

## POLYSPIN EXPORTS LIMITED

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

CIN : L51909TN1985PLC011683

### NOTICE

Notice is hereby given that the **Thirtieth Annual General Meeting** of the members of the company will be held at 9.30 A.M. on **Tuesday, the 29<sup>th</sup> September, 2015**, at Sri Arjuna Manthiram, No. 21 / 595, Sri Krishna Colony, P.A.C.R. Salai, Rajapalayam, to transact the following business.

### ORDINARY BUSINESS:

#### 1. Financial Statements and Reports:-

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

Resolved that the Balance Sheet as at 31<sup>st</sup> March, 2015, Statement of Profit and 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 Auditor's Report thereon, be and are hereby considered and adopted.

#### 2. Dividend:-

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

"RESOLVED that a Dividend of Rs.1.20 per Share, be and is hereby declared for the year ended 31st March, 2015."

#### 3. Reappointment of Director:-

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

Resolved that Sri. S.R. Subramanian, (DIN. 00122141), Director of the Company, who retires by rotation at the ensuing Annual General Meeting, be and is hereby appointed as Director of the Company, liable to retire by rotation.

#### 4. Statutory Auditors:-

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

"RESOLVED that pursuant to the provisions of Section 139 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, the appointment of M/s. Krishnan & Raman, Chartered Accountants, (Firm Registration No.: 001515S) as Auditors of the Company for the second consecutive year, viz. from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting, out of their term of three consecutive years as approved at the Annual General Meeting held on 03.09.2014, be and is hereby ratified."

### SPECIAL BUSINESS:

#### 5. To consider and if thought fit, to pass with or without modification, the following as a SPECIAL RESOLUTION.

RESOLVED that on the resolution and recommendation of the Nomination & Remuneration Committee Sri. R. Ramji, Managing Director (DIN 00109393), be and is hereby reappointed as Managing Director of the Company for a period of three years with effect from 1<sup>st</sup> April 2015 subject to the provisions of Section 196, 197 and 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 and subject to the approval of the Shareholders by a special resolution at the ensuing Annual General Meeting on the following terms and Conditions.

- a. Remuneration: Rs.5,00,000/- per month.
- b. Commission: Three percent commission on the net profits of the Company subject to the ceiling of the total annual salary.
- c. Perquisites: Payment as per the Company's rules, subject to the provisions of Schedule V Part II Section II of the Companies Act, 2013 and Income Tax Act 1961. It shall be restricted to 50% of the salary per annum.
- d. Contribution : Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under Income Tax Act, 1961.
- e. Gratuity : Payable at a rate not exceeding half a month's salary for each completed year of service.
- f. Leave : Encashment of leave at the end of tenure.
- g. In case of inadequacy of profits the remuneration shall not exceed the limits as prescribed under Schedule V Part II Section II of the Companies Act, 2013.

Further resolved that the Board of Directors of the Company be and are hereby authorized to increase the remuneration payable to Sri. R. Ramji, Managing Director, subject to the limits as prescribed under section 196 and 197 read with schedule V of the Companies Act, 2013, during the tenure of his employment.

By order of the Board,

Place : Rajapalayam  
Date : 30.07.2015

**P.S. Ramanathan**  
Secretary

**Notes :**

1. **The Register of members and the share transfer books of the Company will remain closed from 23.09.2015 to 29.09.2015 (both days inclusive) for annual closing for the purpose of determining the member eligible for dividend.**
2. 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 29.09.2015 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 22.09.2015
3. Under the provisions of Section 205C of the Companies Act, 1956, dividends remaining unpaid for a period of over 7 years will be transferred to the Investor Education & Protection Fund of the Central Government. Thereafter no claim shall lie against the Fund or the Company and no payment will be made in respect of any such claims. Hence, the members who have not claimed their dividend relating to the earlier years may write to the Company for claiming the amount before it is so transferred to the Fund. The details of due dates for transfer of such unclaimed dividend to the said 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
31.03.2008	7%	11.08.2008	10.08.2015	09.09.2015
31.03.2009	8%	22.08.2009	21.08.2016	20.09.2016
31.03.2010	10%	03.09.2010	02.09.2017	01.10.2017
31.03.2011	10%	05.09.2011	04.09.2018	03.10.2018
31.03.2012	10%	17.09.2012	16.09.2019	15.10.2019
31.03.2013	10%	23.09.2013	22.09.2020	21.10.2020
31.03.2014	12%	03.09.2014	02.09.2021	01.10.2021

4. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of details relating to special business is furnished below.
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 atleast 48 hours before the scheduled commencement of the meeting.**

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

6. Members are requested to kindly bring their copy of the Annual Report to the Annual General Meeting.
7. Members are requested to furnish and update their Email ID with Company and the Depository Participant. Members holding shares in Physical form are requested to dematerialize their holdings so as to enable the implementation of the Green Initiative.
8. The Securities & Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Member holding shares in electronic mode are requested to submit their PAN to the depository participants with whom they maintain their demat account. Members holding shares in physical form are requested to submit their PAN to the company.
9. **Electronic copy of the Notice of the 30<sup>th</sup> 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 30<sup>th</sup> 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 30<sup>th</sup> Annual General Meeting and the Annual Report for 2014 – 15 will also be available on the Company's website [www.polyspin.org](http://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, read with clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote at the 30<sup>th</sup> Annual General Meeting by electronic means and the business may be transacted through e-voting service provided by National Securities Depository Limited (NSDL).
- b. Remote e-voting means the facility of casting votes by a member using electronic voting system from a place other than the venue of Annual General Meeting.
- c. The facility for voting through ballot paper shall be made available at the meeting and members attending the meeting who have not already cast their votes by remote e-voting shall be able to exercise their right at the meeting. Members who have already cast their votes through remote e-voting can attend the Annual General Meeting but cannot vote again.

The instructions for remote e-voting are as under:

- A. In case a Member receives an e-mail from NSDL (for Members whose e-mail addresses are registered with the Company/Depositories):
  - i. Open the e-mail and also open PDF file namely "Polyspin Exports Limited e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
  - ii. Open the internet browser and type the following URL: <https://www.evoting.nsdl.com>.
  - iii. Click on Shareholder – Login
  - iv. If you are already registered with NSDL for e-voting then you can use your existing user ID and password.
  - v. If you are logging in for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password.
  - vi. The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both.  
  
Please take utmost care to keep your password confidential.
  - vii. Once the e-voting home page opens, click on e-voting> Active Voting Cycles.
  - viii. Select "EVEN" (E-Voting Event Number) of Polyspin Exports Limited as appearing in the Attendance Slip.

Now you are ready for e-voting as Cast Vote page opens.

- ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- x. Upon confirmation, the message "Vote cast successfully" will be displayed.
- xi. Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.
- xii. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution /Authority letter, etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [subra1152@gmail.com](mailto:subra1152@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com)
- xiii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) - Shareholders and e-voting user manual - Shareholders, available at the downloads section of [www.evoting.nsdl.co.in](http://www.evoting.nsdl.co.in)

B. In case a Member receives physical copy of the Notice of AGM (for Members whose email addresses are not registered with the Company/Depositories):

- i. Initial password is provided at the bottom of the attendance slip for the Annual General Meeting:  
  
EVEN (E-Voting Event Number), user ID and password.
- ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xiii) above, to cast vote.

**C. Other Instructions:**

The cut-off date for determining the eligibility for Remote e-voting is fixed as 22<sup>nd</sup> September, 2015.

- i. The e-voting period commence on 25<sup>th</sup> September, 2015 (9.00 A.M) and ends on 28<sup>th</sup> September, 2015 (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 22<sup>nd</sup> September, 2015 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 22<sup>nd</sup> September, 2015
- iii. Mr. B. Subramanian, Practicing Company Secretary (Membership No. F2152 & C.P. 2275) has been

appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

- iv. The Scrutinizer shall immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and make a consolidated Scrutinizer Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized to whom in writing who shall countersign the same.
- v. The result shall be declared on or after the Annual General Meeting of the Company. The results declared along with Scrutinizer's Report shall be placed on the Company's website www.polyspin.org and the website of NSDL within two days of passing the resolution at the Annual General Meeting of the company and communicated to the stock exchanges.
- vi. Pursuant to the provisions of clause 35A of the listing agreement, 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.

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

**Item No. 3**

Details of the Directors seeking reappointment (in pursuance of clause 49 of the listing agreement)

Name of Director	: Shri. S.R. Subramanian
DIN	: 00122141
Date of Birth	: 31.03.1943
Date of appointment on Board	: 01.02.1985
Qualification	: M.Sc.,
Share Holding	: 68,500
Directorship held in other company:	Ganesh Agro Pack (P) Ltd., Sri Siddhivinayak Shares Ltd.,
Member of committee	: Stakeholders Relationship Committee
Others	: 40 Years Experience in Banking and Securities

**Item No. 5**

Shri. R. Ramji (DIN 00109393) was first appointed as Managing Director by the Board of Directors in the meeting held on 28<sup>th</sup> March, 2013. The appointment was made subject to the provisions of Section 198, 309 & 310 read with schedule XIII of the Companies Act, 1956. The period of appointment was three years on a remuneration of Rs. 2.50 lakhs per month together with commission, perquisites and other benefits. The same was approved by the members at the AGM and the

remuneration was increased to Rs. 3.50 lakhs per month as per the approval of the members at the AGM. The turnover crossed 100 Crores in the year 2014 and for the year ended 2015, it is Rs. 144 Crores. The company has performed well under his management and leadership. The required expansion to keep pace with changes in manufacture has been started and is in progress. Taking into account the increased responsibility and progress, the nomination and remuneration committee has recommended the reappointment for a period of 3 years effect from 01.04.2015 on remuneration of Rs. 5.00 Lakhs per month, which is commensurate with structure of the industry.

Hence, the special resolution to enable the board to pay the increased remuneration which is subject to the provisions of section 196, 197 Schedule V Part II Section II of the Companies Act, 2013.

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

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

Sri. R. Ramji, is the Director in the following companies :

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

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

**I. GENERAL INFORMATION :**

1. Nature of Industry : Manufacturing
2. Date of Commercial Production : Already Under Production  
1. FIBC Bags, Fabrics & Yarn  
2. Open End Spinning Yarn
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus : Not Applicable

4. Financial Performance :	<b>Rupees in Lakhs</b>		
<b>Particulars</b>	<b>2012-13</b>	<b>2013-14</b>	<b>2014-15</b>
Sales	: 8277.75	11985.67	14430.60
Profit before Interest & Depreciation	: 658.43	1029.28	1139.40
Profit after Interest & Depreciation	: 152.72	459.61	512.57
Profit after Tax	: 101.29	315.30	333.57
Dividend	: (10%) 40.00	(12%) 48.00	(12%) 48.00
Net worth	: 991.52	1249.98	1524.40
EPS	: 2.53	7.88	8.34

5. Export performance and net foreign exchange earning :

Particulars	Rupees in Lakhs		
	2012-13	2013-14	2014-15
Exports - earnings in Foreign exchange :	5967.80	8149.51	10952.50
Foreign exchange out Flow	: 2419.49	4010.20	5300.70

**II. INFORMATION ABOUT THE APPOINTEE :**

1. Background : 23 Years experience in Woven sack Industry
2. Past Remuneration : Rs. 49.43  
Salary & Perquisites  
(Rupees in Lakhs)
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 20% per annum and the profit substantially 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 : 30.07.2015

**P.S. Ramanathan**  
Secretary