



KSHITIJ Polyline Ltd.

WORLD CLASS PRODUCTS

Regd. Office : 417/418, Dimple Arcade, Near Sai Dham Temple, Thakur Complex, Kandivali East, Mumbai – 400101, India Tel.: +91/022-46076837
Manufacturing Unit: Survey No. 110/1/13-14 & 11-12, Amil Village, 66 K.V.A. Road, Opp. Lane to Silvassa.
Municipal Council, Silvassa (U.T.) of Dadra and Nagar Haveli and Daman and Diu - 396230
Email: info@kshitijpolyline.co.in | Website: www.kshitijpolyline.co.in

CIN : L25209MH2008PLC180484

Date: April 05, 2024

To,
The Manager
National Stock Exchange of India Limited
Address: Exchange Plaza,
Bandra-Kurla Complex,
Bandra (East), Mumbai-400051.

Symbol: KSHITIPOL

Subject: Notice of the 01st Extra Ordinary General Meeting ('EOGM') of the Company of the Financial Year 2024-2025 as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("Listing Regulations"):

Dear Sir/Madam,

We forward herewith Notice of the 01st EGM of the Company scheduled to be held on Monday, April 29, 2024, at 11:30 A.M. vide video conferencing mode which will deem to be held at the registered office of the company situated at Office no. 417/418, Dimple Arcade, Near Sai Dham temple, Thakur Complex, Kandivali East, Mumbai, Kandivali East, Maharashtra, India-400101, to transact the below mentioned business:

1. To consider and approve, the appointment of Mrs. Vineeta Jain (DIN: 10481057) as Whole-time Director of the Company.
2. To consider, deliberate and approve the dilution of investment held by the company in its material subsidiary i.e., M/s Sparion Infrastructure Private Limited.
3. To consider and approve Material Related Party Transactions for the F.Y 2024-2025.

The Notice of EGM along with the Explanatory Statement is enclosed herewith.

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration Rules), 2014 and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company is providing the facility to its members holding shares on cut-off date i.e., April 24, 2024, to exercise their right to vote by electronic means on all or any of the business specified in the notice convening the EGM.

Please make note of the following dates for e-voting:

Date and time of commencement of remote e-voting: Friday, April 26, 2024, at 9:00 AM.

Date and time of end of remote e-voting: Sunday, April 28, 2024, at 5:00 P.M.

Mfg. of: PP, PVC, HIPS/PS, ABS, HDPE, Sheets & Films, PVC Profiles & Other Stationery items.

A WORLD OF PLASTIC SHEETS & FILM



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In compliance with provisions of the Companies Act, 2013, electronic copies of the Notice convening the EGM, has been dispatched by e-mail to all the Members whose e-mail addresses are registered with the Company and/or the Depository Participant. The notice of the EGM will also be available on the website of the Company and on the website of the stock exchanges.

This is submitted pursuant to Regulation 30 read with Para A, Part A of Schedule III of the Listing Regulations.

Please take the same on record.

For **KSHITIJ POLYLINE LIMITED**

Mahendra Kumar Jain

Director

DIN: 09765526

Address: Office no. 417/418, Dimple Arcade, Near Sai Dham temple,
Thakur Complex, Kandivali East, Mumbai,
Kandivali East, Maharashtra, India, 400101.



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NOTICE

NOTICE is hereby given that pursuant to Section 100 read with Section 108 and other applicable provisions of the Companies Act, 2013, (the Act) if any, read together with the Companies **(Management and Administration) Rules, 2014**, Regulation 44 of the Securities and Exchange Board of India **(Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations)**, Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India (SS-2), the relaxations and clarifications issued by Ministry of Corporate Affairs vide General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 20/2021 dated December 08, 2021, General Circular No. 11/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023 and subsequent circulars issued by the Ministry of Corporate Affairs **(MCA) (hereinafter collectively referred to as the MCA Circulars)**, circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12 May, 2020, Circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15 January, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 and SEBI/HO/DDHS/P/ CIR/2022/0063 dated 13 May, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5 January, 2023 and SEBI/HO/CFD/CFD-PoD2/P/CIR/2023/167 dated 7 October, 2023 **(collectively SEBI Circulars)** issued by the Securities and Exchange Board of India (SEBI) and subject to other applicable laws, rules and regulations, if any, including any statutory modification or re-enactment thereof for the time being in force, an **Extra-Ordinary General Meeting (EGM) of the Members of M/s Kshitij Polyline Limited** (CIN: L25209MH2008PLC180484), will be held on Monday, April 29, 2024, at 11:30 A.M. (IST) through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) at the Registered office of the Company situated at Office no. 417/418, Dimple Arcade, Near Sai Dham temple, Thakur Complex, Kandivali East, Mumbai, Kandivali East, Maharashtra, India, 400101 shall be deemed as the venue for the Meeting and the proceedings of the EGM shall be deemed to be made thereat, to transact the following business:

SPECIAL BUSINESS:

- To consider and approve, the appointment of Mrs. Vineeta Jain (DIN: 10481057) as Whole-time Director of the Company:**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to section 152, 160 & 161 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, including amendment thereof, if any, Mrs. Vineeta Jain (DIN: 10481057), who was appointed as an Additional Director of the Company, with effect from January 31, 2024 by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee and in terms of Section 161 of the Companies Act, 2013 (“Act”) read with the Articles of Association of the Company, who is eligible for appointment and who has consented to act as a Director of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to provisions of Section 196(4), 197, 203 & Schedule V of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) as amended from time to time, and Regulation 17 (1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Articles of Association of the Company, and on the basis of recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, the consent of the shareholders be and is hereby accorded to appoint Mrs. Vineeta Jain (DIN: 10481057) as Whole-Time Director of the Company for a period of three consecutive years with effect from January 31, 2024 to January 30, 2027, liable to retire by rotation and on such the terms and conditions including remuneration to be payable thereof as set out in the Explanatory Statement annexed to the Notice and as may be mutually agreed between the Board and Mrs. Vineeta Jain.



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RESOLVED FURTHER THAT the remuneration as stated in the annexed Explanatory Statement, payable to Mrs. Vineeta Jain, during her tenure be paid as minimum remuneration in case the Company has no profit/ inadequate profits, notwithstanding that such remuneration may exceed the limits specified under Section 197 and Schedule V of the Act.

RESOLVED FURTHER THAT Mrs. Vineeta Jain, Whole Time Director be entrusted with such powers and perform such duties as may from time to time be delegated / entrusted to him subject to the supervision and control of the Board.

RESOLVED FURTHER THAT the Board be and is hereby authorised to vary the terms of appointment and to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary and with the power on behalf of the Company to settle questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company

RESOLVED FURTHER THAT the Board of Directors of the Company be and hereby jointly/severally authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and execute all such agreements, documents, instruments and writings as deemed necessary, to file requisite forms or applications with the statutory/ regulatory authorities, with power to settle all questions, difficulties or doubts that may arise in this regard, as he/she may in his/ her sole and absolute discretion deem fit.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps as may be necessary, desirable, or expedient to give effect to this resolution.”

2. **To consider, deliberate and approve the dilution of investment held by the Company in its material subsidiary, M/s Sparion Infrastructure Private Limited:**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and any other provisions of the Companies Act, 2013, rules made thereunder and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), Memorandum and Articles of Association of the Company, Regulation 37A & 24(5) of SEBI (Listing Obligation & Disclosure requirements) Regulation 2015, approval of the Board of Directors of the Company, the consent of the shareholders of the company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any committee thereof constituted by the Board), for the dilution of investment held by the Company in its wholly owned subsidiary (WOS) i.e., Sparion Infrastructure Private Limited by 51% , leading to a change from Wholly-owned subsidiary to the associate of the Company as 51% of the shareholding will be held by the external investor(s) post such dilution.

RESOLVED FURTHER THAT any of the Director of the Company be and is hereby authorized on behalf of the Company to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of effectuating the aforesaid dilution along with filing of necessary e-forms with the Registrar of Companies or any regulatory authorities, including issuance of certified true copy of the resolution to the concerned, as may be required from time to time.”

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps as may be necessary, desirable, or expedient to effectuate the said resolution.”

3. **To consider and approve Material Related Party Transactions for the F.Y 2024-2025:**



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To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 2(76), 188 of the Companies Act, 2013 and any other applicable provisions, if any, (‘the Act’) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulation 2(1)(zc), 23(4) of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), Related Party Transactions Policy of the Company, , and based on the recommendation of the Audit Committee and approval of the Board of Directors, the consent shareholders of the company be and is hereby accorded to the Board of Directors of the Company to carry out all the material related party transaction(s), contract(s)/arrangement(s) entered into or proposed to be entered into with related party within the meaning of Section 2(76) & Regulation 2 (1) (zb) of Listing Regulations, (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), as detailed below, for a period of one year i.e., for financial year 2024-2025, at an amount not exceeding the limits mentioned below and on such term(s) and condition(s) as may be sanctioned or mutually agreed between the parties, subject to that such transactions, contracts or arrangements are carried out at arm’s length basis and in the ordinary course of business:

Sr. No.	Name of the Related Party	Nature of Transaction	Indicative Base Price/ Current contracted price	Transaction Amount	Period of Transaction	Whether the transaction is in the ordinary course of business and at arm’s length
1.	Lucky Plastics	Purchase/Sale of Goods and Services / Granting Loan or Loan Taken in the form of Inter Corporate Deposits	25,00,00,000	25,00,00,000	2024-2025	Yes
2.	Lucky Plastics and Stationery Limited	Purchase/Sale of Goods and/or Services	25,00,00,000	25,00,00,000	2024-2025	Yes
3.	Kshitij E-Stores Ventures Private Limited	Purchase/Sale of Goods and Services / Granting Loan or Loan Taking in the form of Inter Corporate Deposits	25,00,00,000	25,00,00,000	2024-2025	Yes
4.	Sparion Infrastructure Private Limited	Purchase/Sale of Goods and Services / Granting Loan or Loan Taking in the form of Inter Corporate Deposits	25,00,00,000	25,00,00,000	2024-2025	Yes

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as deem necessary, proper or desirable, to finalize the terms and conditions of the transactions with the aforesaid parties, and to execute or authorize any person to execute all such documents, instruments, along with filing of

necessary e-forms with the Registrar of Companies or any regulatory authorities, including issuance of certified true copy of the resolution to the concerned, as may be required from time to time.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps as may be necessary, desirable, or expedient to effectuate the said resolution.”

By Order of the Board of Directors
For **Kshitij Polyline Limited**

SD/-

Mahendra Kumar Jain
Executive Director

DIN: 09765526

Address: Office no. 417/418, Dimple Arcade, Near Sai Dham temple,
Thakur Complex, Kandivali East, Mumbai,
Kandivali East, Maharashtra, India, 400101

Registered & Corporate Office:

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Thakur Complex, Kandivali East, Mumbai,
Kandivali East, Maharashtra, India, 400101

CIN: L25209MH2008PLC180484

E-mail: info@kshitijpolyline.co.in

Place: Mumbai

Date: April 02, 2024

Notes:

1. Pursuant to the provisions of the Companies Act, 2013 (“Act”) a member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/ her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the MCA Circulars and SEBI Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this EGM and hence the Proxy Form, Attendance Slip and route map of the EGM are not annexed to this Notice.
2. Institutional/Corporate Shareholders (i.e., other than individuals/HUF, NRI etc.) are required to send a scanned copy (PDF/JPG Format) of their respective Board or governing body Resolution/Authorization etc., authorizing their representative to attend the EGM through VC/OAVM on their behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to csronakjhuthawat@gmail.com with a copy marked to evoting@nsdl.com and info@kshitijpolyline.co.in
3. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice convening the EGM of the Company along with the process of e-voting is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. Members may note that the Notice of the EGM will also be available on the Company’s website www.kshitijpolyline.co.in , websites of the Stock Exchanges i.e. NSE Limited at www.nseindia.com , and on the website of NSDL www.evoting.nsdl.com
4. In the 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 during the EGM.
5. Members seeking any information with regard to any matter to be placed at the EGM are requested to write to the Company on or before April 25, 2024, through email on info@kshitijpolyline.co.in . The same will be replied by the Company suitably.
6. Members attending the EGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. The Members can join the EGM through VC/OAVM mode 15 minutes before the scheduled time of the commencement of the EGM and the members can also join after the commencement of the EGM till the expiry of 30 minutes after such scheduled time by following the procedure mentioned in the Notice. The Members will be able to view the proceedings on National Securities Depository Limited (“NSDL”) e-voting website at www.evoting.nsdl.com.

The facility of participation at the EGM through VC/OAVM will be made available to at least 1,000 Members on a first come first served basis as per the MCA Circulars. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel’s, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders’ Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
8. Members who have not registered their e-mail addresses are requested to register the same with the Company’s Registrars and Transfer Agents / Depository Participant(s) for sending future communication(s) in electronic form. The email addresses can be registered with the Depository Participant (“DP”) for the shares are held in electronic form.



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9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (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.

Registration of Email Id:

- a) In case, the shareholder's email ID is already registered with the Company/its Registrar & Share Transfer Agent / Depositories, login details for e-voting will be sent on the registered email address.
- b) In case the shareholder has not registered his/her/their emails address with the Company/its RTA/Depositories and or has not updated the Bank Account mandate, the following instructions are to be followed:
- Kindly login to the website of the RTA, namely, M/s KFin Technologies Limited, fill in the details and upload the required documents and submit. OR
 - In the case of Shares held in Demat mode: The shareholder may please contact the Depository Participant ("DP") and register the email address and bank account details in the Demat account as per the process followed and advised by the DP.

Alternatively, Members may send an e-mail request to the email id: info@kshitijpolyline.co.in along with a scanned copy of the signed request letter providing the email address, mobile number, self-attested PAN copy, and Client Master copy in case of the electronic folio and copy of the share certificate in the case of the physical folio.

- Members seeking any information with regard to any matter to be placed at the EGM are requested to write to the Company through an email on info@kshitijpolyline.co.in
- Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the EGM. The Company reserves the right to restrict the number of questions and a number of speakers depending upon the availability of time, for the smooth conduct of the EGM. The Company has also provided the facility to the Members to ask questions to the panellist via active chat board during the EGM and the same would be responded to by the Company appropriately.
- To support the 'Green Initiative', the members who have not registered their email addresses are requested to register the same with RTA/ Depositories.
- The business set out in the notice will be transacted through remote e-voting system and the instructions and other information relating to remote e-voting provided by M/s KFin Technologies Limited are given herein below in this Notice. In case of any queries or grievances in connection with remote e-voting, the shareholders may write to the registered office address of the Company.
- To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.
- As per the provisions of Section 72 of the Act, the facility for making nomination is available to the Members in respect of the shares held by them. Members who have not yet registered their nomination, are requested to register the same by submitting Form No. SH-13. If a member desires to opt-out or cancel the earlier nomination and record a fresh nomination, the Member may submit the same in form ISR-3 or

form SH-14, as the case may be. The said forms can be downloaded from the Company's RTAs website. Members are requested to submit the said form to their respective DPs for the shares are held in electronic form.

7. Pursuant to MCA Circulars, a designated email address i.e., has been created by the company so that the Members can convey their vote when a poll is required to be taken during the meeting on any resolution at such designated email address through their email addresses which are registered with the RTA/DP.
8. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Amendment Rules, 2014 Company is pleased to provide the members to exercise their right to vote at the Annual General Meeting of the Company by electronic means through E-voting facility provided by NSDL.
9. Mr. Ronak Jhuthawat of M/s. Ronak Jhuthawat & Co, Practising Company Secretaries has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall immediately from the conclusion of the remote e-voting period unblock the votes in the presence of at least 2 witnesses, not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, and forward it to the Chairman of the Company.
10. The Results declared along with the Scrutinizer's Report shall be placed on the website of the Company at and on the website of the company <https://www.kshitijpolyline.co.in/> immediately after the declaration of Result by the Chairman or any person authorized by him in writing and communicated to BSE.
11. Voting through electronic means:

In compliance with the provisions of Section 108 and other applicable provisions of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, and Regulation 44 of the Listing Regulations and in terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting facility provided by listed entities, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. The Company has engaged the services of NSDL for facilitating e-Voting to enable the Members to cast their votes electronically as well as for e-Voting during the EGM. Resolution(s) passed by Members through e-Voting is/are deemed to have been passed as if it/they have been passed at the EGM. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by NSDL.

The voting period begins on Friday, April 26, 2024, 09:00 A.M. (IST) and ends on Sunday, April 28, 2024, 05:00 P.M. (IST). During this period shareholders of the Company, holding shares as on the cut-off date i.e., Wednesday, April 24, 2024, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

1. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
2. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facilities to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders. In order to increase the efficiency of the voting process, pursuant to



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public consultation, it has been decided to enable e-voting to **all the Demat account holders, by way of a single login credential, through their Demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-the voting process.

12. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
13. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint a proxy to attend and cast votes for the members is not available for this EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EGM through VC/OAVM and cast their votes through e-voting.
14. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.kshitijpolyline.co.in/ The Notice can also be accessed from the websites of the Stock Exchange i.e., NSE Limited at <https://www.nseindia.com/>. The EGM Notice is also disseminated on the website of NSDL (the agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e., www.evotingindia.com.
15. Members who have already cast their vote by remote e-Voting prior to the EGM, will also be eligible to participate at the EGM but shall not be entitled to cast their vote again on such resolution(s) for which the Member has already cast the vote through remote e-Voting.
16. Members of the Company holding shares as on the cut-off date of Wednesday, April 24, 2024, may cast their vote by remote e-Voting. The remote e-Voting period commences on Friday, April 26, 2024, at 9:00 a.m. (IST) and ends on Sunday, April 28, 2024, at 5:00 p.m. (IST). The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The voting right of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Wednesday, April 24, 2024.
17. The instructions for shareholders for e-voting and joining virtual meetings are as under:

The Members will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access the same by following the steps mentioned below for 'Log-in to NSDL e-Voting system'. The link for VC/OAVM will be available in 'Member login' where the 'EVEN' of the Company will be displayed. After successful login, the Members will be able to see the link of 'VC/OAVM link' placed under the tab 'Join Extra-Ordinary General Meeting' against the name of the Company. On clicking this link, the Members will be able to attend and participate in the proceedings of the EGM through a live webcast of the meeting and submit votes on announcement by the Chairman.

The Members can join the EGM 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 EGM through VC/OAVM will be made available to at least 1000 members on a 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 EGM without restriction on account of first come first served basis.

Members may join the EGM through laptops, smartphones, tablets, and iPads for better experience. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the Meeting. Members will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge, or Firefox. Please note

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that participants connecting from mobile devices or tablets or through laptops 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 glitches.

Members who would like to express their views/ ask questions as a Speaker at the EGM may preregister themselves by sending a request from their registered email ID mentioning their names, DP ID and Client ID/folio number, PAN and mobile number to info@kshitijpolyline.co.in till Thursday, April 25, 2024 5:00 p.m. (IST).

Only those Members who have pre-registered themselves as Speakers will be allowed to express their views/ask questions during the EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.

Any person who acquired shares and become Members of the Company after the Notice is sent through e-mail and holding shares as of the cut-of date i.e., Wednesday, April 24, 2024, may obtain the login ID and password by sending a request to Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using “Forgot User Details/Password” or “Physical User Reset Password” option available on www.evoting.nsdl.com or call on 022 - 4886 7000 and 022 - 2499 7000. In case of Individual Shareholders holding securities in demat mode who acquire shares of the Company and become Members of the Company after sending of the Notice and holding shares as of the cut-off date i.e., Wednesday, April 24, 2024, may follow steps mentioned in the Notice of the EGM under “Access to NSDL e-Voting system. Other methods for obtaining/ procuring user IDs and passwords for a-Voting are provided in the EGM Notice.

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 and 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 EGM/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 venue voting on the date of the EGM/AGM will be provided by NSDL.

EGM has been 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, and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020, and MCA Circular No. 2/2021 dated January 13, 2021, 19/2021 dated 8th December 2021, 21/2021, dated 14th December, 2021, 10/2022 dated 28th December 2022 and 09/2023 dated 25th September 2023.

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

The remote e-voting period begins on Friday, April 26, 2024, at 09:00 A.M. and ends on Sunday, April 28, 2024, at 05:00 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., Wednesday, April 24, 2024, 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 Wednesday, April 24, 2024.



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 Municipal Council, Silvassa (U.T.) of Dadra and Nagar Haveli and Daman and Diu - 396230
 Email: info@kshitijpolyline.co.in | Website: www.kshitijpolyline.co.in
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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"> 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. 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 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. 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. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.







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	<p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<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>



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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned 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 022 - 4886 7000 and 022 - 2499 7000
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 toll free no. 1800 22 55 33

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?

1. 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.
2. 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*****.
b) 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*****



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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 101456 then user ID is 101456001***
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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 the 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.



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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 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 csronakjhuthawat@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr. Abhijeet Gunjal, Deputy Manager 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 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), AADHAR (self-attested scanned copy of Aadhar Card) to info@kshitijpolyline.co.in . If you are an Individual shareholder 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.**
2. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.



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3. 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 EGM/AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/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 EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/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 EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/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" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join 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 info@kshitijpolyline.co.in The same will be replied by the company suitably.

Registered Office: Office no. 417/418, Dimple Arcade, Near Sai Dham temple, Thakur Complex, Kandivali East, Mumbai, Kandivali East, Maharashtra, India, 400101.

By order of the Board of Directors

For KSHITIJ POLYLINE LIMITED

**Sd/-
Mahendra Kumar Jain
Executive Director**

**DIN: 09765526
Date: April 02, 2024
Place: Mumbai**



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EXPLANATORY STATEMENT

[Pursuant to Sections 102 of the Companies Act, 2013 (“Act”)]

Item no. 01:

To consider and approve, the appointment of Mrs. Vineeta Jain (DIN: 10481057) as Whole-Time Director of the Company:

The shareholders are hereby informed that Board of Directors, on the recommendation of Nomination and Remuneration Committee at their meeting held on January 31, 2024 appointed Mrs. Vineeta Jain (DIN: 10481057) as Additional and Whole-Time Director, with effect from January 31, 2024 to hold office up to the next general meeting or within a period of three months from the date of appointment, whichever is earlier pursuant to provisions Sections 161, 196(4), 197, 203 of the Companies Act, 2013 and Regulation 17(1C) of SEBI (Listing Obligations Disclosure Requirements) Regulations, 2015

Further, the shareholders are hereby informed that Mrs. Vineeta Jain fulfils the conditions as set out in Section 196 and Schedule V of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) for being eligible for appointment as Whole-Time Director. She is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and SEBI Regulations.

The Company has received from Mrs. Vineeta Jain (i) Consent to act as a Director & Key Managerial Personnel (KMP) in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (the Rules); (ii) Intimation in Form DIR-8 in terms of the Rules to the effect that she is not disqualified under the provisions of Section 164(2) of the Act; (iii) Declaration pursuant to NSE Circular No. NSE/CML/2018/24 dated June 20, 2018 that she has not been debarred from holding office of a Director by virtue of any order passed by Securities and Exchange Board of India or any other such authority.

Further on recommendation of the Nomination and Remuneration Committee, the Board at its meeting held on January 31, 2024, approved the terms and conditions of Mrs. Vineeta Jain appointment, subject to approval of the Shareholders.

Brief particulars of the terms and conditions of his appointment including remuneration payable are as follows:

1. Brief Profile:

Mrs. Vineeta Jain holds Masters in Business Administration (MBA) from Sikkim Manipal University, she has also done a Hospitality Management course from AHA. She has overall experience of five years in multiple industries. She has handled H1B recruitment for organizations like Microsoft and Aditi Technologies. She has experience in writing professional resumes and cover letters and have written for Shine.com and wisdomjobs.com. She has expertise in content writing and proficiently written unique content on varied subjects for Blogs, Websites, SEO/SEM articles for domains like Travel & e-Commerce inclusive of Product Descriptions etc. Her last organization was Fintrade L’Amour Services as HR Admin.

2. Term:

For a period of 03 years commencing from January 31, 2024, till January 30, 2027



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3. **Duties:**

The Whole Time Director who is in the whole time employment of the Company, shall subject to superintendence, control and directions of the Board of Directors, devote her whole time to the business of the Company and carry out such duties as may be entrusted to her by Board or Managing Director from time to time, in the best interest of the business of the Company and the business of any one or more of its associated companies, subsidiaries and /or joint ventures, including performing duties as assigned by the Board from time to time by serving on the Boards of such associated companies, subsidiaries and/or JVs or any other executing body or any Committee of such a Company. The Whole Time Director shall not be accountable to the Company for any benefits received as Director or Member of such associate, subsidiaries and/or JVs of the Company.

The Whole-time Director shall not be accountable to the Company for any benefits received as Director or Member of such associate, subsidiaries and/or JVs of the Company.

The Whole-time Director undertakes to employ the best of her skills and ability and to make her utmost endeavours to promote the interests and welfare of the Company and to conform to and comply with the policies and regulations of the Company and all such orders and directions as may be given to her from time to time by the Board.

4. **Remuneration:**

So long as the Whole-time Director performs her duties and conforms to the terms and conditions contained in this agreement, she shall, subject to such approvals as may be required, be entitled to the salary of INR. 85,000/- Per Month.

5. **Minimum Remuneration:**

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of the Whole-Time Director, the Company has no profits or its profits are inadequate, the Company will pay to the Whole-Time Director remuneration by way of salary, commission, Perquisites as specified above irrespective of the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013.

The Brief Profile of Mrs. Vineeta Jain and other requisite details pursuant to the provisions of Regulation 36(3)(a) of the Listing Regulations and 1.2.5 of the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India is provided as '**Annexure -I**'.

Further information as required to be disclosed pursuant to paragraph (iv) of the second proviso of Paragraph B of Section II of Part II of Schedule V to the Companies Act, 2013 is annexed to this explanatory statement as '**Annexure-II**'.

In compliance with the provisions of Sections 196, 197, 203 and other applicable provisions of the Act, read with Schedule V to the Act, and Regulation 17(1C) of SEBI (LODR) Regulations, 2015, the terms of appointment and remuneration of the Whole-Time Director as specified above are now being placed before the Members for their approval by way of Special Resolution.

Other than Mr. Mahendra Kumar Jain, Mrs. Vineeta Jain, and their relatives, none of the Directors or KMP of the Company or their respective relatives are concerned or interested in the Resolution.

The Board recommends the Resolution for approval of the Shareholders as a Special Resolution as set out in Item no. 1 of the Notice.



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Item No. 2:

The members are hereby informed that M/s Sparion Infrastructure Private Limited, wholly owned subsidiary (“WOS”) of the company is in the need of additional funds for carrying out its business operations and hence it is going to raise funds by issuing fresh securities.

Consequently, pursuant to the said corporate actions in WOS, the investment of the Company (i.e., M/s Kshitij Polyline Limited) in WOS will get diluted and it will lead to a change in nomenclature from Wholly Owned Subsidiary to Associate of the Company. [i.e., Sparion will become an Associate of the Company]

Further, pursuant to the provisions of Section 180(1)(a) and any other applicable provisions if any, of the Companies Act, 2013, read with rules made thereunder (including any statutory modifications or re-enactment thereof, for the time being in force), Regulation 37A SEBI (Listing Obligation & Disclosure requirements) Regulation 2015; if investment of the Company in an undertaking exceeds 20% of its net-worth as per audited balance sheet of the preceding financial year it shall be considered as an Undertaking of the Company and “Substantially the whole of the undertaking” in any financial year means 20% or more of the value of the undertaking as per the audited balance sheet of the preceding financial year under the said provisions. Accordingly, Sparion is considered as an undertaking of the Company and since the proposed dilution is by 51%, it also satisfies the criteria of substantially the whole of the undertaking.

In this regards, the shareholders are further informed that pursuant to provisions of Section 180 and Regulation 37A, if a Company intends to dispose of its undertaking either whole or substantially the whole of the undertaking, approval of the shareholders is required before the same can be carried out and pursuant to provisions of Regulation 24 of the SEBI (LODR) Regulations, 2015; a Company shall not dispose of shares in its material subsidiary resulting in reduction of its shareholding to less than or equal to 50% without passing the special resolution in its general meeting. Hence the said agenda item is being placed before the shareholders for their approval.

The shareholders are hereby also informed that in compliance with Regulation 37A(1)(b), the rationale for carrying out the disposal of Sparion in the form of dilution of the Company's stake lies in Sparion's urgent need for additional funds, prompting certain corporate actions involving the issuance of securities. Consequently, the Company's stake in Sparion is anticipated to be diluted by 51%. This dilution, however, does not constitute a sale or disposal in the traditional sense but rather a result of corporate actions within the WOS. Therefore, no proceeds will be generated for the Company, rendering disclosure regarding the use of proceeds from such disposal in the explanatory statement as not applicable.

The Board of Directors have approved and recommended shareholders for the said dilution.

“It is pertinent to note that Regulation 37A (1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 mandates that the resolution shall be acted upon only if the votes cast by the public shareholders in favour of the resolution exceed the votes cast against it.”

Additionally, no public shareholder shall vote on the resolution if he/she is a party, directly or indirectly, to the said resolution.”

None of the Directors or Key Managerial Personnel of the Company or their respective relatives is in any way concerned or interested in the aforementioned proposal apart from their directorship or shareholding in the Company, if any.

Item No. 3:

In terms of Regulation 23 of the Listing Regulations, as amended, any transaction with a related party shall be considered material, if the transaction(s) entered into/to be entered into individually or taken together with the previous transactions during a financial year, exceeds ₹ 1,000 crore or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, and shall require prior approval of Members by means of an ordinary resolution. The said limits are applicable even if the transactions are in the ordinary course of business of the concerned company and at an arm's length basis.

Accordingly, considering the aforesaid transactions which is proposed to be entered into by the Company as mentioned in agenda item no. 03 are placed before the shareholders of the Company for their approval as the same are considered as material related party transactions.

The Company proposes to obtain approval of its members for giving approval to the Board for carrying out and/or continuing with the following arrangements and transactions with above mentioned related parties:

1. Lucky Plastics is a Proprietary concern of the promoter of the Company, a related party falling within the meaning of Related Party under Regulation 2 (1) (zb) of Listing Regulations.
2. Lucky Plastics and Stationery Limited a promoter group entity of the Company, a related party falling within the meaning of Related Party under Regulation 2 (1) (zb) of Listing Regulations.
3. Kshitij E-Stores Ventures Private Limited, a wholly owned subsidiary of the company, a related party falling within the meaning of Related Party under Regulation 2 (1) (zb) of Listing Regulations.
4. Sparion Infrastructure Private Limited, a wholly owned subsidiary of the company (proposed to be an Associate of the Company post the dilution), a related party falling within the meaning of Related Party under Regulation 2 (1) (zb) of Listing Regulations.

The above-stated transactions with related parties fall within the purview of the Listing Regulations and all these transactions in aggregate are material related party transactions under the Listing Regulations. These transactions are in the ordinary course of business and on an arm's length basis.

The transactions between the entities as mentioned aforesaid not only helps smoothen business operations for both the companies, but also ensures consistent flow of desired quality and quantity of goods and services without interruption and generation of revenue and business for both the companies to cater to their business requirements.

The management has provided the Audit Committee of Directors ('Audit Committee') with the relevant details of various proposed RPTs including material terms and basis of pricing. All Independent Directors on the Audit Committee, after reviewing all necessary information, have granted approval for entering into the said RPTs for F.Y. 2024-2025.

The details required as under the Listing Regulations and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, in connection with the Material Related Party Transactions is enclosed as '**Annexure III**'.

Shareholders may note that in terms of the provisions of the Listing Regulations, the related parties as defined thereunder (whether such related party(ies) are a party to the aforesaid transactions or not), shall not vote to approve Resolution under Item No. 3.



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Except as mentioned above, if any; none of the Directors and KMPs of the Company and/or their respective relatives are, in any way, concerned or interested either directly or indirectly, financially, or otherwise in the Resolution set out at Item No. 3 of the accompanying notice apart from their respective directorship and shareholding in the Company, if any.

Based on the review and approval of the Independent Directors on the Audit Committee, the Board of Directors recommends the Ordinary Resolution contained in Item No. 3 of the accompanying Notice to the Shareholders for approval.

**By order of the Board of Directors
For KSHITIJ POLYLINE LIMITED**

**Sd/-
Mahendra Kumar Jain
Director**

**DIN: 09765526
Date: April 02, 2024
Place: Mumbai**



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Annexure-I

Brief details of Directors being appointed pursuant to Regulation 36(3)(a) of the Listing Regulations and Information pursuant to Clause 1.2.5 of the Secretarial Standard – II on General Meetings (SS-2) regarding Director seeking appointment / re-appointment:

Sr. no.	Description	Details
1.	Name of the Director	Mrs. Vineeta Jain
2.	Director Identification Number	10481057
3.	Category	Whole-time Director
4.	Date of Birth	11/11/1982
5.	Nationality	Indian
6.	Qualification	Master's in business administration (MBA)
7.	Date of First Appointment on the Board	January 31, 2024
8.	Experience/ Expertise in specific functional area	Mrs. Vineeta Jain holds master's in business administration (MBA) from Sikkim Manipal University, she has also done a Hospitality Management course from AHA. She has overall experience of five years in multiple industries. She has handled H1B recruitment for organizations like Microsoft and Aditi Technologies. She has experience in writing professional resumes and cover letters and have written for Shine.com and wisdomjobs.com.
9.	Terms and Conditions of Appointment along with remuneration	Mrs. Vineeta Jain will serve for the period of 03 years commencing January 31, 2024, to January 30, 2027, and shall be given remuneration of INR. 85,000/- per month which shall be considered as minimum remuneration irrespective of the overall ceiling of the total managerial remuneration as provided under section 197 and Schedule V of the Companies Act, 2013 or such other limits as may be prescribed from time to time.
10.	Details of Remuneration last drawn	INR. 85,000/- per month
11.	Details of Remuneration sought to be paid	INR. 85,000/- Per month
12.	Details of Board Meetings attended by the Director during the year	1 meeting attended by the Director
13.	List of Directorships held in other Companies	Nil
14.	Relationship with Directors	Daughter-in-law of Mr. Mahendra Kumar Jain {Executive Director and Chief Financial Officer ("CFO")}
15.	Listed Entities from which resigned as Director in past 3 years	None
16.	Membership/Chairmanship of Committees across other Companies	NA
17.	Number of shares held in the Company	None



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18.	Relationships between directors inter-se	She is the daughter-in-law of Mr. Mahendra Kumar Jain, Executive Director, and Chief Financial Officer (“CFO”) of the Company
19.	Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	She has expertise in content writing and proficiently written unique content on varied subjects for Blogs, Websites, SEO/SEM articles for domains like Travel & e-Commerce inclusive of Product Descriptions etc. Her last organization was Fintrade L’Amour Services as HR Admin. She will be able to contribute to creating more awareness and building more brand value of the Company.



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Annexure II

Disclosures as required under sub clause (iv) of second proviso to clause (B) of section II of part-II of Schedule V:

I. General Information

(1) Nature of industry:

The company is engaged in providing wide products ranges, has established goodwill for quality products and has regular clients for the laminated, PP and PET sheet, Wiro, File and folders. Our company has developed and launched more than 250 products range in File, Folder & Diary under our Brand in Indian Market. Further, the company has a supply – Make to order – ID card with ribbon, File & Folder, notebooks with client Logo and Info, Display materials for Education, Pharma, FMCG, Finance and Insurance sectors.

(2) Date or expected date of commencement of commercial production: Not Applicable

(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 based on given indicators:

(₹ In Lakhs)

Particulars	2022-2023	2021-2022
Total Revenue	3,397.53	3,903.71
Finance Costs	155.17	207.47
Depreciation and Amortization Expense	110.43	109.71
Profit Before Tax	68.98	62.09
Provision for Tax including Current Tax adjustments of Earlier Years.	(17.93)	(9.69)
Provision for Deferred Tax	(5.78)	(10.84)
Profit after Tax	45.27	41.56

(5) Export Performance and net foreign exchange earnings:

Earning in foreign currency on cash Basis as mentioned below: -

(in rupees)

Particulars	April 01, 2022, to March 31, 2023	April 01, 2021, to March 31, 2022
Actual Foreign Exchange earnings	42,32,000	1,20,93,324
Actual Foreign Exchange outgo	2,27,02,000	99,41,810

II. Information about the appointee:

Sr. No.	Mrs. Vineeta Jain	
1	Background details	Mrs. Vineeta Jain holds a master's in business administration (MBA) from Sikkim Manipal University, she has also done a Hospitality Management course from AHA.



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		She has overall experience of five years in multiple industries. She has handled H1B recruitment for organizations like Microsoft and Aditi Technologies. She has experience in writing professional resumes and cover letters and have written for Shine.com and wisdomjobs.com.
2	Past remuneration	INR 85,000/- p.m.
3	Recognition or awards	None
4	Job profile and her suitability	The Company is looking for an experienced leader to take on the role of Whole-time Director. Mrs. Vineeta Jain, in this position, will be responsible for overseeing daily operations, administration, and the overall functioning of the Company and will be instrumental in driving strategic initiatives, ensuring operational excellence, and contributing to the overall success of the Company.
5	Remuneration proposed	INR 85,000/- p.m.
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	<p>In recognition of the crucial responsibilities undertaken by Mrs. Vineeta Jain as a Whole-time Director, her remuneration is thoughtfully designed to align with the significant role she plays in driving the Company's growth plans.</p> <p>Mrs. Jain's remuneration is benchmarked against industry standards, ensuring that it is competitive and commensurate with executive roles of similar scope and responsibility. This approach reflects our commitment to recognizing and rewarding her contributions in a manner that compares favorably with business heads in companies of similar size and positioning.</p>
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	She is the daughter-in-law of Mr. Mahendra Kumar Jain, Executive Director, and CFO of the Company

III. Other information:

- (1) Reasons of loss or inadequate profits: Currently Company has adequate profits. The Company is passing a special resolution pursuant to the proviso of the sub-section (1) of Section 197 of the Companies Act, 2013 and as a matter of abundant precaution, as the profitability of the Company may be adversely impacted in future due to business environment during the period for which remuneration is payable to Mrs. Vineeta Jain.
- (2) Steps taken or proposed to be taken for improvement: The Company has taken continuous efforts to reduce consumptions and to get maximum yield from its products and effective cost control and cost cuttings measures were also being implemented. The Company is confident that the newly developed products will contribute towards a significant growth in revenue in coming years.
- (3) Expected increase in productivity and profits in measurable terms: We as such cannot quantify the increase in profits in coming year, but we are certain that it will increase as compared to previous year as Company is growing continuously.



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Annexure-III

Details of the proposed RPTs between the Company and the below-mentioned entities, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:

Sr. No.	Description	Name of the Related Party			
		Lucky Plastics	Lucky Plastics and Stationery Limited	Kshitij Stores Ventures Private Limited	E-Sparion Infrastructure Private Limited
1.	A summary of the information provided by the management of the listed entity to the audit committee as specified in point 4 above:				
a)	Type, material terms and particulars of the proposed transaction	Purchase/Sale of Goods and Services / Granting Loan or Loan Taken in the form of Inter Corporate Deposits	Purchase/Sale of Goods and Services	Purchase/Sale of Goods and Services / Granting Loan or Loan Taking in the form of Inter Corporate Deposits	Purchase/Sale of Goods and Services / Granting Loan or Loan Taking in the form of Inter Corporate Deposits
b)	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	Proprietary concern of a Promoter	Promoter Group Entity of the Company	Wholly owned Subsidiary Company	Wholly owned Subsidiary Company
c)	Tenure of the proposed transaction (particular tenure shall be specified);	1 year (i.e., FY 2024-2025)	1 year (i.e., FY 2024-2025)	1 year (i.e., FY 2024-2025)	1 year (i.e., FY 2024-2025)
d)	Value of the proposed transaction;	25,00,00,000	25,00,00,000	25,00,00,000	25,00,00,000
e)	The percentage of the KPL's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided);	0%	0%	1.32%	41.08%



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f)	If the transaction relates to any loans, inter-corporate deposits, advances, or investments made or given by the listed entity or its subsidiary	Yes	Not Applicable	Yes	Yes
(i)	details of the source of funds in connection with the proposed transaction	Business accruals/Debt	NA	Business accruals/Debt	Business accruals/Debt
(ii)	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances, or investments	Loan from financial institution/	NA	Loan from financial institution/	Loan from financial institution/
	nature of indebtedness	Intercorporate Loan or Loan from Bank/Financial Institution	NA	Intercorporate Loan or Loan from Bank/Financial Institution	Intercorporate Loan or Loan from Bank/Financial Institution
	cost of funds; and	12%	NA	12%	12%
	tenure;	12 months approx..	NA	12 months approx..	12 months approx..
(iii)	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	Secured/ Unsecured	NA	Secured/ Unsecured	Secured/ Unsecured
(iv)	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Business Purpose	NA	Business Purpose	Business Purpose
g)	Justification as to why the RPT is in the interest of the listed entity	The transactions between the said related parties not only helps smoothen business operations for both the companies, but also ensures consistent flow of desired quality and quantity of goods and services without interruption and generation of revenue and business for both the companies to cater to their business requirements.			
h)	A copy of the valuation or other external party report, if any such report has been relied upon	Not applicable as the transactions are carried out at competitive and prevailing market prices. However, the above-mentioned related party transactions entered by the Company with counter party are on an arm's length basis. Therefore, the transactions with the counter party are conducted as if it is with an unrelated party, so that there is no conflict of interest.			
i)	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis	-	-	-	-



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j)	Any other information that may be relevant	NA	NA	NA	NA
2.	Justification for why the proposed transaction is in the interest of the listed entity	The transactions between the said related parties not only helps smoothen business operations for both the companies, but also ensures consistent flow of desired quality and quantity of goods and services without interruption and generation of revenue and business for both the companies to cater to their business requirements.			
3.	Where the transaction relates to any loans, inter-corporate deposits, advances, or investments made or given by the listed entity or its subsidiary, the details specified under point 4(f) above; (The requirement of disclosing source of funds and cost of funds shall not be applicable to listed banks/NBFCs.)	Please refer Point 1 (f)	Please refer Point 1 (f)	Please refer Point 1 (f)	Please refer Point 1 (f)
4.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	Not applicable as the transactions are carried out at competitive and prevailing market prices. However, the above-mentioned related party transactions entered by the Company with counter party are on an arm's length basis. Therefore, the transactions with the counter party are conducted as if it is with an unrelated party, so that there is no conflict of interest.			
5.	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis.	-	-	-	-
6.	Any other information that may be relevant.	Tenure: The above-mentioned transactions are recurring in nature. The approval of the shareholders is being sought for the related party transactions entered/to be entered during FY 2024-2025. The Tenure of Transaction may also depend on the Discretion of the Counter Party.			