



PREMIER POLYFILM LTD.

Mfrs. of : Vinyl Floor Covering, PVC Sheetings, PVC Geomembranes & Artificial Leather,

H.O. & Works : 40/1A, Site IV, Industrial Area, Sahibabad, Ghaziabad, U.P., INDIA.

Phone : 0120-3364500, Fax : 91-120-2896982

CIN No. L25209DL1992PLC049590

PPL/SECT/2016-17

27/09/2016

BOMBAY STOCK EXCHANGE LIMITED

SUBJECT : ANNUAL GENERAL MEETING PROCEEDINGS

REGARDING COMPANY CODE : BSE 514354

Dear Sir/Madam,

We submit herewith a copy of Minutes of Annual General Meeting of the company held on 26th September, 2016 under Regulation 30 of The SEBI (LODR) Regulations, 2015

This is for your records.

Thanking you,

Yours faithfully,

For PREMIER POLYFILM LTD.,

**N. K. BHANDARI
COMPANY SECRETARY**

Enclosed : as above



Regd. Off. : 305 IIIrd Floor, Elite House 36, Community Center,
Kailash Colony Extn. (Zamroodpur) New Delhi-110048
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MINUTES OF THE TWENTY FOURTH ANNUAL GENERAL MEETING OF PREMIER POLYFILM LTD. HELD ON MONDAY, THE 26TH DAY OF SEPTEMBER, 2016 AT 10.30 A. M. AT SHAH AUDITORIUM, 2, RAJ NIWAS MARG, CIVIL LINES, DELHI 110054.

DIRECTORS

1. Shri Amar Nath Goenka - In the chair
Managing Director
2. Shri Jaspal Singh Marwah - Director
3. Smt. Rashmee Sinhania - Director
4. Shri S P Jain - Executive Director
5. Shri Manoj Kumar Gupta - Director

MEMBERS PRESENT IN PERSON

6. 48 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 Amar Nath Goenka, Director of the Company
004	IN303989/10005768	Puran Dass Taneja
005	IN301055/10828626	Sri Vishvanath Enterprisers 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	24064	Sunil Sahi
011	IN301127/15633348	Pradeep Sood & Madhu Sood
012	IN301774/10365187	Ragni & Rakesh Kumar
013	1202060000010838	Ragini
014	1201410000010073	Krishan Lal Chadha
015	IN3001181/10826627	Chetan Chadha
016	IN 300118-1045470 & IN30020611015683	Ashok Kumar Gupta
017	IN30254010043552	Ganesh Kumar Jain
018	IN 300708-10023485	Ramesh Chander Khurana
019	IN 300708-10036432	Ajay Khurana and Sheetal Khurana
020	IN 300708-10470605	Sheetal Khurana and Ajay Khurana
021	IN 300708-10036424	Naveen Khuarna, Sheetal Khurana and Ajay Khurana
022	IN30254010043569	Kishore Kumar Jain

Amar Nath - 2 -

023	24069	Subhash Kumar Pandit
024	IN300118-10449827	Parveen Kumar
025	1203000000007756	Ramesh Kanojia
026	120206000077790	Ragni/kamla/Ramesh Kumar
027	IN30039412139300	Ramesh Kumar/Kamla
028	1201330000336761	Sonakshi CHACHRA
029	59	Jaspal Singh Marwah
030	6488	Bimla Devi Jain
031	14769	Narinder Pal Singh
032	14770	N P Singh
033	14771	Kulvinder Singh
034	14772	Piara Singh
035	11289	Beant Singh Monga
036	15403	Anil Kumar
037	23458	H S Sahni
038	17430	Ajay Jain
039	21829	Prem Chachra
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	23370	Savita Rani Kumar

SCRUTINIZER

Shri Rekha Mittal - Practicing Company Secretary

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.

QUORUM

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

NOTICE

The Notice convening Twenty Fourth 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 27-09-2016 of Smt. Rekha Mittal, Scrutinizer, both on E-Voting and Ballots casted at venue of Twenty Fourth Annual General Meeting all the items of the Notice of the Twenty Fourth Annual General have been approved. The item wise details on voting and resolution(s) approved are as under :-

ORDINARY BUSINESS

Ordinary Resolution to consider and adopt the Balance Sheet of the Company as at 31st March, 2016, the Profit & Loss Account for the period from 1st April, 2015 to 31st March, 2016 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
Remote E-voting	19	1,42,49,489	0	1,42,49,489	1,42,49,489	100	0	0
Poll	22	10,508	801	9,707	9,707	100	0	0
Total	41	1,42,59,997	801	1,42,59,196	1,42,59,196	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, 2016, the profit and Loss Account for the period from 1st April, 2015 to 31st March, 2016 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 declare Dividend for the year ended 31st March, 2016 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
Remote E-voting	19	1,42,49,489	0	1,42,49,489	1,42,49,489	100	0	0
Poll	22	10,508	801	9,707	9,707	100	0	0
Total	41	1,42,59,997	801	1,42,59,196	1,42,59,196	100	0	0

The resolution has been approved for declaration and payment of dividend for the financial year 2015-2016 @0.50 paise per equity shares.

ITEM NO. 3 DIRECTOR

Handwritten signature

Ordinary Resolution to appoint a Director in place of Shri S. P. Jain (DIN: 00069268), 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
Remote E-voting	19	1,42,49,489	0	1,42,49,489	1,42,49,489	100	0	0
Poll	22	10,508	801	9,707	9,707	100	0	0
Total	41	1,42,59,997	801	1,42,59,196	1,42,59,196	100	0	0

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

"Resolved That Shri S. P. Jain (DIN 00069268), 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. 4 APPOINTMENT OF AUDITORS

Ordinary Resolution to appoint M/s De & Bose, Chartered Accountant, (Firm Registration No. 302175E) as Statutory Auditor of the Company until the conclusion of Annual General Meeting of the Company to be held in the year 2017 at such terms and conditions including remuneration to be decided 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
Remote E-voting	19	1,42,49,489	0	1,42,49,489	1,42,49,489	100	0	0
Poll	22	10,508	801	9,707	9,707	100	0	0
Total	41	1,42,59,997	801	1,42,59,196	1,42,59,196	100	0	0

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

"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, the appointment of De & Bose, Chartered Accountants (Firm's Registration No.302175E) as Auditors of the Company till the conclusion of Annual General Meeting to be held in the year 2017, which was subject to ratification at every Annual General Meeting be and is hereby ratified to hold the office from the conclusion of this Annual General Meeting till the conclusion of Annual General Meeting of the Company to be held in the year 2017, at such terms and conditions including remuneration as may be decided by Shri Amar Nath Goenka, Managing Director of the Company."

SPECIAL BUSINESS

ITEM NO. 5 RE-APPOINTMENT OF EXECUTIVE DIRECTOR

Ordinary Resolution to re-appoint Shri Amitabh Goenka (DIN: 00061027) 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
Remote E-voting	19	1,42,49,489	24,51,575	1,17,97,914	1,42,49,489	100	0	0
Poll	22	10,508	801	9,707	9,707	100	0	0
Total	41	1,42,59,997	24,52,376	1,18,07,621	1,42,59,196	100	0	0

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 Amitabh Goenka (holding DIN 00061027) as a Whole-time Director of the Company designated as "Executive Director" for a period of three (3) years effective from 1st Novemebr,2016.

RESOLVED FURTHER THAT remuneration including perquisites payable to Shri Amitabh Goenka, Executive Director, shall be as Under:

(A) REMUNERATION

(i) Salary :-

Amar Nath Goenka

The Executive Director shall be paid Rs.1,50,000/- (Rupees One Lac Fifty Thousand only) as basic salary per month in pay scale of Rs. 1,50,000./- . Rs. 3,00,000/- with annual increment as may be decided by the Nomination and Remuneration Committee and the Board of the Directors of the Company.

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

(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.

Anas Nath
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ITEM NO. 6 TO PASS RESOLUTION UNDER SECTION 20 OF THE COMPANIES ACT, 2013

Ordinary Resolution to under Section 20 of the Companies Act, 2013 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
Remote E-voting	19	1,42,49,489	0	1,42,49,489	1,42,49,489	100	0	0
Poll	22	10,508	801	9,707	9,707	100	0	0
Total	41	1,42,59,997	801	1,42,59,196	1,42,59,196	100	0	0

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

"RESOLVED THAT pursuant to the provisions of Section 20 of the Companies Act 2013 and other applicable provisions, if any, of the said Act and relevant rules prescribed there under, whereby a document may be served on any Member by the company by sending it to him by post or by registered post or by speed post or by courier or by electronic or other specific mode as may be desired by a Member, the consent of the company be and is hereby accorded to charge from the member the fee in advance equivalent to the estimated actual expenses of delivery of the documents alongwith handling charges and conveyance charges as may be incurred by the Company pursuant to any request made by the shareholder for delivery of such document to him, through a particular mode of services mentioned above provided such request along with requisite fee has been duly received by the Company at least one week in advance of the dispatch of document by the company and that no such request shall be entertained by the company post the dispatch of such document by the company to the shareholder.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Board of Director of the Company, be and is hereby authorized to fix charges per request for delivery of the documents from time to time and to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid from time to time and further to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to above 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.

Anaswathi L.

PREMIER POLYFILM LIMITED

Shri Sunil Sahi (Folio Number 24064) 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: 27-09-2016
PLACE: NEW DELHI

Amarnath - G.

CHAIRMAN OF
THE MEETING