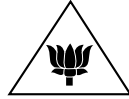


**PREMIER  
POLYFILM  
LTD.**

**ANNUAL REPORT 2017-2018**



**BOARD OF DIRECTORS**

Shri Jaspal Singh Marwah  
Shri Kamlesh Kumar Sinha  
Shri Manoj Kumar Gupta  
Smt. Rashmee Singhania  
Shri Sumat Parsad Jain - Executive Director  
Shri Amitaabh Goenka - Executive Director  
Shri Amar Nath Goenka - Managing Director

**COMPANY SECRETARY**

Shri N.K. Bhandari

**AUDITORS**

MARS & Associates  
Chartered Accountants  
T-2319, II Floor , Faiz Road  
Karol Bagh, Delhi-110005

**BANKERS**

Kotak Mahindra Bank Limited  
Chandni Chowk, Delhi - 110006

**REGISTERED OFFICE**

Flat No. 305, III Floor, Elite House,  
36, Community Centre,  
Kailash Colony Extension (Zamroodpur),  
New Delhi - 110 048  
Ph.: 011 29246481

**HEAD OFFICE & FACTORY (UNIT I)**

40/1A, Site IV,  
Sahibabad Industrial Area,  
Sahibabad, Ghaziabad - (U.P.) 201010  
Ph.: 0120 2896986/87/88

**UNIT II**

A-13, Sikandrabad Industrial Area,  
Sikandrabad, District - Bulandshahr, (UP)  
**REGISTRAR & SHARE TRANSFER AGENT**  
Beetal Financial & Computer Services (P) Ltd.  
Beetal House, 99, Madangir,  
Behind Local Shopping Centre,  
Near Dada Harsukh Das Mandir,  
New Delhi - 110062  
Ph.: 011 29961282/83

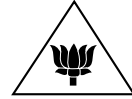
**ISIN NUMBER : INE 309M01012**

**E-VOTING : Central Depository Services  
(India) Ltd. (CDSL)**

**CIN NO. : L25209DL1992PLC049590**

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**NOTICE**

**Notice** is hereby given that the **Twenty Sixth Annual General Meeting of Premier Polyfilm Ltd.** will be held on **Friday, the 28th day of September, 2018 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, 2018, Profit & Loss Account for the period from 1st April, 2017 to 31st March, 2018 and the reports of Auditors' and Directors' thereon.
- 2) To declare Dividend for the year ended 31st March, 2018 @ 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 Sumat Parsad Jain (holding DIN 00069268), 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) 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 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**

- 5) To consider and, if thought fit, to pass with or without modification, the following resolution as **SPECIAL RESOLUTION** :  
"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."
- 6) To consider 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, 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**



## PREMIER POLYFILM LTD.

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 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."

7) To consider 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 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."

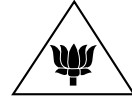
By order of the Board  
for PREMIER POLYFILM LTD.

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

Place : New Delhi  
Date : 29/05/2018  
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 7 are set out in the Notice is annexed hereto and form part of the Notice.



## PREMIER POLYFILM LTD.

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 22nd September, 2018 to 28th September, 2018 (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 27th October, 2018 to the Members or their Mandates whose name appear in the Company's Register of Members on 22nd September, 2018 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 21st September, 2018.
4. Brief resume of Director(s) including those proposed to be 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.
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 and 31st March, 2017 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/-

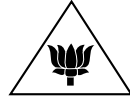
N. K. BHANDARI  
COMPANY SECRETARY  
ACS 290

Place : New Delhi  
Date : 29/05/2018  
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

Shri Kamlesh Kumar Sinha was appointed as Non executive Independent Director of the Company by the Board of Directors of the Company in their Meeting held on 27-05-2014 upto 31st March, 2019. His appointment was approved by the Shareholders of the Company in the Twenty Second Annual General Meeting held on 27th September, 2014. Shri Kmalesh Kumar Sinha has been continuing as Non Executive Independent Director of the Company till date. The Securities And Exchange Board of India (SEBI) vide its notification dated 09th May, 2018 has made it mandatory to the passing of Special Resolution for the continuation of directorship of any person as a non executive director who has attained the age of seventy five years unless a special resolution is passed by the Shareholders of the Company to that effect. Shri Kamlesh Kumar Sinha would be attaining the age of 75 years with effect from 11th November, 2018 and hence your Boards recommends passing of the special resolution as given in the Notice for Twenty Sixth Annual General Meeting.



## PREMIER POLYFILM LTD.

Shri Kamlesh Kumar Sinha holds a Post Graduate with Degree in Law and has done certificate course in Business Management. He has experience of around 52 years in commercial affairs with specialization in marketing. He is also director on the Board of M/s Premier Irrigation Exports Limited and M/s Premierworld Technologies Limited. Shri Kamlesh Kumar Sinha is also member of Assets sales Committee and Nomination & Remuneration Committee of directors of the company.

The Board of Directors recommends the adoption of the resolution number 5 as a Special Resolution as Shri Kamlesh Kumar Sinha possesses rich experience in marketing of products and is a fit and proper person to be continued to be Non Executive independent Director of the Company and 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 5 of the Notice except Shri Kamlesh Kumar Sinha himself.

### Item No. 6

Shri Sumat Parsad Jain has been continuing as Executive Director of the Company since 26th June, 2004 and his last reappointment as Executive Director was approved by the Shareholders in the Twenty Third Annual General Meeting of the company held on 21st September, 2015 for a period of three (3) years under Schedule V of the Companies Act, 2013 with effect from 1st April, 2016 till 31st March, 2019 at a remuneration of Rs.81,000/- (Rupees Eighty One Thousand only) per month as basic salary plus perquisites admissible under Schedule V to the Companies Act, 2013.

The present term of Shri Sumat Parsad Jain expires on 31/03/2019 and the next Annual General Meeting of the company would be held on or before 30th September, 2019 i.e. in any case after the expiry of his present tenure on 31/03/2019. It is, therefore, proposed to reappoint Shri Sumat Parsad Jain as Executive Director in the ensuing Annual General Meeting for a further period of twelve (12) months with effect from 01/04/2019 under Schedule V to the Companies Act, 2013 at the revised basic salary of Rs.1,12,000/- (Rupees One Lakh Twelve Thousand 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 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 Sixth 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 31/03/2020 in their Meeting held on 29/05/2018 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 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.

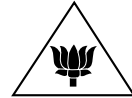
Shri Sumat Parsad Jain is 72 years old and holds a University Degree. He has more than 50 years of experience as an Executive and hence the salary and perquisites proposed to provide to him are considered reasonable. Further the remuneration and perks given in the Notice convening the Twenty Sixth Annual 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 29th May, 2018 recommended the proposal for the reappointment at revised/enhanced payment of remuneration and perks to Shri Shri Sumat Parsad Jain, Executive Director of the Company.

The Company has earned a net profit of Rs. 471/- Lakhs for the year ended 31st March, 2018. 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.**

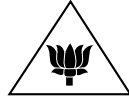
As per Audited financial results for the year		
		(Rs. In Lakhs )
	<b>2017-18</b>	<b>2016-17</b>
Paid up Capital	1,059	1,059
Reserves & Surplus	2,723	2,378
Revenue from Operations	14,265	11,364
Other Income	236	160
Total Revenue	14,501	11,524
Total Expenses	14,030	11,154
Profit after Tax	471	370
5.	Foreign investments or collaborations, if any.	Nil
<b>II.</b>	<b>Information about the appointee :</b>	
1.	Background details	Shri Sumat Parsad Jain, aged 72 years, holds a University degree. He has an experience of more than 50 years as an executive. He is holding the post of Executive Director of the Company since 26th June,2004.
2.	Past remuneration	Rs.92,984/- (Rupees Ninety Two Thousand Nine Hundred Eighty Four 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 50 years of an executive.
5.	Remuneration proposed	As mentioned in the resolution no. 6 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.
<b>III.</b>	<b>Other Information :</b>	
1.	Reason of loss or inadequate profits	Profits are more than the preceding financial year 2016-2017.
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 another unit 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 the office of 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 Director of the company would be beneficial to the Company.

The Board of Directors recommends the adoption of the resolution number 6 as a Special Resolution.

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 Sumat Parsad Jain himself.



## PREMIER POLYFILM LTD.

### Item No. 7

On the recommendations of Audit Committee, The Board of Directors of the Company in their Meeting held on 29th May, 2018 appointed M/s Cheena & Associates, Cost Accountants, as Cost Auditors of the Company for the financial year 2018-2019 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 2018-2019. 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 7 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.

Sd/-

N.K.BHANDARI  
COMPANY SECRETARY  
ACS 290

Place : New Delhi

Date : 29/05/2018

Regd. Office:

305, III Floor, 'Elite House', 36, Community Centre,

Kailash Colony Extension (Zamroodpur), New Delhi-110048

CIN : L25209DL1992PLC049590

## 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 Central Depository Services (India) Limited (CDSL).
- 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 him in writing, who shall countersign the same and shall declare the result of the voting forthwith.

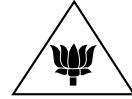
The cut-off date i.e. date not earlier than seven days before the date of General Meeting for determining the eligibility to vote by electronic means or in the General Meeting shall be 22nd September, 2018.

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 Tuesday, 25th September, 2018 at 09.00 A.M. and ends at on Thursday, 27th September, 2018 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 22nd September, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to thee-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders/Members
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,



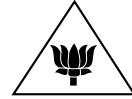


## PREMIER POLYFILM LTD.

- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,  
c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.  
(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.  
(vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form & Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	<ul style="list-style-type: none"><li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. Sequence number is printed on address sticker.</li></ul>
	<ul style="list-style-type: none"><li>In case the sequence number is less than 8 digits enter the applicable number of D's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field</li></ul>
Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.
OR Date of Birth (DOB)	<ul style="list-style-type: none"><li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li></ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.  
(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts fore-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.  
(x) For Members holding shares in physical form, the details can be used only fore-voting on the resolutions contained in this Notice.  
(xi) Click on the EVSN of Premier Polyfilm Ltd. on which you choose to vote.  
(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/ NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.  
(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.  
(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.  
(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.  
(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.  
(xvii) If Demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.  
(xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.  
(xix) Note for Non -Individual Shareholders and Custodians  
(xix) **Note for Non - Individual Shareholders and Custodians**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.



## PREMIER POLYFILM LTD.

- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section of write an email to helpdesk.evoting@cdslindia.com

By order of the Board  
for PREMIER POLYFILM LTD.

Sd/-

N.K.BHANDARI  
COMPANY SECRETARY  
ACS 290

Place : New Delhi  
Date : 29/05/2018  
Regd. Office:  
305, III Floor, 'Elite House', 36, Community Centre,  
Kailash Colony Extension (Zamroodpur), New Delhi-110048  
CIN : L25209DL1992PLC049590

### DIRECTORS' REPORT TO THE MEMBERS

Your Directors present the Twenty Sixth Annual Report together with Audited Accounts for the year ended on 31st March, 2018.  
(Rs. In Lakhs)

Particulars	For the year ended 31st March, 2018		For the year ended 31st March, 2017	
Sales & Other Income	14,501		11,524	
Operating profit before providing for interest & Depreciation	1,284		1,036	
<b>Less:</b>				
Interest	272		252	
Depreciation	295	567	219	471
<b>Net Profit before taxation</b>		<b>717</b>		<b>565</b>
<b>Less:</b>				
Tax Expenses		255		212
<b>Net Profit after tax</b>		<b>462</b>		<b>353</b>
Changes in fair value of FVTOCI Equity Securities		(14)		(6)
Re-measurements of post employment benefits obligations		23		23
Basic and diluted earning per share		2.24		1.72
Face value per equity Share		5.00		5.00
		<b>471</b>		<b>370</b>

#### COMPANY'S PERFORMANCE, STATE OF AFFAIRS OF THE COMPANY AND FUTURE PROSPECTS

During the period under review your company produced 19380 M.T. of PVC flooring, Sheetings, Films etc. as against 15,829 M.T. produced during the previous year, achieving a capacity utilization of 93.62 % as compared to around 76.47 % in the previous year. The Company achieved higher capacity utilization with the installation and utilization of new Plant & Machinery. Sales and Income during the year under review was Rs.14,501 Lakhs against Rs.11,524 Lakhs. Profit before tax during 2017-2018 was Rs. 717 Lakhs against Rs.565 Lakhs during the year 2016-2017. However, net profit of the company after tax was for Rs. 462 Lakhs against Rs.353 Lakhs during last year. Despite facing tough competition from imported finished goods, the products of your company are well received in the market and the market will not be a constraint. M/s Kotak Mahindra Bank Limited sanctioned and disbursed Working Capital facilities and Term Loan. Despite facing tough competition from imported finished goods and excess capacity in domestic market. Your Company was able to increase turnover. Barring unforeseen circumstances, the unit will start generating additional profits for the company in the current financial year.



**DETAILS OF DIVIDEND DECLARED**

Encouraged by the performance of the company, The Board of your company is pleased to recommend for your approval payment of dividend @ 0.50 per equity share of Rs.5/- each for the year ended on 31st March,2018.

**RESERVES**

During the year under review, the Board has transferred an amount of Rs.3,00,00,000 (Rupees Three Hundred Lakhs only) to General Reserves.

**SUBSIDIARIES AND ASSOCIATES**

As per provisions of the Section 129 and other applicable provisions, if any, of the Companies Act,2013, your company has no Subsidiaries or Associate company.

**QUALITY CONTROL**

Your Company continues to hold prestigious ISO 9001:2008 certification for quality as manufacturer and exporter of PVC products namely Marbled (Contract), Printed and Technical Flooring, Leather Cloth, Sheeting, Humidity Barrier and Geo Membrane. Bureau of Indian Standards has granted BIS certification Mark ISI for Unbacked Flexible PVC Flooring, Sheets or rolls and tiles for 1.5 mm and 2.00 mm thickness vide IS No. 3462:1986.

**POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION AND OTHER DETAILS**

The Company's policy on directors' appointment and remuneration and other matters provided in Section 178(3) of the Companies Act,2013 has been disclosed in the Corporate Governance Report which forms part of the Directors' Report.

**EXTRACT OF ANNUAL RETURN**

As provided under Section 92(3) of the Companies Act,2013 the extract of Annual Return is given in **Annexure "I"** in the prescribed Form MGT-9 which forms part of this report.

**DIRECTORS' RESPONSIBILITY STATEMENT**

In accordance with the provisions of Section 134(3)(c) of the Companies Act, 2013, your Directors state:-

- (I) That in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures ;
- (II) That your Directors have selected such accounting policies and applied them consistently and made judgment and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit or loss of the company for that period ;
- (III) That your Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for the assets of your company and for preventing and detecting fraud and other irregularities;
- (IV) That your Directors have prepared the annual accounts on a going concern basis ;
- (V) That the directors have laid down proper internal financial controls which are followed by the company and that such internal financial controls are adequate and were operating effectively ; and
- (VI) That the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**DISCLOSURE ON CORPORATE SOCIAL RESPONSIBILITY POLICY**

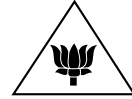
The Corporate Social Responsibility Policy was adopted by the company for the financial year 2015-2016. The Corporate Social Responsibility Committee (CSR) of the board was constituted by the Board in their Meeting held on 12-09-2016 under the provisions of Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014 as net profit of the Company for the financial year 2015-2016 had exceeded Rs. 5 Crores as defined in the definition of the Net profit for the purpose of calculation of net profit under the provisions of Corporate Social Responsibility Rules and under the Companies Act, 2013. For the Financial year 2017-2018 a sum of Rs. Rs.10,33,439/- (Rupees Ten Lakhs Thirty Three Thousand Four Hundred Ninety Nine only) was allocated for CSR activity. This amount was spent through Shree Magniram Bajinath Goenka Charitable Trust partly to meet the proposed expenditure by Shree Magniram Bajinath Goenka Charitable Trust for their hospital i.e. Gomati Goenka Matri Sadan for Construction of additional Ward for Patients. Cumulative expenditure up to the reporting period is Rs.19,02,932/- (Rupees Nineteen Lakhs Two Thousand Nine Hundred Thirty Two only). A report on CSR attached as **Annexure 'XI'** to the Directors Report.

**PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS**

The particulars of loans, guarantees and investments have been disclosed in the financial statements.

**DETAILS OF AUDITORS QUALIFICATIONS AND REPLY OF MANAGEMENT**

The Auditor's Report for the Financial year 2017-2018 does not have any details of qualifications.



**PARTICULARS OF EMPLOYEES**

The informations as required under Section 197 of the Companies Act,2013 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules,2014 are attached given below :

- (a) **The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year.**

<b>Non Executive Director</b>	<b>Ratio to median remuneration</b>
Shri Kamlesh Kumar Sinha	-
Shri Jaspal Singh Marwah	-
Shri Manoj Kumar Gupta	-
Smt. Rashmee Sinbghania	-

<b>Executive Director</b>	<b>Ratio to median remuneration</b>
Shri Amar Nath Goenka	15.90
Shri Amitaabh Goenka	17.23
Shri Sumat Parsad Jain	7.41

- (b) **The percentage increase in remuneration of each director, Chief Executive Office & Company Secretary in the financial year :**

<b>Director, Chief Executive Officer, Chief Financial Officer and Company Secretary</b>	<b>% increase in remuneration in the financial year</b>
Shri Kamlesh Kumar Sinha	-
Shri Jaspal Singh Marwah	-
Shri Manoj Kumar Gupta	-
Smt. Rashmee Sinbghania	-
Shri Amar Nath Goenka, Managing Director	59
Shri Amitaabh Goenka, Executive Director	65
Shri Sumat Parsad Jain, Executive Director	-
Shri N K Bhandari, Company Secretary	15.16

- (c) **The percentage increase in the median remuneration of employees in the financial year : 11.43%.**

- (d) **The number of permanent employees on the roll of company : 245**

- (e) **The explanation on the relationship between average increase in remuneration and company performance :**

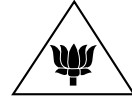
On an average, employees received an annual increase of 10%. The individual increments varied from 0.00 % to 65 % based on individual performance.

- (f) **Comparison of the remuneration of the key managerial personnel against the performance of the company :**

<b>Aggregate remuneration of Key Managerial personnel (KMP) in financial year 2017-2018 (Figures in Rupees in Lakhs)</b>	106.31
Revenue (Figures in Rupees in Lakhs)	14501.27
Remuneration of KMPs (as % of revenue)	0.73
Profit before Tax (PBT) (Figures in Rupees in Lakhs)	716.80
Remuneration of KMPs (as % of PBT)	14.83

- (g) **Variation in the market capitalization of the Company, price earnings ration as at the closing date of the current financial year and previous financial year.**

<b>Particulars</b>	<b>March 31, 2018</b>	<b>March 31, 2017</b>	<b>% change</b>
Market Capitalization (Rupees in lakhs)	10788	7311	16.32
Price Earnings Ratio	2.24	1.72	0.52



## PREMIER POLYFILM LTD.

- (h) **Percentage increase or decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer :**

Particulars	March 31, 2018	1995* (Right cum Public Issue)	% change
Market Price (BSE)	51.50	14.25	261.51%
Market Price (NSE)	50.10	12.50	300.81%

\* In the year 2003 the face value of equity share was reduced from Rs.10/- per equity share to Rs.2.50 per equity share in compliance with the Orders of the Hon'ble BIFR. Further pursuant to a resolution passed by the Shareholders of the company in the year 2009, the face value of the equity Shares was changed from Rs.2.50 per equity shares to Rs.5/- per equity share and one equity share was issued against the holding of two equity shares held by a shareholders. Price per share at BSE was Rs.28.50 for paid up face of Rs.10/- each and at NSE was Rs.25/-. These rates were taken at half the price due to change in face value.

- (i) **Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in managerial remuneration :**

The average annual increase was around 10%. However, during the year, the total average increase in managerial and key personnel was 34.79% which is considered to be reasonable.

- (J) **Comparison of remuneration of each key managerial personnels against the performance of the company :**

	Shri Amar Nath Goenka, Managing Director and CFO	Shri Amitaabh Goenka, Executive Director	Shri Sumat Parsad Jain, Executive Director	Shri N K Bhandari, Company Secretary
Remuneration in FY 2018 ( Rs. In Lakhs)	36.57	39.62	17.04	13.07
Revenue ( Rs. In Lakhs)	14501.27	14501.27	14501.27	14501.27
Remuneration as % of revenue	0.25	0.27	0.12	0.09
Profit before tax ( Rs. In Lakhs)	716.81	716.81	716.81	716.81
Remuneration ( as % of PBT)	5.10	5.52	2.38	1.82

- (k) **key parameters for any variable component of remuneration availed by the directors :**

There is no variable components involved in the remuneration of Directors. The Directors are being paid remuneration as approved by the shareholders of the company. The salary of Shri Amar Nath Goenka, Managing Director of the company, was revised by the company upon his reappointment as Managing Director of the Company with effect from 18-02-2018 and salary of Shri Amitaabh Goenka, Executive Director of the Company, was revised with effect from 01-10-2017.

- (l) **The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year:**

None

- (m) **Affirmation that the remuneration is as par the remuneration policy of the company :**

The company affirms remuneration is as per the remuneration policy of the company.

- (n) The Statement containing particulars of employees as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not applicable as none of the employees of the company is covered under the provisions of the act and rules made thereunder.

### CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

Particulars regarding conservation of energy, technology absorption and foreign exchange earnings and outgo, as prescribed Under Section 134(3) (m) of the Companies Act, 2013, are annexed as **Annexure "II"**.

### AUDITORS

#### Statutory Auditor

The Auditors M/s M A R S & Associates, Chartered Accountants, Auditors of the company were appointed as Statutory Auditors of the Company by the shareholders at the 25th Annual General Meeting held on 27.09.2017 to hold office of Statutory Auditors of the Company upto the conclusion of the 30th Annual General Meeting of the Company to be held in the year 2022 subject to ratification as every Annual General Meeting. A resolution for the appointment of Statutory Auditor forms the part of Notice convening the ensuing Annual General Meeting.



#### **Secretarial Auditor**

As required under Section 204 of the Companies Act, 2013 (as amended or re-enacted from time to time) read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 and other applicable provisions, if any, of the Companies Act 2013, Shri Nitin Gupta, Practicing Company Secretary, was appointed as Secretarial Auditor of the company to conduct the secretarial audit of the company for the financial year 2017-2018 by the Board of Directors of the Company in their Meeting held on 29.05.2017. The Secretarial Audit Report for the FY 2017-18 forms part of the Annual Report is attached as **Annexure "III"** to the Directors' Report.

#### **Internal Auditor**

The Company has in place adequate Internal financial control with reference to financial statements. During the year, such control were tested and no reportable material weakness in the design or operations were observed. The Internal Auditor directly reports to the Audit Committee.

#### **Cost Accountant**

As per the requirements of the Central Government and pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records & Audit) Rules, 2014 as amended from time to time your Company is to maintain cost accounting records in Form CRA 1 and certify them for products(s)/ Service covered under the Cost Records Rules, 2014 for the year ending 31st March 2018 pursuant to section 148(1) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit & Auditor) Rules, 2014.

M/s Cheena & Associates was appointed as the "Cost Accountant" of the Company by the shareholders of the Company in 25th Annual General Meeting held on 27.09.2017 to maintain cost accounting records in "Form CRA 1" and certify them for Product(s)/ Services Covered under Cost Records Rules 2014 for the year ending 31st March 2018 pursuant to section 148(1) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit & Auditor) Rules, 2014.

On the recommendation of the Audit Committee, The Board of Directors in their Meeting held on 29th May, 2018, have appointed M/s Cheena & Associates, Cost Accountants to maintain cost accounting records in "Form CRA 1" and certify them for Product(s)/ Services Covered under Cost Records Rules 2014 for the year ending 31st March 2019 at a remuneration of Rs. 40,000/- (Rupee Forty Thousand Only) plus GST and out of pocket expenses. A resolution for the appointment of Cost Auditor forms part of the Notice convening the Annual General Meeting.

#### **CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES**

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in the ordinary course of business and at arm's length basis. During the year, the Company had not entered into any contract / arrangement / transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions. None of the transactions with related parties falls under the scope of Section 188(1) of the Companies Act, 2013. Your Directors draw attention of the members to Note 2.33 to the financial statement which sets out related party disclosures.

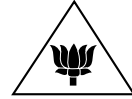
Information on transactions with related parties pursuant to clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014 are given in **Annexure " IV"** in **Form No. AOC-2** and form integral part of the Directors' Report.

#### **DIRECTORS**

##### **Shri Sumat Parsad Jain**

Shri Sumat Parsad Jain, Director of the Company, retire by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. Shri Sumat Parsad Jain was appointed as Director of the company under the category of " Executive Director". It is also proposed to re-appoint Shri Sumat Parsad Jain as Executive Director for a term of twelve (12) months. Shri Sumat Parsad Jain has been continuing as Executive Director of the Company since 26th June, 2004 and his last reappointment as Executive Director was approved by the Shareholders in the Twenty Third Annual General Meeting of the company held on 21st September, 2015 for a period of three (3) years under Schedule V of the Companies Act, 2013 with effect from 1st April, 2016 till 31st March, 2019 at a remuneration of Rs.81,000/- (Rupees Eighty One Thousand only) per month as basic salary plus perquisites admissible under Schedule V to the Companies Act, 2013. The present term of Shri Sumat Parsad Jain expires on 31/03/2019 and the next Annual General Meeting of the company would be held on or before 30th September, 2019 i.e. in any case after the expiry of his present tenure on 31/03/2019. It is, therefore, proposed to reappoint Shri Sumat Parsad Jain as Executive Director in the ensuing Annual General Meeting for a further period of twelve (12) months with effect from 01/04/2019 under Schedule V to the Companies Act, 2013 at the revised remuneration 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 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 Sixth 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 31/03/2020 in their Meeting held on 29/05/2018 on the recommendations 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 Shri Sumat Parsad Jain is not a Director in any other company. However, he is member of the 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 the Notice of the ensuing Annual General Meeting.

Shri Sumat Parsad Jain is 72 years old and holds a University Degree. He has more than 50 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 Sixth 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 29th May, 2018 recommended the proposal for the reappointment at revised/enhanced payment of remuneration and perks to Shri Shri Sumat Parsad Jain, Executive Director of the Company on the recommendations of the Nomination and Remuneration Committee.

Shri Shri Sumat Parsad Jain has given 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.

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.

#### **Shri Kamlesh Kumar Sinha**

Shri Kamlesh Kumar was appointed as Non executive Independent Director of the Company by the Board of Directors of the Company in their Meeting held on 27-05-2014 upto 31st March, 2019. His appointment was approved by the Shareholders of the Company in the Twenty Second Annual General Meeting held on 27th September, 2014. Shri Kamlesh Kumar Sinha has been continuing as Non Executive Independent Director of the Company till date. The Securities And Exchange Board of India (SEBI) vide its notification dated 09th May, 2018 has made it mandatory to the passing of Special Resolution for the continuation of directorship of any person as a non executive director who has attained the age of seventy five years unless a special resolution is passed by the Shareholders of the Company to that effect. Shri Kamlesh Kumar Sinha would be attaining the age of 75 years on 11th November, 2018, and hence your Boards recommends passing of the special resolution as given in the Notice for Twenty Sixth Annual General Meeting.

Shri Kamlesh Kumar Sinha holds a Post Graduate with Degree in Law and has done certificate course in Business Management. He has experience of around 52 years in commercial affairs with specialization in marketing. He is also director on the Board of M/s Premier Irrigation Exports Limited and M/s Premierworld Technologies Limited. Shri Kamlesh Kumar Sinha is also member of Assets sales Committee and Nomination & Remuneration Committee of directors of the company

Shri Kamlesh Kumar Sinha is a fit and proper person to be continued to be Non Executive independent Director of the Company and he is independent of the Management.

#### **DECLARATION BY THE INDEPENDENT DIRECTORS**

Independent Directors have submitted their disclosures to the Board that they fulfill all the requirements as stipulated in section 149(6) of the Companies Act, 2013 so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant Rules.

#### **STOCK EXCHANGES**

The equity shares of your company are listed at the Stock Exchanges as per details given in the **Annexure "VI"** and forming part of Directors' Report to the Members. The equity shares of the company are traded at these Stock Exchanges.

#### **CORPORATE GOVERNANCE**

A separate Report on Corporate Governance along with the General shareholders Information, as prescribed under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with a certificate from the Auditors of the Company regarding compliance of the conditions of the Corporate Governance is given in **Annexure "VII"** and **Annexure "VIII"** respectively and form part of Directors' Report to the Members.

#### **WHISTLE BLOWER POLICY/VIGIL MECHANISM**

The company promotes ethical behavior in all its business activities and has put in place a mechanism for reporting illegal or unethical behavior. The company has a vigil mechanism and whistle blower policy under which the employees are free to report violations of applicable laws and regulations and the code of conduct. The reportable matters may be disclosed to the Chairman of Audit Committee.

During the year under review, no employee was denied access to the Audit Committee.



**DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013**

The Company has in place an Anti Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013. In line with the requirement, the Company has set up Internal Complaint Committee (ICC) to redress the complaints regarding sexual harassment from all employees. All employees of the company (permanent, contractual, adhoc, trainee, temporary) are covered under this policy. The ICC consists of women employees as well as Male Employees of the Company.

During the year ended 31st March, 2018, no complaint(s) of Sexual Harassment has been received by the Company

**RISK MANAGEMENT**

The company has developed and implemented a Risk Management Policy to identify and mitigate key risks that may threaten the existence of the company.

**INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS**

The Board has adopted the procedures for insuring the orderly and efficient conduct of its business including adherence to the company's policy, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of accounting record, and timely preparation of liable financial disclosures.

**MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY**

There were no material changes and commitments affecting the financial position of the company between the end of financial year to which this financial statements relate and the date of this Report.

**FORMAL ANNUAL EVALUATION**

The Board of directors had carried out an annual evaluation of its own performance, Board Committees and individual directors as required under the Companies Act, 2013. The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of criteria such as Board composition, structure, Board processes and their effectiveness, information given to the Board etc. The performance of the Board committees was evaluated by the Board after seeking inputs from the committee members on the basis of criteria such as Committee composition, structure, effectiveness of Committee Meetings etc.

The Board and the Nomination and Remuneration Committee (NRC) reviewed the performance of the individual directors on the basis of criteria such as contribution at meetings, their preparedness on the issues to be discussed etc. Additionally the Chairman was also evaluated on key aspects of his role.

**DETAILS OF FRAUD**

No fraud has been reported for the period under review.

**CEO CERTIFICATE**

Shri Amar Nath Goenka, Managing Director of the Company, is also CEO and CFO of the Company and has certified to the Board with respect to the financial statements, Internal Controls, Code of Conduct and other matters as required under Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. In terms of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a certificate with regard to compliance with The Code of Conduct by the Board Members and Senior Management Personnel for the year ended 31st March, 2018 has been included in the Annual Report and is attached as **Annexure "IX"** forming part of the Director's Report.

**MANAGEMENT DISCUSSIONS AND ANALYSIS**

A separate annexure on Management Discussions and Analysis Report is attached as **Annexure "X"** forming part of the Director's Report.

**INDUSTRIAL RELATIONS :**

The industrial relations remained cordial during the year under review.

**PUBLIC DEPOSITS**

The Company has not invited or accepted deposits from the public covered under Section 73 of the Companies Act, 2013.

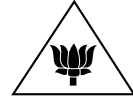
**COMPLIANCE WITH THE SECRETARIAL STANDARDS**

The Company has complied with the applicable Secretarial Standards as recommended by the Institute of Company Secretaries of India.

**GREEN INITIATIVES IN CORPORATE GOVERNANCE**

Ministry of Corporate Affairs has permitted Companies to send copies of Annual Report, Notice etc. electronically to the email IDs of shareholders. Your Company has arranged to send the soft copies of these documents to the registered email IDs of the shareholders, wherever applicable. In case, any shareholder would like to receive physical copies of these documents the same shall be forwarded upon receipt of written request.





## PREMIER POLYFILM LTD.

### SIGNIFICANT AND MATERIAL ORDERS OF REGULATION OR COURTS OR TRIBUNALS

No significant and material order was passed by any Court of Regulation or Courts or Tribunals during the year under review impacting the going concern status of your Company and its future operations.

### ACKNOWLEDGMENT

The Directors wish to place on record their sincere appreciation for the whole hearted Co-operation received by the Company from Central and State Governments, Kotak Mahindra Bank Limited and other Government Agencies and look forward to their continuing support. The Directors also record their appreciation for the sincere efforts put in by the employees of the Company at all levels.

Place : New Delhi  
Date : 29/05/2018  
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/-  
Amar Nath Goenka  
Managing Director  
DIN: 00061051  
Address : "Vrindavan Farm",  
No. 1, Green Avenue,  
Behind Sector D-3, Vasant Kunj,  
Kishangarh, New Delhi 110070

By order of the Board  
For PREMIER POLYFILM LTD.  
Sd/-  
Jaspal Singh Marwah  
Director  
DIN: 00069325  
Address : "Spring House",  
No. 3, Green Avenue,  
Behind Sector D-3, Vasant Kunj,  
Kishangarh, New Delhi 110070

## Annexure "I"

### FORM NO. MGT-9

### Extract of Annual Return

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

#### I. REGISTRATION AND OTHER DETAILS

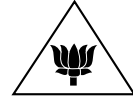
Corporate Identity Number (CIN) of the Company	L25209DL1992PLC049590
Registration date	16-07-1992
Name of the company	<b>PREMIER POLYFILM LIMITED</b>
Category/Sub-category of the company	Flexible PVC Flooring, Film and Sheets.
Address of the Registered office and contact details	305, Elite House, III Floor, 36, Community Centre, Kailash Colony Extension, Zamroodpur, New Delhi 110048 Mr. N. K. Bhandari Company Secretary Ph.: 011 29246481 Email ID: compliance.officer@premierpoly.com
Listed company (Yes/No)	Yes
Name, address and contact details of Registrar and share transfer agent	Beetal Financial & Computer Services (P)Ltd. Beetal House, 99, Madangir, Behind Local Shopping Centre, Near Dada Harsukh Das Mandir, New Delhi –110062 Mr. Puneet Mittal 011 -29961282/83

#### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

The Company is mainly engaged in manufacturing and sale of PVC Film and Sheets. Hence the Operations of the company are considered as a single business product.

#### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATES COMPANIES:

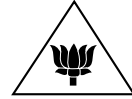
The company has no holding, subsidiary and associates companies as defined under the Companies Act, 2013.



**IV SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)**

*(j). Category-wise shareholding*

Category of Shareholders	No. of Shares held at the beginning of the year 1st April, 2017				No. of Shares held at the end of the year 31st March, 2018				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/HUF	4,587,511	-	4,587,511	21.90	4,587,511	-	4,587,511	21.90	-
b) Central Govt.or State Govt.	-	-	-	-	-	-	-	-	-
c) Bodies Corporates	5,427,637	-	5,427,637	25.91	5,427,637	-	5,427,637	25.91	-
d) Bank/FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
<b>SUB TOTAL:(A) (1)</b>	<b>10,015,148</b>	<b>-</b>	<b>10,015,148</b>	<b>47.81</b>	<b>10,015,148</b>	<b>-</b>	<b>10,015,148</b>	<b>47.81</b>	<b>-</b>
<b>(2) Foreign</b>									
a) NRI- Individuals	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks/FI	-	-	-	-	-	-	-	-	-
e) Any other...	-	-	-	-	-	-	-	-	-
<b>SUB TOTAL (A) (2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total Shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	<b>10,015,148</b>	<b>-</b>	<b>10,015,148</b>	<b>47.81</b>	<b>10,015,148</b>	<b>0</b>	<b>10,015,148</b>	<b>47.81</b>	<b>-</b>
<b>B. PUBLIC SHAREHOLDING</b>									
<b>(1) Institutions</b>									
a) Mutual Funds	-	-	-	-	-	185,825	185,825	0.89	0.89
b) Banks/FI	185,825	112,950	298,775	1.43	50,000	112,950	162,950	(0.78)	(0.78)
c) Central govt	-	-	-	-	-	-	-	-	-
d) State Govt.	-	-	-	-	-	-	-	-	-
e) Venture Capital Fund	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIS	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
<b>SUB TOTAL (B)(1):</b>	<b>185,825</b>	<b>112,950</b>	<b>298,775</b>	<b>1.43</b>	<b>50,000</b>	<b>298,775</b>	<b>348,775</b>	<b>0.11</b>	<b>0.11</b>
<b>(2) Non Institutions</b>									
a) Bodies corporates	8,233,110	196,475	8,429,585	40.24	8,233,925	202,225	8,436,150	40.27	0.03
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto Rs.2 lakhs	676,165	1,022,833	1,698,998	8.11	505,892	1,202,377	1,708,269	8.15	0.04
ii) Individuals shareholders holding nominal share capital in excess of Rs.2 lakhs	148,618	134,900	283,518	1.35	59,875	196,900	256,775	1.22	(0.13)
c) Others (specify)	-	-	-	-	-	-	-	-	-
c-i) Public Trust	-	-	-	-	-	-	-	-	-
c-ii) Clearing Members	1,039	-	1,039	0.00	4,643	-	4,643	0.02	0.02
c-iii) NRI's/ OCB's	15,633	87,075	102,708	0.49	16,970	87,125	104,095	0.50	0.01
c-iv) HUF	51,024	67,700	118,724	0.57	6,940	67,700	74,640	0.36	(0.21)
c-v) ESOP/ESOS/ESPS	-	-	-	0.00	-	-	-	-	-
<b>SUB TOTAL (B)(2):</b>	<b>9,125,589</b>	<b>1,508,983</b>	<b>10,634,572</b>	<b>50.77</b>	<b>8,828,245</b>	<b>1,756,327</b>	<b>10,584,572</b>	<b>50.52</b>	<b>(0.24)</b>
<b>Total Public Shareholding(B)= (B)(1)+(B)(2)</b>	<b>9,311,414</b>	<b>1,621,933</b>	<b>10,933,347</b>	<b>52.19</b>	<b>8,878,245</b>	<b>2,055,102</b>	<b>10,933,347</b>	<b>52.19</b>	<b>-</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Grand Total (A+B+C)</b>	<b>19,326,562</b>	<b>1,621,933</b>	<b>20,948,495</b>	<b>100.00</b>	<b>18,893,393</b>	<b>2,055,102</b>	<b>20,948,495</b>	<b>100.00</b>	<b>-</b>



**PREMIER POLYFILM LTD.**

**(ii) SHARE HOLDING OF PROMOTERS**

Sl. No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No of shares	% of total shares of the company	% of shares pledged encumbered to total shares	No. of shares	% of total shares of the company	% of shares pledged encumbered to total shares	
1	AMAR NATH GOENKA (HUF)	534,329	2.55	-	534,329	2.55	-	-
2	ARVIND GOENKA (HUF)	10,000	0.05	-	10,000	0.05	-	-
3	AMAR NATH GOENKA	573,025	2.74	-	573,025	2.74	-	-
4	INDIRA GOENKA	1,018,582	4.86	-	1,018,582	4.86	-	-
5	AMITAABH GOENKA	2,451,575	11.70	-	2,451,575	11.70	-	-
6	D L MILLAR & CO. LTD.	2,757,762	13.16	-	2,757,762	13.16	-	-
7	PREMIER POLYPLAST & PROCESSORS LTD.	2,669,875	12.75	-	2,669,875	12.75	-	-
	<b>Total</b>	<b>10,015,148</b>	<b>47.81</b>	<b>-</b>	<b>10,015,148</b>	<b>47.81</b>	<b>-</b>	<b>-</b>

**(iii) CHANGE IN PROMOTERS' SHAREHOLDING**

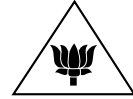
Sl. No.		Shareholding at the beginning of the year		Cumulative Share holding during the year	
		No of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	10,015,148	47.81	10,015,148	47.81
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	<i>There was no change in the promoters holding during the year</i>			
	At the end of the year	10,015,148	47.81	10,015,148	47.81

**(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters & Holders of GDRs & ADRs)**

Sl. No		Shareholding at the beginning of the year.		Change in Shareholding during the Year.		Shareholding at the end of the Year.	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	<b>For Each of the Top 10 Shareholders</b>						
1	Sri Vishvanath Enterprises Limited	4,173,140	19.9210	(18,134)	0.0866	4,155,006	19.8344
2	Sanghai Holdings Private Limited	3,000,000	14.3208	-	0.00	3,000,000	14.3200
3	Shiva Consultants Private Limited	930,000	4.4395	-	0.00	930,000	4.4395
4	Bank of India A/C BOI Mutual Fund	185,825	0.8871	-	0.00	185,825	0.8871
5	The Prasesdhiya Industrial & Investment Corporation of UP Ltd	112,500	0.5370	-	0.00	112,500	0.5370
6	Econ Antri Ltd.	102,100	0.4874	-	0.00	102,100	0.4874
7	Ashok Kumar Sureka	84,900	0.4053	-	0.00	84,900	0.4053
8	Ashok Kumar Sureka HUF	66,150	0.3158	-	0.00	66,150	0.3158
9	Kamla Sureka	62,000	0.2960	(18,657)	0.086	43,343	0.2100
10	Puneet Mittal	59,875	0.2858	(100)	0.0005	59,775	0.2853

**Note:**

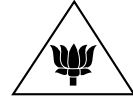
The shares of the Company are in dematerialised form and traded on a daily basis, hence the date wise increase or decrease in the shareholding is not indicated.



**PREMIER POLYFILM LTD.**

**(V) Shareholding of Directors & KMP**

SI. No.	For Each of the Directors & KMP	Shareholding at the end of the year 1st April, 2018		Cumulative Shareholding during the year	
		No of shares	% of total shares of the company	No. of shares	% of total shares of the company
<b>1</b>	<b>Amar Nath Goenka</b>				
	At the beginning of the year	573,025	2.74	573,025	2.74
	Date wise increase/decrease in KMP's'S holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	<i>No Change</i>			
	At the end of the year	573,025	2.74	573,025	2.74
<b>2</b>	<b>Amitaabh Goenka</b>				
	At the beginning of the year	2451575	11.70	2451575	11.70
	Date wise increase/decrease in KMP's'S holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	<i>No Change</i>			
	At the end of the year	2451575	11.70	2451575	11.70
<b>3</b>	<b>Kamlesh Kumar Sinha</b>				
	At the beginning of the year	8,100	0.04	8,100	0.04
	Date wise increase/decrease in KMP's'S holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	<i>No Change</i>			
	At the end of the year	8,100	0.04	8,100	0.04
<b>4</b>	<b>Jaspal Singh Marwah</b>				
	At the beginning of the year	10,850	0.05	10,850	0.05
	Date wise increase/decrease in KMP's'S holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	<i>No Change</i>			
	At the end of the year	10,850	0.05		0.00
<b>5</b>	<b>Manoj Kumar Gupta</b>				
	At the beginning of the year	50	0.00	50	0.00
	Date wise increase/decrease in KMP's'S holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	<i>No Change</i>			
	At the end of the year	50	0.00	50	0.00
<b>6</b>	<b>S P Jain</b>				
	At the beginning of the year	-			
	Date wise increase/decrease in KMP's'S holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	<i>Not Applicable</i>			
	At the end of the year	-			



**PREMIER POLYFILM LTD.**

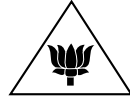
Sl. No.	For Each of the Directors & KMP	Shareholding at the end of the year 1st April, 2018		Cumulative Shareholding during the year	
		No of shares	% of total shares of the company	No. of shares	% of total shares of the company
<b>7</b>	<b>Rashmee Singhania</b>				
	At the beginning of the year	-			
	Date wise increase/decrease in KMP's'S holding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/bonus/sweat equity etc)				<i>Not Applicable</i>
	At the end of the year	-			
<b>8</b>	<b>N K Bhandari</b>				
	At the beginning of the year	-			
	Date wise increase/decrease in KMP's'S holding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/bonus/sweat equity etc)				<i>Not Applicable</i>
	At the end of the year	-			

**V. (B) INDEBTEDNESS**

**Indebtedness of the Company including interest outstanding/accrued but not due for payment**

**(Rupees in Lakhs)**

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>(A) Indebtedness at the beginning of the financial year</b>				
i. Principal Amount	824.08	743.19	-	1567.27
ii. Interest due but not paid	-	-	-	-
iii. Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>824.08</b>	<b>743.19</b>	<b>-</b>	<b>1567.27</b>
<b>(B) Change in Indebtedness during the financial year</b>				
Addition	500.00	716.39	-	1216.39
Reduction	254.73	373.33	-	628.06
<b>Net change</b>	<b>245.27</b>	<b>343.06</b>	<b>-</b>	<b>588.33</b>
<b>Indebtedness at the end of the financial year</b>				
i. Principal Amount	1069.35	1086.25	-	2155.60
ii. Interest due but not paid	-	-	-	-
iii. Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>1069.35</b>	<b>1086.25</b>	<b>-</b>	<b>2155.60</b>



**PREMIER POLYFILM LTD.**

**VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**A. Remuneration to Managing Director, Whole time director and/or Manager:**

**(Rupees in Lakhs)**

Sl. No.	Particulars of Remuneration	Name of the MD/WTD/Manager			Total Amount
1	<b>Gross salary</b>	A N Goenka	Amitaabh Goenka	S P Jain	
	(a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961.*	36.57	39.62	17.04	93.23
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	-	-	-	-
	c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-	-
2	Stock option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	as % of profit	-	-	-	-
	others (specify)	-	-	-	-
5	Others, please specify	-	-	-	-
	<b>Total (A)</b>	<b>36.57</b>	<b>39.62</b>	<b>17.04</b>	<b>93.23</b>
	<b>Ceiling as per the Act (@ 10% of Net Profits</b>				<b>46.94</b>

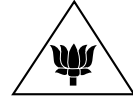
Note: \*Salary does not include contribution to Provident Fund (PF)

**B REMUNERATION TO OTHER DIRECTORS:**

**(Rupees in Lakhs)**

Sl. No.	Particulars of Remuneration	Name of the Directors				Total Amount
1	<b>Independent Directors</b>	Jaspal Singh Marwah	Kamlesh Kumar Sinha	Manoj Kumar Gupta	Rashmee Singhania	
	(a) Fee for attending board and committee meetings	1.03	0.39	0.95	0.18	2.55
	(b) Commission	-	-	-	-	-
	(c) Others, please specify	-	-	-	-	-
	<b>Total (1)</b>	<b>1.03</b>	<b>0.39</b>	<b>0.95</b>	<b>0.18</b>	<b>2.55</b>
2	<b>Other Non Executive Directors</b>					
	(a) Fee for attending board committee meetings	-	-	-	-	-
	(b) Commission	-	-	-	-	-
	(c) Others, please specify	-	-	-	-	-
	<b>Total (2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>Total (B)=(1+2)</b>	<b>1.03</b>	<b>0.39</b>	<b>0.95</b>	<b>0.18</b>	<b>2.55</b>
	<b>Total Managerial Remuneration (A+B)*</b>	<b>1.03</b>	<b>0.39</b>	<b>0.95</b>	<b>0.18</b>	<b>2.55</b>
	<b>Over all Ceiling as per the Act @ 11% of Net Profit</b>					<b>51.64</b>

\* Note: The appointment of whole time Directors had been made under Schedule V of the Companies Act, 2013 and the remuneration and perks are within the prescribed limits and there is no violation.



**PREMIER POLYFILM LTD.**

**C REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD**

(Rupees in Lakhs)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		
		CEO	N.K. Bhandari Company Secretary	CFO
1	<b>Gross Salary</b>			
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	-	13.07	-
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	as % of profit	-	-	-
	others, specify	-	-	-
5	Others, please specify	-	-	-
	<b>Total</b>	-	<b>13.07</b>	-

\* Shri Amar Nath Goenka is the Managing Director, CEO & CFO of the Company. Thus, CFO's salary is shown in point VI A above.

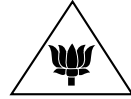
**VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority (RD/NCLT/ Court)	Appeal made if any (give details)
<b>A. COMPANY</b>					
Penalty	NA	NA	NA	NA	NA
Punishment	NA	NA	NA	NA	NA
Compounding	NA	NA	NA	NA	NA
<b>B. DIRECTORS</b>					
Penalty	NA	NA	NA	NA	NA
Punishment	NA	NA	NA	NA	NA
Compounding	NA	NA	NA	NA	NA
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	NA	NA	NA	NA	NA
Punishment	NA	NA	NA	NA	NA
Compounding	NA	NA	NA	NA	NA

Place : New Delhi  
Date : 29/05/2018  
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/-  
Amar Nath Goenka  
Managing Director  
DIN: 00061051  
Address : "Vrindavan Farm",  
No. 1, Green Avenue,  
Behind Sector D-3, Vasant Kunj,  
Kishangarh, New Delhi 110070

By order of the Board  
For PREMIER POLYFILM LTD.  
Sd/-  
Jaspal Singh Marwah  
Director  
DIN: 00069325  
Address : "Spring House",  
No. 3, Green Avenue,  
Behind Sector D-3, Vasant Kunj,  
Kishangarh, New Delhi 110070



**ANNEXURE – “II”**

**RESEARCH AND DEVELOPMENT ( R & D )**

- |    |  |  |
|----|--|--|
| 1. | Specific areas in which R&D carried out by the Company     | Development of economical formulations for production.<br><br>Development of various designs and colours of flooring, sheeting & Leather Cloth.  |
| 2. | Benefits derived as a result above R&D                     | Continuous development of economical of the formulations has helped the company to reduce cost of manufacturing. By introducing new range of colour schemes and designs of finished products the Company products continue to be in demand. The Company continues to develop economical formulations for production. |
| 3. | Future plan of action                                      | The company will consider future plan based on need and availability of funds.   |
| 4. | Expenditure on R&D   |  |
|    | a) Capital   | Rs. 21.00 Lakhs  |
|    | b) Recurring   | Rs. 1.09 Lakhs approx  |
|    | c) Total   | Rs. 22.09 Lakhs approx   |
|    | d) Total R&D expenditure as a percentage of total turnover | 0.15 %   |

**CONSERVATION OF ENERGY**

The Company has installed Plant & Machinery at the Unit number II to the Company at Sikandrabad (UP) which saves energy and also contributed by reduction on no load losses of energy in transfers and has also installed energy efficient LED Lights.

The Company is in compliance within the prescribed permissible limits for Air and Water emissions, effluent quality and discharge solid and hazardous waste generation and disposed.

**TECHNOLOGY ABSORPTION, ADOPTION AND INNOVATION**

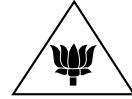
- |    |  |   |
|----|--|---|
| 1. | Efforts, in brief made towards technology absorption,  | No technology has been imported and the company continues to adopt the indigenous technology.   |
| 2. | Benefits derived as a result of the above efforts e.g. Product improvement, cost reduction of product development import, substitution etc | The Company has installed laboratory scale calendaring line, first time in India, by which every material is tested on lab scale resulting in deduction of wastage and saving machine time. It gives extra benefits in developing economical formulations within the shortest span of time. |

**FOREIGN EXCHANGE EARNINGS & OUTGO**

**(Rs. In lakhs)**

- |    |          |          |
|----|----------|----------|
| 1. | Earnings | 2,474.00 |
| 2. | Outgo    | 3,235.31 |





**Form No. MR-3  
SECRETARIAL AUDIT REPORT**

**FOR THE FINANCIAL YEAR ENDED MARCH 31, 2018**

[Pursuant to section 204(1) of the Companies Act, 2013 and RuleNo.9 of the Companies (Appointment and Remuneration Personnel)Rules, 2014]

To,  
**The Members,**  
**Premier Polyfilm Limited**  
305, 3rd Floor, Elite House,  
36, Community Centre,  
Kailash Colony Extn.,  
Zamroodpur, Delhi- 110048

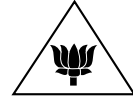
I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Premier Polyfilm Limited** (hereinafter called “the Company”). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon. Based on my verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2018 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **Premier Polyfilm Limited** (“the Company”) for the financial year ended on March 31, 2018 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers)Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009: Not applicable; and
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998: Not applicable;
- (vi) Factories Act, 1948 and rules made thereunder;
- (vii) Industrial Disputes Act, 1947, Industrial (Development and Regulation) Act, 1951, Payment of Bonus Act, 1965 and other labour legislation governing the Company and its establishment;
- (viii) Employee Provident Fund and Miscellaneous Provisions Act, 1952 and Employee State Insurance Act and Scheme thereunder;
- (ix) Air (Prevention and Control of Pollution) Act, 1981 and Water (Prevention and Control of Pollution) Act, 1974 and rules made thereunder;

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.



## PREMIER POLYFILM LTD.

- (ii) The Listing Agreements entered into by the Company with BSE LIMITED (BSE) and National Stock Exchange of India Limited (NSE);

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

- (i) The disputed statutory dues as at 31st March, 2018, aggregating to Rs. 15,455,289/-, that have not been deposited on account of matters pending before appropriate authorities are as under:

Nature of the statute	Nature of the dues	Forum where dispute/ litigation is pending	Amount (Rs.)
UP Trade Tax Act	Sales Tax	Allahabad High Court	1,38,66,816
Sales Tax Act	Entry Tax	Allahabad High Court	15,88,473

- (ii) A charge by hypothecation on assets of the Company, in favour of Kotak Mahindra Bank Limited was enhanced to Rs. 35,80,00,000/-. However, inadvertently, the amount entered in eForm CHG-1, filed on 15/02/2018 was Rs. 32,80,00,000/-.

### I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Woman Director and Independent Directors. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

### I further report that

- There are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
- During the period under review, the Directors of the Company in their meeting held on 18/12/2017, have approved the revised loan facilities from Kotak Mahindra Bank Limited to Rs. 35,80,00,000/-, which is secured by hypothecation of assets of the Company.
- Mr. Amar Nath Goenka has been re-appointed Whole-Time Director with effect from February 18, 2018, with remuneration including perquisites as approved by the members in the Annual General Meeting held on 27th September, 2017.

Place: New Delhi  
Date : May 29, 2018

**Nitin Gupta**  
Membership No.: A35299  
C P No.: 14087

## ANNEXURE "IV"

### Form No. AOC - 2

#### (Pursuant to clause (h) of sub-section (3) of Section 134 of the Companies Act, 2013 and Rule 8(2) of the companies (Accounts) Rules, 2014)

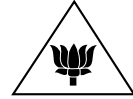
Form for disclosure of Particulars of contract/arrangements entered into by the company with related parties referred to in sub-section 188 of the Companies Act, 2013 includes certain arms length transactions under third proviso thereto :

- Details of contracts or arrangements or transaction not at arm's length basis :**  
Premier Polyfilm Ltd. has not entered into any contract or arrangement or transaction with its related parties which is not at arm's length during the financial year 2017-2018.
- Details of material contracts or arrangement or transactions at arm's length basis :**  
Not applicable, since the contract was entered into in the ordinary course of business and on arm's length basis.

On behalf of the Board of Directors,

Place: New Delhi  
Date : 29/05/2018

sd/  
**(Amar Nath Goenka)**  
Managing Director



## PREMIER POLYFILM LTD.

### Annexure “V”

#### NOTES ON DIRECTORS SEEKING APPOINTMENT/REAPPOINTMENT AT ANNUAL GENERAL MEETING AS REQUIRED UNDER THE LISTING AGREEMENT ENTERED INTO WITH STOCK EXCHANGES.

##### (ANNEXURE TO NOTICE AND DIRECTORS REPORT)

As required by Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the particulars of Directors who are proposed to be appointed are given below :-

Particulars	Shri Sumat Parsad Jain
DIN	00069268
Date of Birth	30-01-1946
Date of first appointment on the Board	26-06-2004
Qualifications	University Degree
Experience (including expertise in specific functional area & brief resume)	Shri Sumat Parsad Jain has an experience of more than 50 years as an executive. He is holding post of Executive Director of the Company since 26th June, 2004. Shri Sumat Parsad Jain is looking after General Administration and Personnel Department of the company and is also "Occupier" of the Company.
Terms & Conditions of Re-appointment	Term : Twelve (12) months with effect from 01-04-2019 to 31-03-2020 Basic Salary per month : Rs 1,12,000/- (Rupees One Lakh Twelve Thousand only) Perks: As given in detail in the Notice for ensuing Annual General Meeting
Shareholding in the Company as on March 31, 2018	NIL
Directorship of other Companies as on March 31, 2018	NIL
Chairmanship/Membership of the Committees of other Companies	NIL. However, he is member in Share Transfer Committee, Audit Committee, Stakeholders Relationship Committee, Assets Sales Committee, Share Allotment Committee and Corporate Social Responsibility Committee of the Company.

### ANNEXURE – “VI”

#### LIST OF STOCK EXCHANGES

1. National Stock Exchange of India Limited, "Exchange Plaza", 5 Floor, Plot No. C/1, 'G' Block, Bandra Kurla Complex, Bandra East, Mumbai – 400051. ( Code No. PREMIERPOL)
2. BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001 (Code No. 514354).

### ANNEXURE – “VII”

#### CORPORATE GOVERNANCE REPORT (ANNEXURE TO DIRECTORS REPORT)

##### COMPANYS' PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

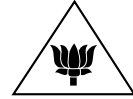
Your Company has been practicing the principle of good Corporate Governance. The Board of Director supports the broad principles of corporate governance. In addition to the basic governance issues the Board lays strong emphasis on transparency, accountability, integrity, customer satisfaction and efforts for maximization of Shareholders wealth.

##### CEO CERTIFICATION

In terms of Clause of the Listing Agreement, the certification by the Managing Director & CEO on the financial statements and internal controls relating to financial reporting has been obtained. The Managing Director is also CEO of the Company.

##### RESPONSIBILITIES

The Board reserves for its consideration and decisions in the matters of policy, capital expenditure, Corporate Governance and reporting to Shareholders. During the year under review, the Board met five (5) times. These Board Meetings were held on 29th May, 2017, 09th August, 2017, 01st November, 2017, 18th December, 2017 and 05th February, 2018. The Directors ensure that their responsibility as Directors of the company and their interest do not clash with interest of the company.



**BOARD OF DIRECTORS**

Shri Amar Nath Goenka is the Managing Director of the company. The Board as on 31st March, 2018 consisted of seven (7) Directors including the Managing Director out of which Shri Jaspal Singh Marwah, Shri Kamlesh Kumar Sinha, Shri Manoj Kumar Gupta and Smt. Rashmee Singhania are Four (4) independent Directors and out of remaining three (3) Directors Shri Amar Nath Goenka and Shri Amitaabh Goenka, are promoter Directors and Shri Sumat Parsad Jain, is Executive Director. During the financial year under review, the Board met five (5) times. These Board Meetings were held on 29th May, 2017, 09th August, 2017, 01st November, 2017, 18th December, 2017 and 05th February, 2018 and the gap between two meetings did not exceed one hundred twenty days. During the year a separate meeting of the Independent director was held on 05th February, 2018 inter-alia to review the performance of non-independent directors and the Board as a whole. The Board periodically reviews compliance reports of all laws applicable to the company, prepared by the company. The details of (i) Composition and Category of Directors, (ii) Attendance of each Director at the Board Meeting and last Annual General Meeting, (iii) The Directorship/Membership held by each Director, and (iv) The details of the Board Meetings are as follows :-

**1. COMPOSITION AND CATEGORY OF DIRECTORS AS ON 31/03/2018**

CATEGORY	NAME OF DIRECTOR	STATUS	DATE OF APPOINTMENT
<b>PROMOTER</b>	Shri Amar Nath Goenka	Managing Director	Since inception of Company i.e. 17-07-1992
	Shri Amitaabh Goenka	Executive Director	27-01-2010
<b>EXECUTIVE</b>	Shri Sumat Parsad Jain	Executive Director	26-06-2004
<b>INDEPENDENT</b>	Shri Jaspal Singh Marwah	Non Executive	02-09-1999
	Shri Manoj Kumar Gupta	Non Executive	30-03-2001
	Shri Kamlesh Kumar Sinha	Non Executive	19-08-2003
	Smt. Rashmee Singhania	Non Executive	13-02-2015

**2. ATTENDANCE OF EACH DIRECTOR AT THE BOARD MEETINGS AND THE LAST ANNUAL GENERAL MEETING (AGM) HELD ON 27TH SEPTEMBER, 2017 AND NO. OF DIRECTORSHIPS IN OTHER BOARDS AND CHAIRMANSHIP/ MEMBERSHIP IN OTHER BOARD, COMMITTEES.**

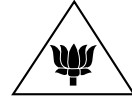
Name of Director	No. of Board meetings held	No. of Board meetings attended	Attendance at the last AGM	No. of Directorship in other Boards as on 31-03-2018	No. of Membership on other Board committees as on 31/03/2018*
Shri Amar Nath Goenka	5	5	Present	1	2
Shri Sumat Parsad Jain	5	5	Present	-	6
Shri Jaspal Singh Marwah**	5	5	Present	1	6
Shri Manoj Kumar Gupta	5	5	Present	1	3
Shri Kamlesh Kumar Sinha	5	4	Present	2	2
Shri Amitaabh Goenka	5	5	Absent	4	-
Smt. Rashmee Singhania	5	3	Absent	-	-

\* Directorship in Foreign Companies & Partnership companies have not been included in the above table/details.

\*\* Chairman Audit Committee.

**DETAILS OF THE BOARD MEETINGS HELD DURING THE YEAR APRIL 1, 2017 TO MARCH 31, 2018**

Date of Meeting	Board Strength	Number of Directors present
May 29, 2017	7	6
August 09, 2017	7	7
November 01, 2017	7	6
December 18, 2017	7	7
February 05, 2018	7	6



## PREMIER POLYFILM LTD.

### ATTENDANCE OF DIRECTORS AT THE BOARD MEETING HELD DURING APRIL 1, 2017 TO MARCH 31, 2018

Name of Director S/Shri/Smt.	1st Quarter	2nd Quarter	3rd Quarter		4th Quarter
	29-05-2017	09-08-2017	01-11-2017	18-12-2017	05-02-2018
Amar Nath Goenka	Present	Present	Present	Present	Present
Jaspal Singh Marwah	Present	Present	Present	Present	Present
Manoj Kumar Gupta	Present	Present	Present	Present	Present
Amitaabh Goenka	Present	Present	Present	Present	Present
Sumat Parsad Jain	Present	Present	Present	Present	Present
Kamlesh Kumar Sinha	Present	Present	Absent	Present	Present
Smt. Rashmee Singhania	Absent	Present	Present	Present	Absent

### COMMITTEES OF BOARD

#### A) AUDIT COMMITTEE

Audit Committee of the Board consist of three (3) Directors of the company, i.e. Shri Jaspal Singh Marwah, Chairman of Audit Committee, Shri Manoj Kumar Gupta and Shri Sumat Parsad Jain, Directors of the Company. The Audit Committee has been authorized to look after the following major functions:

- (i) To recommend for appointment, remuneration and terms of appointment of auditors of the company;
- (ii) To review and monitor the auditor's independence and performance, and effectiveness of audit process;
- (iii) To examine the financial statement and the auditors' report thereon;
- (iv) To approve or any subsequent modification of transactions of the company with related parties;
- (v) To make scrutiny of inter-corporate loans and investments;
- (vi) To value of undertakings or assets of the company, wherever it is necessary;
- (vii) To evaluate internal financial controls and risk management systems;
- (viii) To monitor the end use of funds raised through public offers and related matters.
- (ix) To call for the comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors and review of financial statement before their submission to the Board and to discuss any related issues with the internal and statutory auditors and the management of the company.
- (x) To investigate into any matter in relation to the items specified in or referred to it by the Board and for this purpose shall have power to obtain professional advice from external sources and have full access to information contained in the records of the company.

### DETAILS OF COMPOSITION, NAMES OF MEMBERS, NO. OF MEETINGS HELD AND ATTENDANCE OF AUDIT COMMITTEE DURING THE YEAR APRIL 1, 2017 TO MARCH 31, 2018

Name of Director	No. of Meetings Held	No. of Meetings attended
Shri Jaspal Singh Marwah (Chairman)	4	4
Shri Manoj Kumar Gupta	4	4
Shri Sumat Parsad Jain	4	4

#### B) NOMINATION & REMUNERATION COMMITTEE

The Nomination & Remuneration Committee consist of three (3) Independent Non Executive Directors of the company, i.e. Shri Jaspal Singh Marwah, Chairman of Committee, Shri Manoj Kumar Gupta and Shri Kamlesh Kumar Sinha, Members of the Committee. The Committee has been authorized to look after following major functions :

- (1) To identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance.



## PREMIER POLYFILM LTD.

- (2) To formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.
- (3) To ensure that—
- the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
  - relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
  - remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.
  - The policy so framed by the said Committee shall be disclosed in Board's Report to shareholders.

### DETAILS OF COMPOSITION, NAMES OF MEMBERS, NO. OF MEETINGS HELD AND ATTENDANCE OF REMUNERATION COMMITTEE DURING THE YEAR APRIL 1, 2017 TO MARCH 31, 2018

Name of Director	No. of Meetings Held	No. of Meetings attended
Shri Jaspal Singh Marwah (Chairman)	2	2
Shri Manoj Kumar Gupta	2	2
Shri Kamlesh Kumar Sinha	2	1

### DETAILS OF REMUNERATION PAID TO ALL DIRECTORS DURING APRIL, 2017 TO MARCH, 2018

(Rupees in Lakhs)

NAME OF DIRECTOR	Sitting Fee*	Basic Salary	House Rent Allowances/ Housing Accommodation	Other Allowances	Gas / Electricity/ Club Fee	Medical	Leave Travel Con-cession	Leave Encash-ment provision	Gratuity Provision	Accidental Insurance premium	Total
Shri Amar Nath Goenka	0	16.04	9.63	0	0	0	0	0.90	10.00	0	36.57
Shri Amitaabh Goenka	0	24.00	8.70	0.90	0	0	0	1.39	4.63	0	39.62
Shri Jaspal Singh Marwah	1.03	0	0	0	0	0	0	0	0	0	1.03
Shri Kamlesh Kumar Sinha	0.39	0	0	0	0	0	0	0	0	0	0.39
Shri Manoj Kumar Gupta	0.95	0	0	0	0	0	0	0	0	0	0.95
Shri Sumat Parsad Jain	0	11.16	3.35	1.12	0	0.93	0	(0.05)	0.53	0	17.04
Smt. Rashmee Singhania	0.18	0	0	0	0	0	0	0	0	0	0.18

\*Director Sitting Fee includes TDS

### (C) STAKE HOLDERS RELATIONSHIP COMMITTEE

The Stakeholders Relationship Committee's composition and terms of reference meet with the requirement of the Listing Agreement and provisions of Section 178 of Companies Act, 2013.

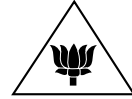
The Stakeholders Relationship Committee consist of three (3) Directors of the company, i.e. Shri Jaspal Singh Marwah, Chairman of Committee, Shri Manoj Kumar Gupta and Shri Sumat Parsad Jain, Members of the Committee. Shri Jaspal Singh Marwah and Shri Manoj Kumar Gupta are non executive Independents Directors of the Company, whereas Shri Sumat Parsad Jain is the Executive Director of the Company. The Committee has been authorized to review all matters connected with company's securities and redressal of shareholders\investors\securities holders complaints.

Names of members of the Shareholders/Investors Grievance Committee alongwith numbers of meetings held and attended by the Committee Members during the year 1st April, 2017 to 31st March, 2018 is as under :-

Name of Director	No. of Meetings Held	No. of Meetings attended
Shri Jaspal Singh Marwah (Chairman)	4	4
Shri Manoj Kumar Gupta	4	4
Shri Sumat Parsad Jain	4	4

### (D) CORPORATE SOCIAL RESPONSIBILITY COMMITTEE (CSR)

The Corporate Social Responsibility Committee (CSR) of the board was constituted by the Board in their Meeting held on 12-09-2016 under the provisions of Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014 as net profit of the Company for the financial year 2015-2016 had exceeded Rs. 5 Crores as defined in the definition of the Net profit for the purpose of calculation of net profit under the provisions of Corporate Social responsibility Rules and under the Companies Act,2013. The Corporate Social Responsibility (CSR) Committee of the Board of Directors of the Company was constituted comprising of three (3) Directors of the company, i.e. Shri Jaspal Singh Marwah, Director, Shri Amitaabh Goenka,



## PREMIER POLYFILM LTD.

Executive Director and Shri Sumat Parsad Jain, Executive Director, Members of the Committee. Shri Jaspal Singh Marwah is non executive Independent Director of the Company, whereas Shri Amitaabh Goenka is promoter Director and Shri Sumat Parsad Jain is the Executive Director of the Company. The Committee has been authorized to look after following major functions :

- To formulate and recommend to the Board, a CSR policy which shall indicate the activities to be undertaken by the Company as per the Companies Act, 2013;
- To review and recommend the amount of expenditure to be incurred on the activities to be undertaken by the company;
- To monitor the CSR policy of the Company from time to time;
- Any other matter as the CSR Committee may deem appropriate after approval of the Board of Directors or as may be directed by the Board of Directors from time to time.

The Meeting of CSR Committee was held on 25th December, 2017 where all the three members of the Committee were present.

### INDEPENDENT DIRECTOR'S MEETING

A Meeting of the Independent Directors was held on 05th February, 2018 without the attendance of Non Independent Directors and members of the management. The Independent Directors reviewed the performance of the non-independent Directors and the Board as a whole, the performance of the Chairperson of the Company, taking into account the views of executive Directors and non executive Directors and assessed the quality, quantity and timeliness of flow of information between the Company's management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

Name of Director	No. of Meetings Held	No. of Meetings attended
Shri Jaspal Singh Marwah (Chairman)	1	1
Shri Manoj Kumar Gupta	1	1
Shri Kamlesh Kumar Sinha	1	1
Smt. Rashmee Singhania	1	0

### COMPLIANCE OFFICER

Shri N.K. Bhandari, Company Secretary

### NUMBER OF SHAREHOLDERS COMPLAINTS RECEIVED DURING THE PERIOD APRIL 1, 2017 TO MARCH 31, 2018

One number of complaint was received from Shareholder during the year 2017-18 which was resolved immediately.

### NUMBER OF COMPLAINTS PENDING WITH THE COMPANY

NIL

### NUMBER OF SHARES PENDING FOR TRANSFER

NIL

## GENERAL INFORMATION FOR SHAREHOLDERS

**REGISTERED OFFICE :** 305, III FLOOR, ELITE HOUSE, 36, COMMUNITY CENTRE,  
KAILASH COLONY EXTENSION, (ZAMROODPUR) NEW DELHI 110 048  
PHONE 011- 29246481  
WEBSITE: www.premierpoly.com  
EMAIL: compliance.officer@premierpoly.com

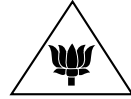
**ANNUAL GENERAL MEETING :** DATE : 28-09-2018  
Day : Friday  
TIME: 11.30 A.M.  
VENUE : SHAH AUDITORIUM, 2, RAJ NIWAS MARG  
CIVIL LINES, DELHI - 110054

**DATE OF BOOK CLOSING\* :** 22-09-2018 to 28-09-2018 (Both days inclusive)

\*for the purpose of Annual General Meeting  
and to determine eligible shareholders for the  
payment of Dividend

**DIVIDEND PAYMENT DATE :** 27th October, 2018

**LISTING ON STOCK EXCHANGES** 1. National Stock Exchange of India Limited (COMPANY CODE: PREMIERPOL)  
2. BSE Limited. (COMPANY CODE: 514354)

**PREMIER POLYFILM LTD.****MARKET PRICE DATA :**

Face value of fully paid Equity Share is Rs.5/- each.

**MARKET PRICE DATA (HIGH AND LOW) DURING EACH MONTH DURING 2017-2018**

	BSE Ltd.		National Stock Exchange of India Ltd.	
	High	Low	High	Low
April,2017	33.10	25.65	30.45	26.25
May,2017	31.00	26.70	31.70	26.25
June,2017	35.00	28.00	34.00	28.50
July,2017	33.50	28.05	33.00	26.25
August,2017	32.95	27.20	35.30	27.00
September,2017	59.45	28.00	59.85	29.00
October,2017	64.70	35.75	65.60	35.75
November,2017	45.85	35.15	46.35	36.00
December,2017	48.75	37.55	47.00	38.50
Januray,2018	49.95	38.00	47.00	37.00
Febuary,2018	54.50	32.55	55.00	34.00
March,2018	51.50	38.60	50.10	37.95

**REGISTRAR AND SHARE TRANSFER AGENT (RTA)**

Beetal Financial & Computers Services(P)Ltd.  
Beetal House, 99, Madangir, Behind Local Shopping Centre,  
Near Dada Harsukh Das Mandir , New Delhi-110062

**SHARE TRANSFER SYSTEM**

Share transfer requests in physical form are to be sent to RTA of the company which are processed within 15 days from the date of receipt subject to the documents being valid and complete in all respect.

Shares held in the dematerialized form are electronically traded in the Depository. The Registrar and Share Transfer Agents of the company periodically receives from the Depository, details of the beneficiary so as to enable them to update their records and to send all corporate communications, dividend warrants to the shareholders.

**DISTRIBUTION OF SHAREHOLDING AS ON 31-03-2018**

CATEGORY	NO. OF EQUITY SHARES OF RS.5/- EACH	% OF SHARE HOLDING
Promoters	1,00,15,148	47.80
Banks/FIS	2,98,775	1.43
Corporate Bodies	84,29,585	40.24
Individual (Public & NRI)	22,04,987	10.53
<b>Total</b>	<b>2,09,48,495</b>	<b>100.00</b>

**DEMATERIALIZATION OF SHARES AND LIQUIDITY AS ON 31-3-2018**

ISIN number of the company is **INE309M01012** and shares can be traded at BSE and NSE in dematerialized form.

**WORKS/PLANT LOCATION****UNIT - I**

40/1A, Site IV, Sahibabad Industrial Area, Sahibabad  
Distt. Ghaziabad(U.P.)

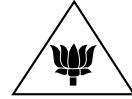
**UNIT - II**

A-13, Sikandrabad Industrial Area,  
Sikandrabad, District Bulanshahr, (UP)

**ADDRESS FOR CORRESPONDENCE**

305, III Floor, "Elite House", 36, Community Centre,  
Kailash Colony Extension (Zamroodpur), New Delhi 110048





## PREMIER POLYFILM LTD.

### ANNUAL GENERAL MEETINGS

FINANCIAL YEAR	2014-2015	2015-2016	2016-2017
DATE	21-09-2015	26-09-2016	27-09-2017
TIME	12.30 P.M.	10.30 A.M.	11.30 A.M.
VENUE	Shah Auditorium 2,Raj Niwas Marg Civil Lines Delhi 110054	Shah Auditorium 2,Raj Niwas Marg Civil Lines Delhi 110054	Shah Auditorium 2,Raj Niwas Marg Civil Lines Delhi 110054

### NOMINATION FACILITY

Section 72 of the Companies Act, 2013 provides inter alia, the facility of nomination to shareholders. This facility is mainly useful for all holders holding the shares in single name.

In case where the securities are held in joint names, the nomination will be effective only in the event of the death of all the holders. Shareholders are advised to avail of this facility.

### BENEFITS OF DEMATERIALISATION

Shareholders of the Company who are still holding the shares in physical form are advised to convert their holding into demat form, since the Company's equity shares are under compulsory demat trading.

### UNCLAIMED SHARE/AMOUNTS

The Shareholders who have not claimed their Dividend for the year 2015-2016 and 2016-2017 are advised to claim their Dividend otherwise the amount will be transferred to the Investors Education Fund Account in the year 2023 and 2024 respectively.

### GENERAL

Members are requested to quote their folio no./DP & Client ID nos, Email IDs, Telephone numbers for timely investor servicing by the Company/Registrar and Share Transfer Agent. Member holding shares in electronic form are requested to update with their depository participant their email IDs, Bank Particulars (9 digit MICR code) and any change thereof.

### DISCLOSURES:

- i) Disclosure on materially significant related party transactions i.e. transactions of the Company of material nature with its Promoters, Directors or the Management, or their subsidiaries or relatives that may have potential conflict with the interest of the Company at large.  
The Company does not have any related party transactions, which may have potential conflict with the interest of the Company at large.
- ii) Details of non compliance, penalties, stricture by SEBI/Statutory Authorities/Stock Exchanges on matters relating to capital markets during the last three years.  
There was no non compliance for the year ended 31st March,2018 and no penalties and/or any stricture was passed against the company by SEBI/Statutory Authorities/Stock Exchanges on matters relating to capital markets during the last three years.

### MEANS OF COMMUNICATION:

The Notice of Board Meetings for consideration of Unaudited Financial results and the financial results are published in the Financial Express and Jansatta the vernacular (Hindi) Newspaper. All material information about the company is promptly posted at their web sites where its equity shares are listed.

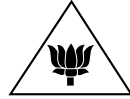
### COMPLIANCE CERTIFICATE OF THE AUDITORS

The company has obtained a Certificate from the Statutory Auditors regarding Compliance of the conditions of Corporate Governance and the same is annexed as **Annexure "VIII"**.

Place : New Delhi  
Date : 29/05/2018  
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/-  
Amar Nath Goenka  
Managing Director  
DIN: 00061051  
Address : "Vrindavan Farm",  
No. 1, Green Avenue,  
Behind Sector D-3, Vasant Kunj,  
Kishangarh, New Delhi 110070

By order of the Board  
For PREMIER POLYFILM LTD.  
Sd/-  
Jaspal Singh Marwah  
Director  
DIN: 00069325  
Address : "Spring House",  
No. 3, Green Avenue,  
Behind Sector D-3, Vasant Kunj,  
Kishangarh, New Delhi 110070



**PREMIER POLYFILM LTD.**

**ANNEXURE “VIII”**

**AUDITORS'S CERTIFICATE ON CORPORATE GOVERNANCE**

**To  
THE MEMBERS OF PREMIER POLYFILM LTD.**

We have examined the compliance of conditions of Corporate Governance by PREMIER POLYFILM LTD. for the year ended on March 31, 2018 as stipulated in the Listing Agreement of the said company with Stock Exchanges in India.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was carried out in accordance with the Guidelines Note on Certification of Corporate Governance of the Listing Agreement, issued by the Institute of Chartered Accountants of India and was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company. In our opinion and to the best of our information and according to the explanations given to us and based on the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement. We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company. India.

**FOR M A R S & ASSOCIATES**  
Chartered Accountants  
(Firm Registration No. :010484N)

Sd/-  
Vipul Kumar Gupta  
Partner

Place : New Delhi

Date : 29<sup>th</sup> May, 2018

M.No : 522310

**DECLARATION BY THE MANAGING DIRECTOR UNDER THE LISTING AGREEMENT TO THE MEMBERS OF PREMIER POLYFILM LTD.**

**ANNEXURE “IX”**

I hereby declare that to the best of my knowledge and belief, all the members of the Board and senior management personnel of the Company have affirmed their respective compliance and code of conduct for the year ended March 31, 2018.

For Premier Polyfilm Ltd.  
Sd/-  
**(Amar Nath Goenka)**  
Managing Director & CEO

Place: New Delhi

Date : 29/05/2018

**ANNEXURE “X”**

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT  
(ANNEXURE TO DIRECTORS REPORT)**

**INDUSTRY**

The company is engaged in the manufacture of vinyl flooring, sheeting and artificial leather cloth. The products of the company are used for a variety of industrial and consumer applications. Overall growth rate of the market size is more than 10% annually. Encouraged by the results the Company has already gone to establish another factory at its industrial plot at Sikandrabad Industrial Area, Sikandrabad, District Bulandshahr (UP) to manufacture 4500 M.T. per annum of Soft Touch Cushion type of Artificial PVC Leather cloth, PVC Sheetings and Films, Knitted Fabric etc at this unit annually. This unit will generate additional profits for the company.

The image of the company, built though quality products is the major strength of the company. The company has a significant share of the vinyl flooring, sheeting and artificial leather cloth market and is the quality leader in the vinyl flooring market.

**RISK AND CONCERNS**

PVC resin is the most important raw material for the company. Demand for PVC resin in the country has been increasing every year. Additional capacity for manufacture of PVC resin was commissioned in the year 2010 but the supply is still not adequate to meet the demand. Further, for certain grade of resin, there is only one manufacturer in the country. Hence any disruption in the supply from this source can effect the operations of the company. There is severe competition in the market for the company's products. The overall capacity in the industry is significantly more than the demand. This can affect adversely their margins in sale of products.

**FINANCIAL PERFORMANCE**

Net Turnover for the year was Rs. 14,501/- Lakhs which was Rs.11,524/- Lakhs for the previous year. Profit margins and Sales was low due to dumping of imported material in the market and unhealthy competition from domestic manufacturers.

**EXPORT PERFORMANCE**

The Company could Export the products to the tune of Rs. 2,474/- Lakhs during the current year as against Rs.2,777/- Lakhs during the previous year.



**INTERNAL CONTROL SYSTEM**

The Company has proper and adequate internal control system to ensure that its assets are safeguarded and that transactions are properly authorised, reported and recorded. The Company has also a system of internal audit and management reviews to ensure compliance with the prescribed procedure and authority level.

**MEDIUM-TERM AND LONG –TERM STRATEGY**

The Company has successfully navigated through up-to-date technology over the last few years, pivoting and adopting each time to build relevant new capabilities and helping our clients realize the benefits of that new technology. Our responsiveness, agility and adaptability to change have been core to our longevity in the competitive market.

The company would continue to explore ways and means to lower the operating cost by modernisation of the equipments, developing new and economical formulations for productions and adding new range of products. The company also plans to increase its market shares both in domestic and in export market by exploring new opportunities through trained manpower and spreading network of dealers and distributors.

**HUMAN RESOURCES**

The Company appreciate the efforts of its dedicated team of employees. Industrial relations were cordial during the year. The Company accords very high priority to safety in all aspects of its operations. The employees are trained in various aspects of safety. Regular safety audits are conducted to ensure high safety standards.

For Premier Polyfilm Ltd.  
Sd/-

**(Amar Nath Goenka)**

Managing Director & CEO

Place: New Delhi

Date : 29/05/2018

**ANNEXURE “XI”**

**REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES/INITIATIVE**

- (1) A brief outline of the company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or Programmes.

The Corporate Social Responsibility Committee (CSR) of the Board was constituted by the Board in their Meeting held on 12-09-2016 under the provisions of Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014 as net profit of the Company for the financial year 2015-2016 had exceeded Rs. 5 Crores as defined in the definition of the Net profit for the purpose of calculation of net profit under the provisions of Corporate Social responsibility Rules and under the Companies Act, 2013.

The scope CSR activities undertaken by the Company are covered under the activities notified under the provisions of the Companies Act, 2013 and CSR Rules made thereunder including Schedule VII and Companies' (Corporate Social responsibility Policy) Rules,2014.

- (2) The Composition of the CSR Committee.  
The Corporate Social Responsibility (CSR) Committee of the Board of Directors of the Company was constituted comprising of three (3) Directors i.e., Shri Amitabh Goenka, Executive Director, Shri Jaspal Singh Marwah, Director and Chairman of the Committee and Shri Sumat Parsad Jain, Executive Director of the Company as members of CSR Committee.
- (3) Average net profit of the company for last three financial years =Rs. 5,16,71,841/-
- (4) Prescribed CSR Expenditure (two per cent. Of the amount as in item 3 above)= Rs. 10,33,439 /-
- (5) Details of CSR spent during the financial year.
- (a) Total amount to be spent for the financial year; Rs.10,33,439/-
- (b) Amount unspent, if any: Nil
- (c) Manner in which the amount spent during the financial year is detailed below:

S. No.	Particulars	Comments
1.	CSR project or activity identified	Gomati Goenka Matri Sadan for Construction of additional ward for patients.
2.	Sector in which the project is covered	Health
3.	Projects or programme (1) Local area or other (2) Specify the state and district where projects or programs was undertaken	Other State :Bihar, District : Munger
4.	Amount outlay (budget project or programme wise	Rs.10,33,439/-
5.	Amount spent on the project or programme Sub Heads; (1) Direct expenditure on projects or programmes (2) Overheads	Rs.10,33,439/-
6.	Cumulative expenditure up to the reporting period	Rs.19,02,932/-
7.	Amount Spent direct or through implementing agency	Implementing agency i.e. Shree Magniram Baijmath Charitable Trust



6. In case the company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report.  
Not applicable as full amount was spent during the year.
7. A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the company.  
The CSR Committee confirms that the implementation and monitoring of CSR Policy is compliance with CSR objectives and Policy of the Company.

**For and on behalf of CSR Committee**

Sd/-  
Jaspal Singh Marwah  
(Chairman CSR Committee)

Sd/-  
Amitaabh Goenka  
( Executive Director)

Sd/-  
Sumat Parsad Jain  
(Executive Director)

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## **INDEPENDENT AUDITORS' REPORT**

### **TO THE MEMBERS OF PREMIER POLYFILM LTD.**

#### **Report on the Ind AS Financial Statements**

We have audited the accompanying Ind AS financial statements of **PREMIER POLYFILM LTD.** ("the Company"), which comprise the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss ( including other comprehensive income ), the Statement of Cash Flow and the Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as 'Ind AS financial statements').

#### **Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act read with relevant rules issued thereunder.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on these Ind AS financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

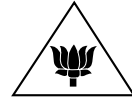
We conducted our audit in accordance with the Standards of Auditing specified under Section 143(10) of the Act. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Ind AS financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of Ind AS financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Ind AS financial statements.

#### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the Ind AS, of the financial position of the Company as at 31st March, 2018 and its financial performance including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.



**Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of Section 143(11) of the Act, and according to the information and explanations given to us and also on the basis of such checks as we considered appropriate, we give in the 'Annexure A', a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b. In our opinion, proper books of account as required by law relating to the preparation of the financial statements have been kept by the Company so far as it appears from our examination of those books;
  - c. The Balance sheet, the Statement of Profit and Loss, the Statement of Cash Flows and the Statement of changes in Equity dealt with by this report are in agreement with the books of account ;
  - d. In our opinion, the aforesaid Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with relevant Rules issued thereunder;
  - e. On the basis of the written representations received from the directors as on March 31, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018 from being appointed as a director in terms of Section 164(2) of the Act.
  - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
  - g. With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i) The Company has disclosed the impact of pending litigations on its financial position in its financial statements – refer note 2.31& 2.39 to the Ind AS financial statements;
    - ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
    - iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company .

**FOR M A R S & ASSOCIATES**  
Chartered Accountants  
(Firm Registration No. :010484N:)

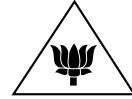
Place : New Delhi  
Date : 29<sup>th</sup> May, 2018

Vipul Kumar Gupta  
Partner  
M.No : 522310

**'Annexure A' to the Independent Auditors' Report**

Referred to in Paragraph 1 under the heading of 'Report on Other Legal and Regulatory Requirements' section of our report of even date.

- 1.1
  - a. The Company has maintained proper records showing full particulars including quantitative details and situations of its fixed assets.
  - b. According to the information and explanations given to us, the fixed assets have been physically verified by the management. No material discrepancies were noticed on such physical verification.
  - c. The lease agreements relating to leasehold land are held in the name of Company and are duly registered with the appropriate authority.
- 1.2 As explained to us, the inventories of the Company have been physically verified by the management at regular intervals during the year. There were no material discrepancies noticed on physical verification of inventory as compared to the book records.
- 1.3 The Company has not granted any loans, secured or unsecured, to any company, firm, limited liability partnership or other parties covered in the register maintained under Section 189 of the Act. Accordingly, paragraph 3(iii) (a) to (c) of the Order is not applicable to the Company.
- 1.4 According to the information and explanations given to us, since the Company has not given any loan or guarantee or provided any security in connection with loan or acquired securities during the year, paragraph 3(iv) of the Order is not applicable to the Company.



## PREMIER POLYFILM LTD.

- 1.5 The Company has not accepted any public deposits and accordingly, the provisions of Section 73 to 76 or any other relevant provisions of the Act and the rules framed thereunder are not applicable to the Company.
- 1.6 We have broadly reviewed the books of account maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014 made by the Central Government for maintenance of cost records under Section 148 of the Companies Act, 2013 and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained.
- 1.7 a. According to the information and explanations given to us and the records of the Company examined by us, the Company is generally regular in depositing the undisputed statutory dues for the year including provident fund, employees' state insurance, income tax, service tax, value added tax, customs duty, excise duty and other material statutory dues as applicable with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at March 31, 2018 for a period of more than six months from the date of becoming payable.
- b. The disputed statutory dues as at 31st March, 2018 aggregating to Rs.15,455,289 /-, that have not been deposited on account of matters pending before appropriate authorities are as under :

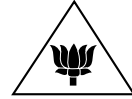
Nature of the statute	Nature of the dues	Forum where dispute is pending	Amount (Rs.)
UP Trade Tax Act	Sales Tax	Allahabad High Court	13,866,816/-
Sales Tax Act	Entry Tax	Allahabad High Court	1,588,473/-

- 1.8 According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of dues to bank. The Company has not obtained any borrowings from any financial institution, government or debenture holders during the year.
- 1.9 The Company has raised monies only by way of term loans and the loans are applied for the purpose for which the loans are raised.
- 1.10 During the course of our examination of the books of account carried out in accordance with the generally accepted auditing practices in India, we have neither come across any incidence of fraud by the Company or on the Company by its officers or employees, nor have we been informed of any such case by the management.
- 1.11 In our opinion and according to the information and explanations given to us, managerial remuneration including the sitting fees to the directors has been paid or provided by the Company in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Companies Act, 2013.
- 1.12 In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- 1.13 According to the information and explanations given to us, the transactions with related parties are in compliance with Section 177 & 188 of the Companies Act, 2013, where applicable and details of such transactions have been disclosed in the Ind AS financial statements as required by the applicable Accounting Standard.
- 1.14 During the year the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures and therefore paragraph 3(xiv) of the Order is not applicable to the Company.
- 1.15 According to the information and explanations given to us, during the year, the Company has not entered into any non-cash transactions with directors / persons connected with the directors and therefore provisions of section 192 of the Act are not applicable to the Company.
- 1.16 According to the information and explanations given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

**FOR M A R S & ASSOCIATES**  
Chartered Accountants  
(Firm Registration No. :010484N:)

Place : New Delhi  
Date : 29<sup>th</sup> May, 2018

Vipul Kumar Gupta  
Partner  
M.No : 522310



**“ANNEXURE-B” TO THE INDEPENDENT AUDITOR'S REPORT**

Referred to in Paragraph-2(f) under “Report on Other Legal & Regulatory Requirements” section of our report of even date  
**Report on the Internal Financial Controls under Clause(i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**  
We have audited the internal financial controls over financial reporting of Premier Polyfilm Ltd. (“the Company”) as at March 31, 2018 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date

**Management’s Responsibility for Internal Financial Controls**

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors’ Responsibility**

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls over Financial Reporting**

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that

1. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
2. provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
3. provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

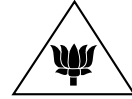
**Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**FOR M A R S & ASSOCIATES**  
Chartered Accountants  
(Firm Registration No. :010484N:)

Vipul Kumar Gupta  
Partner  
M.No : 522310

Place : New Delhi  
Date : 29<sup>th</sup> May, 2018



**PREMIER POLYFILM LTD.**

**BALANCE SHEET AS AT 31ST MARCH, 2018**

DESCRIPTION	Note	AS AT 31ST	AS AT 31ST
		MARCH, 2018	MARCH, 2017
		Rs.	Rs.
<b>ASSETS</b>			
<b>1. Non-current Assets</b>			
Property, Plant & Equipment	2.1	306,834,573	287,070,128
Capital Work-in-progress	2.1	18,739,060	-
Other Intangible Assets	2.2	368,726	471,464
Financial Assets			
Investments	2.3	3,590,000	4,960,000
Deferred Tax Asset	2.4	12,004,895	9,762,401
Other Non-current Assets	2.5	9,885,728	7,981,613
<b>2. Current Assets</b>			
Inventories	2.6	254,050,347	189,029,104
Financial Assets			
Trade Receivables	2.7	185,118,192	191,756,952
Cash & Cash Equivalents	2.8	31,412,917	47,293,306
Other Bank Balances	2.9	58,861,265	43,897,684
Other Current Assets	2.10	26,880,170	28,949,807
<b>TOTAL ASSETS</b>		<b>907,745,873</b>	<b>811,172,459</b>
<b>EQUITY AND LIABILITIES</b>			
<b>1. Equity</b>			
(a) Equity Share Capital	2.11	105,900,788	105,900,788
(b) Other Equity	2.12	272,257,193	237,750,541
(c) Capital Subsidy		4,768,650	-
<b>2. Non-Current Liabilities</b>			
Financial Liabilities			
Long-term Borrowings	2.13	71,830,641	58,684,104
Provisions	2.14	28,532,506	24,366,054
Deferred Tax Liability	2.4	11,121,734	9,341,874
<b>3. Current Liabilities</b>			
Financial Liabilities			
(a) Short-term Borrowings			
Loan repayable on demand	2.15	192,314,117	150,750,781
(b) Trade Payables	2.16	100,837,690	127,657,680
(c) Other Financial Liabilities	2.17	81,181,923	63,586,705
Other Current Liabilities	2.18	25,387,013	27,051,517
Provisions	2.19	6,128,608	3,756,980
Current Tax Liabilities (Net)	2.20	7,485,010	2,325,435
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>907,745,873</b>	<b>811,172,459</b>
SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS	1 & 2		

The Notes referred to above form an integral part of the Balance Sheet. This is the Balance Sheet referred to in our report of even date.

For MARS & ASSOCIATES

Chartered Accountants

Firm Registration No. 010484N

Vipul Kumar Gupta

Partner

Membership No. 522310

T-2319 2nd Floor, Faiz Road,

Karol Bagh, Delhi 110005

The 29<sup>th</sup> day of May, 2018

N.K.Bhandari

Company Secretary

Pan No. ACIPN 5410D

Membership No. ACS 290

Amar Nath Goenka

Managing Director

CEO & CFO

DIN NO. 00061051

Address : Vrindavan Farm

No. 1, Green Avenue

Behind Sector D-3, Vasant

kunj, Kishangarh, New Delhi 110070

Jaspal Singh Marwah

Director

DIN NO. 00069325

Address : Spring House

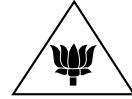
No. 3, Green Avenue

Behind Sector D-3,

Vasant Kunj

Kishangarh, New Delhi 110070





**PREMIER POLYFILM LTD.**

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2018**

DESCRIPTION	Note	Year ended	Year ended
		31st March, 2018	31st March, 2017
		Rs.	Rs.
<b>REVENUE</b>			
Revenue From Operations	2.21	1,426,550,995	1,136,368,605
Other Income	2.22	23,576,099	15,992,005
<b>TOTAL REVENUE</b>		<b>1,450,127,094</b>	<b>1,152,360,610</b>
<b>EXPENSES</b>			
Cost of Material Consumed	2.23	826,478,944	664,849,407
Purchase of Stock-in-Trade	2.24	1,539,909	4,581,596
Changes in Inventories of Finished Goods and Work-in-Progress	2.25	(17,094,228)	(13,735,213)
Employee Benefits Expenses	2.26	139,284,699	111,187,580
Finance Cost	2.27	27,247,228	25,179,237
Manufacturing Expenses	2.28	149,416,360	124,230,613
Administrative and Other Expenses	2.29	33,198,610	33,815,528
Selling & Distribution Expenses	2.30	25,828,329	24,970,735
Excise Duty/GST		163,070,360	98,928,375
Depreciation and amortisation expenses	2.1 & 2.2	29,476,163	21,881,731
<b>TOTAL EXPENSES</b>		<b>1,378,446,374</b>	<b>1,095,889,589</b>
<b>Profit before tax</b>		<b>71,680,720</b>	<b>56,471,021</b>
<b>Tax Expenses :</b>			
Current Tax		25,339,000	18,715,000
Deferred Tax		(462,634)	1,054,974
Earlier Year		(139,887)	643,698
<b>Profit for the year</b>		<b>46,944,241</b>	<b>36,057,349</b>
<b>OTHER COMPREHENSIVE INCOME</b>			
<b>Items that will not be reclassified to Profit and Loss</b>			
Changes in Fair Value of FVTOCI Equity Securities		(1,370,000)	(610,000)
Re-measurements of post employment benefit obligations		2,299,969	2,362,210
Income Tax relating to these items		(761,000)	(785,000)
<b>Other Comprehensive Income for the year</b>		<b>168,969</b>	<b>967,210</b>
<b>Total Comprehensive Income for the year comprising Profit and other Comprehensive Income</b>		<b>47,113,210</b>	<b>37,024,559</b>
Basic and Diluted Earnings per Equity Share		2.24	1.72
Face value per equity share		5.00	5.00
<b>SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS 1 &amp; 2</b>			

The Notes referred to above form an integral part of the Statement of Profit and Loss. This is the Statement of Profit and Loss referred to our report of even date.

For MARS & ASSOCIATES

Chartered Accountants

Firm Registration No. 010484N

Vipul Kumar Gupta

Partner

Membership No. 522310

T-2319 2nd Floor, Faiz Road,

Karol Bagh, Delhi 110005

The 29<sup>th</sup> day of May, 2018

N.K.Bhandari

Company Secretary

Pan No. ACIPN 5410D

Membership No. ACS 290

Amar Nath Goenka

Managing Director

CEO & CFO

DIN NO. 00061051

Address : Vrindavan Farm

No. 1, Green Avenue

Behind Sector D-3, Vasant

kunj, Kishangarh, New Delhi 110070

Jaspal Singh Marwah

Director

DIN NO. 00069325

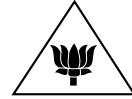
Address : Spring House

No. 3, Green Avenue

Behind Sector D-3,

Vasant Kunj

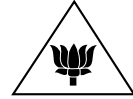
Kishangarh, New Delhi 110070



**PREMIER POLYFILM LTD.**

**CASH FLOW STATEMENT ANNEXED TO THE BALANCE SHEET FOR THE YEAR ENDED 31ST MARCH, 2018.**

DESCRIPTION	Year ended	Year ended
	31st March, 2018	31st March, 2017
	Rs.	Rs.
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Profit before tax	71,680,720	56,471,021
Adjusted for :		
Loss on disposal of property, plant and equipment	173,609	-
Profit on disposal of property, plant and equipment	-	(1,436,868)
Depreciation and amortisation expenses	29,476,163	21,881,731
Liabilities written back	(613,039)	(40,767)
Interest expenses on loans	23,773,231	22,117,062
Interest income from term deposits	(5,226,427)	(6,104,967)
Operating profit before working capital changes	119,264,257	92,887,212
Adjusted for :		
( Increase ) / Decrease in trade receivables & other assets	6,638,760	(39,739,519)
( Increase ) / Decrease in Inventories	(65,021,243)	(46,657,070)
( Increase ) / Decrease in loans and advances	(284,517)	(188,656)
Increase / ( Decrease ) in trade and other payables	(12,128,285)	62,339,333
Cash generated from operations	48,468,972	68,641,300
Tax paid (Net)	20,800,538	26,190,079
Net cash from operating activities	27,668,434	42,451,221
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of property, plant and equipment	(68,181,731)	(95,662,484)
Disposal of property, plant and equipment	131,192	4,464,827
Proceeds from term deposit with banks (Net)	(14,641,232)	6,928,050
Interest income	5,676,466	6,628,537
Net cash (used in ) investing activities	(77,015,305)	(77,641,070)
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from long term borrowings	50,000,000	440,000
Repayment of long term borrowings	(25,473,257)	(25,245,726)
Proceeds from short term borrowings	64,050,000	59,500,000
Repayment of short term borrowings	(24,000,000)	(24,750,000)
Proceeds from Capital Subsidy	4,768,650	-
Interest paid	(30,206,841)	(18,917,897)
Dividend and Tax on Dividend paid	(12,606,558)	(12,606,558)
Net cash (used in ) / from financing activities	26,531,994	(21,580,181)
Net increase in cash and cash equivalents	(22,814,877)	(56,770,030)
Opening balance of cash and cash equivalents	(28,812,777)	27,957,253
Closing balance of cash and cash equivalents	(51,627,654)	(28,812,777)

**PREMIER POLYFILM LTD.**

DESCRIPTION	Year ended	Year ended
	31st March, 2018	31st March, 2017
	Rs.	Rs.
Note :		
Cash and cash equivalents comprise :		
Cash in hand	475,162	839,365
Balances with banks		
In current accounts	15,865,929	16,925,390
In term deposit accounts	15,720,372	29,854,748
In Cash credit account	(83,689,117)	(76,432,280)
	<u>(51,627,654)</u>	<u>(28,812,777)</u>

As per our report of even date

For MARS & ASSOCIATES  
Chartered Accountants  
Firm Registration No. 010484N

Vipul Kumar Gupta  
Partner  
Membership No. 522310  
T-2319 2nd Floor, Faiz Road,  
Karol Bagh, Delhi 110005  
The 29<sup>th</sup> day of May, 2018

N.K.Bhandari  
Company Secretary  
Pan No. ACIPN 5410D  
Membership No. ACS 290

Amar Nath Goenka  
Managing Director  
CEO & CFO  
DIN NO. 00061051  
Address : Vrindavan Farm  
No. 1, Green Avenue  
Behind Sector D-3, Vasant  
Kunj, Kishangarh, New Delhi 110070

Jaspal Singh Marwah  
Director  
DIN NO. 00069325  
Address : Spring House  
No. 3, Green Avenue  
Behind Sector D-3,  
Vasant Kunj  
Kishangarh, New Delhi 110070



## **NOTE - 1 : SIGNIFICANT ACCOUNTING POLICIES**

### **Corporate Information**

Premier Polyfilm Ltd. has been incorporated on 17th July, 1992 under the Companies Act, 1956. The Company is mainly engaged in manufacturing and sale of PVC films and sheets.

### **Basis of Preparation**

The financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 ( the Act) - [ Companies ( Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act.

The financial statements up to year ended 31 March 2016 were prepared in accordance with the accounting standards notified under Companies (Accounting Standard) Rules, 2006 (as amended) and other relevant provisions of the Act. These financial statements are the first financial statements of the Company under Ind AS. Refer Note 2.42 for an explanation of how the transition from previous GAAP to Ind AS has affected the Company's financial position, financial performance and cash flows.

### **Borrowing Cost :**

Borrowing Costs directly attributable to the acquisition, construction or production of qualifying assets are capitalised during the period of time that is necessary to complete and prepare the asset for its intended use. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. Capitalisation of borrowing costs is suspended in the period during which the active development is delayed due to, other than temporary, interruption. All other borrowing costs are charged to the Statement of Profit and Loss as incurred.

### **Capital Work in Progress**

All directly attributable project related expenses via civil works, machinery under erection, construction and erection materials, pre-operative expenditure net of revenue incidental / attributable to the construction of project, borrowing cost incurred prior to the date of commercial operations are shown under Capital Work-in- Progress. These expenditures are net off corresponding recoveries, if any, and income from project specific borrowed surplus funds.

### **Property, Plant and Equipment**

Property , plant and equipment are stated at their cost of acquisition. The cost comprises purchase price, borrowing cost if capitalisation criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discount and rebates are deducted in arriving at the purchase price. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed , its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in statement of profit and loss as incurred.

Depreciation on Fixed assets except Leasehold Land is provided on Straight Line Method according to the useful lives of the assets and procedure prescribed in Schedule II of the Companies Act, 2013. However, Leasehold Land is amortised every year at a uniform rate over the period of lease.

### **Intangible Assets**

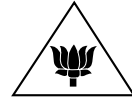
Intangible assets are stated at their cost of acquisition. The cost comprises purchase price, borrowing cost if capitalisation criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discount and rebates are deducted in arriving at the purchase price.

### **Impairment of non-financial Assets**

The Company assesses at each balance sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognised in the statement of profit and loss.

### **Financial assets**

Financial assets are recognised when the Company becomes a party to the contractual provisions of the financial instrument and are measured initially at fair value adjusted for transaction costs. All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are generally classified as at fair value through profit and loss (FVTPL). For all other equity instruments , the Company decides to classify the same either as at fair value through other comprehensive income (FVTOCI) or fair value through profit and loss (FVTPL). The classification is made on initial recognition and is irrecoverable.



### **Financial liabilities**

All financial liabilities are recognised initially at fair value and transaction cost that is attributable to the acquisition of the financial liabilities is also adjusted.

### **Inventories**

- i) Raw Materials and Stores and Spares are valued at lower of cost and net realisable value.
- ii) Work-in-progress is valued at actual material cost plus estimated manufacturing cost.
- iii) Finished Goods are valued at lower of cost and net realisable value.

### **Revenue Recognition**

Revenue is recognised when it is probable that the economic benefits will flow to the Company and it can be reliably measured. Revenue is measured at the fair value of the consideration received / receivable net of rebates and taxes. Revenue from the sale of goods are recognised upon passing of title to the customers which generally coincides with their delivery. Interest income is recorded using the effective interest rate.

### **Foreign Currency Transaction**

The financial statements are presented in currency INR. Foreign currency are translated using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from re-measurement of monetary items denominated in foreign currency at year-end exchange rates are recognised in the statement of profit and loss.

Non-monetary items are not retranslated at year-end and are measured at historical cost (translated using the exchange rates at the transaction date), except for non-monetary items measured at fair value which are translated using the exchange rates at the date when fair value was determined.

### **Retirement Benefits**

The Company has Defined Contribution plans for post employment benefits namely provident Fund Contribution which is made at the prescribed rates to the Provident Fund Commissioner and is charged to the Profit and Loss Account. There are no other obligation other than the contribution payable.

The Company has defined benefit plans namely leave encashment as Compensated Absence and Gratuity for employees. The liability for Gratuity and Compensated Absence is determined on the basis of an actuarial valuation at the end of the year using the projected unit credit method.

Actuarial gains and losses arising from past experience and changes in actuarial assumptions are credited or charged to the statement of OCI in the year in which such gains or losses are determined.

### **Income Tax**

Tax expense recognised in statement of profit and loss comprises the sum of deferred tax and current tax not recognised in other comprehensive income or directly in equity.

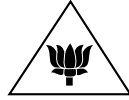
Calculation of current tax is based on tax rates and tax laws that have been enacted or substantively enacted by the end of reporting year. Deferred income taxes are calculated using the liability method. Deferred tax assets are recognised to the extent that it is probable that the underlying tax loss or deductible temporary difference will be utilised against future taxable income. This is assessed based on the Company's forecast of future operating results, adjusted for significant non-taxable income and expenses and specific limits on the use of any unused tax loss or credit.

### **Provision, Contingent liabilities and Contingent assets**

Provisions are recognised only when there is a present obligation, as a result of past events, and when a reliable estimate of the amount of obligation can be made at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates. Provisions are discounted to their present values, where the time value of money is material.

### **Segment Reporting**

The Company is mainly engaged in manufacturing and sale of PVC Films and Sheets. From the operations of the Company, it is considered as a single business Products and accordingly segment reporting on business segment is not required. The company has identified its geographical segments based in the areas in which the customers of the company are located. However, it is not feasible to maintain the accounts on the basis of geographical segments. Hence, segment reporting on geographical segments is not prepared.



NOTE - 2 : NOTES ON ACCOUNTS  
2.1: PROPERTY, PLANT AND EQUIPMENT

PARTICULARS	GROSS CARRYING AMOUNT (A)				DEPRECIATION / AMORTISATION (B)				NET CARRYING AMOUNT (A-B)	
	As at 31.03.2017	Addition	Disposal/ Adjustment	As at 31.03.18	As at 31.03.2017	Addition	Disposal/ Adjustment	As at 31.03.18	As at 31.03.17	As at 31.03.17
	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
<b>Tangible Assets</b>										
Leasehold Land	34,369,179	-	-	34,369,179	1,037,220	518,610	-	1,555,830	32,813,349	33,331,959
Buildings	104,121,790	19,817,157	-	123,938,947	4,908,118	3,983,589	-	8,891,707	115,047,240	99,213,672
Road	775,913	3,551,535	-	4,327,448	102,495	298,033	-	400,528	3,926,920	673,418
Plant and Machinery	174,552,760	21,048,704	-	195,601,464	36,045,047	21,172,335	-	57,217,382	138,384,082	138,507,713
Furniture and Fixture	1,043,250	116,699	-	1,159,949	343,018	162,882	-	505,900	654,049	700,232
Motor Vehicles	13,669,799	3,253,003	283,849	16,638,953	3,099,622	1,919,428	88,840	4,930,210	11,708,743	10,570,177
Office Equipments	3,551,601	1,381,662	212,744	4,720,519	948,916	835,652	102,952	1,681,616	3,038,903	2,602,685
Computer and Data Processing units	1,377,291	233,911	-	1,611,202	664,394	421,602	-	1,085,996	525,206	712,897
Electric Installations	800,477	-	-	800,477	43,102	21,294	-	64,396	736,081	757,375
<b>TOTAL</b>	<b>334,262,060</b>	<b>49,402,671</b>	<b>496,593</b>	<b>383,168,138</b>	<b>47,191,932</b>	<b>29,333,425</b>	<b>191,792</b>	<b>76,333,565</b>	<b>306,834,573</b>	<b>287,070,128</b>
Previous Year	242,554,550	95,662,484	3,954,974	334,262,060	26,376,666	21,742,281	927,015	47,191,932	287,070,128	-

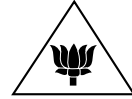
2.2 : OTHER INTANGIBLE ASSETS

Computer Software	697,250	40,000	-	737,250	225,786	142,738	-	368,524	368,726	471,464
Previous Year	697,250	-	-	697,250	86,336	139,450	-	225,786	471,464	-

CAPITAL WORK -IN-PROGRESS:

For the year	-	18,739,060	-	18,739,060	-	-	-	-	18,739,060	-
Previous Year	-	-	-	-	-	-	-	-	-	-

Note : Refer to Note 2.13.1 for information on Property, Plant and equipment pledged as security by the Company.



**PREMIER POLYFILM LTD.**

**2.3: NON-CURRENT INVESTMENTS (Trade - Fully paid up)**  
**Investment in Equity Instruments at FVTOCI - Quoted**

Name of the company	Face value per share	As at 31.03.2018		As at 31.03.2017	
		No of Shares	Fair Value	No of Shares	Fair Value
	Rs.		Rs.		Rs.
Eco Friendly Food Processing Park Ltd.	1.00	200,000	3,590,000	200,000	4,960,000
			<u>3,590,000</u>		<u>4,960,000</u>
Note: Aggregate amount of quoted investments and market value thereof			3,590,000		4,960,000
Aggregate amount of impairment in the value of investments			-		-

**2.4 : DEFERRED TAX**

PARTICULARS	As at 31.03.2018	As at 31.03.2017
	Rs.	Rs.
<b>Deferred tax liabilities</b>		
Property, plant and equipment	11,121,734	9,341,874
	<u>11,121,734</u>	<u>9,341,874</u>
<b>Deferred tax assets</b>		
Defined benefit obligations	11,460,004	9,298,318
Provision for employee benefits	544,891	464,083
	<u>12,004,895</u>	<u>9,762,401</u>

**2.5 : OTHER NON-CURRENT ASSETS**

PARTICULARS	As at 31.03.2018	As at 31.03.2017
	Rs.	Rs.
Security Deposits with Government Authorities and Others	9,835,728	7,931,613
Non-current bank balances (Refer Note 2.9)	50,000	50,000
<b>TOTAL</b>	<u>9,885,728</u>	<u>7,981,613</u>

**2.6 : INVENTORIES**

PARTICULARS	As at 31.03.2018	As at 31.03.2017
	Rs.	Rs.
Raw Materials	140,310,971	96,831,064
Material-in-Transit	1,089,403	3,039,401
Work-in-Progress	18,007,870	13,867,823
Finished Goods	74,362,237	61,408,055
Stores and Spares	20,279,866	13,882,761
<b>TOTAL</b>	<u>254,050,347</u>	<u>189,029,104</u>

**2.7 : TRADE RECEIVABLES (Unsecured )**

PARTICULARS	As at 31.03.2018	As at 31.03.2017
	Rs.	Rs.
Considered doubtful	9,910,027	17,836,932
Others – Considered good	175,208,165	173,920,020
<b>TOTAL</b>	<u>185,118,192</u>	<u>191,756,952</u>



**PREMIER POLYFILM LTD.**

**2.8 : CASH AND CASH EQUIVALENTS**

PARTICULARS	As at 31.03.2018		As at 31.03.2017	
	Rs.		Rs.	
Balances with Banks				
- In Current Accounts		13,350,053		7,354,648
- In EEFC Accounts		1,867,330		9,244,545
- In Term Deposit with maturity period within three months from the reporting date		15,720,372		29,854,748
Cash in Hand		475,162		839,365
<b>TOTAL</b>		<b>31,412,917</b>		<b>47,293,306</b>

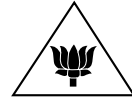
**2.9 : OTHER BANK BALANCES**

PARTICULARS	As at 31.03.2018		As at 31.03.2017	
	<u>Non-current</u>	<u>Current</u>	<u>Non-current</u>	<u>Current</u>
	Rs.	Rs.	Rs.	Rs.
Other Balances with Banks				
- In Dividend Account	-	648,546	-	326,197
- In Term Deposit under lien with maturity period within three months from the reporting date	-	6,586,463	-	2,302,979
- In Term Deposit having original maturity period more than 3 Month but less than twelve months.	-	35,029,249	-	25,884,653
- In Term Deposit under lien having original maturity period more than twelve months	50,000	16,597,007	50,000	15,383,855
	<b>50,000</b>	<b>58,861,265</b>	<b>50,000</b>	<b>43,897,684</b>
<b>Amount disclosed under non-current asset</b> (Refer Note 2.5)	<b>(50,000)</b>	<b>-</b>	<b>(50,000)</b>	<b>-</b>
<b>TOTAL</b>	<b>-</b>	<b>58,861,265</b>	<b>-</b>	<b>43,897,684</b>

**2.10: OTHER CURRENT ASSETS**

PARTICULARS	As at 31.03.2018		As at 31.03.2017	
	Rs.		Rs.	
Advances ( Unsecured - considered good )		21,679,618		18,979,600
Deposit with Government Authorities and Others		1,203,967		1,224,967
Interest Accrued but not due				
On Term Deposit	2,269,761		2,719,800	
On Security Deposit	649,679	2,919,440	661,184	3,380,984
Others		1,077,145		5,364,256
<b>TOTAL</b>		<b>26,880,170</b>		<b>28,949,807</b>





## PREMIER POLYFILM LTD.

### 2.11 : EQUITY SHARE CAPITAL

PARTICULARS	As at 31.03.2018		As at 31.03.2017	
	Number	Amount Rs.	Number	Amount Rs.
<b>Authorised Capital</b>				
Equity Shares of Rs.5.00 each	30,000,000	150,000,000	30,000,000	150,000,000
<b>Issued Capital</b>				
Equity Shares of Rs. 5.00 each fully paid up As per Last Balance Sheet	21,415,000	107,075,000	21,415,000	107,075,000
<b>Subscribed Capital</b>				
Equity Shares of Rs. 5.00 each fully paid up As per Last Balance Sheet	21,411,820	107,059,100	21,411,820	107,059,100
<b>Paid up Capital</b>				
Equity Shares of Rs. 5.00 each fully paid up At the beginning and at the end of the year	20,948,495	104,742,475	20,948,495	104,742,475
<b>Forfeited Shares</b>				
As per Last Balance Sheet		1,158,313		1,158,313
<b>TOTAL</b>		<b>105,900,788</b>		<b>105,900,788</b>

#### 2.11.1 Shareholders holding more than 5% of the equity shares in the Company

PARTICULARS	As at 31.03.2018		As at 31.03.2017	
	% holding	Number of shares of the Company held by the shareholder	% holding	Number of shares of the Company held by the shareholder
D.L.Millar & Company Ltd	13.16	2,757,762	13.16	2,757,762
Premier Polyplast and Processors Ltd.	12.74	2,669,875	12.74	2,669,875
Sri Vishvanath Enterprises Ltd.	19.83	4,155,106	19.92	4,173,140
Amitaabh Goenka	11.70	2,451,575	11.70	2,451,575
Sanghai Holding (P) Ltd.	14.32	3,000,000	14.32	3,000,000

#### 2.11.2. Rights, preferences and restrictions attached to the Equity Shares

The Equity Shares of the Company, having par value of Rs. 5.00 per share, rank pari passu in all respects including voting rights and entitlement to dividend. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive the remaining assets of the Company, after distribution of preferential amounts. The distribution will be in proportion to the number of equity shares held by the share holders.

#### 2.11.3 : STATEMENT OF CHANGES IN EQUITY

##### Equity Share Capital

As at 31st March,2017	105,900,788
Changes in Equity Share Capital	-
As at 31st March,2018	105,900,788
Changes in Equity Share Capital	-



## PREMIER POLYFILM LTD.

### 2.12 : OTHER EQUITY

PARTICULARS	Reserve and Surplus			Other Reserve FVTOCI		
	Security Premium	General Reserve	Retained earnings	Equity Instruments	Employee benefits	Total
	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
<b>As at 1st April,2016</b>	84,573,640	20,000,000	106,617,274	1,140,000	1,001,626	213,332,540
Change in Policy	-	-	-	-	-	-
Balance	84,573,640	20,000,000	106,617,274	1,140,000	1,001,626	213,332,540
Profit for the year	-	-	36,057,349	-	-	36,057,349
Other Comprehensive Income	-	-	-	(610,000)	1,577,210	967,210
Dividend	-	-	(10,474,248)	-	-	(10,474,248)
Dividend Distribution Tax	-	-	(2,132,310)	-	-	(2,132,310)
Transfer to General Reserve	-	20,000,000	(20,000,000)	-	-	-
<b>As at 31st March 2017</b>	84,573,640	40,000,000	110,068,065	530,000	2,578,836	237,750,541
Change in Policy	-	-	-	-	-	-
Balance	84,573,640	40,000,000	110,068,065	530,000	2,578,836	237,750,541
Profit for the year	-	-	46,944,241	-	-	46,944,241
Other Comprehensive Income	-	-	-	(1,370,000)	1,538,969	168,969
Dividend	-	-	(10,474,248)	-	-	(10,474,248)
Dividend Distribution Tax	-	-	(2,132,310)	-	-	(2,132,310)
Transfer to General Reserve	-	30,000,000	(30,000,000)	-	-	-
<b>As at 31st March 2018</b>	84,573,640	70,000,000	114,405,748	(840,000)	4,117,805	272,257,193

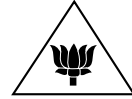
### 2.13 : SECURED LOANS - LONG TERM

PARTICULARS	As at 31.03.2018		As at 31.03.2017	
	Current Maturities	Non Current Maturities	Current Maturities	Non Current Maturities
	Rs.	Rs.	Rs.	Rs.
Term Loan from Bank	35,024,730	71,548,703	23,651,849	58,322,339
Term Loan for Vehicle	79,827	281,938	72,502	361,765
<b>TOTAL</b>	<b>35,104,557</b>	<b>71,830,641</b>	<b>23,724,351</b>	<b>58,684,104</b>

**2.13.1** Term Loan from Kotak Mahindra Bank Limited is secured by equitable mortgage of immovable properties and first charge on all present and future current assets of the company alongwith fixed assets.The Loan is also secured by personal guarantees of Shri Amar Nath Goenka, Smt. Indira Goenka and Shri Amitaabh Goenka.

**2.13.2** Repayable in equated monthly installments upto 5 year period from the month following the end of moratorium period of 12 months. New Term Loan of Rs. 500 Lacs repayable in equated monthly installments up to 5 year period from the month following the month of First disbursement of Term Loan.This is payable by 2022-23 and carries a rate of interest @ MCRL + 2.00%.Current rate of interest @10.30 p.a.

**2.13.3** The Company has taken vehicle loan from HDFC Bank Ltd. which is secured by way of hypothrcation of the vehicle, Repayable in equated monthly installments upto 5 year period , payable by 2021-22 and carries a current rate of interest @ 9.60% p.a.



**PREMIER POLYFILM LTD.**

**Repayment Schedule of Term Loan ( Non Current Portion )**

in the second year	35,808,019	26,442,493
in the third year	15,342,078	26,834,711
in the fourth year	11,477,553	5,309,626
in the fifth year	9,202,991	97,274
<b>TOTAL</b>	<b>71,830,641</b>	<b>58,684,104</b>

**2.14 : PROVISIONS - LONG TERM**

<b>PARTICULARS</b>	<b>As at 31.03.2018</b>	<b>As at 31.03.2017</b>
	<b>Rs.</b>	<b>Rs.</b>
Provision for Employee Benefits		
Retirement Benefits	28,532,506	24,366,054
<b>TOTAL</b>	<b>28,532,506</b>	<b>24,366,054</b>

**2.15 : CURRENT BORROWINGS**

<b>PARTICULARS</b>	<b>As at 31.03.2018</b>	<b>As at 31.03.2017</b>
	<b>Rs.</b>	<b>Rs.</b>
<b>Loans from bank - Secured</b>		
Cash Credit Facility	83,689,117	76,432,280
<b>Loans from other parties - unsecured</b>		
Other than related parties	108,625,000	74,318,501
<b>TOTAL</b>	<b>192,314,117</b>	<b>150,750,781</b>

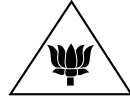
**2.15.1** Cash credit facility from Kotak Mahindra Bank Limited is secured by equitable mortgage of immovable properties and first charge on all present and future current assets of the Company alongwith fixed assets. The Cash Credit Facility are also secured by personal Guarantees of Shri Amar Nath Goenka, Smt. Indira Goenka and Shri Amitabh Goenka.

**2.16 : TRADE PAYABLES**

<b>PARTICULARS</b>	<b>As at 31.03.2018</b>	<b>As at 31.03.2017</b>
	<b>Rs.</b>	<b>Rs.</b>
Sundry Creditors – Other than Micro, Small and Medium Enterprises	100,837,690	127,657,680
<b>TOTAL</b>	<b>100,837,690</b>	<b>127,657,680</b>

**2.17 : OTHER FINANCIAL LIABILITIES**

<b>PARTICULARS</b>	<b>As at 31.03.2018</b>	<b>As at 31.03.2017</b>
	<b>Rs.</b>	<b>Rs.</b>
Current Maturities of Long Term Debts (Refer to Note 2.13)	35,104,557	23,724,351
Buyers' Credit	16,928,590	12,138,921
Sundry Creditors - Expenses	7,465,916	6,124,947
Other Liabilities	21,407,246	21,387,486
Trade Deposits	275,614	211,000
<b>TOTAL</b>	<b>81,181,923</b>	<b>63,586,705</b>



**PREMIER POLYFILM LTD.**

**2.18 : OTHER CURRENT LIABILITIES**

<b>PARTICULARS</b>	<b>As at 31.03.2018</b>	<b>As at 31.03.2017</b>
	<b>Rs.</b>	<b>Rs.</b>
Statutory Liabilities	<b>16,589,716</b>	16,998,783
Advance from Customers	<b>8,797,297</b>	10,052,734
<b>TOTAL</b>	<b>25,387,013</b>	27,051,517

**2.19 : PROVISIONS - SHORT TERM**

<b>PARTICULARS</b>	<b>As at 31.03.2018</b>	<b>As at 31.03.2017</b>
	<b>Rs.</b>	<b>Rs.</b>
Provision for Employee Benefits'		
Retirement Benefits	<b>6,128,608</b>	3,756,980
<b>TOTAL</b>	<b>6,128,608</b>	3,756,980

**2.20 : CURRENT TAX LIABILITIES (NET)**

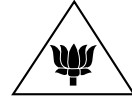
<b>PARTICULARS</b>	<b>As at 31.03.2018</b>	<b>As at 31.03.2017</b>
	<b>Rs.</b>	<b>Rs.</b>
Provision for Tax	<b>26,100,000</b>	19,500,000
Less: Advance tax with refund receivable	<b>18,614,990</b>	17,174,565
<b>TOTAL</b>	<b>7,485,010</b>	2,325,435

**2.21: REVENUE FROM OPERATIONS**

<b>PARTICULARS</b>	<b>Year ended on 31.03.2018</b>	<b>Year ended on 31.03.2017</b>
	<b>Rs.</b>	<b>Rs.</b>
Sale of Goods	<b>1,418,822,541</b>	1,133,036,794
Other Operating Revenues		
- Sale of Scrap	<b>7,728,454</b>	3,331,811
<b>TOTAL</b>	<b>1,426,550,995</b>	1,136,368,605

**2.22: OTHER INCOME**

<b>PARTICULARS</b>	<b>Year ended on 31.03.2018</b>	<b>Year ended on 31.03.2017</b>
	<b>Rs.</b>	<b>Rs.</b>
Interest Subsidy	<b>5,181,230</b>	-
Interest Income	<b>6,052,248</b>	6,982,381
Freight Received	<b>6,090,441</b>	5,213,669
Profit on Sale of Fixed Assets	-	1,436,868
Liabilities Written Off	<b>613,039</b>	40,767
Other Non - operating Income	<b>5,639,141</b>	2,318,320
<b>TOTAL</b>	<b>23,576,099</b>	15,992,005

**PREMIER POLYFILM LTD.****2.22.1 INTEREST INCOME**

<b>PARTICULARS</b>	<b>Year ended on 31.03.2018</b>	<b>Year ended on 31.03.2017</b>
	<b>Rs.</b>	<b>Rs.</b>
<b>Interest Income</b>		
On Term Deposits with Banks	5,226,427	6,104,967
From Customers on amounts overdue	243,457	93,340
On Security Deposits	582,364	784,074
<b>TOTAL</b>	<b>6,052,248</b>	<b>6,982,381</b>

**2.23: COST OF MATERIAL CONSUMED**

<b>PARTICULARS</b>	<b>Year ended on 31.03.2018</b>	<b>Year ended on 31.03.2017</b>
	<b>Rs.</b>	<b>Rs.</b>
Opening Stock of Raw Materials	96,831,064	60,769,119
Add : Purchase	869,958,852	700,911,352
Less : Closing Stock of Raw Materials	140,310,972	96,831,064
<b>TOTAL</b>	<b>826,478,944</b>	<b>664,849,407</b>

**2.24: PURCHASE OF STOCK-IN-TRADE**

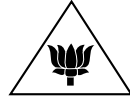
<b>PARTICULARS</b>	<b>Year ended on 31.03.2018</b>	<b>Year ended on 31.03.2017</b>
	<b>Rs.</b>	<b>Rs.</b>
Raw Materials	1,354,179	4,334,675
Stores and Spares	185,730	246,921
<b>TOTAL</b>	<b>1,539,909</b>	<b>4,581,596</b>

**2.25: CHANGES IN INVENTORIES OF FINISHED GOODS AND WORK- IN - PROGRESS**

<b>PARTICULARS</b>	<b>Year ended on 31.03.2018</b>	<b>Year ended on 31.03.2017</b>
	<b>Rs.</b>	<b>Rs.</b>
Opening Stock		
Finished Goods	61,408,055	49,914,752
Work-in-Progress	13,867,823	11,625,913
Less: Closing Stock		
Finished Goods	74,362,236	61,408,055
Work-in-Progress	18,007,870	13,867,823
<b>TOTAL</b>	<b>(17,094,228)</b>	<b>(13,735,213)</b>

**2.26: EMPLOYEE BENEFITS EXPENSES**

<b>PARTICULARS</b>	<b>Year ended on 31.03.2018</b>	<b>Year ended on 31.03.2017</b>
	<b>Rs.</b>	<b>Rs.</b>
Salary and Wages	130,048,069	100,479,119
Contribution to Provident and Pension Fund	5,389,739	4,570,470
Staff Welfare Expenses	3,846,891	6,137,991
<b>TOTAL</b>	<b>139,284,699</b>	<b>111,187,580</b>

**PREMIER POLYFILM LTD.****2.27: FINANCE COST**

<b>PARTICULARS</b>	<b>Year ended on 31.03.2018</b>	<b>Year ended on 31.03.2017</b>
	<b>Rs.</b>	<b>Rs.</b>
Interest Expenses	23,798,649	22,225,423
Other Finance Expenses	3,448,579	2,953,814
<b>TOTAL</b>	<b>27,247,228</b>	<b>25,179,237</b>

**2.28: MANUFACTURING EXPENSES**

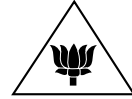
<b>PARTICULARS</b>	<b>Year ended on 31.03.2018</b>	<b>Year ended on 31.03.2017</b>
	<b>Rs.</b>	<b>Rs.</b>
Stores and Spares	29,087,543	26,532,069
Packing Charges	23,323,671	20,364,571
Power and Fuel	93,421,556	73,740,658
Repairs - Building	479,742	680,157
- Machinery	3,103,848	2,913,158
<b>TOTAL</b>	<b>149,416,360</b>	<b>124,230,613</b>

**2.29: ADMINISTRATIVE AND OTHER EXPENSES**

<b>PARTICULARS</b>	<b>Year ended on 31.03.2018</b>	<b>Year ended on 31.03.2017</b>
	<b>Rs.</b>	<b>Rs.</b>
Travelling and Conveyance	5,705,613	5,961,852
Telephone, Telex and Postal Expenses	2,969,201	2,851,381
Vehicle Upkeep Expenses	4,439,805	3,944,350
Legal and Professional Charges	5,217,278	4,900,086
Rent	1,538,080	1,672,340
CSR Expense	1,033,439	869,493
Insurance Charges	1,119,832	1,193,951
Auditors Remuneration	239,685	215,140
Loss on Sale of Fixed Assets	173,609	-
Other Expenses	10,762,068	12,206,935
<b>TOTAL</b>	<b>33,198,610</b>	<b>33,815,528</b>

**2.29.1 AUDITORS REMUNERATION**

<b>PARTICULARS</b>	<b>Year ended on 31.03.2018</b>	<b>Year ended on 31.03.2017</b>
	<b>Rs.</b>	<b>Rs.</b>
Audit Fees	100,000	100,000
Tax Audit Fees	20,000	20,000
Certification Fees	10,200	16,000
Out of Pocket Expenses	109,485	79,140
<b>TOTAL</b>	<b>239,685</b>	<b>215,140</b>



**PREMIER POLYFILM LTD.**

**2.30: SELLING AND DISTRIBUTION EXPENSES**

PARTICULARS	Year ended on	Year ended on
	31.03.2018	31.03.2017
	Rs.	Rs.
Advertisement and Publicity	2,850,391	4,060,899
Discount and Commission	2,814,793	4,282,883
Forwarding and Freight etc.	20,163,145	16,626,953
<b>TOTAL</b>	<b>25,828,329</b>	<b>24,970,735</b>

**2.31** The Company had claimed Trade Exemption U/S 4-A of The U.P.Trade Tax Act, 1948 amounting to Rs.709.14 Lacs from the Divisional Level Committee (DLC), Meerut (U.P.) which allowed a part of the claimed amount. Thereafter, company preferred to file Appeal against the order of DLC and over a period of time, claim of the company was allowed in parts by various forums of the department but full claimed amount of Rs. 709.14 Lacs was never granted. The matter is still pending at Allahabad High Court for exemption of balance outstanding amount of Rs.1,38,66,816 (previous year Rs. 1,38,66,816) for which exemption was not granted to the company. The Company has not paid this amount to the appropriate authorities as on date of Balance Sheet as liabilities are still disputed and under litigation.

**2.32** Exports benefits are taken on realisation basis.

**2.33 Information on Related Parties as required by Accounting Standard - (IND AS) 24"Related Party disclosures"**

I. Related Party Disclousers

a. Key Management Personnel

- Mr. Amar Nath Goenka – Managing Director
- Mr. Amitaabh Goenka – Executive Director
- Mr. S . P. Jain – Executive Director
- Mr. N.K.Bhandari - Company Secretary

b. Relative to Key Management Personnel

- Mrs. Indira Goenka
- Mrs. Manavi Goenka

II. Details of Transactions with Related Parties

(Financial Transactions have been carried at in the ordinary course of business and/or in discharge of contractual obligation)

PARTICULARS	Current Year	Previous Year
	Rs.	Rs.
Remuneration		
- Management Personnel	10,630,551	7,543,860
Rent Paid		
- Relative to Key Management Personnel	1,178,080	1,228,340
Outstanding Balances as at 31st, March		
Key Management Personnel		
- Liabilities	770,429	503,478



## PREMIER POLYFILM LTD.

### 2.34 Basic and Diluted Earnings per Share["EPS"] computed in accordance with Indian Accounting Standard (Ind AS) 33" Earnings per Share":

PARTICULARS	2017-18		2016-17	
	Rs.		Rs.	
a) Profit before Tax as per Accounts	71,680,720		56,471,021	
Less : Provision for Taxation	24,736,479		20,413,672	
Profit after Tax	46,944,241		36,057,349	
b) Weighted Average Number of Equity Share	20,948,495		20,948,495	
c) Basic and Diluted Earnings per Share	2.24		1.72	
d) Face Value per Share	5.00		5.00	

2.35 Other Non-Operating Income under the head Other Income of Note 2.22 includes Rs 2,791,435 (Previous Year Rs 1,783,794) related to Exchange Fluctuation.

2.36 The Directors have recommended the payment of a dividend of Rs. 0.50 per fully paid up equity share(Previous Year -Rs. 0.50). The proposed dividend is subject to the approval of shareholders in the ensuing annual general meeting.

2.37 There are no Micro, Small and Medium Enterprises, to whom the Company owes dues, which are outstanding for more than 45 days as at 31st March,2018. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company.

### 2.38 Contingent Liabilities not provided for in respect of :

PARTICULARS	2017-18		2016-17	
	Rs.		Rs.	
Unredeemed Bank Guarantees	6,710,648		3,239,198	
Entry Tax Demand for the year 2004-05	1,558,473		1,558,473	

2.39 The disclosures required under Ind AS - 19" Employee Benefits" notified in the Companies (Accounting Standards) Rules 2015, are given below:

#### Defined Contribution Plan

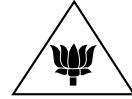
PARTICULARS	2017-18		2016-17	
	Rs.		Rs.	
Employer's Contribution to Provident Fund	5,087,367		4,335,580	

#### Defined Benefit Plan

The present value of obligation of Gratuity and Compensated Absence is determined based on actuarial valuation using the Projected Unit Credit method.

Particulars	Gratuity ( Unfunded )		Leave Encashment ( Unfunded )	
	2017-18	2016-17	2017-18	2016-17
	Rs.	Rs.	Rs.	Rs.
<b>A. Movement in the liability recognised in the balance sheet is as under</b>				
Present value of Obligation at the beginning of the year	23,623,480	20,503,750	4,499,554	3,193,564
Current Service Cost	3,431,635	2,846,551	4,128,155	3,330,512
Past Service Cost	1,897,692	-	-	-
Interest Cost	1,691,778	1,588,796	318,823	235,367
Remeasurement / Actuarial Losses / (Gain)	500,841	(530,788)	(2,800,810)	(1,831,422)
Benefits Paid	(2,132,879)	(784,829)	(497,155)	(428,467)
Present value of Obligation at the end of the year	29,012,547	23,623,480	5,648,567	4,499,554
<b>B. Amount recognised in the statement of profit and loss</b>				
Current Service Cost	3,431,635	2,846,551	4,128,155	3,330,512
Interest Cost	1,691,778	1,588,796	318,823	235,367
Actuarial Loss /(Gain)	500,841	-	(2,800,810)	-1,831,422
Net Cost	5,624,254	4,435,347	1,646,168	1,734,457





**PREMIER POLYFILM LTD.**

Particulars	Gratuity ( Unfunded )		Leave Encashment ( Unfunded )	
	2017-18	2016-17	2017-18	2016-17
	Rs.	Rs.	Rs.	Rs.
<b>C. Actuarial assumptions</b>				
Discount rate ( per annum )	7.50%	7.50%	7.50%	7.50%
Salary Escalation ( per annum )	10.00%	10.00%	10.00%	10.00%
These assumptions were developed by management with the assistance of Independent actuarial appraisers. Discount factors are determined close to each year-end by reference to government bonds of relevant economic markets and that have terms to maturity approximating to the terms of the related obligation. Other assumptions are based on management's historical experience				
<b>D. Sensitivity analysis for gratuity and leave liability</b>				
<b>Impact of the change in discount rate</b>				
Present value of Obligation at the end of the year				
a) Impact due to increase of 1%	27,108,443	21,980,359	5,243,516	4,175,728
b) Impact due to decrease of 1%	31,190,101	25,501,890	6,122,832	4,878,993
<b>Impact of the change in salary escalation</b>				
Present value of Obligation at the end of the year				
a) Impact due to increase of 1%	30,916,661	25,160,130	6,107,369	4,866,045
b) Impact due to decrease of 1%	27,292,582	22,206,291	5,248,163	4,179,853
<b>E. Leave Obligations</b>				
		<b>31.03.2018</b>		31.03.2017
		<b>Rs.</b>		Rs.
Current leave obligations expected to be settled within the next 12 months		<b>1,043,223</b>		869,348

**2.40 Liquidity Risk:-**

The Company objective is to all times maintain optimum level of liquidity to meet its cash and collateral requirement at all times. The Company relies on Borrowing and internal accruals to meet its need for fund. The current lines of credit are sufficient to meet its short to medium term expansion needs and hence evaluates the concentration of risk with respect to liquidity as low.

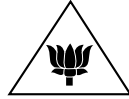
The table provides undiscounted cash flow towards financial liabilities into relevant maturity based on the remaining period at balance sheet date to contractual maturity date.

(Rs.in lac)

Particulars	Carrying Amount	On demand	6 to 12 months	Above 12 months	Total
<b>As at 31st March,2018</b>					
Interest bearing borrowings	3,161.77	2,263.48	179.98	718.31	3,161.77
Trade and other payables	1,008.38	1,008.38	-	-	1,008.38
Other Financial liabilities	291.49	291.49	-	-	291.49
<b>As at 31st March,2017</b>					
Interest bearing borrowings	2,452.98	1,724.45	141.69	586.84	2,452.98
Trade and other payables	1,276.58	1,276.58	-	-	1,276.58
Other Financial liabilities	277.23	277.23	-	-	277.23

**Interest Rate Risk**

Interest rate exposure of the Company is on borrowing from banks which is linked to prime lending rate of bank and the Company does not for see any risk on the same. Unsecured loans were taken on fixed rate of interest. The exposure of the Company's borrowing to interest rate changes at the end of the reporting follows:



## PREMIER POLYFILM LTD.

### Credit Risk

The Company is exposed to credit risk from its operating activities, primarily trade receivables. The Company extends credit to distributors in normal course of business and evaluates the concentration of risk with respect to trade receivable as low.

(Rs.in lac)

Particulars	31.03.2018	31.03.2017
Variable rate borrowings	<b>2,075.52</b>	1709.79
Fixed rate borrowings	<b>1,086.25</b>	743.19
Total borrowings	<b>3,161.77</b>	2,452.98

**2.41** Previous year figures have been regrouped /rearranged/reclassified where ever considered necessary.

As per our report of even date

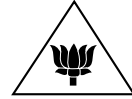
For MARS & ASSOCIATES  
Chartered Accountants  
Firm Registration No. 010484N

Vipul Kumar Gupta  
Partner  
Membership No. 522310  
T-2319 2nd Floor, Faiz Road,  
Karol Bagh, Delhi 110005  
The 29<sup>th</sup> day of May, 2018

N.K.Bhandari  
Company Secretary  
Pan No. ACIPN 5410D  
Membership No. ACS 290

Amar Nath Goenka  
Managing Director  
CEO & CFO  
DIN NO. 00061051  
Address : Vrindavan Farm  
No. 1, Green Avenue  
Behind Sector D-3, Vasant  
Kunj, Kishangarh, New Delhi 110070

Jaspal Singh Marwah  
Director  
DIN NO. 00069325  
Address : Spring House  
No. 3, Green Avenue  
Behind Sector D-3,  
Vasant Kunj  
Kishangarh, New Delhi 110070



**PREMIER POLYFILM LTD.**

**PREMIER POLYFILM LTD.**

(CIN: L25209DL1992PLC049590)

Registered Office : 305, III Floor, 'Elite House' 36, Community Centre,

Kailash Colony Extension (Zamroodpur) New Delhi - 110 048

Ph.: 011 29246481, Website : www.premierpoly.com, E-mail: compliance.officer@premierpoly.com

**PROXY FORM**

{ Pursuant to Section 105(6) of the Companies Act, 2013 and the Rule 19(3) of the Companies ( Management and Administration) Rules, 2014}

REGD. FOLIO NO/DP ID-CLIENT ID .....

I/We .....

of.....in the district of .....

being a Member/Members of PREMIER POLYFILM LTD. hereby appoint.....

.....of.....in the district of

..... or failing him.....

..... in the district of ..... as my/our proxy

to attend and to vote for me/us on my/our behalf at the Twenty Sixth Annual General Meeting of the Company to be held on **Friday, the 28th day of September, 2018 at 11.30 A.M.** at SHAH AUDITORIUM, 2, RAJ NIWAS MARG, CIVIL LINES, DELHI 110 054 and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Description	No. of shares for which votes cast	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
<b>ORDINARY BUSINESS</b>				
1.	To receive, 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 Directors' and Auditors' thereon.			
2.	To declare Dividend for the Year 2017-2018 @Rs.0.50 per Equity Share.			
3.	To appoint a Director in place of Shri Sumat Parsad Jain who retires by rotation and being eligible, offers himself for re-appointment.			
4.	Ratification of appointment of Statutory Auditor			
<b>SPECIAL BUSINESS</b>				
5.	To pass special resolution under provisions of SEBI notification dated 09th May,2018 for continuous appointment of Shri Kamlesh Kumar Sinha, Director of the Company even after attaining the age of 75 years on 11-11-2018			
6.	Re-appointment of Shri Sumat Parsad Jain as Executive Director of the Company.			
7.	Appointment of Cost Auditor.			

Signed this.....day of.....2018

Signature.....

Address.....

Affix a Thirty paise Revenue Stamp

**Note :**

1. This proxy and the Power of Attorney (if any) under which it is signed or a notarially certified copy of that power of attorney must be deposited at the Registered Office of the Company at 305, III Floor,'Elite House', 36, Community Centre, Kailash Colony Extension (Zamroodpur), New Delhi-110048 not less than 48 hours before the time for holding the Meeting.
2. For the resolutions, explanatory statement and notes, please refer to Notice of the Twenty Sixth Annual General Meeting.
3. It is optional to indicate your preference. If you leave the "FOR" or "AGAINST" or "ABSTAIN" column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate



**PREMIER POLYFILM LTD.**

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**PREMIER POLYFILM LTD.**

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(CIN: L25209DL1992PLC049590)

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Kallash Colony Extension (Zamroodpur) New Delhi - 110 048

Ph.: 011 29246481, Website : www.premierpoly.com, E-mail: compliance.officer@premierpoly.com

**THIS ATTENDANCE SLIP DULY FILLED INTO BE HANDED OVER AT  
THE ENTRANCE OF THE MEETING HALL**

Name of the attending Member

(in BlockLetters).....

Members Folio No/DP ID Client ID.....

Name of Proxy (in Block Letters, to be filled in if the

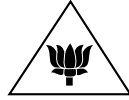
Proxy attends instead of the Member).....

No. of shares held.....

I hereby record my presence at the TWENTY SIXTH ANNUAL GENERAL MEETING being 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.

\*To be signed at the time of handing over this slip.

.....  
Member's / Proxy's Signature



Shah Auditorium Road Map

