



NOTICE

NOTICE is hereby given that the Thirty Third (33rd) Annual General Meeting of the Members of Premier Polyfilm Limited ("the Company") will be held on Wednesday, the 24th day of September, 2025 at 3:30 P.M. through Video Conferencing("VC") / Other Audio-Visual Means ("OAVM"), to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2025, including the Balance Sheet as at 31st March, 2025, the Statement of Profit & Loss for the year ended on that date, together with the Reports of the Board of Directors and Auditors thereon.

To consider and, if thought fit, to pass the following resolution as **an ordinary resolution**:

"RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended 31st March 2025 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

2. To declare a final dividend of 15% (i.e., ₹0.15 per equity share of ₹1/- each) for the financial year 2024–2025.

To consider and, if thought fit, to pass the following resolution as **an ordinary resolution**:

"RESOLVED THAT a dividend of 15% (Rs.0.15 per equity share of Rs. 1/-) as recommended by the Board of Directors be and is hereby declared out of the profits of the Company for the financial year 2024-2025."

3. To appoint a director in place of Shri Ram Babu Verma (DIN: 08760599), who retires by rotation and, being eligible, offers himself for re-appointment.

To consider and, if thought fit, to pass the following resolution as **an ordinary resolution**:

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Shri Ram Babu Verma (DIN: 08760599), who retires by rotation at this Annual General Meeting, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

4. **To consider and approve the re-appointment of Shri Ram Babu Verma (DIN: 08760599) as Executive Director of the Company for 12 months from 27th December, 2025 to 26th December, 2026**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as **a Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 2(51), 2(94), 178, 196, 197, 198 and 203 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V thereto, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject to such other approvals, consents, permissions and sanctions, as may be necessary, and in accordance with the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded for the re-appointment of Shri Ram Babu Verma (DIN: 08760599) as Whole-time Director, designated as Executive Director, for a period of 12 (twelve) months with effect from 27th December, 2025 to 26th December, 2026, on such terms and conditions, including remuneration, as set out below."

RESOLVED FURTHER THAT the terms of re-appointment and remuneration including perquisites payable to Shri Ram Babu Verma shall be as under:

(A) Tenure: 12 months, commencing from 27th December, 2025 to 26th December, 2026.

(B) Remuneration:

- (i) **Basic Salary:** ₹90,500/- (Rupees Ninety Thousand Five Hundred only) per month in the pay scale of ₹90,500/- to ₹1,10,000/- with such increments as may be determined by the Board of Directors on the recommendation of the Nomination and Remuneration Committee.

- (ii) **Perquisites and Other Amenities:**

- a) **Housing:** The executive director shall be paid house Rent Allowance at the rate of 40% of the basic salary per month.
- b) **Conveyance:** The executive director shall be provided with the facility of a company's car for official use.
- c) **Leave, Telephone & Other Benefits:** As per the Company's policy applicable to senior management, including leave entitlement, leave encashment, gratuity, and reimbursement of actual mobile phone expenses.
- d) **Other Benefits:** The executive director shall be paid other allowances, benefits and perquisites as may be applicable to Senior Executives and/or as may be approved by the Board from time to time.
- e) **Resignation/Termination:** The appointment may be terminated by either party by giving 30 days' written notice or payment in lieu thereof (i.e., basic salary and applicable allowances).



(C) Overall Remuneration:

The total remuneration payable shall not exceed the limits prescribed under the Companies Act, 2013 read with Schedule V as applicable.

(D) Minimum Remuneration:

In the event of loss or inadequacy of profits, the Executive Director shall be paid the same salary as mentioned in Para (B) (i) above and shall continue to enjoy all the perquisites as mentioned in Para (B) (ii) above.

RESOLVED FURTHER THAT the approval of the Members be accorded to the Board of Directors of the Company (including any Committee thereof), to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.

RESOLVED FURTHER THAT the Managing Director and the Company Secretary of the Company be and are hereby severally authorized to take all such steps as may be necessary, desirable or expedient to give effect to this resolution, including filing of necessary forms with the Registrar of Companies and any other statutory authority, and to do all such acts, deeds, matters and things as may be deemed necessary to implement the above resolution in letter and spirit."

5. To consider & Approve Remuneration of Cost Auditors of the company for the Financial Year 2025–2026.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **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 other applicable provisions, if any, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the remuneration of ₹55,000/- (Rupees Fifty Five Thousand only) plus applicable Goods and Services Tax (GST) and out-of-pocket expenses, as approved by the Board of Directors on the recommendation of the Audit Committee, to be paid to M/s Cheena & Associates, Cost Accountants (Firm Registration No. 000397), who have been appointed as Cost Auditors of the Company for the financial year 2025–2026, for conducting the audit of the cost records of the Company, be and is hereby ratified and confirmed."

RESOLVED FURTHER THAT the Managing Director and Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters, and things as may be necessary, proper, or expedient for the purpose of giving effect to this resolution, including filing necessary forms with the Registrar of Companies and other statutory authorities."

6. To consider & Approve appointment of M/s Sumit Bajaj & Associates, Company Secretaries, as Secretarial Auditors for a term of five consecutive years.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 204 of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 24A(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the consent of the Members be and is hereby accorded for the appointment of M/s Sumit Bajaj & Associates, Company Secretaries (Firm Registration No. S2019DE677200), as Secretarial Auditors of the Company for a term of five (5) consecutive financial years, commencing from the financial year 2025–2026 up to 2029–2030, to conduct the Secretarial Audit as required under the applicable provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

RESOLVED FURTHER THAT the remuneration payable to M/s Sumit Bajaj & Associates for each financial year shall be as recommended by the Audit Committee and approved by the Board of Directors, and as may be mutually agreed between the Company and the said Secretarial Auditors from time to time.

RESOLVED FURTHER THAT the Managing Director and Company Secretary of the Company be and are hereby severally authorized to take such steps and to do all such acts, deeds, matters and things as may be necessary, proper, or expedient to give effect to this resolution.

7. To consider & Approve appointment of Shri Mayank Goenka, (DIN: 08604786), as the Whole-time Director, designated as 'Executive Director', for a term of Three consecutive years and payment of remuneration.

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 152 and 161(1) of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 ("the Rules"), Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), and such other laws as may be applicable (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), and pursuant to the Articles of Association of the Company, the Nomination and Remuneration Policy and as per recommendation of the Nomination and Remuneration Committee ("NRC") and approval of the Board of Directors, Shri Mayank Goenka, (DIN: 08604786) who was appointed as an Additional Director of the Company w.e.f. 23rd July, 2025 and who holds such office, up to the date of forthcoming Annual General Meeting of the Company in terms of Section 161(1) of the Act and who is eligible for appointment and has consented to act as a Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.



RESOLVED FURTHER THAT pursuant to the provisions of Sections 2(51), 2(94), 178, 196, 197, 198 and 203 read with Schedule V to the Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ("the Rules"), Regulation 17 of the SEBI Listing Regulations, and such other laws as may be applicable (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), and pursuant to the Articles of Association of the Company and such other approvals, permissions and sanctions, as may be required and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities while granting such approvals, permissions and sanctions and pursuant to the Nomination and Remuneration Policy and as per recommendation of the NRC and approval of the Board of Directors, the approval of the Members of the Company be and is hereby accorded to the appointment of Shri Mayank Goenka, (DIN: 08604786) as the Whole-time Director, designated as 'Executive Director' of the Company, for a term of three consecutive years commencing from 23rd July, 2025 to 22nd July, 2028, liable to retire by rotation, on the remuneration as stated below:

(A) Tenure: 36 months, commencing from 23rd July, 2025 to 22nd July, 2028.

(B) Remuneration:

(i) Basic Salary per month:

The Executive Director shall be paid a basic salary of Rs. 5,00,000/- (Rupees Five Lakh Only) per month in the pay scale of Rs. 5,00,000/- to Rs.8,00,000/- with such increments as may be decided by the Board of Directors on the recommendations of Nomination and Remuneration Committee from time to time.

(ii) Perquisites and other amenities payable:

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 company's car from his residence to the Office/factory and back and for the use for official purpose.

c) Leave, Telephone Expenses & Others:

The Executive Director shall be entitled to leave in accordance with the leave rules of the Company applicable to senior managerial personnel. The unveiled privilege leave may be encased by him as per the leave rules of the company.

The Executive Director shall also be entitled to Gratuity as per the government rules applicable at the time of retirement/termination and shall be provided with cell phone expenses on an actual basis.

d) Other benefits and perquisites:

The Executive Director shall be entitled to the other benefits and perquisites as per the Rules applicable to the Senior Executives of the company and/or as may become applicable in the future and/or any other allowances, perquisites as the Board may decide from time to time on the recommendations of the Nomination & Remuneration Committee of the Company.

e) Resignation/termination: The Board may terminate the employment of the Executive Director at any time upon serving 30 days clear notice or upon payment in lieu of notice (i.e., basic salary & allowances). Similarly, the Executive Director can also resign from the post by giving 30 days clear notice.

(C) Overall Remuneration: The aggregate of salary and perquisites in any financial year shall not exceed the limits specified by the provisions of the Companies Act, 2013, read with Schedule V to the said Act as may be in force.

(D) Minimum Remuneration: In the event of loss or inadequacy of profits, the Executive Director shall be paid the same salary as mentioned in Para (B) (i) above and shall continue to enjoy all the perquisites as mentioned in Para (B)(ii) above.

RESOLVED FURTHER THAT the Board of Directors or any Committee thereof may, from time to time, alter, vary, or modify the terms and conditions of the appointment and payment of remuneration to Shri Mayank Goenka, within the overall limits set forth in this Notice, as it may deem fit, notwithstanding the limits prescribed under Schedule V of the Act or any subsequent amendments thereto, in such manner as may be mutually agreed upon between the Board and Shri Mayank Goenka, subject to the approval(s) as may be required under applicable law.

RESOLVED FURTHER THAT the approval of the Members be accorded to the Board of Directors of the Company (including any Committee thereof), to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.



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RESOLVED FURTHER THAT the Managing Director and Company Secretary of the Company be and are hereby severally authorized to take such steps and to do all such acts, deeds, matters and things as may be necessary, proper, or expedient to give effect to this resolution.

Place: New Delhi
Date: 23-07-2025

By order of the Board
For PREMIER POLYFILM LIMITED
Sd/-
HEENA SONI
Company Secretary & Compliance Officer
ACS 70248

Regd. Office:
305, III Floor, Elite House, 36, Community Centre,
Kailash Colony Extension, Zamroodpur,
New Delhi - 110048
CIN: L25209DL1992PLC049590

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Businesses specified above is annexed hereto. Further, additional information as required under Listing Regulations and Circulars issued thereunder are also annexed.
2. The Ministry of Corporate Affairs, Government of India ("MCA") has vide its circular No. 9/2024 dated September 19, 2024, read with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 28, 2022 and September 25, 2023 (collectively referred to as "MCA Circulars") allowing, inter-alia, conducting of AGMs through Video Conferencing/Other Audio- Visual Means ("VC/ OAVM") facility on or before September 30, 2025, in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular dated May 5, 2020. The Securities and Exchange Board of India ("SEBI") also vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2024/133 dated October 3, 2024 ("SEBI Circular") has provided certain relaxations from compliance with certain provisions of the Listing Regulations. In compliance with these Circulars, provisions of the Act and Listing Regulations, the 33rd AGM of the Company is being conducted through VC/OAVM facility, without the physical presence of Members at a common venue.
3. Since this AGM is being held through VC/ OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with, accordingly, the route map, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence the Proxy Form and Attendance Slip are not Annexed hereto. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/ OAVM and participate thereat and cast their votes through e-Voting.
4. Corporate Members are encouraged to attend the AGM through their Authorized Representatives. They are requested to send by email, a certified copy of the Board Resolution/ Power of Attorney authorizing their representatives to attend and vote on their behalf in the Meeting at Compliance.officer@premierpoly.com with a copy marked to helpdesk.evoting@cdslindia.com
5. The cutoff date to decide the eligibility of members to attend and vote at AGM is 17th September, 2025.
6. The Attendance of the Members attending the AGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, The Notice of AGM and the Annual Report will be sent to those Members/ beneficial owners whose name appears in the Register of Members/list of beneficiaries received from the Depositories as on Friday, 22nd August, 2025.
7. In compliance with the above circulars, electronic copies of the Notice of the AGM alongwith the Integrated Annual Report for the Financial Year 2024-2025 is being sent to all the shareholders whose email addresses are registered/ available with the Company/ Depository Participants as on the cut-off date of Wednesday, 17th September, 2025, The Notice has also been uploaded on the website of the Company in the Investor Relations Section under Financials in the Annual Reports tab. The complete Integrated Annual Report is also available in the same section i.e www.premierpoly.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Ltd. and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of Central Depository Services (India) Limited (CDSL) (agency for providing the Remote e-Voting facility) i.e. www.evotingindia.com.
8. Further, in terms of SEBI Listing Obligations and Disclosure Requirements (Third Amendment) Regulations, 2024 for those shareholders whose email id is not registered, a letter providing the web-link, including the exact path where complete details of the Annual Report are available, will be sent at their registered address. However, the Shareholders of the Company may



request physical copy of the Notice and Integrated Annual Report from the Company by sending a request at compliance.officer@premierpoly.com, in case they wish to obtain the same.

9. In view of the Green Initiative adopted by MCA, the Company proposes to send the Annual Reports, Notices and its annexure in electronic form to the e-mail addresses of the members. In order to serve the documents in electronic mode, Members holding shares in physical form are requested to communicate their e-mail address quoting their folio numbers to the Registrars and Share Transfer Agents.
10. The Register of Members and Share Transfer Register will remain closed from Thursday, 18th September, 2025 to Wednesday, the 24th September, 2025 (both days inclusive).
11. The Dividend, if any declared, shall be payable to those Shareholders whose name(s) stand registered:
 - (a) as Beneficial Owner upto the end of business hours on 17th September, 2025 as per the lists to be furnished by National Securities Depositories Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form, and
 - (b) as Member in the Register of Members of the Company/ Registrars & Share Transfer Agent after giving effect to valid share transmissions, if any, in physical form lodged with the Company upto the end of business hours on 17th September, 2025.
12. Pursuant to the amendments introduced in the Income Tax Act, 1961 ('the IT Act') vide Finance Act, 2020, w.e.f. 1st April, 2020, dividend declared, paid or distributed by a Company on or after 1st April, 2020, is taxable in the hands of the shareholders. The Company shall, therefore, be required to deduct TDS/ WHT at the time of payment of dividend at the applicable tax rates. The rates of TDS/ WHT would depend upon the category and residential status of the shareholder. Members are requested to complete and/ or update their Residential Status, PAN, Category as per the IT Act with their Depository Participants ('DPs') or in case shares are held in physical form, with the RTA/ Company by sending documents by 09th September, 2025, Tuesday. For the detailed process, please email to M/s Beetal Financial & Computer Services (P) Ltd. at beetalrta@gmail.com.
13. Members holding shares in physical mode are requested to communicate their change of postal address (enclose copy of Aadhar Card), e-mail address, if any, PAN (enclose self-attested copy of PAN Card) and Bank account details (enclose cancelled cheque leaf) quoting their folio numbers to the Registrar and Share Transfer Agent M/s Beetal Financial & Computer Services (P) Ltd., Beetal House, 99, Madangir, Behind Local Shopping Centre, Near Dada Harsukh Das Mandir, New Delhi - 110062. Similarly, members holding shares in Demat form shall intimate the above details to their respective Depository Participants. In case of non-updation of PAN or Choice of Nomination or Contact Details or Mobile Number or Bank Account Details or Specimen Signature in respect of physical folios, dividend/interest etc. shall be paid only through electronic mode with effect from April 01, 2024 upon furnishing all the aforesaid details in entirety.
14. During the year, amount of Unclaimed Final Dividend for the financial year 2016-2017 has been deposited in the Investor Education and Protection Fund.
15. The Company had already transferred a sum of Rs.4,15,157/- on account of Unclaimed Final Dividend for FY 2016-17 into the DEMAT Account of the IEPF Authority held with CDSL (DPID/ Client ID 1204720013676780) in terms of the provisions of section 124(6) of the Companies Act, 2013 and the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time. These Equity Shares were the Shares of such Shareholders whose unclaimed/ unpaid dividend pertaining to financial year 2016-17 (Final) had been transferred into IEPF and who have not encashed their dividends for 7 (Seven) consecutive years. In the aforesaid cases, the Shares lying in physical Forms only with the Company (1,32,250 Equity Shares of ₹ 1 each), since the year 2017, were also included.
16. Further, amount of Un-claimed Final Dividend for financial year 2017-18 is due for deposit to the Investor Education and Protection Fund on November 01, 2025. In the event of valid claim is not received on or before October 15, 2025, the Company will proceed to transfer the unpaid/ unclaimed dividend and Equity shares in favor of IEPF authority without any further notice. In compliance with the Rules, Individual notices have been sent to all the concerned shareholders vide Notice dated 20th May, 2025, whose shares are liable to be transferred to IEPF as per the aforesaid Rules, the full details of such shareholders is made available on the Company's Website: <https://www.premierpoly.com/investors/iepf-section/unclaimed-investors>.
17. Shareholders whose shares and dividends have been transferred to the Investor Education and Protection Fund (IEPF) may claim them by submitting Form IEPF-5, available on the IEPF website at www.iepf.gov.in.
18. In case the Dividend has remained unclaimed in respect of financial years 2017-2018 to 2022-2023 the Shareholders may approach the Company with their dividend warrants for revalidation with the Letter of Undertaking for issue of duplicate dividend warrants. The Company regularly sends letters/ emails to this effect to the concerned Shareholders. Members are requested to note that un-encashed amount of Dividend as on 31-03-2025 pertaining to financial year 2017-2018 shall be transferred to IEPF account on 01st November, 2025.
19. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.



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20. Shareholders holding shares in the physical form and wish to avail National Electronic Clearing Services (NECS) facility may authorize the Company with NECS mandate in the prescribed form as per attached Annexure-XI and the same should be lodged with the Registrars and Share Transfer Agents, M/s Beetal Financial & Computer Services (P) Ltd. latest by 09th September 2025 for payment of dividend in future through NECS, if eligible.
21. Members who require any clarifications on accounts or operations of the Company are requested to write to the Company Secretary of the company at registered office of the company or by email at compliance.officer@premierpoly.com so as to reach by 18th September, 2025 (5.00 pm IST). The queries will be answered accordingly.
22. Pursuant to the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on Corporate Governance, the information about the Directors proposed to be appointed/ re-appointed at the Annual General Meeting is given in the **Annexure 'B'** to the Notice.
23. Members who want to participate in discussion and express their views at AGM must lodge their request by 18th September, 2025, by 5.00 P.M. by post at registered office of the company or by email at compliance.officer@premierpoly.com.
24. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated 8th April, 2020, 13th April, 2020, 5th May, 2020, 13th January, 2021, 08th December, 2021, 14th December, 2021, 5th May, 2022, 28th December, 2022, 25th September, 2023 and 19th September, 2024, the Company is providing facility for voting by electronic means for all its Members to enable them to cast their vote electronically and the business may be transacted through such e-Voting.
25. A member may exercise his/ her vote at the General Meeting by electronic means and the Company may pass any resolution by electronic voting system in accordance with the provisions of the aforesaid Rule.
26. For this purpose, the Company has entered into an agreement with Central Depository securities Limited (CDSL) for facilitating voting through electronic means, as the authorized agency.
27. The facility of casting votes by a member using remote e-Voting system as well as e-Voting on the day of the AGM will be provided by CDSL. The Members attending the AGM who have not already cast their vote by remote e-Voting shall be able to exercise their right at the meeting.
28. The Members who have cast their vote by remote e-Voting prior to the Meeting may also attend the AGM but shall not be entitled to cast their vote again.
29. The remote e-voting facility will be available during the following period:

Commencement of remote e-voting	Sunday, 21 st September, 2025 from 9.00 A.M
End of remote e-voting	Tuesday, 23 rd September, 2025 till 5.00 P.M.

During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 17th September, 2025, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a Resolution is cast by the member, the member shall not be allowed to change it subsequently.

30. Shri Sumit Bajaj, Practising Company Secretary (Membership No. ACS 45042) has been appointed as Scrutinizer to Scrutinize the voting at the ensuing Annual General Meeting and remote e-voting process in a fair and transparent manner and the Scrutinizer and Alternate Scrutinizer have given their consent for appointment and will be available for the said purpose.
31. Pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 02, 2025, shareholders/investors are informed that a Special Window has been opened for a period of six months from July 07, 2025 to January 06, 2026 for re-lodgement of physical transfer deeds that were originally lodged prior to April 01, 2019 but were rejected/returned or not processed due to deficiencies.

Eligible shareholders/investors may submit their transfer requests along with the requisite documents to the Company's Registrar and Share Transfer Agent (RTA), M/s Beetal Financial & Computer Services Pvt. Ltd., New Delhi, within the specified timeline. The shares re-lodged during this window shall be processed only in dematerialized form.

Shareholders holding shares in physical form are also requested to update their KYC details and convert their physical share certificates into dematerialized form. The detailed advertisement regarding this special window is available on the Company's website at www.premierpoly.com.

32. **MEMBERS ARE REQUESTED TO PROVIDE THEIR RESPECTIVE EMAILS SO AS TO ENABLE COMPANY TO SEND ANNUAL REPORTS BY EMAIL.**

**THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on **Sunday, 21st September, 2025 at 9:00 AM and ends on Tuesday, 23rd September, 2025 at 5:00 PM**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Wednesday, 17th September, 2025** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders /retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
	4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID



- 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. 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.
Dividend Bank Details OR Date of Birth (DOB)	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.



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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 Futrex, 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 ₹2,501 Lakhs 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

I. General Information				
1.	Nature of Industry	The Company is engaged in manufacturing of Vinyl Flooring, Sheeting, and Leather Cloth.		
2.	Date or expected date of commencement of commercial production	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 the Company is an established entity.		
4.	Financial performance based on given indicators	As per Audited Financial Results for the year (₹ in Lakhs)		
		2024-2025	2023-2024	
		Paid-up Capital:	1,059	1,059
		Reserves & Surplus:	8,384	6,332
		Revenue from Operations:	30,139	29,563
		Other Income:	325	165
		Total Revenue:	30,464	29,728
		Total Expenditure:	27,001	27,001
Profit After Tax:	2,501	2,156		
5.	Foreign investments or collaborations, if any	Nil		



PREMIER POLYFILM LIMITED

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



Rs.55,000/- (Rupees Fifty Five Thousand Only) plus applicable taxes and remuneration of such other out of pocket expenses as may be incurred by the said Cost Auditors during the course of the audit.

Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the Members of the company are required to approve the remuneration to be paid to the cost auditors of the company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No.5 of the Notice for approval of the remuneration payable to the Cost Auditors for conducting the audit of the cost records of the Company for the financial year ending 31st March, 2026.

None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed resolution.

The Board recommends the Ordinary Resolution set forth in Item No. 5 of the Notice for approval of the Members.

Item No. 6 Appointment of Secretarial Auditor

In accordance with Section 204 of the Companies Act 2013, read with the rules framed thereunder, and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), every listed entity is required to undertake Secretarial Audit by a Peer Reviewed Secretarial Auditor who shall be appointed by the Members of the Company, on the recommendation of the Board of Directors, for a period of five consecutive years. Based on the recommendation of the Audit Committee, the Board, at its Meeting held on July 23, 2025, subject to the approval of the Members of the Company, approved appointment of M/s Sumit Bajaj & Associates, Company Secretaries (Firm Registration Number: S2019DE677200)) as the Secretarial Auditors of the Company, for a term of five (5) consecutive years, to hold office of the Secretarial Auditor from the Financial Year 2025-2026 upto Financial Year 2029-2030.

M/s. Sumit Bajaj & Associates is a firm of Practicing Company Secretaries. The firm is primarily engaged in providing professional services in the field of Corporate Laws, SEBI Regulations, FEMA Regulations including carrying out Secretarial Audits, Due Diligence Audits and Compliance Audits for various reputed companies. The firm is Peer Reviewed and Quality Reviewed by the Institute of the Company Secretaries of India.

M/s Sumit Bajaj & Associates had consented to their appointment as the Secretarial Auditors of the Company and have confirmed that they fulfill the criteria as specified in Clause (a) of regulation 24A (1A) of the SEBI Listing Regulations and have not incurred any of disqualifications as specified by the Securities and Exchange Board of India.

The proposed remuneration to be paid to M/s Sumit Bajaj & Associates, for the financial year 2025-2026 is Rs.1,50,000/- (Rupees One Lakh Fifty Thousand only) plus out of pocket expenses and applicable taxes. For the subsequent years, the Board of Directors will decide the remuneration based on recommendations of Audit Committee. There is no material change in the fees payable to M/s Sumit Bajaj & Associates from that paid to the previous Secretarial Auditor.

Accordingly, consent of the Members is sought for approval of the aforesaid appointment of the Secretarial Auditors. The Board recommends the approval of the Members for appointment of Secretarial Auditors and passing of the Ordinary Resolution set out at Item No. 6 of this Notice.

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this Resolution.

The Board recommends the Special Resolution set forth in Item No. 6 of the Notice for approval of the Members.

Item No. 7 Appointment of Shri Mayank Goenka as Executive Director of the company

In order to strengthen the Company's strategic direction, the Board of Directors of the Company at their meeting held on 23rd July, 2025, pursuant to the recommendation of the Nomination and Remuneration Committee ("NRC") and subject to the approval of the Members, had appointed Shri Mayank Goenka, (DIN: 08604786) as an Additional and Whole-time Director designated as 'Executive Director' of the Company for a period of three consecutive years from 23rd July, 2025 to 22nd July, 2028.

In terms of section 161 of the Companies Act, 2013 ("the Act") and the Articles of Association of the Company, Shri Mayank Goenka, holds office as an Additional Director up to the conclusion of ensuing Annual General Meeting of the Company and is eligible to be appointed as a Director who is liable to retire by rotation.

Furthermore, the appointment of Shri Mayank Goenka, as a Whole-time Director, designated as 'Executive Director, effective from 23rd July, 2025, and the terms and conditions of such appointment, including remuneration as recommended by the NRC and



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approved by the Board, are subject to the approval of the shareholders, as per the relevant provisions of the Act, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

Brief profile of Shri Mayank Goenka is as follows:

Shri Mayank Goenka, aged 27, is a technocrat holding a professional degree in Engineering from the University of Glasgow. He has also completed a Diploma Programme in International Baccalaureate, along with certifications in SolidWorks, C and Embedded Programming from the University of Glasgow, and foundational training in Robotics and Autonomous Robotics.

He is a member of the Institute of Engineers (India) and has over five years of experience in project management and execution. Shri Goenka is the son of Shri Amitabh Goenka, the current Managing Director and CEO of the Company. He currently holds no shares in the Company.

As per Regulation 36(3) of SEBI (LODR) Regulations, 2015, brief details of Shri Mayank Goenka are provided in Annexure IV of the Notice. He is an Indian national, born on 21st February, 1998 and holds a degree in Engineering from the University of Glasgow. He has also completed a Diploma Programme in International Baccalaureate, along with certifications in Solid Works, C and Embedded Programming from the University of Glasgow, and foundational training in Robotics and Autonomous Robotics. He is a member of the Institute of Engineers (India) and has over five years of experience in project management and execution.

Shri. Goenka has been serving as a Director on the Board of M/s Premier Polyplast & Processors Limited since November, 2019.

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

I. General Information																										
1.	Nature of Industry	The Company is engaged in manufacturing of Vinyl Flooring, Sheeting, and Leather Cloth.																								
2.	Date or expected date of commencement of commercial production	1 st November, 1993																								
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions	Not applicable, as the Company is an established entity.																								
4.	Financial performance based on given indicators	As per Audited Financial Results for the year (₹ in Lakhs) <table> <tr> <th></th><th>2024-2025</th><th>2023-2024</th></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>		2024-2025	2023-2024	Paid-up Capital:	1,059	1,059	Reserves & Surplus:	8,384	6,332	Revenue from Operations:	30,139	29,563	Other Income:	325	165	Total Revenue:	30,464	29,728	Total Expenditure:	27,001	27,001	Profit After Tax:	2,501	2,156
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II. Information about the Appointee																										
1.	Background details	Shri Mayank Goenka, aged 27 years, is a technocrat holding a professional degree in Engineering from the University of Glasgow. He has also completed a Diploma Programme in International Baccalaureate, along with certifications in SolidWorks, C and Embedded Programming from the University of Glasgow, and foundational training in Robotics and Autonomous Robotics. He is a member of the Institute of Engineers (India) and has over five years of experience in project management and execution.																								
2.	Past remuneration	NA																								
3.	Recognition or awards	Nil																								



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4.	Job profile and suitability	Shri Mayank Goenka as a member of the team looking after the Company's new project being established in the state of Tamil Nadu. In addition to it, Shri Mayank shall also be looking after the affairs of Unit No. II of the company situated at Sikandrabad, Uttar Pradesh. With his integrity, substantial expertise, and professional competence, Shri Goenka is well-suited to serve as Executive Director. His appointment is expected to contribute positively to the Company's growth, governance, and strategic direction.
5.	Remuneration proposed	As specified in Resolution No. 7 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 Mayank Goenka has no pecuniary relationship with the Company. He is Son of Shri Amitaabh Goenka, Managing Director and CEO of the company.

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 Mayank Goenka 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 Mayank Goenka 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 Mayank Goenka 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 Mayank Goenka 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 Mayank Goenka 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 Mayank Goenka and Shri Amitaabh Goenka are concerned or interested in the resolution.

The Board recommends the Special Resolution set forth Item No. 7 of the Notice for approval of the Members.

By order of the Board of Directors

Place: New Delhi

Date: 23-07-2025

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**



Annexure-“B”

Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India, the following information is furnished about the Directors proposed to be re-appointed

Name of Director	Shri Ram Babu Verma	Shri Mayank Goenka
Date of Birth	11/01/1963	21/02/1998
Age	62	27
Date of re-appointment	27-12-2025	23-07-2025
Relationship with Directors and Key Managerial Personnel	None	None
Expertise in specific functional area	He is looking after General Administration and Personnel Department of the company and is also "Occupier" of the Company.	Shri Mayank Goenka as a member of the team looking after the Company's new project being established in the state of Tamil Nadu. In addition to it, Shri Mayank shall also be looking after the affairs of Unit No. II of the company situated at Sikandrabad, Uttar Pradesh. With his integrity, substantial expertise, and professional competence.
Qualification	Bachelor Degree in Science, M.A. in Economics and also MSW (HR & IR).	Shri Mayank Goenka, is a technocrat holding a professional degree in Engineering from the University of Glasgow. He has also completed a Diploma Programme in International Baccalaureate, along with certifications in Solid Works, C and Embedded Programming from the University of Glasgow, and foundational training in Robotics and Autonomous Robotics.
Directorships held in other companies* (upto the date of this AGM Notice)	Nil	One company i.e In Premier Polyplast and Processors Limited as a Director
Committees of other public limited companies as on March 31, 2025	Nil	Nil
Number of equity shares held in the Company as at March 31, 2025	Nil	Nil