



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

PPL/SECT/2025-2026

Date: 01-12-2025

To,

BSE LIMITED

NATIONAL STOCK EXCHANGE OF INDIA LIMITED

Subject: Intimation Pursuant To Regulation 30 Of The SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015- Postal Ballot Notice

Scrip Code: NSE: PREMIERPOL, BSE 514354

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of the Postal Ballot Notice dated November 26, 2025, along with the Explanatory Statement.

The soft copies of Notice of Postal Ballot are being dispatched today electronically by RTA of the company to those Members whose email IDs are registered with the Company/Depositories and RTA of the Company as on cutoff date i.e. November 28, 2025.

The Postal Ballot Notice is also uploaded on the Company's website www.premierpoly.com and on the website of CDSL: at www.evotingindia.com and can also be accessed on the website of Stock Exchanges viz. www.bseindia.com and www.nseindia.com

This is for your information and record.

Thanking you,

Yours faithfully,

For PREMIER POLYFILM LIMITED

**HEENA SONI
COMPANY SECRETARY &
COMPLIANCE OFFICER**

Enclose: A soft copy of Notice of Postal ballot



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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 of Premier Polyfilm Limited,

Notice is hereby given that the resolutions as 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, , including the latest General Circular No. 03/2025 dated September 22, 2025 (the “MCA Circulars”) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with the Circulars issued from time to time by Securities and Exchange Board of India (“SEBI”), including the latest Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 (the “SEBI Circulars”) 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 Explanatory Statement pursuant to Section 102 and other applicable provisions, if any, of the Act, pertaining to the resolutions setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice.

Pursuant to Rule 22(5) of the Companies (Management and Administration) Rules, 2014, 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(‘CDSL’) 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:	9:00 a.m. (IST) on Tuesday, December 02, 2025
End of e-voting:	5:00 p.m. (IST) on Wednesday, December 31, 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 within 02 working days 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 www.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.



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SPECIAL BUSINESS:

ITEM NO. 1

TO APPOINT SMT. MAINKA SHARMA, (DIN:10543715), 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(1C) (a), Regulation 25(2A) 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, **Smt. Mainka Sharma, (DIN: 10543715)** 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 **November 10, 2025** pursuant to the provisions of Section 161(1) of the Act and who has submitted a declaration that she 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 and the SEBI Listing Regulations, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of **5 (five) consecutive years, commencing from 10th November, 2025 till 09th November, 2030 (both days inclusive).**

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 M/S RMG POLYVINYL INDIA LIMITED FOR THE FINANCIAL YEAR 2026-2027.

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, (as revised pursuant to SEBI circulars and guidelines) and based on the prior 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 2026-2027**, 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.



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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 and confirmed in all respects.”

ITEM NO. 3:

ADDITION/ALTERATION IN THE MAIN OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with applicable rules made thereunder, including any statutory modification(s) or re-enactment(s) thereto for the time being in force, and subject to the approval of the Registrar of Companies, the consent of the Members be and is hereby accorded for effecting the alteration in the existing Main Object Clause of the Memorandum of Association (the “MOA”) of the Company by adding the following as **sub-clause 4 in Clause III A of the MOA:**

III A (4) “To carry on the business of warehousing and logistics including industrial warehousing, logistics parks and to setup, construct, develop, acquire, deal-in, in any warehousing or logistics infrastructure including industrial warehouses, industrial park(s), logistics park(s), multimodal logistics park(s), infrastructure park(s) and such other related or similar warehousing or logistic facilities and for that purpose, to enter into transactions to buy, develop, acquire, purchase, lease, cut to size, handover, or deal in any other form and types of lands, buildings, properties and to develop, construct, build, alter, acquire, source convert, improve, design, erect, establish, equip, dismantle, pull down, turn to account, furnish, level, decorate fabricate, install, finish, repair, maintain, search, survey, examine, inspect, locate, modify, own, operate, protect, promote, provide, participate, file bids, and participate in auctions, reconstruct, grout, dig, excavate, pour, renovate, remodel, rebuild, undertake, contribute, assist and to act or provide services relating to warehouses, factories, buildings, structures, drainage and sewage works, water distribution, storage and filtration systems, docks, harbours, piers, irrigation works, foundation works and to carry on all or any of the forgoing activities for providing building materials, goods, plants, machineries, equipment, accessories, parts, tools, fittings, articles, materials and facilities and to sell, lease, forward sell, exchange and otherwise deal in warehouses, industrial parks, logistics parks and infrastructure parks and such other similar ancillary facilities for warehousing and storage.”

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as the ‘Board’, which term shall include any Committee constituted by the Board for this purpose or any person(s) authorised by the Board to exercise the powers conferred on the Board by this Resolution), be and are hereby authorized to do all such acts, deeds and things and execute all such documents and writings, as it may in its absolute discretion deem necessary or incidental thereto including paying such fees and incurring such expenses in relation thereto as it may deem appropriate and to file such documents, forms, etc., as required with the regulatory/ statutory authorities and authorise the Board of Directors of the Company and/or Smt. Heena Soni, Company Secretary of the Company for the aforesaid purpose, as may be deemed fit to give effect to this Resolution.”



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Date: November 26, 2025
Place: New Delhi

For PREMIER POLYFILM LIMITED

Sd/-
Heena Soni
Company Secretary
Membership No. A70248

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Flat No. 305, III Floor, Elite House,
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Kailash Colony Extension (Zamroodpur),
New Delhi - 110 048
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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 November 28, 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.
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 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, 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, 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. 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.
8. The e-voting period commences at 9:00 a.m. (IST) on Tuesday, December 02, 2025 and ends at 5:00 p.m. (IST)



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on **Wednesday, December 31, 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., **Wednesday, December 31, 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 INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

- 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 at **9:00 a.m. (IST) on Tuesday, December 02, 2025 and ends at 5:00 p.m. (IST) on Wednesday, December 31, 2025**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, 28th November, 2025 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.

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

- (iv) In terms of SEBI circular no. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** 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



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Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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 & My Easi New (Token) 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 & My Easi New (Token) 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.nsdl.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.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.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.



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	4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp . You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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](https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp).

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

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

- (v) 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.



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- 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.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant **PREMIER POLYFILM LIMITED** on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**



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CIN: L25209DL1992PLC049590; Email: compliance.officer@premierpoly.com
Website: www.premierpoly.com; Telephone: 011-45537559

- 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 RTA email id beetalrta@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. If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free No. **1800 21 09911**

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) 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: November 26, 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,

36, Community Centre,

Kailash Colony Extension (Zamroodpur),

New Delhi - 110 048

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EXPLNATORY 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

To strengthen the Board composition, the Board of Directors, at its meeting held on November 10, 2025, appointed Smt. Mainka Sharma as an Additional Non-Executive Independent Director, based on the recommendation of the Nomination and Remuneration Committee ("NRC") and subject to the approval of the shareholders. Her appointment has been made in accordance with the applicable provisions of the Companies Act, 2013 ("the Act"), the rules framed thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), and the Articles of Association of the Company.

In terms of Section 161(1) of the Act, an Additional Director holds office up to the date of the ensuing Annual General Meeting. Further, Regulation 17(1C) of the SEBI Listing Regulations requires the appointment of a director to be approved by the shareholders within three months from the date of appointment or at the next general meeting, whichever is earlier. As there no general meeting is scheduled within the prescribed period, therefore, the approval of members is being sought through this Postal Ballot.

The Company has received the followings from Smt. Mainka Sharma:

- her consent to act as a director
- a declaration confirming that she meets the criteria of independence as prescribed under the Act and SEBI Listing Regulations, and
- a confirmation that she is not disqualified under Section 164 of the Act and is not debarred by SEBI or any other regulatory authority.

After reviewing her skills, background, and experience in investment and related areas, the Board is of the opinion that her appointment would be beneficial to the Company and that she satisfies all conditions for appointment as an Independent Director and is independent of management.

Pursuant to Section 149(10) of the Act and Regulation 25 of the SEBI Listing Regulations, approval of shareholders by way of a Special Resolution is required for her appointment as an Independent Director. Accordingly, the approval of the members is sought for appointing Smt. Mainka Sharma as an Independent Director for a term of five consecutive years, i.e., from November 10, 2025 till November 09, 2030, not liable to retire by rotation.

A draft of her appointment letter is available for electronic inspection on the Company's website www.premierpoly.com from the date of dispatch of this Notice up to the last day of e-voting. Her brief profile and other details, as required under Regulation 36(3) of the SEBI Listing Regulations and SS-2, are provided in **Annexure A**.

None of the Directors, Key Managerial Personnel, or their relatives, except Smt. Mainka Sharma, is interested in the Special Resolution.

The Board recommends the Special Resolution set out at Item No. 1 of this Notice for approval of the members.



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“Annexure A”

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

Smt. Mainka Sharma, aged 47 years, is appointed as a Non-Executive Independent Director of the Company. She holds an MBA in Finance from IMT Ghaziabad and a Bachelor of Arts (Pass Course) from the University of Delhi.

She brings with her over 20 years of experience in Investment Advisory, Portfolio Management, and Financial Services, gained through her current roles as Proprietor of *Mahalakshmi Invest Care* and Director of *Mahalaxmi Edge Distributor Private Limited*. Her prior professional associations include reputed organisations such as ICICI Securities Ltd. and Zuarimoney Private Ltd., which have contributed to her strong domain expertise in financial and investment-related matters.

Smt. Mainka Sharma holds a valid Director Identification Number (DIN) and has an unblemished professional record. She has not been convicted of any offence in relation to the promotion, formation, or management of any company or LLP, nor has she been found guilty of fraud, misfeasance, or breach of duty under the Companies Act or any previous company law in the last five years.

She meets all regulatory eligibility requirements, including limits on the number of directorships and independence criteria under the Companies Act, 2013 and SEBI Listing Regulations. She is not debarred from acting as a Director by SEBI or any other statutory authority.

With her integrity, professional competence, and extensive experience in the financial sector, the Board is of the view that Smt. Mainka Sharma is well-suited to serve as a Non-Executive Independent Director, and her association will add significant value to the Company's governance and strategic direction.

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

Sr.	Particulars	Details
1.	Name of Director	Smt. Mainka Sharma
2.	DIN	10543715
3.	Date of Birth	26-12-1978
4.	Age	47 years
5.	Date of first appointment on the Board	November 10, 2025
6.	Qualifications	She holds an MBA with a specialization in Finance from the Institute of Management Technology, Ghaziabad, and a Bachelor of Arts degree from the University of Delhi.
7.	Skills and capabilities required for the role and the manner in which the Directors meet the requirements	As mentioned in the statement annexed above.



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8.	Expertise in specific functional areas	She possesses over 20 years of experience in the fields of Investment Advisory and Portfolio Management, acquired through her current roles as Proprietor of Mahalakshmi Invest Care and Managing Director of Mahalakshmi Edge Distributor Private Limited, as well as her previous associations with esteemed organisations such as ICICI Securities Ltd. and Zuarimoney Private Ltd. This extensive experience contributes to her deep expertise in financial matters.
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
10.	Details of remuneration last drawn	None
11.	Details of remuneration sought to be paid	She 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 she 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	She holds 10 equity shares in the company.
13.	Directorships in listed Companies and other directorships	She is Director in M/s Mahalakshmi Edge Distributor Private Limited
14.	Listed entities from which the Director has resigned from Directorship in last 3 (three) years	Nil
15.	Number of Board meetings attended during FY 2025-2026	Smt. Mainka Sharma was appointed as an Additional, Non-executive Independent Director with effect from November 10, 2025.
16.	Inter-se relationship with other Directors and Key Managerial Personnel of the Company	Smt. Mainka Sharma is not related to any of the Directors or Key Managerial Personnel of the Company.
17.	Membership/Chairmanship of Committees of other Boards	NIL (Smt. Mainka Sharma is the Proprietor of Mahalakshmi Invest Care, a New Delhi based proprietary firm.)

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.



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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 2026-2027 is expected to exceed the materiality threshold specified above.

As per Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), prior approval of the shareholders is required for Related Party Transactions exceeding the threshold of lower of Rs. 1,000 crores (Rupees one thousand crores) or 10% (ten per cent) of the annual consolidated turnover of the listed entity whichever is lower as per the last audited financial statements of the listed entity.

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 2026-2027. 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:

**Particulars of material related party transaction limits with M/s RMG Polyvinyl India Limited
(Pursuant to the Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 issued by the Securities and
Exchange Board of India on 26th June 2025)**

Sr. No.	Particulars	Details
1.	Name of Related Party	M/s RMG Polyvinyl India Limited ("RMG")
	Country of Incorporation of the related party	India
	Nature of Business of the related party	Manufacturing of PVC floor coverings, PVC sheeting, Geomembrane and Artificial Leather.
2.	Type of transaction, material terms and particulars of the transaction	Sale and Purchase of raw material, semi-finished and finished goods.
3.	Nature of Relationship with the Company including nature of its concern or interest (financial or otherwise)	The brother and mother of the Managing Director & CEO (i.e. Shri Amitabh Goenka) serve as Managing Director and Director, respectively, of M/s RMG Polyvinyl India Limited. Likewise, the uncle and grandmother of the Executive Director (i.e. Shri Mayank Goenka) hold the positions of Managing Director and Director, respectively, in M/s RMG Polyvinyl India Limited.
4.	Tenure of the proposed transaction (particular tenure shall be specified)	The shareholders' approval shall remain valid for the financial year 2026-2027, i.e., for the period from 01st April, 2026 to 31st March, 2027.
5.	Whether omnibus approval is being sought?	Yes
6.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise	Not applicable, as the tenure pertains only to the current financial year.



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7.	<p>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.</p> <p>a) Name of the director / KMP</p> <p>b) Shareholding of the director / KMP, whether direct or indirect, in the related party</p>	<p>a) Shri Amitaabh Goenka, Managing Director & CEO of the Company , is deemed to be interested in M/s RMG Polyvinyl India Limited by virtue of interest/ concern held by his relatives—specifically, his mother and brother—serving on the Board of Directors of M/s RMG Polyvinyl India Limited and also Shri Mayank Goenka, Executive Director of the Company , is also deemed to be interested in M/s RMG Polyvinyl India Limited by virtue of interest/ concern held by his relatives—specifically, grandmother and Uncle—serving on the Board of Directors of M/s RMG Polyvinyl India Limited(RMG)</p> <p>b) Shri Amitaabh Goenka holds 10,13,220 (4.49%) equity shares of RMG. Shri Maynak Goenka holds 2,49,000 (1.10%) Equity shares of RMG and Amitaabh Goenka HUF holds 93,750(0.42%) equity shares of RMG.</p>										
8.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	The Value of proposed transactions with M/s RMG Polyvinyl India Limited in the financial year 2026-2027 is not exceeding Rs.10,000/-Lakhs.										
9.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT	Yes										
10.	Value of the proposed transactions as a percentage of the listed entity’s annual consolidated turnover for the immediately preceding financial year.	33.18% of standalone Turnover of the company as the listed entity does not have any subsidiary.										
11.	Value of the proposed transactions as a percentage of subsidiary’s annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not applicable, as the listed entity does not have any subsidiary.										
12.	Value of the proposed transactions as a percentage of the related party’s standalone turnover for the immediately preceding financial year, if available.	33.18% of standalone Turnover of the company as the listed entity does not have any subsidiary.										
13.	Financial performance of the related party	<table><tr><th>Particulars</th><th>FY 2024-2025 (Rs. In lakhs)</th></tr><tr><td>Turnover</td><td>47049.57</td></tr><tr><td>Profit After Tax</td><td>3848.17</td></tr><tr><td>Net worth</td><td>20471.02</td></tr></table>	Particulars	FY 2024-2025 (Rs. In lakhs)	Turnover	47049.57	Profit After Tax	3848.17	Net worth	20471.02		
Particulars	FY 2024-2025 (Rs. In lakhs)											
Turnover	47049.57											
Profit After Tax	3848.17											
Net worth	20471.02											
14.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the	Details of the source of funds in connection with the proposed transaction;	Not Applicable									
		Where any financial indebtedness is	Not Applicable									



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	Company or its subsidiary- The Information pertaining to Loans and Advances provided by the Company	incurred to make or give loans, intercorporate deposits, advances or investments nature of indebtedness; cost of funds; and tenure;										
		Purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable									
15.	Details of the Valuation Report or other external party report (if any)	<p>The related party transactions will be in line with the Company’s Policy on Materiality of and Dealing with Related Party Transactions. These transactions will be on arm’s length basis and in the ordinary course of business. The related party transactions will be supported by the Valuation Report of an independent valuer, wherever necessary.</p> <p>Arms' Length Basis: The Company ensures that all related party transactions are conducted on an arm’s-length basis, determined after considering various factors, including comparability with transactions involving unrelated parties, cost-plus a reasonable margin, or prevailing market prices, wherever available. A certificate from an independent Chartered Accountant firm has been obtained confirming that the transactions are comparable to market terms and are carried out in the ordinary course of business. In case of inter corporate fund based/ non fund based transaction(s), the interest charged will be in compliance with the provisions of section 186 of the Companies Act, 2013. The reimbursements / recoveries would be basis actual cost incurred. Compliance with arm’s length principles is ensured based on the applicable transfer pricing regulations.</p>										
16.	Justification as to why the RPT is in the interest of the Company	<p>The related party transactions entered by the Company with M/s RMG Polyvinyl India Limited will be in the Ordinary course of business and will be on an arm’s length basis. It is further ensured that the transactions with M/s RMG Polyvinyl India Limited will be conducted as if it is with an unrelated party, so that there is no conflict of interest.</p> <p>The sale and purchase of raw materials, semi-finished goods, and finished products contribute directly to the efficient functioning of the Company’s operations. These transactions help maintain uninterrupted production, optimize inventory levels, and ensure timely fulfilment of customer orders. Access to reliable supplies and markets through such transactions supports cost efficiency, enhances operational flexibility, and ultimately leads to increased turnover and improved profitability. Such arrangements enable the Company to run its business smoothly, respond effectively to market demand, and strengthen its overall competitive position.</p>										
Details of previous transactions with the related party												
17.	Total amount of all the transactions undertaken by the listed entity with the related party during the last financial year.	<table><tr><th>Sr. No</th><th>Nature of Transactions</th><th>FY 2024-2025 (Rs. In Lakhs)</th></tr><tr><td>1</td><td>Sale of goods or services</td><td>2,238.49</td></tr><tr><td>2</td><td>Purchase of goods or</td><td>423.67</td></tr></table>	Sr. No	Nature of Transactions	FY 2024-2025 (Rs. In Lakhs)	1	Sale of goods or services	2,238.49	2	Purchase of goods or	423.67	
Sr. No	Nature of Transactions	FY 2024-2025 (Rs. In Lakhs)										
1	Sale of goods or services	2,238.49										
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		services	
18.	Total amount of all the transactions undertaken by the listed entity with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought		Rs.2662.16 Lakhs
19.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity during the last financial year	No related party defaults occurred during the last financial year.	
20.	Any other information that may be relevant	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013. The mandatory disclosure in accordance with Industry Standards on "Minimum Information to be provided to the Audit Committee and Shareholders for Approval of Related Party Transactions" dated 26th June, 2025 is annexed to this Notice.	

The Company has in place a robust process for approval of Material Related Party Transactions and on dealing with Related Parties. As per the process, necessary details for each of the Related Party Transactions as applicable along with the justification are provided to the Audit Committee in terms of the Company's Policy on Materiality of and Dealing with Related Party Transactions and as required under SEBI Circular(s). Further, a Certificate from the Managing Director & Chief Executive Officer of the Company confirming that the Related Party Transactions are in the ordinary course of business of the Company and on an arm's length basis was also placed before the Audit Committee along with a certificate from an independent Chartered Accountant firm has been obtained confirming that the transactions are comparable to market terms and are carried out in the ordinary course of business.

The Related Party Transactions placed for Members' approval shall also be reviewed/ monitored on quarterly basis by the Audit Committee of the Company as per Regulation 23 of the Listing Regulations and section 177 of the Companies Act, 2013 and shall remain within the proposed amount(s) being placed before the Members.

Any subsequent material modifications in the proposed transactions, as defined by the Audit Committee as a part of the Company's Policy on Materiality of and Dealing with Related Party Transactions, shall be placed before the Members for approval, in terms of Regulation 23(4) of the Listing Regulations.

The Related Party Transactions placed for Members' approval are specific in nature and have been approved by the Audit Committee and Board of Directors of the Company. The Company will seek separate approval on an Annual Basis from the shareholders, in future, in case any omnibus approvals are needed for Material Related Party Transactions.

Except Shri Amitabh Goenka, Managing Director & CEO and Shri Mayank Goenka, Executive Director of the company, None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolutions set out at Item No 2 of the Notice.

The Board of Directors of the Company recommends the Material Related Party Transactions of the Company as set out in Item No 2 of the Notice for approval of the Members by way of Ordinary Resolutions.



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Item No 3: Addition/Alteration in Memorandum of Association

The Board of Directors, at its meeting held on November 10, 2025, reviewed and deliberated on the Company's long-term growth strategy and the need for diversification into additional business segments that may offer potential for expansion, improved operational synergies, and enhanced profitability. After careful consideration, the Board concluded that entering into new and complementary business activities would strengthen the Company's competitive position and contribute to sustainable value creation for stakeholders.

At present, the Objects Clause of the Company's Memorandum of Association ("MOA") is **limited in scope** and does not fully cater to the range of business opportunities the Company intends to explore in the future. Therefore, in order to facilitate such diversification and to enable the Company to undertake new ventures that can be advantageously aligned with its existing operations, it is considered necessary to **broaden and expand the 'Main Objects'** stated in the MOA.

Accordingly, it is proposed to **make addition** in the Main Object Clause by inserting a new clause in the existing Sub-Clause III(A) of the MOA and by inserting a new **Sub-Clause 4** after the existing **Sub-Clause 3**, as detailed in the accompanying Resolution forming part of this Postal Ballot Notice. The Board of Directors, at its meeting held on November 10, 2025, has approved the proposed amendments to the MOA and now seeks the approval of the Members by way of a **Special Resolution**, in accordance with the applicable provisions of the Companies Act, 2013.

A draft copy of the amended Memorandum of Association, incorporating the proposed modifications, is available for inspection at the Registered Office of the Company during normal business hours on all working days up to and including the last date of voting on the Postal Ballot.

The proposed addition and alteration to the MOA shall become effective upon the filing and registration of the Special Resolution with the Registrar of Companies, as required under Section 13 of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel of the Company, or their respective relatives are, in any manner, concerned or interested in the proposed Resolution.

The Board accordingly recommends the Special Resolution set out in Item No. 3 of this Postal Ballot Notice for approval by the Members.

Date: November 26, 2025

Place: New Delhi

For PREMIER POLYFILM LIMITED

Sd/-

Heena Soni

Company Secretary

Membership No. A70248

Registered Office:

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