
* 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/2018-19

29/09/2018

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 Twenty Sixth Annual General Meeting of the company held on 28th September,2018 under Regulation 30 of The SEBI (LODR) Regulations,2015

This is for your records.

Thanking you,

Yours faithfully,
For PREMIER POLYFILM LTD.,


N. N. BHANDARI
COMPANY SECRETARY



Enclosed : as above

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PREMIER POLYFILM LIMITED

MINUTES OF THE TWENTY SIXTH ANNUAL GENERAL MEETING OF PREMIER POLYFILM LTD.
HELD ON FRIDAY, THE 28TH DAY OF SEPTEMBER, 2018 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 Amitabh Goenka - Executive Director
3. Shri Jaspal Singh Marwah - Director
(Chairman Audit Committee)
4. Shri S P Jain - Executive Director
5. Shri Manoj Kumar Gupta - Director
6. Shri Kamlesh Kumar Sinha - Director
7. Smt. Rashmee Singhania - Director

MEMBERS PRESENT IN PERSON

46 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	Amar Nath Goenka (HUF)
003	IN300020 - 30055922	Arvind Goenka
004	IN300484/28000414	Premier Polyplast & Processors Ltd represented through Shri Amar Nath Goenka, Director of the Company
005	IN300484/28343584	Sri Vishvanath Enterprisers Ltd represented through Shri S K Pandit, Director of the Company
006	IN300484/28102298	D L Millar & Co. Ltd represented through Shri S. K. Pandit, Director of the Company
007	IN30115112987021	Amitabh Goenka
008	0017106	Manoj Kumar Gupta
009	IN30070810023485	Ramesh Chander Khurana
010	IN 300708-10036432	Ajay Khurana and Sheetal Khurana
011	IN 300708-10470605	Sheetal Khurana and Ajay Khurana
012	IN 300708-10036424	Sheetal Khurana and Ajay Khurana
013	IN300118 10326982	Narinder Pal Singh
014	IN300118 10326973	N P Singh
015	IN300118 10326999	Kulvinder Singh
016	0014772	Piara Singh
017	0020799	Sanjiv Jain
018	1201410000010225	Rakesh Kumar
019	IN12014100/00021007	Kiran Ghai
020	0018027	Chander Mohan & Atul Seth
021	0018051	Satish Kumar
022	0019401	Gagan Kumar
023	0023370	Savita Rani Kumar
024	IN30365510043026	Shankar Lal Balani
025	0017443	Kishore Balani
026	IN30020611015388	Ankit Gupta
027	IN30020611015683	Ashok Kumar Gupta
028	IN30020611142981	Ashok Kumar Gupta



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029	1202060000637866	Rekha Gupta
030	IN30011810445470	Ashok Kumar Gupta
031	IN300118-10449827	Parveen Kumar
032	0024064	Sunil Sahi
033	1302750003593220	Puran Dass Taneja
034	0024069	Subhash Kumar Pandit
035	IN30047640835993	Kamlesh Kumar Sinha
036	IN30011810037013	Bayant Kaur Sahni
037	IN30011810036150	Harmohan Singh Sawhney
038	IN30011811508900	Harmohan Singh Sawhney
039	IN301127/15633348	Pradeep Sood & Madhu Sood
040	IN30216410204215	Jaspal Singh Marwah
041	IN30011810036553	Dharam Pal Singh
042	30011810042074	Neelam Talreja
043	30011810042082	Murlidhar Talreja
044	30011810422863	Neelam Talreja
045	30011810578802	Murlidhar Talreja
046	0017239	Desh Raj

SCRUTINIZER

Smt. Rekha Mittal - Practicing Company Secretary

STATUTORY AUDITOR

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

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 Sixth Annual General Meeting.

NOTICE

The Notice convening Twenty Sixth 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 28-09-2018 of Smt. Rekha Mittal, Scrutinizer, both on E-Voting and Ballots cast at venue of Twenty Sixth Annual General Meeting all the items of the Notice of the Twenty Sixth 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, 2018, the Profit & Loss Account for the period from 1st April,2017 to 31st March,2018 and the reports of Auditors' and Directors' thereon was considered, approved and adopted by voting as under :-

Means of Voting	Number of	Total Votes cast	Invalid Votes	Valid Votes	Total valid Votes cast in favour of the Resolution	Total Votes cast against the
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Page 3 of 9 Amar Nath Goenka

	Members who cast their votes by remote E -voting and by Ballot Paper				Resolution			
					Nos.	% of total number of valid votes cast	Nos.	% of total number of valid votes cast
Remote E-voting	23	1,72,36,062	0	1,72,36,062	1,72,36,062	100	0	0
Poll	14	200	0	200	200	100	0	0
Total	37	1,72,36,262	0	1,72,36,262	1,72,36,262	100	0	0

"Resolved That the Balance Sheet of the Company as at 31st March, 2018, the profit and Loss Account for the period from 1st April,2017 to 31st March,2018 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,2018 was considered, approved and adopted by voting as under :-

Means of Voting	Number of Members who cast their votes by remote E -voting and by Ballot Paper	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	23	1,72,36,062	0	1,72,36,062	1,72,36,062	100	0	0
Poll	14	200	0	200	200	100	0	0
Total	37	1,72,36,262	0	1,72,36,262	1,72,36,262	100	0	0

"Resolved that payment of dividend for the financial year 2017-2018 @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 Sumat Parsad Jain (holding DIN 00069268), who retire by rotation and being eligible, offer himself for reappointment was considered, approved and adopted by voting as under :-

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Means of Voting	Number of Members who cast their votes by remote E -voting and by Ballot Paper	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	23	1,72,36,062	0	1,72,36,062	1,72,36,062	100	0	0
Poll	14	200	0	200	200	100	0	0
Total	37	1,72,36,262	0	1,72,36,262	1,72,36,262	100	0	0

"Resolved That Shri Sumat Parsad Jain (holding 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 RATIFICATION OF APPOINTMENT OF STATUTORY AUDITOR

Ordinary Resolution ratifying appointment of M/s MARS & Associates, Chartered Accountant,(Firm Registration No. 010484N) as Statutory Auditor of the Company for the Financial Year 2018-2019 was considered, approved and adopted by voting, as under :-

Means of Voting	Number of Members who cast their votes by remote E -voting and by Ballot Paper	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	23	1,72,36,062	0	1,72,36,062	1,72,36,062	100	0	0
Poll	14	200	0	200	200	100	0	0
Total	37	1,72,36,262	0	1,72,36,262	1,72,36,262	100	0	0

"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 M/s MARS & Associates, Chartered Accountants (Firm's Registration No.010484N) as Auditors of the Company till the conclusion of Annual General Meeting to be held in the year 2022, which is subject to ratification at every Annual General Meeting, be and is

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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 2019, at a remuneration of Rs. 1,00,000/- (Rupees One Lakh 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 CONTINUOUS APPOINTMENT OF SHRI KAMLESH KUMAR SINHA, DIRECTOR OF THE COMPANY

Special Resolution to the continuous Directorship of Shri Kamlesh Kumar Sinha (holding DIN 00155541) as Non Executive Director of the Company designated as "Independent Non Executive Director" was considered, approved and adopted by voting as under :-

Means of Voting	Number of Members who cast their votes by remote E -voting and by Ballot Paper	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	23	1,72,36,062	8,625	1,72,27,437	1,72,27,437	100	0	0
Poll	14	200	0	200	200	100	0	0
Total	37	1,72,36,262	8,625	1,72,27,637	1,72,27,637	100	0	0

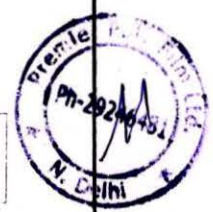
"RESOLVED that the consent of the Company be and is hereby accorded by way of Special Resolution to the continuous Directorship of Shri Kamlesh Kumar Sinha (holding DIN 00155541) as Non Executive Director of the Company designated as "Independent Non Executive Director" till 31st March,2019 even after attaining the age of 75 years."

"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 RE-APPOINTMENT OF SHRI SUMAT PARSAD JAIN AS EXECUTIVE DIRECTOR OF THE COMPANY.

Special Resolution to re-appoint of Shri Sumat Parsad Jain, Executive Director of the Company was considered, approved and adopted by voting as under :-

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



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	who cast their votes by remote E-voting and by Ballot Paper				Resolution			
					Nos.	% of total number of valid votes cast	Nos.	% of total number of valid votes cast
Remote E-voting	23	1,72,36,062	0	1,72,36,062	1,72,36,062	100	0	0
Poll	14	200	0	200	200	100	0	0
Total	37	1,72,36,262	0	1,72,36,262	1,72,36,262	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 Sumat Parsad Jain (holding DIN 00069268) as the Whole-time Director of the Company designated as “Executive Director” for a period of Twelve (12) months effective from 1st April, 2019.

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 Sumat Parsad Jain (holding DIN 00069268), Executive Director of the company, till 31st-March, 2020 i.e. even after attaining the 70 years of age.

“RESOLVED that the terms of re-appointment, remuneration including perquisites payable to Shri Sumat Parsad Jain, Executive Director, shall be as under:

A) Period: Twelve (12) months from 01/04/2019 to 31/03/2020.

B) Remuneration:

- 1) Basic Salary per month: Rs.1,12,000/- (Rupees One Lakhs Twelve Thousand only)
- 2) 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 free chauffer Driven conveyance from his residence to the factory/Office & back and for use for official purpose.

c) 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

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Gratuity as per the government rules applicable at the time of his retirement/termination.

The Executive Director shall be provided with 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 Sixth 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 APPOINT COST AUDITOR OF THE COMPANY FOR THE FINANCIAL YEAR 2018-2019

Ordinary Resolution to appoint Cost Auditor of the company for the financial year 2018-2019 was considered, approved and adopted by voting as under :-

Means of Voting	Number of Members who cast their votes by remote E-voting and by Ballot Paper	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	23	1,72,36,062	0	1,72,36,062	1,72,36,062	100	0	0
Poll	14	200	0	200	200	100	0	0
Total	37	1,72,36,262	0	1,72,36,262	1,72,36,262	100	0	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 GST and out of pocket expenses for the Financial Year 2018-19 payable to M/s Cheena & Associates, Cost Accountants, appointed as the Cost Auditors of the Company for the Financial Year 2018-2019 be and is hereby 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."

Bye Sgs *Amas nath*



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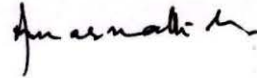
VOTE OF THANKS

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.



CHAIRMAN OF THE MEETING

DATED: 29-09-2018
PLACE: NEW DELHI

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