

## POLYSPIN EXPORTS LIMITED

Registered Office : 351, P.A.C.R. Salai, Rajapalayam - 626 117.

CIN : L51909TN1985PLC011683

### NOTICE:

Notice is hereby given that the Thirty Seventh Annual General Meeting of the members of the Company will be held on Friday, the 26<sup>th</sup> day of August, 2022 at 10.00 A.M. through Video Conferencing (VC) or Other Audio Visual Means (OAVM) to transact the following businesses.

### ORDINARY BUSINESS:

#### Item No: 1

#### **Adoption of Standalone and Consolidated Financial Statements and Reports:-**

To consider and if deemed fit, to pass with or without modification, the following Resolution, as an **ORDINARY RESOLUTION:**

**“RESOLVED THAT** the Audited Standalone Financial Statements of Balance Sheet as at 31<sup>st</sup> March, 2022, Statement of Profit and Loss Account for the year ended on that date, the Cash Flow Statement for the year ended on that date and Audited Consolidated Financial Statements of Balance Sheet as at 31<sup>st</sup> March, 2022 and Profit & Loss Account for the year ended on that date, the Cash Flow Statement for the year ended on that date, the Director's Report and the Independent Auditor's Reports thereon, be and are hereby considered, approved and adopted.”

#### Item No: 2

#### **Declaration of Dividend:-**

To consider and if deemed fit, to pass with or without modification, the following Resolution, as an **ORDINARY RESOLUTION:**

**“RESOLVED THAT** a Dividend of Re. 0.60 (Paise Sixty only) per Equity Share of Rs. 5/- each be and is hereby declared for the financial year ended 31<sup>st</sup> March, 2022.”

#### **Item No: 3. Reappointment of Shri S.V. Ravi, Director, who retires by rotation:**

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

**“RESOLVED THAT** Shri S.V. Ravi (DIN: 00121742), Director of the Company, who retires by rotation at this Annual General Meeting and being eligible for reappointment be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

#### **Item No: 4. Appointment of Statutory Auditor and to fix their Remuneration:-**

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

**“RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof, as may be amended from time to time, M/s. Krishnan and Raman, Chartered Accountants, (Firm Registration No. 001515S) be and is hereby appointed as the Statutory Auditors of the Company for a term of 5 consecutive years to hold office from the conclusion of this 37<sup>th</sup> Annual General Meeting (AGM) till the conclusion of the 42<sup>nd</sup> AGM of the Company to be held in the year 2027.

**RESERVED FURTHER THAT** the Auditors shall be paid a remuneration of Rs.2,00,000/- (Rupees Two Lakhs Only) per financial year plus applicable Goods and Services Tax and out of pocket expenses up to the financial year 2026-27 as recommended by the Board of Directors and Audit Committee of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf.”

### SPECIAL BUSINESS:

#### **Item No: 5. To consider and approve contract with Related Parties:-**

To consider and if thought fit, to pass with or without modification, the following Resolution, as a **SPECIAL RESOLUTION:**

**“RESOLVED THAT** in supersession of the resolution passed on 12-08-2020 and pursuant to Section 188 and other applicable provisions of the Companies Act, 2013 and the Companies (Meeting of Board and its Powers) Rules, 2014 including any modifications or amendments or clarifications thereon, if any and pursuant to Regulations 23 (8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with standard listing agreement entered with the BSE Limited (Stock Exchange) and subject to such other approvals, consents, permissions and sanctions of

any authorities as may be necessary, approval of the shareholders be and is hereby accorded to the Board of Directors to enter into a contract(s) / Transaction(s) / arrangement(s) with following Related Parties on such terms and conditions as may be mutually agreed upon, up to a maximum amount as mentioned against each respective related parties every year for a period of three financial years from the financial year 2022-2023.

S. No.	Name of the Related Party	Maximum amount in a Financial Year not to exceed
1.	M/s. Ploypspin Private Limited	Rs. 50 Crores
2.	M/s. Energyspin Private Limited	Rs. 5 Crores
3.	M/s. Ganesh Agropack Private Limited	Rs. 5 Crores
4.	M/s. Lankaspin Private Limited, Srilanka.	Rs. 10 Crores
5.	M/s. Chola Packaging Private Limited	Rs. 5 Crores

**RESOLVED FURTHER THAT** the contract(s)/ Transaction(s)/ Arrangement(s) so carried out shall at all times be in the ordinary course of Company's business and also at the arm's length basis.

**RESOLVED FURTHER THAT** the Board of Directors of the Company and/or the Audit Committee as may be applicable from time to time be authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to the above resolution; sign and execute necessary documents and papers on an ongoing basis and to do and perform all such acts, deeds and things as may be necessary or in its absolute discretion deem necessary, proper, desirable and to finalize any documents and writings in this regard.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company or to any one or more Directors of the Company as it may consider appropriate in order to give effect to this resolution."

**By order of the Board,  
For POLYSPIN EXPORTS LIMITED**

Place : Rajapalayam  
Date : May 27, 2022

**A. EMARAJAN  
COMPANY SECRETARY**

**NOTES :**

- Statement pursuant to Section 102(1) of the Companies Act, 2013 (the "Act"), relating to the special business to be transacted at the Annual General Meeting (the "AGM") is annexed hereto in respect of Resolution No.4 and 5.
- In view of the COVID 19 pandemic and in compliance with the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021 issued by the Ministry of Corporate Affairs followed by Circular No. 2/2022 dated May 5, 2022 and all other relevant circulars issued from time to time and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, physical attendance of the Members to the AGM venue is not required and the 37<sup>th</sup> AGM of the Company be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in this AGM through VC/OAVM.
- Pursuant to the Circular No. 14/2020 dated April 08, 2020 issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend this AGM through VC/OAVM and participate there at and cast their votes through e-voting.
- The relevant details, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of Directors seeking appointment/re-appointment at this AGM is annexed.
- The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

7. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020, May 05, 2020, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as instant voting on the date of the AGM will be provided by NSDL.
8. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.polyspin.org](http://www.polyspin.org). The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e - Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
9. AGM will be convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021 and Circular No. 2/2022 dated May 5, 2022.
10. Members holding shares in electronic form are requested to register / update their postal address, email address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participants, with whom they are maintaining their Demat accounts.
11. Members holding shares in physical form are requested to register / update their postal address, email address, telephone / mobile numbers, PAN, mandates, nominations, power of attorney, bank details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc., with the Registrar and Share Transfer Agent i.e. M/s. Integrated Registry Management Services Private Limited, by sending an email to [yuvraj@integratedindia.in](mailto:yuvraj@integratedindia.in).
12. Non-Resident Indian members are requested to inform M/s. Integrated Registry Management Services Private Limited immediately on:
  - a. the change in the residential status on return to India for permanent settlement; and
  - b. the particulars of the bank account(s) maintained in India with complete name, branch, and account type, account number and address of the bank, if not furnished earlier.
13. The Company has engaged the services of National Securities Depository Limited (NSDL) as the authorized agency for conducting of the e-AGM and providing e-voting facility.
14. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
15. Relevant documents referred to in the accompanying Notice calling the AGM are available for inspection through electronic mode up to the date of the AGM. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, upon request will be available electronically for inspection by the members during the AGM. Members seeking to inspect such documents can send an email to [polyspinexportscs@gmail.com](mailto:polyspinexportscs@gmail.com).
16. Re-appointment of Director: At the ensuing AGM, Shri S.V. Ravi (DIN: 00121742) is liable to retire by rotation in terms of section 152(6) of the Act, and being eligible, have offered themselves for re-appointment.
17. Under the provisions of section 125 of the Companies Act 2013, dividends remaining unpaid for a period of over 7 years will be transferred to the Investor Education & Protection Fund (IEPF) of the Central Government. The Shareholders can claim such dividends from IEPF as per the rules and regulations of the Companies Act, 2013 and the Central Government. Hence, members who have not claimed their dividend relating to earlier years may write to the Company for claiming the amount before it is transferred to the IEPF. The details of the due date for transfer of such unclaimed dividend to the IEPF are given below

Financial year ended	Dividend Percentage	Date of Declaration of Dividend	Last Date for claiming Unpaid Dividend	Due date for transfer to IEP Fund
31.03.2015	12%	29.09.2015	28.09.2022	27.10.2022
31.03.2016	12%	15.09.2016	14.09.2023	13.10.2023
31.03.2017	12%	26.09.2017	25.09.2024	24.10.2024
31.03.2018	12%	13.08.2018	12.08.2025	11.09.2025
31.03.2019	12%	12.08.2019	11.08.2026	10.09.2026
31.03.2020	6%	12.08.2020	11.08.2027	10.09.2027
31.03.2021	12%	27.08.2021	26.08.2028	25.09.2028

In accordance with the provisions of Section 124 (6) of the Companies Act 2013, read with the Investor Education and Protection Fund Authority (Accounting,

Auditing, Transfer and Refund) Rules, 2016, the shares in respect of which dividend has not been paid or claimed for 7 consecutive years or more have been transferred to IEPF by the Company. The shareholders or their legal heirs are entitled to claim the shares and dividends so transferred from IEPF by making an online application in Form No. IEPF 5 to the IEPF Authority.

18. As mandated by SEBI, effective from April 1, 2019, that securities of listed companies shall be transferred only in dematerialized form. In order to facilitate transfer of share(s) in view of the above and to avail various benefits of dematerialization. Members are advised to dematerialize their share(s) held by them in physical form.
19. The Company has fixed Friday, the 19<sup>th</sup> August, 2022 as the 'Record Date' for determining entitlement of members to dividend for the financial year ended March 31, 2022, if approved at the AGM. The dividend, once approved by the members in the ensuing AGM will be paid on or before 24<sup>th</sup> September, 2022, subject to deduction of tax at source, electronically through various online transfer modes to those members who have updated their bank account details. For members who have not updated their bank account details, dividend warrants / demand drafts / cheques will be sent out to their registered addresses. To avoid delay in receiving the dividend, members are requested to update their KYC with their depositories (where shares are held in dematerialized mode) and with the Company's Registrar and Transfer Agent ("RTA") (where shares are held in physical mode) to receive the dividend directly into their bank account on the payout date.
20. The formats for Nomination and Updation of KYC details in accordance with the SEBI circular are available on the Company's website at [www.polyspin.org](http://www.polyspin.org) > Investor Relations > Investor Services or <https://www.integratedindia.in>. The duly filled in Forms may be sent to [polyspinexportscs@gmail.com](mailto:polyspinexportscs@gmail.com) or [yuvraj@integratedindia.in](mailto:yuvraj@integratedindia.in) through the registered e-mail ID of the shareholder by digitally signing or can also be submitted in hard copy to the RTA/ Company.
21. The SEBI, vide its Circular dated May 13, 2022 has dispensed with the requirement of dispatch of physical copies of the Annual Report. Accordingly, the Notice of the AGM along with the Annual Report 2021-22 is being sent only by electronic mode to those Members whose email addresses are registered with the Company / Depositories. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website [www.polyspin.org](http://www.polyspin.org), website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of NSDL <https://www.evoting.nsdl.com>.

For any communication, the shareholders may also send requests to the Company's dedicated investor email-id: [polyspinexportscs@gmail.com](mailto:polyspinexportscs@gmail.com).

22. Shareholders may note that the Income Tax Act, 1961, ("the IT Act") as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a Company from April 01, 2020 shall be taxable in the hands of shareholders. The Company shall therefore be required to deduct tax at source ("TDS") at the time of making the payment of dividend. In order to enable us to determine the appropriate TDS rate as applicable, shareholders are requested to submit the following documents in accordance with the provisions of the IT Act.

For resident shareholders, taxes shall be deducted at source under Section 194 of the IT Act as follows:

Shareholders having valid PAN	10% or as notified by the Government of India
Shareholders not having PAN / valid PAN	20% or as notified by the Government of India

However, no tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by them during Financial Year 2021-22 does not exceed Rs. 5,000 and also in cases where shareholders provide Form 15G / Form 15H (applicable to individuals aged 60 years or more) subject to conditions specified in the IT Act. Registered shareholders may also submit any other document as prescribed under the IT Act to claim a lower / Nil withholding tax. PAN is mandatory for shareholders providing Form 15G / Form 15H or any other document as mentioned above.

For non-resident shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) or as notified by the Government of India on the amount of dividend payable. However, as per Section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement ("DTAA") between India and the country of tax residence of the member, if they are more beneficial to them. For this purpose, i.e. to avail the benefits under the DTAA, non-resident shareholders will have to provide the following:

- Copy of the PAN card allotted by the Indian Income Tax authorities duly attested by the member,
- Copy of Tax Residency Certificate ("TRC") for the F.Y. 2021-22 obtained from the revenue authorities of the country of tax residence,

- Duly attested by member self-declaration in Form 10F,
- Self-declaration by the shareholder of having no permanent establishment in India in accordance with the applicable tax treaty and self-declaration of beneficial ownership by the non-resident shareholder,
- Any other documents as prescribed under the IT Act for lower withholding of taxes if applicable, duly attested by member.

In case of Foreign Institutional Investors / Foreign Portfolio Investors, tax will be deducted under Section 196D of the IT Act @ 20% (plus applicable surcharge and cess).

Shareholders are requested to upload the aforementioned documents in the below mentioned link on or before 19<sup>th</sup> August, 2022 6:00 PM IST in order to enable the Company to determine and deduct appropriate TDS / withholding tax.

<https://www.integratedindia.in / Exemption Form Submission.aspx>

No communication regarding the tax withholding matters would be entertained after 19<sup>th</sup> August, 2022 6:00 PM IST. The Company shall arrange to email a soft copy of the TDS certificate to you at your registered email address in due course.

Shareholders are requested to address all correspondence, including dividend related matters, to the RTA, M/s. Integrated Registry Management Services Private Limited, 2<sup>nd</sup> Floor, "Kences Towers", No.1, Ramakrishna Street, T. Nagar, Chennai – 600 017. Shareholders may note that in case the tax on the said dividend is deducted at a higher rate in absence of receipt or insufficiency of the aforementioned details / documents from you, an option is available to you to file the return of income as per Income tax Act 1961 and claim appropriate refund, if eligible.

Disclaimer : This Communication is not to be treated as a tax advice from the Company or its Registrar & Share Transfer Agent (RTA). Shareholders should obtain the tax advice related to their tax matters from a tax professional.

**TDS to be deducted at higher rate in case of non-filers of Income Tax Return**

The Finance Act, 2021, has inter alia inserted the provisions of Section 206AB of the Act with effect from July 1, 2021. The provisions of Section 206AB of the Act require the deductor to deduct tax at higher of the following rates from amount paid / credited to 'specified person':

1. At twice the rate specified in the relevant provision of the Act; or
2. At twice the rates or rates in force; or
3. At the rate of 5%

The 'specified person' means a person who has:

1. not filed return of income for both of the two assessment years relevant to the two previous years immediately prior to the previous year in which tax is required to be deducted, for which the time limit of filing return of income under sub-section (1) of Section 139 has expired; and
2. subjected to tax deduction/collection at source in aggregate amounting to Rs.50,000 or more in each of such two immediate previous years.
3. Above communication on TDS sets out the provisions of law in a summary manner only and does not purport to be a complete analysis or listing of all potential tax consequences. Shareholders should consult with their own tax advisors for the tax provisions that may be applicable to them.

In case, the dividend income is assessable to tax in the hands of a person other than the registered Shareholder as on the Record Date, the registered shareholder is required to furnish a declaration containing the name, address, PAN of the person to whom TDS credit is to be given and reasons for giving credit to such person on or before 19<sup>th</sup> August 2022. No request in this regard would be accepted by the Company/RTA after the said date or payment of dividend.

23. SEBI vide its circular no. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018, with a view to protect the interest of the shareholders, has mandated to all the members who holds securities of the Company in physical form, to furnish to the Company / its registrar and transfer agent, the details of their valid PAN and bank account. To support the SEBI's initiative, the Members are requested to furnish the details of PAN and bank account to M/s. Integrated Registry Management Services Private Limited, the Company's Registrar and Transfer Agent.
24. SEBI has mandated the submission of PAN by every participant in securities market. Members holding shares in electronic form are therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to M/s. Integrated Registry Management Services Private Limited.
25. Members can avail the facility of nomination in respect of shares held by them in physical form pursuant to the

provisions of Section 72 of the Act. Members desiring to avail this facility may send their nomination in the prescribed Form SH-13 duly filled in to M/s. Integrated Registry Management Services Private Limited, 2<sup>nd</sup> Floor, "Kences Towers", No.1, Ramakrishna Street, T. Nagar, Chennai – 600 017 or call on Tell: + 91 44 28140801-03; E-mail: yuvraj@integratedindia.in. The said form can be downloaded from the company's website. The prescribed form in this regard may also be obtained from M/s. Integrated Registry Management Services Private Limited at the address mentioned above. Members holding shares in electronic form are requested to contact their Depository Participant directly for recording their nomination

26. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
27. Members seeking any information with regard to the accounts or any matter to be placed at the AGM are requested to write to the Company on or before 20<sup>th</sup> August, 2022 through email on polyspinexportscs@gmail.com. The same will be replied by the Company suitably.
28. Instructions for attending the e-AGM and e-voting are as follows:
  - (i) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021 and May 05, 2022, the Company is providing facility of remote e-voting to its Members in respect of the businesses to be transacted at the AGM. The facility of casting votes by a member using remote e-voting system as well as instant voting on the date of the AGM will be provided by NSDL.
  - (ii) Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
  - (iii) The Board of Directors has appointed Mr. B. Subramanian (Membership No. FCS 2152)

as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.

- (iv) The Members who have cast their vote by remote e-voting prior to the AGM may also attend / participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
- (v) The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- (vi) Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he / she has already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
- (vii) Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. 19<sup>th</sup> August, 2022, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free no. 1800 1020 990 and 1800 22 44 30 . In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. 19<sup>th</sup> August, 2022 may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".

**THE INSTRUCTIONS TO MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

**The remote e-voting period begins on Tuesday, the 23<sup>rd</sup> August, 2022 at 9:00 A.M. and ends on Thursday, the 25<sup>th</sup> August, 2022 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of**

Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, the 19<sup>th</sup> August, 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, the 19<sup>th</sup> August, 2022.

**How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

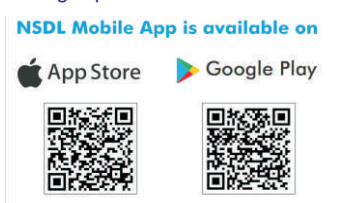
**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on Company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> </ol>

Type of Shareholders	Login Method
	<ol style="list-style-type: none"> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e.your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p><b>NSDL Mobile App is available on</b></p> 
Individual Shareholders holding securities in demat mode with CDSL.	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi / Easiest, the user will be also able to see the E-Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi / Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>.</li> </ol>

	4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login Type	Helpdesk Details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at Toll free No.: 1800 1020 990 and 1800 224 430.
Individual Shareholders holding securities in demat mode with CSDL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43.

**B) Login method for e-voting and Joining virtual meeting for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following  
URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder / Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDeAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID. For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CSDL.	16 Digit Beneficiary ID. For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company. For example if folio number is 001*** and EVEN is 120674 then user ID is 120674001***

5. Password details for shareholders other than Individual shareholders are given below :

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio



- number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email id are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
    - a) Click on "**Forgot User Details/Password**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - b) **Physical User Reset Password** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
    - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
    - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
  7. After entering your password, tick on agree to "Terms and Conditions" by selecting on the check box.
  8. Now, you will have to click on "Login" button.
  9. After you click on the "Login" button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

**How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of Company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF / JPG Format ) of the relevant Board Resolution / Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [subra1152@gmail.com](mailto:subra1152@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
2. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
3. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password" or "Physical User Reset Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
4. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 224 430 or send a request to Ms. Sarita Mote or Ms. Soni Singh or Ms. Himali Singh at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode, please provide Folio No., Name of Shareholder, Scanned copy of the Share Certificate (front and back), PAN (self-attested scanned copy of PAN Card), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to [polyspinexportscs@gmail.com](mailto:polyspinexportscs@gmail.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, Client Master or copy of Consolidated

Account Statement, PAN (self-attested scanned copy of PAN Card), AADHAAR (self-attested scanned copy of Aadhaar Card) to polyspinexportscs@gmail.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

3. Alternatively, shareholders / members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS TO MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members / Shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-Voting.

**INSTRUCTIONS TO MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system.** After successful login, you can see link of "VC/OAVM link" placed under "**Join Meeting**" menu against Company name. You are requested to click on VC/OAVM

link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder / Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views / have questions may send their questions in advance mentioning their name, demat account number / folio number, email id, mobile number at polyspinexportscs@gmail.com. The same will be replied by the Company suitably.
6. Members who would like to express their views/ask questions during the AGM may register themselves as a speaker by sending their request from their registered e-mail id mentioning their Name, DP ID and Client ID / Folio Number, PAN, Mobile Number to the Company at polyspinexportscs@gmail.com at least 3 days prior to the AGM. Members who have registered themselves as a speaker will only be allowed to express their views / ask questions during the AGM.
7. Further, members who would like to have their questions / queries responded to during the AGM are requested to send such questions / queries in advance at least 3 days prior to the AGM, by following similar process as mentioned above. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.

**Details of the Director seeking reappointment in pursuance of Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

**Item No. 3**

Details of the Directors seeking reappointment in pursuance of Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Name of the Director	: Shri S.V. Ravi
DIN	: 00121742
Date of Birth	: March 15, 1959
Date of appointment on Board	: November 27, 1992
Qualification	: B.A.,
Shareholding	: 17,000 Equity Shares of Rs. 5/- each
Directorship held in other Company	: M/s. Ganesh Agro Pack Private Limited M/s. Chola Packaging Private Limited M/s. Ramona Cosmeceuticals Private Limited
Member of Committee	: Audit Committee and Corporate Social Responsibility Committee of the Company
Expertise in specific functional area	: Expert in Technical Textile Technology, Business Management and General Administration.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:**

**Item No.4 (Not Mandatory)**

At the Annual General Meeting (AGM) held on September 26, 2017, M/s. Srithar & Associates, Chartered Accountants (Firm Registration No. 015896S) was appointed as the Statutory Auditor of the Company for a period of one year and at the AGM held on August 13, 2018 for the remaining four years i.e. up to the conclusion of 37<sup>th</sup> Annual General Meeting (AGM) of the Company to be held in the year 2022. Accordingly, the existing term of M/s. Srithar and Associates is expiring at the conclusion of this AGM.

The Board of Directors of the Company at their Meeting held on May 27, 2022 based on the recommendation of Audit Committee have approved the appointment of M/s. Krishnan and Raman, Chartered Accountants (Firm Registration No. 001515S) as the Statutory Auditors of the Company for a period of 5 consecutive financial year from the conclusion of this AGM till the conclusion of 42<sup>nd</sup> AGM to be held in the year 2027, subject to the approval of the members at a remuneration of Rs.2 Lakhs per financial year plus applicable taxes and out of pocket expenses.

Pursuant to Section 139 the Companies Act, 2013 and the rules framed thereunder, the Company has received written consent from M/s. Krishnan and Raman, Partnership Firm and a certificate that they satisfy the criteria provided under Section 141 of the Companies Act, 2013 and that the appointment, if made, shall be in accordance with the applicable provisions of the Act and rules framed thereunder. As required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, M/s. Krishnan and Raman, Partnership Firm have confirmed that they hold a valid certificate issued by the Peer Review Board of ICAI.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out in Item No. 4 of the accompanying Notice of the 37<sup>th</sup> AGM. Accordingly, the Board of Directors recommends aforesaid appointment to the members for their approval by way of an Ordinary Resolution as set out in Item No. 4 of the accompanying Notice of the 37<sup>th</sup> AGM.

**Item No. 5**

The member of the Company at their Annual General Meeting (AGM) held on 12.08.2020, have approved the contract(s) / transaction(s) / arrangements with the following Related Parties for a period of five financial years i.e. from the financial year 2020-21 as recommended by the Audit Committee of the Company. The details are;

S.No.	Name of the Company	Maximum amount in a financial year not to exceed
1.	M/s. Polyspin Private Limited	Rs. 50.00 Crores
2.	M/s. Energyspin Private Limited	Rs. 5.00 Crores
3.	M/s. Ganesh Agropack Private Limited	Rs. 5.00 Crores
4.	M/s. Lankaspin Private Limited, Srilanka	Rs. 10.00 Crores
5.	M/s. Chola Packaging Private Limited	Rs. 5.00 Crores

The transactions made / to be made with the above related parties are in the ordinary course of business and at arm's length basis. Although, the approval of the shareholders would not be required under the provisions of Section 188 of the Companies Act, 2013 and the rules made thereunder and the approval has been taken as an abundant precautionary measure.

The Securities and Exchange Board of India (SEBI) vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 has amended the Regulation 23 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 inter alia enhancing the scope of related party, related party transactions and the materiality threshold for seeking shareholders' approval and provided the disclosure obligation of listed company in relation to Related Party Transactions. Further, the SEBI vide their Circular No. SEBI/HO/CFD/CMD1/CIR/P/2022/40 dated March 30, 2022 has provided clarification on applicability of Regulation 23 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. The said circulars were applicable from April 1, 2022.

Further, Regulation 23(8) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, specify that all existing material related party contracts or arrangements entered into prior to the date of notification of the above

**POLYSPIN EXPORTS LIMITED**

regulation and which may continue beyond the above said dates should be placed for approval of the shareholders in the first General Meeting subsequent to notification of the regulation. In accordance with the regulation, a Related Party Transaction that has been approved by the Audit Committee of the Company prior to April 1, 2022 which continue beyond such date and become material as per the revised materiality threshold is required to be placed before the shareholders in the first General Meeting held after April 1, 2022. Accordingly, the resolution passed by the members on August 12, 2020 is being placed again for the approval of the members.

The particulars required to be provided under Clause 3 of the Explanation to Rule 15 Sub-Rule 3 of the Companies (Meetings of Board and its Power) Rules, 2014 are given below:

<b>Name of the Related Party</b>	Polyspin Private Limited	Energyspin Private Limited	Ganesh Agro Pack Private Limited	Lankaspin Private Limited, Srilanka	Chola Packaging Private Limited
<b>Name of the Directors or KMP who is related</b>	Shri R.Ramji, Managing Director and Smt. Durga Ramji, Director	Shri R.Ramji, Managing Director and Smt. Durga Ramji Director	Shri S.V.Ravi Director, Mr. S.R.Subramanian, Director and their relatives	An Associate Company, Shri.R.Ramji, Managing Director and Smt. Durga Ramji Director	Shri S.V.Ravi Director and his relatives
<b>Annual Estimated Transaction Value</b>	Rs. 50.00 Crores	Rs. 5.00 Crores	Rs. 5.00 Crores	Rs. 10.00 Crores	Rs. 5.00 Crores
<b>Nature, Material terms and particulars of the contractor arrangement</b>	Payment of rent and processing charges, Purchase and Sale of Raw material and Finished goods.	Payment of rent and processing charges, Purchase and Sale of Raw material and Finished goods.	Payment of processing charges, Purchase and Sale of Raw material and Finished goods.	Purchase and sale of Raw materials and Finished goods.	Payment of processing charges, Purchase and Sale of Raw material and Finished goods.
<b>Any other Information</b>	Nil	Nil	Nil	Nil	Nil

**By order of the Board,  
For POLYSPIN EXPORTS LIMITED**

Place : Rajapalayam  
Date : May 27, 2022

**A. EMARAJAN  
COMPANY SECRETARY**