



**PREMIER
POLYFILM
LTD.**

ANNUAL REPORT 2017-2018



PREMIER POLYFILM LTD.

BOARD OF DIRECTORS

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

COMPANY SECRETARY

Shri N.K. Bhandari

AUDITORS

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

BANKERS

Kotak Mahindra Bank Limited
Chandni Chowk, Delhi - 110006

REGISTERED OFFICE

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

HEAD OFFICE & FACTORY (UNIT I)

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

UNIT II

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

ISIN NUMBER : INE 309M01012

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

CIN NO. : L25209DL1992PLC049590

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PREMIER POLYFILM LTD.

NOTICE

Notice is hereby given that the **Twenty Sixth Annual General Meeting of Premier Polyfilm Ltd.** will be held on **Friday, the 28th day of September, 2018 at 11.30 A.M.** at Shah Auditorium, 2, Raj Niwas Marg, Civil Lines, Delhi 110 054 to transact the following business:

ORDINARY BUSINESS:

- 1) To consider and adopt Balance Sheet of the Company as at 31st March, 2018, Profit & Loss Account for the period from 1st April, 2017 to 31st March, 2018 and the reports of Auditors' and Directors' thereon.
- 2) To declare Dividend for the year ended 31st March, 2018 @ Rs.0.50 paise per equity share with the face value of Rs.5/- each i.e. 10 (ten) percent.
- 3) To appoint a Director in place of Shri Sumat Parsad Jain (holding DIN 00069268), who retires by rotation and being eligible, offers himself for re-appointment.
- 4) To consider appointment of Statutory Auditors and, if thought fit, to pass the following resolution with or without modification(s), as an **ORDINARY RESOLUTION**.

"RESOLVED THAT pursuant to the provisions of Sections 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, the appointment of M/s MARS & Associates, Chartered Accountants (Firm's Registration No.010484IN) as Auditors of the Company till the conclusion of Annual General Meeting to be held in the year 2022, which is subject to ratification at every Annual General Meeting, be and is hereby ratified to hold the office from the conclusion of this Annual General Meeting till the conclusion of Annual General Meeting of the Company to be held in the year 2019, at a remuneration of Rs. 1,00,000/- (Rupees One Lakh only) plus GST."

RESOLVED FURTHER THAT the Managing Director and Company Secretary of the company be and are hereby severally authorized to do all such acts and deeds, matters and things that may be required in connection or for matters incidental thereto, filing all such documents with appropriate authorities and completing such other formalities as may be considered necessary, proper and expedient to give effect to this Resolution."

SPECIAL BUSINESS

- 5) To consider and, if thought fit, to pass with or without modification, the following resolution as **SPECIAL RESOLUTION** :
"RESOLVED that the consent of the Company be and is hereby accorded by way of Special Resolution to the continuous Directorship of Shri Kamlesh Kumar Sinha (holding DIN 00155541)) as Non Executive Director of the Company designated as "Independent Non Executive Director" till 31st March, 2019 even after attaining the age of 75 years."
"RESOLVED FURTHER THAT the Managing Director and Company Secretary of the company be and are hereby severally authorized to do all such acts and deeds, matters and things that may be required in connection or for matters incidental thereto, filing all such documents with appropriate authorities and completing such other formalities as may be considered necessary, proper and expedient to give effect to this Resolution."
6) To consider and, if thought fit, to pass with or without modification, the following resolution as **SPECIAL RESOLUTION**:
"RESOLVED that pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and subject to such other approvals, permissions and sanctions, as may be necessary, Article 116 of the Articles of Association of the Company and subject to the limits specified in Schedule V to the Companies Act, 2013, the consent of the Company be and is hereby accorded by way of Special Resolution to the appointment of Shri Sumat Parsad Jain (holding DIN 00069268) as the Whole-time Director of the Company designated as "Executive Director" for a period of Twelve (12) months effective from 1st April, 2019.

RESOLVED FURTHER THAT in accordance with the provisions of the Companies Act, 2013 and in accordance with the provisions as contained in Schedule V (Part I) (c) of the Companies Act, 2013 the Company hereby accords its approval by way of Special resolution to the continuous appointment of Shri Sumat Parsad Jain (holding DIN 00069268), Executive Director of the company, till 31st March, 2020 i.e. even after attaining the 70 years of age.

"RESOLVED that the terms of re-appointment, remuneration including perquisites payable to Shri Sumat Parsad Jain, Executive Director, shall be as under:

A) **Period:** Twelve (12) months from 01/04/2019 to 31/03/2020.

B) **Remuneration:**

- 1) **Basic Salary per month:** Rs.1,12,000/- (Rupees One Lakhs Twelve Thousand only).
- 2) **Perquisites and other amenities payable**



PREMIER POLYFILM LTD.

a) **Housing:-**

The Executive Director shall be paid House Rent Allowance @40% of the basic salary per month.

b) **Conveyance :**

The Executive Director shall be provided with the facility of free chauffeur Driven conveyance from his residence to the factory/Office & back and for use for official purpose.

c) **Leave and Other Perks :**

The Executive Director shall be entitled to leave on full salary in accordance with the leave rules of the Company applicable to senior managerial personnel of the Company.

However, the unavailed privilege leave may be encashed by The Executive Director as per the leave rules of the Company applicable to senior managerial personnel of the Company.

The Executive Director shall also be entitled to contribution to Superannuation Fund or Annuity as applicable to the senior officers of the Company. He shall also be entitled to Gratuity as per the government rules applicable at the time of his retirement/termination.

The Executive Director shall be provided with landline telephone connection at his residence. Personal long distance calls on telephone by The Executive Director shall be billed by the company to The Executive Director.

In addition to this, The Executive Director shall be provided with a cell phone and expenses thereon on actual basis.

RESOLVED FURTHER THAT in the event in any financial year during the tenure of the Executive Director, if the Company does not earn any profits or earns inadequate profits as contemplated under the provisions of Schedule V to the Companies Act, 2013, the Executive Director shall be paid , the remuneration (including perquisites) as the minimum remuneration as set out in the Notice for the Twenty Sixth Annual General Meeting.

RESOLVED FURTHER THAT the Managing Director and Company Secretary of the company be and are hereby severally authorized to do all such acts and deeds, matters and things that may be required in connection or for matters incidental thereto, filing all such documents with appropriate authorities and completing such other formalities as may be considered necessary, proper and expedient to give effect to this Resolution."

7) To consider and, if thought fit, to pass with or without modification, the following resolution as **ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules 2014 and as approved by the Board of Directors at a remuneration of Rs. 40,000/- (Rupee Forty Thousand Only) plus GST and out of pocket expenses for the Financial Year 2018-19 payable to M/s Cheena & Associates, Cost Accountants, appointed as the Cost Auditors of the Company for the Financial Year 2018-2019 be and is hereby confirmed.

RESOLVED FURTHER THAT the Managing Director and Company Secretary of the company be and are hereby severally authorized to do all such acts and deeds, matters and things that may be required in connection thereto, filing all such documents with appropriate authorities and completing such other formalities as may be considered necessary, proper and expedient to give effect to this Resolution."

By order of the Board
for PREMIER POLYFILM LTD.

Sd/-

N.K.BHANDARI
COMPANY SECRETARY
ACS 290

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

NOTES

1. The relative Explanatory Statement pursuant to Section 102(1) of The Companies Act, 2013 in respect of item numbers 5 to 7 are set out in the Notice is annexed hereto and form part of the Notice.



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2. A Member entitled to attend and to vote is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a Member of the company. Proxy form should be deposited at the Registered Office of the company not less than forty-eight hours before the commencement of the Meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 22nd September, 2018 to 28th September, 2018 (Both days inclusive) for the purpose of Annual General Meeting and to determine eligible Shareholders for payment of Dividend. The dividend on equity shares, as recommended by the Board of Directors, subject to the approval of Members in the Annual General Meeting, will be paid on or before 27th October, 2018 to the Members or their Mandates whose name appear in the Company's Register of Members on 22nd September, 2018 in respect of physical Shares and in respect of Dematerialized Shares, the dividend, if declared, will be payable to the beneficial owner of the shares whose name appear in the statement of beneficial ownership furnished by NSDL and CDSL at close of business hours on 21st September, 2018.
4. Brief resume of Director(s) including those proposed to be reappointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships/chairmanships of Board Committees, shareholding and relationships between directors(s) are provided in the Corporate Governance Report forming part of the Annual/ Notice /Directors Report. The details for re-appointment of retiring directors are given in **Annexure 'V'** forming part of Notice for Annual General Meeting.
5. As a measure of economy copies of Annual Reports will not be distributed at the Meeting. Members may please bring their own copies of the Annual Report to the Meeting.
6. The Securities & Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their respective Depository Participants. Members holding shares in Physical Form shall submit their PAN & copy of their Aadhar Card details to the RTA/company.
7. If a Member desires information on accounts, such request may please be made in writing and should reach the Registered office of the company office at least seven (7) days before the Meeting.
8. The voting facility will be available at the venue of the Annual General Meeting upto 11.30 A.M. However, this facility will be available only to those Shareholders who have not casted their vote through remote E- voting system.
9. Members who have not encashed their dividend warrants towards the Dividend for the year ended 31st March, 2016 and 31st March, 2017 are requested to write to the Company to claim duplicate Dividend Warrant.
10. MEMBERS ARE REQUESTED TO PROVIDE THEIR RESPECTIVE EMAILS SO AS TO ENABLE COMPANY TO SEND ANNUAL REPORTS BY EMAIL.

By order of the Board
for PREMIER POLYFILM LTD.

Sd/-

N.K.BHANDARI
COMPANY SECRETARY
ACS 290

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

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.

Item No. 5

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



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

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

No Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the resolution number 5 of the Notice except Shri Kamlesh Kumar Sinha himself.

Item No. 6

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

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

As per provisions of the Companies Act, 2013 any appointment or reappointment of whole time Director including Executive Directors requires approval of the Shareholders in their General Meeting. Further in case of inadequate profit or no profit Executive Director can be appointed under Schedule V of the Companies Act, 2013 upto a period not exceeding three years without obtaining the consent of the Central Government provided that such approval is accorded by the shareholders by a Special Resolution moved in the Notice for Annual General Meeting. It is, therefore, proposed to pass the Special Resolution approving reappointment of Shri Sumat Parsad Jain as Executive Director for a term of twelve (12) months on the Terms and Conditions as specified in the Notice of the Twenty Sixth Annual General Meeting under Schedule V of the Companies Act, 2013. The Board of Directors of the company have approved reappointment of Shri Sumat Parsad Jain as Executive Director for twelve (12) months i.e. upto 31/03/2020 in their Meeting held on 29/05/2018 on the recommendation of the Nomination and Remuneration Committee subject to approval by the Members of the company and subject to such other approvals, permissions and sanctions, as may be necessary.

Shri Shri Sumat Parsad Jain is not a Director in any other company. However, he is member in Share Transfer Committee, Audit Committee, Stakeholders Relationship Committee, Assets Sales Committee, Share Allotment Committee and Corporate Social Responsibility Committee. Shri Sumat Parsad Jain holds NIL Equity Shares of the Company.

The disclosure under Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided at **Annexure "V"** of this Notice.

Shri Sumat Parsad Jain is 72 years old and holds a University Degree. He has more than 50 years of experience as an Executive and hence the salary and perquisites proposed to provide to him are considered reasonable. Further the remuneration and perks given in the Notice convening the Twenty Sixth Annual General Meeting are within the prescribed limits of Schedule V of the Companies Act, 2013.

In terms of the good Corporate Governance guidelines of the Company, the Board of Directors of the Company at their meeting held on 29th May, 2018 recommended the proposal for the reappointment at revised/enhanced payment of remuneration and perks to Shri Shri Sumat Parsad Jain, Executive Director of the Company.

The Company has earned a net profit of Rs. 471/- Lakhs for the year ended 31st March, 2018. Section II of Part II of Schedule V of the Companies Act, 2013 prescribes that in case of no profits or inadequate profits, the remuneration can be paid to the managerial personnel within the limits arrived at in accordance with the provisions of the said Section II.

The following additional detailed information as per Section II of Schedule V is as follows:

I. General Information :		
1.	Nature of Industry	The Company carries business of manufacturing of Vinyl Flooring, Sheeting and Leather cloth etc
2.	Date or expected date of commencement of commercial production	Commercial Operations commenced on 1st November, 1993.
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions	Not applicable as company is old and established company
4.	Financial performances based on given indicators	



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As per Audited financial results for the year			(Rs. In Lakhs)
		2017-18	2016-17
Paid up Capital		1,059	1,059
Reserves & Surplus		2,723	2,378
Revenue from Operations		14,265	11,364
Other Income		236	160
Total Revenue		14,501	11,524
Total Expenses		14,030	11,154
Profit after Tax		471	370
5.	Foreign investments or collaborations, if any.		Nil
II.	Information about the appointee :		
1.	Background details	Shri Sumat Parsad Jain, aged 72 years, holds a University degree. He has an experience of more than 50 years as an executive. He is holding the post of Executive Director of the Company since 26th June,2004.	
2.	Past remuneration	Rs.92,984/- (Rupees Ninety Two Thousand Nine Hundred Eighty Four only) per month as Basic Salary Plus applicable perks.	
3.	Recognition or awards	NIL	
4.	Job Profile and his suitability	He is looking after General Administration and Personnel Department of the company and is also "Occupier" of the Company. He has vast experience of more than 50 years of an executive.	
5.	Remuneration proposed	As mentioned in the resolution no. 6 of Notice of Annual General Meeting.	
1.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	In the past few years, the remuneration of Senior Executives in the industry in general has gone up significantly. The remuneration proposed to be paid to Shri Sumat Parsad Jain is purely based on merit. Further the board perused the remuneration of managerial persons in other companies comparable with the size of the Company, industry benchmarks in general, profile and responsibilities of Shri Sumat Parsad Jain before approving the remuneration as proposed herein above.	
2.	Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any.	Besides the remuneration proposed Shri Sumat Parsad Jain does not have any pecuniary relationship with the Company. He is not related to any other Director or Key managerial personnel of the company.	
III.	Other Information :		
1.	Reason of loss or inadequate profits	Profits are more than the preceding financial year 2016-2017.	
2.	Steps taken or proposed to be taken for improvement	The Company has initiated certain steps such as cost control, borrowing at cheaper rates, improving efficiency /profitability and diversification in PVC manufacturing and also established another unit to produce Soft Touch Cushion type of Artificial PVC Leather cloth, PVC Sheetings and Films, Knitted Fabric etc.	
3.	Expected increase in productivity and profits in measurable terms.	The Company is committed to build the business operations within budget and considering that the business operates on a going concern basis, it is expected a growth of around 10% in near future.	

Shri Shri Sumat Parsad Jain has given his declaration and has confirmed that he has not been convicted of any offence in connection with the promotion, formation and/or management of any company or LLP and has not been found guilty of any fraud or misfeasance or of any breach of duty to any company under this Act or any previous company law in the last five years and that his total directorship in all companies shall not exceed the prescribed number of companies in which a person can be appointed as a director. The Board of Directors affirms that Shri Sumat Parsad Jain is not debarred from holding of the office the Director by virtue of any SEBI order and/or any other such authority. In the opinion of the Board Shri Sumat Parsad Jain is a person of integrity and possesses relevant expertise, competence and experience to hold office of the Director of the Company and his appointment as an Executive Directors of the company would be beneficial to the Company.

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

No Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the resolution number 6 of the Notice except Shri Sumat Parsad Jain himself.



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Item No. 7

On the recommendations of Audit Committee, The Board of Directors of the Company in their Meeting held on 29th May, 2018 appointed M/s Cheena & Associates, Cost Accountants, as Cost Auditors of the Company for the financial year 2018-2019 at a remuneration of Rs. 40,000/- (Rupee Forty Thousand Only) plus GST and out of pocket expenses. M/s Cheena & Associates, Cost Accountants, have given their consent to act as Cost Auditors of the Company for the financial year 2018-2019. M/s Cheena & Associates continues to be Cost Accountants of the Company since 2014.

The Board of Directors, therefore, recommends the adoption of the resolution number 7 as an Ordinary Resolution.

No Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in this resolution.

By order of the Board
for PREMIER POLYFILM LTD.

Sd/-

N.K.BHANDARI
COMPANY SECRETARY
ACS 290

Place : New Delhi

Date : 29/05/2018

Regd. Office:

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

Kailash Colony Extension (Zamroodpur), New Delhi-110048

CIN : L25209DL1992PLC049590

E-VOTING

Voting through electronic means (E-Voting):

- A. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and clause 35B of the Listing Agreement, the Company is pleased to provide the facility of voting through electronic means to its members. Members of the Company can transact all the items of the businesses with the facility of voting through electronic means as contained in the notice of the meeting through remote e-Voting Services provided by Central Depository Services (India) Limited (CDSL).
- B. The facility for voting, either through electronic voting system or ballot or polling paper shall be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.

The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

The Company has appointed Ms. Rekha Mittal, Practicing Company Secretaries, having membership Number F8800 and CP Number-10180 who in the opinion of the Company is a duly qualified person, as a Scrutinizer who will collate the electronic voting process in a fair and transparent manner. The Scrutinizer shall, immediately after the conclusion of voting at the General Meeting, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the Meeting, a consolidated scrutinizer's report of the votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and shall declare the result of the voting forthwith.

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

A member whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e voting as well as voting in the General Meeting.

The instructions for members for voting electronically are as under:-

- (i) The voting period begins on Tuesday, 25th September, 2018 at 09.00 A.M. and ends at on Thursday, 27th September, 2018 at 5.00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd September, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to three-voting website www.evotingindia.com.
- (iii) Click on Shareholders/Members
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,



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

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

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



PREMIER POLYFILM LTD.

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

By order of the Board
for PREMIER POLYFILM LTD.

Sd/-

N.K.BHANDARI
COMPANY SECRETARY
ACS 290

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

DIRECTORS' REPORT TO THE MEMBERS

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

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

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

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