and
- b. the audited consolidated financial statement of the Company for the financial year ended 31st March, 2022.

2. Declaration of Dividend

To declare a final dividend on the equity shares of the Company.

The Board of Directors has recommended a final dividend of Rs. 4/- per equity share, i.e.40%.

Premium Transmission Private Limited.

Registered Office: Premium House, Old Mumbai-Pune Road, Chinchwad, Pune - 411019, India.

Contact: +91-20-66314155 / info@premium-transmission.com

CIN: U01119PN1983PTC133199



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SPECIAL BUSINESS

3. To ratify the remuneration of the Cost Auditors

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

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, (including any statutory modifications(s) or re-enactment thereof), the Company hereby ratifies the remuneration, as recommended by the Audit Committee and approved by the Board of Directors of the Company, of Rs. 3.25 Lakhs plus out of pocket expenses and other taxes payable to M/s Kishore Bhatia & Associates, Cost Accountants, for conduct of audit of the cost records maintained by the Company for the financial year 2022–23.”

4. Appointment of Mr. Jehangir Ardeshir as an Independent Director of the Company:

To consider and, if thought fit, to pass with or without modifications, the following resolution as a Ordinary Resolution:

“RESOLVED THAT Mr. Jehangir Ardeshir (DIN: 02344835), who was appointed as an Additional Director with effect from 27th October, 2021 on the Board of the Company in terms of Section 161(1) of the Companies Act, 2013 and as per of Article of Association of the Company, who holds office up to the date of this Annual General Meeting of the Company and based on the recommendations of Nomination & Remuneration Committee and the Board of Directors of the Company be and is hereby appointed as a Independent Director of the Company

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for the period of 3(Three) years, not liable to retire by rotation.”

RESOLVED FURTHER THAT any of the Directors and/or Ms. Nisha Sakaria, CHRO & Company Secretary be and is hereby authorized to do all the acts, deeds and things which are necessary to give effect to the above said resolution.”

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 and a Proxy need not be a Member of the Company.
2. The proxy form duly completed and signed, should be lodged with the Company, at its registered office at least 48 hours before the time of the meeting.
3. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Resolution authorising their representative to attend and vote on their behalf at the meeting.
4. A route map along with prominent landmark for easy reach to the venue of annual general meeting is annexed with this notice.

By Order of the Board
For Premium Transmission Pvt. Ltd.

SD/-

Nisha Sakaria

Memb. No. F6947

CHRO & Company Secretary

09th May, 2022

Place: Pune

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ANNEXURE TO NOTICE

Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013

Resolution No. 3

As per Notification dated 31st December, 2014 issued by the Ministry of Corporate Affairs, the Companies (Cost Records and Audit) Rules, 2014, provisions relating to auditing of cost accounting records are applicable to the Company with effect from 1st April, 2015. Accordingly, the audit of cost accounting records of the Company is mandatory for the financial year 2022-23.

At the recommendation of the Audit Committee, the Board of Directors has approved the appointment of M/s Kishore Bhatia & Associates, Cost Accountants (Firm), as the Cost Auditors to conduct the audit of the cost records of the Company for the financial year 2022- 23 at a remuneration of Rs. 3.25 Lacs plus applicable taxes and out of pocket expenses.

Section 148 (3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditor) Rules, 2014, requires the remuneration payable to the Cost Auditors to be ratified by the Members of the Company. Accordingly, the approval of the Members is sought for passing an Ordinary Resolution for ratification of the remuneration payable to the Cost Auditors for the financial year 2022-23.

The Directors recommend the ordinary Resolution for the approval of the Members.

None of the Directors, Key Managerial Personnel of the Company and their relatives, is in any way concerned or interested in the Resolution.

Resolution No. 4

Pursuant to Section 161(1) of the Companies Act, 2013, the Board at its meeting held on 27th October, 2021 appointed Mr. Jehangir Ardeshir (DIN: 02344835), as Additional Director with immediate effect.

In terms of Section 161(1) of the Companies Act, 2013 he holds office till the date of ensuing Annual General Meeting and proposed to be appointed as Independent Director of the Company.

Mr. Jehangir Ardeshir has a rich experience of around more 3 decades. He started his career in the Tata Group as a TATA Administrative Service (TAS) Officer in 1983, after graduating from Premium Transmission Private Limited.

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the Indian Institute of Technology, Kharagpur (1981) and the Indian Institute of Management, Bangalore (1983). He has been associated with companies in varied capacities, starting from the most recent one, he was Group CEO of Forbes Marshall, prior to which he was President and MD of Terex India, President of Tata Teleservices and CEO of TATA Quality Management Services (a TATA Sons division). Mr. Jehangir has been involved in the Eastern, Southern and Western regions in CII, and in the AIMA in the Eastern region. He is a life member of the Indian Institute of Metals and was a global Board Member of the QuEST Forum for quality in the telecom industry.

The Company has received consent in writing to act as directors in Form DIR 2 and intimation in Form DIR 8 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that they are not disqualified under sub-section (2) of section 164 of the Companies Act, 2013.

Except Mr. Jehangir Ardeshir (DIN: 02344835), none of the Directors, Key Managerial Personnel and/ or their relatives is concerned or interested in this resolution.

Accordingly, the Board recommends the resolution as set out in Item No. 4 for your consideration and approval.

By Order of the Board
For Premium Transmission Pvt. Ltd.
SD/-
Nisha Sakaria
CHRO & Company Secretary

Date: 09th May, 2022
Place: Pune

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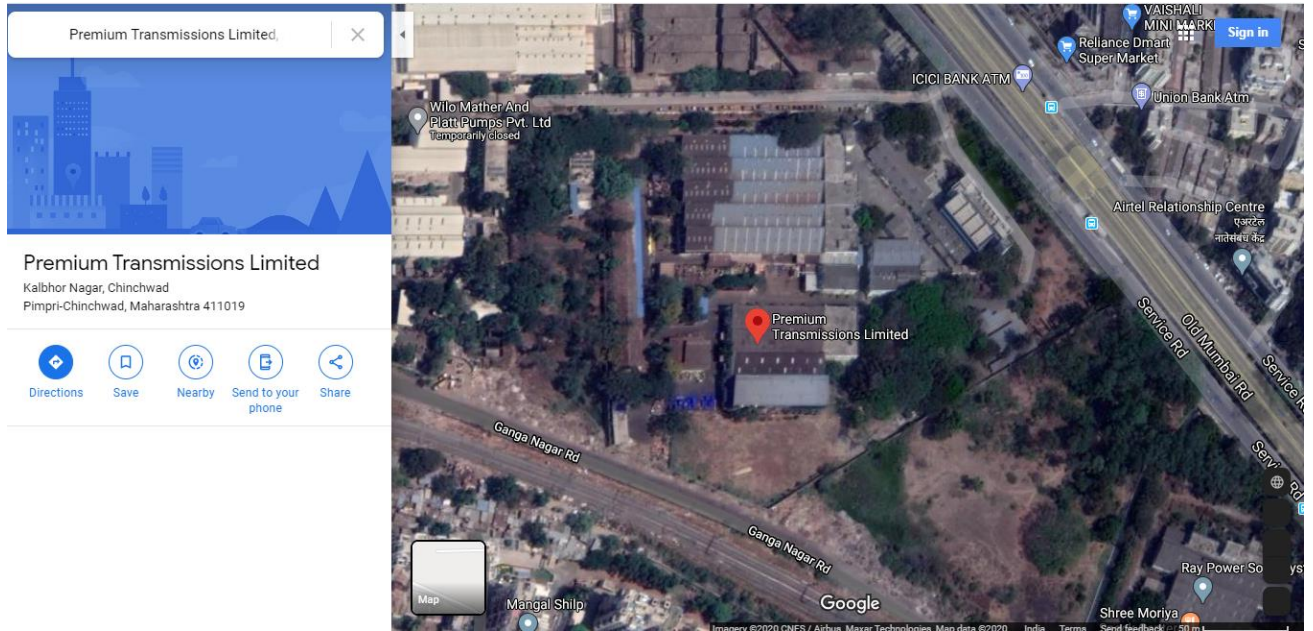
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