



**Premier Polyfilm Limited**

## **NOTICE**

Notice is hereby given that the Thirty Second Annual General Meeting of Premier Polyfilm Limited will be held on Monday 16<sup>th</sup> day of September, 2024 at 3:00 P.M. through Video Conferencing / Other Audio Visual Means (VC) to transact the following business:

### **ORDINARY BUSINESSES:**

- 1. To consider and adopt the Balance Sheet of the Company as at 31<sup>st</sup> March, 2024, the Profit & Loss Account for the period from 1<sup>st</sup> April, 2023 to 31<sup>st</sup> March, 2024, and the reports of Auditors and Directors thereon.**

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

**"RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended 31st March 2024 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

- 2. To declare a dividend for the financial year 2023-2024.**

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

**"RESOLVED THAT** a dividend of 15% (Rs.0.75 per equity share of Rs. 5/-) as recommended by the Board of Directors be and is hereby declared out of the profits of the Company for the financial year 2023-2024."

- 3. To appoint a Director in place of Shri Amitabh Goenka (holding DIN 00061027), who retires by rotation and being eligible, offers himself for re-appointment.**

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

**"RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Shri Amitabh Goenka (holding DIN 00061027), who retires by rotation at this Annual General Meeting, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

### **SPECIAL BUSINESSES**

- 4) To consider the re-appointment of Shri Ram Babu Verma as an Executive 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 Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and subject to such other approvals, permissions, sanctions as may be necessary and as per the provisions of Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded by way of Special Resolution to the re-appointment of Shri Ram Babu Verma (holding DIN 08760599) as a Whole-time Director of the Company designated as "Executive Director" for a period of twelve (12) months effective from 27th December, 2024."

**RESOLVED FURTHER THAT** the terms of re-appointment, remuneration including perquisites payable to Shri Ram Babu Verma, Executive Director, shall be as under:

**(A) Period:** Twelve (12) months from 27/12/2024 to 26/12/2025.

**(B) Remuneration:**

**(i) Basic Salary per month:** Rs. 90,500/- (Rupees Ninety Thousand Five Hundred Only) in the pay scale of Rs. 90,500/- to Rs.1,10,000/- with such increments as may be decided by the Board Of Directors on the recommendations of Nomination and Remuneration Committee from time to time.

**(ii) Perquisites and other amenities payable :**

**a) Housing:** The Executive Director shall be paid House Rent Allowance @40% of the basic salary per month.

**b) Conveyance:** The Executive Director shall be provided with the facility of a company car.

**c) Leave, Telephone Expenses & Others:** The Executive Director shall be entitled to leave in accordance with the leave rules of the Company applicable to senior managerial personnel. The unavailled privilege leave may be encashed as per the leave rules. The Executive Director shall also be entitled to Gratuity as per the government rules applicable at the time of retirement/termination and shall be provided with cell phone expenses on an actual basis.

**d) Other benefits and perquisites:** As per the Rules applicable to the Senior Executives of the company and/or as may become applicable in the future and/or any other allowances, perquisites as the Board may decide from time to time.



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- e) **Resignation/termination:** The Board may terminate the employment of the Executive Director at any time upon serving 30 days clear notice or upon payment in lieu of notice (i.e., basic salary & allowances). Similarly, the Executive Director can also resign from the post by giving 30 days clear notice.
- (C) **Overall Remuneration:** The aggregate of salary and perquisites in any financial year shall not exceed the limits specified by the provisions of the Companies Act, 2013, read with Schedule V to the said Act as may be in force.
- (D) **Minimum Remuneration:** In the event of loss or inadequacy of profits, the Executive Director shall be paid the same salary as mentioned in Para (B) (i) above and shall continue to enjoy all the perquisites as mentioned in Para (B) (ii) above.

**RESOLVED FURTHER THAT** the Managing Director and Company Secretary of the company be and are hereby severally authorized to do all such acts and deeds, matters and things required in connection or for matters incidental thereto, filing all such documents with appropriate authorities and completing such other formalities as may be necessary, proper, and expedient to give effect to this Resolution."

**5) To consider the re-appointment of Shri Amitaab Goenka as Managing Director & CEO 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 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and subject to such other approvals, permissions, sanctions as may be necessary and as per the provisions of Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded by way of Special Resolution to the re-appointment of Shri Amitaab Goenka (holding DIN 00061027) as a Whole-time Director of the Company designated as "Managing Director & CEO" for a period of thirty-six (36) months effective from 13th July, 2025."

**RESOLVED FURTHER THAT** the terms of re-appointment, remuneration including perquisites payable to Shri Amitaab Goenka, Managing Director, shall be as under:

- (A) **Period:** 36 months from 13/07/2025 to 12/07/2028.
- (B) **Remuneration:**
  - 1) **Basic Salary per month:** Rs. 9,34,799/- (Rupees Nine Lakh Thirty Four Thousand Seven Hundred Ninety Nine only) in the pay scale of Rs. 9,34,799/- to Rs. 13,50,000/- with such increments as the Board may decide on the recommendations of the Nomination and Remuneration Committee from time to time.
  - 2) **Perquisites and other amenities payable:**
    - a) **House Rent Allowance:** The Managing Director and CEO of the Company shall be paid House Rent Allowance @ 40% of the basic salary per month.
    - b) **Conveyance:** The Managing Director and CEO of the Company shall be provided with the facility of free chauffeur-driven conveyance from his residence to the factory/office and back, and for use for official purposes.
    - c) **Reimbursement of Medical Expenses:** The Managing Director and CEO of the Company shall be provided with the facility of reimbursement of actual medical expenses incurred by him, his family, and his parents equivalent to one month's consolidated salary in a year, which can be accumulated up to the period of his tenure. He can also incur medical expenses beyond his usual entitlement for treatment of serious illnesses for himself, family members, or parents, either in the country or abroad. The company shall bear all expenses regarding hospitalization, nursing home, surgical expenses, medicines, travel, boarding, and lodging expenses until recovery. However, if any tax is applicable on such expenses under the provisions of the Income Tax Act, the same shall be charged to/recovered from the Managing Director and CEO of the Company. Upon expiry of his present tenure, the unclaimed portion of medical expenses, if any, shall be paid to the Managing Director and CEO of the Company, and applicable tax shall be deducted.
    - d) **Leave Travel Assistance:** The Managing Director and CEO of the Company shall be provided with the facility of reimbursement of actual fare but not hotel expenses incurred by him for himself, his wife, and unmarried children once in two years, subject to a maximum of one month's consolidated salary. Upon expiry of his present tenure, the unclaimed portion of leave travel assistance, if any, shall be paid to the Managing Director and CEO of the Company, and applicable tax shall be deducted.
    - e) **Leave, Telephone Expenses & Others:** The Managing Director and CEO of the Company shall be entitled to leave in accordance with the leave rules of the Company applicable to senior managerial personnel. The unavailed privilege leave may be encashed as per the leave rules. The Managing Director and CEO of the Company shall also be entitled to Gratuity as per the government rules



applicable at the time of retirement/termination. The company shall provide the Managing Director and CEO of the Company with the facility of free telephone at his residence, and he will also be entitled to cell phone expenses on an actual basis.

- f) **Other benefits and perquisites:** As per the Rules applicable to the Senior Executives of the company and/or as may become applicable in the future and/or any other allowances, perquisites as the Board may decide from time to time.
  - g) **Resignation/termination:** The Board may terminate the employment of the Managing Director and CEO of the Company at any time upon serving three months clear notice or upon payment in lieu of notice (i.e., basic salary & allowances). Similarly, the Managing Director and CEO of the Company can also resign from the post by giving three months clear notice.
- (C) **Overall Remuneration:** The aggregate of salary and perquisites in any financial year shall not exceed the limits specified by the provisions of the Companies Act, 2013, read with Schedule V to the said Act as may be in force.
- (D) **Minimum Remuneration:** In the event of loss or inadequacy of profits, the Managing Director and CEO of the Company shall be paid the same salary as mentioned in Para (B) 1 above and shall continue to enjoy all the perquisites as mentioned in Para (B) 2 above.

**RESOLVED FURTHER THAT** the Company Secretary of the company be and is hereby authorized to do all such acts and deeds, matters and things required in connection or for matters incidental thereto, filing all such documents with appropriate authorities and completing such other formalities as may be necessary, proper, and expedient to give effect to this Resolution."

6. **To consider sub-division of equity shares from face value of Rs. 5/- per share to face value of Rs. 1/- per share 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 13, 14, 61, 64, and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification or re-enactment thereof, for the time being in force) and in accordance with the provisions of the Articles of Association of the Company, consent of Members of the Company be and is hereby accorded for sub-division of the nominal value of equity shares of the Company from the existing nominal value of Rs. 5/- (Rupees Five) each to the nominal value of Rs. 1/- (Rupees One) each and consequently the existing Clause V of the Memorandum of Association of the Company be and is hereby altered accordingly.

**RESOLVED FURTHER THAT** pursuant to the Sub-Division of the equity shares of the Company, the existing nominal value of Rs. 5/- (Rupees Five) each of all the issued, subscribed, and paid-up equity shares of the Company shall stand subdivided into equity shares of nominal value of Rs. 1/- (Rupee One) each fully paid and shall rank pari passu in all respects with the existing fully paid equity shares of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, consent of the Members of the Company be and is hereby accorded to substitute the definition of "Shares" as mentioned under Clause 1.1 of Chapter II of the Articles of Association of the Company as follows:

"Shares" shall mean the equity shares of the Company presently having a face value of Rs. 1/- (Rupees One) per equity share;

**RESOLVED FURTHER THAT** upon sub-division of equity shares, as aforesaid, subject to the provisions of the Companies (Share Capital and Debentures) Rules, 2014, the subdivided equity shares of nominal value of Rs. 1/- (Rupee One only) each shall be credited to the respective beneficiary account of the Members with their respective depository participants and the Company shall undertake such corporate actions as may be necessary in relation to the existing equity shares of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company ("the Board") (which expression shall also include a duly authorised Committee thereof) be and is hereby authorised to execute all deeds, applications, documents, and writings as may be required and to do all such acts, deeds, matters, and things, on behalf of the Company and to delegate all or any of the powers herein vested in the Board to any Officer(s) of the Company as may be required to give effect to this above resolution."

7. **To consider to change the capital clause of the Memorandum of Association of the company and, if thought fit, to pass with or without modification(s), the following resolution as a special resolution:**

"**RESOLVED THAT** the Capital Clause V of the Memorandum of Association of the company be and is hereby altered in the following manner:

**RESOLVED FURTHER THAT** the following new Capital Clause V of the Memorandum of Association of the company be and is hereby substituted as follows:

V. The Authorized Share Capital of the Company is Rs. 15,00,00,000/- (Rupees Fifteen Crores) divided into 15,00,00,000 (Fifteen Crores) Equity Shares of Rs.1/- (Rupees One) each.

**RESOLVED FURTHER THAT** Shri Amitaabh Goenka (DIN: 00061027), Managing Director and CEO of the Company, and Shri Ram Babu Verma (DIN: 08760599), Executive Director of the company, be and are hereby severally authorized to sign and execute such papers, documents, deeds, applications, and instruments, and to do all such acts, deeds, things, and



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matters as may be considered necessary, desirable, and expedient by them for the purpose of giving effect to this resolution relating to the adoption of a new set of Memorandum of Association by the company."

**8. To consider alteration of Articles of Association of the company and, if thought fit, to pass the following resolution as a special resolution:**

"**RESOLVED THAT** pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder, consent of the Members of the Company be and is hereby accorded for the alteration of Regulation 2 of the Articles of Association of the Company by substituting in its place, the following:

The Authorized Share Capital of the Company shall be as stated in Clause V of the Memorandum of Association of the Company.

**RESOLVED FURTHER THAT** Shri Amitaab Goenka (DIN: 00061027), Managing Director and CEO of the Company, and Shri Ram Babu Verma (DIN: 08760599), Executive Director of the company, be and are hereby severally authorized to sign and execute such papers, documents, deeds, applications, and instruments, and to do all such acts, deeds, things, and matters as may be considered necessary, desirable, and expedient by them for the purpose of giving effect to this resolution relating to the adoption of a new set of Articles of Association by the company."

**9. To consider approving remuneration of M/s Cheena & Associates, Cost Auditors and, if thought fit, to pass with or without modification, the following resolution as an ordinary resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, M/s Cheena & Associates, Cost Accountants, having firm registration number 000397 be and are hereby appointed as Cost Auditors of the Company for the Financial Year 2024-2025 at a remuneration of Rs. 50,000/- (Rupees Fifty Thousand Only) plus GST and out of pocket expenses.

**RESOLVED FURTHER THAT** the Managing Director and Company Secretary of the company be and are hereby severally authorized to do all such acts and deeds, matters, and things that may be required in connection thereto, filing all such documents with appropriate authorities, and completing such other formalities as may be considered necessary, proper, and expedient to give effect to this Resolution."

**10. To consider and approve the related party transactions and, if thought fit, to pass with or without modification, the following resolution as a special resolution:**

"**RESOLVED THAT** pursuant to the provisions of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and other applicable provisions, if any, of the Listing Regulations, Companies Act, 2013, and Rules made thereunder, including statutory modification(s) or re-enactment thereof for the time being in force and as may be notified from time to time, consent of the members of the company be and is hereby accorded to the Board of Directors of the company to enter into contract(s)/arrangement(s)/transaction(s) with parties as detailed in the table forming part of the Explanatory Statement annexed to this notice with respect to the sale and/or purchase of finished goods, raw material & semi-finished goods, leasing of property of any kind, availing or rendering of any services, appointment of agents for the purchase or sale of goods, materials, services or property, or appointment of such parties to any office or place of profit in the company or any other transactions of whatever nature, at arm's length basis and in the ordinary course of business, notwithstanding that such transactions may exceed 10% of the Turnover of the Company during the financial year 2024-2025 or such other threshold limits as may be specified by the Listing Regulations from time to time, up to such extent and on such terms and conditions as specified in the table forming part of the Explanatory Statement annexed to this notice.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, matters, deeds and things and to settle any queries, difficulties that may arise with regard to any transaction with the related party and execute such agreements, documents and writings and to make such filings as may be necessary or desirable for the purpose of giving effect to this resolution, in the best interest of the Company.

**FURTHER RESOLVED THAT** the terms and conditions of the transactions with the Related Parties have been approved by the Audit Committee and the Board of Directors of the Company."

Place: New Delhi  
Date: 02/08/2024

By order of the Board  
For PREMIER POLYFILM LIMITED

Sd/-  
HEENA SONI  
COMPANY SECRETARY  
ACS 70248

Regd. Office:  
305, III Floor, Elite House 36, Community Centre,  
Kailash Colony Extension, Zamroodpur,  
New Delhi - 110048  
CIN: L25209DL1992PLC049590



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**NOTES:**

1. In view of the Ministry of Corporate Affairs circulars May 05,2022 and 28-12-2022 & SEBI circular dated May 13,2022 and permitting holding of the Annual General Meeting ("AGM") through Video conference (VC) / Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue and in compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Dis-closure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and earlier MCA Circulars, the ensuing AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF. SUCH PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY. SINCE THE ENSUING AGM IS BEING HELD THROUGH VC / OAVM, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THE AGM AND HENCE THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE.**
3. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy(PDF/ JPG Format) of its Board or governing body Resolution/ Authorization etc., authorizing its representative to attend the AGM through VC/ OAVM on its behalf and to vote through remote e-voting. The said Resolution/ Authorization shall be sent to the Scrutinizer by email through his registered email address to [csumitbajaj@gmail.com](mailto:csumitbajaj@gmail.com) with a copy marked to [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The cutoff date to decide the eligibility of members to attend and vote at AGM is 09<sup>th</sup> September, 2024.
4. The relative Explanatory Statement pursuant to Regulation 36 (5) of SEBI Listing Regulation in respect to item no. 4 to 10 set out in the notice and pursuant to Section102(1) of The Companies Act, 2013 in respect to item number 4 to 10 are set out in the Notice is annexed hereto and form part of the Notice.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, the 10<sup>th</sup> September, 2024 to Monday, the 16<sup>th</sup> September, 2024 (Both days inclusive) for the purpose of Annual General Meeting and to determine eligible shareholders to receive dividend. The dividend as recommended by the Board, if approved by the members at the Annual General Meeting will be paid to the eligible share-holders, subject to deduction of tax at source, whose names appear in the Register of Members as on 09<sup>th</sup> September, 2024 in respect of shares held in physical form and in respect of shares held in dematerialized form, the dividend shall be paid on the basis of the beneficial ownership as per the details furnished by the Depositories for this purpose at the end of the business hours on 09<sup>th</sup> September, 2024.
6. Brief resume of Directors who are proposed to be appointed/ re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships/ chairmanships of Board Committees, shareholding and relationships between directors are provided in the Corporate Governance Report forming part of the Annual/ Notice/ Directors Report. The details of appointment/re-appointment of retiring directors are given in **Annexure 'B'** and **Annexure 'C'** forming part of Notice for Annual General Meeting.
7. E voting facility will be available to all the shareholders of the Company.
8. Annual Report is available at website of the company i.e. [www.premierpoly.com/investors.php](http://www.premierpoly.com/investors.php).
9. Members holding shares in physical mode are requested to communicate their change of postal address (enclose copy of Aadhar Card), e-mail address, if any, PAN (enclose self-attested copy of PAN Card) and Bank account details (enclose cancelled cheque leaf) quoting their folio numbers to the Registrar and Share Transfer Agent M/s Beetal Financial & Computer Services (P) Ltd., Beetal House, 99, Madangir, Behind Local Shopping Centre, Near Dada Harsukh Das Mandir, New Delhi - 110062. Similarly, members holding shares in Demat form shall intimate the above details to their respective Depository Participants.
10. Pursuant to Finance Act, 2020, dividend income will be taxable in the hands of share-holders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with Share Transfer Agents, M/s Beetal Financial & Computer Services (P) Ltd. (in case of shares held in physical mode) and depositories (in case of shares held in demat mode). A Resident individual shareholder with PAN who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to [beetalrta@gmail.com](mailto:beetalrta@gmail.com) on or before the end of the business hours of 09<sup>th</sup> September, 2024.
11. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.
12. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence,subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, any other document which may be required to avail the tax treaty benefits by sending an email to [beetalrta@gmail.com](mailto:beetalrta@gmail.com). The aforesaid declarations and documents need to be submitted by the shareholders on or before



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the end of business hours of 09<sup>th</sup> September, 2024.

13. Shareholders holding shares in the physical form and wish to avail National Electronic Clearing Services (NECS) facility may authorize the Company with NECS mandate in the prescribed form as per attached Annexure-XII and the same should be lodged with the Registrars and Share Transfer Agents, M/s Beetal Financial & Computer Services (P) Ltd. latest by 09<sup>th</sup> September 2024 for payment of dividend in future through NECS, if eligible.
14. Members who require any clarifications on accounts or operations of the Company are re-requested to write to the Company Secretary of the company at registered office of the company or by email at [compliance.officer@premierpoly.com](mailto:compliance.officer@premierpoly.com) so as to reach by 09<sup>th</sup> September, 2024 (5.00 pm IST). The queries will be answered accordingly.
15. Members who want to participate in discussion and express their views at AGM must lodge their request by 09<sup>th</sup> September, 2024, by 5.00 P.M. by post at registered office of the company or by email at [complaintce.officer@premierpoly.com](mailto:complaintce.officer@premierpoly.com).
16. In view of the Green Initiative adopted by MCA, the Company proposes to send the Annual Reports, Notices and its annexure in electronic form to the e-mail addresses of the members. In order to serve the documents in electronic mode, Members holding shares in physical form are requested to communicate their e-mail address quoting their folio numbers to the Registrars and Share Transfer Agents. Similarly members holding shares in Demat form shall intimate their e-mail address to their respective Depository Participants at the earliest on the attached form as per attached Annexure-XIII.
17. In compliance with the aforesaid MCA Circulars and SEBI Circulars dated May 12, 2020, January 15, 2021, May 5, 2022, December, 28, 2022 and SEBI Circular dated May 13, 2022, Electronic copy of the Notice of the AGM along with the Annual Report 2023-2024 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2023-2024 will also be available on the Company's website [www.premierpoly.com](http://www.premierpoly.com) and website of the BSE Limited at [www.bseindia.com](http://www.bseindia.com) and at website of NSELimited at [www.nseindia.com](http://www.nseindia.com).
18. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act. In case of Joint holders, the member whose name appears as First Holder in the order of names on the Register of Members of the Company will be entitled to vote.
19. Since the AGM will be held through VC/OAVM, the Route Map of the venue is not annexed to this Notice.
20. The results of the remote e-voting and e-voting during the Annual General Meeting will be announced by the Chairman or a person authorised by the Chairman within 2 days from the date of conclusion of the Annual General Meeting at the Registered office of the Company. A copy of which will be posted on the Company's website and forwarded to Stock Exchanges.
21. The Registers and documents maintained under the Act, which are eligible for inspection, will be available electronically for inspection by the members during the AGM.
22. Members who have not encashed their dividend warrants towards the Dividend for the year ended 31<sup>st</sup> March, 2017, 31<sup>st</sup> March, 2018, 31<sup>st</sup> March, 2019, 31<sup>st</sup> March, 2021, 31<sup>st</sup> March, 2022 and 31<sup>st</sup> March, 2024 are requested to write to the Company to claim-duplicate Dividend Warrant. Members are requested to note that unencashed amount of Dividend as on 31-03-2024 pertaining to financial year 2016-2017 shall be transferred to IEPF account on 02/12/2024.
23. **MEMBERS ARE REQUESTED TO PROVIDE THEIR RESPECTIVE EMAILS SO AS TO ENABLE COMPANY TO SEND ANNUAL REPORTS BY EMAIL.**

Place: New Delhi

Date: 02/08/2024

By order of the Board  
For PREMIER POLYFILM LIMITED  
Sd/-  
HEENA SONI  
COMPANY SECRETARY  
ACS 70248

Regd. Office:  
305, III Floor, Elite House, 36, Community Centre,  
Kailash Colony Extension Zamroodpur,  
New Delhi 110048  
CIN : L25209DL1992PLC049590

#### **EXPLANATORY STATEMENT PURSUANT TO REGULATION 36(5) OF SEBI LISTING REGULATIONS**

##### **ITEM NO. 4:**

Shri Ram Babu Verma continues to be Executive Director of the Company since 27-06-2020. His last re-appointment as an Executive Director of the company was approved by the Shareholders in their Meeting held on 18th September, 2023 at a basic salary of Rs. 90,500/- (Rupees Ninety Thousand Five Hundred only) plus perquisites admissible under Schedule V to the Companies Act, 2013.

The present term of Shri Ram Babu Verma expires on 26/12/2024 and the next Annual General Meeting of the company will not



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be held on or before 30th September, 2025 i.e. in any case after the expiry of his present tenure on 26/12/2024. It is, therefore, proposed to reappoint Shri Ram Babu Verma as an Executive Director of the Company in the Thirty Second Annual General Meeting for a further period of twelve (12) months with effect from 27/12/2024 under Schedule V to the Companies Act,2013 at the existing salary & perquisites, as given in the Notice of Thirty Second Annual General Meeting. However, his salary is subject to such increment in the basic salary as may be recommended by the Nomination and Remuneration Committee of the company from time to time.

Shri Ram Babu Verma was appointed pursuant to Sections 196,197,203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and subject to such other approvals, permissions and sanctions and as per Article of Association of the Company and subject to the limits specified in Schedule V to the Companies Act,2013.

As per provisions of the Companies Act, 2013 any appointment or re-appointment of Whole Time Director including Executive Directors requires approval of the Shareholders in their General Meeting. Further, in case of inadequate profit or no profit Executive Director can be appointed under Schedule V of the Companies Act, 2013 upto a period not exceeding thirty six (36) months without obtaining the consent of the Central Government provided that such approval is accorded by the shareholders by way of a Special Resolution moved in the Notice for Annual General Meeting. It is, therefore, proposed to pass the Special Resolution approving reappointment of Shri Ram Babu Verma as an Executive Director for a term of Twelve (12) months on the Terms and Conditions as specified in the Notice of the Thirty Second Annual General Meeting under Schedule V of the Companies Act,2013. The Board of Directors of the company have approved re-appointment of Shri Ram Babu Verma as Executive Director for Twelve (12) months i.e. upto 26/12/2025 in their Meeting held on 17/05/2024 on the recommendation of the Nomination and Remuneration Committee subject to approval by the Members of the company in the 32<sup>nd</sup> Annual General Meeting and also subject to such other approvals, permissions and sanctions, as may be necessary.

Shri Ram Babu Verma is not a Director in any other company. However, he is member in Share Transfer Committee, Share Allotment Committee, Audit Committee, Stakeholders Relationship Committee, Internal Complaints Committee and Corporate Social Responsibility Committee of the Company. Shri Ram Babu Verma holds NIL Equity Shares of the Company.

As required by Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,2015, the particulars of Shri Ram Babu Verma who is proposed to be re-appointment are given in **Annexure "V"** of this Notice

Date of Birth of Shri Ram Babu Verma is 11/01/1963 and he is an Indian National. He holds a Bachelor Degree in Science, M.A. in Economics and also MSW (HR & IR). He has experience of around 35 years as an Executive and hence the salary and perquisites proposed to be provided to him are considered reasonable. Further, the remuneration and perquisites as given in the Notice convening the Thirty Second Annual General Meeting are within the prescribed limits of Schedule V of the Companies Act, 2013.

In terms of the good Corporate Governance guidelines of the Company, the Board of Directors of the Company at their meeting held on 17th May, 2024 recommended the proposal for the appointment at existing Salary, remuneration and perquisites to Shri Ram Babu Verma, Executive Director of the Company.

The Company has earned a net profit of Rs. 2,060/- Lakhs for the year ended 31st March,2024. Section II of Part II of Schedule V of the Companies Act,2013 prescribes that in case of no profits or inadequate profits, the remuneration can be paid to the managerial personnel within the limits arrived at in accordance with the provisions of the said Section II.

The following additional detailed information as per Section II of Schedule V is as follows:

<b>I. General Information :</b>	
1. Nature of Industry	The Company carries business of manufacturing of Vinyl Flooring, Sheeting and Leather cloth etc.
2. Date or expected date of commencement of commercial production	Commercial Operations commenced on 1st November,1993.
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions	Not applicable as company is old and Established company.
4. Financial performances based on given indicators	

<b>As per Audited financial results for the year</b>		
	<b>(Rs. In Lakhs)</b>	
	<b>2023-2024</b>	<b>2022-2023</b>
Paid up Capital	1,059	1,059
Reserves & Surplus	6,332	5,250
Revenue from Operations	29,563	28,790
Other Income	165	81
Total Revenue	29,728	28,871
Total Expenditure	27,001	27,351



PREMIER POLYFILM LIMITED

Profit after Tax	2,156	1,187
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Foreign investments or collaborations, if any. Nil		
<b>II. Information about the appointee :</b>		
1. Background details	Shri Ram Babu Verma is 61 years of age and holds a Bachelor Degree in Science, M.A. in Economics and also MSW (HR & IR). He has experience of around 35 years as an Executive.	
2. Past remuneration	Rs.90,500/- (Rupees Ninety Thousand Five Hundred only) per month as Basic Salary, House Rent Allowance @40% of his basic salary Plus applicable perks.	
3. Recognition or awards	Nil	
4. Job Profile and his suitability	He is looking after General Administration and Personnel Department of the company and is also "Occupier" of the Company. He has vast experience of more than 35 years of an executive.	
5. Remuneration proposed	As mentioned in the Resolution No. 4 of Notice of Annual General Meeting.	
6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	In the past few years, the remuneration of Senior Executives in the industry in general has gone up significantly. The remuneration proposed to be paid to Shri Ram Babu Verma is purely based on merit. Further, the Board perused the remuneration of managerial persons in other companies comparable with the size of the Company, industry benchmarks in general, profile and responsibilities of Shri Ram Babu Verma before approving the remuneration as proposed herein above.	
7. Pecuniary relationship directly or indirectly with the company or relation-ship with the managerial personnel, if any.	Besides the remuneration proposed Shri Ram Babu Verma does not have any pecuniary relationship with the Company. He is not related to any of the Director or Key managerial personnel of the company.	
<b>III. Other Information :</b>		
1. Reason of loss or inadequate profits	Due to economic slowdown and consequent adverse market conditions prevailing, there was lower profitability in the Company.	
2. Steps taken or proposed to be taken for improvement	The Company has initiated certain steps such as cost control, borrowing at cheaper rates, improving Efficiency and passing over increased cost to customers.	
3. Expected increase in productivity and profitsin measurable terms.	The Company is committed to build the business operations within budget and considering that the Business operates on a going concern basis.	

Shri Ram Babu Verma has given his declaration and has confirmed that he has not been convicted of any offence in connection with the promotion, formation and/or management of any company or LLP and has not been found guilty of any fraud or misfeasance or of any breach of duty to any company under this Act or any previous company law in the last five years and that his total directorship in all companies does not exceed the prescribed number of companies in which a person can be appointed as a director.

The Board of Directors affirms that Shri Ram Babu Verma is not debarred from holding the office of the Director by virtue of any SEBI order and/or any other such authority. In the opinion of the Board Shri Ram Babu Verma is a person of integrity and possesses relevant expertise, competence and experience to hold office of the Director of the Company and his appointment as an Executive Director of the company would be beneficial to the Company.

No Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the resolution number 4 of the Notice except Shri Ram Babu Verma himself.

The Board of Directors recommends the adoption of the resolution number 4 as a Special Resolution.

**Item No. 5**

Shri Amitabh Goenka has been continuing Whole Time Director of the Company since 01st November, 2010 and was earlier designated as Executive Director. However, he was appointed as Managing Director and Chief Executive Officer (CEO) of the company with effect from 13-07-2022 upon resignation of Shri Amar Nath Goenka, the former Managing Director and CEO of the Company. The Board of the Company appointed Shri Amitabh Goenka as Managing Director and Chief Executive Officer (CEO) of the company with effect from 13-07-2022 on the recommendation of the Nomination and Remuneration Committee of the company. Subsequently, the Shareholders of the company in the thirtieth Annual General Meeting held on 26<sup>th</sup> September, 2022 approved the appointment of Shri Amitabh Goenka as Managing Director and Chief Executive Officer (CEO) of the company for thirty six months with effect from 13-07-2022. at a basic salary of Rs. Rs. 7,79,000/- (Rupees Seven Lakh Seven-ty Nine Thousand Only) per month plus perquisites admissible under Schedule V to the Companies Act,2013.

The present term of Shri Amitabh Goenka expires on 12/07/2025 and the next Annual General Meeting of the company may



**Premier Polyfilm Limited**

be held after 12<sup>th</sup> July,2025 i.e. after the expiry of his present tenure on 12/07/2025. It is, therefore, proposed to reappoint Shri Amitaabh Goenka as Managing Director and Chief Executive Officer (CEO) of the company in the Thirty Second Annual General Meeting for a further period of Thirty Six (36) months with effect from 13/07/2025 under Schedule V to the Companies Act,2013 at the existing salary & perquisites, as given in the Notice of Thirty Second Annual General Meeting. However, his salary is subject to such increment in the basic salary as may be recommended by the Nomination and Remuneration Committee of the company from time to time.

As per provisions of the Companies Act, 2013 any appointment or reappointment of Whole Time Director including Managing Directors and CEO requires approval of the Shareholders in their General Meeting. Further, in case of inadequate profit or no profit Managing Director and CEO can be paid salary and perquisites under Schedule V of the Companies Act, 2013 upto a period not exceeding thirty six months without obtaining the consent of the Central Government provided that such approval is accorded by the shareholders by a Special Resolution moved in the Notice for Annual General Meeting. It is, therefore, proposed to pass the item by way of a Special Resolution approving re-appointment of Shri Amitaabh Goenka as Managing Director and CEO of the Company for a term of Thirty Six (36) months on the Terms and Conditions as specified in the Notice of the Thirty Second Annual General Meeting under Schedule V of the Companies Act, 2013. The Board of Directors of the company have approved appointment of Shri Amitaabh Goenka as Managing Director and CEO of the Company for Thirty Six (36) months i.e. upto 12/07/2028 in their Meeting held on 17/05/2024 on the recommendation of the Nomination and Remuneration Committee subject to approval by the Members in the 32nd Annual General Meeting of the company and subject to such other approvals, permissions and sanctions, as may be necessary.

Shri Amitaabh Goenka is also Director in Joemillar Aquatek India Private Limited and Partner in G B & Company. He is member in Assets Purchase Committee, Corporate Social Responsibility Committee and Share Transfer Committee w.e.f. 13<sup>th</sup> July, 2022 of the Company. Shri Amitaabh Goenka holds 24,13,699 (11.52%) Equity Shares of the Company.

As required by Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the particulars of Shri Amitaabh Goenka who is proposed to be appointment are given in **Annexure "V"** of this Notice.

Date of Birth of Shri Amitaabh Goenka is 10/12/1971 and he is an Indian National. He holds a Degree in Commerce and has more than 31 years of experience in the field of trade and industry and hence, the salary and perquisites proposed to be provided to him are considered reasonable. Further, the remuneration and perquisites provided in the Notice convening the Thirty Second Annual General Meeting are within the prescribed limits of Schedule V of the Companies Act, 2013.

In terms of the good Corporate Governance guidelines of the Company, the Board of Directors of the Company at their meeting held on 17th May, 2024 recommended the proposal for the appointment at revised/enhanced payment of remuneration and perquisites to Shri Amitaabh Goenka, Managing Director and CEO of the Company.

The Company has earned a net profit of Rs. 2,060/- Lakhs for the year ended 31<sup>st</sup> March, 2024. Section II of Part II of Schedule V of the Companies Act,2013 prescribes that in case of no profits or inadequate profits, the remuneration can be paid to the managerial personnel within the limits arrived at in accordance with the provisions of the said Section II.

The following additional detailed information as per Section II of Schedule V is as follows:

I.	General Information :	
1.	Nature of Industry	The Company carries business of manufacturing of Vinyl Flooring, Sheeting and Leather cloth etc.
2.	Date or expected date of commencement of commercial production	Commercial Operations commenced on 1 <sup>st</sup> November,1993.
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions	Not applicable as company is old and Established company.
4.	Financial performances based on given indicators	

As per Audited financial results for the year		
(Rs. In Lakhs)		
	2023-2024	2022-2023
Paid up Capital	1,059	1,059
Reserves & Surplus	6,332	5,250
Revenue from Operations	29,563	28,790
Other Income	165	81
Total Revenue	29,728	28,871



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Total Expenditure	27,001	27,351
Profit after Tax	2,156	1,187

	Foreign investments or collaborations, if any.	Nil
<b>II. Information about the appointee :</b>		
1.	Background details	Shri Amitaabh Goenka, aged 52 years, holds a Degree in Commerce . He has an experience of more than 31 years in the field of management of trade and industry. He is holding the post of Executive Director of the Company since 01st November,2010.
2.	Past remuneration	Rs. 7,79,000/- (Rupees Seven Lakh Seventy Nine Thousand Only) per month per month as Basic Salary, House Rent Allowance @40% of his basic salary Plus applicable perquisites
3.	Recognition or awards	NIL
4.	Job Profile and his suitability	Shri Amitaabh Goenka has vast experience in the management of factories, trade & industry. He is also looking after the exports of the company.
5.	Remuneration proposed	As mentioned in the Resolution No. 5 of Notice of Annual General Meeting.
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	In the past few years, the remuneration of Senior Executives in the industry in general has gone up significantly. The remuneration proposed to be paid to Shri Amitaabh Goenka is purely based on merit. Further, the Board perused the remuneration of managerial persons in other companies comparable with the size of the Company, industry benchmarks in general, profile and responsibilities of Shri Amitaabh Goenka before approving the remuneration as proposed hereinabove.
7.	Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any.	Besides being one of the promoters of the company and the remuneration proposed, Shri Amitaabh Goenka does not have any other pecuniary relationship with the Company.
<b>III. Other Information :</b>		
1.	Reason of loss or inadequate profits	Due to economic slowdown and consequent adverse market conditions prevailing, there was lower Profitability in the Company
2.	Steps taken or proposed to be taken for improvement	The Company has initiated certain steps such as cost control, borrowing at cheaper rates, improving Efficiency and passing over increased cost to customers.
3.	Expected increase in productivity and profits in measurable terms.	The Company is committed to build the business operations within budget and considering that the Business operates on a going concern basis.

Shri Amitaabh Goenka has given his declaration and has confirmed that he has not been convicted of any offence in connection with the promotion, formation and/or management of any company or LLP and has not been found guilty of any fraud or misfeasance or of any breach of duty to any company under this Act or any previous company law in the last five years and that his total directorship in all companies shall not exceed the prescribed number of companies in which a person can be appointed as a director.

The Board of Directors affirms that Shri Amitaabh Goenka is not barred from holding the office of the Director by virtue of any SEBI order and/or any other such authority. In the opinion of the Board, Shri Amitaabh Goenka is a person of integrity and possesses relevant expertise, competence and experience to hold office of the Director of the Company and his appointment as Managing Directors and CEO of the company would be beneficial to the Company.

No Directors, Key Managerial Personnel and their relatives are in any way concerned or interest-ed in the resolution number 5 of the Notice except Shri Amitaabh Goenka himself.

The Board of Directors recommends the adoption of the resolution number 5 as a Special Resolution.

#### **Item No. 6**

The Equity Shares of the Company are listed and traded on the National Stock Exchange of India Limited and BSE Limited. The Company's strong performance and faith of the investors has led to significant increase in the market price of its Equity Shares. In order to provide enhanced liquidity in the capital market through widening shareholder base and to make it more affordable for small investors, it is proposed to sub-divide, Rs 5/- each fully paid into Rs. 1/- each fully paid Equity Shares each pursuant to the provisions of Section 61(1)(d) of the Act, the rules made there under and other applicable provisions. The Record Date for the aforesaid sub-division of Ordinary (equity) Shares shall be fixed by the Board (including any Committee thereof) after the approval of the Members is obtained for the proposed sub-division.

In the opinion of the Board, proposed sub-division of the Equity Shares is in the best interest of the Company and the investors and



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therefore the Board at its meeting held on 17th May, 2024 approved the aforesaid sub-division subject to requisite approval of the shareholders. The proposed sub-division of fully paid-up equity Shares will not result in any change in the amount of Authorized, Issued, Subscribed and Paid-up Equity Share Capital of the Company.

The pre and post equity share Capital of the Company will be as under:

Pre sub division			Post sub division		
Share capital	Number	Amount	Share capital	Number	Amount
Authorised Capital	3,00,00,000	15,00,00,000	Authorised Capital	15,00,00,000	15,00,00,000
Equity shares of Rs.5/- each			Equity shares of Rs.1/- each		
Issued Capital	2,14,15,000	10,70,75,000	Issued Capital	10,70,75,000	10,70,75,000
Equity shares of Rs.5/- each			Equity shares of Rs.1/- each		
Subscribed Capital	2,14,11,820	10,70,59,100	Subscribed Capital	10,70,59,100	10,70,59,100
Equity shares of Rs.5/- each			Equity shares of Rs.1/- each		
Paid up Capital	2,09,48,495	10,47,42,475	Paid up Capital	10,47,42,475	10,47,42,475
Equity shares of Rs.5/- each			Equity shares of Rs.1/- each		
Forfeited shares		11,58,313	Forfeited shares		11,58,313
Total		10,59,00,788			10,59,00,788

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

The Board recommends the Resolution as set out at item no. 6 for approval of Members by way of a Special Resolution.

#### **Item No. 7 and Item No. 8**

The present Authorised Share Capital of the Company is Rs. 15,00,00,000/- (Rupees Fifteen Crore) comprising of 3,00,00,000 (Three Crore) Equity Shares of Rs.5/- each and Paid up Share Capital of the Company is Rs. 10,47,42,475/- (Rupees Ten Crores Forty Seven Lakh Four Hundred Seventy Five) comprising of 2,09,48,4950 Equity shares of Rs. 5/- each.

The Board, at its meeting held on May 17th May, 2024 accorded its approval to the proposal of Capital Restructuring of the Company by way of Sub-division of existing shares capital into face value of Rs. 1/- each. For such alterations Capital Clause V. of the Memorandum and also Articles of Association of the company are required to be altered , subject to shareholders approval.

Pursuant to the provisions of Section 13 & 61 of the Companies Act, 2013, approval of the Members is required for alteration in the Memorandum of Association and Articles of Association of the Company.

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

Accordingly, the Board recommends the resolutions set out at Item No. 7 & 8 seeking approval of the Members for changing Capital Clause V. of the Memorandum of Association and Articles of Association of the Company by way of a special resolution.

#### **Item No. 9**

The Board of the Directors, at its meeting held on 17th May, 2024, upon recommendation of the Audit Committee, approved the appointment of M/s Cheena & Associates, Cost Accountants, having Firm Registration No. 000397, as Cost Auditors of the Company for conducting the Audit of cost records of the company for the financial year ending on 31st March, 2025 at a remuneration of Rs.50,000/- (Rupees Fifty Thousand Only) plus applicable taxes and remuneration of such other out of pocket expenses as may be incurred by the said Cost Auditors during the course of the audit.

Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the Members of the company are required to approve the remuneration to be paid to the cost auditors of the company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No.9 of the Notice for approval of the remuneration payable to the Cost Auditors for conducting the audit of the cost records of the Company for the financial year ending 31st March, 2025.

None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed resolution.

The Board recommends the Ordinary Resolution set forth in Item No. 9 of the Notice for approval of the Members.

#### **Item No. 10**

M/s RMG Polyvinyl India Limited (RMG) has been one of your Company's customers. RMG contributes significantly to the Company's revenue and profits. The transactions are carried out based on competitive considerations as RMG has local & global suppliers and your Company has to compete with them for winning RMG's business. As per Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the members by way of a Special Resolution is required for material



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related party transactions (i.e. transactions exceeding 10% of the turnover of the Company as per the latest audited financial statements). The recommendation from Audit Committee with the relevant details of various proposed RPTs including rationale, material terms and basis of pricing received by the board. The Audit Committee has followed due process and after discussion and deliberation, has granted approval for entering into the RPTs with RMG for an aggregate value of up to ₹10000 Lakhs, to be entered during FY 2024-25. The Committee has noted that the said transactions will be on an arm's length basis and in the ordinary course of business of the Company and RMG. Subsequently, The Board has considered the recommendation of audit committee and approved the said proposed transactions and seeks the approval of the members of the company as detailed in the table below:

(Figures in Lakh)

S. No.	Name of Director/KMP interested	Nature of relationship	Aggregate maximum value of the contract/arrangement per transaction in any financial year	Nature and material terms of Contract/ arrangement/ transaction
1	Shri Amitabh Goenka	Brother and Mother of Managing Director are Managing Director and Director in M/s RMG Polivinyl India Limited	Rs.10,000/-	Sale purchase of raw material, semi finished and finished goods.

**Any other information relevant or important for the Members to take decision on the proposed resolution:**

None

In view of compliance with Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of members for the above Related Party Transactions is being sought by way of Ordinary Resolution. The proposal outlined above will contribute to continuous growth in sales & profits of your Company and is in the interest of the Company.

Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolution under Item No. 10 Except as mentioned above, 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, financially or otherwise, in the Resolution mentioned at Item No. 10 of the Notice.

Basis the consideration and approval of the Audit Committee, the Board of Directors recommends the Special Resolution as set forth in Item No.10 of the Notice for approval of the Members.

Place: New Delhi  
Date: 02/08/2024

By order of the Board  
**For PREMIER POLYFILM LIMITED**  
Sd/-  
**HEENA SONI**  
COMPANY SECRETARY  
ACS 70248

Regd. Office:  
305, III Floor, Elite House, 36, Community Centre,  
Kailash Colony Extension Zamroodpur,  
New Delhi 110048  
CIN : L25209DL1992PLC049590

Annexure -"B"

**Details of Directors seeking appointment/re-appointment at the 32nd Annual General Meeting  
to be held on September 16, 2024 [Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]**

Name of Director	Shri Ram Babu Verma	Shri Amitabh Goenka
Date of Birth	11/01/1963	10-12-1971
Age	61	52
Date of re-appointment	27-12-2024	13-07-2025
Relationship with Directors and Key Managerial Personnel	None	None
Expertise in specific functional area	He is looking after General Administration and Personnel Department of the company and is also "Occupier" of the Company.	He has vast experience in the management of factories, trade & industry. He is also looking after the exports of the company.
Qualification	Bachelor Degree in Science, M.A. in Economics and also MSW (HR & IR).	Bachelor Degree in Commerce



PREMIER POLYFILM LIMITED

Board Membership of other listed Companies	None	None
Chairmanships/ Memberships of the Committees of other public limited companies as on March 31, 2024	NIL	NIL
Number of equity shares held in the Company as at March 31, 2024	NIL	24,13,699

Place: New Delhi  
Date: 02/08/2024

By order of the Board  
For PREMIER POLYFILM LTD.

Sd/-

HEENA SONI  
COMPANY SECRETARY  
ACS 70248

Regd. Office:  
305, III Floor, Elite House, 36, Community Centre,  
Kailash Colony Extension Zamroodpur,  
New Delhi 110048  
CIN : L25209DL1992PLC049590

Annexure- "C"

**Brief profile of Directors seeking appointment/re-appointment at the 32<sup>nd</sup> Annual General Meeting to be held on September 16, 2024.**

Shri Ram Babu Verma is 61 years of age and holds a Bachelor Degree in Science, M.A. in Economics and also MSW (HR & IR). He has experience of around 35 years as an Executive. He is looking after General Administration and Personnel Department of the company and is also "Occupier" of the Company.

Shri Amitaab Goenka is 52 years of age and holds a Bachelor Degree in Commerce. He has experience of around 31 years as in the management of factories, trade & industry. He is also looking after the exports of the company.

Place: New Delhi  
Date: 02/08/2024

By order of the Board  
For PREMIER POLYFILM LIMITED

Sd/-

HEENA SONI  
COMPANY SECRETARY  
ACS 70248

Regd. Office:  
305, III Floor, Elite House, 36, Community Centre,  
Kailash Colony Extension Zamroodpur,  
New Delhi 110048  
CIN : L25209DL1992PLC049590