



## **POLYSPIN EXPORTS LIMITED ( 100% EOU )**

1, Railway Feeder Road  
Cholapuram South 626 139  
(Via) Rajapalayam, Tamilnadu, INDIA  
Registered Office : 351, P.A.C.R. Salai,  
Rajapalayam - 626 117.

Tel : 91 4563 284000 / 503 / 504  
Fax : 91 4563 284505  
e-mail : fibc@polyspin.in  
CIN : L51909TN1985PLC011683



Date: 19<sup>th</sup> March 2020

To  
M/s. BSE Limited  
1<sup>st</sup> Floor, New Trading Ring,  
Rotunda Building, P J Towers,  
Dalal Street, Fort  
Mumbai – 400 001

Script Code: 539354

Dear Sir,

Sub: Minutes of the Postal Ballot.

\*\*\*\*\*

In furtherance to our letter dated 19<sup>th</sup> March 2020 attaching the Voting Results and Scrutinizer's Report on Postal Ballot, we enclose herewith the Minutes of the announcement of results of Postal Ballot (including E-Voting) conducted by the Company.

You are requested to take the above information on your records and disseminate the same on your website.

Thanking you,

Yours faithfully,

**For Polyspin Exports Limited,**

  
**R.RAMJI**  
**Managing Director**

Encl. As above.

**POLYSPIN EXPORTS LIMITED**  
**RAJAPALAYAM – 626 117**

MINUTES OF ANNOUNCEMENT OF RESULT OF THE POSTAL BALLOT (INCLUDING E-VOTING) HELD ON 19<sup>TH</sup> MARCH, 2020 AT 11.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 351, P.A.C.R.SALAI, RAJAPALAYAM – 626 117 FOR THE SPECIAL RESOLUTIONS AS SET OUT IN THE NOTICE OF POSTAL BALLOT DATED 3<sup>RD</sup> FEBRUARY, 2020.

**Present:-**

**Members of the Board of Directors:**

1. Shri. R.Ramji, Managing Director
2. Smt. Durga Ramji, Director
3. Shri. S.V.Ravi, Director

**Company Secretary & Compliance Officer**

Shri. P.K.Ramasubramanian

1. Shri. R.Ramji, Managing Director of the Company, duly authorised by the Board of Directors to declare the results, welcomed the persons gathered for the purpose of declaration of results of the Postal Ballot and stated that the Board of Directors of the Company approved the Notice of Postal Ballot in their meeting held on 3<sup>rd</sup> February 2020 proposing for two Special Resolutions i.e., 1. Adoption of new set of Articles of Association of the Company by amending the existing Articles of Association and 2. Appointment of Shri.S.R.Subramanian for continuation as a non-executive director.
2. Thereafter, Shri. P.K.Ramasubramanian, Company Secretary and Compliance Officer of the Company, placed on record the following actions of the Company in compliance with the provisions of the Companies Act, 2013 and rules made thereunder:

The Board of Directors has appointed Mr. B.Subramanian, Practising Company Secretary (Membership No. FCS 2152) as the Scrutinizer to conduct the Postal Ballot process.

The Company has issued Notice of Postal Ballot dated 3<sup>rd</sup> February 2020 to the Members seeking their consent with respect to adoption of new set of Articles of Association of the Company and Appointment of Shri.S.R.Subramanian for continuation as a non-executive director.

The Company has offered e-voting facility as an option to the shareholders to cast their votes electronically. The e-voting facility was commenced on Monday, 17<sup>th</sup> February 2020 at 9.30 A.M. (IST) and ended on Tuesday, 17<sup>th</sup> March 2020 at 5.00 P.M. (IST).

The cut-off date for reckoning Voting Rights and ascertaining Members to whom the Notice and postal ballot forms sent was Saturday, 8<sup>th</sup> February 2020 and the total number of members as on the cut-off date was 3,261.



Notice of Postal Ballot and e-voting user ID's and passwords were sent through electronic means to the shareholders who had registered their e-mail ID's with the Depositories or Registrar and Share Transfer Agent of the Company and Notice of Postal Ballot, Postal Ballot Form containing e-voting user ID's & passwords and self addressed envelope (with pre-paid postage) were dispatched to shareholders who had not registered their e-mail ID's as on the cut-off date i.e. 8<sup>th</sup> February 2020. The aforesaid activity was completed on Saturday, 15<sup>th</sup> February 2020.

3. Mr. B.Subramanian, Scrutinizer had carried out scrutiny of the Postal Ballot Form(s) and evotes received up to close of working hours on Tuesday, 17<sup>th</sup> March 2020, being the last day of e-voting for Postal Ballot voting and prepared the Scrutinizer's Report.
4. After due Scrutiny of the Postal Ballot Forms and votes cast electronically till 5.00 P.M. (IST) on 17<sup>th</sup> March 2020 and on the basis of data/reports received by him and due verification of the signatures of the shareholders, the Scrutinizer had submitted his report dated 19<sup>th</sup> March 2020 to Mr. P.K.Ramasubramanian, Company Secretary, authorised by the Board of Directors. The details of voting of the Special Resolutions as set out in the Notice dated 3<sup>rd</sup> February, 2020 are as under:

**Special Resolution No.1: Adoption of New Articles of Association**

Resolution Required:					Special Resolution			
Whether promoter / promoter groups are interested in the agenda / resolution:					No			
Category	Mode of voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3) = [(2)/(1)] *100	(4)	(5)	(6) = [(4)/(2)] *100	(7) = [(5)/(2)] *100
Promoter and Promoter Group	E-voting	1878857	1749208	97.9163	1749208	0	100.00	0
	Postal Ballot		90500		90500	0	100.00	0
	Total	1878857	1839708	97.9163	1839708	0	100.00	0
Public Institutions	E-voting	0	0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public Non Institutions	E-voting	2121143	339793	17.259	339793	0	100.00	0
	Postal Ballot		26304		26304	0	100.00	0
	Total		366097	17.259	366097	0	100.00	0

... 3





**Special Resolution No.2: Appointment of Sri. S.R. Subramanian for continuation as a Non-Executive Director**

Resolution Required:					Special Resolution			
Whether promoter / promoter groups are interested in the agenda / resolution:					No			
Category	Mode of voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3) = $\frac{[(2)/(1)]}{*100}$	(4)	(5)	(6) = $\frac{[(4)/(2)]}{*100}$	(7) = $\frac{[(5)/(2)]}{*100}$
Promoter and Promoter Group	E-voting	1878857	1749208	97.9163	1749208	0	100.00	0
	Postal Ballot		90500		90500	0	100.00	0
	Total	1878857	1839708	97.9163	1839708	0	100.00	0
Public - Institutions	E-voting	0	0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public - Non Institutions	E-voting	2121143	339793	17.259	339793	0	100.00	0
	Postal Ballot		26304		26204	100	99.620	0.380
	Total		366097	17.259	365997	100	99.973	0.0273

5. Thereafter, Shri. R.Ramji, Managing Director of the Company, based on the Scrutinizer's Report, declared that the Special Resolutions as set out in the Notice dated 3<sup>rd</sup> February 2020 have been duly approved by the Members with requisite majority and the resolutions as mentioned below was deemed to have been passed on Tuesday, 17<sup>th</sup> March 2020:

**SPECIAL RESOLUTION: 1**

“**RESOLVED THAT** pursuant to the provisions of Section 14 of the Companies Act, 2013 and the rules made there under, as amended, and other applicable provisions, if any, the Articles of Association of the Company be and are hereby altered by replacing all the existing Articles 1 to 65 with the new Articles 1 to 208, a copy of which is annexed to the explanatory statement, be and is hereby adopted as new Articles of Association of the Company to align with the Articles of Association under Companies Act, 2013.

... 4



Resolved further that Shri R.Ramji, Managing Director, and Shri. P.K.Ramasubramanian, Company Secretary be and are hereby severally authorized to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect to the afore mentioned resolution, including but not limited to the filing of necessary forms with the Ministry of Corporate Affairs and to comply with all other requirements in this regard.”

**SPECIAL RESOLUTION: 2**

“**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 (‘the Act’) and the Rules made there under (including any amendment(s), statutory modification(s) and/ or re-enactment thereof for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and the Articles of Association of the Company, approval of the members of the Company be and is hereby accorded for the appointment of Sri.S.R.Subramanian (DIN No. 00122141) who has attained the age of seventy five years, for continuation as a Non-Executive Director liable to retire by rotation, and on the terms and conditions as set-out in the explanatory statement annexed to this Notice.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this Resolution.”

Shri R.Ramji, Managing Director of the Company expressed his thanks to the persons present for the announcement of the result of the Postal Ballot.

Place: Rajapalayam  
Date: 19<sup>th</sup> March 2020



A handwritten signature in blue ink, appearing to read "R. Ramji".

**R.RAMJI**  
**MANAGING DIRECTOR**