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 I Email: kshitij123@hotmail.com I Website: www.kshitijpolyline.co.in
CIN : L25209MH2008PLC180484

Date: 11.08.2021

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 Extra Ordinary 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 Extra Ordinary General Meeting of kshitij Polyline Limited scheduled to be held on Saturday, 03rd September, 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

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NOTICE

Notice is hereby given that the Extra Ordinary General Meeting of Kshitij Polyline Limited will be held on Saturday 03rd September, 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:

SPECIAL BUSINESS:

1. **Issue of Warrants each Convertible into, or exchangeable for, One Equity Share of the Company on Preferential Basis:**

   To consider and if thought fit, to pass, with or without modification(s), the following resolution, as **Special Resolution:**

   "**RESOLVED THAT** pursuant to the provisions of Section 42, Section 62(1)(c) of the Companies Act, 2013 as amended including rules notified thereunder ("Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and other applicable provisions, if any (including any statutory modifications(s) or re-enactment thereof, for the time being in force), Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, ("Listing Regulations"), enabling provisions of the Memorandum and Articles of Association of the Company, applicable rules, notifications and circulars issued by the Reserve Bank of India and such other acts / rules / regulations as maybe applicable and subject to necessary approvals / consents, if any, from the competent statutory and / or regulatory authorities, as maybe applicable or necessary including the Securities and Exchange Board of India ("SEBI"), National Stock Exchange of India Limited ("NSE") and subject to such terms and condition(s), alteration(s), correction(s), change(s) and/or modification(s) as may be prescribed by any of the competent statutory and / or regulatory authorities while granting consent(s), permission(s) or approval(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee(s) which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this resolution) and subject to any other alteration(s), modification(s), condition(s), correction(s), change(s) and variation(s) that may be decided by the Board in its absolute discretion, the consent of the members of the Company be and is hereby accorded to offer, issue and allot, from time to time in one or more tranches,

up to 45,00,000 (Forty-five Lakhs) Warrants at a price of ₹ 33 per Warrant, (Warrant Issue Price) each Warrant convertible into, or exchangeable for, 1 (one) fully paid-up Equity Share of the Company having face value of ₹ 10/- (Rupee Ten Only) ("**Equity Share**") each at a price the Warrant Exercise Price) of ₹ 33/- (Rupees Thirty-Three Only) each payable in cash aggregating upto ₹ 14,85,00,000 (Rupees Forteen Crores Eighty-Five Lacs Only) ("**Total Issue Size**") on a preferential basis to persons / entities / body corporates listed below ("**Warrant Holder(s)**" / "**Proposed Allottee(s)**") subject to the maximum entitlement of each Warrrant Holder as specified below and upon receipt of ₹ 8.25/- (Rupees Eight and Paise Twenty-Five Only) for each Warrant, which is equivalent to 25% (twenty five per cent) of the Warrant Issue Price as upfront payment ("Warrant Subscription Price") entitling the Warrant Holder(s) to apply for and be allotted one fully paid-up Equity Share of the Company of face value of ₹ 10/- each against every Warrant held, in one or more tranches within a maximum period of 18 (eighteen) months from the date of allotment of Warrants, proposed to be converted on payment of the balance ₹ 24.75/- (Rupees Twenty-Four and Paise Seventy-Five Only) which is equivalent to 75% (Seventy five per cent) of the Warrant Issue Price in such manner and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the terms of this issue, provisions of ICDR Regulations, or other applicable laws in this respect:

Sr. No.	Name	Category	No. of Warrants
1.	Narendra Shelar	Non – Promoter	3,00,000
2.	Hemal Arun Mehta	Non – Promoter	4,50,000
3.	Kamal Parikh HUF	Non – Promoter	4,50,000
4.	Chintan R Shah	Non – Promoter	3,00,000
5.	Bhavishya E-commerce Private Limited	Non – Promoter	29,00,000
6.	Abhishek Kumar Poddar	Non – Promoter	1,00,000
Total			**45,00,000**

"RESOLVED FURTHER THAT the Company hereby notes and takes on record that in accordance with the provisions of Regulation 161 of the ICDR Regulations, the "**Relevant Date**" for the purpose of calculating the floor price for the issue of equity shares of the Company pursuant to the exercise of conversion of the Warrants is determined to be **August 04, 2022**, and the floor price for the preferential issue on the aforesaid Relevant Date pursuant to regulation 164(1) of the ICDR Regulations is ₹ 33/- (Rupees Thirty-Three Only).

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the Warrants being offered, issued and allotted to the Proposed Allottee(s) by way of the Preferential Issue shall inter alia be subject to the following terms and conditions (apart from other as prescribed under applicable laws):

(a) In accordance with the provisions of Chapter V of ICDR Regulations, 25% (Twenty-Five Per Cent) of the Warrant Issue Price, shall be paid by the Warrant Holders to the Company on or before allotment of the Warrants and the balance consideration i.e. 75% (Seventy-Five Per Cent) of the Warrant Issue Price shall be paid at the time of exercise of option to apply for fully paid –up Equity shares of ₹ 10/- each of the Company, against each such Warrant held by the Warrant Holder.

(b) The Warrant Holders shall be entitled to exercise his option to convert any or all of the warrants into equity shares of the Company in one or more tranches after giving a written notice to the Company, specifying the number of warrants proposed to be exercised along with the aggregate Warrant Exercise Price payable thereon, without any further approval from the shareholders of the Company prior to or at the time of conversion. The Company shall accordingly, issue and allot the corresponding number of equity shares of the Company to the Warrant Holders.

(c) The respective Warrant Holders shall make payment of Warrant Subscription Price and Warrant Exercise Price from their own bank account into to the designated bank account of the Company.

(d) In terms of Regulation 166 of the ICDR Regulations, the price of Warrants determined above and the number of Equity Shares to be allotted on exercise of the Warrants shall be subject to appropriate adjustments, if applicable. If the amount payable on account of the re-computation of price is not paid within the time stipulated in the ICDR Regulations, the Warrants shall continue to be locked- in till the time such amount is paid by the Warrant Holder.

(e) Upon exercise of the option by Warrant Holder(s), the Company shall issue and allot appropriate number of Equity Shares and perform all such actions as are required including to credit the same to the designated securities demat account of the Warrant Holder.

(f) The tenure of Warrants shall not exceed 18 (eighteen) months from the date of allotment. If the entitlement against the Warrants to apply for the Equity Shares of the Company is not exercised by the Warrant Holders within the aforesaid period of 18 (eighteen) months, the entitlement of the Warrant Holders to apply for Equity Shares of the Company along with the rights attached thereto shall expire and any amount paid by the Warrant Holders on such Warrants shall stand forfeited.

(g) The Equity Shares so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank *pari passu* with the then existing Equity Shares of the Company, including entitlement to voting powers and dividend.

(h) The Warrants by itself, until exercised and converted into equity shares, shall not give to the Warrant Holders thereof any rights with respect to that of an Equity shareholder of the Company.
(i) The Warrants and Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under the ICDR Regulations.

RESOLVED FURTHER THAT the pre-preferential allotment shareholding of the Warrant Holders, if any, in the Company shall also be subject to lock-in as per the provisions of the ICDR Regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolutions, the Board be and is hereby authorised on behalf of the Company to take all actions and to do all such acts, deeds, matters and things and perform such actions as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including to seek listing, apply for in principle listing approval of the Equity Shares to be issued and allotted to the above mentioned allottee and to modify, accept and give effect to any modifications in the terms and conditions of the issue(s) as may be they deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred, to any committee of directors or any one or more directors/ key managerial personnel/ officers of the Company.

2. Approval of Related Party Transactions:

To consider and if thought fit to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any of the Companies Act, 2013 ("Act"), read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014) and Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), including any statutory modification(s) or re-enactment thereof for the time being in force and subject to such approvals, consents, sanctions and permissions as may be necessary, approval of the members 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 constituted or to be constituted by the Board in this regard or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution) to enter into contract(s)/ arrangement(s)/ transaction(s) with parties as detailed in the table(s) forming part of the Explanatory Statement

annexed to this notice with respect to sale, purchase or supply of goods or materials, leasing of property of any kind, availing or rendering of any services or any other transactions of whatever nature, notwithstanding that such transactions may exceed 10% of the Consolidated Turnover of the Company in any financial year or such other threshold limits as may be specified by the Listing Regulations from time to time, up to such extent and on such terms and conditions as the Board of Directors may deem fit during the period as mentioned in the explanatory statement.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties that may arise with regard to any transaction with the related party and execute such agreements, documents and writings and to make such filings as may be necessary or desirable for the purpose of giving effect to this resolution, in the best interests of the Company."

3. **To Appoint Mr. Lal Singh Bhagrot (DIN: 00777334) as 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** pursuant to Section 149, 152, 196, 197 of the Companies Act, 2013, and other applicable provisions, if any, the consent of the members, be and is hereby accorded to the appointment of Mr. Lal Singh Bhagrot (DIN: 00777334), as Director with effect from 11th August, 2022 for a period of 5 (Five) Years as NIL remuneration.

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."

By Order of the Board of Directors
For Kshitij Polyline Limited

Sd/-
Bharat H Gala
Managing Director
DIN: 01994342

Place: Mumbai
Date: 11th 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 EXTRA ORDINARY 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 Extra Ordinary 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 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, 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. Notice of the Extra Ordinary 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://kshitijpolyline.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 decide 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 descent 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 Extra Ordinary General Meeting is given at the end of this Notice.

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

The remote e-voting period begins on August 31, 2022 at 09.00 a.m. and ends on September 02, 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 27, 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 27, 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 user 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: 11th 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. 1:

The Company needs to raise additional funds to strengthen its business affair and have access to long-term resources to meet its growth requirements.

The proposed fundraise will be utilised for the Working Capital Requirement, repayment of High Interest rate debts, Expansion including purchase of assets, Strategic Investment including acquisition and otherwise and for the General Corporate purpose.

A quicker receipt of funds through the proposed preferential issue will lead to immediate action which will able to encash business opportunities. The Board of Directors of the Company ("**Board**") at their meeting held on August 11, 2022, have approved the preferential issue of 45,00,000 Warrants at a price of ₹ 33/- per Warrant, (Warrant Issue Price), each Warrant convertible into, or exchangeable for, 1 (one) fully paid-up Equity Share of the Company having face value of ₹ 10/- (Rupee Ten Only) ("**Equity Share**") each at a price (the Warrant Exercise Price) of ₹ 33/- (Rupees Thirty- Three Only) each payable in cash aggregating upto ₹ 14,85,00,000 (Rupees Fourteen Crores Eighty-Five Lakhs Only) ("**Total Issue Size**") on a preferential basis to persons / entities / body corporates listed below ("**Warrant Holder(s)**" / "**Proposed Allottee(s)**") subject to the maximum entitlement of each Warrrant Holder as specified below and upon receipt of ₹ 8.25/- (Rupees Eight and Paise Twenty-Five Only) 45,00,000 (Forty-Five Lakhs) for each Warrant, which is equivalent to 25% (twenty five per cent) of the Warrant Issue Price as upfront payment ("Warrant Subscription Price") entitling the Warrant Holder(s) to apply for and be allotted one fully paid-up Equity Share of the Company of face value of ₹ 10/- each against every Warrant held, in one or more tranches within a maximum period of 18 (eighteen) months from the date of allotment of Warrants on payment of the balance of ₹ 24.75/- (Rupees Twenty-Four and Paise Seventy-Five Only) which is equivalent to 75% (Seventy five per cent) of the Warrant Issue Price per warrants, on a preferential basis to 1) Narendra Shelar 2) Hemal Arun Mehta 3) Kamal Parikh HUF 4) Chintan R Shah 5) Abhishek Kumar Poddar and 6) Bhavisya E-Commerce Private Limited ("**Proposed Allottee**") ("**Preferential Issue**").

The "Relevant Date" in accordance with the SEBI (ICDR) Regulations for determining the floor price to arrive at the issue price has been fixed as Thursday, August 04, 2022. The number of Equity Shares to be issued and allotted i.e., 45,00,000 has been determined based on a per Warrant price of ₹33/- each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company having face value of ₹ 10/- (Rupee Ten Only)

("**Equity Share**") each in accordance with pricing mechanism set out under SEBI ICDR Regulations. The Preferential Issue shall be undertaken in accordance with the applicable provisions of the Act and the rules made thereunder, the SEBI (ICDR) Regulations, and other applicable laws.

Accordingly, approval of the shareholders of the Company by way of special resolution for the proposed Preferential Issue is being sought inter-alia in terms of Sections 23, 42 and 62(1)(c) of the Act as well as applicable regulations of the SEBI (ICDR) Regulations, as per details mentioned in the resolution set out above in this Notice.

In terms of the provisions of the Act and the SEBI (ICDR) Regulations, other relevant disclosures / details are given below: -

1. **Purpose/ Objects of the Preferential Issue:**

   The Company needs to raise additional funds to strengthen its business affairs and have access to long-term resources to meet its growth requirements.

   The proposed fund raised through the preferential allotment will be utilised for Working Capital Requirement, repayment of High Interest rate debts, Expansion including purchase of assets, Strategic Investment including acquisition and otherwise and for the General Corporate purpose.

   As set out above, the Company is undertaking the Preferential Issue as part of the Proposed Transaction whereby 45,00,000 Warrants at a price of ₹ 33/- per warrant aggregating to of ₹ 14,85,00,000/- (Rupees Fourteen Crores Eighty-Five Lakhs Only) will be allotted to 1) Narendra Shelar 2) Hemal Arun Mehta 3) Kamal Parikh HUF 4) Chintan R Shah 5) Abhishek Kumar Poddar and 6) Bhavisya E-Commerce Private Limited ("**Proposed Allottee**").

2. **Relevant Date:**

   In terms of the provisions of Chapter V of the SEBI (ICDR) Regulations, the Relevant Date for determining the floor price for the Preferential Issue is Thursday, August 04, 2022 ("Relevant Date"), being the date 30 (thirty) days prior to the date of this meeting.

3. **Maximum number of specified securities to be issued, issue price and amount proposed to be raised by the Company by way of the Preferential Issue:**

The Company proposes to offer, issue and allot, by way of the preferential issue, of up to 45,00,000 Equity Warrants, at price of ₹ 33/- per warrant convertible into 45,00,000 Equity Shares at a price of ₹ 33/- per equity share (Face Value: ₹ 10/- per share and premium ₹ 23/- per Equity Share)

4. In accordance with the applicable provisions of the ICDR Regulations an amount of ₹ 8.25/- (Rupees Eight and Paise Twenty-Five Only) which is equivalent to 25% (twenty five per cent) of the Warrant Issue Price shall be paid by the Warrant Holders to the Company as upfront payment ("Warrant Subscription Price").

5. The Warrant Holders shall be, subject to the ICDR Regulations and other applicable rules, regulations and laws, entitled to exercise the conversion rights attached to the Warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed exchanged or converted with / into the Equity Shares of the Company and making payment at the rate of ₹ 24.75/- (Rupees Twenty Four and Paise Seventy-Five Only) being the balance 75% (seventy five per cent) of the Warrant Issue Price ("Warrant Exercise Price") in respect of each Warrant proposed to be converted by the Warrant Holder.

6. On receipt of such application from a Warrant Holder, the Company shall without any further approval from the shareholders of the Company take necessary steps to issue and allot the corresponding number of Equity Shares to the Warrant Holders.

7. If the entitlement against the Warrants to apply for the Equity Shares of the Company is not exercised by the Warrant Holders within the aforesaid period of 18 (eighteen) months, the entitlement of the Warrant Holders to apply for Equity Shares of the Company along with the rights attached thereto shall expire and any amount paid by the Warrant Holders on such Warrants shall stand forfeited.

8. The pre-preferential allotment shareholding of the Warrant Holders, if any, in the Company and Warrants allotted in terms of this resolution and the resultant Equity Shares arising on exercise of rights attached to such Warrants shall be subject to lock-in as per the provisions of the ICDR Regulations.

9. The Equity Shares allotted on exercise of the Warrants shall only be in dematerialized form and shall rank *pari passu* with the then existing Equity Shares of the Company including entitlement to voting powers and dividend.

10. Basis on which the price has been arrived at and justification for the price:

The equity shares of the Company are listed on the National Stock Exchange of India Limited ("**NSE**") and are frequently traded in accordance with the SEBI (ICDR) Regulations. For the purpose of computation of the price per warrants, trading at NSE (the Stock Exchange which had the highest trading volume in respect of the equity shares of the Company) has been considered.

The price at which Warrants are proposed to be offered, issued and allotted is not lower than the floor price determined in terms of the applicable provisions of the SEBI (ICDR) Regulations, i.e., ₹ 33/- per Warrants, being the higher of the following:

a) the volume weighted average price of the equity shares quoted on NSE during the 90 trading days preceding the Relevant Date, i.e., ₹ 31.38/- per equity share;

or

b) the volume weighted average price of the equity shares quoted on NSE during the 10 trading days preceding the Relevant Date, i.e., ₹ 32.63/- per equity share.

Further, the issue price has been determined based on consideration of:

a) Valuation report received from CA Shalin Patel, an independent registered valuer, (IBBI Registration No. IBBI/RV/06/2018/10291) for the purpose of undertaking fair valuation of the equity shares of the Company for issuance of equity shares through preferential allotment.

b) Pricing certificate from Ms. Shailashri Bhaskar, Practicing Company Secretary having membership Number FCS:5778 C.P. Number 5092 certifying the floor price for the proposed Preferential Issue of the Company, based on the pricing formula prescribed under Regulation 164 of Chapter V of SEBI (ICDR) Regulations.

11. Justification for the allotment proposed to be made for consideration by cash together with the valuation report of the registered valuer:

The Consideration payable by the proposed allottees is justified by the Valuation Report and approved by the Board.

12. Class or classes of persons to whom the proposed allotment is to be made and current and proposed status of allottee: Non-promoter category.

All the Proposed Allottees belong to the non-promoter category and do not hold any securities in the company currently.

There is no intent of the Promoters, Directors or Key Managerial Personnel or their relatives to subscribe to any Equity Shares pursuant to this Preferential Issue.

13. Identity of the allottee (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/or who ultimately control), category of allottee, the percentage (%) of post preferential issue capital that may be held by them:

Name of the allottees	Category	PAN	Ultimate Beneficial Owner	Pre-preferential Allotment		No. of Shares proposed to be allotted(assuming full conversion of the Warrants)	Post Preferential Allotment	
				No. of Shares	% of Voting Rights		No. of Shares	% of Voting Rights
Narendra Shelar	Non – Promter	APXPS9224G	N. A.	0	0.00	3,00,000	3,00,000	2.05
Hemal Arun Mehta	Non – Promter	AOLPM0100N	N. A.	0	0.00	4,50,000	4,50,000	3.08
Kamal Parikh HUF	Non – Promter	AAIHK7272C	Kamal Bhupatrai Parekh	0	0.00	4,50,000	4,50,000	3.08
Chintan R Shah	Non – Promter	BCNPS0372R	N. A.	0	0.00	3,00,000	3,00,000	2.05
Bhavisya E-Commerce Private Limited	Non – Promter	AAECB3190M	Preeti Jain & Goutam Choraria	0	0.00	29,00,000	29,00,000	19.82
Abhishek Kumar Poddar	Non – Promoter	AGWPP0096P	N. A.	0	0.00	1,00,000	1,00,000	0.68
Total						45,00,000	45,00,000	30.76

14. Pre & Post allotment Shareholding Pattern of the Company*

SN	Category	Pre-preferential issue Shareholding		Post Preferential issue Shareholding*	
		No Shares	**%**	**No Shares**	**%**
A	**Promoters' Holding**				
	(i)Indian Promoters				
	(a)Individual/HUF	63,77,164	62.95	63,77,164	42.15
	(b)Bodies Corporate	0	0	0	0
	(c)Others (Trusts)	0	0	0	0
	(ii)Foreign Promoters	0	0	0	0
	-Individual	0	0	0	0
	-Bodies Corporate	0	0	0	0
	Sub Total (A)	**63,77,164**	**62.95**	**63,77,164**	**42.15**
B	Non-Promoters' Holding				
	Mutual Fund/UTI	0	0	0	0
	FI's Bank	0	0	0	0
	HUF	0	0	0	0
	Bodies Corporate	55,992	0.55	29,55,992	20.20
	Bhavishya E-commerce Private Limited	0		29,00,000	19.82
	Residents/ Individuals	35,94,658	35.49	51,94,658	35.51
	Narendra Shelar	0	0	3,00,000	2.05
	Hemant Arun Mehta	0	0	4,50,000	3.08
	Kamal Parikh HUF	0	0	4,50,000	3.08
	Chintan R Shah	0	0	3,00,000	2.05
	Abhishek Kumar Poddar	0	0	1,00,000	0.68
	QIB	0	0	0	
	NRI	0	0	0	0
	NBFC	0	0	0	0
	Overseas Corporate Bodies	0	0	0	0
	Clearing Members	1,02,652	1.01	1,02,652	0.68
	Directors/Relatives	0	0	0	0
	Foreign Trusts	0	0	0	0
	Indian Trusts	0	0	0	0
	IEPF	0	0	0	0
	Sub Total (B)	**37,53,302**	**37.05**	**87,53,302**	**57.85**
	Grand Total (A+B)	**1,01,30,466**	**100.00**	**1,46,30,466**	**100.00**

***The above pre allotment shareholding pattern is as on 30th June, 2022 filed with NSE.**

There will be no change in control post this allotment.

15. **Proposed time within which the allotment shall be completed**: As required under the SEBI (ICDR) Regulations, 2018 the company shall complete the allotment of Equity Shares as on or before the expiry of 15 days from the date of passing of this resolution by the shareholders granting consent for preferential issue, provided that in case the allotment on preferential basis is pending on account of pendency of any approval for such allotment by any regulatory authority or the central government, then the allotment shall be completed within 15 days from the date of receipt of such approval.

16. **Lock-in period of shares**: The Equity shares to be allotted to the promoters on preferential basis shall be locked-in for a period as per requirements of SEBI (ICDR) Regulations, 2018.

17. **Auditors certificate**: The certificate, to the effect that the present preferential issue is being made in accordance with the requirements contained in the chapter V of the SEBI (ICDR) Regulations, 2018 shall be placed at the Extra Odrinary General Meeting.

18. **Change in control**: The present allotment being made to non - promoters will not result in any change in the control of the Company.

19. **Disclosures specified in Schedule VI of SEBI (ICDR) Regulations, 2018, if the issuer or any of its promoters or directors is a willful defaulter:**

Neither the Company, its promoters or its directors is a Willful Defaulter or a Fraudulent Borrower as defined in the SEBI (ICDR) Regulations, 2018.

20. **Undertakings:**

Since the Shares of the Company are listed for more than 90 trading days, there is no requirement to recompute the price of the equity shares issued in terms of the preferential allotment under this resolution in terms of the SEBI (ICDR) Regulations, 2018.

The relevant documents referred to in the Notice, will be available for inspection from the date of circulation of this Notice upto the date of EGM i.e., September 03, 2022.

The Board believes that the proposed Preferential Issue is in the best interest of the Company and therefore recommends the Special Resolution as set out in the accompanying notice for approval of the shareholders.

None of the directors or key managerial personnel and/ or their immediate relatives, are in any way, concerned or interested, financially or otherwise, in the above resolution, except to the extent to their shareholding in the Company, if any.

Item No 2:

Section 188 of the Companies Act, 2013 states that no Company shall enter into any contract or arrangement with a related party except with the consent of the Board of Directors given by a resolution at a meeting of the Board.

First proviso to Section 188 (1) further stipulates that no contract or arrangement, in the case of a company having a paid-up share capital of not less than such amount, or transactions exceeding such sums, as may be prescribed, shall be entered into except with the prior approval of the company by a resolution. The second proviso further states that no member of the company shall vote on such resolution, to approve any contract or arrangement which may be entered into by the company, if such member is a related party

The Audit Committee of the Board and Board of Directors of the Company has granted prior approval for the related party transactions as stated in the Resolution and Explanatory Statement

Regulation 23(4) of SEBI Listing Regulations, inter alia, prescribes that all material related party transactions and subsequent material modifications as defined by the audit committee under subregulation (2), shall require prior approval of the shareholders through resolution and no related party shall vote to approve such resolutions whether the entity is a related party to the particular transaction or not. First proviso to sub-Regulation (1) of the said Regulation 23 states that a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds rupees one thousand crore or ten per cent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower

Further, SEBI vide its circular bearing reference no SEBI/HO/CFD/CMD1/CIR/P/2022/47 dated April 08, 2022 has clarified

and decided that the shareholders' approval for omnibus RPTs approved in an Annual General Meeting shall be valid upto the date of the next Annual General Meeting for a period not exceeding fifteen months. Therefore, the Company is required to obtain shareholders' approval in every Annual General Meetings. Hence the shareholders' approval for omnibus material RPTs through this resolution is upto the date of the next Annual General Meeting of the Company.

The approval of the members of the Company to the resolution as stated in Item No. 2 of the notice is being sought in terms of provisions of Regulation 23(4) of the SEBI Listing Regulations.
The transactions are repetitive in nature, considering the large volume of the transaction, the contracts/arrangements / transactions are material in nature and hence require the approval of members. The particulars of the transaction(s) pursuant to the provisions of Section 188 of the Act and the Companies (Meetings of Board and its Powers) Rules, 2014 are as under:-

Sr. No.	**Name(s) of the related party**	**Nature of relationship**	**Nature of contract/ arrangement / transaction**	**Value of transaction**	**Period for which shareholders' approval is sought for the transaction**
1	Manisha Chordia	Non-Executive Director	Remuneration and other Services (including sharing space, Employee stock option scheme, etc.)	Rs 1 Crore (Amount mentioned above is the maximum limit the consolidated value of all services and remuneration.	2022-23
2.	Lal Singh	Executive Director	Remuneration and other Services	Rs. 20,00,000 (Rs. Twenty Lakh) Salary	2022-23
3	Bharat Gala	Managing Director	Remuneration and other Services (Excluding Unsecured Loan)	Upto Rs 1 Crore for remuneration	2022-23
4	Bharat Gala	Managing Director	Unsecured loan to Company	Upto Rs. 20 Crores	2022-23

Additional particulars of the transaction(s) pursuant to SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 are as under;-

Particulars	Information
Whether the transactions have been approved by the Audit Committee and the Board of Directors	Yes
A summary of the information provided by the management of the Company to the Audit Committee:	The details of the proposed transactions including the nature, terms, value percentage of the Company's annual consolidated turnover, tenure and proposed limits etc. were placed to the Audit Committee at its meeting
Justification for why the proposed transaction is in the interests of the listed entity:	The Services as rendered by the above mentioned Related Parties (Managerial Personal) are basic and essential to the Company and hence proposed transaction is in the interests of the Company
Where the transaction relates to any loans, intercorporate deposits, advances or investments made or given by the listed entity or its subsidiary, the details specified under point4(f) above; (The requirement of disclosing source of funds and cost of funds shall not be applicable to listed banks/NBFCs.)	Not Applicable
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 addresses of the shareholders.	Not Applicable
Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis:	Not Applicable
Any other information relevant or important for the members to take a decision on the proposed resolution.	Not Applicable

The members are informed that all those members who are related parties of the Company, irrespective whether related to the aforesaid transaction, or other members who have any direct or indirect interest in the resolution as set out at item No.02, shall not be entitled to vote on the said Ordinary Resolution.

Further, all the Promoters and persons belong to the promoters group including Directors of the Company and their relatives which are related parties within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of SEBI Listing Regulations are interested in the said Resolution and hence, are not entitled to vote in favor of the said resolution.

Copy of all the relevant documents referred to in this Notice and Explanatory Statement are available for inspection in physical or electronic form at the Registered Office of the Company between 10.00 a.m. to 12.00 noon, on all working days (except Saturdays, Sundays and Public Holidays) upto the date of the General Meeting.

Except for Manisha Chordia and Lal singh and their relatives, none of the other Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

Item No 3:

Mr. Lal Singh Bhagrot (DIN: 00777334) has been proposed to be appointed as Executive Director w.e.f. 11th August, 2022 in accordance with the provision of section 149, 152, 196, 197 and other applicable 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. Lal Singh Bhagrot 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. Lal Singh Bhagrot (DIN: 00777334), 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.

THE BRIEF PARTICULARS/RESUME AND OTHER INFORMATION OF MR. lal Singh Bhagrot 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. Lal Singh Bhagrot (DIN: 00777334)
Age	60 Years
Qualifications	B. Sc
Experience	36+ Years in the filed of Accounts, Finance and Taxation
Date of first appointment on the Company's Board	August 11, 2022
Terms and Conditions of appointment	Appointment as Executive Director (Procurement and Administration)
Brief Resume of the Director	Mr. Lal Singh Bhagrot has done Bachelor of Science from University of Udaipur. He has experience of 36+ Years in the field of Accounts, Finance and Taxation.
Expertise in specific functional areas	36+ Years in the filed of Accounts, Finance and Taxation
Remuneration paid (Salary)	Nil
Other listed companies in which he/ she holds Directorship	Does not hold any Directorship in other Companies
No. of meetings attended during the Financial Year	Nil
Chairperson/Member of Committee(s) of Board of Directors of the Company	Nil
Chairperson/Member of the Committee(s) of Board of Directors of other listed companies in which he/ she is a director	Nil
Shareholding in the Company (Equity)	Nil
Disclosure of relationship with other Directors and Key Managerial Personnel	Mr. Lal Singh Bhagrot is not related to any director, key managerial personnel or promoters.

By Order of the Board of Directors
For Kshitij Polyline Limited
Sd/-
Bharat H Gala
Managing Director
DIN: 01994342

Place: Mumbai
Date: 11th August, 2022

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

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 Extra Ordinary General Meeting of the Company, to be held on Saturday 03rd September, 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. Issue of Warrants each Convertible into, or exchangeable for, One Equity Share of the Company on Preferential Basis
2. Approval of Related Party Transaction

Signed this day of 2022

Affix Revenue Stamp

Signature of shareholder
Signature of Proxy holders(s)

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 Extra Ordinary General Meeting of the Company on Saturday, 03rd September, 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 Extra Ordinary 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 Extra Ordinary General Meeting:

