



PREMIER POLYFILM LIMITED

Registered Office: 305, Elite House, III Floor, 36, Community Centre,
Kailash Colony Extension, Zamroodpur, New Delhi 110048
CIN: L25209DL1992PLC049590; Email: compliance.officer@premierpoly.com
Website: www.premierpoly.com; Telephone: 011-45537559

POSTAL BALLOT NOTICE

[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014]

Dear Members,

Notice is hereby given that the resolutions set out below are proposed for approval by the members of **Premier Polyfilm Limited** (“the Company”) by means of Postal Ballot, by way of remote e-voting only (“e-voting”) being provided by the Company to all its Members to cast their votes electronically, pursuant to Sections 108 and 110 of the Companies Act, 2013 (“the Act”), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including latest General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (“MCA Circulars”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“Listing Regulations”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

The Statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions proposed in this Postal Ballot Notice is also attached.

The Board of Directors has appointed **Mr. Sumit Bajaj (Proprietor) of M/s. Sumit Bajaj & Associates, Practicing Company Secretary (ACS No. 45042 and COP No. 23948)**, as Scrutinizer for conducting the Postal Ballot, through the e-voting process, in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutinizer’s decision on the validity of the votes cast in the Postal Ballot shall be final.

The Company has engaged the services of M/s Central Depository Services (India) Limited as the agency to provide e-voting facility.

Members are requested to read the instructions given in the Notes to this Postal Ballot Notice so as to cast their vote electronically. The votes can be cast during the following voting period:

| | |
|---------------------------|---------------------------|
| Commencement of e-voting: | Monday, February 10, 2025 |
| End of e-voting: | Tuesday, March 11, 2025 |

The Scrutinizer will submit his report to the Chairman of the Company (the “Chairman”) or any other person authorized by the Chairman, and the result of the voting by Postal Ballot will be announced not later than 48 hours from the conclusion of the e-voting and will be displayed on the Company’s website at <https://www.premierpoly.com> and on the website of M/s Beetal Financial & Computer Services (P) Ltd. (‘RTA’) at <https://beetalfinancial.com>. The results will simultaneously be communicated to the Stock Exchanges on which the shares of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.

SPECIAL BUSINESSES:

ITEM NO. 1

TO APPOINT SHRI MANISH BAJORIA, (DIN: 00561825), AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 (‘the Act’) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), and the provisions of Articles of Association of the Company, **Shri Manish Bajoria, (DIN: 00561825)** who was appointed as an **Additional Director**, designated as a Non-Executive Independent Director by the Board of Directors of the Company (‘the Board’) based on the recommendation of the Nomination & Remuneration Committee with effect from **January 27, 2025** pursuant to the provisions of Section 161(1) of the Act and who has submitted a declaration that he meets the criteria of Independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, the Rules made thereunder be and is hereby appointed as a Non-Executive Independent Director of the Company, to hold office for a term of 5 (five) consecutive years, w.e.f. **from January 27, 2025, to January 26, 2030** (both days inclusive).



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RESOLVED FURTHER THAT any Director or the Company Secretary of the company, be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all documents or writings as may be necessary, desirable or expedient to give effect to the above resolutions, including completing necessary filings with the relevant regulatory authorities regarding such appointment.”

ITEM NO. 2:

TO APPROVE MATERIAL RELATED PARTY TRANSACTIONS WITH RMG POLYVINYL INDIA LIMITED FOR THE FINANCIAL YEAR 2025-2026.

To consider and if thought fit, to pass with or without modification(s), the following resolution **as an Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Regulations 2(1)(zc), 23(1), and 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("SEBI LODR"), the applicable provisions of the Companies Act, 2013, read with the rules made thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force), and in accordance with the Company's Policy on Materiality of Related Party Transactions and Dealing with Related Party Transactions, and based on the approval of the Audit Committee and recommendation of the Board of Directors, the approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board," which term shall be deemed to include any Committee constituted or to be constituted by the Board to exercise its powers conferred by this resolution) to continue with the existing contract(s), arrangement(s), and transaction(s), and/or enter into and execute new contract(s), arrangement(s), and transaction(s) (whether individually or in a series of transactions, taken together or otherwise) with M/s RMG Polyvinyl India Limited ("RMG"), a Related Party of the Company as per Regulation 2(1)(zb) of SEBI LODR, during the financial year 2025-26, on such terms and conditions as may be mutually agreed upon between the Company and RMG, as set out in the explanatory statement annexed to this notice.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters, and things as it may deem necessary or expedient, in its absolute discretion, to give effect to this resolution, including finalizing and executing necessary contract(s), arrangement(s), and agreement(s), seeking requisite approvals, and undertaking all necessary actions in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers conferred under this resolution to any Director, Key Managerial Personnel, or officer/executive of the Company, and to resolve any issues, questions, difficulties, or doubts that may arise in connection therewith.

RESOLVED FURTHER THAT all actions taken by the Company in relation to matters contemplated in this resolution be and are hereby approved, ratified, and confirmed in all respects.”

Date: January 27, 2025

Place: New Delhi

For PREMIER POLYFILM LIMITED
Sd/-
Heena Soni
Company Secretary
Membership No. A70248

Registered Office:

**Flat No. 305, III Floor, Elite House,
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NOTES:

1. The Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 ("the Act") read with the applicable Rules made thereunder setting out the material facts is annexed hereto and forms part of this Postal Ballot Notice ("Notice").
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those members whose names appear on the register of members / register of beneficial owners as on January 31, 2025 ("Cut-Off Date") received from the Depositories and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the e-voting system.



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3. This Postal Ballot Notice will also be available on the Company's website at www.premierpoly.com websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of RTA at <https://www.beetalfinancial.com>
4. In accordance with the MCA Circulars, the Company has made necessary arrangements for the members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts.
5. Only a person, whose name is recorded in the register of members / register of beneficial owners, as on the Cut-Off Date i.e Friday, January, 31 2025, maintained by the Depositories shall be entitled to participate in the e-voting. A person who is not a member as on the Cut-Off Date i.e Friday, January, 31 2025, should treat this Postal Ballot Notice for information purpose only.
6. Voting rights of a member / beneficial owner shall be in proportion to his / her / its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date i.e Friday, January, 31 2025. Only those Members whose names are recorded in the Register of Member or in the Register of Beneficial owners maintained by the Registrar and Transfer Agent / Depositories as on the cutoff date will be entitled to cast their votes by remote e-voting.
7. Pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars, Regulation 44 of the Listing Regulations read with Section VI-C of the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 ("SEBI Circular dated November 11, 2024"), as amended ("SEBI Master Circular"), and SS-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolutions electronically.
The instructions for e-voting are provided as part of this Postal Ballot Notice
8. The **e-voting period commences at 9:00 a.m. (IST) on Monday, February 10, 2025 and ends at 5:00 p.m. (IST) on Tuesday, March 11, 2025.** The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by 'CDSL' upon expiry of the aforesaid period. The resolutions, if approved, shall be deemed to have been passed on the last date of e-voting i.e., **Tuesday, March 11, 2025.**
9. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically without any fee by the members from the date of circulation of this Postal Ballot Notice until the last date of e-voting. Members seeking to inspect such documents can send an email to compliance.officer@premierpoly.com mentioning his / her / its DP ID and Client ID.
10. In terms of SEBI Master Circular dated November 11, 2024 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access e-Voting facility.

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on <Date and Time> and ends on <Date and Time>. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <Record Date> may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants.** Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.



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Pursuant to abovesaid SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

| Type of shareholders | Login Method |
|--|--|
| Individual Shareholders holding securities in Demat mode with CDSL Depository | <ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers. |
| Individual Shareholders holding securities in demat mode with NSDL Depository | <ol style="list-style-type: none"> 1) If you are already registered for NSDL IDEAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDEAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDEAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDEAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. |
| Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP) | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. |

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

| Login type | Helpdesk details |
|---|--|
| Individual Shareholders holding securities in Demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911 |
| Individual Shareholders holding securities in Demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000 |



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Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (iv) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on “Shareholders” module.
 - 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:

| | For Physical shareholders and other than individual shareholders holding shares in Demat. |
|--|---|
| 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">• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA. |
| Dividend Bank Details OR Date of Birth (DOB) | 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. <ul style="list-style-type: none">• 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. |

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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 for e-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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (ix) 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.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) If a demat account holder has forgotten the 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.



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- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - 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.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, 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.
 - Alternatively, Non-Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; compliance.officer@premierpoly.com if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. **For Physical shareholders**- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to RTAbeetalrta@gmail.com
2. **For Demat shareholders** - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. **For Individual Demat shareholders** – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911

Date: January 27, 2025
Place: New Delhi

For PREMIER POLYFILM LIMITED
Sd/-
Heena Soni
Company Secretary
Membership No. A70248

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 AND REGULATION 36(3) OF THE SEBI LISTING REGULATIONS:

The following Statement sets out all material facts relating to the Special Businesses proposed in this Postal Ballot Notice:

ITEM NO:1

Consequent upon the automatic cessation of Smt. Rashmee Singhania, a Non-Executive Independent Director of the Company, on February 12, 2025, after completing her second term of five years, there was a necessity to appoint a Non-Executive Independent Director on the Board within three months from the date of vacancy. Since no Board meeting was scheduled to be held within this period, the Board, at its meeting held on January 27, 2025, based on the recommendation of the Nomination and Remuneration Committee (NRC) and subject to the approval of shareholders, appointed Shri Manish Bajoria as an Additional Non-Executive Independent Director of the Company, with effect from January 27, 2025. His appointment falls under the category of Independent Director, in accordance with the provisions of Sections 149, 150, 152, and 161 of the Companies Act, 2013 ("Act"), read with Schedule IV, the Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable rules framed thereunder, as well as the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended, and the Articles of Association of the Company.

Pursuant to Section 161 of the Act, a director appointed by the Board, subject to the approval of shareholders, holds office up to the date of the ensuing Annual General Meeting. However, in terms of Regulation 17(1C) of the SEBI Listing Regulations, shareholder approval is required for the appointment of a Director at the next general meeting or within a period of three months from the date of appointment, whichever is earlier. Since a general meeting is not scheduled to be held within the said period, it is proposed to obtain the approval of members for the appointment of Shri Manish Bajoria through this postal ballot.

Shri Manish Bajoria is not disqualified from being appointed as a Director under Section 164 of the Act. He has confirmed that he is not debarred from holding the office of Director by any order from SEBI or any other authority and has given his consent to act as a Director of the Company. The Company has also received a declaration from him confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations.

The NRC had previously finalized the desired attributes for the selection of Independent Directors, such as experience, expertise, and independence. Based on these attributes, the NRC recommended the appointment of Shri Manish Bajoria. He brings leadership experience and expertise in financial audits, among other areas. The Board has noted that his background and expertise align with the role and capabilities identified by the NRC. After undertaking due verification of the declarations submitted by him, the Board is of the opinion that Shri Manish Bajoria possesses the requisite skills, experience, and knowledge relevant to the Company's business and that his association as an Independent Director would be beneficial to the Company.

Pursuant to Section 152 read with Schedule IV of the Act, in the opinion of the Board, the proposed appointment fulfills the conditions specified under the Act and the rules framed thereunder, as well as the applicable provisions of the SEBI Listing Regulations, and he is independent of the management.

As per Section 149(10) of the Act, an Independent Director is eligible to hold office for a term of up to five consecutive years on the Board of a Company, subject to shareholder approval at a general meeting. Furthermore, as per Regulation 25 of the SEBI Listing Regulations, the appointment of an Independent Director in a listed entity requires the approval of shareholders by way of a Special Resolution.

A copy of the draft letter of appointment, setting out the terms and conditions of his appointment, is available electronically for inspection by members on the Company's website at <https://www.premierpoly.com> from the date of dispatch of this notice until the last day of e-voting.

The brief profile and other requisite details of Shri Manish Bajoria, as per Regulation 36(3) of the SEBI Listing Regulations and SS-2, as on the date of this Notice, are provided in **Annexure A**.

None of the Directors, Key Managerial Personnel, or their relatives, except Shri Manish Bajoria, are directly or indirectly concerned or interested, financially or otherwise, in the special resolution set out at **Item No. 1** of this Notice.

The Board of Directors, based on the recommendation of the NRC, considers the appointment of Shri Manish Bajoria as an Independent Director to be in the best interests of the Company and accordingly recommends the **Special Resolution** set out at **Item No. 1** of the Notice for approval by the members.

“ Annexure A ”

(Details as per SS-2 and Regulation 36(3) of the SEBI Listing Regulations)

Mr. Manish Bajoria

Shri Manish Bajoria, aged 48, is a highly qualified professional with over 25 years of experience in the fields of Auditing, Direct Taxation, and Indirect



PREMIER POLYFILM LIMITED

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Taxation. He is a Chartered Accountant, holds an LLB degree, and has completed DISA (ICAI) along with a B.Com (Hons).

Shri Manish Bajoria is the Managing Partner at A.K. Tibrewal & Associates LLP, a prominent Chartered Accountants firm based in Kolkata. Throughout his extensive career, Mr. Bajoria has represented clients before various Taxation Authorities, including Appeals and Tribunals, demonstrating his expertise and deep knowledge in tax-related matters.

Mr. Bajoria holds a valid Director Identification Number (DIN) and is registered with the Independent Director's Data Bank. He has a clean professional record, with no convictions related to the promotion, formation, or management of any company or LLP.

Furthermore, he has not been found guilty of fraud, misfeasance, or any breach of duty under the Companies Act or any previous company law in the last five years.

He complies with all regulatory requirements, including limits on the number of directorships he holds, and is not barred from serving as a director under any SEBI order or directive from any other authority. As a person of integrity with substantial expertise, competence, and experience, Mr. Bajoria is well suited to serve as a Non-Executive Independent Director. His appointment would undoubtedly contribute positively to the growth and governance of the Company.

Other information of Director seeking appointment/re-appointment through postal ballot is as follows:

| Sr. No. | Particulars | Details |
|---------|---|--|
| 1. | Name of Director | Shri Manish Bajoria |
| 2. | DIN | 00561825 |
| 3. | Date of Birth | 12-11-1976 |
| 4. | Age | 48 years |
| 5. | Date of first appointment on the Board | January 27,2025 |
| 6. | Qualifications | Chartered Accountant, holds an LLB degree, and has completed DISA (ICAI) along with a B.Com (Hons). |
| 7. | Skills and capabilities required for the role and the manner in which the Directors meet the requirements | As mentioned in the statement annexed to the Notice |
| 8. | Expertise in specific functional areas | Auditing, Direct Taxation, Indirect Taxation |
| 9. | Terms and conditions of appointment | As per the resolution set out at Item No. 1 of this Postal Ballot Notice read with statement pursuant to Section 102 of the Act. |
| 10. | Details of remuneration last drawn | None |
| 11. | Details of remuneration sought to be paid | He will be eligible for payment of sitting fees as payable to other non-executive Independent directors of the Company for attending Board Meeting and committees in which he may be appointed. The sitting fee will be paid as per Remuneration Policy of the Company and provisions of the Companies Act,2013. |
| 12. | Shareholding in the Company as on the date of the Notice | Nil |
| 13. | Directorships in listed Companies and other directorships | Nil |
| 14. | Listed entities from which the Director has resigned from Directorship in last 3 (three) | Nil |
| 15. | Number of Board meetings attended during FY 2024-25 | Shri Manish Bajoria was appointed as an Additional, Non-executive Independent Director with effect from January 27, 2025. |
| 16. | Inter-se relationship with other Directors and Key Managerial Personnel of the Company | Shri Manish Bajoria is not related to any of the Directors or Key Managerial Personnel of the Company. |



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| | | |
|----|---|--|
| 17 | Membership/Chairmanship of Committees of other Boards | NIL (Shri Manish Bajoria is the Managing Partner at A.K. Tibrewal & Associates LLP, a Chartered Accountants firm based in Kolkata) |
|----|---|--|

ITEM NO 2:

In accordance with the provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), read with the Company's Policy on Materiality of Related Party Transactions, any transaction involving the transfer of resources, services, or obligations between the Company or any of its subsidiaries and a related party, which either individually or in aggregate with previous transactions during a financial year exceeds ₹10,000/- Lakh or 10% of the Company's annual consolidated turnover as per the last audited financial statements, whichever is lower, requires approval of the Members of the Company.

M/s RMG Polyvinyl India Limited (RMG) has been a key customer of the Company, significantly contributing to its revenue and profitability. The transactions with RMG are conducted on competitive terms, as RMG has access to both local and global suppliers, necessitating the Company to compete for its business.

To further the Company's business interests, it enters into various transactions with RMG. The estimated value of related party transactions between the Company and RMG during **FY 2025-2026** is expected to exceed the materiality threshold specified above.

As per Regulation 23 of the SEBI Listing Regulations, approval of the Members by way of an Ordinary Resolution is required for material related party transactions, i.e., **transactions exceeding 10%** of the Company's turnover as per the latest audited financial statements.

The Audit Committee, after reviewing the relevant details, including rationale, material terms, and pricing basis of the proposed related party transactions, has followed the due process and, after detailed discussions and deliberations, granted approval for entering into related party transactions (RPTs) with RMG for an aggregate value of up to **₹10,000/- Lakhs during FY 2025-26**. The Committee has confirmed that the proposed transactions will be conducted on an arm's length basis and in the ordinary course of business for both the Company and RMG.

Subsequently, the Board of Directors, after considering the Audit Committee's recommendation, has approved the proposed transactions and seeks the approval of the Members of the Company, as detailed in the table below:

(Figures in Lakh)

| Serial No | Name of Director/KMP interested | Nature of relationship | Aggregate maximum value of the contract/ arrangement per transaction in any financial year | Nature and material terms of Contract/ arrangement/ transaction |
|-----------|---------------------------------|---|--|--|
| 1 | Shri Amitaabh Goenka | Brother and Mother of Managing Director are Managing Director and Director in M/s RMG Polyvinyl India Limited | ₹ 10,000/- | Sale purchase of raw material, semi-finished and finished goods. |



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In compliance with Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the members is being sought by way of an Ordinary Resolution for the aforementioned Related Party Transactions. The proposed transactions are expected to contribute to the continuous growth in sales and profitability of the Company and are in its best interests.

Members may note that, in accordance with the provisions of the SEBI Listing Regulations, related parties as defined therein (irrespective of whether they are a party to the aforesaid transactions) shall not vote to approve the resolution under Item No. 2.

Except as stated above, none of the Directors, Key Managerial Personnel (KMPs), or their respective relatives have any direct or indirect, financial, or other interest in the resolution set forth under Item No. 2 of the Notice.

Based on the consideration and approval of the Audit Committee, the Board of Directors recommends the Ordinary Resolution, as set forth in Item No. 2 of the Notice, for the approval of the Members.

Date: January 27, 2025

Place: New Delhi

For PREMIER POLYFILM LIMITED

Sd/-

Heena Soni

Company Secretary

Membership No. A70248

Registered Office:

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