



# PREMIER POLYFILM LIMITED

Registered Office: 305, Elite House, III Floor, 36, Community Centre,  
Kailash Colony Extension, Zamroodpur, New Delhi 110048  
CIN: L25209DL1992PLC049590; Email: [compliance.officer@premierpoly.com](mailto:compliance.officer@premierpoly.com)  
Website: [www.premierpoly.com](http://www.premierpoly.com); Telephone: 011-45537559

PPL/SECT/2025-2026

Date: 23/05/2025

To,  
BSE LIMITED

NATIONAL STOCK EXCHANGE OF INDIA LIMITED

SCRIP CODE : NSE: PREMIERPOL, BSE 514354

Subject: Annual Secretarial Compliance Report for the year ended March 31, 2025 as per Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

Pursuant to Regulation 24A of the Listing Regulations, please find enclosed the Annual Secretarial Compliance report for the year ended March 31, 2025.

This is for your information and records.

Thanking you,

Yours faithfully,  
For PREMIER POLYFILM LIMITED

Heena Soni  
Company Secretary & Compliance Officer



# Sumit Bajaj & Associates

(Practicing Company Secretaries)

Office Address: Office No. 401, Surya Kiran Building, K.G. Marg, New Delhi-110001

Email Id: [csumitbajaj@gmail.com](mailto:csumitbajaj@gmail.com), Tel: +91-9910613098

Registration No. S2019DE677200, Peer Review No. 6546/2025

To,

The Board of Directors

PREMIER POLYFILM LIMITED

REGISTERED OFFICE: FLAT NO-305 IIIRD FLOORELITE HOUSE 36

COMMUNITY CENTRE KAILASH COLONY EXTN.

ZAMROODPUR NEW DELHI, DELHI, INDIA, 110048

## SECRETARIAL COMPLIANCE REPORT

FOR THE FINANCIAL YEAR ENDED ON 31<sup>ST</sup> MARCH, 2025

(Pursuant to Regulation 24A (2) of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015)

We have conducted the review of compliance of the applicable statutory provisions and the adherence to good corporate practices by **PREMIER POLYFILM LIMITED** bearing CIN: L25209DL1992PLC049590 (hereinafter referred as the listed entity), having its registered office Flat No-305 IIIrd Floor, Elite House, 36, Community Centre, Kailash Colony Extn, Zamroodpur New Delhi, Delhi, India, 110048, in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/s compliances and expressing our opinion thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, during the conduct of Review, we hereby report that the listed entity has, during the Review Period covering the Financial Year ended on March 31, 2025, complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter.

**We, Sumit Bajaj & Associates, Practicing Company Secretaries, have examined:**

- All the documents and records made available to us and explanation provided by **PREMIER POLYFILM LIMITED** ("the listed entity").
- The filings/submissions made by the listed entity to the stock exchanges.
- Website of the listed entity.
- Any other document/filing, as may be relevant, which has been relied upon to make this certification.

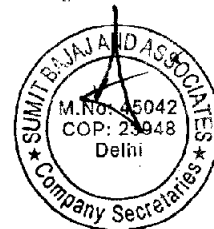
**For the year ended 31<sup>st</sup> March, 2025 in respect of compliance with the provisions of:**

- The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the Circulars/Guidelines issued thereunder, have been examined, include:

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not applicable for the period under review)**
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable for the period under review)**
- Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not applicable for the period under review)**
- Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2021; **(Not applicable for the period under review)**
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 and circulars/guidelines issued thereunder;
- Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018

and circulars/ guidelines issued thereunder and based on the above examination, we hereby report that, during the Review Period:





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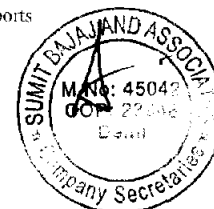
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- I. A. The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action (Advisory/Clarification/Fine/Show Cause Notice/Warning, etc)	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
SFB I (LODR) Regulations, 2015	Regulation 23(2), 23(4) and read with Regulations 4(1)(c) of LODR Regulations	Company is Non compliant with regulation 23(2) of LODR	Before the Adjudicating Officer Securities Exchange Board of India	Fine	The company had received show Cause Notice Dated 17-05-2024 enclosing thereto documents submitted by NSE to you regarding noncompliance of certain provisions of SEBI (LODR) Regulations, 2015. The issue was basically for non-obtaining of prior approval of the shareholders pertaining to related parties transactions for the FY 2023-2024. SEBI examined the matter and initiated adjudication proceedings against the Noticee for the alleged violation of Regulations 23(2), 23(4) and 23(9) read with Regulations 4(1)(e) of LODR Regulations. Subsequently vide Notice of hearing dated August 01, 2024, Noticee was granted opportunity of hearing on August 12, 2024. The AR of the Noticee appeared for the hearing and reiterated the submissions made by it vide reply dated June 14, 2024. Having considered all the facts and circumstances of the case, the material available on record including submissions of the Noticee as well as the factors mentioned in section 15J of SEBI Act and in exercise of the powers conferred upon under Section 15-I of the SEBI Act read with Rule 5 of the Adjudication Rules 1995, The Adjudicating officer of Securities Exchange Board of India imposed a penalty of Rs. 3,00,000 (Rupees Three Lakh) on Noticee under Section 15HB of SEBI Act.	Rs. 3,00,000/-	During FY 2022-23, the Company entered into arm's length transactions in the ordinary course of business but inadvertently omitted classification of certain related parties later identified during audit. Retrospective approvals were obtained on 18th September 2023. The matter was referred by NSE to SEBI. adjudication was initiated, and the order received confirms the Company's adherence to compliance requirements under Regulation 23 of SEBI (LODR) Regulations.	The Management has confirmed that there has been no material impact on the financial position, operational performance, or other activities of the Company due to the imposition of the penalized amount. The Company has duly paid the penalty amount within the prescribed timeline and has taken necessary steps to ensure regular adherence to compliance requirements under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR Regulations).	

- B. The listed entity has taken the following actions to comply with the observations made in previous reports





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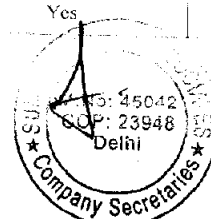
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Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action (Advisory/ Clarification/ Fine/Show Cause Notice/ Warning, etc)	Details of Violation	Fine Amount	Observations/ Remarks of Practicing Secretary	Management Response	Remarks
NA										

II. We further hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

S. No.	Particulars	Compliance Status (Yes/ No/ NA)	Observation/ Remarks by PCS
1.	<b>Secretarial Standards:</b> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	-
2.	<b>Adoption and timely updating of the Policies:</b> ● All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities ● All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI	Yes Yes	-
3.	<b>Maintenance and disclosures on Website:</b> ● The Listed entity is maintaining a functional website ● Timely dissemination of the documents/ information under a separate section on the website ● Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website	Yes Yes Yes	-
4.	<b>Disqualification of Director:</b> None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	-
5.	<b>Details related to Subsidiaries of listed entities have been examined w.r.t.:</b> (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	NA	The company does not have any subsidiary Company.
6.	<b>Preservation of Documents:</b> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	-
7.	<b>Performance Evaluation:</b> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	-
8.	<b>Related Party Transactions:</b> (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	Yes Not Applicable	-
9.	<b>Disclosure of events or information:</b> The listed entity has provided all the required disclosure(s) under	Yes	-





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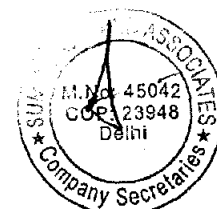
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10.	Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder. <b>Prohibition of Insider Trading:</b> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	-
11.	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b> No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein.	NA	-
12.	<b>Resignation of statutory auditors from the listed entity or its material subsidiaries:</b> In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has /have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular (SEBI Circular CIR/CFD/CMDI/114/2019) on compliance with the provisions of the LODR Regulations by listed entities.	NA	NA
12.	<b>Additional Non-compliances, if any:</b> No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	NA	No further Non-Compliance observed.

### III. Compliances related to 'Resignation of Statutory Auditors' from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMDI/114/2019 dated 18<sup>th</sup> October, 2019:

S. No.	Particulars	Compliance Status (Yes/ No/ NA)	Observation/ Remarks by PCS
<b>Compliances with the following conditions while appointing/re-appointing an Auditor:</b>			
1.	(i) If the auditor resigns within 45 days from the end of a quarter of a financial year, then the auditor shall, before such resignation, issue the limited review/ audit report for such quarter. (ii) If the auditor resigns after 45 day from the end of a quarter of a financial year, then the auditor shall, before such resignation, issue the limited review/ audit report for such quarter as well as the next quarter. (iii) Notwithstanding the above, if the auditor has signed the limited review/ audit report for the first three quarters of a financial year, then the auditor shall, before such resignation, issue the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.	NA	For the period under review, the Statutory Auditors of the company have not resigned therefore, the said clause is not applicable.
<b>Other conditions relating to resignation shall include:</b>			
2.	i) Reporting of concerns with respect to the listed entity/its material subsidiary to the Audit Committee:  a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which may hamper the audit process, the auditor shall approach the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.  b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents shall be brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor shall inform the Audit Committee of the details of information / explanation sought and not provided by the management, as applicable  c. On receipt of such information from the auditor relating to the proposal to resign as mentioned above, the Audit Committee / board of directors, as the case may be, shall deliberate on the matter and communicate its views to the management and the auditor.	NA	For the period under review, the Statutory Auditors of the company have not resigned therefore, the said clause is not applicable.





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	<p>ii) Disclaimer in case of non-receipt of information:</p> <p>In case the listed entity/its material subsidiary does not provide information required by the auditor, to that extent, the auditor shall provide an appropriate disclaimer in the audit report, which may be in accordance with the Standards of Auditing as specified by ICAI/NFRA.</p> <p>3. The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.</p>	NA	For the period under review, the Statutory Auditors of the company have not resigned therefore, the said clause is not applicable.
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## Assumptions & limitation of scope and review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. My responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. I have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Place: New Delhi  
Date: 22<sup>nd</sup> May, 2025  
UDIN: A045042G000407241

