

PREMIER POLYFILM LTD

MNFRS: VINYL FLOORING, PVC SHEETING, PVC GEOMEMBRANES, PVC ARTIFICIAL LEATHER
Off. & Fact. : 40/1A, SITE IV, INDUSTRIAL AREA, SAHIBABAD, GHAZIABAD (U.P.) INDIA
Tel. : 0120-3364569, 2896986/87, FAX : +91-1166173349
E-mail : premierpoly@premierpoly.com Website : www.electromat.in

PPL/SECT/2023-2024

Date: 19/ 09/2023

BSE LIMITED

NATIONAL STOCK EXCHANGE OF INDIA LTD

**SUBJECT: SUBMISSION OF SCRUTINIZER'S REPORT PERTAINING TO 31st
ANNUAL GENERAL MEETING OF THE COMPANY**

REGARDING COMPANY CODE: NSE: PREMIERPOL, BSE 514354

Dear Sir/Madam,

In compliance with the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, please find enclosed the Scrutinizer's Report dated 18-09-2023 on the business transacted at the 31st Annual General Meeting of the Company held on Monday, September 18, 2023 at 2:30 P.M. (1ST) through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM").

As per Scrutinizer's Report all the fifteen items of Notice dated 22-05-2023 convening 31st Annual General Meeting have been approved by the Shareholders.

This is for your information and records.

Thanking You

Yours faithfully,
For PREMIER POLYFILM LTD.

Heena Soni
Company Secretary
& Compliance Officer

REGD. OFFICE : 305 IIIrd FLOOR ELITE HOUSE 36, COMMUNITY CENTER KAILASH COLONY EXTN., (ZAMROODPUR) NEW DELHI-110048
(CIN) L25209DL1992PLC049590





Sumit Bajaj & Associates

(Practicing Company Secretaries)

Office Address: Office no.304, Building no. 61 Vijaya Block Laxmi Nagar New Delhi-110092

Email Id: csumitbajaj@gmail.com, Tel: +91-9910613098

Registration No. S2019DE677200, Peer Review No. 2885/2023

Scrutinizer Report

[Pursuant to Section 108 of the Companies Act, 2013 and
Rule 20 of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman,
Premier Polyfilm Limited
Flat No-305, III floor,
Elite House, 36, Community Centre,
Kailash Colony Extn, Zamroodpur,
New Delhi-110048

Subject: Consolidated Scrutinizer's Report on remote e-voting conducted for the 31st Annual General Meeting of Premier Polyfilm Limited held on Monday, the 18th day of September, 2023 at 02.30 P.M. (IST) through Video Conferencing (VC) / Other Audio-Visual Means (OVAM).

Dear Sir,

I, Sumit Bajaj, Practicing Company Secretary, have been appointed as Scrutinizer by the Board of Directors of Premier Polyfilm Limited pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to conduct the remote e-voting process in respect of the below mentioned resolutions proposed at the 31st Annual General Meeting of Premier Polyfilm Limited held on Monday, 18th day of September, 2023 at 02.30 P.M. (IST) through Video Conferencing (VC) / Other Audio Visual Means (OVAM).

I was also appointed as Scrutinizer to scrutinize the remote e-voting process during the said AGM.

The notice dated May 22, 2023 convening the AGM along with 31st Annual Reports of 2022-23, as confirmed by the Company was sent to the shareholders in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those Members whose e-mail addresses are registered with the Company/ Registrar and Transfer Agent/ Depositories/ Depository Participants in compliance with the MCA Circular No. Nos. 14/2020 dated April 8, 2020 and 17 /2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being 10/2023 dated December 28, 2023 (collectively referred to as 'MCA Circulars') and Securities and Exchange Board of India ('SEBI') Circulars dated May 12, 2020, January 15, 2021, May 13, 2022 and January 5, 2023 ('SEBI Circulars').

Management's Responsibility: The management of the Company is responsible to ensure compliances with the requirements of the relevant provisions of (i) Companies Act, 2013 and the Rules made thereunder and (ii) the Regulation 44 of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended, ["SEBI Listing Regulations"] on the resolutions as set-out in the notice of AGM.





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Scrutinizer's Responsibility: My responsibility as a scrutinizer is restricted to making a Scrutinizer's report of the votes cast by the members in respect of the resolutions contained in the AGM Notice. My report is based on report generated by voting through electronic means provided by National Securities Depository Limited (NSDL) the authorized agency engaged by the Company to provide voting by electronic means and scrutinizing the physical voting done through polling paper at the venue of the AGM.

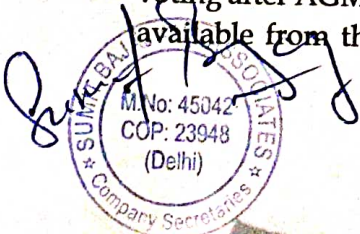
I submit my report as under:

1. In terms of Section 108 and Section 110 of Companies Act, 2013 read with rules and SEBI Listing Regulations, 2015, the Company had made arrangement with National Securities Depository Limited ("NSDL") for providing facility of voting through electronic means ("Remote e-voting") to its members.
2. As per Rule 22 (3) Companies (Management & Administration) Rules, 2014 the Company published an advertisement on August 24, 2023 about the dispatch of Notice in "Financial Express" (English Newspaper) and "Jansatta" (Hindi Newspaper).
3. The shareholders of the Company holding shares as on the "cut-off" date Monday, September 11, 2023 were entitled to vote on the resolutions as contained in the Notice of the AGM.
4. The voting period for remote e-voting commenced on Friday, September 15, 2023 (9:00 a.m. IST) and ended on Sunday, September 17, 2023 (5:00 p.m. IST) and the NSDL e-voting platform was disabled thereafter.
5. The Company had also provided remote e-voting facility to the shareholders present at the AGM through VC/OAVM and who had not cast their vote earlier.
6. After the closure of remote e-voting at the AGM, the report on remote voting done during the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked and counted.
7. The votes cast by the members were unblocked 05:30 P.M on September 18, 2023, in the presence of Two Witnesses who were not in employment of Company.

Navneet
(Witness 1. Navneet Kumar)

Sharad
(Witness 2. Sharad Gupta)

8. We, have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the National Securities Depository Limited ("NSDL") e voting system. After the time fixed for closing of the e-voting i.e., 5:00 P.M. on September 17, 2023, and venue voting after AGM, an electronic report of the e-voting was generated by me by accessing the data available from the website <https://www.evoting.nsdl.com/> of NSDL. Based on such reports





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generated by NSDL and relied upon by me, data regarding the e-votes was scrutinized on test check basis.

9. I would like to mention that the voting rights of Members were in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date i.e. Monday, September 11, 2023 and as per the Register of Members of the Company.
10. The particulars of Voting and other requisite details have been entered in a separate register maintained for the purpose.
11. The summary of remote e-Voting prior and during the AGM for the following resolutions are as under:

Ordinary Resolution 1: To consider and adopt Balance Sheet of the Company as at 31st March, 2023, Profit & Loss Account for the period from 1st April,2022 to 31st March, 2023 and the reports of Auditors' and Directors' thereon.

Means of Voting	Total Votes cast	Invalid Votes	Valid Votes	Total valid Votes cast in favour of the Resolution		Total Votes cast against the Resolution	
				Nos.	% of total number of valid votes cast	Nos.	% of total number of valid votes cast
Remote E-voting	17003951	0	17003951	16978190	99.08	25761	0.2
E-voting at AGM	0	0	0	0	0	0	0
Total	17003951	0	17003951	16978190	99.08	25761	0.2

Since total votes voted in favour of the resolution is 99.08% and total votes voted against the resolution is 0.2%, the Resolution has been passed as Ordinary Resolution.

Ordinary Resolution 2: To consider and approve payment of Dividend for the year ended 31st March,2023 @ Rs.0.50 paise per equity share with the face value of Rs.5/- each i.e. ten (10) percent.

Means of Voting	Total Votes cast	Invalid Votes	Valid Votes	Total valid Votes cast in favour of the Resolution		Total Votes cast against the Resolution	
				Nos.	% of total number of valid votes cast	Nos.	% of total number of valid votes cast
Remote E-voting	17003951	0	17003951	16978190	99.08	25761	0.2
E-voting at AGM	0	0	0	0	0	0	0
Total	17003951	0	17003951	16978190	99.08	25761	0.2





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Since total votes voted in favour of the resolution is 99.08% and total votes voted against the resolution is 0.2%, the Resolution has been passed as Ordinary Resolution.

Ordinary Resolution 3: To appoint a Director in place of Shri Ram Babu Verma (holding DIN 08760599), who retires by rotation and being eligible, offers himself for re-appointment.

Means of Voting	Total Votes cast	Invalid Votes	Valid Votes	Total valid Votes cast in favour of the Resolution		Total Votes cast against the Resolution	
				Nos.	% of total number of valid votes cast	Nos.	% of total number of valid votes cast
Remote E-voting	17003901	0	17003901	16978140	99.8	25761	0.2
E-voting at AGM	0	0	0	0	0	0	0
Total	17003901	0	17003901	16978140	99.8	25761	0.2

Since total votes voted in favour of the resolution is 99.8% and total votes voted against the resolution is 0.2%, the Resolution has been passed as Ordinary Resolution.

Special Resolution 4: To consider and approve re-appointment of Shri Ram Babu Verma as an Executive Director.

Means of Voting	Total Votes cast	Invalid Votes	Valid Votes	Total valid Votes cast in favour of the Resolution		Total Votes cast against the Resolution	
				Nos.	% of total number of valid votes cast	Nos.	% of total number of valid votes cast
Remote E-voting	17003901	0	17003901	16978140	99.8	25761	0.2
E-voting at AGM	0	0	0	0	0	0	0
Total	17003901	0	17003901	16978140	99.8	25761	0.2

Since total votes voted in favour of the resolution is 99.8% and total votes voted against the resolution is 0.2%, the Resolution has been passed as Special Resolution.

Special Resolution 5: To consider and approve change in the object clause of the Memorandum of Association of the company.

Means of Voting	Total Votes cast	Invalid Votes	Valid Votes	Total valid Votes cast in favour of the Resolution	Total Votes cast against the Resolution

Sumit Bajaj



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				Nos.	% of total number of valid votes cast	Nos.	% of total number of valid votes cast
Remote E-voting	17003901	0	17003901	16955668	99.7	48233	0.3
E-voting at AGM	0	0	0	0	0	0	0
Total	17003901	0	17003901	16955668	99.7	48233	0.3

Since total votes voted in favour of the resolution is 99.7% and total votes voted against the resolution is 0.3%, the Resolution has been passed as Special Resolution.

Special Resolution 6: To consider and adopt new set of Memorandum of Association as per the Companies Act, 2013.

Means of Voting	Total Votes cast	Invalid Votes	Valid Votes	Total valid Votes cast in favour of the Resolution		Total Votes cast against the Resolution	
				Nos.	% of total number of valid votes cast	Nos.	% of total number of valid votes cast
Remote E-voting	17003901	0	17003901	16978140	99.8	25761	0.2
E-voting at AGM	0	0	0	0	0	0	0
Total	17003901	0	17003901	16978140	99.8	25761	0.2

Since total votes voted in favour of the resolution is 99.8% and total votes voted against the resolution is 0.2%, the Resolution has been passed as Special Resolution.

Special Resolution 7: To consider and adopt new set of Articles of Association as per Companies Act, 2013.

Means of Voting	Total Votes cast	Invalid Votes	Valid Votes	Total valid Votes cast in favour of the Resolution		Total Votes cast against the Resolution	
				Nos.	% of total number of valid votes cast	Nos.	% of total number of valid votes cast
Remote E-voting	17003901	0	17003901	16978140	99.8	25761	0.2
E-voting at AGM	0	0	0	0	0	0	0
Total	17003901	0	17003901	16978140	99.8	25761	0.2

Since total votes voted in favour of the resolution is 99.8% and total votes voted against the resolution is 0.2%, the Resolution has been passed as Special Resolution.





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Ordinary Resolution 8: To consider and approve the remuneration of M/s Cheena & Associates, Cost Auditors.

Means of Voting	Total Votes cast	Invalid Votes	Valid Votes	Total valid Votes cast in favour of the Resolution		Total Votes cast against the Resolution	
				Nos.	% of total number of valid votes cast	Nos.	% of total number of valid votes cast
Remote E-voting	17003901	0	17003901	16978140	99.8	25761	0.2
E-voting at AGM	0	0	0	0	0	0	0
Total	17003901	0	17003901	16978140	99.8	25761	0.2

Since total votes voted in favour of the resolution is 99.8% and total votes voted against the resolution is 0.2%, the Resolution has been passed as Ordinary Resolution.

Ordinary Resolution 9: To consider and approve the related party transactions.

Means of Voting	Total Votes cast	Invalid Votes	Valid Votes	Total valid Votes cast in favour of the Resolution		Total Votes cast against the Resolution	
				Nos.	% of total number of valid votes cast	Nos.	% of total number of valid votes cast
Remote E-voting	10137362	7263762	2873600	2825367	98.3	48233	1.7
E-voting at AGM	0	0	0	0	0	0	0
Total	10137362	7263762	2873600	2825367	98.3	48233	1.7

Since total votes voted in favour of the resolution is 98.3% and total votes voted against the resolution is 1.7%, the Resolution has been passed as Ordinary Resolution.

Special Resolution 10: To consider and approve to borrow money(ies) for the purpose of business of the company in excess of the limits specified in Section 180(1) (c) of The Companies Act, 2013.

Means of Voting	Total Votes cast	Invalid Votes	Valid Votes	Total valid Votes cast in favour of the Resolution		Total Votes cast against the Resolution	
				Nos.	% of total number of valid votes cast	Nos.	% of total number of valid votes cast





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Remote E-voting	17003901	0	17003901	16955668	99.7	48223	0.3
E-voting at AGM	0	0	0	0	0	0	0
Total	17003901	0	17003901	16955668	99.7	48223	0.3

Since total votes voted in favour of the resolution is 99.7% and total votes voted against the resolution is 0.3%, the Resolution has been passed as Special Resolution.

Special Resolution 11: To consider and approve the Creation of securities on the properties of the company, both present and future, in favour of lenders.

Means of Voting	Total Votes cast	Invalid Votes	Valid Votes	Total valid Votes cast in favour of the Resolution		Total Votes cast against the Resolution	
				Nos.	% of total number of valid votes cast	Nos.	% of total number of valid votes cast
Remote E-voting	17003901	0	17003901	16978140	99.8	25761	0.2
E-voting at AGM	0	0	0	0	0	0	0
Total	17003901	0	17003901	16978140	99.8	25761	0.2

Since total votes voted in favour of the resolution is 99.8% and total votes voted against the resolution is 0.2%, the Resolution has been passed as Special Resolution.

Special Resolution 12: To consider and approve the power to give loans or invest funds of the company in excess of the limits specified under section 186 of the Companies Act, 2013.

Means of Voting	Total Votes cast	Invalid Votes	Valid Votes	Total valid Votes cast in favour of the Resolution		Total Votes cast against the Resolution	
				Nos.	% of total number of valid votes cast	Nos.	% of total number of valid votes cast
Remote E-voting	17003901	0	17003901	16955668	99.7	48233	0.3
E-voting at AGM	0	0	0	0	0	0	0
Total	17003901	0	17003901	16955668	99.7	48233	0.3

Since total votes voted in favour of the resolution is 99.7% and total votes voted against the resolution is 0.3%, the Resolution has been passed as Special Resolution.

Special Resolution 13: To consider and approve Re-appointment of Smt. Bhupinder Kaur Marwah as a Director (Non -Executive & Independent).





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Means of Voting	Total Votes cast	Invalid Votes	Valid Votes	Total valid Votes cast in favour of the Resolution		Total Votes cast against the Resolution	
				Nos.	% of total number of valid votes cast	Nos.	% of total number of valid votes cast
Remote E-voting	17003901	0	17003901	16978140	99.8	25761	0.2
E-voting at AGM	0	0	0	0	0	0	0
Total	17003901	0	17003901	16978140	99.8	25761	0.2

Since total votes voted in favour of the resolution is 99.8% and total votes voted against the resolution is 0.2%, the Resolution has been passed as Special Resolution.

Special Resolution 14: To consider and approve Re-appointment of Shri Santosh Kumar Dabriwala as a Director (Non- Executive & Independent).

Means of Voting	Total Votes cast	Invalid Votes	Valid Votes	Total valid Votes cast in favour of the Resolution		Total Votes cast against the Resolution	
				Nos.	% of total number of valid votes cast	Nos.	% of total number of valid votes cast
Remote E-voting	17003901	0	17003901	16978140	99.8	25761	0.2
E-voting at AGM	0	0	0	0	0	0	0
Total	17003901	0	17003901	16978140	99.8	25761	0.2

Since total votes voted in favour of the resolution is 99.8% and total votes voted against the resolution is 0.2%, the Resolution has been passed as Special Resolution.

Special Resolution 15: To consider and approve Re-appointment of Shri Umesh Kumar Agarwalla as a Director (Non- Executive & Independent).

Means of Voting	Total Votes cast	Invalid Votes	Valid Votes	Total valid Votes cast in favour of the Resolution		Total Votes cast against the Resolution	
				Nos.	% of total number of valid votes cast	Nos.	% of total number of valid votes cast
Remote E-voting	17003901	0	17003901	16978140	99.8	25761	0.2





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E-voting at AGM	0	0	0	0	0	0	0
Total	17003901	0	17003901	16978140	99.8	25761	0.2

Since total votes voted in favour of the resolution is 99.8% and total votes voted against the resolution is 0.2%, the Resolution has been passed as Special Resolution.

12. The remote e-voting register and other records shall remain in my safe custody until the Chairman of the meeting considers, approves and signs the minutes in this regard and thereafter it will be handed over to the Compliance Officer for safe keeping.

Thanking You

For Sumit Bajaj & Associates
(Practicing Company Secretary)



CS Sumit Bajaj
(Proprietor)

C. P. No: 23948

M. No.: 45042

UDIN: A045042E001036802

Date:18.09.2023

Place: Delhi