

NOTICE

Notice is hereby given that the **Twenty Seventh Annual General Meeting of Premier Polyfilm Ltd.** will be held on **Thursday, the 26th day of September, 2019 at 11.30 A.M.** at Shah Auditorium, 2, Raj Niwas Marg, Civil Lines, Delhi 110 054 to transact the following business:

ORDINARY BUSINESS:

- 1) To consider and adopt Balance Sheet of the Company as at 31st March, 2019, Profit & Loss Account for the period from 1st April, 2018 to 31st March, 2019 and the reports of Auditors' and Directors' thereon.
- 2) To declare Dividend for the year ended 31st March, 2019 @ Rs.0.50 paise per equity share with the face value of Rs.5/- each i.e. 10 (ten) percent.
- 3) To appoint a Director in place of Shri Amitaabh Goenka (holding DIN 00061027), who retires by rotation and being eligible, offers himself for re-appointment.
- 4) **To consider appointment of Statutory Auditors and, if thought fit, to pass the following resolution with or without modification(s), as an ORDINARY RESOLUTION.**

"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.010484IN) were appointed 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 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 2020, 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

- 5) **To consider appointment of Smt. Bhupinder Kaur Marwah as a Director (Non Executive & Independent) and, if thought fit, to pass with or without modification, the following resolution as AN ORDINARY RESOLUTION :**

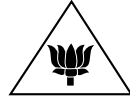
"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and Section 161(1) read with The Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded by way of Ordinary Resolution to the appointment of Smt. Bhupinder Kaur Marwah holding DIN 08399222 as a Director (Non-Executive & Independent) on the Board of the Company for a period of five (5) years with effect from 01st April, 2019 not liable to retire by rotation (commencing from the period from the appointment as an Additional Director).

"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."

- 6) **To consider appointment of Shri Santosh Kumar Dabriwala as a Director (Non Executive & Independent) and, if thought fit, to pass with or without modification, the following resolution as AN ORDINARY RESOLUTION :**

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and Section 161(1) read with The Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded by way of Ordinary Resolution to the appointment of Shri Santosh Kumar Dabriwala holding DIN 00044532 as Director (Non-Executive & Independent) on the Board of the Company for a period of five (5) years with effect from 01st April, 2019 not liable to retire by rotation (commencing from the period from the appointment as an Additional Director).

"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."



7) **To consider appointment of Shri Umesh Kumar Agarwalla as a Director (Non Executive & Independent) and, if thought fit, to pass with or without modification, the following resolution as AN ORDINARY RESOLUTION :**

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and Section 161(1) read with The Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded by way of Ordinary Resolution to the appointment of Shri Umesh Kumar Agarwalla holding DIN 00231799 as Director (Non-Executive & Independent) on the Board of the Company for a period of five (5) years with effect from 28th May, 2019 not liable to retire by rotation (commencing from the period from the appointment as an Additional Director).

"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."

8) **To consider appointment of Shri Sumat Parsad Jain as an Executive Director and, if thought fit, to pass with or without modification, the following resolution as SPECIAL RESOLUTION:**

"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, 2020.

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, 2021 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 01/04/2020 to 31/03/2021.

B) Remuneration:

1) **Basic Salary per month:** Rs.1,29,000/- (Rupees One Lakhs Twenty Nine Thousand only).

2) **Perquisites and other amenities payable**

1) **Housing:-**

The Executive Director shall be paid House Rent Allowance @40% of the basic salary per month.

2) **Conveyance :**

The Executive 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.

3) **Leave and Other Perks :**

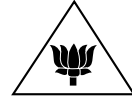
The Executive Director shall be entitled to leave on full salary in accordance with the leave rules of the Company applicable to senior managerial personnel of the Company.

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 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.



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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 Seventh 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 with 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."

9) **To consider appointment of Shri Amitaabh Goenka as an Executive Director and, if thought fit, to pass with or without modification, the following resolution as SPECIAL RESOLUTION:**

"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 by way of Special Resolution to the appointment of Shri Amitaabh 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, 2019 liable to retire by rotation.

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

(A) **PERIOD** :36 (Thirty Six) months from 01-11-2019 till 31-10-2022

(B) **REMUNERION**

(i) **Salary :-**

(i) The Executive Director shall be paid Rs3,00,000/- (Rupees Three Lakhs only) as basic salary per month in pay scale of Rs. 3,00,000/- (Rupees Three Lakhs) to Rs. 5,00,000/- (Rupees Five Lakhs Only) 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 the following perquisites:

(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 chauffeur driven conveyance.

(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 subject to a maximum of 8.33% of basic salary in a year and can be accumulated for a period of three years.

(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 basic salary.

(e) **Telephone Expenses:-**

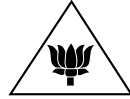
The Executive Director shall be paid telephone expenses on actual basis against telephone connection installed at his residence.

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

(f) **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.

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 Seventh 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."

10) To consider approving remuneration of M/s Cheena & Associates as Cost Auditors and, if thought fit, to pass with or without modification, the following resolution as ORDINARY RESOLUTION:

"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 2019-20 payable to M/s Cheena & Associates, Cost Accountants, appointed as the Cost Auditors of the Company for the Financial Year 2019-2020 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."

By order of the Board
For PREMIER POLYFILM LTD.

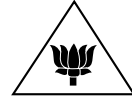
Sd/-
N. K. BHANDARI
COMPANY SECRETARY
ACS 290

Place : New Delhi
Date : 28/05/2019
Regd. Office:
305, III Floor, 'Elite House', 36, Community Centre,
Kailash Colony Extension (Zamroodpur)
New Delhi 110048
CIN : L25209DL1992PLC049590

NOTES

1. The relative Explanatory Statement pursuant to Section 102(1) of The Companies Act, 2013 in respect of item numbers 5 to 10 are set out in the Notice is annexed hereto and form part of the Notice.
2. A Member entitled to attend and to vote is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a Member of the company. Proxy form should be deposited at the Registered Office of the company not less than forty-eight hours before the commencement of the Meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 20th September, 2019 to 26th September, 2019 (Both days inclusive) for the purpose of Annual General Meeting and to determine eligible Shareholders for payment of Dividend. The dividend on equity shares, as recommended by the Board of Directors, subject to the approval of Members in the Annual General Meeting, will be paid on or before 25th October, 2019 to the Members or their Mandates whose name appear in the Company's Register of Members on 20th September, 2019 in respect of physical Shares and in respect of Dematerialized Shares, the dividend, if declared, will be payable to the beneficial owner of the shares whose name appear in the statement of beneficial ownership furnished by NSDL and CDSL at close of business hours on 19th September, 2019.
4. Brief resume of Director(s) those proposed to be appointed and/or reappointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships/chairmanships of Board Committees, shareholding and relationships between directors(s) are provided in the Corporate Governance Report forming part of the Annual/ Notice /Directors Report. The details for re-appointment of retiring directors are given in **Annexure 'V'** forming part of Notice for Annual General Meeting.
5. As a measure of economy copies of Annual Reports will not be distributed at the Meeting. Members may please bring their own copies of the Annual Report to the Meeting.
6. The Securities & Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their respective Depository Participants. Members holding shares in Physical Form shall submit their PAN & copy of their Aadhar Card details to the RTA/company.



PREMIER POLYFILM LTD.

7. If a Member desires information on accounts, such request may please be made in writing and should reach the Registered office of the company office at least seven (7) days before the Meeting.
8. The voting facility will be available at the venue of the Annual General Meeting upto 11.30 A.M. However, this facility will be available only to those Shareholders who have not casted their vote through remote E- voting system.
9. Members who have not encashed their dividend warrants towards the Dividend for the year ended 31st March,2016, 31st March, 2017 and 31st March,2018 are requested to write to the Company to claim duplicate Dividend Warrant.
10. **MEMBERS ARE REQUESTED TO PROVIDE THEIR RESPECTIVE EMAILS SO AS TO ENABLE COMPANY TO SEND ANNUAL REPORTS BY EMAIL.**

By order of the Board
For PREMIER POLYFILM LTD.

Sd/-
N. K. BHANDARI
COMPANY SECRETARY
ACS 290

Place : New Delhi
Date : 28/05/2019
Regd. Office:
305, III Floor, 'Elite House', 36, Community Centre,
Kailash Colony Extension (Zamroodpur)
New Delhi 110048
CIN : L25209DL1992PLC049590

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.

Item No. 5

Smt. Bhupinder kaur Marwah was appointed as an Additional Director (Non executive Independent Director) of the Company with effect from 01st April,2019 by the Board of Directors of the Company in their Meeting held on 27-03-2019 on the recommendations of the Nomination & Remuneration Committee for five years i.e. upto 31st March,2024. Her appointment was subject to the approval by the Shareholders of the Company in the Twenty Seventh Annual General Meeting.

Smt. Bhupinder Kaur Marwah is 69 years of age and holds a Graduate Degree. She has experience of around 45 years in the field of banking and finance. Smt. Bhupinder Kaur Marwah is Chairperson of Audit Committee, Stakeholders Relationship Committee, Risk Management Committee, Corporate Social Responsibility Committee and Member of Nomination & Remuneration Committee. She is Chairman of Corporate Social Responsibility Committee. She holds NIL shares in the Company.

The Company has received a Notice in writing under Section 160 of the Companies Act, 2013 from a Member of the Company signifying his intention to propose the candidature of Smt. Bhupinder kaur Marwah for the office of Director.

Smt. Bhupinder Kaur Marwah has given her declaration and has confirmed that she has not been convicted of any offence in connection with the promotion, formation and/or management of any company or LLP and has not been found guilty of any fraud or misfeasance or of any breach of duty to any company under this Act or any previous company law in the last five years and that her total directorship in all companies shall not exceed the prescribed number of companies in which a person can be appointed as a director.

The Board of Directors affirms that Smt. Bhupinder Kaur Marwah is not debarred from holding of the office the Director by virtue of any SEBI order and/or any other such authority. In the opinion of the Board Smt. Bhupinder Kaur Marwah is a person of integrity and possesses relevant expertise, competence and experience to hold office of the Director of the Company and her appointment as an Non Executive Independent Director of the company would be beneficial to the Company.

The Board of Directors recommends the adoption of the resolution number 5 as an Ordinary Resolution as Smt. Bhupinder Kaur Marwah possesses rich experience in field of banking and finance and is a fit and proper person to be continued to be Non Executive independent Director of the Company. She is independent of the Management.

No Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the resolution number 5 of the Notice except Smt. Bhupinder Kaur Marwah herself.

Item No. 6

Shri Santosh Kumar Dabriwala was appointed as an Additional Director (Non executive Independent Director) of the Company with effect from 01st April,2019 by the Board of Directors of the Company in their Meeting held on 27-03-2019 on the recommendations of the Nomination & Remuneration Committee for five years i.e. upto 31st March,2024. His appointment was subject to the approval by the Shareholders of the Company in the Twenty Seventh Annual General Meeting.

Shri Santosh Kumar Dabriwala is 67 years of age and holds a Commerce Degree. He is an Industrialist with more than 46 years of experience in trade and Industry. He has been associated with Sugar, Steel and Cement Poles manufacturing Industries. At



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present he is also on the Board of M/s Orient Prestressed Products Private Limited, M/s Dabri Finance Private Limited and M/s Rose Residency Private Limited. He holds 31,000 equity shares i.e. 0.148% of total shareholding of the Company. He is Chairman of Nomination and Remuneration Committee.

The Company has received a Notice in writing under Section 160 of the Companies Act, 2013 from a Member of the Company signifying his intention to propose the candidature of Shri Santosh Kumar Dabriwala for the office of Director.

Shri Santosh Kumar Dabriwala has given his declaration and has confirmed that he has not been convicted of any offence in connection with the promotion, formation and/or management of any company or LLP and has not been found guilty of any fraud or misfeasance or of any breach of duty to any company under this Act or any previous company law in the last five years and that his total directorship in all companies shall not exceed the prescribed number of companies in which a person can be appointed as a director.

The Board of Directors affirms that Shri Santosh Kumar Dabriwala is not debarred from holding the office of the Director by virtue of any SEBI order and/or any other such authority. In the opinion of the Board Shri Santosh Kumar Dabriwala is a person of integrity and possesses relevant expertise, competence and experience to hold office of the Director of the Company and his appointment as a Non Executive Independent Director of the company would be beneficial to the Company.

The Board of Directors recommends the adoption of the resolution number 6 as an Ordinary Resolution as Shri Santosh Kumar Dabriwala possesses rich experience in field of trade and Industry and is a fit and proper person to be continued to be Non Executive independent Director of the Company. He is independent of the Management.

No Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the resolution number 6 of the Notice except Shri Santosh Kumar Dabriwala himself.

Item No. 7

Shri Umesh Kumar Agarwalla was appointed as an Additional Director (Non executive Independent Director) of the Company with effect from 28th May, 2019 by the Board of Directors of the Company in their Meeting held on 28-05-2019 on the recommendations of the Nomination & Remuneration Committee for five years i.e. upto 27th May, 2024. His appointment was subject to the approval by the Shareholders of the Company in the Twenty Seventh Annual General Meeting.

Shri Umesh Kumar Agarwalla is 66 years of age and holds a Degree in Engineering. He is an Industrialist with more than 45 years of experience in trade, Industry and expertise in Global Trade of Minerals Carbon Products, Logistics and Marketing. He is also on the Board of M/s Polo Queen Industrial And Fintech Limited, M/s Aajivan Industries Limited, M/s Sri Vishvanath Enterprises Limited, M/s Someshwara Industries and Exports Limited, M/s Bow Balaleshwar Minings Private Limited, M/s Balaji Prints Limited, M/s Arjay Apparel Industries Limited and M/s ANG Finechems Private Limited. He holds Nil equity shares of the Company.

The Company has received a Notice in writing under Section 160 of the Companies Act, 2013 from a Member of the Company signifying his intention to propose the candidature of Shri Umesh Kumar Agarwalla for the office of Director.

Shri Umesh Kumar Agarwalla has given his declaration and has confirmed that he has not been convicted of any offence in connection with the promotion, formation and/or management of any company or LLP and has not been found guilty of any fraud or misfeasance or of any breach of duty to any company under this Act or any previous company law in the last five years and that his total directorship in all companies shall not exceed the prescribed number of companies in which a person can be appointed as a director.

The Board of Directors affirms that Shri Umesh Kumar Agarwalla is not debarred from holding the office of the Director by virtue of any SEBI order and/or any other such authority. In the opinion of the Board Shri Umesh Kumar Agarwalla is a person of integrity and possesses relevant expertise, competence and experience to hold office of the Director of the Company and his appointment as a Non Executive Independent Director of the company would be beneficial to the Company.

The Board of Directors recommends the adoption of the resolution number 7 as an Ordinary Resolution as Shri Umesh Kumar Agarwalla possesses rich experience in field of trade and Industry and is a fit and proper person to be continued to be Non Executive independent Director of the Company. He is independent of the Management.

No Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the resolution number 7 of the Notice except Shri Umesh Kumar Agarwalla himself.

Item No. 8

Shri Sumat Parsad Jain has been continuing as Executive Director of the Company since 26th June, 2004 liable to retire by rotation and his last reappointment as Executive Director was approved by the Shareholders in the Twenty Sixth Annual General Meeting of the company held on 28th September, 2018 for a period of Twelve (12) months under Schedule V of the Companies Act, 2013 with effect from 1st April, 2019 till 31st March, 2020 at a remuneration of Rs.1,12,000/- (Rupees One Lakhs Twelve Thousand only) per month as basic salary plus perquisites admissible under Schedule V to the Companies Act, 2013.



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The present term of Shri Sumat Parsad Jain expires on 31/03/2020 and the next Annual General Meeting of the company would be held on or before 30th September, 2020 i.e. in any case after the expiry of his present tenure on 31/03/2020. It is, therefore, proposed to reappoint Shri Sumat Parsad Jain as Executive Director of the Company in the ensuing Annual General Meeting for a further period of twelve (12) months with effect from 01/04/2020 under Schedule V to the Companies Act, 2013 at the revised basic salary of Rs1,29,000/- (Rupees One Lakh Twenty Nine Thousand Only) per month plus perquisites as given in the Notice of 27th Annual General Meeting.

As per provisions of the Companies Act, 2013 any appointment or reappointment of whole time Director including Executive Directors requires approval of the Shareholders in their General Meeting. Further in case of inadequate profit or no profit Executive Director can be appointed under Schedule V of the Companies Act, 2013 upto a period not exceeding three years without obtaining the consent of the Central Government provided that such approval is accorded by the shareholders by a Special Resolution moved in the Notice for Annual General Meeting. It is, therefore, proposed to pass the Special Resolution approving reappointment of Shri Sumat Parsad Jain as Executive Director for a term of twelve (12) months on the Terms and Conditions as specified in the Notice of the Twenty Seventh Annual General Meeting under Schedule V of the Companies Act, 2013. The Board of Directors of the company have approved reappointment of Shri Sumat Parsad Jain as Executive Director for twelve (12) months i.e. upto 31/03/2021 in their Meeting held on 28/05/2019 on the recommendation of the Nomination and Remuneration Committee subject to approval by the Members of the company and subject to such other approvals, permissions and sanctions, as may be necessary.

Shri Sumat Parsad Jain is not a Director in any other company. However, he is member in Share Transfer Committee, Audit Committee, Stakeholders Relationship Committee, Assets Sales Committee, Share Allotment Committee and Corporate Social Responsibility Committee. Shri Sumat Parsad Jain holds NIL Equity Shares of the Company.

The disclosure under Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided at Annexure "V" of this Notice.

Shri Sumat Parsad Jain is 73 years old and holds a University Degree. He has more than 51 years of experience as an Executive and hence the salary and perquisites proposed to provide to him are considered reasonable. Further the remuneration and perks given in the Notice convening the Twenty Seventh Annual General Meeting are within the prescribed limits of Schedule V of the Companies Act, 2013.

In terms of the good Corporate Governance guidelines of the Company, the Board of Directors of the Company at their meeting held on 28th May, 2019 recommended the proposal for the reappointment at revised/enhanced payment of remuneration and perks to Shri Sumat Parsad Jain, Executive Director of the Company.

The Company has earned a net profit of Rs. 462/- Lakhs for the year ended 31st March, 2019. Section II of Part II of Schedule V of the Companies Act, 2013 prescribes that in case of no profits or inadequate profits, the remuneration can be paid to the managerial personnel within the limits arrived at in accordance with the provisions of the said Section II.

The following additional detailed information as per Section II of Schedule V is as follows:

I.	General Information :	
1.	Nature of Industry	The Company carries business of manufacturing of Vinyl Flooring, Sheeting and Leather cloth etc
2.	Date or expected date of commencement of commercial production	Commercial Operations commenced on 1st November, 1993.
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions	Not applicable as company is old and established company
4.	Financial performances based on given indicators	

As per Audited financial results for the year		
	2018-19	2017-18
(Rs. In Lakhs)		
Paid up Capital	1,059	1,059
Reserves & Surplus	3,058	2,723
Revenue from Operations	17,127	14,265
Other Income	168	236
Total Revenue	17,295	14,501
Total Expenses	16,833	14,030
Profit after Tax	462	471



	Foreign investments or collaborations, if any.	Nil
II.	Information about the appointee :	
1.	Background details	Shri Sumat Parsad Jain, aged 73 years, holds a University degree. He has an experience of more than 51 years as an executive. He is holding the post of Executive Director of the Company since 26th June,2004.
2.	Past remuneration	Rs.1,12,000/- (Rupees One Lakh Twelve Thousand only) per month as Basic Salary Plus applicable perks.
3.	Recognition or awards	NIL
4.	Job Profile and his suitability	He is looking after General Administration and Personnel Department of the company and is also "Occupier" of the Company. He has vast experience of more than 51 years of an executive.
5.	Remuneration proposed	As mentioned in the Resolution No. 8 of Notice of Annual General Meeting.
1.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	In the past few years, the remuneration of Senior Executives in the industry in general has gone up significantly. The remuneration proposed to be paid to Shri Sumat Parsad Jain is purely based on merit. Further the board perused the remuneration of managerial persons in other companies comparable with the size of the Company, industry benchmarks in general, profile and responsibilities of Shri Sumat Parsad Jain before approving the remuneration as proposed herein above.
2.	Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any.	Besides the remuneration proposed Shri Sumat Parsad Jain does not have any pecuniary relationship with the Company. He is not related to any other Director or Key managerial personnel of the company.
III.	Other Information :	
1.	Reason of loss or inadequate profits	Profits are less than the preceding financial year 2017-2018 due to loss of working days on shifting of Unit number I to Unit Number II of the Company and time gap in re-installation of Plant at new site leading to short time disruption of production.
2.	Steps taken or proposed to be taken for improvement	The Company has initiated certain steps such as cost control, borrowing at cheaper rates, improving efficiency /profitability and diversification in PVC manufacturing and also established plant to produce Soft Touch Cushion type of Artificial PVC Leather cloth, PVC Sheetings and Films, Knitted Fabric etc.
3.	Expected increase in productivity and profits in measurable terms.	The Company is committed to build the business operations within budget and considering that the business operates on a going concern basis, it is expected a growth of around 10% in near future.

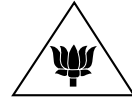
Shri Sumat Parsad Jain has given his declaration and has confirmed that he has not been convicted of any offence in connection with the promotion, formation and/or management of any company or LLP and has not been found guilty of any fraud or misfeasance or of any breach of duty to any company under this Act or any previous company law in the last five years and that his total directorship in all companies shall not exceed the prescribed number of companies in which a person can be appointed as a director.

The Board of Directors affirms that Shri Sumat Parsad Jain is not debarred from holding of the office the Director by virtue of any SEBI order and/or any other such authority. In the opinion of the Board Shri Sumat Parsad Jain is a person of integrity and possesses relevant expertise, competence and experience to hold office of the Director of the Company and his appointment as an Executive Directors of the company would be beneficial to the Company.

As per Notification of The Securities And Exchange Board of India (SEBI) it has been made mandatory to the passing of Special Resolution for the continuation of Directorship of any whole Time Director if he has attained the date of 70 years or more. As Shri Sumat Parsad Jain is of 73 years of age and the Board recommends passing of Special Resolution.

The Board of Directors recommends the adoption of the resolution number 8 as a Special Resolution.

No Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the resolution number 8 of the Notice except Shri Sumat Parsad Jain himself.



Item No. 9

Shri Amitaabh Goenka has been continuing as Executive Director of the Company since 01st November,2010 and his last reappointment as Executive Director was approved by the Shareholders in the Twenty Fifth Annual General Meeting of the company held on 27th September, 2017 for a period of Twenty Five (25) months under Schedule V of the Companies Act,2013 with effect from 1st October, 2017 till 31st October, 2019 at a remuneration of Rs.2,50,000/- (Rupees Two Lakhs Fifty Thousand only) per month as basic salary plus perquisites and other amenities payable to him under Schedule V to the Companies Act, 2013.

The present term of Shri Amitaabh Goenka expires on 31/10/2019 and the next Annual General Meeting of the company would be held on or before 30th September,2020. It is, therefore, proposed to reappoint Shri Amitaabh Goenka as Executive Director of the Company in the 27th Annual General Meeting for a further period of Thirty Six (36) months with effect from 01/11/2019 under Schedule V to the Companies Act,2013 at the revised basic salary of Rs. 3,00,000/- (Rupees Three Lakhs Only) per month plus perquisites as given in the Notice for the ensuing Annual General Meeting.

As per provisions of the Companies Act,2013 any appointment or reappointment of whole time Director including Executive Directors requires approval of the Shareholders in their General Meeting. Further in case of inadequate profit or no profit Executive Director can be paid salary and perquisites under Schedule V of the Companies Act, 2013 upto a period not exceeding three years without obtaining the consent of the Central Government provided that such approval is accorded by the shareholders by a Special Resolution moved in the Notice for Annual General Meeting. It is, therefore, proposed to pass the Special Resolution approving reappointment of Shri Amitaabh Goenka as Executive Director for a term of Thirty Six (36) months on the Terms and Conditions as specified in the Notice of the Twenty Seventh Annual General Meeting under Schedule V of the Companies Act, 2013. The Board of Directors of the company have approved reappointment of Shri Amitaabh Goenka as Executive Director for Thirty Six (36) months i.e. upto 31/10/2022 in their Meeting held on 28/05/2019 on the recommendation of the Nomination and Remuneration Committee subject to approval by the Members of the company and subject to such other approvals, permissions and sanctions, as may be necessary.

Shri Amitaabh Goenka is also Director in Joemillar Aquatek India Private Limited, M/s Kay Ess Polymers Limited, M/s Motley Securities Private Limited and Partner in G B & Company. He is member in Assets Purchase Committee and Corporate Social Responsibility Committee. Shri Amitaabh Goenka holds 24,51,575 (11.70%) Equity Shares of the Company.

The disclosure under Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided at Annexure "V" of this Notice.

Shri Amitaabh Goenka is 46 years old and holds a Degree in Commerce. He has more than 25 years of experience in the field of management of factories and trade and industry and hence the salary and perquisites proposed to provide to him are considered reasonable. Further the remuneration and perks provided in the Notice convening the Twenty Seventh Annual General Meeting are within the prescribed limits of Schedule V of the Companies Act, 2013.

In terms of the good Corporate Governance guidelines of the Company, the Board of Directors of the Company at their meeting held on 28th May, 2019 recommended the proposal for the reappointment at revised/enhanced payment of remuneration and perks to Shri Amitaabh Goenka, Executive Director of the Company.

The Company has earned a net profit of Rs. 462/- Lakhs for the year ended 31st March, 2019. Section II of Part II of Schedule V of the Companies Act, 2013 prescribes that in case of no profits or inadequate profits, the remuneration can be paid to the managerial personnel within the limits arrived at in accordance with the provisions of the said Section II.

The following additional detailed information as per Section II of Schedule V is as follows

I.	General Information :	
1.	Nature of Industry	The Company carries business of manufacturing of Vinyl Flooring, Sheeting and Leather cloth etc
2.	Date or expected date of commencement of commercial production	Commercial Operations commenced on 1st November,1993.
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions	Not applicable as company is old and established company
4.	Financial performances based on given indicators	



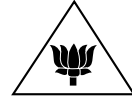
PREMIER POLYFILM LTD.

As per Audited financial results for the year		
	2018-19	2017-18
		(Rs. In Lakhs)
Paid up Capital	1,059	1,059
Reserves & Surplus	3,058	2,723
Revenue from Operations	17,127	14,265
Other Income	168	236
Total Revenue	17,295	14,501
Total Expenses	16,833	14,030
Profit after Tax	462	471

	Foreign investments or collaborations, if any. Nil	
II.	Information about the appointee :	
1.	Background details	Shri Amitaabh Goenka, aged 46 years, holds a Degree in Commerce . He has an experience of more than 25 years in the filed of management of factories and trade and industry. He is holding the post of Executive Director of the Company since 01st Novemehr,2010.
2.	Past remuneration	Rs.2,50,000/- (Rupees Two Lakhs Fifty Thousand only) per month as Basic Salary Plus applicable perks.
3.	Recognition or awards	NIL
4.	Job Profile and his suitability	Shri Amitaabh Goenka has vast experience in the management of factories, trade & industry. He is also looking after the exports of the company and in implementation of second unit of the company at Sikandrabad.
5.	Remuneration proposed	As mentioned in the resolution no. 9 of Notice of Annual General Meeting.
1.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	In the past few years, the remuneration of Senior Executives in the industry in general has gone up significantly. The remuneration proposed to be paid to Shri Amitaabh Goenka is purely based on merit. Further the board perused the remuneration of managerial persons in other companies comparable with the size of the Company, industry benchmarks in general, profile and responsibilities of Shri Amitaabh Goenka before approving the remuneration as proposed herein above.
2.	Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any.	Besides the remuneration proposed Shri Amitaabh Goenka does not have any pecuniary relationship with the Company. He is son of Shri Amar Nath Goenka , Managing Director of the Company.
III.	Other Information :	
1.	Reason of loss or inadequate profits	Profits are less than the preceding financial year 2017-2018 due to loss of working days on shifting of Unit number I to Unit Number II of the Company and time gap in re-installation of Plant at new site leading to short time disruption of production.
2.	Steps taken or proposed to be taken for improvement	The Company has initiated certain steps such as cost control, borrowing at cheaper rates, improving efficiency /profitability and diversification in PVC manufacturing and also established plant to produce Soft Touch Cushion type of Artificial PVC Leather cloth, PVC Sheetings and Films, Knitted Fabric etc.
3.	Expected increase in productivity and profits in measurable terms.	The Company is committed to build the business operations within budget and considering that the business operates on a going concern basis, it is expected a growth of around 10% in near future.

Shri Amitaabh Goenka has given his declaration and has confirmed that he has not been convicted of any offence in connection with the promotion, formation and/or management of any company or LLP and has not been found guilty of any fraud or misfeasance or of any breach of duty to any company under this Act or any previous company law in the last five years and that his total directorship in all companies shall not exceed the prescribed number of companies in which a person can be appointed as a director.

The Board of Directors affirms that Shri Amitaabh Goenka is not debarred from holding of the office the Director by virtue of any SEBI order and/or any other such authority. In the opinion of the Board Shri Amitaabh Goenka is a person of integrity and possesses relevant expertise, competence and experience to hold office of the Director of the Company and his appointment as an Executive Directors of the company would be beneficial to the Company.



PREMIER POLYFILM LTD.

The Board of Directors recommends the adoption of the resolution number 9 as a Special Resolution.

No Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the resolution number 9 of the Notice except Shri Amar Nath Goenka being father of Shri Amitaabh Goenka and Shri Amitaabh Goenka himself.

Item No. 10

On the recommendations of Audit Committee, The Board of Directors of the Company in their Meeting held on 28th May, 2019 appointed M/s Cheena & Associates, Cost Accountants, as Cost Auditors of the Company for the financial year 2019-2020 at a remuneration of Rs. 40,000/- (Rupee Forty Thousand Only) plus GST and out of pocket expenses. M/s Cheena & Associates, Cost Accountants, have given their consent to act as Cost Auditors of the Company for the financial year 2019-2020. M/s Cheena & Associates continues to be Cost Accountants of the Company since 2014.

The Board of Directors, therefore, recommends the adoption of the resolution number 10 as an Ordinary Resolution. No Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in this resolution.

By order of the Board
for PREMIER POLYFILM LTD.

Place :New Delhi
Date : 28/05/2019
Regd. Office:
305, III Floor, 'Elite House', 36, Community Centre,
Kailash Colony Extension (Zamroodpur), ew Delhi 110048
CIN : L25209DL1992PLC049590

Sd/-
N.K.BHANDARI
COMPANY SECRETARY
ACS 290

E-VOTING

Voting through electronic means (E-Voting):

- A. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and clause 35B of the Listing Agreement, the Company is pleased to provide the facility of voting through electronic means to its members. Members of the Company can transact all the items of the businesses with the facility of voting through electronic means as contained in the notice of the meeting through remote e-Voting Services provided by National Securities Depository Limited (NSDL).
- B. The facility for voting, either through electronic voting system or ballot or polling paper shall be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.

The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

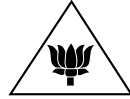
The Company has appointed Ms. Rekha Mittal, Practicing Company Secretaries, having membership Number F8800 and CP Number-10180 who in the opinion of the Company is a duly qualified person, as a Scrutinizer who will collate the electronic voting process in a fair and transparent manner. The Scrutinizer shall, immediately after the conclusion of voting at the General Meeting, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the Meeting, a consolidated scrutinizer's report of the votes cast in favour or against, if any, to the Chairman or a person authorized by her in writing, who shall countersign the same and shall declare the result of the voting forthwith.

The cut-off date i.e. date not earlier than seven days before the date of General Meeting for determining the eligibility to vote by electronic means or in the General Meeting shall be 20th September, 2019.

A member whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e voting as well as voting in the General Meeting.

The instructions for members for voting electronically are as under:-

- (i) The voting period begins on Monday, 23rd September, 2019 at 09.00 A.M. and ends at on Wednesday, 25th September, 2019 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 20th September, 2019, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.



How do I vote electronically using NSDL e-Voting system?

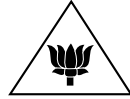
The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsd.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-into NSDL e-Voting website?	
1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile.	
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.	
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. <i>Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsd.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.</i>	
4. Your User ID details are given below :	
Your User ID details are given below :	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***
5. Your password details are given below:	
a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.	
b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need enter the ‘initial password’ and the system will force you to change your password.	
c) How to retrieve your ‘initial password’?	
(i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.	
(ii) If your email ID is not registered, your ‘initial password’ is communicated to you on your postal address.	
6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:	
a) Click on “ Forgot User Details/Password? ”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com .	
b) Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsd.com .	
c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.	
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.	
8. Now, you will have to click on “Login” button.	
9. After you click on the “Login” button, Home page of e-Voting will open.	



Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csrekhamittal@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

Place : New Delhi
Date : 28/05/2019
Regd. Office:
305, III Floor, 'Elite House', 36, Community Centre,
Kailash Colony Extension (Zamroodpur)
New Delhi 110048
CIN : L25209DL1992PLC049590

By order of the Board
for PREMIER POLYFILM LTD.
sd/-
N.K.BHANDARI
COMPANY SECRETARY
ACS 290