

POLYSPIN EXPORTS LIMITED (100% EOU)



1, Railway Feeder Road
Cholapuram South 626 139
(Via) Rajapalayam, Tamilnadu, INDIA
Registered Office : 351, P.A.C.R. Salai,
Rajapalayam - 626 117.

Tel : 91 4563 284000 / 503 / 504
Fax : 91 4563 284505
e-mail : fibc@polyspin.in
CIN : L51909TN1985PLC011683



August 1, 2023

M/s. BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001.

Scrip Code: 539354

Dear Sir,

Sub: Notice to Shareholders for convening 38th Annual General Meeting

Pursuant to Schedule III (A) (12) read with Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we herewith submit the copy of Notice to Shareholders, informing them about convening of 38th Annual General Meeting of our Company at 10.00 A.M. on Friday, the 25th August, 2023 through Video Conferencing lather Audio Visual Means.

Kindly take the same on record.

Thanking you,

Yours faithfully,
For Polyspin Exports Limited,

A. Emarajan
Company Secretary and Compliance Officer

Encl.: As above.

POLYSPIN EXPORTS LIMITED

Registered Office : 351, P.A.C.R. Salai, Rajapalayam - 626 117.
CIN : L51909TN1985PLC011683

NOTICE:

Notice is hereby given that the Thirty Eight Annual General Meeting of the members of the Company will be held on Friday, the 25th day of August, 2023 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 31st March, 2023, 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 31st March, 2023 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.”

SPECIAL BUSINESS:

Item No: 2. Reappointment of Shri Rammohanraja Ramji as Managing Director:-

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

“RESOLVED THAT in accordance with the provisions of Section 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Articles of Association of the Company (including any statutory modification(s) thereto or re-enactment thereof for the time being in force) and subject to any other approvals as may be required, the approval of the members of the Company be and is hereby accorded for reappointment of Shri Rammohanraja Ramji (DIN: 00109393) as Managing Director of the Company for a period of 3 years with effect from 1st April, 2024 at a remuneration equivalent to 5% of the net profits of the Company.

RESOLVED FURTHER THAT when the Company has no profits or its profits are inadequate, in any financial year, he shall be paid a remuneration of Rs.204 Lakhs per annum along with the following perquisites.

- Perquisites: Payment as per the Company's rules, subject to the provisions of Schedule V Part II Section II of the Companies Act, 2013 and Income Tax Act 1961. It shall be restricted to 50% of the salary per annum.
- Contribution: Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under Income Tax Act, 1961.
- Gratuity: Payable at a rate not exceeding half a month's salary for each completed year of service.
- Leave: Encashment of leave at the end of tenure and other perquisites as allowed under Section IV of Schedule V of the Companies Act, 2013.
- Managing Director shall be paid remuneration by way of Salary and perquisites as stated above, as minimum remuneration, subject to restriction, if any, set out in Schedule V of the Companies Act, 2013, from time to time.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee be and is hereby authorized to fix the components, quantum and periodicity of the remuneration payable to the Managing Director subject to the aforementioned limits.”

Item No: 3. Reappointment of Shri S.R. Subramanian, Director:-

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

“RESOLVED THAT pursuant to Section 152 and other applicable provisions of the Companies Act, 2013, Shri S.R. Subramanian (DIN: 00122141), 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.

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 ("Amendment Regulations, 2018") and the other applicable provisions of the SEBI

(Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Shri S.R. Subramanian, who has already completed the age of more than 75 years, shall continue to occupy the position of Non-Executive Director of the Company from this Annual General Meeting, till the date of his reappointment, i.e. liable to retire by rotation."

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

Place : Rajapalayam

Date : May 30, 2023

**A. EMARAJAN
COMPANY SECRETARY**

NOTES:

1. 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. 2 and 3.
2. 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, Circular No. 2/2022 dated May 5, 2022 followed by Circular No. 10/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs, Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/4 dated January 5, 2023 issued by Securities and Exchange Board of India (SEBI) and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and the 38th 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.
3. 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.
4. The relevant details, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of Director seeking appointment/re-appointment at this AGM is annexed.
5. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of 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.
6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 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. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at 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.
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, Circular No. 2/2022 dated May 5, 2022 and Circular No.10/2022 dated December 28, 2022 and Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/4 dated January 5, 2023 issued by Securities and Exchange Board of India (SEBI)
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.
 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
 16. Re-appointment of Director: At the ensuing AGM, Shri S.R. Subramanian, (DIN: 00122141) 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
31.03.2016	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
31.03.2022	12%	26.08.2022	25.08.2029	24.09.2029

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 18th August, 2023 as the 'Cut Off Date' for determining entitlement of members to vote on the AGM resolutions.
 20. The formats for Nomination and Updating of KYC details in accordance with the SEBI circular are available on the Company's website at www.polyspin.org > Investor Relations > Investor Services or

<https://www.integratedindia.in>. The duly filled in Forms may be sent to polyspinexportscs@gmail.com or 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 January 5, 2023 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 2022-23 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 2022-23 will also be available on the Company's website www.polyspin.org, website of the Stock Exchange i.e. BSE Limited at 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.

Shareholders are requested to address all correspondence, including dividend related matters, to the RTA, M/s. Integrated Registry Management Services Private Limited, 2nd Floor, "Kences Towers", No.1, Ramakrishna Street, T. Nagar, Chennai – 600 017.

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.

22. 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.
23. 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.

24. 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, 2nd Floor, "Kences Towers", No.1, Ramakrishna Street, T. Nagar, Chennai – 600 017 or call on Tell: +91 44 28140801; 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.
25. 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.
26. 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 19th August, 2023 through email on polyspinexportscs@gmail.com. The same will be replied by the Company suitably.
27. 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, May 05, 2022 and December 28, 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.com 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. 18th August, 2023, 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. 18th August, 2023 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 22nd August, 2023 at 9:00 A.M. and ends on Thursday, the 24th August, 2023 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 18th August, 2023, 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 18th August, 2023.

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.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “ Beneficial Owner ” icon under “ Login ” which is available under ‘ IDeAS ’ 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 “ Access to e-Voting ” under e-Voting services and you will be able to see e-Voting page. Click on

Type of Shareholders	Login Method
	<p>Company name or e-Voting service provider i.e. NSDL 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 & voting during the meeting.</p> <ol style="list-style-type: none"> If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider 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. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center;"> </div> <div style="display: flex; justify-content: center; align-items: center; margin-top: 10px;"> </div>
Individual Shareholders holding securities in demat mode with CDSL.	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the

	<p>e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <ol style="list-style-type: none"> If the user is not registered for Easi /Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>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.</p>

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 evoting@nsdl.com or call at Toll free No.: 1800 1020 990 and 1800 224 430.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 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.nsd.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.nsd.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 CDSL.	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 124808 then user ID is 124808001***

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 ids 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.nsd.com.
 - b) “**Physical User Reset Password**” (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com 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 with a copy marked to evoting@nsdl.com.
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 on 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 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 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.com.

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.
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, shareholder/members may send a request to evoting@nsdl.com 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.

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 polypspinexportscs@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 polypspinexportscs@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.

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

Item No. 2

Shri Rammohanraja Ramji (DIN: 00109393), Managing Director was reappointed as Managing Director of the Company by the Board of Directors at their meeting held on 30-05-2023, subject to the approval of the shareholders at the Annual General Meeting, for a period of 3 years with effect from 1st April 2024 in accordance with the provisions of Section 196, 197 read with Schedule V and other applicable provisions of the Companies Act, 2013, Rules thereon and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Reappointment was made for 3 years on a remuneration of 5% of the Net Profit of the Company and in case no profits or its profits are inadequate, the Managing Director shall be paid a minimum remuneration of Rs.204 Lakhs per annum together with perquisites and other benefits as stated in the proposed resolution.

Shri Rammohanraja Ramji was first appointed as Managing Director of the Company on 01-04-2013. At that time, the Net Worth of the Company was Rs.9.92 Crores and the Total Revenue of the Company was Rs.82.78 Crores. The Company's Net Worth has increased to Rs.53.24 Crores as on 31-03-2023 with a Total Revenue of Rs.245.82 Crores for the financial year 2022-23. The Company has performed well under his management and leadership. Taking into account the increased responsibility and progress, the Nomination and Remuneration Committee at its meeting held on 30-05-2023 had recommended to the Board the reappointment of Shri. Rammohanraja Rami as Managing Director of the Company and the Board of Directors at their meeting held on 30-05-2023, took into consideration the recommendation of Nomination & Remuneration Committee and approval of the Audit Committee and approved his reappointment subject to the approval of the members at the Annual General Meeting. This reappointment is for a period of 3 years commencing from 01-04-2024 to 31-03-2027.

The Nomination and Remuneration Committee has also approved the remuneration in accordance with Schedule V of the Companies Act, 2013 as follows, which is commensurate with the size and structure of the industry.

Terms of Remuneration:

- a) When the Company is having profit;
 - 5% of the Net Profits of the Company calculated as per Section 198 of the Companies Act, 2013.
- b) When the Company is having no profits or its profits are inadequate, in any financial year, he shall be paid a remuneration of Rs.204 Lakhs per annum along with the following perquisites.
 - a. Perquisites: Payment as per the Company's rules, subject to the provisions of Schedule V Part II Section II of the Companies Act, 2013 and Income Tax Act 1961. It shall be restricted to 50% of the salary per annum.
 - b. Contribution: Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under Income Tax Act, 1961.
 - c. Gratuity: Payable at a rate not exceeding half a month's salary for each completed year of service.
 - d. Leave: Encashment of leave at the end of tenure and other perquisites as allowed under Section IV of Schedule V of the Companies Act, 2013.
 - e. Managing Director shall be paid remuneration by way of Salary and perquisites as stated above, as minimum remuneration, subject to restriction, if any, set out in Schedule V of the Companies Act, 2013, from time to time.

It is proposed to authorize the Nomination and Remuneration Committee to fix the quantum and periodicity of the remuneration payable to the Managing Director subject to the limits mentioned in the Resolution.

The appointment and remuneration fulfills the conditions stipulated in Schedule V of the Companies Act, 2013 and hence the approval of the Central Government is not required. His reappointment and remuneration is in accordance with the Nomination and Remuneration Policy of the Company.

The annual remuneration proposed is 5% of the Net Profits of the Company in case of adequate profits, approval is sought from the Shareholders by way of Special Resolution as required under Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

None of the Directors and key management personnel except Shri Rammohanraja Ramji being the appointee and Smt. Durga Ramji, Director as relative to the Managing Director is deemed to be concerned or interested in the Resolution.

A copy of the appointment letter together with terms and conditions is available for inspection by the members at the registered office of the Company.

Shri R. Ramji is holding Directorship in the following Companies.

S.No.	Name of the Company	Designation
1.	M/s. Polyspin Exports Limited	Managing Director
2.	M/s. Polyspin Private Limited	Director
3.	M/s. Energyspin Private Limited	Director
4.	M/s. Ramji Investments Private Limited	Director
5.	M/s. Lankaspin Private Limited, Srilanka	Chairman

He is also a member of Stakeholders Relationship Committee of the Company.

Information required to be provided as per the provisions of Section II (A) (iv) of Schedule V of the Companies Act, 2013

S.No.	General Information	Particulars		
1.	Nature of Industry	Plastic and Textile Manufacturing		
2.	Date of Commencement of Business	29.03.1985		
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable		
4.	Finance Performance: (Rs.in lakhs)	2020-21	2021-22	2022-23
	Sales and Other Income	23,899.22	28,285.08	24,582.39
	Profit before interest and Depreciation	1,974.51	2,198.44	867.40
	Profit after interest and Depreciation	1,083.46	1,329.42	132.92
	Profit after tax	749.96	900.11	90.88
	Dividend	60.00	60.00	-
	Net Worth	4,556.79	5,431.03	5,325.41
5.	Earnings Per Share (EPS)	7.50	9.00	0.91
	Export performance and net foreign exchange earnings: (Rs. in Lakhs)			
	Exports-earnings in Foreign Exchange	17,811.64	22,267.13	19,507.05
	Foreign Exchange out Flow	2,186.61	4,423.87	10,355.90

II. INFORMATION ABOUT THE APPOINTEE

1.	Background	Shri Rammohanraja Ramji is having 31 Years of rich experience in Woven Sack Industry. He is a Promoter & Managing Director and has been on the Board of the Company since September 1991. No. of Shares held in the Company: 18,65,682.
2.	Past Remuneration (Salary & Perquisites)	Rs. 252.21 Lakhs per annum.
3.	Recognition or Awards	Export performance and safety to the Company.

POLYSPIN EXPORTS LIMITED

4.	Job Profile and his suitability	1. Over all control of Business of the Company as Managing Director. 2. Sustained Growth 3. Stability 4. Development 5. Export Marketing 6. Enhancing Share Value 7. Increase in Turnover 8 Consistent Dividend Distribution 9. Diversification into New Products
5.	Remuneration Proposed :	Remuneration as per the Resolution passed by the Board of Directors as set out in the Notice.
6.	Comparative Remuneration Profile	Remuneration is comparable with respect to industry, size of the Company, profile of the position and person.
7.	Relationship with the Managerial Personnel / Pecuniary relationship directly or indirectly with the Company	He is related to Smt. Durga Ramji, Director of the Company. He has no pecuniary relationship other than the remuneration, he is entitled to receive.
III. OTHER INFORMATION		
1.	Inadequate profits	The Company has been consistently making profit and has been paying dividends.
2.	Steps Taken :	The Company has implemented the cost reduction measures to increase the profitability of the Company.
3.	Expected increase in productivity and profit :	It is expected that the sale volume will increase by 10% for the next financial year and the increase in the profit considerably, subject to the market conditions and other unforeseen circumstances.
IV. DISCLOSURES		
As required, the information are provided under Corporate Governance Section. The Notice together with this Statement may be regarded as a disclosure under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.		

Item No. 3

The member of the Company at their Annual General Meeting (AGM) held on August 27, 2021, have approved the re-appointment of Shri S.R. Subramanian (DIN: 00122141) as Non-Executive Director liable to retire by rotation and also given their approval to continue the appointment of Shri S.R. Subramanian as Non-Executive Director beyond 75 years in terms of Regulation 17 (1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Place : Rajapalayam

Date : May 30, 2023

Further, in terms of Regulation 17 (1A) of SEBI (LODR) Regulations, 2015, the approval of the members by way of special resolution is required for reappointment of Shri S.R. Subramanian as a Non-Executive Director liable to retire by rotation at this AGM since he has already in the age of 80 years.

The Board of Directors have acknowledged that his skills, knowledge, rich experience, contributions, suggestions and continued valuable guidance to the management made by him during his tenure has immensely contributed to the growth of the Company. The Board of Directors, based on the recommendation of Nomination and Remuneration Committee recommended continuing the directorship of Shri S.R. Subramanian as a Non-Executive Director, liable to retire by rotation. His continuance of Office as Non-Executive Director has been included as Special Resolution.

The details required in terms of Regulation 36(3) of SEBI (LODR) Regulations, 2015 and other applicable provisions of the Companies Act, 2013 (including Secretarial Standard 2) are annexed and form part of this notice.

Disclosure of Interest: Except Shri S.R. Subramanian being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is interested in the Resolution.

Details in pursuance of Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and Secretarial Standard on General Meetings.

Name of the Director : Shri S.R. Subramanian
DIN : 00122141
Date of Birth : 31.03.1943
Date of appointment on Board : 29.03.1985
Qualification : M.Sc.,
Shareholding : 2,27,750 Equity Share of Rs.5/- each
Member of Committee : Stakeholders Relationship Committee
Relations between Directors : None of the Directors is related
Others : 40 Years' experience in Banking and Securities Market.

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

**A. EMARAJAN
COMPANY SECRETARY**