
* 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/2017-18

28/09/2017

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 Annual General Meeting of the company held on 27th September,2017 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

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PREMIER POLYFILM LIMITED

MINUTES OF THE TWENTY FIFTH ANNUAL GENERAL MEETING OF PREMIER POLYFILM LTD.
HELD ON WEDNESDAY, THE 27TH DAY OF SEPTEMBER, 2017 AT 11.30 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. Shri S P Jain - Executive Director
4. Shri Manoj Kumar Gupta - Director
5. Shri Kamlesh Kumar Sinha - Director

MEMBERS PRESENT IN PERSON

6. 52 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	IN300020 - 30055922	Arvind Goenka
004	IN301452/10051047	Premier Polyplast & Processors Ltd represented through Shri Amar Nath Goenka, Director of the Company
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	IN300118/11383116	Kiran Ghai
008	IN30011811383133	Rakesh Kumar
009	1201410000010225	Rakesh Kumar
010	IN30020611015388	Ankit Gupta
011	IN30020611015683	Ashok Kumar Gupta
012	IN30020611142981	Ashok Kumar Gupta
013	1202060000637866	Rekha Gupta
014	IN30011810445470	Ashok Kumar Gupta
015	15888	Niraj Gupta
016	1203000000007756	Ramesh Kanojia
017	1202060000010838	Ragini
018	IN30039412139300	Ramesh Kumar/Kamla
019	17430	Ajay Jain
020	IN301127/15633348	Pradeep Sood & Madhu Sood
021	1201330000336761	Sonakshi Chachra
022	21829	Prem Chachra
023	IN30011810112567	Saroj Bhatia
024	17442	Shankar Lal Balani
025	17443	Kishore Balani
026	15403	Ajit Kumar
027	IN30070810023485	Ramesh Chander Khurana
028	IN 300708-10036432	Ajay Khurana and Sheetal Khurana
029	IN 300708-10470605	Sheetal Khurana and Ajay Khurana
030	IN 300708-10036424	Naveen Khuarna, Sheetal Khurana and Ajay Khurana

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Amar Nath

PREMIER POLYFILM LIMITED

031	IN30011810036553	Dharam Pal Singh
032	14769	Narinder Pal Singh
033	14770	N P Singh
034	14771	Kulvinder Singh
035	14772	Piara Singh
036	20799	Sanjiv Jain
037	20796	Rajander Prasad Jain
038	21087	Rajiv Jain
039	23514	Krishan Lal Chadha
040	1201410000006449	H S Sahni
041	IN30047640835993	Kamlesh Kumar Sinha
042	17106	Manoj Kumar Gupta
043	59	Jaspal Singh Marwah
044	18051	Satish Kumar
045	19401	Gagan Kumar
046	23370	Savita Rani Kumar
047	18027	Chander Mohan & Atul Seth
048	IN300118-10449827	Parveen Kumar
049	IN3001181/10826627	Chetan Chādha
050	24064	Sunil Sahi
051	IN303989/10005768	Puran Dass Taneja
052	IN12014100/00021007	Kiran Ghai

SCRUTINIZER

Shri Abhishek Mittal - Practicing 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.

QUORUM

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

NOTICE

The Notice convening Twenty Fifth 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 27-09-2017 of Mr. Abhishek Mittal, Scrutinizer, both on E-Voting and Ballots casted at venue of Twenty Fifth Annual General Meeting all the items of the Notice of the Twenty Fifth 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, 2017, the Profit & Loss Account for the period from 1st April,2016 to 31st March,2017 and the

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Amarnath

reports of Auditors' and Directors' thereon was considered, approved and adopted 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	20	1,42,34,244	0	1,42,34,244	1,42,34,244	100	0	0
Poll	19	17,697	0	17,697	17,697	100	0	0
Total	39	1,42,51,941	0	1,42,51,941	1,42,51,941	100	0	0

"Resolved That the Balance Sheet of the Company as at 31st March, 2017, the profit and Loss Account for the period from 1st April,2016 to 31st March,2017 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,2017 was considered, approved and adopted 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	20	1,42,34,244	0	1,42,34,244	1,42,34,244	100	0	0

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Final walk-in

PREMIER POLYFILM LIMITED

Poll	19	17,697	0	17,697	17,697	100	0	0
Total	39	1,42,51,941	0	1,42,51,941	1,42,51,941	100	0	0

"Resolved that payment of dividend for the financial year 2016-2017 @0.50 paise per equity shares be and are hereby considered, approved and adopted."

ITEM NO. 3 DIRECTOR

Ordinary Resolution to appoint a Director in place of Shri Amitaabh Goenka(DIN: 000661027), who retire by rotation and being eligible, offer himself for reappointment was considered, approved and adopted 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	20	1,42,34,244	72,92,404	69,41,840	69,41,840	100	0	0
Poll	19	17,697	0	17,697	17,697	100	0	0
Total	39	1,42,51,941	72,92,404	69,59,537	69,59,537	100	0	0

"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. 4 APPOINTMENT OF AUIDTORS

Ordinary Resolution to appoint M/s MARS & Associates, Chartered Accountant,(Firm Registration No. 010484N) as Statutory Auditor of the Company for the Financial Year 2017-2018 to 2021-2022 subject to ratification at every Annual General Meeting by the Shareholders of the Company at a remuneration to be decided by Shri Amar Nath Goenka, Managing Director of the Company was considered, approved and adopted 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

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Amar Nath Goenka

PREMIER POLYFILM LIMITED

					Nos.	% of total number of valid votes cast	Nos.	% of total number of valid votes cast
Remote E-voting	20	1,42,34,244	0	1,42,34,244	1,42,34,244	100	0	0
Poll	19	17,697	0	17,697	17,697	100	0	0
Total	39	1,42,51,941	0	1,42,51,941	1,42,51,941	100	0	0

"RESOLVED THAT pursuant to provision of section 139 of the Companies Act, 2013, as amended or re-enacted from time to time, and other applicable provisions of the Companies Act, 2013 consent of Shareholders be and is hereby accorded for appointment of M/s MARS & Associates, Chartered Accountants (Firm Registration number-010484N), upon expiry of term of office of Auditor under Section 139(2) of the Companies Act, 2013 of the existing Auditor (i.e. M/s De & Bose), as statutory auditor of the company for the financial year 2017-2018 to 2021-2022, i.e. from the conclusion of the forthcoming Annual General Meeting till the conclusion of Annual General Meeting of the Company to be held in year 2022 subject to ratification at every Annual General Meeting by the shareholders, at a remuneration to be decided by the Managing Director of the Company.

RESOLVED FURTHER THAT 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 RE-APPOINTMENT OF MANAGING DIRECTOR

Special Resolution to re-appoint Shri Amar Nath Goenka(DIN: 00061051) as an Managing Director of the Company was considered, approved and adopted 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-	20	1,42,34,244	72,92,404	69,41,840	69,41,840	100	0	0

PREMIER POLYFILM LIMITED

voting								
Poll	19	17,697	0	17,697	17,697	100	0	0
Total	39	1,42,51,941	72,92,404	69,59,537	69,59,537	100	0	0

"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, 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 Company be and is hereby accorded by way of Special Resolution to the appointment of Shri Amar Nath Goenka (holding DIN 00061051) as the Whole-time Director of the Company designated as "Managing Director" for a period of three (3) years effective from 18th February, 2018.

RESOLVED FURTHER 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 Amar Nath Goenka, Managing Director of the company, till 17-02-2021 i.e. even after attaining the 70 years of age.

"RESOLVED that the terms of re-appointment, remuneration including perquisites payable to Shri Amar Nath Goenka, Managing Director, shall be as under:

A) Period: 36 months from 18/02/2018 to 17/02/2021.

B) Remuneration:

1) Basic Salary per month: Rs. 2,00,000/- (Rupees Two Lakhs only) in the pay scale of Rs.2,00,000/- (Rupees Two Lakhs Only) to Rs. 4,00,000/- (Rupees Four Lakhs Only) with such increment in the basic salary 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) Housing:-

The Managing Director shall be provided unfurnished accommodation at New Delhi. The expenditure by the company on hiring of unfurnished accommodation for Managing Director will not be over 60 percent of the salary over and above 10 percent payable by the Managing Director and in case no accommodation is provided by the company, the Managing Director shall be paid House Rent Allowance @60% of his basic salary.

b) Conveyance :

The Managing Director 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 shall be provided with the facility of reimbursement of actual medical expenses incurred by him & his family equivalent to one month's salary in a year and can be accumulated upto the period of his tenure i.e. upto three years. The Managing Director can also incur medical expenses beyond his usual entitlement to medical benefits for self and dependent family members for special treatment for serious illness that he and/or any dependent member of his family may suffer and may require to be continued and/or given either in the country and/or abroad. Further for providing him medical treatment aboard, if required, all expenses regarding hospitalization, nursing home, surgical expenses, medicines pertaining to such medical treatment of the Managing Director and full expenses for travel, boarding and lodging expenses of the Managing Director, his wife and an attendant shall also be provided by the Company till such time he recovers and/or is 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

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PREMIER POLYFILM LIMITED

provisions of the Income Tax Act, the same shall be charged to /recovered from the Managing Director. Otherwise, upon expiry of his present tenure, the unclaimed portion of medical expenses, if any, shall be paid to Managing Director and tax, if any, applicable shall be deducted from the same.

d) Leave Travel Assistance :

The Managing 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 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 :

The Managing Director shall be entitled to leave on full salary 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 Managing Director as per the leave rules of the Company applicable to senior managerial personnel of the Company.

The Managing Director 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/termination.

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

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

RESOLVED FURTHER THAT in the event in any financial year during the tenure of the Managing Director, if the Company does not earn any profits or earns inadequate profits as contemplated under the provisions of Schedule V to the Companies Act, 2013, the Managing Director shall be paid, the remuneration (including perquisites) as the minimum remuneration as set out in the Notice for the Twenty Fifth Annual General Meeting.

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. 6 TO INCREASE/REVISE SALARY AND PERQUISITES OF EXECUTIVE DIRECTOR OF THE COMPANY.

Special Resolution to increase/revise salary and perquisites of Shri Amitabh Goenka, Executive Director of the Company was considered, approved and adopted 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

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Amitabh Goenka

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					Nos.	% of total number of valid votes cast		
Remote E-voting	20	1,42,34,244	72,92,404	69,41,840	69,41,840	100	Remote E-voting	0
Poll	19	17,697	0	17,697	17,697	100	Poll	0
Total	39	1,42,51,941	72,92,404	69,59,537	69,59,537	100	Total	0

"RESOLVED that in partial modification of resolution number 5 passed by the Members in Twenty Fourth Annual General Meeting of the Company held on 26th September, 2016 and pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made hereunder (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, 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 to the increase in salary and perks of Shri Amitabh Goenka (holding DIN 00061027) as the Whole-time Director of the Company designated as "Executive Director" for a period of 25 months with effective from 1st October, 2017 by way of Special Resolution.

"RESOLVED that remuneration including perquisites payable to Shri Amitabh Goenka, Executive Director, shall be as under:

A) Period: 25 months from 01/10/2017 to 31/10/2019.

B) Remuneration:

(i) Basic Salary per month: Rs. 2,50,000/- (Rupees Two Lakhs Fifty Thousand only) in the pay scale of Rs.2,50,000/- (Rupees Two Lakhs Fifty Thousand Only) to Rs. 4,50,000/- (Rupees Four Lakhs Fifty Thousand Only) with such increment in the salary as the Board may decide on the recommendations of the Nomination and Remuneration Committee from time to time.

(ii) Perquisites and other amenities payable

a) House Rent Allowance:-

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 free chauffer Driven conveyance from his residence to the factory/Office & back and for use for official purpose.

c) Reimbursement of Medical expenses :

The Executive Director shall be provided with the facility of reimbursement of actual medical expenses incurred by him & his family equivalent to one month's salary in a year and can be accumulated upto the period of his tenure. Upon expiry of his present tenure, the unclaimed portion of medical expenses shall be paid to him and tax if any applicable, shall be deducted from the same.

d) 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 month's consolidated salary. Upon expiry of his present tenure,

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Amitabh Goenka

PREMIER POLYFILM LIMITED

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 :

The Executive Director shall be entitled to leave on full salary 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 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/termination.

The Executive Director shall be provided with a landline telephone connection at his residence. Personal long distance calls on telephone by The Executive Director shall be billed by the company to The Executive Director.

In addition to this The Executive Director shall be provided with a cell phone and expenses thereon on actual basis.

RESOLVED FURTHER THAT in the event in any financial year during the tenure of the Executive Director, if the Company does not earn any profits or earns inadequate profits as contemplated under the provisions of Schedule V to the Companies Act, 2013, the Executive Director shall be paid , the remuneration (including perquisites) as the minimum remuneration as set out in the Notice for the Twenty Fifth Annual General Meeting.

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. 7 TO RATIFY THE REMUNERATION OF COST AUDITOR OF THE COMPANY FOR THE FINANCIAL YEAR 2017-2018

Ordinary Resolution to ratify the remuneration of Cost Auditor of the company for the financial year 2017-2018 was considered, approved and adopted 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		
Remote E-voting	20	1,42,34,244	0	1,42,34,244	1,42,34,244	100	Remote E-voting	0

Aye 100%

Anurag K. L.

PREMIER POLYFILM LIMITED

Poll	19	17,697	0	17,697	17,697	100	Poll	0
Total	39	1,42,51,941	0	1,42,51,941	1,42,51,941	100	Total	0

"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 and as approved by the Board of Directors at a remuneration of Rs. 40,000/- (Rupee Forty Thousand Only) plus service tax for the Financial Year 2017-18 payable to M/s Cheena & Associates, Cost Accountants, appointed as the Cost Auditors of the Company be and is hereby ratified and confirmed.

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.

Shri Sunil Sahi (Folio Number 24064) proposed the vote of thanks to the chair.

Shri Puran Dass Taneja (Demat Account No. IN303989/10005768) seconded the proposal.

Vote of thanks to the Chair was passed unanimously.

DATED: 28-09-2017
PLACE: NEW DELHI

CHAIRMAN OF THE MEETING