



POLYSPIN EXPORTS LIMITED

Regd. Office : No. 351, PACR Salai, Rajapalayam - 626 117.

CIN : L51909TN1985PLC011683

NOTICE:

Notice is hereby given that the **Thirty Fourth Annual General Meeting** of the members of the company will be held at 9.30 A.M. on Monday, the **12th day of August, 2019**, at Sri Arjuna Manthiram, No. 21/595, Sri Krishna Colony, P.A.C.R. Salai, Rajapalayam, to transact the following business.

ORDINARY BUSINESS:

Item No: 1. Adoption of Standalone and Consolidated Financial Statements and Reports:-

To consider and if deemed fit to pass the following Resolution, as an **ORDINARY RESOLUTION**:

"RESOLVED THAT the Audited Standalone financial Statements of Balance Sheet as at 31st March, 2019, 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, 2019 and Profit & Loss Account for the year ended on that date, the Director's Report and the Independent Auditor's Report thereon, be and are hereby considered approved and adopted."

Item No: 2. Declaration of Dividend:-

To consider and if deemed fit to pass the following Resolution, as an **ORDINARY RESOLUTION**:

"RESOLVED THAT a Dividend of Rs. 1.20 per Equity Share of Rs. 10/- each, be and is hereby declared for the financial year ended 31st March, 2019."

Item No: 3. Reappointment of Smt. Durga Ramji, Director:-

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

"RESOLVED THAT Smt. Durga Ramji (DIN. 00109397), Director of the Company, who retires by rotation at the ensuing Annual General Meeting and being eligible for reappointment be and is hereby appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

Item No: 4. Appointment of Sri. S.R. Venkatanarayana Raja, as an Independent 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 149, 152 and such other provisions as applicable, of the Companies Act, 2013 and the Rules thereunder, Sri. S.R. Venkatanarayana Raja, (DIN. 01226624), be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from 1st September, 2019 to 31st August, 2024.

Item No: 5. Appointment of Sri. V.S. Jagdish as an Independent 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 149, 152 and such other provisions as applicable, of the Companies Act, 2013 and the Rules thereunder, Sri. V.S. Jagdish, (DIN. 08452900), be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from 1st September, 2019 to 31st August, 2024.

Item No: 6. Appointment of Sri. R. Sundaram, as an Independent 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 149, 152 and such other provisions as applicable, of the Companies Act, 2013 and the Rules thereunder, Sri. R. Sundaram, (DIN. 01361345), be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from 1st September, 2019 to 31st August, 2024.

Item No: 7. To approve increase in remuneration payable to Mr. Rammohan Raja Ramji, Managing Director of the company

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

"RESOLVED THAT on the recommendation of the Nomination & Remuneration Committee and the Board of Directors, the remuneration payable to Sri. Rammohan Raja Ramji, Managing Director (DIN 00109393), be and is hereby increased to Rs.10,00,000/- (Rupees ten lakhs only) per month with effect from 1st November, 2018 for the unexpired period of his tenure up to 31st March 2021 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 as given below and other terms and conditions remain unchanged.

- Remuneration: Rs.10,00,000/- per month.
- Commission: Three percent commission on the net profits of the Company subject to the ceiling of the total annual salary
- 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.
- 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

By order of the Board,

Place: Rajapalayam
Date : 18.05.2019

P.K. RAMASUBRAMANIAN
Secretary

Notes:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of each item of special resolution No. 4,5,6 & 7 annexed in this report.
2. **The Register of members and the share transfer books of the Company will remain closed from 06.08.2019 to 12.08.2019 (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 12.08.2019 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 05.08.2019.
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 (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 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
31.03.2012	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
31.03.2018	12%	13.08.2018	12.08.2025	11.09.2025

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.

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 and their bank account details to the company if not submitted till now to enable the company to credit dividend to their bank account.
9. **Electronic copy of the Notice of the 34th 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 34th 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 34th Annual General Meeting and the Annual Report for 2018-19 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](mailto: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 34th 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:

How to Log-into NSDL e-Voting website?

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

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

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 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password 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 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 101456 then user ID is 101456001***

5. Your password details 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, your 'initial password' is communicated to you on your postal address.
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.
 - b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on 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 mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - 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.

Details on Step 2 is given below:

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
 2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
 3. Select “EVEN” of company for which you wish to cast your vote.
 4. Now you are ready for e-Voting as the Voting page opens.
 5. 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.
 6. Upon confirmation, the message “Vote cast successfully” will be displayed.
 7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- 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. (1) to Sl. No. (8) above, to cast vote.
- C. Other Instructions:

The cut-off date for determining the eligibility for Remote e-voting is fixed as 5th August, 2019.

- i. The e-voting period commence on 8th August, 2019 (9.00 A.M) and ends on 11th August, 2019 (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 5th August, 2019 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 5th August, 2019.
- 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 of the meeting 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 the Director	:	Smt. Durga Ramji
DIN	:	00109397
Date of Birth	:	23.09.1972
Date of appointment on Board	:	28.05.2014
Qualification	:	B.Sc.,
Share Holding	:	3,59,759
Directorship held in other company	:	M/s. Polyspin Private Limited M/s. Lankaspin Private Limited., Srilanka, M/s. Energyspin Private Limited M/s. Ramji Investments Private Limited
Member of Committee	:	Nil
Expertise in specific functional area	:	Corporate Management

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

Item No. 4

Sri. S. R. Venkatanarayana Raja (DIN: 01226624) is aged 65 years and holds Bachelors degree in Business Administration. He was a student of Lawrence School, Lovedale, Ooty.

He had undergone industrial training under various manufacturing companies like Ramco Industries Ltd and also had training in marketing in companies like Chemicals and Plastics India Ltd.

He is now also authorised distributor for direct marketing of cement for more than six leading cement manufacturing companies. He has got thirty five years of vast experience and knowledge in manufacturing industry, administration, finance and marketing. He is one of the Directors of Triumph Enterprises & Investments (Madurai) Private Limited, an investment company. He is not a relative of any of the director in Polyspin Exports Limited. He is not holding any shares in Polyspin Exports Limited. He will be an Independent and Non – Executive Director.

None of the Directors except Sri. S. R. Venkatanarayana Raja, is interested in the above resolution.

In the opinion of the Board of Director of the Company, Sri. S. R. Venkatanarayana Raja, Independent Director proposed to be appointed fulfills the condition stipulated in the Act and the rules made thereunder and the proposed Director is Independent of the Management.

Item No. 5

Sri. V. S. Jagdish (DIN 08452900), is aged 66 years and holds B.Tech., (Textiles Technology). On completion of degree course as part of his training, he worked for a short period in B&C Mills (Binny's) Chennai.

He has 13 years in depth experience in Coimbatore Pioneer Mills with installed capacity of 35,000 Spindles producing Cotton and Blended Yarns (Counts 20's to 120'). Out of which 12 years have been in a responsible position in senior management cadre, experience during this period include production planning, process control, Maintenance, Quality Control and implementation of Modernization / Rationalization programmes, yarns produced in pioneer mills are being regularly exported to European countries.

He has worked in Thanjavur Textiles Limited (Ramco Group) for 11 years as General Manager and looked after entire operation of mills. This mills is having installed capacity of 30,624 spindles and 4 OE machines and produced high quality knitted and warp yarn (count 2s to 80s). Yarns produced from this mill are exported to Canada, Australia, Japan and Far east countries.

He has worked in India Cotton Mills Ltd., Chennai for 5 years as Executive Director. This mills is having installed capacity of 50,000 spindles and producing cotton yarns (counts 40's to 80's) and polyester / viscose blended yarns (counts 30's to 60's). This mill is equipped with Auto Leveller Draw Frames and Auto Coners to produce good quality yarns.

He has worked as Executive Director in Sabari Textiles Pvt. Limited, Coimbatore, having capacity of 25,000 spindles for 7 years. He was solely responsible for executing the project and commissioning the mill. This mill produces high quality polyester cotton blended yarn of counts 50's and 54's.

Presently doing consultancy service for spinning mills in South India.

He will be an Independent and Non – Executive Director.

None of the Directors except Sri. V. S. Jagdish, is interested in the above resolution.

In the opinion of the Board of Director of the Company, Sri. V. S. Jagdish, Independent Director proposed to be appointed fulfills the condition stipulated in the Act and the rules made thereunder and the proposed Director is Independent of the Management.

Item No. 6

Sri. R. Sundaram, (DIN: 01361345) is aged 62 years and holds Bachelors degree in Commerce. He is a Chartered Accountant and Practice in the area of Corporate Laws from 1986 onwards.

He is the Director of Corporate Advisory Group Private Limited, Chennai, a 25 years old company engaged in Syndication of Debt, Equity and Merger & Acquisition activities.

He is also Director in M/s. Chennai Corporate Financial Services Private Limited, Chennai.

He is not a relative of any of the director in Polyspin Exports Limited.

He is not holding any shares in Polyspin Exports Limited.

He will be an Independent and Non – Executive Director.

None of the Directors except Sri. R. Sundaram, is interested in the above resolution.

In the opinion of the Board of Director of the Company, Sri. R. Sundaram, Independent Director proposed to be appointed fulfills the condition stipulated in the Act and the rules made thereunder and the proposed Director is Independent of the Management.

Item No. 7

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, at a remuneration of Rs. 7 Lakhs per month. The Board of Directors recommended payment of a remuneration of Rs. 10 lakhs per month together with commission, perquisites and other benefits with effect from 1st November, 2018 subject to the approval of the members.

The turnover crossed 100 Crores during the year 2014 and for the year ended 2019 the turnover was Rs. 212.00 Crores. The company has performed well under his management and leadership. The company is continuously making all efforts to keep in pace with changes in manufacture of FIBC Bags to suit the requirements of customers. Taking into account the increased responsibility and progress, the Nomination and Remuneration Committee and the Board have recommended the increased remuneration of Rs.10.00 Lakhs per month with effect from 1st November, 2018 (existing from Rs.7 Lakhs per month) to the Managing Director which is commensurate with size and 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.	M/s. Polyspin Exports Limited	Managing Director
2.	M/s. Energyspin Private Limited	Director
3.	M/s. Polyspin Private Limited	Director
4.	M/s. Ramji Investments Private Limited	Director
5.	M/s. Lankaspin Private Limited, Sri Lanka	Chairman

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
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus : 1. FIBC Bags, Fabrics, Yarn, 2. Open End Spinning Yarn
Not Applicable

Particulars	Rupees in Lakhs		
	2016 – 17	2017 – 18	2018 – 19
Sales	15,598.35	18,144.50	21,488.07
Profit before Interest & Depreciation	1,176.50	1,499.50	1,854.16
Profit after Interest & Depreciation	499.11	764.08	1,084.36
Profit after Tax	373.40	503.59	753.85
Dividend (12%)	48.00	48.00	48.00
Networth	2,148.08	2,598.11	3,296.07
EPS	9.34	12.59	18.85

5. Export performance and net foreign exchange earnings:

Particulars	Rupees in Lakhs		
	2016 – 17	2017 – 18	2018 – 19
Exports – earnings in Foreign exchange	11,797.29	13,997.78	17,327.99
Foreign exchange out Flow	4,682.08	5,127.71	6,325.46

II. INFORMATION ABOUT THE APPOINTEE:

1. Background : 27 Years experience in Woven sack Industry
2. Past Remuneration (Salary & Perquisites) : Rs. 119.93 Lakhs p.a.
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 10% 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 : 18.05.2019

**P.K. RAMASUBRAMANIAN
SECRETARY**