



Kshitij Polyline Ltd.

Regd. Office : 8, Sona Udyog, Parsi Panchayat Road, Andheri (E), Mumbai - 400 069, INDIA.

Factory Address : Survey No. 110/1/13, Amli Village, Near Alfa Packaging, 66KVA Road, Silvassa, D.N.H. (U.T.)

Tel.: 28388562/28386812 | Email: kshitij123@hotmail.com | Website: www.kshitijpolyline.com

CIN : L25209MH2008PLC180484

Date: 05.08.2021

To
The National Stock Exchange of India Ltd.
Exchange Plaza, C-1, Block G,
Bandra-Kurla Complex,
Bandra (E),
Mumbai - 400 051.

Symbol: KSHITIJPOL

Sub: Submission of Notice of Annual General Meeting

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith Notice of 14th Annual General Meeting of kshitij Polyline Limited scheduled to be held on Tuesday, 30th day of August, 2022 at registered office situated at 8, Sona Udyog, Parsi Panchayat Road, Andheri East Mumbai, MH - 400069 IN, at 04:00 P.M.

Kindly acknowledge the receipt and take note on your records.

Thanking You

FOR KSHITIJ POLYLINE LIMITED


BHARAT GALA
DIRECTOR
DIN: 01994342
Encl: as above



NOTICE

Notice is hereby given that the 14th Annual General Meeting of kshitij Polyline Limited will be held on Tuesday, 30th day of August, 2022 at registered office situated at 8, Sona Udyog, Parsi Panchayat Road, Andheri East Mumbai, MH - 400069 IN, at 04:00 P.M. to transact the following business(es):

ORDINARY BUSINESS:

1. To receive, consider and adopt Audited Financial Statements of the Company for the Financial Year ended 31st March, 2022 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Rahul D. Shah (DIN: 01994291) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. To Appoint Mrs. Manisha Chordia (DIN: 06530154) as a Director of the Company

To consider and if, thought fit to pass with or without modifications, the following resolutions as an Ordinary Resolution:

“RESOLVED THAT Mrs. Manisha Chordia (DIN: 06530154), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 2nd June, 2022 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (“Act”) and the provisions of the Articles of Association of the Company but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution.”

4. To Appoint Mr. Jitesh Mathrubhai Patel (DIN: 09481398) as a Director of the Company

To consider and if, thought fit to pass with or without modifications, the following resolutions as an Ordinary Resolution:

“RESOLVED THAT Mr. Jitesh Mathrubhai Patel (DIN: 09481398), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 2nd June, 2022 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (“Act”) and the provisions of the Articles of Association of the Company but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the

office of Director of the Company, be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended from time to time, the appointment of Mr. Jitesh Mathurbhai Patel (DIN: 09481398), who meets the criteria for independence as provided in Section 149(6) of the Act and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent and Non-executive Director of the Company, not liable to retire by rotation, for a term of five years with effect from 2nd June, 2022, be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution.”

5. Increase in the Authorized Share Capital

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

“RESOLVED THAT pursuant to the provisions of Sections 13, 61, 64 and all other applicable provisions, if any, under the Companies Act, 2013 (“the Act”), (including any amendment thereto or re-enactment thereof), enabling provisions of the Articles of Association of the Company and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), or any other applicable laws for the time being in force and subject to all other necessary approvals, permissions, consents and sanctions, if required, of concerned statutory, regulatory and other appropriate authorities, if any, the consent of the Members of the Company be and is hereby accorded to increase the existing Authorized Share Capital of the Company of Rs. 10,50,00,000/- (Rupees Ten Crores Fifty Lakhs Only) divided into 1,05,00,000/- (One Crore Five Lakh) Equity Shares of Face Value of Re. 10/- (Rupee Ten Only) each to Rs. 20,00,00,000/- (Rupees Twenty Crores Only) divided into 2,00,00,000 (Rupees Two Crore) Equity shares of Face Value of Re. 10/- (Rupee Ten Only) each.

“RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

“V. The Authorised Share Capital of the Company is Rs. 20,00,00,000/- (Rupees Twenty Crores Only) divided into 2,00,00,000 (Two Crore) Equity Shares of Face Value of Re. 10/- (Rupee Ten Only) each.”

“RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby authorized to do all such acts, sign, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution.”

6. Payment to Non-Executive Director:

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

“RESOLVED THAT pursuant to the provisions of Section 197, Schedule V and other applicable provisions of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’) and other applicable provisions, as amended from time to time, the approval of the Members be and is hereby accorded for payment of remuneration to Ms. Manisha Chordia (DIN: 06530154), Non – Executive Director of the Company, remuneration by way of commission or fees, in addition to the sitting fee for attending the meetings of the Board of Directors or Committees thereof, for an amount upto INR 25,00,000/- per annum for the financial year 2021 – 22.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its discretion deem desirable, necessary, expedient, usual or proper to implement this Resolution.”

7. To Consider and Approve “Kshitij Polyline Limited - Employee Stock Option Scheme 2022”

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

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made there under, including any statutory modification(s) or reenactment (s) thereof for the time being in force; the relevant clauses of the Memorandum and Articles of Association of the Company; the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 as amended and enacted from time to time read with all circulars and notifications issued thereunder (‘SBEB & SE Regulations’); the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘LODR Regulations’); the provisions of Foreign Exchange Management Act, 1999 and rules & regulations framed thereunder and any rules, circulars, notifications, guidelines and regulations issued by the Reserve Bank of India and any other applicable laws, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, for the time being in force, the consent of the Members’ of the Company, be and is hereby accorded to the introduction, formulation and implementation of ‘Kshitij Polyline Limited – Employee Stock Option Plan 2022’ (‘KPL ESOP 2022’/ ‘Plan’) and authorizing the Board of Directors of the Company (hereinafter referred to as the ‘Board’ which term shall be deemed to include any Committee, including the Nomination and Remuneration and Corporate Governance Committee (NRCC) which the Board has constituted to exercise its powers, including the powers, conferred by this resolution and under Regulation 5

of the SBEB & SE Regulations) to create, and grant from time to time, in one or more tranches, not exceeding 10,00,000 (Ten lacs only) employee stock options ("hereinafter referred to as Option(s)") to or for the benefit of such eligible person(s) as designated by the Company, within the meaning of the Plan (other than Promoter or person belonging to the Promoter Group of the Company, Independent Directors and Director(s) holding directly or indirectly more than 10% of the outstanding equity shares of the Company), as may be decided under the Plan, exercisable into not more than 10,00,000 (Ten lacs only) equity shares of face value of ₹10/- (Rupees Five) each fully paid-up, where one Option would convert into one equity share upon exercise, on such terms and in such manner as the Board/Committee may decide in accordance with the provisions of the applicable laws and the provisions of the Plan.

RESOLVED FURTHER THAT the equity shares so issued and allotted as mentioned hereinbefore shall rank *pari passu* with the then existing equity shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any additional equity shares are issued by the Company to the Option grantees, for the purpose of making a fair and reasonable adjustment to the Options granted earlier, the ceiling in terms specified above shall be deemed to be increased to the extent of such additional equity shares issued.

RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the Option grantees under the Plan shall automatically stand reduced or augmented, as the case may be, in the same proportion as the face value per equity share shall bear to the revised face value of the equity shares of the Company, after such sub-division or consolidation, without affecting any other rights or obligations of the said grantees.

RESOLVED FURTHER THAT the Board/Committee and Company Secretary be and is hereby authorized to take requisite steps for listing of the equity shares allotted under the Plan on the stock exchanges where the equity shares of the Company are listed in due compliance with SBEB & SE Regulations and other applicable laws.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SBEB & SE Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Plan.

RESOLVED FURTHER THAT the Board / Committee, be and is hereby authorized to do all such acts, deeds, and things, as it may, at its absolute discretion, deem necessary including authorizing or directing to appoint merchant bankers, brokers, solicitors, registrars, compliance officer, investors service centre and other advisors, consultants or representatives, being incidental to the effective implementation and administration of the Plan as also to make applications to the appropriate authorities, parties and the institutions for their requisite approvals and all other documents required to be filed in the above connection and to settle all such questions,

difficulties or doubts whatsoever which may arise and take all such steps and decisions in this regard.”

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

**Sd/-
Bharat H Gala
Managing Director
DIN: 01994342**

**Place: Mumbai
Date: 04th August, 2022**

**Registered office:
Kshitij Polyline Limited
CIN: L25209MH2008PLC180484
8, Sona Udyog, Parsi Panchayat Road,
Andheri East Mumbai, MH – 400069.**

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

A person can act as a Proxy on behalf of Members not exceeding fifty (50) and holding in aggregate not more than ten percent (10%) of the total share capital of the Company. A Member holding more than ten percent (10%) of the total share capital of the Company may appoint a single person as Proxy and such Proxy shall not act as a Proxy for any other Member.

The Proxy form is annexed with this Notice. The instrument appointing the Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed, stamped and signed, not less than 48 hours before the commencement of the Meeting.

Corporate Members intending to send their authorized representatives to attend the Annual General Meeting ("the Meeting") are requested to send to the Company a certified true copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.

During the period beginning 24 hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting, a member is entitled to inspect the Proxies lodged, at any time during the business hours of the Company, provided that not less than 3 days of notice in writing is given to the Company by such Member.

2. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
3. Statement setting out material facts under Section 102 of the Companies Act, 2013, in respect of special business as set out in the notice is annexed.
4. The Register of Directors and Key Managerial Personnel and their Shareholding, the Register of Contracts or Arrangements in which Directors are interested will be available for inspection at the Meeting.
5. All the documents referred to in the Notice are annexed thereto including the Annual Report for the financial year 2021-22 and Notice of the 14th Annual General Meeting are open for inspection by the Members, without any fees, at the Registered Office at 8, Sona Udyog, Parsi Panchayat Road, Andheri East, Mumbai, MH - 400069 of the Company between 11.00 a.m and 01.00 p.m. on all working days except Saturday up to the date of the Meeting and the same shall also be made available for inspection by Members at the Meeting.
6. Members holding shares in physical form are requested to approach Kfin Technologies Pvt Ltd, the Registrar and Share Transfer Agents of the Company situated at Karvy Selenium, Tower- B, Plot No. 31 & 32., Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad, 500032, India for:

- (a) Intimating any change in their address and/or bank mandate;
- (b) Submitting requests for transfer, transmission, name change, split, consolidation, etc.;
- (c) Nominating any person to whom the shares shall vest in the event of death;
- (d) Updating/registering their e-mail address for correspondence; and
- (e) Any other queries with respect to shares held by them.

7. Members holding shares in electronic form are hereby informed that the Company or its Registrar cannot act on any request received directly from them for any change of address and/or bank mandate or change in e-mail address. Such changes are to be intimated only to the Depository Participants of the Members.
8. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares. Members can contact the Company or Kfin Technologies Pvt Ltd, for assistance in this regard.

9. Members who have not registered their e-mail address for receiving all communications including Annual Report, Notices and Circulars, etc. from the Company electronically, are requested to register the same with their Depository Participants (for shares held in electronic form) and with Kfin Technologies Pvt Ltd, the Registrar and Share Transfer Agents of the Company (for shares held in physical form). Members, who have registered their e-mail address, are also entitled to receive such communication in physical form, upon request.
10. The Annual Report for the financial year 2021-22 and Notice of the 14th Annual General Meeting, inter-alia, indicating the process and manner of voting along with Attendance Slip, Postal Ballot Form and Proxy Form are being sent in electronic mode to all the Members holding shares in dematerialized form and having their e-mail address registered with their Depository Participants and such other Members who have positively consented in writing to receive the same by electronic mode. Members, who have received the above documents in electronic mode, are entitled to receive the same, free of cost, in physical form, upon making a request in this regard to Kfin Technologies Pvt Ltd, the Registrar and Share Transfer Agents of the Company or to the Company. The abovementioned documents are also available for download on the Company's website i.e. <https://kshitiipolyline.co.in>.
11. Members may note that record date and the date for closure of register of members and share transfer books for determining the name of members eligible for bonus on Equity Shares, if declared at the ensuing AGM, shall be decided by Company Secretary the Company and intimated to the Stock Exchange in due course of time
12. The Securities and Exchange Board of India has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are required to submit their PAN details to the Company.
13. With regard to Section 107 of the Companies Act, 2013, the members can vote by show of hands of their assent or dissent for passing the resolution in the AGM.
14. The Ballot paper should be completed and signed by the Member. In case of joint holding, this paper should be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his absence, by the next named Member
15. A route map showing directions to reach the venue of the 14th AGM is given at the end of this Annual Report.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER: -

The remote e-voting period begins on August 27, 2022 at 09.00 a.m. and ends on August 29, 2022 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., August 23, 2022, 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 August 23, 2022.

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 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.	1. 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 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 2. 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.

	3. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play  
Individual Shareholders holding securities in demat mode with CDSL	1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	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

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 toll free no.: 1800 1020 990 and 1800 22 44 30
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 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting 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*****
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***

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 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.
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 General 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 upload their Board Resolution / Power of Attorney / Authority Letter by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab from your Login or 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 csshivam02@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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Sarita Mote 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 physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to bg@KshitijPolyline.co.in
2. 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 bg@KshitijPolyline.co.in If you are an Individual shareholders 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.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. 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.

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

**Sd/-
Bharat H Gala
Managing Director
DIN: 01994342**

**Place: Mumbai
Date: 4th August, 2022**

**Registered office:
Kshitij Polyline Limited
CIN: L25209MH2008PLC180484
8, Sona Udyog, Parsi Panchayat Road,
Andheri East Mumbai, MH - 400069.**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 FORMING PART OF THE NOTICE:

Item No. 3

Mr. Manisha Chordia (DIN: 06530154) was appointed as an additional Director w.e.f. 2nd June, 2018 in accordance with the provision of section 161 of the Companies Act, 2013 and Article of Association of the Company.

Pursuant to section 161 of the Companies Act, 2013 the above Director holds office upto the date of ensuing Annual General Meeting. The Board feels that presence of Mr. Manisha Chordia on the Board is desirable and would be beneficial to the Company and hence recommended resolution no. 3 for adoption.

The Board recommends the resolution under item no.3 to be passed as an **Ordinary Resolution**.

Except Mr. Manisha Chordia (DIN: 06530154), being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise in the resolution set out in Item No. 3.

Item No. 4

The Board of Directors appointed Mr. Jitesh Mathurbhai Patel, as an Additional (Independent) Director in the capacity of Non-executive, of the Company, not liable to retire by rotation, for a term of 5 years with effect from 2nd June, 2022, subject to approval of the Members.

Pursuant to the provisions of Section 161(1) of the Act and Article 135 of the Articles of Association of the Company, Mr. Jitesh Mathurbhai Patel shall hold office up to the date of this Annual General Meeting (AGM) and is eligible to be appointed as a Director. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a member, proposing his candidature for the office of Director.

The Company has received a declaration from Mr. Jitesh Mathurbhai Patel to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act.

In compliance with the provisions of the Act, the appointment of Mr. Jitesh Mathurbhai Patel as an Independent Director is now being placed before the Members for their approval. The Board recommends the Resolution at Item No. 4 of this Notice for approval of the Members.

Accordingly, the Board recommends passing of the **Ordinary Resolution** as set out in the Item No. 4 of the Notice for appointment of Mr. Jitesh Mathurbhai Patel as an Independent Director, not liable to retire by rotation.

Except for Mr Jitesh Mathurbhai Patel, being an appointee none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise in the resolution set out in Item No. 4.

THE BRIEF PARTICULARS/RESUME AND OTHER INFORMATION OF MR. RAHUL D. SHAH, MRS. MANISHA CHORDIA & MR. JITESH MATHRUBHAI PATEL AS PER REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SS-2 IS STATED AS HEREUNDER:

Name and DIN	Mr. Rahul D Shah & DIN: 01994291	Mrs. Manisha Chordia & DIN: 06530154	Mr. Jitesh Mathur Bhai Patel & DIN: 09481398
Age	43	38	47
Qualifications	T.Y.B.COM	Bachelor of Commerce	Diploma in Plastic Engineering
Experience	20 YEARS	Fresher	20 year
Date of first appointment on the Company's Board	26, March 2008	2nd June, 2022	2nd June, 2022
Terms and Conditions of appointment	Mr. Rahul Shah, Director shall be re-appointed to the office, as a Director liable to retire by rotation.	Executive Director in the capacity of Professional.	Independent Director
Brief Resume of the Director	Mr. Rahul Devshi Shah, aged 43 years is a Commerce Graduate by qualification and entrepreneur having more than 20 years of business experience.	Mr. Manisha Chordia, aged 38 years is a Commerce Graduate by qualification and entrepreneur having more than 5 years of business experience.	Mr. Jitesh Mathurbhai Patel aged 47years is Diploma in Plastic Engineering and entrepreneur having more than 20 years of business experience in in plastics field
Expertise in specific functional areas	Plays a vital role in inventory management, & products development; develops the marketing and distribution network and looks after the overall business co-ordination.	She shares her valuable experience in moulding the marketing strategies of the company and R&D for new product development. She manages the channel for KPL & actively participates in enhancing the brand of KPL products.	Good work experience in production and Quality control, Product development, Cost reduction process enhancement and team management as well as specialization in the production shop floor. Comprehensive knowledge in conducting troubleshooting, handling and general maintenance of sophisticated Imported Injection Molding Machine.

Name and DIN	Mr. Rahul D Shah & DIN: 01994291	Mrs. Manisha Chordia & DIN: 06530154	Mr. Jitesh Mathur Bhai Patel & DIN: 09481398
Remuneration paid (Salary)	Rs. 3,90,000/-P.A.	Rs. Nil/-	Rs. Nil/-
Other listed companies in which he/ she holds Directorship	Nil	Nil	Nil
No. of meetings attended during the Financial Year	9 out of 9	NA	
Chairperson/Member of Committee(s) of Board of Directors of the Company	Member of Audit, Nomination Remuneration and Stakeholder Relationship Committee till 2nd June, 2022	Nil	Member of Audit, Nomination Remuneration and Stakeholder Relationship Committee from 2nd June, 2022
Chairperson/Member of the Committee(s) of Board of Directors of other listed companies in which he/ she is a director	Nil	Nil	Nil
Shareholding in the Company (Equity)	318501 Equity Shares	Nil	Nil
Disclosure of relationship with other Directors and Key Managerial Personnel	Mr. Bharat Gala is brother-in -Law	--	--

Item No.5

Presently, the Authorized Share Capital of the Company is Rs. 10,50,00,000/- (Rupees Ten Crores Fifty Lakhs Only) divided into 1,05,00,000/- (One Crore Five Lakhs) Equity Shares of Face Value of Re. 10/- (Rupee Ten Only) each. In order to facilitate the future requirements, if any, of the Company, it is proposed to increase the Authorized Share Capital to Rs. 20,00,00,000/- (Rupees Twenty Crores Only) divided into 2,00,00,000 (Two Crore) Equity shares of Face Value of Re. 10/- (Rupee Ten Only) each.

The increase in the Authorized Share Capital as aforesaid would entail consequential alteration of the existing Clause V of the Memorandum of Association of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of this Notice except to the extent of their shareholding in the Company.

Accordingly, approval of the Members of the Company is hereby sought by way of **Ordinary Resolution** as set out in Item No. 5 of this Notice.

Item No.6

The Board of Directors on August 04, 2022, on recommendation of Nomination and Remuneration Committee, recommended for payment of remuneration by way of commission or professional fees to Mrs. Manisha Chordia (DIN: 06530154). In terms of provisions of Section 197(1) of the Companies Act, 2013 (hereinafter referred to as "Act") read with the Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the Members is now sought for the payment of remuneration by way of commission or professional fee (retainer basis) to Mrs. Manisha Chordia (DIN: 06530154, Non – Executive Director of the Company for the period from April 1, 2022 to March 31, 2023 which may exceed the over all limits of remuneration as mentioned under companies act 2013 and other applicable provisions thereunder.

Statement pursuant to sub-clause (iv) of the second proviso of Clause (B) of Section II of Part II of Schedule V to the Companies Act, 2013

The particulars required to be disclosed in the explanatory statement in accordance with sub-clause (iv) of the second proviso of Clause (B) of Section II of Part II of Schedule V to the Companies Act, 2013 are given below: -

I. General Information:

1. Nature of Industry:

The Company was incorporated as Kshitij Polyline Private Limited on March 26, 2008 under the Companies Act, 1956 vide certificate of incorporation issued by the Registrar of Companies, Mumbai. Our Company was subsequently converted in to a public company and consequently name was changed to –Kshitij Polyline Limited (KPL) vide fresh certificate of incorporation dated January 19, 2018 issued by Registrar of Companies, Mumbai. Under the guidance of promoters, our company has successfully launched wide products range, established goodwill for quality products and have the 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 our company has 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: The Company is already running commercial productions.

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: - The financial performance of the Company in last two years is as under:

Standalone Financials

Financial Parameters	Amount in INR	
	Year Ended as on March 31, 2021	March 31, 2020
Total Income (Gross)	24,25,92,326	31,83,12,388
Profit before tax	14,73,331	73,95,380
Net Profit/(Net Loss)	25,064	53,50,649

5. **Foreign investments or collaborations, if any:** NIL

II. Information about the Appointees:

Sr. No	Particulars	Mrs. Manisha Chordia
1.	Background Details	Mr. Manisha Chordia has 10 years of experience in accountancy and finance. She has experience in finance management including Banking, investments and advisory.
2.	Past Remuneration	NA
3.	Recognition or Awards	The work done in the discharge of his duties as Director has been recognized in the finance domain.
4.	Job Profile and Suitability	She shares her valuable experience in finance management including Banking, investments and advisory. She will bring new financial technics which will enhance the overall financial viability of the Company and also help the company to reduce the cost of capital and strengthen the working capital structure.
5.	Remuneration Proposed	Rs. 2,00,000/- per Month
6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Taking into consideration the size of the The company, the profile, knowledge, skills and responsibilities shouldered by Manisha Chordia the remuneration proposed to be paid is commensurate with the remuneration packages paid to their similar counterparts in other companies.
7.	Pecuniary relationship directly or indirectly with the company or relationship with the Managerial Personnel, if any:	Mr Manisha Chordia does not have any relationship with any of the existing Directors of the Company

III. Other Information

Reasons for loss or inadequate profits

The profits of the Company are in line with the current industrial scenario and are reasonable. The company's products are very well accepted in local market. The Company has made significant growth and sales of the Company have increased from time to time. However, due to heavy tax implications & investment in the expansion of business profit for the current financial year is inadequate.

Company is trying to increase company turnover by increase its sale and providing better quality.

Steps taken or proposed to be taken for improvement:

Company is putting more thrust on to take advantage of latest technologies. The Company has also taken steps for curtailing expenditure and this would help the Company to further improve its results and profitability. We are equipped with all facilities to execute all types of manufacturing activities from granule to PP sheet with colours, PP sheet to finished products, QC & packaging, etc. Our Company is consistent in supplying of quality products round the year as customized products are made available to them as per the market demand. Our products comply with requisite safety standards. As a quality conscious company, we provide high performance-oriented range of products. We undertake extremely stringent quality checks at every level of the manufacturing processes. We are constantly striving to expand our line of products and we are always on the lookout for complementary products that will add to our solution bouquet. We would seek product lines which have better scope for value addition and therefore offer us higher than average margins

Expected Increase in Productivity and Profits in measurable terms:

Kshitij Polyline is focusing on improvement of manufacturing efficiencies, cost optimization and making quality standards thereby achieving increase in productivity and maximization of profits. Management is planning for business expansion by having state of art manufacturing facility and comply with international standard. This shall also support for E-commerce and Online marketing of the company.

None of the Directors of the Company and their relatives other than Mrs. Manisha Chordia & her relatives, is in any way concerned or interested, financial or otherwise, in the said Resolution.

The Board of Directors recommends the Special Resolution as set out at for approval by the Members.

Item No. 7:

Your Company believes that equity-based compensation plans are effective tools for attraction, retention, motivation and incentivization of talents working with the Company, with a view to ensure corporate growth, to create an employee ownership culture and to create value for shareholders. For achieving these objectives, your Company intends to implement a new equity-based compensation plan namely 'Kshitij Polyline Limited – Employee Stock Option Plan 2022' ("KPL ESOP 2022"/ "Plan") comprising of employee stock options ("ESOPs") (hereinafter referred to as "Options") for eligible senior level employees and non – executive directors of the Company for their valuable inputs and time. Under the Plan, the Company shall deliver the benefits by granting ESOPs to the eligible employees in the ratio of two-third and one third, respectively. Eligibility of the employees and non – executive directors will be decided by the Nomination and Remuneration Committee (NRC) of the Directors ("Committee") based on a combination of parameters such as individual performance, criticality of role, future potential, etc., more particularly the high potential talent who are critical for the business expansion and have a high potential for growth.

The ESOPs shall vest equally over 5 (five) years commencing from the date of grant. The conditions for vesting of ESOPs will be based on combination of parameters like tenure of the eligible employee, individual and corporate performance targets as may be decided by the Committee. Corporate performance targets will include achievement of certain percentage of EBIDTA, profit before tax, sales targets, etc. as decided by the Committee as per business requirements.

Accordingly, Committee and the Board of Directors of the Company at their respective meetings, both held on August 04, 2022 had approved the introduction of the Plan, subject to your approval.

In terms of Section 62(1)(b) of the Companies Act, 2013 and Rules made thereunder read with Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SBEB & SE Regulations"), the Company seeks your approval as regards implementation of the Plan and grant of Options thereunder to the eligible employees of the Company, as decided from time to time as per provisions of the Plan read with provisions of SBEB & SE Regulations.

The main features of the Plan are as under:

A. Brief Description of the Plan:

Keeping view the aforesaid objectives, the Plan contemplates grant of Options to the eligible employees and non – executive Directors of the Company. After vesting of Options, the eligible employees and non -executive directors earn a right, but not obligation, to exercise the vested Options within the exercise period and obtain equity shares of the Company subject to payment of exercise price and satisfaction of any tax obligation arising thereon.

The Committee shall act as compensation committee for the administration of Plan. All questions of interpretation of the Plan shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in the Plan.

The Objective of the Plan are:

- To create shareholder's value by aligning the interests of the employees with the long-term interests of the Company.
- To attract and retain talent and as well as to motivate the employees to contribute to its growth and profitability.

B. Total number of Options to be granted:

The total number of Options to be granted under the Plan shall not exceed 10,00,000 (Ten lacs) Options. Each Option when exercised would be converted in to one equity share ("Share") of ₹10/- (Rupees Ten) each fully paid-up.

Further, SBEB & SE Regulations require that in case of any corporate action(s) such as rights issue, bonus issue, merger, sale of division etc., a fair and reasonable adjustment needs to be made to the Options granted.

In this regard, the Committee shall adjust the number and price of the Options granted in such a manner that the total value of the Options granted under the Plan remain the same after any such corporate action.

Accordingly, if any additional Options are issued by the Company to the Option grantees for making such fair and reasonable adjustment, the ceiling of 10,00,000 (Ten lacs) Options, shall be deemed to be increased to the extent of such additional Options issued.

The Options which do not vest, would be available for being re granted at a future date. The Board/Committee can re grant such options as per the provisions of the SSL ESOP 2022, within the overall limit as stated above, subject to the SBEB Regulations.

C. Identification of classes of employees entitled to participate in the Plan:

Personnel of the Company (hereinafter referred to as “Employees”), shall be eligible subject to determination or selection by the Committee. Following classes of personnel are eligible being:

- (i) An employee as designated by the Committee, who is exclusively working in India or outside India; or
- (ii) A director of the Company, whether whole time or not, including a non – executive director who is not a promoter or member of the promoter group, but excluding an independent director.

But excludes

- a. An employee who is a promoter or belongs to the promoter group; and
- b. A director who either by himself or through his relatives or through anybody corporate, directly or indirectly holds more than 10% of the outstanding issued and subscribed Shares of the Company.

D. Requirements of Vesting and period of Vesting:

All the Options granted on any date shall vest not earlier than minimum vesting period of 1 (One) year and not later than a maximum vesting period of 5 (Five) years commencing from the date of grant of Options in such schedule and subject to such conditions as specified in the opening paragraphs of this explanatory statement. For meeting any exigencies, the Committee shall have the power to vary the vesting period subject to these minimum and maximum vesting period. The terms of the vesting may also be varied for grant of options at the discretion of Board/Committee

Options shall vest essentially based on continuation of employment/ service as per requirement of SBEB & SE Regulations provided that the Employee should not be on notice of resignation. However, in case of death or permanent incapacity, the minimum vesting period of 1 year shall not apply.

E. Maximum period within which the Options shall be vested:

All the Options granted on any date shall vest not later than a maximum of 5 (Five) years from the date of grant of Options as stated above.

F. Exercise price or pricing formula:

The exercise price will be in conformity to the Accounting Policies specified in Regulation 15 of SEBI (SBEB & SE) Regulations, which shall be not less than the face value of INR 10/- per share.

G. Exercise period and the process of exercise:

The exercise period would commence from the date of vesting of Options and will expire on completion 3 (Three) years from such date of vesting.

In the event of resignation / termination / superannuation / death / permanent incapacity, vested Options shall be exercisable in accordance with SBEB & SE Regulations as may be determined by the Committee in this regard.

Vested Option(s) shall be exercisable by Employees (or by legal heir / nominee in case of death) by a written application to the Company expressing his/ her desire to exercise such Options in such manner and on such format as may be prescribed by the Committee from time to time. Exercise of Options shall be entertained only after payment of requisite exercise price and satisfaction of applicable taxes by the Employees or by legal heir / nominee, as the case may be. The Options shall lapse if not exercised within the specified exercise period.

H. Appraisal process for determining the eligibility of employees under the Plan:

The Appraisal process for determining the eligibility of the Employees will be based on combination of parameters such as individual performance, criticality of role, future potential, etc., more particularly the high potential talent who are critical for the business expansion and have a high potential for growth.

I. Maximum number of Options to be issued per employee and in aggregate:

The maximum number of Options that may be granted to any specific Employee, in one or more grants and in aggregate under the Plan shall not exceed 10,00,000 (Ten Lacs) Options. However, the Committee reserves the right to determine an individual ceiling.

J. Maximum quantum of benefits to be provided per employee under the Plan:

Apart from grant of Options as stated above, no monetary benefits are contemplated under the Plan.

K. Route of the Plan implementation:

The Plan shall be implemented and administered directly by the Company. in accordance with the applicable provisions of the Companies Act, 2013 and SBEB Regulations.

L. Source of acquisition of shares under the Plan:

The Plan contemplates issue of fresh/ primary shares by the Company.

M. Amount of loan to be provided for implementation of the scheme(s) by the Company to the trust, its tenure, utilization, repayment terms, etc.: This is currently not contemplated under the present Plan.

N. Maximum percentage of secondary acquisition: This is not relevant under the present Plan.

O. Accounting and Disclosure Policies:

The Company shall follow the IND AS 102 on Share-based payments and/ or any relevant accounting standards as may be prescribed by the Institute of Chartered Accountants of India or any other appropriate authority, from time to time,

including the disclosure requirements prescribed therein, in compliance with relevant provisions of SBEB & SE Regulations. In case, the existing guidance note, or accounting standards do not prescribe accounting treatment or disclosure requirements, any other Accounting Standard that may be issued by ICAI or any other competent authority shall be adhered to in due compliance with the requirements of Regulation 15 of SBEB & SE Regulations.

P. Method of Option valuation:

The Company shall adopt 'fair value method' for valuation of Options as prescribed under guidance note or under any accounting standard, as applicable, notified by appropriate authorities from time to time.

Q. Terms & conditions for buyback, if any, of specified securities/ Options covered granted under the Plan:

Subject to the provisions of the then prevailing applicable laws, the Committee shall determine the procedure for buy-back of Options granted under the Plan if to be undertaken at any time by the Company, and the applicable terms and conditions thereof.

R. Lock-in period:

The shares issued pursuant to exercise of Options shall not be subject to any lock-in period restriction except such restrictions as may be prescribed under applicable laws including that under the code of conduct framed, if any, by the Company under the Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015, as amended.

S. Declaration:

In case, the Company opts for expensing of share-based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the Options and the impact of this difference on profits and on Earning Per Share (EPS) of the Company shall also be disclosed in the Directors' Report.

Consent of the members is being sought by way of special resolution pursuant to Section 62(1)(b) read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 and as per Regulation 6 of the SBEB & SE Regulations.

A draft copy of the Plan is available for inspection at the Company's registered office / corporate office during official hours on all working days till the Annual General Meeting i.e., Tuesday, August 30, 2022. Members may also request for a copy of the Plan by sending an email to bg@kshitijpolyline.co.in.

None of the Directors, key managerial personnel of the Company including their relatives are interested or concerned in the resolutions, except to the extent they may be lawfully granted Options under the Plan.

Form No. MGT-11

Proxy Form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L25209MH2008PLC180484
Name of the Company : KSHITIJ POLYLINE LIMITED.
Registered Office : 8, Sona Udyog, Parsi Panchayat Road,
Andheri East, Mumbai, MH - 400069.

E-mail Id:
Folio No./Client Id:
DP. Id:

I/We, being the Member(s) of.....shares of the above-named Company, hereby appoint

1. Name:.....
..... Address:
E-mail Id:
Signature:..... , or failing him
2. Name:
Address:
E-mail Id:
Signature:..... , or failing him
3. Name:.....
Address:
E-mail Id:
Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 14th Annual General Meeting of the Company, to be held on Tuesday, 30th August, 2022, at registered office situated at 8, Sona Udyog, Parsi Panchayat Road, Andheri East Mumbai, MH - 400069 at 04:00 pm and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1. To receive, consider and adopt the Directors Report, Profit & Loss Account, Cash Flow Statement, Notes to Account for the year ended March 31, 2022 and the Balance Sheet as on that date and the Reports of the Statutory Auditors, thereon.
2. To appoint a director in place of Mr. Rahul D Shah (DIN: 01994291) who retires by rotation and being eligible, offers himself for re-appointment.
3. To change in designation of Mr. Manisha Chordia from Additional Director to Director.
4. To change in designation of Mr. Jitesh Mathurbhai Patel from Additional Director to Director.

Signed this day of 2022

Signature of shareholder
Signature of Proxy holders(s)

Affix
Revenue
Stamp

Notes:

- 1) This Form of the proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement

of the Meeting.

- 2) A proxy need not be a member of the Company.
- 3) A person can act as a proxy on behalf of the members not exceeding 50 and holding in aggregate not more than 10% of the total share capital of the Company carry voting rights.
- 4) If a member holding more than 10% of the total share capital carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other member.
- 5) In case of Joint holder, the vote of the senior who tender as vote, whether in person or by proxy, shall be accepted to the exclusion to the vote of other joint holders. Seniority shall be determined by the order in which the name stand in the register of members.
- 6) This is optional please put a tick mark (☐) in appropriate column against the resolution indicated above. In case of members wishes his/her vote to be used differently, he/she should indicate the number of shares under the columns "For", "Against". In case the members leave the column(s) blank, the proxy will be entitled to vote in the manner he/she thinks appropriate.

ATTENDANCE SLIP
To be surrendered at the time of entry

Folio No./Client ID:.....

No. of Shares:

Name of Member/Proxy:.....

I hereby record my presence at the 14th Annual General Meeting of the Company on Tuesday the 30th day of August, 2022, at 8, Sona Udyog, Parsi Panchayat Road, Andheri East Mumbai, MH - 400069 at 04:00 pm.

Member's/Proxy's Signature

Notes:

1. Please refer to the instructions printed under the Notes to the Notice of the 14th Annual General Meeting.
2. Shareholders/Proxy holders are requested to bring the attendance Slip with them when they come to the meeting.
3. No attendance slip will be issued at the time of meeting.
4. Shareholders who come to attend the meeting are requested to bring their copies of the Annual Report with them, as spare copies will not be available at the meeting.

Venue of 14th Annual General Meeting:

