

# PREMIER POLYFILM LIMITED

MINUTES OF THE TWENTY THIRD ANNUAL GENERAL MEETING OF PREMIER POLYFILM LTD. HELD ON MONDAY, THE 21ST DAY OF SEPTEMBER, 2015 AT 1230 P. M. AT SHAH AUDITORIUM, 2, RAJ NIWAS MARG, CIVIL LINES, DELHI 110054.

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## DIRECTORS

1. Shri Amar Nath Goenka - In the chair  
Managing Director
2. Shri S P Jain - Executive Director
3. Shri Manoj Kumar Gupta - Director

## MEMBERS PRESENT IN PERSON

4. 53 Nos. Members present in person as per list appended below

## LIST OF MEMBERS

Sr. No.	Folio/Demat Account No.	Name of member
001	IN300020/30059670	Amar Nath Goenka
002	IN300020/30203345 & IN301055/10844771	Amar Nath Goenka (HUF)
003	IN301452/10051047	Premier Polyplast & Processors Ltd represented through Shri M L Bansal, Director of the Company
004	IN303989/10005768	Puran Dass Taneja
005	IN301055/10828626	Sri Vishvanath Enterprisiers Ltd represented through Shri S K Pandit, Director of the Company
006	IN303989/10002464	D L Millar & Co. Ltd represented through Shri S. K. Pandit, Director of the Company
007	IN12014100/00021007 IN300118/11383116	Kiran Ghai
008	IN1201410/000010225	Rakesh Kumar
009	IN1201410/000011949 and IN300118/11607836	Shanti Devi
010	IN1202060/000637866	Rekha Gupta
011	IN301127/15633348	Pradeep Sood & Madhu Sood
012	IN300206-11015388	Ankit Gupta
013	IN00468-10085023	Vikas Jain
014	IN300468-10029087	Laj Gupta
015	IN300468-10020985	Sangita Jain
016	IN 300118-1045470	Ashok Kumar Gupta
017	IN300468-10013090	Jai Bhgwan Gupta
018	IN 300708-10023485	Ramesh Chander Khurana
019	IN 300708-10036432	Ajay Khurana and Sheetal Khurana
020	IN 300708-10470605	Sheetal Khurana and Ajay

Amar Nath - l

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		Khurana
021	IN 300708-10036424	Naveen Khuarna, Sheetal Khurana and Ajay Khurana
022	IN300118-10036553	Dharam Pal Singh
023	IN300468-10017358	Mayank Jain & Sangita Jain
024	IN300118-10449827	Parveen Kumar
025	1201410000010073	Krishan Lal Chadha
026	IN3001181-10826627	Chetan Chadha
027	IN302902-43488622	Pushpa Gupta
028	5920	N K Madan
029	5921	Sangeeta
030	5938	Asha Rani Madan
031	14769	Narinder Pal Singh
032	14770	N P Singh
033	14771	Kulvinder Singh
034	14772	Piara Singh
035	14983	Surendra Kumar Jain
036	15888	Niraj Gupta
037	16886	S C Sachdeva
038	17430	Ajay Jain
039	17431	Trilok Kumari Jain
040	17442	Shankar Lal Balani
041	17443	Kishore Balani
042	18027	Chander Mohan & Atul Seth
043	18051	S R Kumar
044	19401	Gagan Kumar
045	20796	Rajander Prasad jain
046	20799	Sanjiv Jain
047	21087	Rajiv Jain
048	23346	M L Bansal
049	23370	Savita Rani Kumar
050	24064	Sunil Sahi
051	24069	Subhash Kumar Pandit
052	23514	Krishan Lal Chadha
053	24090	Jarella Baba Finance Company (P) Ltd represented though Shri S K Pandit, director of the company

**SCRUTINIZER**

Shri Abhishek Mittal - Proprietor of Abhishek Mittal & Associates & Practising Company Secretaries

**SECRETARY**

Shri N. K. Bhandari - Company Secretary

**CHAIRMAN**

Shri Amar Nath Goenka, Managing Director, was elected chairman of the Meeting by the Directors in terms of Article No. 70 of the Articles of Association of the Company and accordingly Shri Amar Nath Goenka took the Chair.

*Amar Nath Goenka*

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## QUORUM

Quorum being present, the meeting commenced to transact business. The Chairman welcomed the Members present to the Twenty Third Annual General Meeting.

## NOTICE

The Notice convening Twenty Third Annual General Meeting, Director's Report and Auditor's Report to the Members were read at the Meeting.

## RESULT ON VOTING

As per Report dated 23-09-2015 of Shri Abhishek Mittal, Scrutinizer, both on E-Voting and Ballots casted at venue of Twenty Third Annual General Meeting all the items of the Notice of the Twenty Third 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, 2015, the Profit & Loss Account for the period from 1st April, 2014 to 31st March, 2015 and the reports of Auditors' and Directors' thereon was approved by voting as under :-

Means of Voting	Number of Members who casted their votes by remote E - voting and by Ballot Paper	Total Votes casted	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
E-voting	18	17250881	0	17250881	17250881	100	0	0
Poll	19	648	252	396	396	100	0	0.
Total	37	17251529	252	17251277	17251277	100	0	0

The following resolution has been passed by voting at this Annual General Meeting.

"Resolved That the Balance Sheet of the Company as at 31st March, 2015, the profit and Loss Account for the period from 1<sup>st</sup> April, 2014 to 31<sup>st</sup> March, 2015 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."

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**ITEM NO. 2 DIRECTORS**

Ordinary Resolution to appoint a Director in place of Shri Amitaabh Goenka (DIN: 00061027), who retire by rotation and being eligible, offer himself for reappointment was approved by way of Voting was approved by voting as under :-

Means of Voting	Number of Members who casted their votes by remote E - voting and by Ballot Paper	Total Votes casted	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
E-voting	18	17250881	0	17250881	17250881	100	0	0
Poll	19	648	252	396	396	100	0	0
Total	37	17251529	252	17251277	17251277	100	0	0

The following resolution has been passed by voting at this Annual General Meeting.

"Resolved That Shri Amitaabh Goenka (DIN 00061027), Director of the Company, be and hereby reappointed as a Director of the Company liable to Retire by rotation be and is hereby considered, approved and adopted."

**ITEM NO. 3 APPOINTMENT OF AUDITORS**

Ordinary Resolution to appoint M/s De & Bose, Chartered Accountant, (Firm Registration No. 302175E) as Statutory Auditor of the Company from conclusion of Twenty Third Annual General Meeting of the Company until the conclusion of Annual General Meeting of the Company to be held in the year 2017 at remuneration to be fixed by Shri Amar Nath Goenka, Managing Director of the Company was approved by way of voting as under :-

Means of Voting	Number of Members who casted their votes by remote E - voting and by Ballot Paper	Total Votes casted	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
E-voting	18	17250881	0	17250881	17250881	100	0	0

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Poll	19	648	252	396	396	100	0	0
Total	37	17251529	252	17251277	17251277	100	0	0

The following resolution has been passed by voting at this Annual General Meeting.

"RESOLVED THAT M/s. De & Bose, Chartered Accountants (Firm Registration No. 302175E), the retiring Auditors of the Company be and are hereby reappointed as auditor of the company to hold such office until the conclusion of the Annual General Meeting of the Company to be held in the year 2017 at remuneration to be fixed by Shri Amar Nath Goenka, Managing Director of the Company."

**SPECIAL BUSINESS**

**ITEM NO. 4 APPOINTMENT OF DIRECTOR**

Ordinary Resolution to appoint Smt. Rashmee Singhania (DIN: 06969599) as an Independent Director of the Company was approved by way of voting as under :-

Means of Voting	Number of Members who casted their votes by remote E - voting and by Ballot Paper	Total Votes casted	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
E-voting	18	17250881	0	17250881	17250881	100	0	0
Poll	19	648	252	396	396	100	0	0
Total	37	17251529	252	17251277	17251277	100	0	0

The following resolution has been passed by voting at this Annual General Meeting.

"RESOLVED that Smt. Rashmee Singhania (holding DIN 06969599), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 13th February, 2015, in terms of Section 161(1) of the Companies Act, 2013 and Article 89 of the Articles of Association of the Company and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as Independent Director of the Company under the provisions of Section 149(10), 152(5) and all other applicable provisions, if any, of the Companies Act, 2013 for a period of five (5) years upto 12th February, 2020."

**ITEM NO. 5 RE-APPOINTMENT OF EXECUTIVE DIRECTOR**

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**PREMIER POLYFILM LIMITED**

**Special Resolution** to re-appoint Shri S P Jain (DIN: 00069268) as an Executive Director of the Company was approved by way of voting as under :-

Means of Voting	Number of Members who casted their votes by remote E - voting and by Ballot Paper	Total Votes casted	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
E-voting	18	17250881	0	17250881	17250881	100	0	0
Poll	19	648	252	396	396	100	0	0
<b>Total</b>	<b>37</b>	<b>17251529</b>	<b>252</b>	<b>17251277</b>	<b>17251277</b>	<b>100</b>	<b>0</b>	<b>0</b>

The following resolutions have been passed by voting at this Annual General Meeting.

"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, Article 116 of the Company and subject to the limits specified in Schedule V to the Companies Act, 2013, the consent of the Company be and is hereby accorded to the appointment of Shri S. P. Jain (holding DIN 00069268) as a Whole-time Director of the Company designated as "Executive Director" for a period of three (3) years effective from 1st April, 2016.

"RESOLVED THAT in accordance with the provisions of the Companies Act, 2013 and in accordance with the provisions as contained in Schedule V (Part I) (c) of the Companies Act, 2013, the Company hereby accords its approval by way of Special resolution to the continuous appointment of Shri S P Jain, Executive Director of the company till 31-03-2019 i.e. even after attaining the 70 years of age on 30-01-2016.

"RESOLVED that remuneration including perquisites payable to Shri S. P. Jain, Executive Director, shall be as under:

**(A) REMUNERATION**

**(i) Salary :-**

The Executive Director shall be paid Rs. 81,000/- (Rupees Eighty One Thousand only) as basic salary per month in pay scale of Rs. 81,000/- . Rs. 1,00,000/- with annual increment as may be decided by the Nomination and Remuneration Committee and the Board of the Directors of the Company.

**(ii) Perquisites:-**

In addition to (i) above, the Executive Director shall be entitled to following perquisites:

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**(a) House Rent Allowance:-**

The Executive Director shall be paid House Rent Allowance @30% of the Basic Salary per month.

**(b) Payment against Employees Provident Fund contribution:-**

The Executive Director shall be entitled to contribution to Provident Fund/ Superannuation Fund or Annuity as applicable to the senior officers of the Company.

**(c) Conveyance:-**

The Executive Director shall be provided with the facility of company car.

**(d) Reimbursement of Medical Expenses:-**

The Executive Director shall be provided with the facility of reimbursement of actual medical expenses incurred by him & his family subject to a maximum of 8.33% of basic salary in a year and can be accumulated for a period of three years.

**(e) Leave Travel Assistance:-**

The Executive Director shall be provided with the facility of reimbursement of actual fare but not hotel expenses incurred by him for himself and his wife and dependent children once in two years subject to maximum of one months basic salary.

**(f) Telephone Expenses:-**

The Executive Director shall be paid telephone expenses on actual basis against telephone connection installed at his residence.

In addition to this he shall be provided with a cell phone on actual expenses basis.

**(g) Leave and Gratuity :-**

The Executive Director will be also entitled to Leave/Leave Encashment and Gratuity as per rules of the Company and payable to senior officers of the Company.

**(B) OVERALL REMUNERATION :-**

The aggregate of salary and perquisites in any financial year shall not exceed the limits prescribed from time to time under the provisions of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and Rules made thereunder to the said act as may be applicable for the time being in force.

**(C) MINIMUM REMUNERATION :-**

In the event of loss or inadequacy of profits, the Executive Director shall be paid the same salary as mentioned in para (A)(i) above and he shall also continue to enjoy all the perquisites as mentioned in para (A)(ii) above.

**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.

*Anurag K. L.*  
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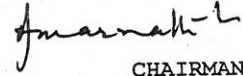
**PREMIER POLYFILM LIMITED**

Shri Puran Dass Taneja (Demat. account No. IN300095/10177733) proposed the vote of thanks to the chair.

Shri Ajay Khurana (Demat Account No. IN 300708-10036432) seconded the proposal.

Vote of thanks to the Chair was passed unanimously.

DATED: 07-10-2015  
PLACE: NEW DELHI



CHAIRMAN OF  
THE MEETING