

POLYSPIN EXPORTS LIMITED

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

CIN : L51909TN1985PLC011683

NOTICE:

Notice is hereby given that the Thirty Sixth Annual General Meeting of the members of the Company will be held at 10.00 A.M. on Friday, the 27th day of August, 2021, through Video Conferencing (VC) 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 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, 2021, 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, 2021 and Profit & Loss Account for the year ended on that date, the Cash Flow Statement for the year ended on that date, the Director's Report and the Independent Auditor's Reports thereon, be and are hereby considered, approved and adopted.”

Item No: 2. Declaration of Dividend:-

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

“RESOLVED THAT a Dividend of Re. 0.60 (Paise Sixty only) per Equity Share of Rs. 5/- each be and is hereby declared for the financial year ended 31st March, 2021.”

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

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

“RESOLVED THAT Smt. Durga Ramji (DIN: 00109397), 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.”

SPECIAL BUSINESS:

Item No: 4. Reappointment of Shri Rammohan Raja Ramji, as the 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 any other

applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (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 consent of the members of the Company be and is hereby accorded for reappointment of Shri Rammohan Raja Ramji (DIN: 00109393) as Managing Director of the Company for a period of 3 years with effect from 1st April, 2021 on the following terms and conditions.

- a. Remuneration: Rs. 15,00,000/- per month.
- b. 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.
- c. 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.
- d. Gratuity: Payable at a rate not exceeding half a month's salary for each completed year of service.
- e. 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.
- f. In the event of loss or inadequacy of profits in any financial year during the tenure of the appointment, the 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 Board of Directors of the Company be and is hereby authorized to increase the remuneration payable to Shri 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 appointment and do all such other acts, deeds, things, matters, take all such steps as may be necessary, proper or expedient to give effect to the foregoing resolution.”

Item No: 5. 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."

Item No: 6. To continue the appointment of Shri P. Vaidyanathan, Non-Executive Director beyond 75 years :-

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

"RESOLVED 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 P. Vaidyanathan (DIN: 00029503), who will attain the age of 75 years on April 28, 2022, shall continue to occupy the position of Non-Executive Director of the Company from April 29, 2022 liable to retire by rotation."

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

Place : Rajapalayam
Date : June 25, 2021

P.K. RAMASUBRAMANIAN
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 each item of Resolution Nos. 4 to 6.
2. In view of the massive outbreak of the COVID-19 Pandemic, social distancing norms to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM/AGM venue is not required and general meeting 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 Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
5. 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.
6. 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.
7. 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.nsd.com.
 8. 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 and Circular No. 02/2021 dated January 13, 2021.
 9. 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.
 10. 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.
 11. 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.
 12. 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.
 13. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
 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) and Smt. Durga Ramji (DIN: 00109397) are 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
31.03.2014	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
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

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 20th August, 2021 as the 'Record Date' for determining entitlement of members to dividend for the financial year ended March 31, 2021, if approved at the AGM. The dividend, once approved by the members in the ensuing AGM will be paid on or before 25th September, 2021, subject to deduction of tax at source, electronically through various online transfer modes to those members who have updated their bank account details. For members who have not updated their bank account details, dividend warrants / demand drafts / cheques will be sent out to their registered addresses once the postal facility is available. To avoid delay in receiving the dividend, members are requested to update their KYC with their depositories (where shares are held in dematerialized mode) and with the Company's Registrar and Transfer Agent ("RTA") (where shares are held in physical mode) to receive the dividend directly into their bank account on the payout date.
20. Shareholders may note that the Income Tax Act, 1961, ("the IT Act") as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a Company from April 01, 2020 shall be taxable in the hands of shareholders. The Company shall therefore be required to deduct tax at source ("TDS") at the time of making the payment of dividend. In order to enable us to determine the appropriate TDS rate as applicable, shareholders are requested to submit the following documents in accordance with the provisions of the IT Act.

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

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

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

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

- Copy of the PAN card allotted by the Indian Income Tax authorities duly attested by the member,
- Copy of Tax Residency Certificate ("TRC") for the F.Y. 2021-22 obtained from the revenue authorities of the country of tax residence,
- Duly attested by member Self-declaration in Form 10F,
- Self-declaration by the shareholder of having no permanent establishment in India in accordance with the applicable tax treaty and Self-declaration of beneficial ownership by the non-resident shareholder,
- Any other documents as prescribed under the IT Act for lower withholding of taxes if applicable, duly attested by member.

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

Shareholders are requested to upload the aforementioned documents in the below mentioned link on or before 20st August, 2021 6:00 PM IST in order to enable the Company to determine and deduct appropriate TDS / withholding tax.

<https://www.integratedindia.in/ExemptionFormSubmission.aspx>

No communication regarding the tax withholding matters would be entertained after 20th August, 2021 6:00 PM IST. The Company shall arrange to email a soft copy of the TDS certificate to you at your registered email address in due course.

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

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

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

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

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

The 'specified person' means a person who has:

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

In case, the dividend income is assessable to tax in the hands of a person other than the registered Shareholder as on the Record Date, the registered shareholder is required to furnish a declaration containing the name, address, PAN of the person to whom TDS credit is to be given and reasons for giving credit to such person on or before 20th August 2021. No request in this regard would be accepted by the Company/RTA after the said date or payment of dividend.

21. 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.
22. 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.
23. 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 Tel.: +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.
24. 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.
25. 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 21st August, 2021 through email on polyspinexportscs@gmail.com. The same will be replied by the Company suitably.
26. 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 and January 13, 2021 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. The facility of casting votes by a member using remote e-voting system as well as instant voting on the date of the AGM will be provided by NSDL.

- (ii) Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
- (iii) The Board of Directors has appointed Mr. B. Subramanian (Membership No. FCS 2152) as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.
- (iv) The Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
- (v) The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- (vi) Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he / she has already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

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

The remote e-voting period begins on Tuesday, the 24th August, 2021 at 9:00 A.M. and ends on Thursday, the 26th August, 2021 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 20th August, 2021, 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 20th August, 2021.

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

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





Step 1: Access to NSDL e-Voting system

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

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

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

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 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 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. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. 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. Once the home page of e-Voting system is launched, click

Type of Shareholders	Login Method
	<p>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.</p> <p>4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  App Store </div> <div style="text-align: center;">  Google Play </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL.	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi / Easiest, the user will be also able to see the E-Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi / Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email

Type of Shareholders	Login Method
	<p>as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
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.co.in or call at Toll free No.: 1800 1020 990 and 1800 22 44 30.
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?

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

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

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

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
a) 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 116261 then user ID is 116261001***

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.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 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 General 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.co.in.
2. 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.
3. 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 22 44 30 or send a request to Ms. Sarita Mote or Ms. Soni Singh or Mr. Pratik Bhatt at evoting@nsdl.co.in

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to polyspinexportscs@gmail.com.
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.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are

allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR 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 FOR 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 General Meeting**" menu against Company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at polyspinexportscs@gmail.com. The same will be replied by the Company suitably.
6. Members who would like to express their views/ask questions during the AGM may register themselves as a speaker by sending their request from their registered e-mail id mentioning their Name, DP ID and Client ID / Folio Number, PAN, Mobile Number to the Company at polyspinexportscs@gmail.com at least 3 days prior to the AGM. Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM.
7. Further, members who would like to have their questions / queries responded to during the AGM are requested to send such questions / queries in advance at least 3 days prior to the AGM, by following similar process as mentioned above. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.

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

Item No. 3

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

Name of the Director	: Smt. Durga Ramji
DIN	: 00109397
Date of Birth	: 23.09.1972
Date of appointment on Board	: 28.05.2014
Qualification	: B.Sc.,
Shareholding	: 9,04,147 Equity Shares of Rs. 5/- each
Directorship held in other Company	: M/s. Polyspin Private Limited M/s. Lankaspin Private Limited, Srilanka. M/s. Energyspin Private Limited M/s. Ramji Investment Private Limited
Member of Committee	: Corporate Social Responsibility Committee
Expertise in specific functional area	: Corporate Management

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

Item No. 4

Shri Rammohan Raja Ramji (DIN: 00109393), Managing Director was reappointed as Managing Director of the Company by the Board of Directors at their meeting held on 12.02.2021, subject to the approval of the shareholders at the Annual General Meeting, for a period of 3 years with effect from 1st April 2021 in accordance with the provisions of Section 196, 197 read with Schedule V and other applicable

provisions of the Companies Act, 2013 and Rules thereon. Reappointment was made for 3 years on a remuneration of Rs.15,00,000/- per month together with perquisites and other benefits as stated in the proposed resolution.

Shri Rammohan Raja 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.45.57 Crores as on 31.03.2021 with a Total Revenue of Rs.238.99 Crores for the financial year 2020-21. 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 12.02.2021, has recommended the re-appointment for a period of 3 years effect from 01.04.2021 on a remuneration of Rs.15,00,000/- per month, which is commensurate with the size and structure of the industry.

The reappointment and the remuneration proposed fulfill the terms and conditions stipulated in Schedule V of the Companies Act, 2013.

None of the Directors and key management personnel except Shri Rammohan Raja Ramji being the appointee and Smt. Durga Ramji and Shri S.V. Ravi, Directors as relative to the Managing Director are 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 the Director 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

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

S.NO.	I. GENERAL INFORMATION	PARTICULARS
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

(Rs.in Lakhs)

4.	Financial Performance :	2018-19	2019-20	2020-21
	Sales and Other Income	21,488.07	17,226.93	23,899.22
	Profit before Interest and Depreciation	1,854.16	1,551.63	1,974.51
	Profit after Interest and Depreciation	1,084.36	738.36	1,083.46
	Profit after Tax	730.76	526.79	749.96
	Share Capital (Paid Up Rs.10/-)	400.00	400.00	*500.00
	* Sub-Division of Equity Shares of the Company having a face value Rs.10/- each to 2 equity shares of face value of Rs.5/- each and Issued a Bonus Share in the ratio of 1 (One) equity share for every 4 (Four) existing equity shares held.			
	Dividend	48.00	24.00	60.00
	Net Worth	3,296.07	3,786.26	4,556.79
	Earning Per Share (EPS)	18.85	13.68	7.93
5.	Export performance and net foreign exchange earnings : (Rs.in Lakhs)			
	Exports-earning in Foreign Exchange	17,327.99	13,917.89	17,811.64
	Foreign Exchange outflow	6,325.46	3,665.94	2,186.61
II. INFORMATION ABOUT THE APPOINTEE				
1.	Background	Shri Rammohan Raja Ramji is having 29 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.		
2.	Past Remuneration (Salary & Perquisites)	Rs. 166.25 Lakhs p.a.		
3.	Recognition or Awards	Export performance and safety to the Company.		
4.	Job Profile and his suitability	<ol style="list-style-type: none"> 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 and Shri S.V. Ravi, Directors of the Company. He has no pecuniary relationship other than the remuneration, he is entitled to receive.		

III. OTHER INFORMATION	
1.	<p>Inadequate profits</p> <p>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 profits as per the provisions, conditions and ceiling limits provided in Schedule V of the Companies Act, 2013.</p>
2.	<p>Steps Taken :</p> <p>The Company has implemented the cost reduction measures to increase the profitability of the Company.</p>
3.	<p>Expected increase in productivity and profit:</p> <p>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.</p>
IV. DISCLOSURES	
<p>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.</p>	

Item No. 5

The member of the Company at their Annual General Meeting (AGM) held on 13.08.2018, have approved the re-appointment of Shri S.R. Subramanian (DIN: 00122141) as Non-Executive Director liable to retire by rotation.

Also, the members through postal ballot on 17.03.2020, have 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.

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 78 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 Shares of Rs. 5/- each
 Directorship held in other Company : M/s. Ganesh Agro Pack Private Limited
 M/s. Siddhivinayak Shares Limited
 Member of Committee : Stakeholders Relationship Committee
 Relationship between Directors : None of the Directors is related
 Others : 40 Years experience in Banking and Securities

Item No. 6

Shri P. Vaidyanathan (DIN: 00029503), aged 73 years, is a Non-Executive Director of the Company. He has FCA., ACS, ACMA., professional degree and he has been on the Board of Polyspin Exports Limited since October 2017.

He does not hold any shares in the Company as on March 31, 2021.

He is also a Director / Designated Partner in the following Companies / Limited Liability Partnership.

1. Hatsun Agro Products Limited
2. Economist Communications Limited
3. Suja Shoei Industries Private Limited
4. CIS Asset Data E-Services Limited
5. Integrated Fintech Education Foundation
6. Integrated Investment Management Services LLP
7. Srismart Services LLP

Place : Rajapalayam
 Date : June 25, 2021

He is also a Member in the following Committees:-

Name of the Company	Name of the Committee	Position held (Chairman / Member)
Polyspin Exports Limited	Audit Committee	Member
Hatsun Agro Products Limited	Audit Committee	Member
	Nomination and Remuneration Committee	Member
	Stakeholders Relationship Committee	Member
	Corporate Social Responsibility Committee	Member

In terms of Regulation 17 (1A) of SEBI (LODR) Regulations, 2015, continuing the directorship of Shri P. Vaidyanathan as a Non-Executive Director beyond 75 years i.e. with effect from April 29, 2022 requires the approval of the members by way of Special Resolution.

The Board of Directors have acknowledged that his skills, rich experience, knowledge, 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 P. Vaidyanathan, liable to retire by rotation. His continuance of Office as Non-Executive Director has been included as Special Resolution.

The Notice together with this Statement may be regarded as a disclosure under Regulation 36(3) of SEBI (LODR) Regulations, 2015.

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

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

**P.K. RAMASUBRAMANIAN
 SECRETARY**