



## POLYSPIN EXPORTS LIMITED ( 100% EOU )

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

Factory & Admn. Off :  
1 Railway Feeder Road,  
Cholapuram South - 626 139.  
(Via) Rajapalayam, Tamilnadu. India.

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



Date : 26.05.2021

To,  
The Deputy Manager,  
Dept. of Corporate Service,  
Bombay Stock Exchange Ltd.,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 001

Dear Sir,

**Sub: Annual Secretarial Compliance Report for the year ended 31<sup>st</sup> March, 2021.**

With reference to the above, we have enclosed the Annual Secretarial Compliance Report for the Ended 31<sup>st</sup> March 2021.

Kindly acknowledge the same.

Thanking You,

Yours Faithfully,  
For POLYSPIN EXPORTS LTD.,

(P.K. RAMASUBRAMANIAN)  
COMPANY SECRETARY.

Encl: As above.

To  
The Board of Directors,  
M/s.Polyspin Exports Limited,  
CIN: L51909TN1985PLC011683  
351, PACR Salai,  
Rajapalayam – 626 117

Sirs,

Sub: Annual Secretarial Compliance Report for the year ended 31<sup>st</sup> March, 2021.

I have been engaged by **M/s. POLYSPIN EXPORTS LIMITED** (hereinafter referred to as the company) bearing CIN: L51909TN1985PLC011683 whose Equity Shares are listed on The BSE Limited to conduct an audit in terms of Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and read with SEBI's Circulars and to issue the Annual Secretarial Compliance Report for the financial year ended **31<sup>st</sup> March 2021**.

It is the responsibility of the management of the company to maintain records and to devise proper systems to ensure compliance with the provisions of all applicable Securities and Exchange Board of India Regulations and circulars / guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.

My responsibility is to verify compliances by the company with all the applicable Securities and Exchange Board of India Regulations and circulars / guidelines issued there under from time to time and to issue a Report thereon.

I have conducted my audit in accordance with the Guidance Note on Annual Secretarial Compliance Report issued by The Institute of Company Secretaries of India and in a manner which involved such examinations and verifications as considered necessary and adequate for the issue of said Report.

Due to the pandemic caused by COVID – 19 and prevailing lockdowns / restrictions on movement of people imposed by the Government, I have conducted my audit remotely based on the records and information made available to me by the company electronically for the purpose of issuing this Report.

Annual Secretarial Compliance Report is enclosed herewith.

B.SUBRAMANIAN  
Practicing Company Secretary  
FCS No.:2152 C P No.:2275  
Place: Chennai  
Date: 25<sup>th</sup> May, 2021.

**ANNUAL SECRETARIAL COMPLIANCE REPORT OF  
POLYSPIN EXPORTS LIMITED FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2021.**  
(Pursuant to Regulation 24 A of Securities and Exchange Board of India (Listing Obligation  
and Disclosure Requirements) Regulations, 2015)

**I have examined:**

- a. All the documents and records made available to me and explanation provided by **M/s.POLYSPIN EXPORTS LIMITED** (“the listed entity”) and its officers,
- b. The filings/ submissions made by the listed entity to the BSE Limited, from time to time,
- c. Website of the listed entity,
- d. any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended **31.03.2021** (“Review Period”) in respect of compliance with the provisions of:
  - (a) The Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued there under; and
  - (b) The Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India (“SEBI”);

**The Specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, include:-**

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (e) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009;
- (f) Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003.
- (g) Securities and Exchange Board of India (Settlement Proceedings) Regulations, 2018 and circulars/ guidelines issued thereunder.

**Provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') were not applicable to the Company during the Reporting period:-**

- (a) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (b) Securities and Exchange Board of India (Share-Based Employee Benefits) Regulations, 2014;
- (c) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (d) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- (e) Securities and Exchange Board of India (Delisting of Equity Shares) (Amendment) Regulation, 2016;

and circulars/ guidelines issued there under by the concerned authority from time to time and based on the above examination, I hereby report that, during the Reporting Period:

- a. The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under, except in respect of matters specified below:-

Sl. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1	Regulation 295 (1) of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018. The Bonus Issue to be implemented within two months from the date of meeting of the Board of directors.	The due date of completion of Bonus Issue shall be August 24, 2020. But, the bonus issue completed on September 22, 2020.	The delay of 29 days happened for completion of Bonus Issue i.e. till the shares are permitted to trade on the BSE Limited Platform.

- b. The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under in so far as it appears from my examination of those records.
- c. The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued there under:

Sl. No.	Action taken by	Details of violation	Details of action taken e.g. fines, warning letter, debarment, etc.	Observations / remarks of the Practicing Company Secretary, if any.
1.	BSE Ltd., against the company.	As per Regulation 295(1) of SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018, the Bonus Issue should be implemented within two months from the date of approval of the Board of Directors. The Board of Directors approved the proposal on June 25, 2020 and due date of completion of shall be August 24, 2020. But, the bonus issue completed on September 22, 2020.	BSE Limited (Stock Exchange) had imposed a basic fine of Rs.5,80,000/- plus GST.	The Company had remitted the fine to the BSE Limited against this delayed compliance.

d. The listed entity has taken the following actions to comply with the observations made in previous reports:

Sl. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31 <sup>st</sup> March 2020.	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1	Nil	The total number of Independent Directors fell below half of the board. The company had paid the fine levied by BSE and appointed required number of Independent Directors and complied with the regulations.	BSE imposed a Fine of Rs.4,55,000/- plus GST.	Company remitted the fine and complied with the provisions immediately.

Name of the Practicing Company Secretary: B.SUBRAMANIAN  
FCS No.:2152 C P No.:2275

Place: Chennai

Date: 25<sup>th</sup> May, 2021.

UDIN: **F002152C000365537**