

CONSOLIDATED SCRUTINIZER'S REPORT

To
The Chairman
M/s Premier Polyfilm Limited
305, IIIrd Floor, Elite House,
36, Community Centre, Kailash Colony Extension,
Zamroodpur, New Delhi- 110048

Sub.: Consolidated Scrutinizer's Report on Remote e-voting and voting through Ballot Paper at the 25th Annual General Meeting ("AGM") of the members of M/s Premier Polyfilm Limited ("the Company") held on Wednesday, 27th September, 2017 at 11:30 a.m. at Shah Auditorium, 2, Raj Niwas Marg, Civil Lines, Delhi – 110 054.

Dear Sir,

1. I, Abhishek Mittal, Proprietor of Abhishek Mittal & Associates, Practising Company Secretaries had been appointed as a Scrutinizer by the Board of Directors of M/s Premier Polyfilm Limited ("the Company") for the purpose of scrutinizing the voting through:
 - (i) remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015; and
 - (ii) ballot paper at the AGM under the provisions of Section 109 of the Act read with Rule 21 of the Companies (Management and Administration) Rules, 2014on the resolutions contained in the Notice of the 25th AGM of the members of the Company, held on Wednesday, the 27th September, 2017 at 11:30 a.m. at Shah Auditorium, 2, Raj Niwas Marg, Civil Lines, Delhi – 110 054.
2. The management of the Company is responsible to ensure the compliance with the requirements of the Act and Rules relating to remote e-voting and voting by Ballot paper on the resolutions contained in the Notice to the 25th AGM of the members of the Company. My responsibility as a Scrutinizer for the remote e-voting process and for voting through ballot paper at the AGM is restricted to preparing a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated in the Notice of AGM, based on the reports generated from the remote e-voting system provided by Central Depository Services (India) Limited (CDSL) and voting through ballot paper conducted at the AGM.
3. The Company made arrangements with CDSL for providing a system of voting by the shareholders electronically through remote e-voting.

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4. The Company has also provided voting facility to the shareholders who were present at the 25th AGM and who had not already cast their vote through remote e-voting facility to vote through Ballot paper.
5. The shareholders of the Company holding shares as on the "cut off" date i.e. 20th September, 2017 were entitled to vote on the resolutions as contained in the Notice of the AGM.
6. After the conclusion of voting by ballot paper at the AGM venue, the votes cast thereat were counted. Thereafter the votes cast under remote e-voting process were unblocked by me in the presence of two witnesses, Mr. Sumit Kumar son of Sh. Yoginder Thakur resident of H. No. A-15, Chopal Wali Gali, Shalimar Village, Delhi – 110 088 and Mrs. Ashima Agrawal wife of Mr. Antriksh Agrawal resident of 26/25, West Patel Nagar, New Delhi – 110 008 who were not in the employment of the Company and the e-voting results who have voted for and against were downloaded from the e-voting website of CDSL.
7. As requested by the management, I submit herewith Consolidated Scrutinizers' Report on the results of remote e-voting together with that of voting by Ballot Paper as under:-

Item No. of Notice	Means of Voting	Total Votes	Invalid Votes	Valid Votes	Total Votes cast in favour of the Resolution		Total Votes cast against the Resolution	
					Nos.	% of total number of valid votes cast	Nos.	% of total number of valid votes cast
Item No. 1: To receive, consider and adopt the Balance Sheet of the Company as at 31 st March, 2017, the Profit & Loss Account for the period from 1 st April, 2016 to 31 st March, 2017 and the reports of Directors' and Auditors'. (As an Ordinary Resolution)	Remote E-voting	14234244	0	14234244	14234244	100%	0	0.00%
	Poll	17697	0	17697	17697	100%	0	0.00%
	Total	14251941	0	14251941	14251941	100%	0	0.00%
Item No. 2: To declare Dividend for the year ended 31 st March, 2017 @ Rs. 0.50 paise per equity share with the face value of Rs. 5/- each. (As an Ordinary Resolution)	Remote E-voting	14234244	0	14234244	14234244	100%	0	0.00%
	Poll	17697	0	17697	17697	100%	0	0.00%
	Total	14251941	0	14251941	14251941	100%	0	0.00%
Item No. 3: To appoint a Director in place of Shri Amitabh Goenka (holding DIN:00061027), who retires by rotation and being eligible, offers himself for re-appointment (As an Ordinary Resolution)	Remote E-voting	14234244	7292404	6941840	6941840	100%	0	0.00%
	Poll	17697	0	17697	17697	100%	0	0.00%
	Total	14251941	7292404	6959537	6959537	100%	0	0.00%



Item No. 4: To appoint statutory auditor of the Company (As an Ordinary Resolution)	Remote E-voting	14234244	0	14234244	14234244	100%	0	0.00%
	Poll	17697	0	17697	17697	100%	0	0.00%
	Total	14251941	0	14251941	14251941	100%	0	0.00%
Item No. 5: To re-appoint Shri Amar Nath Goenka as Managing Director of the Company. (As an Special Resolution)	Remote E-voting	14234244	7292404	6941840	6941840	100%	0	0.00%
	Poll	17697	0	17697	17697	100%	0	0.00%
	Total	14251941	7292404	6959537	6959537	100%	0	0.00%
Item No. 6: To revise salary and perquisites of Shri Amitabh Goenka, Executive Director of the Company (As an Special Resolution)	Remote E-voting	14234244	7292404	6941840	6941840	100%	0	0.00%
	Poll	17697	0	17697	17697	100%	0	0.00%
	Total	14251941	7292404	6959537	6959537	100%	0	0.00%
Item No. 7: To ratify remuneration of Cost Auditor of the Company for the financial year 2017-2018. (As an Ordinary Resolution)	Remote E-voting	14234244	0	14234244	14234244	100%	0	0.00%
	Poll	17697	0	17697	17697	100%	0	0.00%
	Total	14251941	0	14251941	14251941	100%	0	0.00%

8. It is further submitted that Votes cast through E-Voting by Mr. Arvind Goenka (holding 10000 shares), Mrs. Nisha Goenka (holding 6400 shares), Mr. Amar Nath Goenka (holding 1107354 shares), Mr. Amitabh Goenka (holding 2451575 shares), Mrs. Indira Goenka (holding 1018582 shares), Ms. Manvi Goenka (holding 28618 shares) and M/s Premier Polyplast and Processors Ltd. (holding 2669875 shares) were not considered for Resolution No. 3, 5 and 6 as the said persons are related to Mr. Amitabh Goenka and Mr. Amar Nath Goenka.

9. The electronic data and all other relevant records relating to remote e-voting is under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman or his Authorized Representatives considers, approves and signs the minutes of AGM.

Thanking you

For **Abhishek Mittal & Associates**

Abhishek Mittal
(CS Abhishek Mittal)

Practising Company Secretary
M. No.: F7273 C.P. No.: 7943

Place: New Delhi

Date: 27.09.2017

Witness 1:



Sumit Kumar
S/o: Sh. Yoginder Thakur
R/o: H. No. A-15, Chopal Wali Gali
Shalimar Village, Delhi-110088

Witness 2:



Ashima Agrawal
W/o: Mr. Antriksh Agrawal
R/o: - 26/25, West Patel Nagar,
New Delhi- 110008

**Counter Signed by
For Premier Polyfilm Limited**



(N. K. Bhandari)
Company Secretary
M. No. ACS 290

