
* PREMIER POLYFILM LTD. *
* 305,THIRD FLOOR, ELITE HOUSE,36,COMMUNITY CENTRE, *
* KAILASH COLONY EXT. (ZAMROODPUR) *
* NEW DELHI 110 048 *
* CIN NO. L25209DL1992PLC049590 *
* Phone 011-29246481 *
* Email : compliance.officer@premierpoly.com, Website :www.premierpoly.com *

PPL/SECT/2022-2023

27/ 09/2022

BSE LIMITED

NATIONAL STOCK EXCHANGE OF INDIA LTD

SUBJECT : PROCEEDINGS OF ANNUAL GENERAL MEETING

REGARDING COMPANY CODE : BSE 514354 NSE : PREMIERPOL

Dear Sir/Madam,

We submit herewith a copy of Minutes of Thirtieth Annual General Meeting of the company held on 26th September, 2022 under Regulation 30 of The SEBI (LODR) Regulations,2015.

This is for your records.

Thanking you,

Yours faithfully,
For PREMIER POLYFILM LTD.,

DHWANI SHARMA
COMPANY SECRETARY &
COMPLIANCE OFFICER

Enclosed: as above

PREMIER POLYFILM LIMITED

MINUTES OF THE THIRTIETH ANNUAL GENERAL MEETING OF PREMIER POLYFILM LTD.
HELD ON MONDAY, THE 26TH DAY OF SEPTEMBER, 2022 AT 2.00 P. M. THROUGH
VIDEO CONFERENCING/OTHER AUDIO VISUAL MEANS(VC).

=====

PRESENT**DIRECTORS**

- | | | |
|---------------------------------|---|---|
| 1. Shri Amitaabh Goenka | - | In the Chair
Managing Director & CEO |
| 2. Smt. Bhupinder Kaur Marwah | - | Director
(Chairperson Audit Committee) |
| 3. Smt. Rashmee Singhania | - | Director |
| 4. Shri R B Verma | - | Executive Director |
| 5. Shri Santosh Kumar Dabriwala | - | Director |
| 6. Shri Umesh Kumar Agarwalla | - | Director |

MEMBERS PRESENT

71 Nos.

LIST OF MEMBERS

SR.NO	FOLIO/DEMAT ACCOUNT NO.	NAME OF MEMBER
1	IN30070810036432	Ajay Khurana
2	IN30011811508900	Harmohan Singh Sawhney
3	IN30021422839416	Abhinesh Mishra
4	1201410000021000	Kiran Ghai
5	IN30011810037013	Bayant Kaur Sahni
6	1204470003659700	Hitesh Anand Kuvelkar
7	IN30070810036424	Sheetal Khurana
8	23349	Biswa Bhushan Suar
9	1201910102044050	Mahender Pal Bhutani
10	IN30112715633348	Pradeep Sood
11	IN30020610997625	Sarvjeet Singh
12	IN30070810470605	Sheetal Khurana
13	1201910101967390	Davinder Kaur
14	IN30070810023485	Ramesh Chander Khurana
15	1208880000693150	Abhinesh Mishra
16	24263	Puran Dass Taneja
17	1201910102044100	Santosh Bhutani
18	IN30020610907641	Manjit Singh
19	IN30020610869763	Davinder Kaur
20	IN30163741359155	Abhishek J
21	IN30020610895862	Sunita Chadha
22	IN30011811404807	Himanshu Chadha
23	IN30236510914729	Ankur Chanda
24	IN30011810826627	Chetan Chadha
25	IN30088813085922	Kishore Balani
26	IN30256610110055	Rajesh Jain

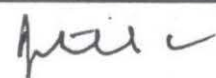
PREMIER POLYFILM LIMITED

27	1201410000010070	Krishan Lal Chadha
28	1201410000010220	Rakesh Kumar
29	1201330000539280	Chander Shekhar
30	IN30020611044559	Savita Rani
31	IN30011811404784	Sunita Chadha
32	IN30011811404856	Jyoti Chadha
33	IN30115121211395	Mainka Sharma
34	IN30096610077997	Surjit Singh Alag
35	IN30011810949757	Sanjay Kumar Arora
36	IN30020611044542	Gagan Kumar
37	IN30021415646980	Keshav Garg
38	IN30299410079634	Raju
39	1203320051437840	Arunkumar Selvaraja
40	IN30046810023855	Rattan Kumar Jain
41	1301240004368210	Bhavika Mehta
42	1206650000004840	Reena Jain
43	IN30299410082531	Parmod Kumar Jain
44	IN30021415928691	Rajat Setiya
45	IN30078110153515	Suresh Bhutani
46	IN30114311135267	Sanjay Kathpal
47	IN30114311142981	Ashok Kumar Gupta
48	IN30282210346312	Chander Mohan
49	IN30299410048236	Pravin Sood
50	1203230004049040	Ajay Kumar Jain
51	IN30299410048228	Ajay Sood
52	IN30011811383116	Kiran Ghai
53	IN30011810449827	Praveen Kumar
54	IN30292712021093	Surjit Singh Alagh
55	IN30011810445470	Ashok Kumar Gupta
56	IN30011811366279	Kuldip Parkash Sood
57	IN30068510648085	Sanghai Holdings Private Limited
58	IN30046810023863	Vikas Jain
59	IN30612210028000	Santosh Sharma
60	IN30282210346860	Chander Mohan
61	IN30011811366743	Kaushlya
62	IN30011810069770	Surendra Kumar Jain
63	IN30011811367614	Radha Sood
64	IN30114312377639	Rekha Gupta
65	IN30612210028042	Punam Sharma
66	IN30094010389271	Harjeet Singh
67	IN30012611153060	Santosh Kumar Dabriwala
68	IN30046810013090	Jai Bhagwan Gupta
69	IN30226912930328	Vishnu Dutt Sharma
70	IN30011810401292	Urmila Jain
71	IN30046810029087	Laj Gupta

SCRUTINIZER

Shri Sumit Bajaj

Practicing Company Secretary (M/s Sumit Bajaj & Associates)



PREMIER POLYFILM LIMITED**STATUTORY AUDITOR**

Shri Vipul Kumar Gupta - Statutory Auditor (M/s MARS & Associates)

SECRETARIAL AUDITOR

Shri Nitin Gupta - Secretarial Auditor

CHIEF FINANCIAL OFFICER

Shri Paribesh Mishra - Chief Financial Officer

SECRETARY

Smt. Dhvani Sharma - Company Secretary

DIRECTORS

All the Directors were present at the Meeting.

CHAIRMAN

Shri Amitaabh Goenka, Managing Director & CEO and Chairman of the Company took the Chair.

QUORUM

Quorum being present, the meeting commenced to transact business. The Chairman welcomed the Members present to The Thirtieth Annual General Meeting and addressed the shareholders present at the Annual General Meeting.

AVAILABILITY OF STATUTORY REGISTER(S)/DOCUMENTS, AUDITORS REPORT AND SECRETARIAL AUDIT REPORT UNDER THE PROVISIONS OF THE COMPANIES ACT, 2013

All the statutory Register(s), documents, the Auditors' Report and Secretarial Auditors Report as prescribed under the provisions of the Companies Act, 2013 were available at the Annual General Meeting by way of electronic mode.

NOTICE

Since the Notice convening Thirtieth Annual General Meeting, Director's Report and Auditor's Report to the Members were circulated in advance and have been with the shareholders these were taken as read.

REPLY TO THE QUERIES OF SHAREHOLDERS

The Chairman invited the Members who had registered themselves as speakers, to ask their queries, give suggestions and seek clarifications, if any. The same were responded by Shri Amitaabh Goenka, Chairman of the meeting. Further some of the shareholders had asked certain question and raised queries in advance and reply to these shareholders was sent by the company at their respective emails.

RESULT ON VOTING

As per Report dated 26-09-2022 of Shri Sumit Bajaj, Sumit Bajaj & Associates, Scrutinizer, both on E-Voting and Ballots cast at venue of Thirtieth Annual General Meeting all the items of the Notice of the Thirtieth Annual General have been approved. The item wise details on voting and resolution(s) approved are as under:-

ORDINARY BUSINESS**ITEM NO. 1 ANNUAL ACCOUNTS**

Ordinary Resolution to consider and adopt the Balance Sheet of the Company as at 31st March, 2022, the Profit & Loss Account together with the Cash Flow Statement for the

PREMIER POLYFILM LIMITED

period from 1st April, 2021 to 31st March, 2022 and the reports of Auditors' and Directors' thereon was considered, approved and adopted by voting as under :-

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	11361737	0	11361737	11333355	99.75	28382	00.25
E-voting at AGM	0	0	0	0	0	0	0
Total	11361737	0	11361737	11333355	99.75	28382	00.25

"RESOLVED THAT the Balance Sheet of the Company as at 31st March, 2022, the Profit and Loss Account together with the Cash Flow Statement for the period from 1st April, 2021 to 31st March, 2022 and the reports of the Auditors and Directors thereon together with the Notes on Accounts annexed to and forming part thereof be and are hereby considered, approved and adopted."

ITEM NO. 2 DIVIDEND

Ordinary Resolution to consider and adopt payment of Dividend for the year ended 31st March, 2022 was considered, approved and adopted by voting as under :-

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	11361741	0	11361741	11333375	99.75	28366	00.25
E-voting at AGM	0	0	0	0	0	0	0
Total	11361741	0	11361741	11333375	99.75	28366	00.25

"RESOLVED THAT payment of dividend for the financial year 2021-2022 @0.50 paise per equity shares i.e. 10%(ten percent) per equity share be and are hereby considered, approved and adopted."

ITEM NO. 3 DIRECTOR

Ordinary Resolution to appoint a Director in place of Shri Amitabh Goenka (holding DIN 00061027), who retire by rotation and being eligible, offer himself for reappointment was considered, approved and adopted by voting as under and passed the following resolution:-

PREMIER POLYFILM LIMITED

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	11361737	0	11361737	11333355	99.75	28382	00.25
E-voting at AGM	0	0	0	0	0	0	0
Total	11361737	0	11361737	11333355	99.75	28382	00.25

"RESOLVED THAT Shri Amitaabh Goenka (holding DIN 00061027), Director of the Company, be and hereby reappointed as a Director of the Company liable to retire by rotation."

ITEM NO.4 RE-APPOINTMENT OF STATUTORY AUDITOR

Ordinary Resolution to consider re-appointment of M/s M A R S & Associates, Chartered Accountant, (Firm Registration No. 010484N) as Statutory Auditor of the Company for a period of five years was considered, approved and adopted by voting as under :-

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	11361737	0	11361737	11333355	99.75	28382	00.25
E-voting at AGM	0	0	0	0	0	0	0
Total	11361737	0	11361737	11333355	99.75	28382	00.25

"RESOLVED THAT pursuant to the provisions of Sections 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification, amendment or enactment thereof, for the time being in force), M/s M A R S & Associates, Chartered Accountants (Firm's Registration No.010484IN) the retiring statutory auditor, be and are hereby reappointed as Statutory Auditor of the Company to hold the office from the conclusion of the 30th Annual General Meeting until the conclusion of the 35th Annual General Meeting of the Company to be held in the year 2027, at a remuneration of Rs.1,25,000/- (Rupees One Lakh Twenty Five Thousand only) plus GST.

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 or for matters incidental 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."

SPECIAL BUSINESS**ITEM NO. 5 TO PASS SPECIAL RESOLUTION FOR THE RE- APPOINTMENT OF SHRI RAM BABU VERMA AS AN EXECUTIVE DIRECTOR OF THE COMPANY**

Special Resolution to consider re-appointment of Shri Ram Babu Verma (holding DIN 08760599) as an Executive Director of the Company for twelve (12) months with effect from 27th December, 2022 was considered, approved and adopted by voting as under :

PREMIER POLYFILM LIMITED

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	11361737	0	11361737	11333355	99.75	28382	00.25
E-voting at AGM	0	0	0	0	0	0	0
Total	11361737	0	11361737	11333355	99.75	28382	00.25

"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 (including any statutory modification or re-enactment thereof for the time being in force) and subject to such other approvals, permissions and sanctions, as may be necessary, and as per Article 116 of the Articles of Association of the Company and subject to the limits specified in Schedule V to the Companies Act, 2013, 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 the Whole-time Director of the Company designated as "Executive Director" for a period of Twelve (12) months effective from 27th December, 2022.

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 27/12/2022 to 26/12/2023.

(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 increment in the basic salary as may be decided by the Nomination and Remuneration Committee of the company 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 company's 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 of the Company.

However, the unavailed privilege leave may be encashed by the Executive Director as per the leave rules of the Company applicable to senior managerial personnel of the Company.

The Executive Director shall also be entitled to Gratuity as per the government rules applicable at the time of his retirement/termination.

The Executive Director shall be provided with a cell phone expenses on actual basis.

[Handwritten Signature]

PREMIER POLYFILM LIMITED

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

e) **Resignation/termination**

The Board may terminate the employment of 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 his 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 for the time being, 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 he shall also 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 that may be required in connection or for matters incidental 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."

ITEM NO. 06 TO PASS SPECIAL RESOLUTION FOR THE APPOINTMENT OF SHRI AMITAABH GOENKA AS MANAGING DIRECTOR & CEO OF THE COMPANY

Special Resolution to consider the appointment of Shri Amitaabh Goenka (holding DIN 00061027) as Managing Director & CEO of the Company for thirty six months (36) months with effect from 13th July, 2022 was considered, approved and adopted by voting as under:

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	11361737	0	11361737	11333355	99.75	28382	00.25
E-voting at AGM	0	0	0	0	0	0	0
Total	11361737	0	11361737	11333355	99.75	28382	00.25

"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 there-under (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, as may be necessary, and as per Article 116 of the Articles of Association of the Company and subject to the limits specified in Schedule V to the Companies Act, 2013, the consent of the Members of the Company be and is hereby

Amitaabh Goenka

PREMIER POLYFILM LIMITED

accorded to the appointment of Shri Amitaabh Goenka (holding DIN 00061027) as the Whole-time Director of the Company designated as "Managing Director and CEO" of the Company for a period of thirty six (36) months effective from 13th July, 2022.

RESOLVED FURTHER THAT the terms of appointment, remuneration including perquisites payable to Shri Amitaabh Goenka, Managing Director and CEO of the Company, shall be as under:

(A) **Period:** 36 months from 13/07/2022 to 12/07/2025.

(B) **Remuneration:**

1) **Basic Salary per month:** Rs.7,79,000/- (Rupees Seven Lakh Seventy Nine Thousand only) in the pay scale of Rs. 7,79,000/- to Rs. 15,00,000/- with such increment in the basic salary as may be decided by the Nomination and Remuneration Committee of the Company 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 & back and for use for official purpose.

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 and can be accumulated upto the period of his tenure i.e. up to three years. He can also incur medical expenses beyond his usual entitlement to medical benefits for self, family and for his parents for treatment/ for serious illness that he and/or any of his family members or parents may suffer and may require to be continued and/or given either in the country and/or abroad. Further, for providing medical treatment aboard, if required, all expenses regarding hospitalization, nursing home, surgical expenses, medicines pertaining to such medical treatment, full expenses for travel, boarding and lodging expenses shall also be provided by the Company to the Managing Director and CEO of the Company till such time he/or his family members/parents recovers and/or is/are advised to stay aboard for such protected medical treatment. However, in such a case, if any tax is applicable on such expenses at that time under the provisions of the Income Tax Act, the same shall be charged to/recovered from the Managing Director and CEO of the Company. Otherwise, upon expiry of his present tenure, the unclaimed portion of medical expenses, if any, shall be paid to Managing Director and CEO of the Company and tax, if any, applicable shall be deducted from the same.

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 and his wife and unmarried children once in two years subject to maximum of one month's consolidated salary. Upon expiry of his present tenure, the unclaimed portion of Leave Travel Expenses shall be paid to him and tax, if any, applicable shall be deducted from the same.

e) **Leave and Other Perks :**

[Handwritten signature]

PREMIER POLYFILM LIMITED

The Managing Director and CEO of the Company shall be entitled to leave encashment on consolidated salary. However, the unavailed privilege leave may be encashed by the Managing Director and CEO of the Company as per the leave rules of the Company applicable to senior managerial personnel of the Company.

The Managing Director and CEO of the Company shall also be entitled to contribution to Superannuation Fund or Annuity as applicable to the senior officers of the Company. He shall also be entitled to Gratuity as per the Government rules applicable at the time of his retirement.

The Managing Director and CEO of the Company shall be provided with a landline telephone connection at his residence. Personal long distance calls made on telephone by the Managing Director and CEO of the Company shall be billed by the company to the Managing Director and CEO of the Company.

In addition to this the Managing Director and CEO of the Company shall be provided with a cell phone and expenses thereon on actual basis.

(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 for the time being, 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 he shall also continue to enjoy all the perquisites as mentioned in Para (B) (2) 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 that may be required in connection or for matters incidental 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."

ITEM NO. 07 TO PASS ORDINARY RESOLUTION TO APPROVE REMUNERATION OF COST AUDITOR OF THE COMPANY FOR THE FINANCIAL YEAR 2022-2023.

Ordinary Resolution to approve remuneration of Cost Auditor of the company for the financial year 2022-2023 was considered, approved and adopted by voting as under :-

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	11361737	0	11361737	11333355	99.75	28382	00.25
E-voting at AGM	0	0	0	0	0	0	0
Total	11361737	0	11361737	11333355	99.75	28382	00.25

"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 2022-2023 at a remuneration of Rs. 45,000/- (Rupee Forty Five Thousand Only) plus GST and out of pocket expenses.

PREMIER POLYFILM LIMITED

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."

VOTE OF THANKS

There being no other business to transact, the Chairman expressed his thanks to every one for their attendance and participation in the proceedings of the Meeting.

The meeting was terminated at 2.20 P.M. with thanks to the Chair.

DATED: 27-09-2022
PLACE: NEW DELHI



CHAIRMAN OF THE MEETING