

**PREMIER
POLYFILM
LTD.**

ANNUAL REPORT 2013-2014



BOARD OF DIRECTORS

Shri Jaspal Singh Marwah
Shri Kamlesh Kumar Sinha
Shri Manoj Kumar Gupta
Shri S.P. Jain - *Executive Director*
Shri Amitabh Goenka – *Executive Director*
Shri Amar Nath Goenka - *Managing Director*

COMPANY SECRETARY

Shri N.K. Bhandari

AUDITORS

De & Bose
Chartered Accountants
8/2, Kiran Sankar Roy Road,
2nd Floor, Room No. 1 & 18,
Kolkata - 700 001

BANKERS

Kotak Mahindra Bank Limited
Chandni Chowk, Delhi - 110006

REGISTERED OFFICE

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

HEAD OFFICE & FACTORY

40/1A, Site IV,
Sahibabad Industrial Area,
Sahibabad, Ghaziabad - (U.P.) 201010

REGISTRAR & SHARE TRANSFER AGENT

Beetal Financial & Computer Services (P) Ltd.
Beetal House, 99, Madangir,
Behind Local Shopping Centre,
Near Dada Harsukh Das Mandir,
New Delhi - 110062

ISIN NUMBER: INE 309M01012

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NOTICE

Notice is hereby given that the Twenty Second Annual General Meeting of Premier Polyfilm Ltd. will be held on Saturday, the 27th day of September, 2014 at 4.30 P.M. at Shah Auditorium, 2, Raj Niwas Marg, Civil Lines, Delhi 110 054 to transact the following business:

ORDINARY BUSINESS:

- 1) To consider and adopt the Balance Sheet of the Company as at 31st March, 2014, the Profit & Loss Account for the period from 1st April, 2013 to 31st March, 2014 and the reports of Directors' and Auditors' thereon.
- 2) To appoint a Director in place of Shri S P Jain, who retires by rotation and being eligible, offers himself for reappointment.
- 3) To consider and, if thought fit, to pass the following resolution with or without modification(s), as an **ORDINARY RESOLUTION**.

"RESOLVED THAT M/s. De & Bose, Chartered Accountants, the retiring Auditors of the Company be and are hereby reappointed to hold such office until the conclusion of the next Annual General Meeting at a remuneration to be fixed by Shri Amar Nath Goenka, Managing Director of the Company."

SPECIAL BUSINESS:

- 4) To consider and, if thought fit, to pass the following resolution as an **ordinary Resolution** :
"Resolved that Shri Jaspal Singh Marwah (DIN 00069325) be and is hereby appointed as an independent Director of the Company under the provisions of Section 149(10), 152(5) and all other applicable provisions, if any, of the Companies Act, 2013 upto 31st March, 2019."
- 5) To consider and, if thought fit, to pass the following resolution as an **ordinary Resolution** :
"Resolved that Shri Manoj Kumar Gupta (DIN 00160009) be and is hereby appointed as an independent Director of the Company under the provisions of Section 149(10), 152(5) and all other applicable provisions, if any, of the Companies Act, 2013 upto 31st March, 2019."
- 6) To consider and, if thought fit, to pass the following resolution as an **ordinary Resolution** :
"Resolved that Shri Kamlesh Kumar Sinha (DIN 00155541) be and is hereby appointed as an independent Director of the Company under the provisions of Section 149(10), 152(5) and all other applicable provisions, if any, of the Companies Act, 2013 upto 31st March, 2019."
- 7) To consider and, if thought fit, to pass the following resolution as **Special Resolution** :
"Resolved that the appointment of Shri Amitabh Goenka, Director of the Company, be and is hereby made as a Director liable to retire by rotation with effect from April 1, 2014."
- 8) To consider and if thought fit to pass the following Resolution as a **Special Resolution**:
"RESOLVED THAT in supersession of the earlier resolution passed Under Section 293(1)(d) of The Companies Act, 1956, at the Second Annual General Meeting of the Company held on September 29, 1994 consent of Members be and is hereby accorded to the Board of Directors of the Company pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modifications or any amendments or any substitution or re-enactment thereof, if any, for the time being in force and all other applicable Acts, laws, rules, regulations and guidelines for the time being in force; the consent of the Company be and is hereby accorded to the Board of Directors of the Company for borrowing from time to time as they may think fit, any sum or sums of money not exceeding Rs. 70 Crores (Rupees Seventy Crores only) including the money already borrowed by the Company on such terms and conditions as the Board may deem fit, whether the same may be secured or unsecured and if secured, whether by way of mortgage, charge or hypothecation, pledge or otherwise in any way whatsoever, on, over or in any respect of all, or any of the Company's assets and effects or properties whether moveable or immovable, including stock-in-trade, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business) and remaining un-discharged at any given time, exceed the aggregate, for the time being, of the paid-up capital of the Company and its free reserves.



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RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board of Directors of the Company be and is hereby authorised to take all such actions and to give all such directions and to do all such acts, deeds, matters and things as may be necessary and/or expedient in that behalf."

By order of the Board
for PREMIER POLYFILM LTD.

Sd/-
N.K.BHANDARI
COMPANY SECRETARY

Place : New Delhi
Date : 27/05/2014

NOTES:

1. The relative Explanatory Statement pursuant to Section 102(1) of The Companies Act, 2013 in respect of item numbers 4 to 8 set out in the Notice is annexed hereto and form part of the Notice.
2. A Member entitled to attend and to vote is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a Member of the company. Proxy form should be deposited at the Registered Office of the company not less than forty-eight hours before the commencement of the Meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 16-09-2014 to 27-09-2014 (both days inclusive).
4. Brief resume of Directors including those proposed to be reappointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships/chairmanships of Board Committees, shareholding and relationships between director *inter-se* as stipulated under clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual/Directors Report. The details for re-appointment of retiring directors are given in Annexure "II" forming part of Notice for Annual General Meeting.
5. As a measure of economy copies of Annual Reports will not be distributed at the Meeting. Members may please bring their own copies of the Annual Report to the Meeting.
6. The Securities & Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their respectively Depository Participants. Members holding shares in Physical Form shall submit their PAN details to the RTA/company.
7. If a Member desires information on accounts, such request may please be made in writing so as to reach the company at least 7 (seven) days before the Meeting.
8. **MEMBERS ARE REQUESTED TO PROVIDE THEIR RESPECTIVE EMAILS SO AS TO ENABLE COMPANY TO SEND ANNUAL REPORTS BY EMAIL.**

E-VOTING

9. Voting through electronic means (E-Voting):
 - 1) In accordance with the applicable provisions of Listing Agreement and Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014 (the Rules), the Company is pleased to provide facility to its members, to cast their votes electronically for all the resolutions proposed at the Twenty Second Annual General Meeting of the Company. The Company has appointed Central Depository Services (India) Ltd. (CDSL) to provide e-voting facility to its members.
 - 2) The voting right of shareholders shall be in proportion to one vote per fully paid equity share of the Company held by them as on the cut off date 15th August, 2014.



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- 3) The voting period begins on Monday, 22nd September, 2014 at 09.30 A.M. and ends at on Wednesday, 24th September, 2014 at 5.30 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 15th August, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- 4) Mr. Abhishek Mittal of M/s Abhishek Mittal & Associates, Practicing Company Secretaries, New Delhi has been appointed by the Board of Directors of the Company, as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- 5) The Procedure and Instructions for e-voting are as under:
 - i. Log on to the e-voting website www.evotingindia.com, during the voting period.
 - ii. Click on "Shareholders" tab.
 - iii. 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) Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - iv. Next enter the Image Verification as displayed and Click on Login.
 - v. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - vi. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN*	Enter your 10 digit alpha-numeric*PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) * Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB#	Enter the Date of Birth (DOB) as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.

Please enter any one of the details relating to DOB or Dividend Bank details in order to login. In case both the details are not recorded with the Depository or Company please enter the number of shares held by you as on the **cut off date** in the Dividend Bank details field.

- vii. After entering these details appropriately, click on "SUBMIT" tab.
- viii. Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ix. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.



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- x. Click on the EVSN for **Premier Polyfilm Ltd.**, to vote.
 - xi. 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.
 - xii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
 - xiii. 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.
 - xiv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - xv. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
 - xvi. If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdislindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdislindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same and send the scan copy of the Board resolution/ POA to abhishheks21@gmail.com.
 - In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdislindia.com.
- 6) The results of e-voting shall be declared on or after the AGM of the Company. The results declared along with the Scrutinizer's Report shall be available on the Company's website within two (2) days of passing of the resolution at the AGM of the Company and communicated to the stock exchanges.

By order of the Board
for PREMIER POLYFILM LTD.

Sd/-
N.K.BHANDARI
COMPANY SECRETARY

Place : New Delhi
Date : 27/05/2014

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

Item No. 4

Shri Jaspal Singh Marwah, an independent Director of the Company, is liable to retire by rotation at the ensuing Annual General Meeting. However, after the enforcement of relevant sections of the Companies Act, 2013 which were made mandatory with effect from 01-04-2014, the Board of Directors in their Meeting held on 27-05-2014 considered the proposal on appointment/reappointment of Shri Jaspal Singh Marwah as an Independent Director of the company subject to approval of the Members of the company in the ensuing Annual General Meeting for a fixed term of five years as prescribed in the Companies Act, 2013. The Board also determined that Shri Jaspal Singh Marwah is a fit and proper person to be appointed as Independent Director on the Board of the Company. Pursuant to proviso to Section 152(5) of the Companies Act, 2013, the Board also determined that, Shri Jaspal Singh Marwah, fulfills the conditions as specified in the Companies Act, 2013 with respect to his appointment as independent Director and he is independent of the Management.



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In terms of Section 160 of The Companies Act, 2013, the Company has received a notice in writing along with a deposit of Rs.1,00,000/- (Rupees One Lacs only), from a Member signifying the intention to propose the candidature of Shri Jaspal Singh Marwah for the office of independent Director. In line with provision of Section 149 (10) of the Companies Act, 2013, Shri Jaspal Singh Marwah is proposed to be appointed as independent Director upto 31st March, 2019. Shri Jaspal Singh Marwah has also given his consent to act as Independent Director upto 31st March, 2019.

Shri Jaspal Singh Marwah is 66 years old and holds degree in Commerce. He has more than 46 years of experience in business and trade. He is also director on the Board of M/s J. S. M. Estate (P) Limited. Shri Jaspal Singh Marwah is also Chairman of Nomination & Remuneration Committee, Audit Committee and Stakeholders Relationship Committee of directors of the company.

The Board of Directors recommends the adoption of the resolution as an Ordinary Resolution at item number 4 of the Notice.

No Directors ,Key Managerial Personnel and their relatives are in any way concerned or interested in the resolution number 4 of the Notice except Shri Jaspal Singh Marwah.

Item No. 5

Shri Manoj Kumar Gupta, an independent Director of the Company, is liable to retire by rotation at the ensuing Annual General Meeting. However, after the enforcement of relevant sections of the Companies Act, 2013 which were made mandatory with effect from 01-04-2014, the Board of Directors in their Meeting held on 27-05-2014 considered the proposal on appointment/reappointment of Shri Manoj Kumar Gupta as an Independent Director of the company subject to approval of the Members of the company in the ensuing Annual General Meeting for a fixed term of five years as prescribed in the Companies Act, 2013. The Board also determined that Shri Manoj Kumar Gupta is a fit and proper person to be appointed as Independent Director on the Board of the Company. Pursuant to proviso to Section 152(5) of the Companies Act, 2013, the Board also determined that, Shri Manoj Kumar Gupta, fulfills the conditions as specified in the Companies Act, 2013 with respect to his appointment as independent Director and he is independent of the Management.

In terms of Section 160 of The Companies Act, 2013, the Company has received a notice in writing along with a deposit of Rs.1,00,000/- (Rupees One Lacs only), from a Member signifying the intention to propose the candidature of Shri Manoj Kumar Gupta for the office of independent Director. In line with provision of Section 149 (10) of the Companies Act ,2013, Shri Manoj Kumar Gupta is proposed to be appointed as independent Director upto 31st March, 2019. Shri Manoj Kumar Gupta has also given his consent to act as Independent Director upto 31st March, 2019.

Shri Manoj Kumar Gupta is 47 years old and is Fellow Chartered Accountants. He has around 24 years of commercial experience. He is also director on the Board of M/s Ramada Hospitality (P) Limited and Partner in M/s M A R S & Associates. Shri Manoj Kumar Gupta is also Member of Nomination & Remuneration Committee, Audit Committee and Stakeholders Relationship Committee of directors of the company.

The Board of Directors recommends the adoption of the resolution as an Ordinary Resolution at item number 5 of the Notice.

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

Item No. 6

Shri Kamlesh Kumar Sinha, an independent Director of the Company, is liable to retire by rotation at the next ensuing Annual General Meeting. However, after the enforcement of relevant sections of the new Companies Act, 2013 which were made mandatory with effect from 01-04-2014 that, the Board of Directors in their Meeting held on 27-05-2014 considered the proposal on appointment/reappointment of Shri Kamlesh Kumar Sinha as an Independent Director of the company subject to approval of the Members of the company in the ensuing Annual General Meeting for a fixed term of five years as prescribed in the Companies Act, 2013. The Board also determined that Shri Kamlesh Kumar Sinha is a fit and proper person to be appointed as Independent Director on the Board of the Company. Pursuant to proviso to Section 152(5) of the Companies Act, 2013, the Board also determined that, Shri Kamlesh Kumar Sinha, fulfills the conditions as specified in the Companies Act, 2013 with respect to his appointment as independent Director and he is independent of the Management.

In terms of Section 160 of The Companies Act, 2013, the Company has received a notice in writing along with a deposit of Rs.1,00,000/- (Rupees One Lacs only), from a Member signifying the intention to propose the candidature of Shri Kamlesh



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Kumar Sinha for the office of independent Director. In line with provision of Section 149 (10) of the Companies Act, 2013, Shri Kamlesh Kumar Sinha is proposed to be appointed as independent Director upto 31st March, 2019. Shri Kamlesh Kumar Sinha has also given his consent to act as Independent Director upto 31st March, 2019.

Shri Kamlesh Kumar Sinha is 67 years of age and is a Post Graduate with Degree in Law and has done certificate course in Business Management. He has experience of around 48 years in commercial affairs with specialization in marketing. He is also director on the Board of M/s Premier Irrigation Exports Limited and M/s Premierworld Technologies Limited. Shri Kamlesh Kumar Sinha is also member of Nomination & Remuneration Committee of directors of the company.

The Board of Directors recommends the adoption of the resolution as an Ordinary Resolution at item number 6 of the Notice.

No Directors ,Key Managerial Personnel and their relatives are in any way concerned or interested in the resolution number 6 of the Notice except Shri Kamlesh Kumar Sinha.

Item No. 7

At present the total strength of the Board is of six Directors. Out of which Shri Amar Nath Goenka and Shri Amitabh Goenka are Promoter Directors of the Company and are non-rotational Directors on the Board. Shri S P Jain is Executive Director of the company and is liable to retire by rotation. The remaining three independent Directors having fifty percent strength of the Board are not to be included in the total number of Directors for determining the number of Directors liable to retire by rotation in terms of explanation to Section 152(6) of the Companies Act,2013.

To comply with the condition of Section 152(6) of the companies Act,2013, the appointment of shri Amitabh Goenka is being recommended to be made a Director subject to retirement by rotation with effect from 01-04-2014.

The Board of Directors recommends the adoption of the resolution as Special resolution at item number 7 of the Notice.

No Directors ,Key Managerial Personnel and their relatives are in any way concerned or interested in the resolution number 7 of the Notice except Shri Amitabh Goenka and Shri Amar Nath Goenka, being father of Shri Amitabh Goenka.

Item No. 8

In the Second Annual General Meeting of the Company held on 29th September, 1994 the borrowing limits were approved by the Members of the Company under the provisions of the then existing Section 293(1)(d) of the Companies Act, 1956. Since the Company proposes to set-up another unit at Sikandrabad to manufacture Soft Touch Cushion type of Artificial PVC Leather Cloth, PVC Sheetings and Film, Knitted Fabric etc. this borrowing limits of Rupees Thirty Crore only (Rs.30 Crore only) would not be sufficient to meet the expenditure for setting-up another unit and the Company has to make additional borrowings from Bank(s)/Financial Institution(s) hence this limit is proposed to be increased to Rupees Seventy Crore only (Rs.70 Crore only) to cover additional future borrowings. Since the money to be borrowed may/would exceed the aggregate of the Paid-up Capital of the Company, the consent of the Members would be necessary under the provisions of Section 180(1)(d) of the Companies Act,2013 for borrowing funds/money in excess of the Paid-up Capital and free reserves.

The Board of Directors recommends the adoption of the resolution as a Special Resolution at item number 8 of the Notice.

No Directors, Key Managerial Personnel and their relatives at're in any way concerned or interested in the resolution number 8 of the Notice.

By order of the Board
for PREMIER POLYFILM LTD.

Sd/-
N.K.BHANDARI
COMPANY SECRETARY

Place : New Delhi
Date : 27/05/2014



DIRECTORS' REPORT TO THE MEMBERS

Your Directors present the **Twenty Second Annual Report** together with Audited Accounts for the year ended on 31st March, 2014.

FINANCIAL RESULTS

(Rs. In Lacs)

Particulars	For the year ended		For the year ended
	31st March, 2014		31st March, 2013
Sales & Other Income		9,024	7,994
Operating profit before providing for Interest & Depreciation		578	613
Less :			
Interest	96		112
Depreciation	154	250	<u>179</u>
Net Profit before taxation		328	322
Less :			
Tax Expenses			
Current tax	141		66
(-) Mat Credit Entitlement	67	74	-
Deffered tax		(39)	66
Net Profit after tax		293	190
Basic and diluted earning per share		1.40	0.91
Face value per equity Share		5.00	5.00

OPERATIONS

During the period under review your company produced 12,478 M.T. of PVC flooring, Sheetings, Films etc. as against 12,034 M.T. produced during the previous year, achieving a capacity utilization of 77.02 % as compared to around 74.28% in the previous year. The Company could achieve higher capacity utilization but for depressed demand for products due to current recession.

QUALITY CONTROL

Your Company continues to hold prestigious ISO 9001:2008 certification for quality as manufacturer and exporter of PVC products namely Marbled (Contract), Printed and Technical Flooring, Leather Cloth, Sheeting, Humidity Barrier and Geo Membrane. Bureau of Indian Standards has granted BIS certification Mark ISI for Unbacked Flexible PVC Flooring, Sheets or rolls and tiles for 1.5 mm and 2.00 mm thickness vide ISO No. 3462:1986.

FUTURE PROSPECTS

Despite facing tough competition from imported finished goods, the products of your company are well received in the market and the market will not be a constraint. Kotak Mahindra Bank Limited has also sanctioned and disbursed enhanced Working Capital Facilities and Term Loan to the company. There is no shortage of working capital facilities. Barring unforeseen circumstances, your company expects to do well in future.



NEW PROJECT

The Company plans to establish another factory at its industrial plot at Sikandrabad Industrial Area, Sikandrabad, District Bulandshahr (UP) to manufacture 4500 M.T. per annum of Soft Touch Cushion type of Artificial PVC Leather cloth, PVC Sheetings and Films, Knitted Fabric etc. at this unit annually. The cost of the project is estimated at Rs. 1,550 Lacs which will be met by Unsecured Loan from promoters and internal accruals amounting to Rs. 700 Lacs and balance amounting to Rs. 850 Lacs from a Term Loan from Bank(s). This unit will generate additional profits for the company.

DIVIDEND

Due to inadequacy of distributable cash, the Directors of your company are unable to recommend any Dividend for the year 2013-14.

DIRECTORS RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 217(2AA) of the Companies Act, 1956, your Directors state:-

- (I) That in the preparation of the annual accounts, the applicable accounting standards have been followed.
- (II) That your Directors have selected such accounting policies and applied them consistently and made judgment and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit or loss of the company for that period.
- (III) That your Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for the assets of your company and for preventing and detecting fraud and other irregularities.
- (IV) That your Directors have prepared the annual accounts on a going concern basis.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

Particulars regarding conservation of energy, technology absorption and foreign exchange earnings and outgo, as prescribed Under Section 134(3) (m) of the Companies Act, 2013, are annexed as **Annexure 'I'**

AUDITORS

The Auditors M/s De & Bose, Chartered Accountants, Auditors of the company retire at the ensuing Annual General Meeting and are eligible for reappointment.

COST AUDITORS

M/s Cheena & Associates, Cost Accountants, were appointed as Cost Auditor of the company for the financial year 2013-2014.

DIRECTORS

All the three independent Directors of the Company i.e. Shri Jaspal Singh Marwah, Shri Manoj Kumar Gupta and Shri Kamlesh Kumar Sinha, are being appointed/reappointed for a fixed term/tenure of five years to hold office of independent director upto 31-03-2019.

Shri Amitabh Goenka, Director of your Company, is being made from non rotational to director liable to retire by rotation so as to comply with the condition of Section 152(6) of the Companies Act, 2013.

Shri S P Jain, Director of your Company, retire by rotation at the ensuing Annual General Meeting and being eligible, offer himself for reappointment.

In terms of Clause 49 of the Listing Agreement notes on Director's seeking appointment/re-appointment are given in **Annexure "II"** and are forming part of the Directors' Report to the Members.



PARTICULARS OF EMPLOYEES

None of the employees of your company is covered Under Section 217(2)(A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975 as amended.

STOCK EXCHANGES

The equity shares of your company are listed at the Stock Exchanges as per details given in the **Annexure "III"** and forming part of Directors' Report to the Members. The equity shares of the company are traded at these Stock Exchanges.

CORPORATE GOVERNANCE

In terms of Clause 49 of The Listing Agreement, a report on The Corporate Governance alongwith a certificate from the Auditors of the Company regarding compliance of the conditions of the Corporate Governance is given in **Annexure "IV" and Annexure "VI" respectively** and is forming part of Directors' Report to the Members.

CEO CERTIFICATE

Shri Amar Nath Goenka, Managing Director of the Company, is CEO of the Company. In Terms of Clause 49 of The Listing Agreement a certificate with regard to Compliance with The Code of Conduct by the Board Members and Senior Management Personnel for the year ended 31st March, 2014 duly signed by the CEO has been included in the Annual Report.

MANAGEMENT DISCUSSIONS AND ANALYSIS

In Terms of Clause 49 of The Listing Agreement notes on Management Discussions and Analysis Report is given in **Annexure "V"** and forming part of the Director's Report.

INDUSTRIAL RELATIONS :

The industrial relations remained cordial during the year under review.

PUBLIC DEPOSITS

The Company has not invited or accepted deposits from the public covered under Section 58(A) of the Companies Act, 1956.

ACKNOWLEDGEMENT

The Directors wish to place on record their sincere appreciation for the whole hearted Co-operation received by the Company from Central and State Government, Kotak Mahindra Bank Limited and other Government Agencies and look forward to their continuing support. The Directors also record their appreciation for the sincere efforts put in by the employees of the Company at all levels.

For & on Behalf of the
BOARD OF DIRECTORS
Sd/-
(AMAR NATH GOENKA)
CHAIRMAN

For & on Behalf of the
BOARD OF DIRECTORS
Sd/-
(JASPAL SINGH MARWAH)
DIRECTOR

Place : New Delhi
Date : 27/05/2014



ANNEXURE – “I”

RESEARCH AND DEVELOPMENT (R & D)

- | | |
|---|---|
| 1. Specific areas in which R & D carried out by the Company | The Company continues to develop economical formulations for production.

The Company has developed various designs and colours of flooring, sheeting & Leather Cloth. |
| 2. Benefits derived as a result of the above R&D | Continuous development of economical formulations has helped the company to reduce cost of manufacturing. By introducing new range of colour schemes and designs of finished products the Company products continue to be in demand. The Company continues to develop economical formulations for production. |
| 3. Future plan of action | The company will consider future plan based on need. |
| 4. Expenditure on R&D | |
| a) Capital | Rs. Nil |
| b) Recurring | Rs. 5.70 Lacs approx |
| c) Total | Rs. 5.70 Lacs approx |
| d) Total R&D expenditure as a percentage of total turnover | 0.69% |

TECHNOLOGY ABSORPTION, ADOPTION AND INNOVATION

- | | |
|--|--|
| 1. Efforts, in brief made towards technology absorption, | No technology has been imported and the company continues to adopt the indigenous technology. |
| 2. Benefits derived as a result of the above efforts e.g. Product improvement, cost reduction, product development, import substitution etc. | The Company has installed laboratory scale calendaring line , first time in India , by which every material is tested on lab scale resulting in reduction of wastage and machine time. It gives extra benefits in developing economical formulations within the shortest span of time. |

FOREIGN EXCHANGE EARNINGS & OUTGO

	(Rs. In lacs)
1. Earnings	1,337
2. Outgo	1,498

ANNEXURE “II”

NOTES ON DIRECTORS SEEKING APPOINTMENT/REAPPOINTMENT AS REQUIRED UNDER CLAUSE 49 IV (G) OF THE LISTING AGREEMENT ENTERED INTO WITH STOCK EXCHANGES.

(ANNEXURE TO DIRECTORS REPORT)

At the ensuing Annual General Meeting all the three independent Directors of the Company i.e. Shri Jaspal Singh Marwah, Shri Manoj Kumar Gupta and Shri Kamlesh Kumar Sinha, are being appointed/ reappointed as Independent Directors on the Board of Directors of the Company for a fixed term/tenure of five years to hold office of independent director upto 31-03-2019. The Board also determined that all the three independent Directors are fit and proper person(s) to be appointed as Independent Director(s) on the Board of the Company. Pursuant to proviso to Section 152(5) of the Companies Act,2013, the Board also determined that all the three independent Directors fulfill the conditions as specified in the Companies



PREMIER POLYFILM LTD.

Act,2013 with respect to his appointment as independent Director and they are independent of the Management. your Board recommends the appointment/ re-appointment of these directors. Shri Amitabh Goenka, Director of your Company, is being made from non rotational Director to director liable to retire by rotation so as to comply with the condition of Section 152(6) of the Companies Act,2013. Shri S P Jain, Director of your Company, retire by rotation at the ensuing Annual General Meeting and being eligible, offer himself for reappointment. your Board recommends the appointment/ re-appointment of these directors

Shri Jaspal Sing Marwah is 66 years old and holds degree in Commerce. He has more than 46 years of experience in business and trade. He is also director on the Board of M/s J. S. M. Estate (P) Limited. Shri Jaspal Singh Marwah is also Chairman of Nomination & Remuneration Committee, Audit Committee and Stakeholders Relationship Committee.

Shri Manoj Kumar Gupta is 47 years old and is Fellow Chartered Accountant. He has around 24 years of commercial experience. He is also director on the Board of M/s Ramada Hospitality (P) Limited and Partner in M/s M A R S & Associates. Shri Manoj Kumar Gupta is also Member of Nomination & Remuneration Committee, Audit Committee and Stakeholders Relationship Committee.

Shri Kamlesh Kumar Sinha is 67 years of age and is a Post Graduate with Degree in Law and has done certificate course in Business Management. He has experience of around 48 years in commercial affairs with specialization in marketing. He is also director on the Board of M/s Premier Irrigation Exports Limited and M/s Premierworld Technologies Limited. Shri Kamlesh Kumar Sinha is also member of Nomination & Remuneration Committee of directors of the company.

Shri S P Jain is 68 years old and holds University Degree. Shri Jain has over 46 years of experience as an Executive. Shri S P Jain is also Member of Share Transfer Committee, Audit Committee and Stakeholders Relationship Committee.

ANNEXURE – “III”**LIST OF STOCK EXCHANGES**

1. National Stock Exchange of India Limited, “Exchange Plaza”, 5 Floor, Plot No. C/1, 'G' Block, Bandra Kurla Complex, Bandra East, Mumbai – 400051. (Code No. PREMIERPOL)
2. Bombay Stock Exchange Limited, Phiroze Jeejeebhoy Toweres, Dalal Street, Mumbai- 400001(Code No. 514354)

ANNEXURE – “IV”**CORPORATE GOVERNANCE REPORT****(ANNEXURE TO DIRECTORS' REPORT)****COMPANYS' PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE**

Your Company has been practicing the principle of good Corporate Governance. The Board of Director supports the broad principles of corporate governance. In addition to the basic governance issues the Board lays strong emphasis on transparency, accountability, integrity, customer satisfaction and efforts for maximization of Shareholders wealth.

CEO CERTIFICATION

In terms of Clause 49 of the Listing Agreement, the certification by the Managing Director & CEO on the financial statements and internal controls relating to financial reporting has been obtained. The Managing Director is also CEO of the Company.

RESPONSIBILITIES

The Board reserves for its consideration and decisions in the matters of policy, capital expenditure, Corporate



PREMIER POLYFILM LTD.

Governance and reporting to Shareholders. During the year under review, the Board met Four (4) times. These Board Meetings were held on 18th May, 2013, 30th July 2013, 30th October, 2013 and 29th January, 2014. The Directors ensure that their responsibility as Directors of the company and their interest do not clash with interest of the company.

BOARD OF DIRECTORS

Shri Amar Nath Goenka is the Managing Director of the company. The Board as on 31st March, 2014 consisted of six (6) Directors including the Managing Director out of which Shri Jaspal Singh Marwah, Shri Kamlesh Kumar Sinha and Shri Manoj Kumar Gupta are three (3) independent Directors and out of remaining three (3) Directors Shri Amar Nath Goenka and Shri Amitabh Goenka, are promoter Directors and Shri S.P. Jain, is Executive Director. During the financial year under review, the Board met four (4) times on 18th May, 2013, 30th July 2013, 30th October, 2013 and 29th January, 2014. The details of (i) Composition and Category of Directors, (ii) Attendance of each Director at the Board Meeting and last Annual General Meeting, (iii) The Directorship/Membership held by each Director, and (iv) The details of the Board Meetings are as follows :-

1. COMPOSITION AND CATEGORY OF DIRECTORS AS ON 31/03/2014

CATEGORY	NAME OF DIRECTOR	STATUS	DATE OF APPOINTMENT
PROMOTER	Shri Amar Nath Goenka	Managing Director	Since Inception of Company i.e. 17/07/1992
	Shri Amitabh Goenka	Executive Director	27/01/2010
EXECUTIVE	Shri S.P. Jain	Executive Director	26/06/2004
INDEPENDENT	Shri Jaspal Singh Marwah	Non Executive	02/09/1999
	Shri Manoj Kumar Gupta	Non Executive	30/03/2001
	Shri Kamlesh Kumar Sinha	Non Executive	19/08/2003

2. ATTENDANCE OF EACH DIRECTOR AT THE BOARD MEETINGS AND THE LAST ANNUAL GENERAL MEETING (AGM) HELD ON 6TH SEPTEMBER, 2013 AND NO. OF DIRECTORSHIPS IN OTHER BOARDS AND CHAIRMANSHIP/MEMBERSHIP IN OTHER BOARD, COMMITTEES.

Name of Director	No. of Board meetings held	No. of Board meetings attended	Attendance at the last AGM	No. of Directorship in other Boards as on 31/03/2014*	No. of Membership on other Board committees as on 31/03/2014*
Shri Amar Nath Goenka	4	4	Present	2	1
Shri S. P. Jain	4	4	Present	-	3
Shri Jaspal Singh Marwah**	4	4	Present	1	3
Shri Manoj Kumar Gupta	4	4	Present	1	3
Shri Kamlesh Kumar Sinha	4	2	Present	2	1
Shri Amitabh Goenka	4	4	Present	4	-

* Directorship in Foreign Companies and Partnership companies have not been included in the above table/details.

** Chairman Audit Committee.



PREMIER POLYFILM LTD.

No Director of the company was a member in more than 10 Committees or acted as Chairperson of more than five Committees across all companies in which he was a Director.

DETAILS OF THE BOARD MEETINGS HELD DURING THE YEAR APRIL 1, 2013 TO MARCH 31, 2014

DATE OF MEETINGS	BOARD STRENGTH	NUMBER OF DIRECTOR PRESENT
May 18, 2013	6	6
July 30, 2013	6	5
October 30, 2013	6	6
January 29, 2014	6	5

COMMITTEES OF BOARD

A) AUDIT COMMITTEE

Audit Committee of the Board consist of 3 (three) Directors of the company, i.e. Shri Jaspal Singh Marwah, chairman of Audit Committee, Shri Manoj Kumar Gupta and Shri S.P. Jain, Directors of the company. The Audit Committee has been authorized to look after the following major functions:

- (i) To recommend for appointment, remuneration and terms of appointment of auditors of the company;
- (ii) To review and monitor the auditor's independence and performance, and effectiveness of audit process;
- (iii) To examine the financial statement and the auditors' report thereon;
- (iv) To approve or any subsequent modification of transactions of the company with related parties;
- (v) To make scrutiny of inter-corporate loans and investments;
- (vi) To valuate of undertakings or assets of the company, wherever it is necessary;
- (vii) To evaluate internal financial controls and risk management systems;
- (viii) To monitor the end use of funds raised through public offers and related matters.
- (ix) To call for the comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors and review of financial statement before their submission to the Board and to discuss any related issues with the internal and statutory auditors and the management of the company.
- (x) To investigate into any matter in relation to the items specified in or referred to it by the Board and for this purpose shall have power to obtain professional advice from external sources and have full access to information contained in the records of the company.

DETAILS OF COMPOSITION, NAMES OF MEMBERS, NO. OF MEETINGS HELD AND ATTENDANCE OF AUDIT COMMITTEE DURING THE YEAR APRIL 1, 2013 TO MARCH 31, 2014

NAME OF DIRECTOR	NO. OF MEETINGS HELD	NO. OF MEETINGS ATTENDED
Shri Jaspal Singh Marwah (Chairman)	4	4
Shri Manoj Kumar Gupta	4	4
Shri S. P. Jain	4	4



B) NOMINATION & REMUNERATION COMMITTEE

The Nomination & Remuneration Committee of the board was earlier known as Remuneration Committee. The name of committee was changed to Nomination & Remuneration Committee w.e.f. 27.05.2014 in compliance with provisions of Section 178 of Companies Act, 2013. The Nomination & Remuneration Committee consist of three (3) Independents Non Executives Directors of the company, i.e. Shri Jaspal Singh Marwah, Chairman of Committee, Shri Manoj Kumar Gupta and Shri Kamlesh Kumar Sinha, Members of the Committee. The Committee has been authorized to look after following major functions :

- (1) To identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance.
- (2) To formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.
- (3) To ensure that—
 - (a) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
 - (b) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
 - (c) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.
 - (d) The policy so framed by the said Committee shall be disclosed in Board's Report to shareholders.

DETAILS OF COMPOSITION, NAMES OF MEMBERS, NO. OF MEETINGS HELD AND ATTENDANCE OF REMUNERATION COMMITTEE DURING THE YEAR APRIL 1, 2013 TO MARCH 31, 2014

NAME OF DIRECTOR	NO. OF MEETINGS HELD	NO. OF MEETINGS ATTENDED
Shri Jaspal Singh Marwah (Chairman)	2	2
Shri Manoj Kumar Gupta	2	2
Shri Kamlesh Kumar Sinha	2	1

DETAILS OF REMUNERATION PAID TO ALL DIRECTORS DURING APRIL, 2013 TO MARCH, 2014

NAME OF DIRECTOR	Sitting Fee	Salary	House Rent Allowances/ Housing Accommodation	Other Allowances	Gas / Electricity/ Club Fee	Medical	Leave Travel Concession	Leave Encashment provision	Gratuity Provision	Accidental Insurance premium	Total
	(Rs.)	(Rs.)	(Rs.)	(Rs.)	(Rs.)	(Rs.)	(Rs.)	(Rs.)	(Rs.)	(Rs.)	(Rs.)
Shri Amar Nath Goenka	-	15,00,000	9,00,000	-	-	-	-	(1384)	-	-	23,98,616
Shri Amitabh Goenka	-	8,40,000	2,52,000	84,000	-	-	-	12978	59751	-	12,48,729
Shri Jaspal Singh Marwah	56,000	-	-	-	-	-	-	-	-	-	56,000
Shri Kamlesh Kumar Sinha	8,000	-	-	-	-	-	-	-	-	-	8,000
Shri Manoj Kumar Gupta	56,000	-	-	-	-	-	-	-	-	-	56,000
Shri S P Jain	-	7,12,800	2,13,840	71,280	-	59,400	-	6,327	74,641	-	11,38,288

• Director Sitting Fee includes TDS



C) STAKE HOLDERS RELATIONSHIP COMMITTEE

The Stakeholders Relationship Committee of the board was constituted by the Board in their Meeting held on 27-05-2014 consequent to the dissolution of the Investors Grievances Committee. The name of committee was changed w.e.f. 27.05.2014. The Stakeholders Relationship Committee's composition and terms of reference meet with the requirement of Clause 49 of the Listing Agreement and provisions of Section 178 of Companies Act, 2013.

The Stakeholders Relationship Committee consists of three (3) Directors of the company, i.e. Shri Jaspal Singh Marwah, Chairman of Committee, Shri Manoj Kumar Gupta and Shri S.P. Jain, Members of the Committee. Shri Jaspal Singh Marwah and Shri Manoj Kumar Gupta are non executive Independents Directors of the Company, Whereas S.P. Jain is the Executive Director of the Company. The Committee has been authorized to look after following major functions .

- a) To review all matters connected with company's securities and redressal of shareholders\ investors\ securities holders complaints .

Names of members of the Shareholders/Investors Grievance Committee alongwith numbers of meetings held and attended by the Committee Members during the year 1st April, 2013 to 31st March, 2014 is as under :-

NAME OF DIRECTOR	NO. OF MEETINGS HELD	NO. OF MEETINGS ATTENDED
Shri Jaspal Singh Marwah (Chairman)	4	4
Shri Manoj Kumar Gupta	4	4
Shri S. P. Jain	4	4

COMPLIANCE OFFICER

Shri N.K. Bhandari, Company Secretary

NUMBER OF SHAREHOLDERS COMPLAINTS RECEIVED DURING THE PERIOD APRIL 1, 2013 TO MARCH 31, 2014.

No Compliant was received from any Shareholder during the year 2013-14.

NUMBER OF COMPLAINTS PENDING WITH THE COMPANY

NIL

NUMBER OF SHARES PENDING FOR TRANSFER

NIL

GENERAL INFORMATION FOR SHAREHOLDERS

REGISTERED OFFICE : 305, III FLOOR, ELITE HOUSE, 36, COMMUNITY CENTRE, KAILASH COLONY EXTENSION, (ZAMROODPUR) NEW DELHI 110 048
PHONE 011 29246481 FAX 011 29236482
WEBSITE:www.premierpoly.com
EMAIL:investor@premierpoly.com

ANNUAL GENERAL MEETING: DATE : 27-09-2014
TIME: 04.30 P.M.
VENUE : SHAHAUDITORIUM, 2, RAJ NIWAS MARG
CIVIL LINES, DELHI - 110054



PREMIER POLYFILM LTD.

DATE OF BOOK CLOSING 16-09-2014 to 27-09-2014 (Both days inclusive)
(FOR THE PURPOSE OF ANNUAL GENERAL MEETING)

DIVIDEND PAYMENT DATE NotApplicable

LISTING ON STOCK EXCHANGES 1. National Stock Exchange of India Limited (COMPANY CODE: PREMIERPOL)
2. Bombay Stock Exchange Limited. (COMPANY CODE: 514354)

MARKET PRICE DATA :

Face value of fully paid Equity Share is Rs.5/- each.

MARKET PRICE DATA (HIGH AND LOW) DURING EACH MONTH DURING 2013-2014

Month	Bombay Stock Exchange Ltd.		National Stock Exchange of India Ltd.	
	High	Low	High	Low
April, 2013	8.94	8.08	-	-
May, 2013	8.05	8.05	-	-
June, 2013	-	-	-	-
July, 2013	-	-	-	-
August, 2013	-	-	-	-
September, 2013	-	-	-	-
October, 2013	8.05	8.00	-	-
November, 2013	7.75	7.40	-	-
December, 2013	7.04	6.05	-	-
January, 2014	6.35	5.01	-	-
February, 2014	5.62	4.85	-	-
March, 2014	5.51	5.51	-	-

REGISTRAR AND SHARE TRANSFER AGENT (RTA) Beetal Financial & Computers Services(P)Ltd.
Beetal House, 99, Madangir, Behind Local Shopping Centre,
Near Dada Harsukh Das Mandir , New Delhi-110062

SHARE TRANSFER SYSTEM Share transfer requests in physical form and Demat are to be sent to RTA of the company which are processed within 15 days from the date of receipt.

DISTRIBUTION OF SHAREHOLDING AS ON 31-03-2014

CATEGORY	NO. OF EQUITY SHARES OF RS.5/- EACH	% OF SHARE HOLDING
Promoters	98,02,234	46.79
Mutual Funds	1,85,825	0.89
Banks/FIS	1,62,950	0.78
Corporate Bodies	86,57,331	41.33
Individual (Public & NRI)	21,40,155	10.21
Total	2,09,48,495	100.00

**PREMIER POLYFILM LTD.**

DEMATERIALIZATION OF SHARES AND LIQUIDITY AS ON 31-3-2014 . ISIN number of the company is INE309M01012 and shares can be traded at BSE and NSE in dematerialized form.

WORKS/PLANT LOCATION 40/1A, Site IV, Sahibabad Industrial Area, Sahibabad Distt. Ghaziabad (U.P.)

ADDRESS FOR CORRESPONDENCE 305, III Floor, "Elite House", 36, Community Centre, Kailash Colony Extension (Zamroodpur), New Delhi -110048

ANNUAL GENERAL MEETINGS

FINANCIAL YEAR	2010-2011	2011-2012	2012-2013
DATE	19-09-2011	24-08-2012	06-09-2013
TIME	12.30 P. M.	12.30 P. M.	12.30 P. M.
VENUE	Shah Auditorium, 2,Raj Niwas Marg, Civil Lines, Delhi -110054	Shah Auditorium, 2, Raj Niwas Marg, Civil Lines, Delhi -110054	Shah Auditorium, 2, Raj Niwas Marg, Civil Lines, Delhi -110054

No special resolution(s) was/were passed through postal ballot at the last Annual General Meeting.

No Special resolution(s) is/are proposed through postal ballot at the forthcoming Annual General Meeting.

DISCLOSURES:

- i) Disclosure on materially significant related party transactions i.e. transactions of the Company of material nature with its Promoters, Directors or the Management, or their subsidiaries or relatives that may have potential conflict with the interest of the Company at large.

The Company does not have any related party transactions, which may have potential conflict with the interest of the Company at large.

- ii) Details of non compliance, penalties, stricture by SEBI/Statutory Authorities/Stock Exchanges on matters relating to capital markets during the last three years.

There was no non compliance for the year ended 31st March,2013 and no penalties and/or any stricture was passed against the company by SEBI/Statutory Authorities/Stock Exchanges on matters relating to capital markets during the last three years.

MEANS OF COMMUNICATION:

The Notice of Board Meetings for consideration of Unaudited Financial results and the financial results are published in the "THE MINT" and "HARI BHOOMI", the vernacular (Hindi) Newspaper. All material information about the company is promptly sent to the stock exchanges where its equity shares are listed through fax, email and the same is then also sent through Speed Post/Registered Post/Courier to the respective Stock Exchanges.

COMPLIANCE CERTIFICATE OF THE AUDITORS

The company has obtained a Certificate from the Statutory Auditors regarding Compliance of the conditions of Corporate Governance as stipulated in Clause 49 and the same is annexed.



ATTENDANCE OF DIRECTORS AT THE BOARD MEETINGS HELD DURING APRIL 1, 2013 TO MARCH 31, 2014

NAME OF DIRECTOR S/SHRI	DATE OF MEETING & ATTENDANCE			
	1 st Quarter	2 nd Quarter	3 rd Quarter	4 th Quarter
	18-05-2013	30-07-2013	30-10-2013	29-01-2014
Amar Nath Goenka	Present	Present	Present	Present
Jaspal Singh Marwah	Present	Present	Present	Present
Manoj Kumar Gupta	Present	Present	Present	Present
Amitabh Goenka	Present	Present	Present	Present
S. P. Jain	Present	Present	Present	Present
Kamlesh Kumar Sinha	Present	Absent	Present	Absent

Place : New Delhi
Date : 27/05/2014

For & on Behalf of the
BOARD OF DIRECTORS
Sd/-
(AMAR NATH GOENKA)
CHAIRMAN

For & on Behalf of the
BOARD OF DIRECTORS
Sd/-
(N.K.BHANDARI)
COMPANY SECRETARY

ANNEXURE “V”

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT
(ANNEXURE TO DIRECTORS REPORT)**

INDUSTRY

The company is engaged in the manufacture of vinyl flooring, sheeting and artificial leather cloth. The products of the company are used for a variety of industrial and consumer applications. Overall growth rate of the market size is 5 % to 7% annually. Encouraged by the results the Company plans to establish another factory at its industrial plot at Sikandrabad Industrial Area, Sikandrabad, District Bulandshahr (UP) to manufacture 4500 M.T. per annum of Soft Touch Cushion type of Artificial PVC Leather cloth, PVC Sheetings and Films, Knitted Fabric etc at this unit annually. This unit will generate additional profits for the company.

The image of the company, built though decades of quality is the major strength of the company. The company has a significant share of the vinyl flooring, sheeting and artificial leather cloth market and is the quality leader in the vinyl flooring market.

RISK AND CONCERNS

PVC resin is the most important raw material for the company. Demand for PVC resin in the country has been increasing every year. Additional capacity for manufacture of PVC resin was commissioned in the year 2010 but the supply is still not adequate to meet the demand. Further, for certain grade of resin, there is only one manufacturer in the country. Hence any disruption in the supply from this source can effect the operations of the company. There is severe competition in the market for the company's products. The overall capacity in the industry is significantly more than the demand. This can affect adversely their margins in sale of products.



FINANCIAL PERFORMANCE

Net Turnover for the year was Rs. 8,242 Lacs which was Rs.7,247 Lacs for the previous year. Profit margins and Sales was low due to dumping of imported material in the market and unhealthy competition from domestic manufacturers due to over capacity.

EXPORT PERFORMANCE

The Company could Export the products to the tune of Rs.1,337 Lacs during the current year as against Rs.930 Lacs during the previous year. The reasons for sharp decline in the exports is globally general economic recession.

INTERNAL CONTROL SYSTEM

The Company has proper and adequate internal control system to ensure that its assets are safeguarded and that transactions are properly authorised, reported and recorded. The Company has also a system of internal audit and management reviews to ensure compliance with the prescribed procedure and authority level. M/s D.D. Bansal and Associates, Chartered Accountants, are Internal Auditor of the company to look after the job of Internal Auditor.

COST AUDITORS

The Company has appointed M/s Cheena & Associates , Cost Accountants, as Cost Auditor of the company for the financial year 2013-2014 to look into the matters relating for maintenance of cost records of the company.

HUMAN RESOURCES

The Company appreciate the efforts of its dedicated team of employees. Industrial relations were cordial during the year. The Company accords very high priority to safety in all aspects of its operations. The employees are trained in various aspects of safety. Regular safety audits are conducted to ensure high safety standards.

DECLARATION BY THE MANAGING DIRECTOR UNDER CLAUSE 49 (D)(D)(II) OF THE LISTING AGREEMENT TO THE MEMBERS OF PREMIER POLYFILM LTD.

I hereby declare that to the best of my knowledge and belief, all the members of the Board and senior management personnel of the Company have affirmed their respective compliance for the year ended March 31, 2014.

Place : New Delhi
Date : 27/05/2014

For & on Behalf of the
BOARD OF DIRECTORS
Sd/-
(AMAR NATH GOENKA)
CHAIRMAN

For & on Behalf of the
BOARD OF DIRECTORS
Sd/-
(JASPAL SINGH MARWAH)
DIRECTOR



PREMIER POLYFILM LTD.

GREEN INITIATIVE IN THE CORPORATE GOVERNANCE

Dear Members,

Date: 27/05/2014

The Ministry of Corporate Affairs vide its Circular No. 17/2011 dated 21st April, 2011 followed by Circular No 18/2011 dated 29th April, 2011 has taken "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies through electronic mode and introduced e-mail as one of the modes of sending communication to the Members under Section 53 of the Companies Act, 1956. To implement the said Circulars, the Company proposes to send to the Members various documents including Notices, Balance Sheet, Profit and Loss Account, Directors' Report, Auditors' Report etc. onwards in electronic form/mode to the email addresses of the Members provided by the them and/or made available to the Company or to the Registrar and Share Transfer Agent (RTA) of the Company i.e. M/s Beetal Financial & Computer Services Private Limited .

All the Members are requested to immediately register their e-mail addresses mentioning their Folio Numbers with RTA of the Company or directly with the company .

For PREMIER POLYFILM LTD.

SD/-
(MANAGING DIRECTOR)

ANNEXURE - VI

AUDITORS'S CERTIFICATE ON CORPORATE GOVERNANCE

To

THE MEMBERS OF PREMIER POLYFILM LTD.

We have examined the compliance of conditions of Corporate Governance by **PREMIER POLYFILM LTD.** for the year ended on March 31, 2014 as stipulated in clause 49 of the Listing Agreement of the said company with Stock Exchanges in India.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was carried out in accordance with the Guidelines Note on Certification of Corporate Governance (as stipulated in Clause 49 of the Listing Agreement), issued by the Institute of Chartered Accountants of India and was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company. In our opinion and to the best of our information and according to the explanations given to us, and based on the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement. We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For & on Behalf of the
DE & BOSE
CHARTERED ACCOUNTANTS

Sd/-
SUBRATA DE
Membership No. 54962
PARTNER

CAMP: NEW DELHI
DATED:27/05/2014



INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF PREMIER POLYFILM LTD.

Report on the Financial Statements

We have audited the accompanying financial statements of **PREMIER POLYFILM LTD.** ("the Company"), which comprise the Balance Sheet as at March 31, 2014, the related Statement of Profit and Loss and Cash Flow Statement for the year ended on that date, significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards notified under the Companies Act, 1956 ("the Act") read with the General Circular 15/2013 dated 13th September 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards of Auditing issued by the Institute of Chartered Accountants of India. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose for expressing an opinion on effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India :

- i) in the case of the balance sheet, of the state of affairs of the Company as at March 31, 2014;
- ii) in the case of the statement of profit and loss, of the profit for the year ended on that date; and
- iii) in the case of the cash flow statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditors' Report) Order, 2003 ("the Order"), as amended by the Companies (Auditors' Report) Order, 2004, issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Act and on the basis of such checks as we considered appropriate and according to the information and explanations given to us, we give in the Annexure a statement on the



matters specified in paragraphs 4 & 5 of the said Order.

2. As required by sub-section (3) of Section 227 of the Act, we report that:
- we have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - in our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - the balance sheet, the statement of profit and loss and the cash flow statement dealt with by this report are in agreement with the books of account;
 - in our opinion, the balance sheet, the statement of profit and loss and the cash flow statement comply with the Accounting Standards notified under the Companies Act, 1956 ("the Act") read with the General Circular 15/2013 dated 13th September 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013;
 - on the basis of the written representations received from the Directors as on 31st March, 2014 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on March 31, 2014 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Act .

For & on behalf of
DE & BOSE
Chartered Accountants
Firm Registration No. 302175E

Sd/-
SUBRATA DE
Partner
Membership No.054962

Place: New Delhi
Date: 27th day of May, 2014

ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT

Referred to in Paragraph 1 under the heading of " Report on Other Legal and Regulatory Requirements" of the our report of even date.

In our opinion and according to information and explanations given to us, the nature of Company's business / activities during the year are such that clauses (xii), (xiii), (xiv), (xv), (xviii), (xix) and (xx) of Paragraph 4 of the said order are not applicable to the Company. In respect of the other clauses, we report as under:

- In respect of its fixed assets :
 - The Company has maintained proper records showing full particulars including quantitative details and situations of its fixed assets.
 - As explained to us, the fixed assets have been physically verified by the management during the year, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such physical verification.
 - In our opinion, the Company has not disposed off any substantial part of its fixed assets during the year and the going concern status of the Company is not affected.
- In respect of its inventories :
 - As explained to us, the said inventories have been physically verified by the management at regular intervals during the year.



- b. In our opinion and according to the information and explanations given to us, the procedures for physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- c. The Company has maintained proper records of inventories. As explained to us, there were no material discrepancies noticed on physical verification of inventory as compared to the book records.
3. In respect of loans, secured or unsecured, granted or taken by the Company to/from companies, firms or other parties covered in the register maintained under Section 301 of the Companies Act, 1956 :
The Company has not granted / taken any loans to / from any company, firm or other party covered in the register maintained under Section 301 of the Companies Act, 1956.
4. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business for the purchase of inventories, fixed assets and also for the sale of goods and services. Further, on the basis of our examination of the books and the records of the Company and according to the information and explanations given to us, we have neither come across nor have been informed of any continuing failure to correct major weaknesses in the aforesaid internal control system.
5. In respect of transactions covered under Section 301 of the Companies Act, 1956 :
 - a. According to the information and explanations given to us, particulars of contracts or arrangements, that needed to be entered into in the register maintained under Section 301 of the Companies Act, 1956 have been so entered.
 - b. In our opinion and according to the information and explanations given to us, each of these transactions aggregating during the year to Rs.500,000/- (Rupees Five Lacs only) or more in respect of any party have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time.
6. The Company has not accepted any deposits from the public under Sections 58A,58AA or any other relevant provision of the Companies Act, 1956 and the rules framed thereunder.
7. Internal audit is being carried out by a firm of Chartered Accountants. In our opinion, the scope and coverage of the said internal audit needs to be strengthened so as to make it commensurate with the size of the Company and nature of its business.
8. We have broadly reviewed the cost records maintained by the Company, pursuant to the Companies (Cost Accounting Records) Rules, 2011 prescribed by the Central Government under Section 209(1)(d) of the Companies Act, 1956 and are of the opinion that prima facie the prescribed cost records have been maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
9. In respect of statutory dues :
 - a. According to the information and explanations given to us and the records of the Company produced before us, the Company is generally regular in depositing the undisputed statutory dues for the year including Provident Fund, Employees' State Insurance, Sales Tax, Customs Duty, Excise Duty and other statutory dues as applicable with the appropriate authorities. According to the information and explanations given to us, there is no undisputed amounts outstanding as at 31st March, 2014 for period of more than six months from the date of becoming payable.
 - b. The disputed statutory dues as at 31st March, 2014 aggregating to Rs.15,455,289 /-, that have not been deposited on account of matters pending before appropriate authorities are as under :



PREMIER POLYFILM LTD.

Nature of the statute	Nature of the dues	Forum where dispute is pending	Amount(Rs.)
UP Trade Tax Act	Sales Tax	Allahabad High Court	13,866,816/-
Sales Tax Act	Entry Tax	Allahabad High Court	1,588,473/-

10. As per records, the Company has no accumulated losses at the end of financial year and neither incurred any cash losses during the financial year covered by our audit nor in the immediately preceding financial year.
11. Based on our audit procedures and according to the information and explanations given to us, we are of the opinion that during the year under audit, the Company has not defaulted in repayment of dues to bank. The Company has not obtained any borrowings from any financial institution or by way of debentures.
12. As per records, the Company had raised a term loan during the last financial year and the loan was not applied for the purpose for which the loans were obtained. As explained to us, the Company is in the process of acquisition of plant and machinery, the purpose of term loan, and the term loan for the time being is invested in non-encumbranced term deposit with bank.
13. In our opinion and according to the information and explanations given to us and on an overall examination of the balance sheet of the Company, funds raised on short term basis have, prima facie, not been used during the year for long term investment.
14. During the course of our examination of books and records of the Company, carried out in accordance with generally accepted auditing practices in India and according to the information and explanations given to us, we have neither come across any incidence of fraud on or by the Company, noticed or reported during the year, nor have we been informed of any such case by the management.

For & on behalf of
DE & BOSE
Chartered Accountants
Firm Registration No. 302175E

Sd/-
SUBRATA DE
Partner
Membership No.054962

Place: New Delhi
Date: 27th day of May, 2014



BALANCE SHEET AS AT 31ST MARCH, 2014

DESCRIPTION	Note	AS AT			AS AT		
		31 st March, 2014			31 st March, 2013		
		Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
EQUITY AND LIABILITIES							
1. Shareholders' Funds							
(a) Share Capital	2.1	105,900,788			105,900,788		
(b) Reserves and Surplus	2.2	<u>143,128,981</u>	<u>249,029,769</u>		<u>113,859,694</u>	<u>219,760,482</u>	
2. Non-Current Liabilities							
(a) Long-term Borrowings	2.3	9,773,438			13,866,257		
(b) Deferred Tax Liabilities (Net)	2.4	2,675,154			6,582,233		
(c) Long-term Provisions	2.5	<u>14,951,762</u>	<u>27,400,354</u>		<u>14,510,766</u>	<u>34,959,256</u>	
3. Current Liabilities							
(a) Short-term borrowings							
(i) Loans repayable on demand	2.6						
	&2.7	<u>23,132,717</u>		32,688,334			
(ii) Loans from related parties	2.8	-		6,537,403			
(iii) Deposits	2.9	<u>211,000</u>	<u>23,343,717</u>		<u>211,000</u>	<u>39,436,737</u>	
(b) Trade Payables	2.10		<u>91,431,137</u>			<u>65,279,924</u>	
(c) Other Current Liabilities	2.11		<u>42,030,503</u>			<u>53,128,235</u>	
(d) Short-term Provisions	2.12		<u>3,982,070</u>	<u>160,787,427</u>		<u>3,946,383</u>	<u>161,791,279</u>
TOTAL			<u>437,217,550</u>			<u>416,511,017</u>	
ASSETS							
1. Non-current Assets							
(a) Fixed Assets							
Tangible Assets	2.13	88,831,746			100,624,325		
Capital Work-in Progress		617,152			-		
(b) Long-term Loans and Advances	2.14	5,394,873			4,232,333		
(c) Other Non-Current Assets	2.15	<u>28,954,730</u>	<u>123,798,501</u>		<u>1,495,293</u>	<u>106,351,951</u>	
2. Current Assets							
(a) Inventories	2.16	124,227,230			141,078,993		
(b) Trade Receivables	2.17	123,073,297			114,896,863		
(c) Cash and Cash Equivalents	2.18	53,009,039			44,794,476		
(d) Short-term loans and advances	2.19	10,721,547			8,306,683		
(e) Other Current Assets	2.20	<u>2,387,936</u>	<u>313,419,049</u>		<u>1,082,051</u>	<u>310,159,066</u>	
TOTAL			<u>437,217,550</u>			<u>416,511,017</u>	
SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS	1 & 2						

The notes referred to above form an integral part of the Balance Sheet. This is the Balance Sheet referred to in our report of even date.

For DE & BOSE

CHARTERED ACCOUNTANTS

Firm Registration No. 302175E

SUBRATA DE
PARTNER

N.K.BHANDARI
COMPANY SECRETARY

AMAR NATH GOENKA
MANAGING DIRECTOR
CEO

JASPAL SINGH MARWAH
DIRECTOR

Membership No. 054962
8/2 Kiran Sankar Roy Road,
Kolkata- 700001

CAMP : New Delhi
The 27th day of May, 2014



PREMIER POLYFILM LTD.

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2014

DESCRIPTION	Note	YEAR ENDED	YEAR ENDED
		31 st March, 2014	31 st March, 2013
		Rs.	Rs.
REVENUE			
Revenue from Operations	2.21	812,539,077	704,607,162
Other Income	2.22	11,665,990	20,083,756
TOTAL REVENUE		<u>824,205,067</u>	<u>724,690,918</u>
EXPENSES			
Cost of Material Consumed	2.23	540,996,527	474,779,386
Purchase of Stock-in-trade	2.24	562,646	4,279,364
Changes in inventories of Finished Goods and Work-in-Progress	2.25	34,249,736	7,190,295
Employee Benefits Expenses	2.26	56,062,520	57,750,213
Finance Cost	2.27	9,606,988	11,175,820
Manufacturing Expenses	2.28	85,302,201	78,026,395
Administrative and Other expenses	2.29	27,127,899	23,511,838
Selling and Distribution Expenses	2.30	22,078,028	19,715,469
Depreciation	2.13	15,414,072	17,947,488
TOTAL EXPENSES		<u>791,400,617</u>	<u>694,376,268</u>
Profit before exceptional Items and Tax		<u>32,804,450</u>	<u>30,314,650</u>
Exceptional items	2.31	-	1,834,619
Profit before taxation		<u>32,804,450</u>	<u>32,149,269</u>
Tax Expense :			
Current Tax		14,060,000	
Less : MAT Credit Entitlement		<u>6,668,674</u>	6,600,000
Deffered Tax		(3,907,079)	6,582,233
Earlier Year		50,916	(23,925)
Profit for the year		<u>29,269,287</u>	<u>18,990,961</u>
Basic and Diluted Earnings per Share	2.36	1.40	0.91
Face Value per Share		5.00	5.00
SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS			
	1 & 2		

The notes referred to above form an integral part of the Statement of Profit and Loss. This is the Statement of Profit and Loss referred to in our report of even date.

For DE & BOSE
 CHARTERED ACCOUNTANTS
 Firm Registration No. 302175E

SUBRATA DE
 PARTNER

N.K.BHANDARI
 COMPANY SECRETARY

AMAR NATH GOENKA
 MANAGING DIRECTOR
 CEO

JASPAL SINGH MARWAH
 DIRECTOR

Membership No. 054962
 8/2 Kiran Sankar Roy Road,
 Kolkata- 700001
 CAMP : New Delhi
 The 27th day of May, 2014



PREMIER POLYFILM LTD.

CASH FLOW STATEMENT ANNEXED TO THE BALANCE SHEET FOR THE YEAR ENDED 31ST MARCH, 2014

Description	Year Ended 31 st March, 2014	Year Ended 31 st March, 2013
	Rs.	Rs.
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit before tax and extraordinary items	32,804,450	32,149,269
Adjusted for :		
Loss on sale of fixed assets	445,041	304,017
Depreciation	15,414,072	17,947,488
Interest expenses	6,990,028	9,302,056
Interest income	(5,175,783)	(3,986,522)
Unsecured loan written back	-	(1,834,619)
Liabilities written back	(121,085)	(2,285,655)
Operating profit before working capital changes	<u>50,356,723</u>	<u>51,596,034</u>
Adjusted for :		
Trade and other receivables	(8,176,434)	(26,980,230)
Inventories	16,851,763	5,521,497
Loans and advances	(2,586,404)	(3,611,508)
Trade and other payables	<u>27,343,493</u>	<u>8,105,691</u>
Cash generated from operations	83,789,141	34,631,484
Tax paid (Net)	<u>7,676,042</u>	<u>5,993,110</u>
Net cash from operating activities	<u>76,113,099</u>	<u>28,638,374</u>
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of fixed assets and capital advance	(7,401,924)	(2,800,195)
Sale of fixed assets	1,667,238	342,632
Proceeds from Term Deposit with banks (Net)	(28,031,712)	13,044,292
Interest Income	3,929,898	8,440,425
Net cash (used in) /from investing activities	<u>(29,836,500)</u>	<u>19,027,154</u>
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from long term borrowings	-	20,000,000
Repayment of long term borrowings	(3,597,965)	(2,768,850)
Proceeds from short term borrowings	600,000	820,000
Repayment of short term borrowings	(27,376,965)	(40,532,597)
Proceeds from cash credit (Net)	10,683,945	(18,082,926)
Interest paid	(18,943,326)	(11,678,204)
Net cash (used in) financing activities	<u>(38,634,311)</u>	<u>(52,242,577)</u>
Net increase/(decrease) in cash and cash equivalents	<u>7,642,288</u>	<u>(4,577,049)</u>
Opening balance of cash and cash equivalents	10,757,954	15,335,003
Closing balance of cash and cash equivalents	<u>18,400,242</u>	<u>10,757,954</u>
	<u>7,642,288</u>	<u>(4,577,049)</u>
Note:		
Cash and cash equivalents comprise:		
Cash in hand	1,126,692	611,269
Balance with banks		
In Current accounts	15,273,550	846,011
In term deposit accounts	2,000,000	9,300,674
	<u>18,400,242</u>	<u>10,757,954</u>

As per our report of even date.

For DE & BOSE

CHARTERED ACCOUNTANTS

Firm Registration No. 302175E

SUBRATA DE
PARTNER

N.K.BHANDARI
COMPANY SECRETARY

AMAR NATH GOENKA
MANAGING DIRECTOR
CEO

JASPAL SINGH MARWAH
DIRECTOR

Membership No. 054962
8/2 Kiran Sankar Roy Road,
Kolkata- 700001
CAMP : New Delhi
The 27th day of May, 2014



NOTE - 1 : SIGNIFICANT ACCOUNTING POLICIES

1.1 Basis of Accounting :

The Company follows the Mercantile system of Accounting under historical cost convention except otherwise stated. The accounting policies have been consistently applied by the Company and are consistent with those used in the previous year.

1.2 Use of Estimates :

The Preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses and disclosure of contingent liabilities on the date of the financial statements. Difference between the actual results and estimates are recognised in the period in which the results are known/materialised.

1.3 Fixed Assets :

Fixed Assets are valued at cost of net of CENVAT less accumulated depreciation. All costs relating to the acquisition and installation of fixed assets are capitalised.

1.4 Inventories :

- i) Raw Materials and Stores & Spares are valued at lower of cost and net realisable value.
- ii) Work-in-progress is valued at actual material cost plus estimated manufacturing cost.
- iii) Finished Goods are valued at lower of cost and net realisable value.

1.5 Revenue Recognition :

Revenue from the sale of goods are recognised upon passing of title to the customers which generally coincides with their delivery.

1.6 Depreciation :

Depreciation on Fixed assets excepting Leasehold Land is provided on Straight Line Method at the rates prescribed in Schedule XIV of the Companies Act, 1956(as amended upto date). However, Leasehold Land is amortised every year at a uniform rate over the period of lease.

1.7 Foreign Currency Transaction :

Foreign Currency Transactions are recorded at the exchange rates prevailing on the date of transactions.

Foreign currency balance of monetary items as on the balance sheet date are realigned in the accounts on the basis of exchange rates prevailing at the close of the year. Any income or expenses on account of exchange difference either on settlement or on translation is recognised as Revenue.

1.8 Retirement Benefits :

The Company has Defined Contribution plans for post employment benefits namely Provident Fund Contribution which is made at the prescribed rates to the Provident Fund Commissioner and is charged to the Profit and Loss Account. There are no other obligation other than the contribution payable.

The Company has defined benefit plans namely leave encashment as Compensated Absence and Gratuity for employees. The liability for Gratuity and Compensated Absence is determined on the basis of an actuarial valuation at the end of the year. Gains and losses arising out of actuarial evaluation are recognised immediately in the Profit and Loss as income or expenses.

1.9 Provision for Current and Deferred Tax :

Provision for Current Tax is made for an amount of Rs. 14,060,000 after taking into consideration of benefits admissible under the provisions of the Income Tax Act, 1961.

Deferred Tax is recognised on timing differences, being the difference between taxable income and accounting income that originate in one period and are reversible in one or more subsequent periods. Deferred Tax assets are recognised and carried forward only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised .

1.10 Impairment of Assets :

As asset is treated as impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss is charged to the Profit and Loss Account in the year in which an asset is identified as impaired. The impairment loss recognised in prior accounting periods is reversed if there has been a change in the estimate of recoverable amount.

1.11 Provision, Contingent liabilities and Contingent assets :

Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not recognised but are disclosed in the notes. Contingent Assets are neither recognised nor disclosed in the financial statements.



PREMIER POLYFILM LTD.

1.12 Segment Reporting :

The Company is mainly engaged in manufacturing and sale of PVC Films and Sheets. From the operations of the Company, it is considered as a single business Products and accordingly segment reporting on business segment is not required. The company has identified its geographical segments based in the areas in which the customers of the company are located. However, it is not feasible to maintain the accounts on the basis of geographical segments. Hence, segment reporting on geographical segments is not prepared.

1.13 The Balance Sheet and Profit and Loss Account have complied the accounting standards according to sub-section (3C) of Section 211 of the Companies Act, 1956.

NOTE - 2 : NOTES ON ACCOUNTS

2.1: SHARE CAPITAL

PARTICULARS	As at 31.03.2014		As at 31.03.2013	
	Number	Amount Rs.	Number	Amount Rs.
Authorised Capital				
Equity Shares of Rs.5.00 each	30,000,000	150,000,000	30,000,000	150,000,000
Issued Capital				
Equity Shares of Rs. 5.00 each fully paid up As per Last Balance Sheet	21,415,000	107,075,000	21,415,000	107,075,000
Subscribed Capital				
Equity Shares of Rs. 5.00 each fully paid up As per Last Balance Sheet	21,411,820	107,059,100	21,411,820	107,059,100
Paid up Capital				
Equity Shares of Rs. 5.00 each fully paid up At the beginning and at the end of the year	20,948,495	104,742,475	20,948,495	104,742,475
Forfeited Shares				
As per Last Balance Sheet		1,158,313		1,158,313
TOTAL		105,900,788		105,900,788

2.1.1 : Shareholders holding more than 5% of the equity shares in the Company

NAME OF THE SHAREHOLDER	As at 31.03.2014		As at 31.03.2013	
	Number of shares of the Company held by the shareholder	% holding	Number of shares of the Company held by the shareholder	% holding
D.L.Millar & Company Ltd.	2,551,484	12.18	2,493,484	11.90
Premier Polyplast and Processors Ltd.	2,669,875	12.75	2,669,875	12.75
Sri Vishvanath Enterprises Ltd.	4,179,900	19.95	4,361,600	20.82
Amitabh Goenka	1,787,425	8.53	1,787,425	8.53
Sanghai Holdings (P) Ltd.	3,000,000	14.32	3,000,000	14.32

2.1.2. Rights, preferences and restrictions attached to the Equity Shares

The Equity Shares of the Company, having par value of Rs.5.00 per share, rank pari passu in all respects including voting rights and entitlement to dividend.



PREMIER POLYFILM LTD.

2.2: RESERVES AND SURPLUS

PARTICULARS	As at 31.03.2014	As at 31.03.2013
	Rs.	Rs.
Securities Premium Account		
As per Last Balance Sheet	84,573,640	84,573,640
Surplus as per Statement of Profit and Loss		
At the commencement of the year	29,286,054	10,295,093
Add : Changes during the year	<u>29,269,287</u>	<u>18,990,961</u>
TOTAL	<u>143,128,981</u>	<u>113,859,694</u>

2.3: SECURED LOANS - LONG TERM

PARTICULARS	As at 31.03.2014	As at 31.03.2013
	Rs.	Rs.
Term Loan from Bank	9,773,438	13,866,257
TOTAL	<u>9,773,438</u>	<u>13,866,257</u>

2.3.1 Term Loan from Kotak Mahindra Bank Limited is secured by equitable mortgage of immovable properties and first Charge on all present and future current assets of the company alongwith fixed assets. The Loan is also secured by personal guarantees of Shri Amar Nath Goenka, Mrs. Indira Goenka and Shri Amitabh Goenka.

2.3.2 Repayable in equated monthly instalments upto 5 year period from the date of loan. This is payable by 2016-17 and carries a current rate of interest @ 14% p.a.

Borrowings repayable

in the first year (Note 2.11)	4,115,252	3,620,398
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Current maturities of long-term debt

in the second year	4,728,152	4,150,801
in the third year	5,045,286	9,715,456
	9,773,438	13,866,257

2.4 : DEFERRED TAX LIABILITIES

PARTICULARS	As at 31.03.2014	As at 31.03.2013
	Rs.	Rs.
Deferred tax liabilities		
On fiscal allowances on fixed assets	8,592,343	12,268,906
	8,592,343	12,268,906
Deferred tax assets		
On employees' retirement	5,917,189	5,686,673
	5,917,189	5,686,673

2.5 : LONG TERM PROVISIONS

PARTICULARS	As at 31.03.2014	As at 31.03.2013
	Rs.	Rs.
Provision for Employee Benefits		
Retirement benefits	14,951,762	14,510,766
TOTAL	<u>14,951,762</u>	<u>14,510,766</u>



PREMIER POLYFILM LTD.

2.6 : LOANS FROM BANK - SECURED

PARTICULARS	As at 31.03.2014	As at 31.03.2013
	Rs.	Rs.
Cash Credit Facility	<u>22,507,717</u>	<u>11,823,772</u>
TOTAL	<u>22,507,717</u>	<u>11,823,772</u>

2.6.1 Cash credit facility from Kotak Mahindra Bank Limited is secured by equitable mortgage of immovable properties and first charge on all present and future current assets of the Company alongwith fixed assets. The Cash Credit Facilities are also secured by personal Guarantees of Shri Amar Nath Goenka, Mrs. Indira Goenka and Shri Amitabh Goenka.

2.7 : LOANS FROM OTHER PARTIES - UNSECURED

PARTICULARS	As at 31.03.2014	As at 31.03.2013
	Rs.	Rs.
Others	<u>625,000</u>	<u>20,864,562</u>
TOTAL	<u>625,000</u>	<u>20,864,562</u>

2.8 : LOANS FROM RELATED PARTIES - UNSECURED

PARTICULARS	As at 31.03.2014	As at 31.03.2013
	Rs.	Rs.
Others (Refer to Note No. 2.35)	<u>-</u>	<u>6,537,403</u>
TOTAL	<u>-</u>	<u>6,537,403</u>

2.9 : DEPOSITS

PARTICULARS	As at 31.03.2014	As at 31.03.2013
	Rs.	Rs.
From Distributors	<u>211,000</u>	<u>211,000</u>
TOTAL	<u>211,000</u>	<u>211,000</u>

2.10 : TRADE PAYABLES

PARTICULARS	As at 31.03.2014	As at 31.03.2013
	Rs.	Rs.
Sundry Creditors – Other than Micro, Small and Medium Enterprises	<u>91,431,137</u>	<u>65,279,924</u>
TOTAL	<u>91,431,137</u>	<u>65,279,924</u>

2.11 : OTHER CURRENT LIABILITIES

PARTICULARS	As at 31.03.2014	As at 31.03.2013
	Rs.	Rs.
Current Maturities of Long Term Debts (Refer to Note 2.3.2)	<u>4,115,252</u>	<u>3,620,398</u>
Interest Accrued and due on Unsecured Loan (Including on related parties, Refer to Note No. 2.35)	<u>-</u>	<u>11,953,298</u>
Sundry Creditors - Expenses	<u>2,813,545</u>	<u>2,211,895</u>
Other Liabilities	<u>26,122,324</u>	<u>29,187,488</u>
Advance from Customers	<u>8,979,382</u>	<u>6,155,156</u>
TOTAL	<u>42,030,503</u>	<u>53,128,235</u>

2.12 : SHORT TERM PROVISIONS

PARTICULARS	As at 31.03.2014	As at 31.03.2013
	Rs.	Rs.
Current portion of long-term employee benefit Retirement benefits	<u>3,285,837</u>	<u>3,016,350</u>
Current Taxation (net of advance payment)	<u>696,233</u>	<u>930,033</u>
TOTAL	<u>3,982,070</u>	<u>3,946,383</u>



2.13.1: FIXED ASSETS

PARTICULARS	GROSS CARRYING AMOUNT (A)				DEPRECIATION / AMORTISATION (B)				NET CARRYING AMOUNT (A-B)		
	As at 31.03.2013	ADDITION	DISPO- SAL /ADJ.	As at 31.03.2014	As at 31.03.2013	ADDITION	DISPO- SAL /ADJ.	As at 31.03.2014	As at 31.03.2013	As at 31.03.2014	As at 31.03.2013
	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
Tangible Assets -											
Leasehold Land	35,321,890	344,814	-	35,666,704	1,553,140	77,003	-	1,630,143	34,036,561	33,768,750	
Buildings	33,032,705	-	-	33,032,705	15,905,262	903,830	-	16,809,092	16,223,613	17,127,443	
Plant and Machinery	268,184,183	3,504,962	-	271,689,145	233,123,011	11,159,312	-	244,282,323	27,406,822	35,061,172	
Electrical Installations	29,663,515	224,152	-	29,887,667	27,493,052	1,572,330	-	29,065,382	822,285	2,170,463	
Furniture, Fixture and Office Equipments etc.	5,827,816	573,429	26,490	6,374,755	2,785,119	484,744	12,140	3,257,723	3,117,032	3,042,697	
Vehicles	14,192,008	1,086,415	3,631,153	11,647,270	4,738,208	1,216,853	1,533,224	4,421,837	7,225,433	9,453,800	
TOTAL	386,222,117	5,733,772	3,657,643	388,298,246	285,597,792	15,414,072	1,545,364	299,466,500	88,831,746	100,624,325	
Previous Year	386,518,218	2,800,195	3,096,296	386,222,117	270,099,951	17,947,488	2,449,647	285,597,792	100,624,325		

2.13.1 In case of Leasehold Land acquired during the year 2011-12, the Lease Deed is yet to be executed in favour of the Company. Hence, no amortisation is made on said land.



PREMIER POLYFILM LTD.

**2.14 : LONG TERM LOANS AND ADVANCES
(Secured and Considered Good)**

PARTICULARS	As at 31.03.2014		As at 31.03.2013	
	Rs.		Rs.	
Capital Advances	1,051,000			-
Deposit with Government Authorities and Others	4,343,873		4,232,333	
TOTAL	5,394,873		4,232,333	

2.15 : OTHER NON-CURRENT ASSETS

PARTICULARS	As at 31.03.2014		As at 31.03.2013	
	Rs.		Rs.	
Non-current bank balances (Refer Note 2.18)	28,954,730		1,495,293	
Total	28,954,730		1,495,293	

2.16: INVENTORIES

PARTICULARS	As at 31.03.2014		As at 31.03.2013	
	Rs.		Rs.	
Raw Materials	61,004,205		48,364,125	
Work-in-Progress	9,310,000		7,546,000	
Finished Goods	44,450,580		80,464,316	
Stores and Spares	3,823,981		4,704,552	
Material-in-Transit	5,638,464		-	
TOTAL	124,227,230		141,078,993	

2.17: TRADE RECEIVABLES (Unsecured)

PARTICULARS	As at 31.03.2014		As at 31.03.2013	
	Rs.		Rs.	
Outstanding for a period exceeding six months				
Considered doubtful	10,907,340		16,471,222	
Others – Considered good	112,165,957		98,425,641	
TOTAL	123,073,297		114,896,863	

2.18: CASH AND CASH EQUIVALENTS

PARTICULARS	As at 31.03.2014		As at 31.03.2013	
	Rs. <u>Non-current</u>	Rs. <u>Current</u>	Rs. <u>Non-current</u>	Rs. <u>Current</u>
Balances with Banks				
- In Current Accounts	-	15,273,550	-	846,011
- In Term Deposit with maturity period within three months from the reporting date	-	2,000,000	-	9,300,674
Cash in Hand	-	1,126,692	-	611,269
Other Balances with Banks				
- In Term Deposit under lien with maturity period within three months from the reporting date	-	74,537	-	6,755,322
- In Term Deposit having original maturity period more than than twelve months.	28,500,000	4,000,000	53,171	22,478,798
- In Term Deposit under lien having original maturity period more than twelve months	454,730	30,534,260	1,442,122	4,802,402
	28,954,730	53,009,039	1,495,293	44,794,476
Amount disclosed under non-current asset (Refer Note 2.15)	(28,954,730)	-	(1,495,293)	-
TOTAL	-	53,009,039	-	44,794,476



PREMIER POLYFILM LTD.

2.19: SHORT TERM LOANS AND ADVANCES

(Unsecured – Considered Good)

PARTICULARS	As at 31.03.2014	As at 31.03.2013
	Rs.	Rs.
Advances	10,046,929	7,642,949
Deposit with Government Authorities and Others	517,730	564,425
Others	156,888	99,309
TOTAL	10,721,547	8,306,683

2.20: OTHER CURRENT ASSETS

PARTICULARS	As at 31.03.2014	As at 31.03.2013
	Rs.	Rs.
Interest Accrued but not due		
On Term Deposit	2,127,936	882,051
On Security Deposit	260,000	200,000
TOTAL	2,387,936	1,082,051

2.21: REVENUE FROM OPERATIONS

PARTICULARS	Year ended on 31.03.2014	Year ended on 31.03.2013
	Rs.	Rs.
Sale of Goods	888,288,547	775,806,533
Other Operating Revenues		
- Sale of Scrap	2,480,947	3,468,108
Less : Excise Duty	78,230,417	74,667,479
TOTAL	812,539,077	704,607,162

2.22: OTHER INCOME

PARTICULARS	Year ended on 31.03.2014	Year ended on 31.03.2013
	Rs.	Rs.
Professional Fee	-	9,409,351
Interest Income	5,579,454	4,353,538
Freight Received	3,395,356	2,633,701
Liabilities Written Back	121,085	2,285,655
Other Non - operating Income	2,570,095	1,401,511
TOTAL	11,665,990	20,083,756

2.22.1 INTEREST INCOME

PARTICULARS	Year ended on 31.03.2014	Year ended on 31.03.2013
	Rs.	Rs.
Interest Income		
On Term Deposits with Banks	5,175,783	3,986,522
From Customers on amounts overdue	89,731	118,414
On Security Deposits	313,940	207,080
On Income Tax Refund	-	41,522
TOTAL	5,579,454	4,353,538

2.23: COST OF MATERIAL CONSUMED

PARTICULARS	Year ended on 31.03.2014	Year ended on 31.03.2013
	Rs.	Rs.
Opening Stock of Raw Materials	48,364,125	47,092,336
Add : Purchase	553,636,607	476,051,175
Less : Closing Stock of Raw Materials	61,004,205	48,364,125
TOTAL	540,996,527	474,779,386

**PREMIER POLYFILM LTD.****2.24: PURCHASE OF STOCK-IN-TRADE**

PARTICULARS	Year ended on 31.03.2014	Year ended on 31.03.2013
	Rs.	Rs.
Raw Materials	-	4,005,387
Stores and Spares	<u>562,646</u>	<u>273,977</u>
TOTAL	<u>562,646</u>	<u>4,279,364</u>

2.25: CHANGES IN INVENTORIES OF FINISHED GOODS AND WORK- IN - PROGRESS

PARTICULARS	Year ended on 31.03.2014	Year ended on 31.03.2013
	Rs.	Rs.
Opening Stock		
Finished Goods	80,464,316	68,464,611
Work-in-Progress	7,546,000	26,736,000
Less: Closing Stock		
Finished Goods	44,450,580	80,464,316
Work-in-Progress	<u>9,310,000</u>	<u>7,546,000</u>
TOTAL	<u>34,249,736</u>	<u>7,190,295</u>

2.26: EMPLOYEE BENEFITS EXPENSES

PARTICULARS	Year ended on 31.03.2014	Year ended on 31.03.2013
	Rs.	Rs.
Salary and Wages	50,317,139	51,992,889
(Including Director's Remuneration, Refer to Note No. 2.35)		
Contribution to Provident and Pension Fund	1,963,733	1,995,147
Staff Welfare Expenses	<u>3,781,648</u>	<u>3,762,177</u>
TOTAL	<u>56,062,520</u>	<u>57,750,213</u>

2.27: FINANCE COST

PARTICULARS	Year ended on 31.03.2014	Year ended on 31.03.2013
	Rs.	Rs.
Interest Expenses	7,048,809	9,371,496
Other Finance Expenses	<u>2,558,179</u>	<u>1,804,324</u>
TOTAL	<u>9,606,988</u>	<u>11,175,820</u>

2.28: MANUFACTURING EXPENSES

PARTICULARS	Year ended on 31.03.2014	Year ended on 31.03.2013
	Rs.	Rs.
Stores and Spares	9,418,875	9,693,442
Packing Charges	18,572,879	17,614,794
Power and Fuel	54,360,264	47,395,089
Repairs - Building	206,145	531,029
- Machinery	<u>2,744,038</u>	<u>2,792,041</u>
TOTAL	<u>85,302,201</u>	<u>78,026,395</u>

**PREMIER POLYFILM LTD.****2.29: ADMINISTRATIVE AND OTHER EXPENSES**

PARTICULARS	Year ended on 31.03.2014	Year ended on 31.03.2013
	Rs.	Rs.
Travelling and Conveyance	4,504,660	3,881,865
Telephone, Telex and Postal Expenses	2,868,944	2,062,748
Vehicle Upkeep Expenses	2,972,334	3,101,486
Legal and Professional Charges	6,733,741	3,237,263
Rent	1,365,000	1,419,000
Plant and Machinery Hire Charges	-	360,000
Insurance Charges	1,095,557	1,068,310
Auditors Remuneration	205,095	139,257
Loss on Sale of Fixed Assets	445,041	304,017
Sales Tax Liabilities	-	1,879,123
Other Expenses	6,937,527	6,058,769
TOTAL	27,127,899	23,511,838

2.29.1 AUDITORS REMUNERATION

PARTICULARS	Year ended on 31.03.2014	Year ended on 31.03.2013
	Rs.	Rs.
Audit Fees	80,000	65,000
Tax Audit Fees	20,000	15,000
Certification Fees	14,502	14,502
Out of Pocket Expenses	90,593	44,755
TOTAL	205,095	139,257

2.30: SELLING AND DISTRIBUTION EXPENSES

PARTICULARS	Year ended on 31.03.2014	Year ended on 31.03.2013
	Rs.	Rs.
Advertisement and Publicity	1,495,465	981,138
Discount and Commission	5,557,595	8,586,807
Forwarding and Freight etc.	15,024,968	10,147,524
TOTAL	22,078,028	19,715,469

2.31: EXCEPTIONAL ITEMS

PARTICULARS	Year ended on 31.03.2014	Year ended on 31.03.2013
	Rs.	Rs.
Unsecured Loan written back	-	1,834,619
TOTAL	-	1,834,619

2.32. The Company had claimed Trade Exemption U/S 4-A of The U.P. Trade Tax Act, 1948 amounting to Rs.709.14 Lacs from the Divisional Level Committee (DLC), Meerut (U.P.) which allowed a part of the claimed amount. Thereafter, company preferred to file Appeal against the order of DLC and over a period of time, claim of the company was allowed in parts by various forums of the department but full claimed amount of Rs. 709.14 Lacs was never granted. The matter is still pending at Allahabad High Court for exemption of balance outstanding amount of Rs.1,38,66,816 (previous year Rs. 1,38,66,816) for which exemption was not granted to the company. The Company has not paid this amount to the appropriate authorities as on date of Balance Sheet as liabilities are still disputed and under litigation.

2.33. Exports benefits are taken on realisation basis.



PREMIER POLYFILM LTD.

2.34 Break up of Excise Duty

<u>PARTICULARS</u>	<u>For the year ended</u> <u>on 31.03.2014</u>	<u>For the year ended</u> <u>on 31.03.2013</u>
	Rs.	Rs.
On sales for the year	82,323,837	73,496,714
Add: on Closing Stock of Finished Goods	4,780,332	8,873,752
Less: on Opening Stock of Finished Goods	8,873,752	7,702,987
	<u>78,230,417</u>	<u>74,667,479</u>

2.35 Information on Related Parties as required by Accounting Standard - As 18 "Related Party disclosures"

I. Related Party Disclosers

- a. Associates
 - D.L.Millar & Company Ltd.
 - 1000 Plus Trading Inc.
 - G.B. & Company
- b. Key Management Personnel
 - Mr. Amar Nath Goenka – Managing Director
 - Mr. Amitabh Goenka – Executive Director
 - Mr. S . P. Jain – Executive Director
 - Mr. N. K. Bhandari – Company Secretary
- c. Relative to Key Management Personnel
 - Mrs. Indira Goenka
 - Mrs. Manavi Goenka

II. Details of Transactions with Related Parties

(Financial Transactions have been carried at in the ordinary course of business and / or in discharge of contractual obligation)

<u>Particulars</u>	<u>Current Year</u>	<u>Previous Year</u>
	Rs.	Rs.
Sale of Goods		
- Associates	2,312,926	795,198
Remuneration		
- Management Personnel	5,497,033	4,388,372
Rent Paid		
- Relative to Key Management Personnel	927,000	819,000
- Associates	354,000	336,000
Commission on Consignment Sale		
- Associates	362,206	304,300
Outstanding Balances as at 31 st , March		
Associates		
- Liabilities	325,985	273,870
Key Management Personnel		
- Liabilities	337,290	298,300



PREMIER POLYFILM LTD.

2.36 Basic and Diluted Earnings per Share["EPS"] computed in accordance with Accounting Standard (AS) 20 "Earnings per Share":

<u>Particulars</u>	<u>2013-14</u>	<u>2012-13</u>
	Rs.	Rs.
a) Profit before Tax as per Accounts	32,804,450	32,149,269
Less : Provision for Taxation	3,535,163	13,158,308
Profit after Tax	29,269,287	18,990,961
b) Weighted Average Number of Equity Share	20,948,495	20,948,495
c) Basic and Diluted Earnings per Share	1.40	0.91
d) Face Value per Share	5.00	5.00

2.37 Other Non - operating Income under the Head "Other Income" of Note 2.22 includes Rs. 963,014 (Previous Year Rs. 12,58,021) related to Exchange Fluctuation.

2.38 There are no Micro, Small and Medium Enterprises, to whom the Company owes dues, which are outstanding for more than 45 days as at 31st March, 2014. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company.

2.39 Consumption of Raw Materials

<u>Items of Raw Materials</u>	<u>2013-14</u>	<u>2012 -13</u>
	Rs.	Rs.
PVC Resin	186,639,460	161,743,293
Plasticizers	155,827,539	147,704,844
Others	198,529,528	165,331,249
TOTAL	540,996,527	474,779,386

2.40 Goods Purchase for Trading

<u>Goods Purchase</u>	<u>2013 -14</u>	<u>2012-13</u>
	Rs.	Rs.
PVC Resin / Plasticisers / Stabilisers etc.	-	4,005,387
Adhesive etc.	562,646	273,977
TOTAL	562,646	4,279,364

2.41 Sale of Goods

<u>Particulars</u>	<u>Sales Values</u>	<u>Closing Inventory</u>	<u>Opening Inventory</u>
	Rs.	Rs.	Rs.
A. Manufactured Goods			
PVC Films / Sheets	887,400,228	44,450,580	80,464,316
	(771,198,283)	(80,464,316)	(68,464,611)
B. Traded Goods			
PVC Resin / Plasticisers / Stabilisers etc.	-		
	(4,311,587)		
Adhesive etc.	888,319		
	(296,663)		
Total (B)	888,319		
	(4,608,250)		
Total (A+B)	888,288,547		
	(775,806,533)		



PREMIER POLYFILM LTD.

2.42 Value of Import (CIF Basis)

<u>Particulars</u>	<u>2013 -14</u> Rs.	<u>2012-13</u> Rs.
Raw Materials	142,205,793	84,752,988
Raw Material-in-Transit	5,638,464	-
Capital Goods	175,645	458,993
	148,019,902	85,211,981

2.43 Expenditure in Foreign Currency

<u>Particulars</u>	<u>2013 -14</u> Rs.	<u>2012-13</u> Rs.
Travelling	1,758,186	1,141,686

2.44 Consumption of Raw Materials, Stores and Spares

<u>Particulars</u>	<u>2013-14 (Rs.)</u>		<u>2012-13 (Rs.)</u>	
	<u>Amount</u>	<u>Percentage</u>	<u>Amount</u>	<u>Percentage</u>
Imported				
Raw Materials	143,300,273	26.49	98,371,796	20.72
Stores and Spares	-	-	-	-
Indigeneous				
Raw Materials	397,696,254	73.51	376,407,590	79.28
Stores and Spares	9,418,875	100.00	9,693,442	100.00

2.45 Earning in Foreign Exchange

<u>Particulars</u>	<u>2013-14</u> Rs.	<u>2012-13</u> Rs.
Export of Goods (FOB)	133,700,211	93,034,351

2.46 Contingent Liabilities not provided for in respect of :

<u>Particulars</u>	<u>2013-14</u> Rs.	<u>2012-13</u> Rs.
Capital Commitment	20,000,000	-
Unredeemed Bank Guarantees	9,631,012	7,706,764
Bonds Executed in favour of Central Excise Department	15,000,000	15,000,000
Entry Tax Demand for the year 2004-05	1,558,473	1,558,473

2.47 The disclosures required under Accounting Standard 15" Employee Benefits" notified in the Companies (Accounting Standards) Rules 2006, are given below:

Defined Contribution Plan

<u>Particulars</u>	<u>2013-14</u> Rs.	<u>2012-13</u> Rs.
Employer's Contribution to Provident Fund	1,806,474	1,836,685

Defined Benefit Plan

The present value of obligation of Gratuity and Compensated Absence is determined based on actuarial valuation using the Projected Unit Credit method.



PREMIER POLYFILM LTD.

<u>Particulars</u>	<u>Gratuity (Unfunded)</u>		<u>Leave Encashment (Unfunded)</u>	
	<u>2013-14</u>	<u>2012-13</u>	<u>2013-14</u>	<u>2012-13</u>
	<u>Rs.</u>	<u>Rs.</u>	<u>Rs.</u>	<u>Rs.</u>
A. Reconciliation of opening and closing balances of Defined Benefit Obligation				
Defined Benefit Obligation at the beginning of the year	15,011,202	12,367,245	2,515,914	1,971,406
Current Service Cost	1,560,906	1,600,473	1,836,117	1,852,283
Interest Cost	1,288,314	948,013	156,721	95,834
Actuarial Losses / (Gain)	(409,005)	1,707,686	(1,632,916)	(1,036,762)
Benefits Paid	(1,707,800)	(1,612,215)	(381,854)	(366,847)
Defined Benefit Obligation at the year end	15,743,617	15,011,202	2,493,982	2,515,914
B. Reconciliation of opening and closing balance of fair value of Plan Assets				
Fair value of plan assets at the beginning of the year	-	-	-	-
Expected return on plan assets	-	-	-	-
Actuarial Gain / (Losses)	-	-	-	-
Contributions by Employer	-	-	-	-
Benefits Paid	-	-	-	-
Fair value of plan assets at the year end	-	-	-	-
C. Reconciliation of fair value of assets and obligations				
Fair value of plan assets as at year end	-	-	-	-
Present value of obligation as at year end	15,743,617	15,011,202	2,493,982	2,515,914
Amount recognized in Balance Sheet	15,743,917	15,011,202	2,493,982	2,515,914
D. Expenses recognized during the year				
Current Service Cost	1,560,906	1,600,473	1,836,117	1,852,283
Interest Cost	1,288,314	948,013	156,721	95,834
Expected return on plan assets	-	-	-	-
Actuarial (Gain) / Loss	(409,005)	1,707,686	(1,632,916)	(1,036,762)
Net Cost	2,440,215	4,256,172	359,922	911,355
Particulars	Gratuity (Unfunded)		Leave Encashment (Unfunded)	
	2013-14	2012-13	2013-14	2012-13
	Rs.	Rs.	Rs.	Rs.
E. Investment details				
% Investment as at year end				
Unfunded	-	-	-	-
F. Actuarial assumptions				
Mortality Table	IAL 2006-08	IAL 2006-08	IAL 2006-08	IAL 2006-08
	Ultimate	Ultimate	Ultimate	Ultimate
Discount rate (per annum)	9.10%	8.20%	9.10%	8.20%
Expected rate of return on assets (per annum)	N.A.	N.A.	N.A.	N.A.
Salary Escalation (per annum)	10.00%	10.00%	10.00%	10.00%

2.48 Previous year figures have been regrouped / rearranged / reclassified where ever considered necessary.

For DE & BOSE

CHARTERED ACCOUNTANTS
Firm Registration No. 302175E

SUBRATA DE
PARTNER

N.K.BHANDARI
COMPANY SECRETARY

AMAR NATH GOENKA
MANAGING DIRECTOR
CEO

JASPAL SINGH MARWAH
DIRECTOR

Membership No. 054962
8/2 Kiran Sankar Roy Road,
Kolkata- 700001
CAMP : New Delhi
The 27th day of May, 2014



PREMIER POLYFILM LTD.

PREMIER POLYFILM LTD.

**Registered Office : 305, III Floor, 'Elite House'
36, Community Centre, Kailash Colony Extension (Zamroodpur)
New Delhi - 110 048**

PROXY FORM

Regd. Folio No.

I/We
of..... in the district of
being a Member/Members of PREMIER POLYFILM LTD. hereby appoint.....
..... of..... in the district of
..... or failing him..... of
..... in the district of as my/our proxy
to attend and to vote for me/us on my/our behalf at the Twenty Second Annual General Meeting of the
Company to be held on Saturday, the 27th day of September 2014 at 4.30 P.M. at SHAH AUDITORIUM,
2, RAJ NIWAS MARG, CIVIL LINES, DELHI 110 054 and at any adjournment thereof.

Signed this..... day of..... 2014

Signature.....

Affix a
Thirty paise
Revenue
Stamp

Address.....

Note : This proxy and the Power of Attorney (if any) under which it is signed or a notarially certified copy of that power of attorney must be deposited at the Registered Office of the Company at 305, III Floor, 'Elite House', 36, Community Centre, Kailash Colony Extension (Zamroodpur), New Delhi-110048 not less than 48 hours before the time for holding the Meeting.

**THIS ATTENDANCE SLIP DULY FILLED INTO BE HANDED OVER AT
THE ENTRANCE OF THE MEETING HALL**

PREMIER POLYFILM LTD.

**Registered Office : 305, III Floor, 'Elite House', 36, Community Centre,
Kailash Colony Extension (Zamroodpur), New Delhi - 110 048**

Name of the attending Member

(in BlockLetters).....

Members Folio No.....

Name of Proxy (in Block Letters, to be filled in if the
Proxy attends instead of the Member).....

No. of shares held.....

I hereby record my presence at the TWENTY SECOND ANNUAL GENERAL MEETING being held on
Saturday, the 27th day of September, 2014 at 4.30 P.M. at SHAH AUDITORIUM, 2, RAJ NIWAS MARG, CIVIL
LINES, DELHI - 110054

*To be signed at the time of handing over this slip.

Member's / Proxy's Signature

SPEED POST / COURIER

If undelivered, please return to:

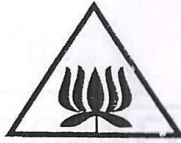
PREMIER POLYFILM LTD.

305, 'Elite House', III Floor,

36, Community Centre,

Kailash Colony Extension (Zamroodpur)

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FORM A

(Under Clause 31(a) of the listing Agreement)

1.	Name of the Company	Premier Polyfilm Ltd
2.	Annual Financial Statements for the year ended	31 st March, 2014
3.	Type of Audit Observation	Un-qualified
4.	Frequency of observation	Not Applicable

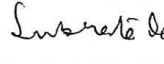
For Premier Polyfilm Ltd

For Premier Polyfilm Ltd

For DE & Bose
Chartered Accountants


(Managing Director & CFO)


(Chairman Audit Committee)


(Auditor of the Company)



Regd. Off. : 305 IIIrd Floor, Elite House 36, Community Center,
Kailash Colony Extn. (Zamroodpur) New Delhi-110048
E-mail : premierpoly@premierpoly.com Website : www.premierpoly.com

