



PREMIER POLYFILM LTD.

Mfrs. of : Vinyl Floor Covering, PVC Sheetings, PVC Geomembranes & Artificial Leather,
H.O. & Works : 40/1A, Site IV, Industrial Area, Sahibabad, Ghaziabad, U.P., INDIA.
Phone : 0120-3364500, Fax : 91-120-2896982
CIN No. L25209DL1992PLC049590

PPL/SECT/2014-15

Date : 14/10/2014

NATIONAL STOCK EXCHANGE OF INDIA LTD,
EXCHANGE PLAZA,
5TH FLOOR, PLOT NO.C/1, G BLOCK
BANDRA KURLA COMPLEX
BANDRA EAST, MUMBAI 400 051.

BOMBAY STOCK EXCHANGE LTD.
PHIROZE JEEJEEBHOY TOWERS
DALAL STREET,
MUMBAI 400 001.

SUBJECT : SUBMISSION OF FOLLOWING DOCUMENTS:-

- A) A COPY OF PROCEEDINGS OF ANNUAL GENERAL MEETING
- B) A COPY OF SCRUTINIZER REPORT ON ITEMS OF ANNUAL GENERAL MEETING
- C) A SET OF DATA PERTAINING TO SHARES AS ON ANNUAL GENERAL MEETING.

REGARDING COMPANY CODE : NSE : PREMIERPOLY, BSE 514354

Dear Sir,


In compliance of various clauses of Listing Agreement, we enclose herewith following documents:-

- A) A copy of Proceedings of Annual General Meeting is attached as Annexure "A".
- B) A copy of scrutinizer Report on items of Annual General Meeting is attached as Annexure "B".
- C) A set of data (Distribution Schedule) pertaining to shares as on Annual General Meeting is attached as Annexure "C".

This is for your records.

Thanking you,

Yours faithfully,
For PREMIER POLYFILM LTD,


N. K. BHANDARI
COMPANY SECRETARY

Enclosed : As above



Regd. Off. : 305 Illrd Floor, Elite House 36, Community Center,
Kailash Colony Extn. (Zamroodpur) New Delhi-110048
E-mail : premierpoly@premierpoly.com Website : www.premierpoly.com



MINUTES OF THE TWENTY SECOND ANNUAL GENERAL MEETING OF PREMIER POLYFILM LTD. HELD ON SATURDAY, THE 27TH DAY OF SEPTEMBER, 2014 AT 4.30 P. M. AT SHAH AUDITORIUM, 2, RAJ NIWAS MARG, CIVIL LINES, DELHI 110054.

DIRECTORS

1. Shri Amar Nath Goenka - In the chair
Managing Director
2. Shri Amitabh Goenka - Executive Director
3. Shri J S Marwah - Director and Chairman of
Audit Committee.
4. Shri S P Jain - Executive Director

MEMBERS PRESENT IN PERSON

6. 47 Nos. Members present in person
as per list appended below

LIST OF MEMBERS

Sr. No.	Folio/Demat Account No.	Name of member
001	IN300020/30059670	Amar Nath Goenka
002	IN300020/30203345	Amar Nath Goenka (HUF)
003	INE30451/12987021 and 24025	Amitabh Goenka
004	IN301452/10051047	Premier Polyplast & Processors Ltd represented through Shri M L Bansal, Director of the Company
005	IN300095/10177733	Puran Dass Taneja
006	IN301055/10828626	Sri Vishvanath Enterprisers Ltd represented through Shri S K Pandit, Director of the Company
007	IN303989/10002464	D L Millar & Co. Ltd represented through Shri S. K. Pandit, Director of the Company
008	IN12014100/00021007	Kiran Ghai
009	IN1201410/000010225	Rakesh Kumar
010	IN1201410/000011949 and IN300118/11607836	Shanti Devi
011	IN1202060/000637866	Rekha Gupta
012	IN301127/15633348	Pradeep Sood & Madhu Sood
013	IIN300118/11466982	Rekha Grover
014	300206-11015388	Ankit Gupta
015	IN302679/32000953	Baldev Raj Trikhia
016	IN 300118-1045470	Ashok Kumar Gupta
017	IN 300118-10036553	Dharam Pal Singh
018	IN 300708-10023485	Ramesh Chander Khurana
019	IN 300708-10036432	Ajay Khurana and Sheetal Khurana
020	IN 300708-10470605	Sheetal Khurana and Ajay Khurana
021	IN 300708-10036424	Naveen Khuarna, Sheetal Khurana and Ajay Khurana
022	59	Jaspal Singh Marwah

Amar Nath Goenka



PREMIER POLYFILM LIMITED

023	5963	Ved Prakash Garg
024	13753	Kewal Krishan Batra
025	13765	Man Mohan Goel
026	14769	Narinder Pal Singh
027	14770	N P Singh
028	14771	Kulvinder Singh
029	14772	Piara Singh
030	15148	Man Mohan Goel
031	15888	Niraj Gupta
032	17324	Kiran Jain
033	17430	Ajay Jain
034	17431	Trilok Kumari Jain
035	17442	Shankar Lal Balani
036	17443	Kishore Balani
037	18027	Chander Mohan & Atul Seth
038	18051	S R Kumar
039	19401	Gagan Kumar
040	20796	Rajander Prasad Jain
041	20799	Sanjiv Jain
042	21087	Rajiv Jain
043	21935	Kewal Krishan Batra
044	23370	Savita Rani Kumar
045	23458	H S Sahni, B K Sahni
046	24069	Subhash Kumar Pandit
047	24090	Jarella Baba Finance Company (P) Ltd represented though Shri S K Pandit, director of the company

SCRUTINIZER

Shri Abhishek Mittal - Proprietor of Abhishek Mittal
& Associates & Practising
Company Secretaries

SECRETARY

Shri N. K. Bhandari - Company Secretary

CHAIRMAN

Shri Amar Nath Goenka, Managing Director, was elected chairman of the Meeting by the Directors in terms of Article No. 70 of the Articles of Association of the Company and accordingly Shri Amar Nath Goenka took the Chair.

QUORUM

Quorum being present, the meeting commenced to transact business. The Chairman welcomed the Members present to the Twenty Second Annual General Meeting.

NOTICE

The Notice convening Twenty Second Annual General Meeting, Director's Report and Auditor's Report to the Members were read at the Meeting. It was informed by the Chairman that Shri Abhishek Mittal, Scrutinizer, has submitted its Report on E-Voting and as per Scrutinizer Report all the items of the Notice of the Twenty Second Annual General have been approved as under :-

ORDINARY BUSINESS

Amar Nath Goenka



PREMIER POLYFILM LIMITED

ITEM NO. 1 ANNUAL ACCOUNTS

Ordinary Resolution to consider and adopt the audited financial statements of the Company for the financial year ended on March 31, 2014, the reports of the Board of Directors and Auditors thereon and the audited consolidated financial statement of the Company for the financial year ended on March 31, 2014 was approved by way of e-voting as under :-

(i) Voted in favour of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
19	17171752	100%

(ii) Voted against the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
0	0	0%

(iii) Invalid votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	

The following resolution has been passed by e-voting and deemed to have been passed at this Annual General Meeting.

"Resolved That the Audited Balance Sheet as at 31st March, 2014 and the profit and Loss Account for the period from 1st April, 2013 to 31st March, 2014 and the reports of the Directors and Auditors thereon together with the Notes on Accounts annexed to and forming part thereof be and are hereby considered, approved and adopted."

ITEM NO. 2 DIRECTORS

Ordinary Resolution to appoint a Director in place of Shri S P Jain (DIN: 00069268), who retire by rotation and being eligible, offer himself for reappointment was approved by way of e-voting as under :-

(i) Voted in favour of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
18	17139954	99.81%

(ii) Voted against the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
1	31798	0.19%

Amarnath L.

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PREMIER POLYFILM LIMITED

(iii) Invalid votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	

The following resolution has been passed by e-voting and deemed to have been passed at this Annual General Meeting.

"Resolved That Shri S P Jain, Director of the Company, be and hereby reappointed as a Director of the Company liable to Retire by rotation be and is hereby considered, approved and adopted."

ITEM NO. 3 APPOINTMENT OF AUDITORS

Ordinary Resolution to appoint M/s De & Bose, Chartered Accountant, (Firm Registration No. 302175E) as Statutory Auditor of the Company from conclusion of Twenty Second Annual General Meeting of the Company until the conclusion of Twenty Third Annual General Meeting of the Company was approved by way of e-voting as under :-

(i) Voted in favour of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
19	17171752	100%

(ii) Voted against the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
0	0	0%

(iii) Invalid votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	

The following resolution has been passed by e-voting and deemed to have been passed at this Annual General Meeting.

"Resolved That M/s. De & Bose, Chartered Accountants, the retiring Auditors of the company be and are hereby reappointed to hold such office until the conclusion of the next Annual General Meeting at a remuneration to be fixed by Shri Amar Nath Goenka, Managing Director of the Company be and is hereby considered, approved and adopted."."

Amar Nath Goenka

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PREMIER POLYFILM LIMITED

SPECIAL BUSINESS

ITEM NO. 4 APPOINTMENT OF DIRECTOR

Ordinary Resolution to re-appoint Shri Jaspal Singh Marwah (DIN: 00069325) as an Independent Director of the Company was approved by way of e-voting as under :-

(i) Voted in favour of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
19	17171752	100%

(ii) Voted against the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
0	0	0%

(iii) Invalid votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	

The following resolution has been passed by e-voting and deemed to have been passed at this Annual General Meeting.

"Resolved that Shri Jaspal Singh Marwah (DIN 00069325) be and is hereby appointed as an independent Director of the Company under the provisions of Section 149(10), 152(5) and all other applicable provisions, if any, of the Companies Act, 2013 upto March 31, 2019."

ITEM NO. 5 APPOINTMENT OF DIRECTOR

Ordinary Resolution to re-appoint Shri Manoj Kumar Gupta (DIN: 00160009) as an Independent Director of the Company was approved by way of e-voting as under :-

(i) Voted in favour of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
19	17171752	100%

Amar Nath - L

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PREMIER POLYFILM LIMITED

(ii) Voted **against** the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
0	0	0%

(iii) Invalid votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	

The following resolution has been passed by e-voting and deemed to have been passed at this Annual General Meeting.

" Resolved that Shri Manoj Kumar Gupta (DIN 00160009) be and is hereby appointed as an independent Director of the Company under the provisions of Section 149(10),152(5) and all other applicable provisions ,if any, of the Companies Act,2013 upto March 31, 2019."

ITEM NO. 6 APPOINTMENT OF DIRECTOR

Ordinary Resolution to re-appoint Shri Kamlesh Kumar Sinha (DIN: 00155541) as an Independent Director of the Company was approved by way of e-voting as under :-

(i)Voted in **favour** of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
19	17171752	100%

(ii)Voted **against** the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
0	0	0%

(iii) Invalid votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	

The following resolution has been passed by e-voting and deemed to have been passed at this Annual General Meeting.

" Resolved that Shri Kamlesh Kumar Sinha (DIN 00155541) be and is hereby appointed as an independent Director of the Company under the provisions of Section 149(10),152(5) and all other applicable provisions ,if any, of the Companies Act,2013 upto March 31,2019."

Amritha L.

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ITEM NO. 7 DIRECTOR LIABLE TO RETIRE BY ROTATION

Special Resolution to appoint Shri Amitabh Goenka, director (DIN: 00061027) as a director liable to retire by rotation with effect from 01st April, 2014 was approved by way of e-voting as under :-

(i) Voted in favour of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
19	17171752	100%

(ii) Voted against the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
0	0	0%

(iii) Invalid votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	

The following resolution has been passed by e-voting and deemed to have been passed at this Annual General Meeting.

"Resolved that the appointment of Shri Amitabh Goenka, Director of the Company, be and is hereby made as a Director liable to retire by rotation with effect from April 1, 2014".

ITEM NO. 8 CONSENT OF THE COMPANY FOR BORROWING

Special Resolution for Consent of Company for borrowing up to an amount of Rs. 70 Crores by the Board of Directors of the Company pursuant to section 180(1)(c) was approved by way of e-voting as under :-

(i) Voted in favour of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
18	17139954	99.81%

(ii) Voted against the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
1	31798	0.19%

Anand Malik

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(iii) Invalid votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	

The following resolution has been passed by e-voting and deemed to be passed at this Annual General Meeting.

"RESOLVED THAT in supersession of the earlier resolution passed Under Section 293(1)(d) of The Companies Act, 1956, at the Second Annual General Meeting of the Company held on September 29, 1994 consent of Members be and is hereby accorded to the Board of Directors of the Company pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modifications or any amendments or any substitution or re-enactment thereof, if any, for the time being in force and all other applicable Acts, laws, rules, regulations and guidelines for the time being in force; the consent of the Company be and is hereby accorded to the Board of Directors of the Company for borrowing from time to time as they may think fit, any sum or sums of money not exceeding Rs. 70 Crores (Rupees Seventy Crores only) including the money already borrowed by the Company on such terms and conditions as the Board may deem fit, whether the same may be secured or unsecured and if secured, whether by way of mortgage, charge or hypothecation, pledge or otherwise in any way whatsoever, on, over or in any respect of all, or any of the Company's assets and effects or properties whether moveable or immovable, including stock-in-trade, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business) and remaining un-discharged at any given time, exceed the aggregate, for the time being, of the paid-up capital of the Company and its free reserves.

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board of Directors of the Company be and is hereby authorised to take all such actions and to give all such directions and to do all such acts, deeds, matters and things as may be necessary and/or expedient in that behalf."

SCRUTINIZER REPORT ON E-VOTING

The Report on e-voting Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (3) (xi) of the Companies (Management and Administration) Rules, 2014 as received by the Chairman from the Scrutinizer is appended below :-]

To

The Chairman
M/s Premier Polyfilm Ltd.
Regd. Office: Flat No. 305, 3rd Floor,
Elite House, 36 Community Centre,
Kailash Colony Extn., Zamroodpur,
New Delhi-11048

Anurag L.



PREMIER POLYFILM LIMITED

Twenty Second Annual General Meeting of the members of M/s Premier Polyfilm Ltd. (the Company) to be held on 27th September, 2014 at 04:30 PM at Shah Auditorium, 2 Raj Niwas Marg, Civil Lines, Delhi-110054.

Dear Sir,

1. I, Abhishek Mittal, Proprietor of Abhishek Mittal & Associates, Practicing Company Secretaries have been appointed by the Board of Directors of M/s Premier Polyfilm Ltd. as a scrutinizer for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) on the resolutions contained in the notice to the 22nd Annual General Meeting (AGM) of the members of the Company, to be held on 27th September, 2014 at 04:30 PM at Shah Auditorium, 2 Raj Niwas Marg, Civil Lines, Delhi-110054.
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the Notice to the 22nd Annual General Meeting (AGM) of the members of the Company. My responsibility as a Scrutinizer for the e-voting process is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated below, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited, the authorized agency to provide e-voting facilities, engaged by the Company.
3. Further to the above, I submit my report as under:
 - i. The e-voting period remained open from Monday, the 22nd Day of September, 2014 (09.30 Am) to Wednesday the 24th day of September, 2014 (05:30 pm).
 - ii. The members of the Company as on the "cut-off" date i.e. 15th August, 2014 were entitled to vote on the resolutions (items no. 01 to 08 as set out in the Notice of the 22nd AGM of the Company)
 - iii. The votes cast were unblocked on 25th September, 2014 in the presence of 2 witnesses, Mr. Kirti Bothra and Ms. Parvinder Kaur who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Sd/-

Signature:
Name: Kirti Bothra

Sd/-

Signature:
Name: Parvinder Kaur
 - iv. Thereafter, the details containing *inter alia*, list of Equity Shareholders, who voted "in favour", "against" each of the resolutions that were put to vote, were generated from the e-voting website of Central Depository Services (India) Limited i.e.

Anamath C.
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PREMIER POLYFILM LIMITED

<https://www.evotingindia.com/> and based on such reports generated, the result of the e-voting is as under:

Item No. 1:-

Ordinary Resolution to consider and adopt the audited financial statements of the Company for the financial year ended on March 31, 2014, the reports of the Board of Directors and Auditors thereon and the audited consolidated financial statement of the Company for the financial year ended on March 31, 2014.

(i) Voted in favour of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
19	17171752	100%

(ii) Voted against the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
0	0	0%

(iii) Invalid votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	

Item No. 2:-

Ordinary Resolution to appoint a director in place of Shri S P Jain (DIN: 00069268), who retire by rotation and being eligible, offer himself for reappointment.

(i) Voted in favour of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
18	17139954	99.81%

(ii) Voted against the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
1	31798	0.19%

(iii) Invalid votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	

Amar Nath L



PREMIER POLYFILM LIMITED

Item No. 3:-

Ordinary Resolution to appoint M/s De & Bose, Chartered Accountant, (Firm Registration No. 302175E) as Statutory Auditor of the Company from conclusion of Twenty Second Annual General Meeting of the Company until the conclusion of Twenty Third Annual General Meeting of the Company.

(i) Voted in favour of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
19	17171752	100%

(ii) Voted against the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
0	0	0%

(iii) Invalid votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	

Item No. 4:-

Ordinary Resolution to re-appoint Shri Jaspal Singh Marwah (DIN: 00069325) as an Independent Director of the Company.

(i) Voted in favour of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
19	17171752	100%

(ii) Voted against the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
0	0	0%

(iii) Invalid votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	

Item No. 5:-

Ordinary Resolution to re-appoint Shri Manoj Kumar Gupta (DIN: 00160009) as an Independent Director of the Company.

Amas nath - h.



PREMIER POLYFILM LIMITED

(i) Voted in favour of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
19	17171752	100%

(ii) Voted against the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
0	0	0%

(iii) Invalid votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	

Item No. 6:-

Ordinary Resolution to re-appoint Shri Kamlesh Kumar Sinha (DIN: 00155541) as an Independent Director of the Company.

(i) Voted in favour of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
19	17171752	100%

(ii) Voted against the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
0	0	0%

(iii) Invalid votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	

Anamali L.



PREMIER POLYFILM LIMITED**Item No. 7:-**

Special Resolution to appoint Shri Amitabh Goenka, director (DIN: 00061027) as a director liable to retire by rotation with effect from 01st April, 2014.

(i) Voted in favour of the resolution.

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
19	17171752	100%

(ii) Voted against the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
0	0	0%

(iii) Invalid votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	

Item No. 8:-

Special Resolution for Consent of Company for borrowing up to an amount of Rs. 70 Crores by the Board of Directors of the Company pursuant to section 180(1)(c).

(i) Voted in favour of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
18	17139954	99.81%

(ii) Voted against the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
1	31798	0.19%

Amitabh Goenka

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PREMIER POLYFILM LIMITED

(iii) Invalid votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	

VOTE OF THANKS

There being no other business to transact, the Chairman expressed his thanks to every one for their attendance and participation in the proceedings of the Meeting.

Shri Puran Dass Taneja (Demat account No. IN300095/10177733) proposed the vote of thanks to the chair.

Shri Ajay Khurana (Demat Account No. IN 300708-10036432) seconded the proposal.

Vote of thanks to the Chair was passed unanimously.

DATED: 14-10-2014
PLACE: NEW DELHI

Amar Nath

CHAIRMAN OF
THE MEETING



Annexure 'B'

ABHISHEK MITTAL & ASSOCIATES
Company Secretaries

SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (3) (xi) of the Companies (Management and Administration) Rules, 2014]

To
The Chairman
M/s Premier Polyfilm Ltd.
Regd. Office: Flat No. 305, 3rd Floor,
Elite House, 36 Community Centre,
Kailash Colony Extn., Zamroodpur,
New Delhi-110048

Twenty Second Annual General Meeting of the members of M/s Premier Polyfilm Ltd. (the Company) to be held on 27th September, 2014 at 04:30 PM at Shah Auditorium, 2 Raj Niwas Marg, Civil Lines, Delhi-110054.

Dear Sir,

1. I, Abhishek Mittal, Proprietor of Abhishek Mittal & Associates, Practising Company Secretaries have been appointed by the Board of Directors of M/s Premier Polyfilm Ltd. as a scrutinizer for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) on the resolutions contained in the notice to the 22nd Annual General Meeting (AGM) of the members of the Company, to be held on 27th September, 2014 at 04:30 PM at Shah Auditorium, 2 Raj Niwas Marg, Civil Lines, Delhi-110054.
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the Notice to the 22nd Annual General Meeting (AGM) of the members of the Company. My responsibility as a Scrutinizer for the e-voting process is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated below, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited, the authorized agency to provide e-voting facilities, engaged by the Company.
3. Further to the above, I submit my report as under:
 - i. The e-voting period remained open from Monday, the 22nd Day of September, 2014 (09.30 Am) to Wednesday the 24th day of September, 2014 (05:30 pm).

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34/21, 11nd Floor, West Patel Nagar, New Delhi-110 008
Contact: 011-25888344, +91-9999048641, 9999048341
E-mail : abhishekcs21@gmail.com, amacs2009@gmail.com

Abhishek
(CS ABHISHEK MITTAL)
Practising Company Secretary
C.P. No. 7943
M. No. F 7273



ii. The members of the Company as on the "cut-off" date i.e. 15th August, 2014 were entitled to vote on the resolutions (items no. 01 to 08 as set out in the Notice of the 22nd AGM of the Company)

iii. The votes cast were unblocked on 25th September, 2014 in the presence of 2 witnesses, Mr. Kirti Bothra and Ms. Parvinder Kaur who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Kirti Bothra
Signature:
Name: Kirti Bothra

Parvinder Kaur
Signature:
Name: Parvinder Kaur

iv. Thereafter, the details containing *inter alia*, list of Equity Shareholders, who voted "in favour", "against" each of the resolutions that were put to vote, were generated from the e-voting website of Central Depository Services (India) Limited i.e. <https://www.evotingindia.com/> and based on such reports generated, the result of the e-voting is as under:

Item No. 1:-

Ordinary Resolution to consider and adopt the audited financial statements of the Company for the financial year ended on March 31, 2014, the reports of the Board of Directors and Auditors thereon and the audited consolidated financial statement of the Company for the financial year ended on March 31, 2014.

(i) Voted in favour of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
19	17171752	100%

(ii) Voted against the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
0	0	0%

(iii) Invalid votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	

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Abhishek
(CS ABHISHEK MITTAL)
Practising Company Secretary
C.P. No. 7943
M. No. F 7273



Item No. 2:-

Ordinary Resolution to appoint a director in place of Shri S P Jain (DIN: 00069268), who retire by rotation and being eligible, offer himself for reappointment.

(i) Voted in favour of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
18	17139954	99.81%

(ii) Voted against the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
1	31798	0.19%

(iii) Invalid votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	

Item No. 3:-

Ordinary Resolution to appoint M/s De & Bose, Chartered Accountant, (Firm Registration No. 302175E) as Statutory Auditor of the Company from conclusion of Twenty Second Annual General Meeting of the Company until the conclusion of Twenty Third Annual General Meeting of the Company.

(i) Voted in favour of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
19	17171752	100%

(ii) Voted against the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
0	0	0%

(iii) Invalid votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	

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Abhishek
ICS ABHISHEK MITTAL
Practising Company Secretary
C.P. No. 7943
M. No. F 7273



Item No. 4:-

Ordinary Resolution to re-appoint Mr. Jaspal Singh Marwah (DIN: 00069325) as an Independent Director of the Company.

(i) Voted in favour of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
19	17171752	100%

(ii) Voted against the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
0	0	0%

(iii) Invalid votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	

Item No. 5:-

Ordinary Resolution to re-appoint Mr. Manoj Kumar Gupta (DIN: 00160009) as an Independent Director of the Company.

(i) Voted in favour of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
19	17171752	100%

(ii) Voted against the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
0	0	0%

(iii) Invalid votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	

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Abhishek
(CS ABHISHEK MITTAL)
Practising Company Secretary
C.P. No. 7943
M. No. F 7273



Item No. 6:-

Ordinary Resolution to re-appoint Shri Kamlesh Kumar Sinha (DIN: 00155541) as an Independent Director of the Company.

(i) Voted in favour of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
19	17171752	100%

(ii) Voted against the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
0	0	0%

(iii) Invalid votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	

Item No. 7:-

Special Resolution to appoint Mr. Amitabh Goenka, director (DIN: 00061027) as a director liable to retire by rotation with effect from 01st April, 2014.

(i) Voted in favour of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
19	17171752	100%

(ii) Voted against the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
0	0	0%

(iii) Invalid votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	

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Abhishek
(CS ABHISHEK MITTAL)
Practising Company Secretary
C.P. No. 7943
M. No. F 7273



Item No. 8:-

Special Resolution for Consent of Company for borrowing up to an amount of Rs. 70 Crores by the Board of Directors of the Company pursuant to section 180(1)(c) .

(i) Voted in favour of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
18	17139954	99.81%

(ii) Voted against the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
1	31798	0.19%

(iii) Invalid votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	

Thanking you

For Abhishek Mittal & Associates


(Abhishek Mittal)
Practising Company Secretary
M. No.: F-7273 CP No.: 7943

Place: New Delhi
Date: 25/09/2014

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