a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • 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. • 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.**

- 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.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at compliance.officer@premierpoly.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at compliance.officer@premierpoly.com These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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 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 attending AGM & 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, NM Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

Place: New Delhi
Date: 23-07-2025

By order of the Board of Directors
Sd/-
Heena Soni
Company Secretary & Compliance Officer
Membership No. A70248

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 AND REGULATION 36(5) OF SEBI LISTING REGULATIONS

Item No. 4: Re-appointment of Shri Ram Babu Verma (DIN: 08760599) as Executive Director

Shri Ram Babu Verma was re-appointed as Executive Director of the Company on 16th September,2024 by the shareholders of the company for a term of one year, which will expire on 26th December, 2025. Since the next Annual General Meeting of the Company will be held after the expiry of his current term, the Board, on the recommendation of the Nomination and Remuneration Committee, has approved his re-appointment for a further period of 12 months from 27th December, 2025 to 26th December, 2026, subject to the approval of shareholders at the Thirty Third Annual General Meeting.

The re-appointment shall be made under the provisions of Sections 2(51), 2(94), 178,196, 197, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time. His remuneration will remain the same as previously approved, subject to increments in basic salary as may be recommended by the Nomination and Remuneration Committee from time to time, and will remain within the limits prescribed under Schedule V to the Act.

As per the requirements of Section II of Part II of Schedule V, in case of inadequate profits, managerial remuneration can be paid by way of special resolution. The Company has earned a net profit of ₹2,501Lakhs for the financial year ended 31st March, 2025. However, to comply with good governance practices and to cover future contingencies, the Company is seeking approval by way of Special Resolution.

Shri Ram Babu Verma is not a director in any other company. Within the Company, he serves as a member of the Audit Committee, Stakeholders Relationship Committee, CSR Committee, Internal Complaints Committee, Share Transfer Committee and Share Allotment Committee. He holds no equity shares of the Company.

As per Regulation 36(3) of SEBI (LODR) Regulations, 2015, brief details of Shri Ram Babu Verma are provided in Annexure IV of the Notice. He is an Indian national, born on 11th January, 1963, and holds a Bachelor's Degree in Science, Master's Degree in Economics, and an MSW in HR & IR, with over 36 years of executive experience.

He has submitted necessary declarations confirming his eligibility and has not been disqualified under any provisions of the Companies Act, 2013. He is not debarred from holding the office of Director by SEBI or any other statutory authority.

The Board affirms that he is a person of integrity and possesses the necessary qualifications, experience and competence to hold office of the director of company and his appointment as an Executive Director shall be beneficial to the company

Statement of Information pursuant to Section II of Part II of Schedule V to the Companies Act, 2013

<table>
<tr><td colspan="2">I. General Information</td><td></td></tr>
<tr><td>1.</td><td>Nature of Industry</td><td>The Company is engaged in manufacturing of Vinyl Flooring, Sheeting, and Leather Cloth.</td></tr>
<tr><td>2.</td><td>Date or expected date of commencement of commercial production</td><td>1st November, 1993</td></tr>
<tr><td>3.</td><td>In case of new companies, expected date of commencement of activities as per project approved by financial institutions</td><td>Not applicable, as the Company is an established entity.</td></tr>
<tr><td>4.</td><td>Financial performance based on given indicators</td><td>As per Audited Financial Results for the year
(₹ in Lakhs)
<table>
<tr><td></td><td>2024-2025</td><td>2023-2024</td></tr>
<tr><td>Paid-up Capital:</td><td>1,059</td><td>1,059</td></tr>
<tr><td>Reserves & Surplus:</td><td>8,384</td><td>6,332</td></tr>
<tr><td>Revenue from Operations:</td><td>30,139</td><td>29,563</td></tr>
<tr><td>Other Income:</td><td>325</td><td>165</td></tr>
<tr><td>Total Revenue:</td><td>30,464</td><td>29,728</td></tr>
<tr><td>Total Expenditure:</td><td>27,001</td><td>27,001</td></tr>
<tr><td>Profit After Tax:</td><td>2,501</td><td>2,156</td></tr>
</table></td></tr>
<tr><td>5.</td><td>Foreign investments or collaborations, if any</td><td>Nil</td></tr>
</table>

II. Information about the Appointee		
1.	**Background details**	Shri Ram Babu Verma, aged 62 years, holds a Bachelor's Degree in Science, a Master's in Economics, and an MSW (HR & IR). He has over 36 years of executive experience.
2.	**Past remuneration**	₹90,500 per month (Basic Salary), House Rent Allowance @ 40% of Basic Salary, plus applicable perks.
3.	**Recognition or awards**	Nil
4.	**Job profile and suitability**	Shri Ram Babu Verma oversees General Administration and Personnel functions of the Company and also acts as the "Occupier" of the factory. His vast experience makes him suitable for the position.
5.	**Remuneration proposed**	As specified in Resolution No. 4 of the Notice convening the 33rd Annual General Meeting.
6.	**Comparative remuneration profile**	The proposed remuneration is in line with industry benchmarks for similarly placed executives in companies of comparable size and profile. The Board has evaluated his responsibilities and approved the proposed remuneration accordingly.
7.	**Pecuniary relationship with the company or managerial personnel**	Except for the proposed remuneration, Shri Ram Babu Verma has no pecuniary relationship with the Company. He is not related to any Director or Key Managerial Personnel.

III. Other Information			
1.	**Reasons for loss or inadequate profits**		NA
2.	**Steps taken or proposed to be taken for improvement**		NA
3.	**Expected increase in productivity and profits in measurable terms**		NA

IV. Disclosures:	
•	The information and disclosures of the remuneration of Shri Ram Babu Verma as per the requirements of Section II of Part II of Schedule V of the Act will be mentioned in the Corporate Governance Report forming part of the Annual Report for the financial year 2024-2025;
•	Shri Ram Babu Verma satisfies all the conditions set out in Part-I of Schedule V to the Act and also the conditions set out under section 196(3) of the Act for being eligible for appointment;
•	Shri Ram Babu Verma is not disqualified from being appointed as a Director in terms of section 164(1) and 164(2) of the Act and has given his consent to act as a Director;
•	Shri Ram Babu Verma is not debarred from holding the office of Director by virtue of SEBI Order or any such authority pursuant to BSE Circular No. LIST/COMP/14/2018-19 and the National Stock Exchange of India Limited Circular No. NSE/CML/2018/24, both dated 20th June 2018 ("Stock Exchange Circulars") pertaining to Enforcement of SEBI Orders regarding appointment of Directors by the listed companies;
•	Shri Ram Babu Verma's directorship/committee memberships are within the statutorily permitted limits and that he does not hold any other whole-time directorship in any other company.

None of the Directors or Key Managerial Personnel of the Company or their relatives, except Shri Ram Babu Verma, is concerned or interested in the resolution.

The Board recommends the Special Resolution set forth in Item No. 4 of the Notice for approval of the Members.

Item No.5 consideration of Remuneration of Cost Auditors

The Board of the Directors, at its meeting held on 23rd July, 2025, upon recommendation of the Audit Committee, approved the appointment of M/s Cheena & Associates, Cost Accountants, having Firm Registration No. 000397, as Cost Auditors of the Company for conducting the Audit of cost records of the company for the financial year ending on 31st March, 2026 at a remuneration of