

POLYSPIN EXPORTS LIMITED

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

CIN : L51909TN1985PLC011683

NOTICE:

Notice is hereby given that the Thirty Third Annual General Meeting of the members of the company will be held at 9.30 A.M. on Monday, the 13th day of August, 2018, at Sri Arjuna Manthiram, No. 21/595, Sri Krishna Colony, P.A.C.R. Salai, Rajapalayam, to transact the following business.

ORDINARY BUSINESS:

1. Financial Statements and Reports:-

To consider and pass the following Resolution, as an ORDINARY RESOLUTION:

“RESOLVED THAT the Balance Sheet as at 31st March, 2018, Statement of Profit and Loss account for the year ended on that date, the Cash Flow Statement for the year ended on that date including Consolidated Balance Sheet as at 31st March, 2018 and Profit & Loss Account for the year ended on that date, the Director's Report and the Auditor's Report thereon, be and are hereby considered and adopted.”

2. Dividend:-

To consider and pass the following Resolution, as an ORDINARY RESOLUTION:

“RESOLVED THAT a Dividend of Rs. 1.20 per Share, be and is hereby declared for the year ended 31st March, 2018.”

3. Reappointment of Director:-

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

“RESOLVED THAT Sri. S. R. SUBRAMANIAN (DIN: 00122325), Director of the Company, who retires by rotation at the ensuing Annual General Meeting, be and is hereby appointed as Director of the Company, liable to retire by rotation.”

4. Statutory Auditors:-

To appoint M/s. SRITHAR & ASSOCIATES, Chartered Accountant (Firm Registration No.015896S) to hold office as Statutory Auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of 37th Annual General Meeting and to fix their remuneration and pass the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT M/s. SRITHAR & ASSOCIATES, Chartered Accountant (Firm Registration No.015896S)

be and are hereby appointed as the Statutory Auditors of the company from the conclusion of this Annual General Meeting till the conclusion of 37th Annual General Meeting for the balance period of first term of five years under Section 139 of the Companies Act, 2013.”

RESOLVED FURTHER THAT the auditor shall be paid a remuneration of Rs.50,000/- p.a exclusive of applicable taxes and out of pocket expenses as recommended by the Board of Directors and Audit committee for the financial year upto 2021-2022.

SPECIAL BUSINESS:

5. Appointment of Director:

To appoint Mr. VAIDYANATHAN PANCHAPAGESAN who was appointed as Additional Director of the company on 31st October 2017 and holds office till the conclusion of this Annual General Meeting and being eligible to be appointed as a Director of the company and to pass the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT Mr. VAIDYANATHAN PANCHAPAGESAN (DIN: 00029503) who was appointed as Additional Director of the company on 31st October 2017 and holds office till conclusion of this Annual General Meeting be and is hereby appointed as Director of the company.”

6. Re-appointment of Managing Director:

To Reappoint Mr. RAMMOHAN RAJA RAMJI as Managing Director of the company for a further period of three years and pass the following resolution with or without modification as a SPECIAL RESOLUTION:

“RESOLVED THAT on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the company, Sri. Rammohan Raja Ramji, Managing Director (DIN 00109393), be and is hereby reappointed as Managing Director of the Company for a period of three years with effect from 1st April 2018 subject to the provisions of Section 196, 197 read with Schedule V, Part II Section II of the Companies Act, 2013 and other applicable provisions of the Act, if any and Rules thereon and subject to such approval as may be required on the following terms and Conditions.

- a. Remuneration: Rs.7,00,000/- per month.
- b. Commission: Three percent commission on the net profits of the Company subject to the ceiling of the total annual salary.

- c. 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.
- d. 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.
- e. Gratuity: Payable at a rate not exceeding half a month's salary for each completed year of service.
- f. Leave: Encashment of leave at the end of tenure.
- g. In case of inadequacy of profits the remuneration shall not exceed the limits as prescribed under Schedule V Part II Section II of the Companies Act, 2013.

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to increase the remuneration payable to Sri. Rammohan Raja Ramji, Managing Director, subject to the limits as prescribed under section 196 and 197 read with Schedule V of the Companies Act, 2013, during the tenure of his employment.”

By order of the Board,

Place : Rajapalayam
Date : 29.05.2018

P.K. Ramasubramanian
Secretary

NOTES:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Item No. 5 & 6 is set out in this report.
2. **The Register of members and the share transfer books of the Company will remain closed from 07.08.2018 to 13.08.2018 (both days inclusive) for annual closing for the purpose of determining the members eligible for dividend.**
3. The dividend on the Equity shares as recommended by the Board will be paid on the approval of the members of the company to the eligible shareholders whose name appear in the Company's register of members as on 13.08.2018 and to the eligible beneficial owners whose name appear in the list provided by the Depositories – National Securities Depository Ltd and Central Depository Services (India) Ltd as on 06.08.2018.
4. 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 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 IEP fund 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
31.03.2011	10%	05.09.2011	04.09.2018	03.10.2018
31.03.2012	10%	17.09.2012	16.09.2019	15.10.2019
31.03.2013	10%	23.09.2013	22.09.2020	21.10.2020
31.03.2014	12%	03.09.2014	02.09.2021	01.10.2021
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

5. **A member entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend and vote instead of himself and the proxy need not be a member of the company.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights.

The Proxy form should be lodged with the company at least 48 hours before the scheduled commencement of the meeting.

Revenue stamp should be affixed on the Proxy Form. Forms which are not stamped are liable to be considered invalid. It is advisable that the Proxy holder's signature may also be furnished in the Proxy Form, for identification purpose.

6. Members are requested to kindly bring their copy of the Annual Report to the Annual General Meeting.
7. Members are requested to furnish and update their Email ID with Company and the Depository Participant. Members holding shares in Physical form are requested to dematerialize their holdings so as to enable the implementation of the Green Initiative.
8. The Securities & Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Member holding shares in electronic mode are requested to submit their PAN to the depository participants with whom they maintain their demat account. Members holding shares in physical form are requested to submit their PAN to the company.

9. **Electronic copy of the Notice of the 33rd Annual General Meeting of the company inter alia indicating the process and manner of e-voting along with Attendance slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company / Depository participant(s) for communication purpose unless any member has requested for a hard copy of the same. For members who have not registered email address, physical copies of the Notice of the 33rd Annual General Meeting of the company inter alia indicating the process and manner of e-voting along with attendance slip and proxy form is being sent in the permitted mode.**
10. **Members may also note that the Notice of the 33rd Annual General Meeting and the Annual Report for 2017-18 will also be available on the Company's website www.polyspin.org for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Rajapalayam for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also write to the Company's email id: polyspinexportscs@gmail.com**
11. **Voting through electronic means:**
- a. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR), the Company is pleased to provide members facility to exercise their right to vote at the 33rd Annual General Meeting by electronic means and the business may be transacted through e-voting service provided by National Securities Depository Limited (NSDL)
- b. Remote e-voting means the facility of casting votes by a member using electronic voting system from a place other than the venue of Annual General Meeting.
- c. The facility for voting through ballot paper shall be made available at the meeting and members attending the meeting who have not already cast their votes by remote e-voting shall be able to exercise their right at the meeting. Members who have already cast their votes through remote e-voting can attend the Annual General Meeting but cannot vote again.
- The instructions for remote e-voting are as under:
- A. In case a Member receives an e-mail from NSDL (for Members whose e-mail addresses are registered with the Company/Depositories):
 - i. Open the e-mail and also open PDF file namely "Polyspin Exports Limited e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
 - ii. Open the internet browser and type the following URL: <https://www.evoting.nsd.com>.
 - iii. Click on Shareholder – Login
 - iv. If you are already registered with NSDL for e-voting then you can use your existing User ID and Password.
 - v. If you are logging in for the first time, please enter the User ID and Password provided in the PDF file attached with the e-mail as initial password.
 - vi. The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both.
Please take utmost care to keep your password confidential.
 - vii. Once the e-voting home page opens, click on e-voting> Active Voting Cycles.
 - viii. Select "EVEN" (E-Voting Event Number) of Polyspin Exports Limited as appearing in the Attendance Slip.
Now you are ready for e-voting as Cast Vote page opens.
 - ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - x. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - xi. Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.
 - xii. 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., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to subra1152@gmail.com with a copy marked to evoting@nsdl.com
 - xiii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) - Shareholders and e-voting user manual - Shareholders, available at the downloads section of www.evoting.nsd.co.in

- B. In case a Member receives physical copy of the Notice of AGM (for Members whose email addresses are not registered with the Company/Depositories):
- i. Initial password is provided at the bottom of the attendance slip for the Annual General Meeting:
EVEN (E-Voting Event Number), user ID and password.
- ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xiii) above, to cast vote.
- C. Other Instructions:**
- The cut-off date for determining the eligibility for Remote e-voting is fixed as 6th August, 2018.
- i. The e-voting period commence on **9th August, 2018 (9.00 A.M)** and ends on **12th August, 2018 (5.00 P.M)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 6th August, 2018 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- ii. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the **cut-off date of 6th August, 2018**.
- iii. Mr. B. Subramanian, Practicing Company Secretary (Membership No. F2152 & C.P. 2275) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- iv. The Scrutinizer shall immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and make a consolidated Scrutinizer Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized to whom in writing who shall countersign the same.
- v. The result shall be declared on or after the Annual General Meeting of the Company. The results declared along with Scrutinizer's Report shall be placed on the Company's website www.polyspin.org and the website of NSDL within two days of passing the resolution at the Annual General Meeting of the company and communicated to the stock exchanges.
- vi. In compliance with regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR), the results of the e-voting shall be submitted to the stock exchange within 48 hours of the conclusion of the AGM. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.polyspin.org and the website of NSDL.

Details of the Directors seeking reappointment (in pursuance of Regulation 36 (3) of SEBI (Listing Obligation and Disclosures Requirements) Regulation 2015.

Item No. 3

Details of the Directors seeking reappointment (in pursuance of Regulation 36 (3) of SEBI (Listing Obligation and Disclosures Requirements) Regulation 2015

Name of Director	: Shri. S.R. SUBRAMANIAN
DIN	: 00122141
Date of Birth	: 31.03.1943
Date of appointment on Board	: 01.02.1985
Qualification	: M.Sc.,
Share Holding	: 90,500
Directorship held in other company:	Ganesh Agro Pack Private Limited Sri Siddhivinayak Shares Ltd.,
Member of Committee	: Stakeholders Relationship Committee
Relationship between Directors	: None of the directors is related
Others	: 40 Years Experience in Banking and Securities

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

Item No. 5

The board recommend for the appointment of Mr. VAIDYANATHAN PANCHAPAGESAN (DIN. 00029503) who was appointed as Additional Director of the company on 31st October 2017 and holds office till conclusion of this annual general meeting of the company and eligible to be appointed as a Director of the company subject to the approval of the members.

None of the Directors are interested in the above resolution except Mr. VAIDYANATHAN PANCHAPAGESAN.

Details of the Directors seeking appointment (in pursuance of Regulation 36 (3) of SEBI (Listing Obligation and Disclosures Requirements) Regulation 2015)

Name of the Director	: Shri. P. VAIDYANATHAN
DIN	: 00029503
Date of Birth	: 29.10.1947
Date of appointment on Board	: 31.10.2017
Qualification	: FCA., ACS., ACMA.,
Share Holding	: NIL
Directorship held in other company:	Hatsun Agro Product Limited Economist Communication Limited Suja Shoei Industries P. Limited Edelweiss Tokio Life Insurance - Company Limited Integrated Investment Management - Service LLP Srismart Services LLP
Member of Committee	: NIL

Profile:-

- ✂ He is a Chartered Accountant, Cost Accountant and Company Secretary by qualification.
- ✂ Pioneer in Financial Services Industry with over 40 years experience.
- ✂ He was the Non Executive Chairman of **City Union Bank Limited** (CUB) for 2 years till 27th Apr 2011. Also he was a board member of CUB from 1984 to 1992 and 2003 to 2011. Details of the bank available in www.cityunionbank.com
- ✂ He was a member of the Disciplinary Action Committee of **National Securities Depository Limited (NSDL)**. He was also a member of Executive Committee of NSDL.
- ✂ He was a member of '**Investors Education and Protection Fund**' committee managed by the Department of Corporate Affairs, Ministry of Finance.
- ✂ He was a Director in **Vijaya Bank** during 2011-2017. **Vijaya Bank** is a nationalized Bank headquartered in Bangalore with highest branches in Karnataka. The bank has built a network of 1200 branches, 49 Extension Counters and 551 ATMs, 789 centers. It has more than 11000 dedicated workforces.
- ✂ He is also an independent Director of **Hatsun Agro Product Limited** a leading manufacturer of Ice creams and Dairy Products.
- ✂ He is also an independent Director in **Edelweiss Tokio Life Insurance**, a new generation Insurance company, set up with a start up capital of INR 550 Crores. The company is a joint venture between Edelweiss Financial Services, one of India's leading diversified financial services companies and Tokio Marine Holdings Inc, one of the oldest and the biggest Insurance companies in Japan now with presence across 39 countries around the world.
- ✂ His other Directorships include **Economist Communications Limited**, publishers of Industrial Economist a business magazine, **Suja Shoei Industries Pvt Limited** a joint venture with Japanese Company engaged in automobile Rubber Products.
- ✂ He was a Director of Franklin Templeton Asset Management India Pvt. Ltd for more than a decade till March 2009.
- ✂ Promoted **Integrated Enterprises (India) Pvt. Ltd.**, retail financial services provider, Depository Participant, Merchant Banker, member of NSE & BSE and a POP of PFRDA. Integrated Enterprises is a 40-year-old Company with 125+ branches all over the country.
- ✂ He Regular Speaker on forums relating to Financial Management matters.

Item No. 6

Sri. Rammohan Raja Ramji, Managing Director (DIN 00109393), was reappointed as Managing Director of the Company for a period of three years with effect from 1st April 2018. The re-appointment was made subject to the provisions of Section 196, 197 read with Schedule V, Part II Section II of the Companies Act, 2013 and other applicable provisions of the Act, if any and Rules thereon. Re-appointment was made for three years on a remuneration of Rs. 7 lakhs per month together with commission, perquisites and other benefits.

The turnover crossed 100 Crores during the year 2014 and for the year ended 2018 the turnover was Rs. 181.44 Crores. The company has performed well under his management and leadership. The required expansion to keep pace with changes in manufacture has been started and is in progress. Taking into account the increased responsibility and progress, the Nomination and Remuneration Committee has recommended the re-appointment for a period of 3 years effect from 01.04.2018 on remuneration of Rs. 7.00 Lakhs per month, which is commensurate with structure of the industry.

Hence, the special resolution is proposed to be passed by the members of the company for the payment of the increased remuneration which is subject to the provisions of Section 196, 197 read with Schedule V Part II Section II of the Companies Act, 2013.

None of the Directors and key management personnel except Sri. R. Ramji, Sri. S.V. Ravi and Smt. Durga Ramji are 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.

Sri. R. Ramji is the Director in the following Companies

S.No.	Name of the Company	Designation
1.	Polyspin Exports Limited	Managing Director
2.	Energyspin Private Limited	Director
3.	Polyspin Private Limited	Director
4.	Ramji Investments Private Limited	Director

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

I. GENERAL INFORMATION:

1. Nature of Industry : Manufacturing
2. Date of Commercial Production : Already Under Production
 1. FIBC Bags, Fabrics, Yarn
 2. Open End Spinning Yarn
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. Financial Performance :

<u>Particulars</u>	Rupees in Lakhs		
	<u>2015-16</u>	<u>2016-17</u>	<u>2017-18</u>
Sales	13,646.99	15,598.35	18,144.50
Profit before Interest & Depreciation	1,027.38	1,176.50	1,499.50
Profit after Interest & Depreciation	449.26	499.11	764.08
Profit after Tax	290.89	373.40	503.59
Dividend (12%)	48.00	48.00	48.00
Networth	1,815.13	2,148.08	2,598.11
EPS	7.27	9.34	12.59

5. Export performance and net foreign exchange earnings:

	Rupees in Lakhs		
	<u>2015-16</u>	<u>2016-17</u>	<u>2017-18</u>
Exports-earnings in Foreign exchange	10,563.63	11,797.29	13,997.78
Foreign exchange out Flow	3,198.99	4,682.08	5127.71

II. INFORMATION ABOUT THE APPOINTEE:

1. Background : 26 Years experience in Woven sack Industry
2. Past Remuneration : Rs. 76.21 Lakhs p.a. (Salary & Perquisites)
3. Recognition or awards : For Export performance and safety to the Company
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
 9. Diversification into new products

5. Remuneration proposed :

Remuneration as per the Resolution passed by the Board of Directors and set out in the Notice. No sitting fee is paid.

III. OTHER INFORMATION:

1. Inadequate profits:

The company has been consistently making profit and has been paying dividends. The company seeks the approval of the shareholders for the payment of the proposed remuneration only in the event of the company having no profits or inadequate profit as per the provisions, conditions and ceiling limits provided in Schedule V.

2. Steps Taken:

The company has implemented the expansion programme which will pave way for increased production and profitability.

3. Expected increase in productivity and profit:

It is expected that the sale volume will increase by 23% for the next financial year and the increase in the profit considerably, subject to the market conditions.

IV. DISCLOSURES:

The information and explanation may be taken as disclosure under the listing agreement.

By order of the Board,

Place : Rajapalayam

Date : 29.05.2018

P.K. Ramasubramanian
Secretary