

### SCRUTINIZER'S REPORT

To

**The Chairman of the Meeting,**  
Polyspin Exports Limited  
Rajapalayam

**Sub: Electronic Voting Process under Section 108 of the Companies Act, 2013 ("the Act"), read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and clause 35B of the listing agreement with the stock exchanges and submission of Scrutinizer's Report.**

1. I, B. Subramanian, Practicing Company Secretary, 1, Prithvi, 7/4, Seetha Nagar, 2<sup>nd</sup> Street, Nungambakkam, Chennai 600 034, have been appointed as Scrutinizer by the Board of Directors of Polyspin Exports Limited, ("the Company") for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 on the 12 resolutions contained in the notice convening the 29<sup>th</sup> Annual General Meeting of the members of the Company, held at 9:30 AM on Wednesday, the 3<sup>rd</sup> day of September, 2014 at Sri Arjuna Manthiram, No. 21/595, Sri Krishna Colony, P.A.C.R. Salai, Rajapalayam – 626 117.
2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules relating to voting through electronic means on the resolution contained in the notice to the AGM of the members of the Company. My responsibility as a Scrutinizer for the e-voting process is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL), the authorized agency to provide e-voting facilities, engaged by the Company.
3. Further to the above, I submit my report as under
  - i. The e-voting period opened at 9:00 AM on 28<sup>th</sup> August, 2014 and closed at 6:00 PM on 30<sup>th</sup> August, 2014.
  - ii. The members of the company holding shares as on 1<sup>st</sup> August, 2014 were entitled to vote on the resolutions (items no. 1 to 12) as set out in the notice convening the 29<sup>th</sup> Annual General Meeting of the Company).



- iii. The votes cast were unblocked and finalized at 11:14 AM on 1<sup>st</sup> September, 2014 in the presence of Mr. K. Mayyanathan and Mr. U. Alagarsamy, Practising Company Secretaries who were not employees of the Company, and who had signed as witness to the unblocking / finalizing.
- iv. The e-voting results with details of equity shareholders who have voted in favour of the Resolutions or against the Resolutions and those who have abstained from voting were downloaded from the website of National Securities Depository Limited, i.e. (<https://www.evoting.nsdl.com/>).
- v. The summary of the e-voting for each of the resolution is given below

<b>Resolution No</b>	1			
<b>Nature of Resolution</b>	Ordinary Resolution			
<b>Subject Matter</b>	Adoption of Financial Statement for the year ended 31 <sup>st</sup> March, 2014			
<b>Details of voting E- Voting</b>	<b>Assent (For)</b>		<b>Dissent (Against)</b>	
	<b>No. of Votes</b>	<b>Ratio</b>	<b>No. of Votes</b>	<b>Ratio</b>
	1584135	100.00%	0	0.00%
<b>Resolution No</b>	2			
<b>Nature of Resolution</b>	Ordinary Resolution			
<b>Subject Matter</b>	Declaration of Dividend at the rate of Re. 1.20 per share for the year 2013 – 14			
<b>Details of voting E- Voting</b>	<b>Assent (For)</b>		<b>Dissent (Against)</b>	
	<b>No. of Votes</b>	<b>Ratio</b>	<b>No. of Votes</b>	<b>Ratio</b>
	1584235	100.00%	0	0.00%
<b>Resolution No</b>	3			
<b>Nature of Resolution</b>	Ordinary Resolution			
<b>Subject Matter</b>	Reappointment of Mr. S.V. Ravi as Director of the company.			
<b>Details of voting E- Voting</b>	<b>Assent (For)</b>		<b>Dissent (Against)</b>	
	<b>No. of Votes</b>	<b>Ratio</b>	<b>No. of Votes</b>	<b>Ratio</b>
	1584235	100.00%	0	0.00%

<b>Resolution No</b>	4
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**Nature of Resolution** Ordinary Resolution

**Subject Matter** Appointment of M/s. Krishnan and Raman, Chartered Accountants, as Auditors, from the conclusion of this AGM till the conclusion of 32<sup>nd</sup> AGM

<b>Details of voting E- Voting</b>	<b>Assent (For)</b>		<b>Dissent (Against)</b>	
	<b>No. of Votes</b>	<b>Ratio</b>	<b>No. of Votes</b>	<b>Ratio</b>
	1584235	100.00%	0	0.00%

**Resolution No** 5

**Nature of Resolution** Special Resolution

**Subject Matter** To increase remuneration payable to Mr. R. Ramji, Managing Director (DIN. 00109393) with effect from 01.06.2014.

<b>Details of voting E- Voting</b>	<b>Assent (For)</b>		<b>Dissent (Against)</b>	
	<b>No. of Votes</b>	<b>Ratio</b>	<b>No. of Votes</b>	<b>Ratio</b>
	1584235	100.00%	0	0.00%

**Resolution No** 6

**Nature of Resolution** Ordinary Resolution

**Subject Matter** To appoint Mrs. Durga Ramji, (DIN. 00109397) as Women Director of the company.

<b>Details of voting E- Voting</b>	<b>Assent (For)</b>		<b>Dissent (Against)</b>	
	<b>No. of Votes</b>	<b>Ratio</b>	<b>No. of Votes</b>	<b>Ratio</b>
	1584235	100.00%	0	0.00%

**Resolution No** 7

**Nature of Resolution** Ordinary Resolution

**Subject Matter** To appoint Sri. K. Lakshminarayanan (DIN. 00122080) as an Independent Director of the company from 01.09.2014 To 31.08.2019

<b>Details of voting E- Voting</b>	<b>Assent (For)</b>		<b>Dissent (Against)</b>	
	<b>No. of Votes</b>	<b>Ratio</b>	<b>No. of Votes</b>	<b>Ratio</b>
	1584235	100.00%	0	0.00%



<b>Resolution No</b>	8			
<b>Nature of Resolution</b>	Ordinary Resolution			
<b>Subject Matter</b>	To Appoint Sri. S. Renganathan (DIN. 00403586) as an Independent Director from 01.09.2014 To 31.08.2019.			
<b>Details of voting E- Voting</b>	<b>Assent (For)</b>		<b>Dissent (Against)</b>	
	<b>No. of Votes</b>	<b>Ratio</b>	<b>No. of Votes</b>	<b>Ratio</b>
	1584135	100.00%	0	0.00%

<b>Resolution No</b>	9			
<b>Nature of Resolution</b>	Ordinary Resolution			
<b>Subject Matter</b>	To Appoint Sri. A. Thirupathy Raja (DIN. 00110840) as an Independent Director from 01.09.2014 To 31.08.2019.			
<b>Details of voting E- Voting</b>	<b>Assent (For)</b>		<b>Dissent (Against)</b>	
	<b>No. of Votes</b>	<b>Ratio</b>	<b>No. of Votes</b>	<b>Ratio</b>
	1584235	100.00%	0	0.00%

<b>Resolution No</b>	10			
<b>Nature of Resolution</b>	Ordinary Resolution			
<b>Subject Matter</b>	To Appoint Sri. S. Sankar (DIN. 00122325) as an Independent Director from 01.09.2014 To 31.08.2019.			
<b>Details of voting E- Voting</b>	<b>Assent (For)</b>		<b>Dissent (Against)</b>	
	<b>No. of Votes</b>	<b>Ratio</b>	<b>No. of Votes</b>	<b>Ratio</b>
	1584235	100.00%	0	0.00%

<b>Resolution No</b>	11			
<b>Nature of Resolution</b>	Special Resolution			
<b>Subject Matter</b>	To Accord consent of members to the Board of Directors to enter into contracts and arrangements with related parties.			
<b>Details of voting E- Voting</b>	<b>Assent (For)</b>		<b>Dissent (Against)</b>	
	<b>No. of Votes</b>	<b>Ratio</b>	<b>No. of Votes</b>	<b>Ratio</b>
	252970	100.00%	0	0.00%



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**Resolution No**

12

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**Nature of Resolution** Special Resolution

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**Subject Matter** Authority to Borrow money up to Rs. 100 Crores.

<b>Details of voting</b> <b>E- Voting</b>	<b>Assent (For)</b>		<b>Dissent (Against)</b>	
	<b>No. of Votes</b>	<b>Ratio</b>	<b>No. of Votes</b>	<b>Ratio</b>
	1584135	100.00%	0	0.00%

**Rajapalayam**  
**3<sup>rd</sup> September, 2014**

*B. Subramanian*

**B. SUBRAMANIAN**  
**Practicing Company Secretary**  
**C.P. 2275**