



PREMCO
GLOBAL LTD.

Date: 01st April, 2024

To,
The Manager,
Listing Department,
BSE Limited,
P. J. Towers, Dalal Street,
Mumbai- 400 001.
Scrip Code 530331

Dear Madam/ Sir,

Sub: Notice of the Postal Ballot of Premco Global Limited

Pursuant to Regulations 30 and 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the Notice of Postal Ballot of the Company is being sent through electronic mode only to the Members of the Company. The Notice is hereby given that the e-voting will commence from Wednesday, 03rd April, 2024 at 9:00 a.m. and will end on Thursday, 02nd May, 2024 at 05:00 p.m.

The Notice is also available on the website of the Company at <https://www.premcoglobal.com/>.

Please take the above on record.

Thanking You,

Yours Truly,
For Premco Global Limited

ASHOK B HARJANI
Managing Director
DIN: 00725890

Encl.: As above



"URMI ESTATE", Tower-A, 11th Floor, 95, Ganpatrao Kadam Marg, Lower Parel(West),
Mumbai - 400013. Tel.: +91-22-6105 5000
E-mail: admin@premcoglobal.com Web: www.premcoglobal.com,
CIN NO. L18100MH1986PLC040911

PREMCO GLOBAL LIMITED

R/O: URMI ESTATE, TOWER-A, 11TH FLOOR, 95 GANPATRAO KADAM MARG,
LOWER PAREL (W), MUMBAI, MAHARASHTRA, INDIA, 400013
CIN: L18100MH1986PLC040911
EMAIL ID: admin@premcoglobal.com Tel no.: 091 22 6105 5000 CODE: 530331

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies
(Management and Administration) Rules, 2014]

Dear Members,

NOTICE is hereby given, pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, as amended ("**the Act**"), read with Rules 20 and 22 of the Companies (Management and Administration) Rules 2014 ("**Rules**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**Listing Regulations**"), and other applicable laws and regulations, if any, and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ("**MCA**") for conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 (hereinafter referred to as "**MCA Circulars**") and read with the Securities and Exchange Board of India ("**SEBI**") Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, Circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05th January, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 (hereinafter referred as "**SEBI Circulars**"), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, and any other applicable law, rules and regulations, (including any statutory modification(s), amendment(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), to transact the below mentioned proposed special businesses by the Members of the Premco Global Limited ("**the Company**") (as on the Cut-off Date) by passing resolutions through postal ballot ("Postal Ballot") by way of remote e-voting only ("e-voting / Remote e-voting").

Pursuant to Sections 102, 108 and 110 of the Act, the resolution proposed to be passed by way of Postal Ballot through e-voting and the Explanatory Statement setting out the material facts concerning the said resolution and the reasons thereof form part of this Postal Ballot notice ("**the Notice**") for consideration of the Member.

In compliance with Regulation 44 of the Listing Regulations, as amended and pursuant to the provisions of Sections 108 and 110 of the Act read with the corresponding rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the Notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company / depository participant(s). The details of the procedure to cast the vote forms part of the 'Notes' to this Notice.

Members are requested to carefully read the instructions in this Notice and cast their vote electronically from 09.00 a.m. on Wednesday, 03rd April, 2024 onwards till 05.00 p.m. on Tuesday, 02nd May, 2024, failing which it will be strictly considered that no reply has been received from the Member.

The Board of Directors of the Company has appointed M/s. Sanjay Dholakia & Associates, Company Secretaries (FCS: 2655; CP: 1798), as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.

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The Scrutinizer will submit his report to the Chairman of the Company or any other person authorized by the Chairman and the result of the voting by Postal Ballot will be announced within two (2) working days from the conclusion of the e-voting. The result declared along with the Scrutinizer's report shall be communicated in the manner provided in this Notice.

The proposed resolution, if approved by the requisite majority, shall be deemed to have been passed on the last date of e-voting, i.e. 02nd May, 2024.

Special Business:

1. Appointment of Mr. Anand Shyam Mashruwala (DIN: 10491638), as a Non-Executive, Independent Director 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 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s), amendment(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended from time to time, and as per the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, Mr. Anand Shyam Mashruwala (DIN: 10491638), who was appointed as an Additional Director in the capacity of a Non-Executive, Independent Director of the Company w.e.f. 10th February, 2024, who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment, and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act and who holds office as such up to the date of ensuing Annual General Meeting, be and is hereby, appointed as a Non-Executive, Independent Director of the Company, not liable to retire by rotation, to hold office for a term of Five (5) consecutive years commencing from 10th February, 2024 upto 9th February, 2029 (both days inclusive).

RESOLVED FURTHER THAT any of the Directors and/or the Key Managerial Personnel of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

2. Appointment of Mrs. Lata Lal Vasvani (DIN: 07672964), as a Non-Executive, Independent Director 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 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory

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modification(s), amendment(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time, and as per the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, Mrs. Lata Lal Vasvani (DIN: 07672964), who was appointed as an Additional Director in the capacity of a Non-Executive, Independent Director of the Company w.e.f. 10th February, 2024, who has submitted a declaration that she meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment, and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act and who holds office as such up to the date of ensuing Annual General Meeting, be and is hereby, appointed as a Non-Executive, Independent Director of the Company, not liable to retire by rotation, to hold office for a term of Five (5) consecutive years commencing from 10th February, 2024 upto 9th February, 2029 (both days inclusive).

RESOLVED FURTHER THAT any of the Directors and/or the Key Managerial Personnel of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

By order of the Board of Directors,
For **PREMCO GLOBAL LIMITED**

ASHOK BHAGWANDAS HARJANI
Managing Director
DIN: 00725890

Date: 11.03.2024

Place: Mumbai

Registered Office:

Urmi Estate, Tower-A, 11th floor, 95

Ganpatrao Kadam Marg,

Lower Parel (W), Mumbai,

Maharashtra, India, 400013

CIN: L18100MH1986PLC040911

Tel.: +91 22 61055000

E-mail : admin@premcoglobal.com

Website : www.premcoglobal.com

NOTES:

1. Explanatory Statement pursuant to the provisions of Section 102 of the Act in respect of Special Business stating material facts and reasons for the proposed resolutions is annexed hereto and forms part of this notice.

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2. In line with the Circulars, Notice of the Postal Ballot of the Company, inter alia, indicating the process and manner of e-voting is being sent by Email, to all the Members whose Email IDs are registered with the Company / Registrar and Share Transfer Agent or with the respective Depository Participant(s) for communication purposes to the Members and to all other persons so entitled and the same will also be available on the website of the Company at www.premcoglobal.com and can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and on the website of Big Share Services Private Limited (“BSSPL”) at <https://www.bigshareonline.com/>
3. Institutional / Corporate Members (i.e. other than individuals/HUF, NRI etc.) are required to send a duly certified scanned copy (PDF/JPG Format) of its Board or governing body Resolution /Authorization etc., authorizing its representative to vote through remote e-voting, pursuant to Section 113 of the Act. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to sanjayrd65@gmail.com with a copy marked to evoting@nsdl.co.in and admin@premcoglobal.com Such Corporate Members are requested to refer ‘General Guidelines for Members provided in this notice, for more information.
4. The SEBI has mandated the submission of the Permanent Account Number (“PAN”) by every participant in the securities market. Members holding shares in electronic form are, therefore requested to submit their PAN to their Depository Participant (s). Members holding shares in physical form are requested to submit their PAN details to the Company’s share transfer agent, BSSPL.
5. Those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated with their DP to enable servicing of notices/ documents/ Reports and other communications electronically to their e-mail address in future.
6. In compliance with the provisions of Sections 108 and other applicable provisions of the Act, read with Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Company is offering only e-voting facility to all the Members of the Company and the business will be transacted only through the electronic voting system. The Company has engaged the services of BSSPL for facilitating e-voting to enable the Members to cast their votes electronically.
7. **The voting period begins on 09.00 a.m. on Wednesday, 03rd April, 2024 onwards till 05.00 p.m. on Thursday, 02nd May, 2024.** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the **Cut-Off Date i.e. Friday, 22nd March, 2024** may cast their vote electronically. The e-voting module shall be disabled by CDSL/NSDL for voting thereafter.
8. The voting shall be reckoned in proportion to a Member’s share of voting rights on the paid-up share capital of the Company as on the Cut-Off Date **i.e. Friday, 22nd March, 2024**. Any recipient of the postal ballot notice who was not a Member of the Company as on the Cut-Off Date **i.e. Friday, 22nd March, 2024** should treat this postal ballot notice for information purpose only.
9. The results declared along with the Scrutiniser’s Report shall be communicated to the BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively, where the shares of the Company are listed and shall be

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placed on the Company's website www.premcoglobal.com and on the website of share transfer agent, "BSSPL" at <https://www.bigshareonline.com/> immediately.

10. Relevant document(s) referred to in the accompanying Notice and the Explanatory Statement can be obtained for inspection by sending E-mail to Company on admin@premcoglobal.com up to the last date of e-voting i.e. Thursday, 02nd May, 2024.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

| Type of shareholders | Login Method |
|---|--|
| Individual Shareholders holding securities in demat mode with NSDL. | <ol style="list-style-type: none">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click |

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| | |
|--|--|
| | <p>at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote 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 style="text-align: center;">NSDL Mobile App is available on</p> <p style="text-align: center;"> App Store  Google Play</p> <p style="text-align: center;"> </p> |
| Individual Shareholders holding securities in demat mode with CDSL | <p>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 Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies</p> |

PREMCO GLOBAL LIMITED

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| | |
|--|---|
| | <p>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. 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.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>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.</p> |
| Individual Shareholders (holding securities in demat mode) login through their depository participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL 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. NSDL and CDSL.

| | |
|-------------------|-------------------------|
| Login type | Helpdesk details |
|-------------------|-------------------------|

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LOWER PAREL (W), MUMBAI, MAHARASHTRA, INDIA, 400013

CIN: L18100MH1986PLC040911

EMAIL ID: admin@premcoglobal.com Tel no.: 091 22 6105 5000 CODE: 530331

| | |
|--|--|
| 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.com or call at 022 - 4886 7000 |
| 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 |

PREMCO GLOBAL LIMITED

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B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
|---|---|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12***** |
| c) For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

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EMAIL ID: admin@premcoglobal.com Tel no.: 091 22 6105 5000 CODE: 530331

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

PREMCO GLOBAL LIMITED

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Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to sanjayrd65@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download

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section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 admin@premcoglobal.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to admin@premcoglobal.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

PREMCO GLOBAL LIMITED

R/O: URMI ESTATE, TOWER-A, 11TH FLOOR, 95 GANPATRAO KADAM MARG,
LOWER PAREL (W), MUMBAI, MAHARASHTRA, INDIA, 400013
CIN: L18100MH1986PLC040911
EMAIL ID: admin@premcoglobal.com Tel no.: 091 22 6105 5000 CODE: 530331

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT 2013

In respect of Item No. 1

Based on the recommendation of the Nomination and Remuneration Committee, and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (“the Act”) read with the Articles of Association of the Company, the Board of Directors of the Company at their meeting held on 10TH February, 2024 had approved the appointment of Mr. Anand Shyam Mashruwala (DIN: 10491638) as additional director, in the capacity of Non-Executive, Independent Directors of the Company, not liable to retire by rotation, for a term of 5 (Five) years i.e. from 10th February, 2024 to 9th February, 2029 (both days inclusive), subject to approval of the Members of the Company.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of Independent Directors requires approval of the Member.

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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”). In terms of Regulation 25(8) of 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.

Brief Profile:

Mr. Anand Shyam Mashruwala possesses a wealth of experience in the diamond and jewelry business. Additionally, he has acquired expertise in importing films for theatrical exhibition. With more than a decade of experience in the dyeing industry, he held the position of Chief Operating Officer at Chemiequip Limited, a company engaged in the manufacturing of textile dyes.

The Company has also received notice under Section 160 of the Act from a Member proposing the candidature of Mr. Anand Shyam Mashruwala for the office of a Director of the Company.

In the opinion of the Board, Mr. Anand Shyam Mashruwala fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Anand Shyam Mashruwala is independent of the management and possesses appropriate skills, experience and knowledge. Considering the extensive knowledge and experience of Mr. Anand Shyam Mashruwala as well as his educational background, appointment of Mr. Anand Shyam Mashruwala as an Independent Director is in the interest of the Company.

Brief detail of Mr. Anand Shyam Mashruwala is separately provided in the “Annexure” to this Notice, in terms of the provisions of (i) Regulation 36(3) of Listing Regulations and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India. He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act.

Electronic copy of the letter of appointment of Mr. Anand Shyam Mashruwala containing the terms and conditions of appointment, is available for inspection.

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The Board, recommends passing of this Special Resolution as set out at Item No. 1 of this notice, for your approval.

Except Mr. Anand Shyam Mashruwala. None of the Directors and/ or Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested either directly or indirectly, except to the extent of their respective shareholding in the Company, if any, in the Resolution mentioned at Item No. 1 of the Notice.

In respect of Item No. 2

Based on the recommendation of the Nomination and Remuneration Committee, and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (“the Act”) read with the Articles of Association of the Company, the Board of Directors of the Company at their meeting held on 10TH February, 2024 had approved the appointment of Mrs. Lata Lal Vasvani (DIN: 07672964) as additional director, in the capacity of Non-Executive, Independent Directors of the Company, not liable to retire by rotation, for a term of 5 (Five) years i.e. from 10th February, 2024 to 9th February, 2029 (both days inclusive), subject to approval of the Members of the Company.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of Independent Directors requires approval of the Member.

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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”). In terms of Regulation 25(8) of 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 his duties.

Brief Profile:

- I) Mrs. Lata Vasvani is having a more than two decades of experience in Publishing and Marketing industry.
- II) She is conversant with the Finance and Administration and his rich experience in the field and industry will be of immense beneficial to the Company.
- III) She founded the Crossword Bookstore chain for India Book House, and was also Head of the international Publication Division and she worked with the WMG Group in Singapore to bring in National Geographic Explorer to schools in India. She is also a Director in Engage Learning Private Limited.

The Company has also received notice under Section 160 of the Act from a Member proposing the candidature of Mrs. Lata Lal Vasvani for the office of a Director of the Company.

In the opinion of the Board, Mrs. Lata Lal Vasvani fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Mrs. Lata Lal Vasvani is independent of the management and possesses appropriate skills, experience and knowledge. Considering the extensive knowledge and experience of Mrs. Lata Lal Vasvani as well as her educational background, appointment of Mrs. Lata Lal Vasvani as an Independent Director is in the interest of the Company.

Brief detail of Mrs. Lata Lal Vasvani is separately provided in the “Annexure” to this Notice, in terms of the provisions of (i) Regulation 36(3) of Listing Regulations and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India. She shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any

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CIN: L18100MH1986PLC040911

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other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act.

Electronic copy of the letter of appointment of Mrs. Lata Lal Vasvani containing the terms and conditions of appointment, is available for inspection.

The Board, recommends passing of this Special Resolution as set out at Item No. 2 of this notice, for your approval.

Except Mrs. Lata Lal Vasvani, None of the Directors and/ or Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested either directly or indirectly, except to the extent of their respective shareholding in the Company, if any, in the Resolution mentioned at Item No. 2 of the Notice.

By order of the Board of Directors,
For **PREMCO GLOBAL LIMITED**

ASHOK BHAGWANDAS HARJANI
Managing Director
DIN: 00725890

Date: 11.03.2024

Place: Mumbai

Registered Office:

Urmi Estate, Tower-A, 11th floor, 95
Ganpatrao Kadam Marg,
Lower Parel (W), Mumbai,
Maharashtra, India, 400013

CIN: L18100MH1986PLC040911

Tel.: +91 22 61055000

E-mail : admin@premcoglobal.com

Website : www.premcoglobal.com

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Particulars of the Directors seeking Appointment / re-appointment pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended and Secretarial Standards on the General Meeting (SS-2):

| Particulars | Details |
|--|--|
| Name of the Director | Mr. Anand Shyam Mashruwala |
| DIN | 10491638 |
| Designation | Non-Executive - Independent Director |
| Date of Birth | 13.09.1954 |
| Age | 69 |
| Nationality | Indian |
| Date of first appointment on the Board | 10.02.2024 |
| Date of re- appointment by the Members | Not Applicable |
| Qualifications | |
| Expertise in functional area | |
| Number of Equity Shares held in the Company as on 31 st March, 2023 | Nil |
| Directorships on other Board as on 31 st March, 2023 | Nil |
| Committee Membership of other Board as on 31 st March, 2023 | Nil |
| Number of Board Meetings attended during the Financial Year 2023-24 | Not Applicable |
| Relationship with other Directors, Manager and Key Managerial Personnel | There is no inter-se relationship between Mr. Anand Shyam Mashruwala and other Directors /Manager/ Key Managerial Personnel of the Company |
| Remuneration Last drawn | Not Applicable |
| Terms and conditions of appointment | Appointed as a Non-Executive, Independent Director, of the Company for 5 years, not liable to retire by rotation. |

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Particulars of the Directors seeking Appointment / re-appointment pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended and Secretarial Standards on the General Meeting (SS-2):

| Particulars | Details |
|--|---|
| Name of the Director | Mrs. Lata Lal Vasvani |
| DIN | 07672964 |
| Designation | Non-Executive - Independent Director |
| Date of Birth | 23.04.1955 |
| Age | 68 |
| Nationality | Indian |
| Date of first appointment on the Board | 10.02.2024 |
| Date of re- appointment by the Members | Not Applicable |
| Qualifications | |
| Expertise in functional area | |
| Number of Equity Shares held in the Company as on 31 st March, 2023 | Nil |
| Directorships on other Board as on 31 st March, 2023 | Engage Learning Private Limited |
| Committee Membership of other Board as on 31 st March, 2023 | Nil |
| Number of Board Meetings attended during the Financial Year 2023-24 | Not Applicable |
| Relationship with other Directors, Manager and Key Managerial Personnel | There is no inter-se relationship between Mrs. Lata Lal Vasvani and other Directors /Manager/ Key Managerial Personnel of the Company |
| Remuneration Last drawn | Not Applicable |
| Terms and conditions of appointment | Appointed as a Non-Executive, Independent Director, of the Company for 5 years, not liable to retire by rotation. |

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SUMMARIZED INFORMATION AT GLANCE

| Particulars | Details |
|--|---|
| Venue / Mode | Postal Ballot |
| Cut-off date for e-Voting | Friday, 22 nd March 2024 |
| E-voting start time and date | Wednesday, 03 rd April 2024 at 09:00 AM |
| E-voting end time and date | Thursday, 02 nd May 2024 at 05:00 PM |
| E-voting website links (please use as applicable) | https://eservices.nsdl.com https://web.cdslindia.com/myeasi/home/login |
| E-voting Event Number (EVEN) | [●] |
| Weblink for temporary registration to receive GM Notice and credentials for E-voting / AGM | |
| Contact Details of RTA | Big Share Services Private Limited Office No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai – 400093 Email ID: Website: Tel. Number: 091-022-62638200 |
| Contact Details of the Company | Ashok Bhagwandas Harjani Managing Director PREMCO GLOBAL LIMITED Urmi Estate, Tower-A, 11th floor, 95 Ganpatrao Kadam marg, Lower Parel (W), ,Mumbai City, Mumbai, Maharashtra, India, 400013 Email ID: admin@premcoglobal.com Website: www.premcoglobal.com Tel. Number: +91 22 61055000 |