

Date: June 23, 2025

To
The General Manager
Capital Market (Listing)
National Stock Exchange of India Limited
Address: Exchange Plaza, Bandra-Kurla Complex,
Bandra (East), Mumbai-400051, Maharashtra, India

Subject: Disclosure pursuant to Regulation 30 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) – Postal Ballot Notice:

Reference: Outcome of Board Meeting dated June 23, 2025:

Dear Sir/Madam,

Pursuant to Regulation 30 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith, postal ballot notice along with the Explanatory Statement, for seeking approval of members of the Company on the following resolutions:

Sr. No.	Description of Resolutions	Type of Resolutions
1	To consider and approve an increase in the authorized share capital of the company and consequential amendment in the Memorandum of Association of the company	Ordinary Resolution
2	To consider and approve the issue of equity shares to certain identified non-promoter persons/entities & other matters related thereto for a cash consideration and / or by way of conversion of existing unsecured loan into equity, whichever applicable, by way of preferential issue on private placement basis	Special Resolution

In accordance with Section 110 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, read with the General Circular No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 9/2024 dated September 19, 2024 and other relevant circulars issued by the Ministry of Corporate Affairs (“MCA Circulars”) and the SEBI Listing Regulations, the Postal Ballot Notice is being sent only by electronic mode to those Members whose names appear in the Register of Members/List of Beneficial Owners as on Friday, June 20, 2025 (“Cut-off Date”) and whose e-mail addresses are registered with the Company/Depositories. As per the provisions of the MCA Circulars, Members can vote only through the remote e-voting process. In accordance with the provisions of the MCA Circulars, the Company has arranged for the Members to register their e-mail addresses. Therefore, those



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Silvassa (U.T) of Dadra and Nagar Haveli and Daman and Diu – 396230
Email: info@kshitijpolyline.co.in | Website: www.kshitijpolyline.co.in
CIN: L25209MH2008PLC180484

Members who have not yet registered their e-mail addresses are requested to register the same by following the procedure set out in the Postal Ballot Notice. The Company has engaged the services of National Securities Depository Limited for providing remote e-voting facility to the Members. The Remote e-Voting will commence on **Tuesday, June 24, 2025**, at 09:00 A.M. IST and will conclude on **Wednesday, July 23, 2025**, at 05:00 P.M. IST. The results of postal ballot will be declared by the Company on or before Friday, July 25, 2025.

This intimation is being made available on the website i.e., <http://www.kshitijpolyline.co.in/>

Kindly take the above information on record.

For KSHITIJ POLYLINE LIMITED

MAHENDR Digitally signed
by MAHENDRA
A KUMAR KUMAR JAIN
JAIN Date: 2025.06.23
22:28:12 +05'30'

Mahendra Kumar Jain

DIN: 09765526

Address: 33 Dimple Arcade Basement,
Near Asha Nagar Kandivali (East)
Off. W E Highway, Mumbai,
Maharashtra, India, 400101



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NOTICE OF POSTAL BALLOT

(Pursuant to Section 108, Section 110 of the Companies Act, 2013, read with Rule 20 and Rule 22 (1) of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI (LODR) Regulations, 2015)

To,
The Members
Kshitij Polyline Limited

Dear Member(s),

Notice of Postal Ballot is hereby given to the Members of **Kshitij Polyline Limited ("the Company")**, pursuant to and in compliance with the provisions of Section 108, Section 110 read with rule 20 and rule 22 of the Companies (Management and Administration), Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Secretarial Standards-2 (SS-2), read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "**MCA Circulars**"), Regulation 44 of the Securities Exchange and Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), and pursuant to other applicable laws and regulations, the special resolutions appended below are proposed for approval of the Members of Kshitij Polyline Limited ("**the Company**") through postal ballot by remote e-voting process ("**Remote E-Voting**").

In compliance with the provisions of Section 108, 110 read with rule 20 and rule 22 of the Companies (Management and Administration), Rules, 2014 and other applicable provisions, if any, of the Act, Regulation 44 of the of the SEBI Listing Regulations and Secretarial Standards -2 ('SS-2'), the Company has engaged National Securities Depository Limited ('NSDL'), an authorized agency, to provide remote e-voting facility to its Members. The procedure for remote e-voting is provided in the notes to this Postal Ballot Notice.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act, read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to remote e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. In accordance with the requirements of MCA Circulars, the Company will send Postal Ballot Notice by email, only to those members who have registered their email addresses with the Company or depository/depository participants and the communication of assent/dissent of the members will only take place through the remote e-voting system. Hence, hard copy of the Postal Ballot Notice along with postal ballot forms and pre-paid business envelope is not being sent to the Members. Further, the Company has made necessary arrangements with the Company's Registrar and Share Transfer Agent, KFIN Technologies Limited ("RTA") for the Members to register their e-mail address. Therefore, those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in the Notes to the Postal Ballot Notice. Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated with the Company/RTA/depository participants to enable servicing of documents electronically to their e-mail address.

An explanatory statement pursuant to Section 102, 110, and other applicable provisions, if any, of the Act, pertaining to the special items setting out the material facts and reasons thereof along with the instructions/procedures for remote e-voting is annexed to this Postal Ballot Notice for your consideration.

Pursuant to Rule 22(5) of the Companies (Management and Administration) Rule, 2014, the Board of Directors, at its meeting held on June 23, 2025, has appointed M/s Ronak Jhuthawat & Co., as the Scrutinizer for conducting the postal ballot voting process fairly and transparently.

The remote e-voting period commences from 09:00 A.M. (IST) on June 24, 2025, and ends at 05:00 P.M. (IST) on July 23, 2025. The Scrutinizer will submit the report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced



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on or before July 25, 2025.

The said results along with the Scrutinizer's Report would be intimated to National Stock Exchange of India Limited where the Equity Shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website <https://www.kshitiipolyline.co.in/> and on the website of National Securities Depository Limited ("NSDL") www.evoting.nsdl.com.

You are requested to peruse the proposed Resolution along with the Explanatory Statement and thereafter record your assent or dissent by means of remote e-voting facility provided by the Company.



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Special Business:

1. To increase Authorized Share Capital and consequential alteration of the 'Capital Clause' of the Memorandum of Association of the Company:

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 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 15 of the Companies (Share Capital and Debentures) Rules, 2014 and such other applicable rules framed thereunder (including any amendment thereto or re-enactment thereof) applicable clause of the Articles of Association and approval of the Board of Directors of the Company; the consent of the Shareholders be and is hereby accorded to increase in the Authorized Share Capital of the Company from existing Rs. 20,00,00,000/- (Rupees Twenty Crores Only) divided into 10,00,00,000 (Ten Crore) shares of Rs. 2 each to **Rs. 50,00,00,000/- (Rupees Fifty Crores only) divided into 25,00,00,000 (Twenty-Five Crore) shares of Rs. 2/- (Rupees Two only) each** ranking pari passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder and subject to approval of the shareholders of the Company, the consent of the Board be and is hereby accorded, to alter Clause V of the Memorandum of Association of the Company by substituting the existing Clause V thereof as under

"The Authorised Share Capital of the Company is Rs. 50,00,00,000/- (Rupees Fifty Crores only) divided into 25,00,00,000 (Twenty-Five Crore) equity shares of Face Value of Rs. 2/- (Rupees Two only) each."

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, any of the Board or any officer(s) authorized by the Board of Directors, be and are hereby authorized to do all such acts, deeds, matters and things whatsoever, including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard."

2. To consider and approve the issue of equity shares to certain identified non-promoter persons/entities & other matters related thereto for a cash consideration and / or towards conversion of existing unsecured loan into equity, whichever applicable, by way of preferential issue on private placement basis:

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

"RESOLVED THAT pursuant to the provisions of Section 23, 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (**the "Act"**), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), circulars, notifications issued by Ministry of Corporate Affairs (**"MCA"**), the applicable provisions of the Foreign Exchange and Management Act, 1999 (**"FEMA"**), if any and rules, regulations, notifications, circulars and directions issued by the Reserve Bank of India, if any and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**"ICDR Regulations"**), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 (**"SAST Regulations"**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"LODR Regulations"**), as in force and subject to other applicable Rules / Regulations / Guidelines / Notifications / Circulars and clarifications issued thereunder, if any, from time to time by the Securities and Exchange Board of India (**"SEBI"**), National Stock Exchange of India Limited (**"NSE"**) and/ or any other competent authorities (hereinafter referred to as 'Applicable Regulatory Authorities') to



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the extent applicable, the Listing Agreement entered into by the Company with the National Stock Exchange of India Limited, where the shares of the Company are listed and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter called 'the Board' which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution or any person authorized by the Board or its committee for such purpose) and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the Board in its absolute discretion and approval of the Board of Directors, the consent of the shareholders of the Company be and is hereby accorded to authorize the Board of Directors on behalf of the Company, to create, offer issue and allot at an appropriate time, in one or more tranches, **6,52,44,398 (Six Crore Fifty-Two Lakhs Forty-Four Thousand Three Hundred Ninety-Eight) fully paid up equity shares, for cash consideration and / or towards conversion of unsecured loans into equity, whichever applicable, at an issue price of Rs. 4/- (Rupees Four Only) [including a premium of Rs. 2 (Rupees Two)] per share, aggregating to Rs. 26,09,77,592/- (Rupees Twenty-Six Crores Nine Lakhs Seventy-Seven Thousand Five-Hundred and Ninety-Two Only)**, which is determined in accordance with Chapter V of ICDR Regulations; by way of preferential issue through private placement and on such other terms and conditions as may be determined by the Board in its absolute discretion in accordance with ICDR Regulations; to the following certain identified promoter and non-promoter persons ("**the Investors / allottees**"):

Sr. No.	Name of the Proposed Allottee of Share Warrants	Category (Promoter/non-promoter)	No. of Equity Shares (up to)	Outcome of the Investment amount (Rupees) (Approx.)	Type of consideration
1.	Kaushal Chowdhury	Individual / Non-Promoter Group	25,00,000	1,00,00,000	Cash
2.	Raman Chowdhury	Individual / Non-Promoter Group	25,00,000	1,00,00,000	Cash
3.	Lalita Devi Naita	Individual / Non-Promoter Group	37,50,000	1,50,00,000	Cash
4.	Suman Naita	Individual / Non-Promoter Group	37,50,000	1,50,00,000	Cash
5.	Deepak Naita	Individual / Non-Promoter Group	12,50,000	50,00,000	Cash
6.	Vijay Shankar Bajaj	Individual / Non-Promoter Group	20,00,000	80,00,000	Cash
7.	Rama Shankar Bajaj	Individual / Non-Promoter Group	27,50,000	1,10,00,000	Cash
8.	Ruchika Bajaj	Individual / Non-Promoter Group	22,50,000	90,00,000	Cash
9.	Paritosh Electricals Private Limited	Company / Non-Promoter Group	45,25,000	1,81,00,000	Conversion of unsecured loan of Rs. 66,00,000/- for 16,50,000 equity shares and cash for 28,75,000 equity shares.
10.	Potential Electrical & Electronics Pvt Ltd	Company / Non-Promoter Group	1,36,75,000	5,47,00,000	Conversion of unsecured loan of Rs. 5,47,00,000/-



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11.	Ajay Mitruka	Individual / Non-Promoter Group	7,50,000	30,00,000	Cash
12.	Anil Kumar Gupta	Individual / Non-Promoter Group	12,50,000	50,00,000	Cash
13.	Deepak Kulthia	Individual / Non-Promoter Group	25,00,000	1,00,00,000	Cash
14.	Sandep Kulthia	Individual / Non-Promoter Group	25,00,000	1,00,00,000	Cash
15.	Goutam Bhowmick	Individual / Non-Promoter Group	12,50,000	50,00,000	Cash
16.	Deep Diamond India Limited	Company / Non-Promoter Group	30,44,398	1,21,77,592	Conversion of unsecured loan of Ra. 1,21,77,592/-
17.	Gagan Karel	Individual / Non-Promoter Group	25,00,000	1,00,00,000	Cash
18.	Bhavishya E-Commerce Pvt. Ltd.	Company / Non-Promoter Group	1,25,00,000	5,00,00,000	Conversion of unsecured loan of Rs. 4,19,59,232/- for 1,04,89,808 equity shares and cash for 20,10,192 equity shares.
TOTAL			6,52,44,398	26,09,77,592	-

RESOLVED FURTHER THAT the minimum price of the Equity shares so issued shall not be less than the price arrived at, in accordance with Chapter V of ICDR Regulations and on such terms and conditions, as are stipulated in the explanatory statement attached and as determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws (“Preferential Issue of Equity Shares”)

RESOLVED FURTHER THAT in accordance with the provision of Chapter V of the ICDR Regulations, the ‘Relevant Date’ for the purpose of calculating the price for the Preferential Issue of Equity Shares be and is hereby fixed as June 23, 2025, which is 30 days prior to the date of passing of the Special Resolution by the Shareholders of the Company.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Equity Shares to be allotted under the Preferential Allotment shall be subject to the following terms and conditions, apart from others as prescribed under applicable laws:

- a) The equity share shall be allotted by the Company to the Investor in dematerialised form within a period of 15 days from the date of passing of the special resolution by the Shareholders.
- b)
 - The entire component of cash consideration with respect to equity shares shall be paid by the proposed allottee of equity shares at the time of allotment **and**
 - For the entire component of conversion of loan, the outstanding unsecured loans extended by the proposed allottee shall be adjusted towards the subscription/allotment of equity shares, meaning thereby an amount required to be paid towards the consideration for the equity shares shall be set off from the outstanding unsecured loan at the time of subscription of the equity shares.



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- c) The cash consideration for allotment of Equity Shares shall be paid to the Company from the bank account of the Proposed Equity Allottees.
- d) The Equity Shares to be offered, issued, and allotted pursuant to the said issue shall be subject to lock-in for such period as specified under the provisions of Chapter V of the SEBI (ICDR) Regulations and be listed on the main board of National Stock Exchange of India Limited subject to receipt of necessary permission(s), sanction(s) and approval(s).
- e) The price determined and the number of Equity Shares to be allotted shall be subject to further appropriate adjustments, if any, in accordance with the provisions of Companies Act, 2013 and SEBI (ICDR) Regulations, 2018 and any other applicable laws for the proposed issue.
- f) The equity shareholder shall be entitled to all future corporate actions including but not limited to issue of bonus/rights, if any.
- g) The Equity Shares to be issued and allotted pursuant to this resolution shall be subject to provisions of articles and memorandum of association of the Company and shall be fully paid up and rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof.

RESOLVED FURTHER THAT pursuant to the provisions of the Act, the names and addresses of the allottees be recorded in Form PAS-5 by the Company for the issue of invitation to subscribe to the Equity Shares and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the allottees inviting them to subscribe to the Equity Shares, as per the draft approved by the Board and consent of the members of the Company is hereby accorded to the issuance of the same to the allottees inviting them to subscribe to the equity shares.

RESOLVED FURTHER THAT the monies received by the Company from the allottees for application of the Equity Shares pursuant to this preferential issue shall be kept by the Company in a separate bank account and the Board of directors/ Committee(s) of the Board be and are hereby authorized to allot the said equity shares of the Company, as may be required, to the proposed allottees.

RESOLVED FURTHER THAT the members to hereby take note of certificate from M/s Makarand M. Joshi & Co., Practicing Company Secretaries, as required under Regulation 163(2) of the ICDR Regulations certifying that the above issue of the Equity Shares is being made in accordance with the ICDR Regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board/Committee(s) of the Board and the Company Secretary be and are hereby authorized severally to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including application to Stock Exchanges for obtaining of in-principle approval, listing and trading of shares, filing of requisite documents/ e-forms with the Registrar of Companies, National Securities Depository Limited ("**NSDL**"), Central Depository Services (India) Limited ("**CDSL**") and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said Equity Shares, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders.



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RESOLVED FURTHER THAT all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects."

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. including filing of relevant e-forms with the Registrar of Companies as may be necessary to effectuate the aforesaid resolution.

For KSHITIJ POLYLINE LIMITED

MAHENDRA Digitally signed by
MAHENDRA KUMAR JAIN
KUMAR JAIN Date: 2025.06.23
22:17:50 +05'30'

Mahendra Kumar Jain

Director

DIN: 09765526

Address: Office no. 33, Dimple Arcade,
Near Sai Dham Temple, Thakur Complex,
Kandivali East, Mumbai - 400101.

Date: June 23, 2025

Place: Mumbai



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NOTES:

1. The Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Act read with Rule 22 of Companies (Management and Administration) Rules, 2014 stating material facts and reasons for the proposed resolution is annexed hereto including the relevant details of the Directors seeking appointment/reappointment above as required by Regulation 36(3) of the Listing Regulations and Secretarial Standard - 2 on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India.
2. In compliance with the MCA Circulars, the Postal Ballot Notice is being sent by electronic mode to all those members, whose names appear in the Register of Members/List of Beneficial Owners maintained by the Company/ Depositories as on **June 20,2025, ('Record date')** and whose e-mail IDs are registered with the Company/ Depositories. For Members who have not registered their e-mail IDs, please follow the instructions given below under these Notes. Any member who is not a member as on the said record date shall treat this notice for information purposes only.
3. In accordance with the provisions of the MCA Circulars, Shareholders can vote only through the e-voting process. Shareholders are requested to provide their assent or dissent through e-voting only. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to shareholders for this Postal Ballot.
4. In compliance with the provisions of Section 108 and Section 110 and other applicable provisions of the Act read with the Management Rules, the Company is pleased to offer an e-voting facility to all the shareholders of the Company. For this purpose, the Company has engaged the services of National Securities and Depository Limited (NSDL) for facilitating e-voting to enable the shareholders to cast their votes electronically.
5. Shareholders may please note that the Postal Ballot Notice will also be available on the Company's website at <https://www.kshitiipolyline.co.in/>, websites of the Stock Exchanges i.e. National Stock Exchange of India Limited (NSE) at www.nseindia.com and on the website of NSDL at www.nsdl.co.in.
6. All the material documents referred to in this Notice, if any, shall be available for inspection based on requests received by the Company at registered office of the company on or before the last day of e-voting on postal ballot (July 23, 2025).
7. The Postal Ballot Notice is being sent to all the shareholders electronically, whose names appear in the Register of Members / List of Beneficial Owners as received from NSDL/Central Depository Services (India) Limited (CDSL) on June 20, 2025, being the record date, are entitled to vote on the Resolutions set forth in this Postal Ballot Notice. The voting rights of such shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date.
8. The voting through electronic means will commence on Tuesday, June 24, 2025, at 09:00 A.M. (IST) and will end on Wednesday, July 23, 2025, at 05:00 P.M. (IST). The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution(s) is cast by the member, the member shall not be allowed to change subsequently.
9. A shareholder cannot exercise his/her vote by proxy on Postal Ballot.
10. The Scrutinizer will submit their report to the Chairman, or any other Director authorized by him after completion of the scrutiny and the result of the Postal Ballot voting process will be declared within two working days from the end of voting, i.e., on or before July 25, 2025
11. Resolution passed by shareholders with requisite majority, through Postal Ballot shall be deemed to have been passed at a General Meeting of Members convened on that behalf.



- 12. The result of the Postal Ballot will be communicated to all the Stock Exchanges where the equity shares of the Company are listed and will be available on the website of the Company at <https://www.kshitiipolyline.co.in/>. The Special Resolutions, if passed by not less three times the number of votes, if any, cast against the resolution by members so entitled and voting shall be deemed to have been passed on July 23, 2025, being the last date specified by the Company for e-voting.
- 13. Any query in relation to the resolutions proposed to be passed by Postal Ballot may be addressed to or query / grievance with respect to E-voting, members may refer to the Frequently Asked Questions (FAQs) for Shareholders and E-voting User Manual for Shareholders available under the Downloads section of NSDL's e-voting website or contact Mr. Abhijeet Gunjal, Assistant Manager, NSDL, Trade World, A wing, 4th Floor, Kamala Mills Compound, Lower Parel, Mumbai - 400013 at Toll Free No. 1800 1020 990 / 1800 224 430 or at E-mail ID : evoting@nsdl.com.

THE INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETING ARE AS UNDER:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in Demat mode.

The remote e-voting period begins on Tuesday, June 24, 2025, at 09:00 A.M. (IST) and will end on Wednesday, July 23, 2025, at 05:00 P.M. (IST). 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., June 20, 2025, 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 June 20, 2025.

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 the 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 the e-Voting facility.

Login method for Individual shareholders holding securities in Demat Mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 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. 2. 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



3. 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.
4. 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



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see the e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.



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 the 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.
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Important Note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at the abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for 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.com 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 on NSDL e-Voting system:

How to cast your vote electronically 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.



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2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to scrutinisers@mmjc.in with a copy marked to evoting@nsdl.com Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Abhijeet Gunjal; Assistant Manager at evoting@nsdl.com

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 cs@aniintegrated.com
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 cs@aniintegrated.com
3. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e., [Login method for e-Voting for Individual shareholders holding securities in demat mode.](#)
4. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

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.



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EXPLANATORY STATEMENT

Pursuant to Sections 102 and other applicable provisions of the Companies Act, 2013 ("Act")

Item No. 1:

To increase the Authorized Share Capital and consequential alteration in the 'Capital Clause' of the Memorandum of Association of the Company:

The shareholders are hereby informed that the Company, being on a growth trajectory, is exploring the option of raising funds to support its ongoing business expansion and operational needs.

In this regard, it is proposed to issue equity shares on preferential basis to certain identified persons as per applicable provisions of Companies Act, 2013 and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The proceeds from the proposed fund raising shall be utilized towards repayment of unsecured loans, meeting working capital requirements and general corporate purposes, in alignment with the Company's long-term strategic objectives.

Having said the above, to enable such fundraising and to accommodate future capital requirements, it is necessary to broad-base the capital structure of the Company.

Therefore, it is proposed to increase the existing authorized share capital of the Company from Rs. 20,00,00,000/- (Rupees Twenty Crores Only) divided into 10,00,00,000 (Ten Crore) shares of Rs. 2 each to Rs. 50,00,00,000/- (Rupees Fifty Crores Only) divided into 25,00,00,000 (Twenty-Five crore) shares of Rs. 2 each.

Consequently, pursuant to the provisions of section 13 and 61 of the Act, the Capital Clause of the Memorandum of Association of the Company (MOA) is required to be altered as mentioned below to effectuate the change of authorized as mentioned aforesaid.

Clause V of the memorandum of association of the Company shall be replaced with the following Clause:

"The Authorised Share Capital of the Company is Rs. 50,00,00,000/- (Rupees Fifty Crores only) divided into 25,00,00,000 (Twenty-Five Crore) equity shares of Face Value of Rs. 2/- (Rupees Two only) each."

Now, since pursuant to the provisions of section 61(1)(a) of the Companies Act, 2013 a Company can alter its MOA in its general meeting to increase the authorized share capital of the Company, the said agenda item is being placed before the shareholders of the Company for their approval. The Board approved the said agenda at their meeting held on Monday, June 23, 2025.

The Board of Directors recommends the passing of resolution as set out in Item no. 1 of this Notice for approval by the Shareholders by way of an Ordinary Resolution.

The new Memorandum of Association with the proposed amendments is available for inspection at the Registered Office of the Company on any working day during business hours.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item no. 1 of this Notice except to the extent of their shareholding and directorship in the Company, if any.



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Item No. 2:

To consider and approve the issue of equity shares to certain identified Non-Promoter persons/entities & other matters related thereto for a cash consideration and / or towards conversion of existing unsecured loan into equity, whichever applicable, by way of preferential issue on private placement basis:

The shareholders are hereby informed that the Company, being on a growth trajectory, is exploring the option of raising funds to support its ongoing business expansion and operational needs and hence the need for infusion of additional funds has been identified.

Accordingly, it is proposed to issue equity shares to certain identified non-promoter persons/entities on preferential basis in accordance with the 23, 42 and 62 of the Companies Act, 2013 (**“the Act”**) read with other applicable provisions and relevant rules framed thereunder and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 (**“ICDR Regulations”**) and any other applicable laws. The equity shares shall be issued at an issue price determined in terms of provisions of ICDR Regulations for cash consideration and / or towards conversion of unsecured loan into equity, whichever applicable.

In this regard the Board of Directors at their meeting held on Monday, June 23, 2025, after exploring various options have approved the proposal of raising funds through preferential allotment of securities of the Company for an amount up to Rs. 26,09,77,592/- (Rupees Twenty-Six Crores Nine Lakhs Seventy-Seven Thousand Five-Hundred and Ninety-Two Only) to the proposed allottees by way of issue of 6,52,44,398 (Six Crore Fifty-Two Lakhs Forty-Four Thousand Three Hundred Ninety-Eight) full paid-up equity shares of the Company, for cash consideration and / or towards conversion of existing unsecured loan into full paid-up equity shares at an issue price of Rs. 4/- (Rupees Four only) per share, aggregating to Rs. 26,09,77,592/- (Rupees Twenty-Six Crores Nine Lakhs Seventy-Seven Thousand Five-Hundred and Ninety-Two Only) which is determined in accordance with Chapter V of ICDR Regulations and such other terms and conditions as may be determined by the Board in accordance with ICDR Regulations to the following certain identified promoter and non-promoter persons (**“the Allottees”**):

Sr. No.	Name of the Proposed Allottee of Share Warrants	Category (Promoter/non-promoter)	No. of Equity Shares (up to)	Outcome of the Investment amount (Rupees) (Approx.)	Type of consideration
1.	Kaushal Chowdhury	Individual / Non-Promoter Group	25,00,000	1,00,00,000	Cash
2.	Raman Chowdhury	Individual / Non-Promoter Group	25,00,000	1,00,00,000	Cash
3.	Lalita Devi Naita	Individual / Non-Promoter Group	37,50,000	1,50,00,000	Cash
4.	Suman Naita	Individual / Non-Promoter Group	37,50,000	1,50,00,000	Cash
5.	Deepak Naita	Individual / Non-Promoter Group	12,50,000	50,00,000	Cash
6.	Vijay Shankar Bajaj	Individual / Non-Promoter Group	20,00,000	80,00,000	Cash
7.	Rama Shankar Bajaj	Individual / Non-Promoter Group	27,50,000	1,10,00,000	Cash
8.	Ruchika Bajaj	Individual / Non-Promoter Group	22,50,000	90,00,000	Cash
9.	Paritosh Electricals Private Limited	Company / Non-Promoter Group	45,25,000	1,81,00,000	Conversion of unsecured loan of



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					Rs. 66,00,000/- for 16,50,000 equity shares and cash for 28,75,000 equity shares.
10.	Potential Electrical & Electronics Pvt Ltd	Company / Non-Promoter Group	1,36,75,000	5,47,00,000	Conversion of unsecured loan of Rs. 5,47,00,000/-
11.	Ajay Mitruka	Individual / Non-Promoter Group	7,50,000	30,00,000	Cash
12.	Anil Kumar Gupta	Individual / Non-Promoter Group	12,50,000	50,00,000	Cash
13.	Deepak Kulthia	Individual / Non-Promoter Group	25,00,000	1,00,00,000	Cash
14.	Sandep Kulthia	Individual / Non-Promoter Group	25,00,000	1,00,00,000	Cash
15.	Goutam Bhowmick	Individual / Non-Promoter Group	12,50,000	50,00,000	Cash
16.	Deep Diamond India Limited	Company / Non-Promoter Group	30,44,398	1,21,77,592	Conversion of unsecured loan of Ra. 1,21,77,592/-
17.	Gagan Karel	Individual / Non-Promoter Group	25,00,000	1,00,00,000	Cash
18.	Bhavishya E-Commerce Pvt. Ltd.	Company / Non-Promoter Group	1,25,00,000	5,00,00,000	Conversion of unsecured loan of Rs. 4,19,59,232/- for 1,04,89,808 equity shares and cash for 20,10,192 equity shares.
TOTAL			6,52,44,398	26,09,77,592	-

The shareholders are also informed that pursuant to provisions of Section 42 and 62(1)(c) of Companies Act, 2013 and Chapter V of SEBI ICDR Regulations, the approval of the shareholders is required by way of a special resolution before issuing the equity shares on a preferential basis through private placement and hence the said agenda is being placed before the shareholders of the Company for their approval. There will be no change in the control or management of the Company pursuant to the proposed preferential issue.

Salient features of the preferential issue of Equity Shares and preferential issue of Equity Warrants are as under:

The proposed issue and allotment of Equity Shares, on a preferential basis, shall be governed by the applicable provisions of the ICDR Regulations and the Companies Act read with the applicable provisions of the rules made thereunder.

Necessary information or details as required in respect of the proposed issue of Equity Shares in terms of applicable provisions of the Companies Act, 2013 read with related Rules thereto and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 are as under:

1. Particulars of the offer including date of passing of Board resolution; material terms of issue of securities:

The Board has pursuant to its resolution dated Monday, June 23, 2025, accorded its approval for issuance of up to **6,52,44,398** fully paid-up Equity Shares of face value of Rs.4/- each to the Proposed Allottees by way of Preferential



Issue on private placement basis through issue of private placement offer cum application letter.

The Equity Shares to be allotted in the issue shall rank pari passu in all respects with the existing Equity Shares.

The Board proposes to issue & allot **6,52,44,398** equity shares of face value of Rs. 2/- each of the Company at a price of Rs. 4/- (including premium of Rs. 2/-) per share, being a price not less than the floor price as determined in accordance with Chapter V of ICDR Regulations (“Floor Price”). The floor price for the issue of the shares on a preferential basis under the applicable provisions of the ICDR Regulations is Rs. 3.75/- per equity share.

2. Objects of the preferential issue:

The Company shall utilize the proceeds of the preferential issue in the following manner:

Particulars	Amount (In Rupees)	%
<u>Conversion of loan into equity – Rs. 11,54,36,824/-</u>		
Conversion of Unsecured Loans into equity	11,54,36,824	100%
Total	11,54,36,824	100%
<u>Cash Consideration – Rs. 14,55,40,768/-</u>		
Repayment of unsecured loans*	1,15,00,000	7.90%
Towards Working Capital*	9,76,55,576	67.10%
General Corporate Purpose*	3,63,85,192	25%
Total	14,55,40,768	100%

The amount stated in general corporate purpose will not exceed 25% of the proceeds of the issue of Preferential Issue for cash consideration.

The utilization of the proceeds raised for the aforementioned purpose will be completed within a period of 1 year from the date of receipt.

Furthermore, until such proceeds have been fully utilized, it will be kept in a separate bank account.

Lastly, the amount of unsecured loan to be converted into equity has been utilized by the Company towards repayment of its debts, purchase of machinery and towards funding the working capital requirements of the Company

*While the amounts proposed to be utilized against each of the objects (excluding conversion of loan into equity) have been specified above, there may be a deviation of +/- 10% depending upon future circumstances, in terms of NSE Notice No. NSE/CML/2022/56 dated December 13, 2022, as the objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the net proceeds at the discretion of the Board, subject to compliance with applicable laws.



3. Maximum number and kind of securities offered and the price at which security is being offered:

Up to 6,52,44,398 (Six Crore Fifty-Two Lakhs Forty-Four Thousand Three Hundred Ninety-Eight) fully paid-up Equity Shares of the Company, in one or more tranches, by way of preferential issue, for cash consideration and / or towards conversion of unsecured loan into equity, at an issue price of Rs. 4/- (Rupees Four only) per Equity Shares having Face Value of Rs. 2/- (Rupees Two Only) each and premium of Rs. 2/- (Rupees Two Only).

4. Intention of Promoters, Directors, or Key Managerial Personnel(s) to subscribe the offer:

The Equity Shares shall be offered to the Proposed Allottee only. None of the promoter or members of the promoter group intends to subscribe to any of the equity shares proposed to be issued under the preferential allotment.

5. Shareholding pattern of the Company before and after the preferential issue:

Sr. No.	Category	Pre-Issue No. of Shares (A)	% (B)	No. of Equity Shares / Warrants to be Allotted (C)	Post Issue No. of Shares D= (A+C) *	% (E)*
A	Promoters and Promoter Group Holding:					
1.	Indian:					
	Individual/HUF	0	0	0	0	0
	Bodies Corporate	0	0	0	0	0
	Sub Total	0	0	0	0	0
2.	Foreign Promoters	0	0	0	0	0
	Total (A)	0	0	0	0	0
B	Public Holding:					
1.	Institution:					
a)	Institutional Investors	0	0	0	0	0
b)	Alternative Investment Funds	0	0	0	0	0
c)	Foreign Portfolio Investor	2,68,991	0.30	0	2,68,991	0.2
d)	Foreign Bodies Corporate	0	0	0	0	0
2.	Non-Institution:	0	0	0	0	0
a)	Individuals	8,55,77,024	96.15	3,15,00,000	11,70,77,024	75.9
b)	Indian Bodies Corporate/LLP	6,57,799	0.74	3,37,44,398	3,44,02,197	22.3
c)	NRI (Repatriable) NRI (Non-Repatriable)	13,40,590	1.51	0	13,40,590	0.9
d)	HUF	11,56,072	1.30	0	11,56,072	0.7
e)	Directors	0	0	0	0	0



f)	Trust	0	0	0	0	0
g)	NBFC	0	0	0	0	0
h)	Others	0	0	0	0	0
	Sub Total (B)	8,90,00,476	100	100	15,42,44,874	100
	TOTAL (A+B)	8,90,00,476	100	100	15,42,44,874	100

#Assuming full subscription of equity shares and % figures are rounded off wherever applicable

6. Timeframe within which the issue or allotment shall be completed:

As required under the ICDR Regulations, Equity Shares shall be issued and allotted by the Company within a period of Fifteen (15) days from the date of passing of this resolution. Provided that where the allotment of the proposed Equity shares is pending on account of receipt of any approval or permission from any regulatory authority (including in-principle approval from the stock exchange) or Government of India, the allotment will be completed within a period of 15 days from the date of receipt such last approvals or permissions.

7. Identity of proposed allottee(s) (including the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue:

Sr. No.	Name of the Investor	Category	Ultimate Beneficial Owner	Percentage of pre preferential offer capital that may be held by the allottee	Percentage (%) of Post preferential offer capital that may be held by the allottee*
1	Kaushal Chowdhury	Individual / Non-Promoter Group	-	Nil	1.62
2	Raman Chowdhury	Individual / Non-Promoter Group	-	Nil	1.62
3	Lalita Devi Naita	Individual / Non-Promoter Group	-	Nil	2.43
4	Suman Naita	Individual / Non-Promoter Group	-	Nil	2.43
5	Deepak Naita	Individual / Non-Promoter Group	-	Nil	0.81
6	Vijay Shankar Bajaj	Individual / Non-Promoter Group	-	Nil	1.30
7	Rama Shankar Bajaj	Individual / Non-Promoter Group	-	Nil	1.78
8	Ruchika Bajaj	Individual / Non-Promoter Group	-	Nil	1.46
9	Paritosh Electricals Private Limited	Company / Non-Promoter Group	Raj Kumar Kothari; Sangeeta Devi Kothari	Nil	2.93
10	Potential Electrical & Electronics Pvt Ltd	Company / Non-Promoter Group	Raj Kumar Kothari; Sangeeta Devi Kothari	Nil	8.87



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11	Ajay Mitruka	Individual / Non-Promoter Group	-	Nil	0.49
12	Anil Kumar Gupta	Individual / Non-Promoter Group	-	Nil	0.81
13	Deepak Kulthia	Individual / Non-Promoter Group	-	Nil	1.62
14	Sandep Kulthia	Individual / Non-Promoter Group	-	Nil	1.62
15	Goutam Bhowmick	Individual / Non-Promoter Group	-	Nil	0.81
16	Deep Diamond India Limited	Company / Non-Promoter Group	Narayan Singh Rathore	Nil	1.97
17	Gagan Karel	Individual / Non-Promoter Group	-	Nil	1.62
18	Bhavishya E-Commerce Pvt. Ltd.	Company / Non-Promoter Group	Goutam Choraria; Preeti Jain	Nil	8.10

***Note: Assuming full subscription of equity shares.**

Further, there is no change in control of the Company pursuant to such issue and proposed allotment.

8. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees:

Please refer the above table for details for the ultimate beneficial owners of the equity shares proposed to be allotted to the non-individual allottees.

9. The percentage of post preferential issue capital that may be held by allottee:

Sr. No.	Name of the proposed Allottees	Percentage held (%) *
1.	Kaushal Chowdhury	1.62
2.	Raman Chowdhury	1.62
3.	Lalita Devi Naita	2.43
4.	Suman Naita	2.43
5.	Deepak Naita	0.81
6.	Vijay Shankar Bajaj	1.30
7.	Rama Shankar Bajaj	1.78
8.	Ruchika Bajaj	1.46
9.	Paritosh Electricals Private Limited	2.93
10.	Potential Electrical & Electronics Pvt Ltd	8.87
11.	Ajay Mitruka	0.49
12.	Anil Kumar Gupta	0.81
13.	Deepak Kulthia	1.62
14.	Sandep Kulthia	1.62
15.	Goutam Bhowmick	0.81
16.	Deep Diamond India Limited	1.97
17.	Gagan Karel	1.62
18.	Bhavishya E-Commerce Pvt. Ltd.	8.10



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10. Change in control, if any, in the issuer consequent to the preferential issue:

There is no change in control in the Company. Promoter, Promoter Group and Management of the Company will remain same. However, the percentage of shareholding and voting rights exercised by the Members of the Company will change in accordance with the change in the shareholding pursuant to the preferential issue.

11. Undertaking for Re-computation of Issue Price:

The Company undertakes to recompute the price of the Equity Shares in terms of the provisions of the SEBI (ICDR) Regulations where it is required to do so.

12. Undertaking that if the amount payable on account of the re-computation of price is not paid:

The Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, the Equity Shares shall continue to be locked in till the time such amount is paid by the allottee(s).

13. Disclosures under Schedule VI of the SEBI (ICDR) Regulations, whether the issuer or any of its promoters or directors is a willful defaulter or a fraudulent borrower:

Neither the Company, nor any of its directors or promoters have been declared as willful defaulter or fraudulent borrower as defined under the SEBI (ICDR) Regulations. The proposed preferential issue is not being made to any person who shares land border with India.

14. The current and the proposed status of the allottees(s) post the preferential issue:

Refer "Annexure A"

15. Practicing Company Secretary's Certificate:

As required in Regulation 163(2) of the ICDR Regulations, a certificate from Makarand M. Joshi & Co., the Practicing Company Secretary, certifying that the issue is being made in accordance with the requirements of the SEBI (ICDR) Regulations, is available for inspection by the Members of the Company at the Registered Office of the Company on all working days between 10:30 A.M. to 6:00 P.M. up to the last day of the voting of Postal Ballot and is also uploaded at the website of the Company at weblink <http://www.kshitijpolyline.co.in/>.

16. The date of Passing Board Resolution for approving Preferential Issue:

June 23, 2025.

17. Basis or justification for the price (including premium, if any) at which the offer or invitation is being made:

The Equity Shares of the Company are listed on the main board of National Stock Exchange of India Limited ('NSE').

Equity Shares are frequently traded and accordingly the trading volume of the shares of the Company on NSE has been considered in accordance with the SEBI (ICDR) Regulations.

As per the provisions of the SEBI (ICDR) Regulations, the Equity Shares will be issued at a price of '4' per Equity Share which is more than the higher of the following:



- (a) 3.57 per Share – being the 90 trading days’ volume weighted average price of the Company’s shares quoted on the NSE preceding the Relevant Date; or
- (b) 3.66 per Share – being the 10 trading days’ volume weighted average prices of the Company’s shares quoted on the NSE preceding the Relevant Date;
- (c) 3.75 per share being the price determined under the valuation report obtained by the Company from an independent registered valuer in terms of Regulation 166A of the SEBI (ICDR) Regulations, a copy whereof is posted on the website of the Company at <http://www.kshitijpolyline.co.in/>

18. Name and address of Valuer who performed valuation:

Name: CA Shalin Patel

IBBI Registered No.: IBBI/RV/06/2018/10291

Address: 1104 Phoenix, Near Vijay Crossroads, Navrangpura, Ahmedabad 380009

(M) +91 9825194500 (L) 079 46047249

19. The justification for the allotment proposed is to be made for consideration other than cash together with valuation report of the registered valuer:

Not applicable as the proposed issue is for cash consideration and / or towards conversion of existing unsecured loan into equity shares of the Company

20. The amount which the Company intends to raise by way of issue:

Up to Rs. 26, 09,77,592/- (Rupees Twenty-Six Crores Nine Lakhs Seventy-Seven Thousand Five-Hundred and Ninety-Two Only).

21. Material terms of issue of Equity Shares:

The proposed issuance of equity shares is bifurcated into 2 parts:

- 2,88,59,206 equity shares towards conversion of existing unsecured loan into fully paid-up equity shares
- 3,63,85,192 equity shares for cash consideration.

22. The Class or classes of persons/names of the proposed allottee(s) to whom the allotment is made and the percentage of post preferential offer capital that may be held by them:

Equity Shares are being offered to the following: -

Sr. No.	Name of the Investor	No. of Equity Shares	Percentage of capital held before the preferential issue by the allottee	Percentage of post preferential offer capital that may be held by the allottee*
1.	Kaushal Chowdhury	25,00,000	Nil	1.62
2.	Raman Chowdhury	25,00,000	Nil	1.62
3.	Lalita Devi Naita	37,50,000	Nil	2.43
4.	Suman Naita	37,50,000	Nil	2.43
5.	Deepak Naita	12,50,000	Nil	0.81
6.	Vijay Shankar Bajaj	20,00,000	Nil	1.30
7.	Rama Shankar Bajaj	27,50,000	Nil	1.78



8.	Ruchika Bajaj	22,50,000	Nil	1.46
9.	Paritosh Electricals Private Limited	45,25,000	Nil	2.93
10.	Potential Electrical & Electronics Pvt Ltd	1,36,75,000	Nil	8.87
11.	Ajay Mitruka	7,50,000	Nil	0.49
12.	Anil Kumar Gupta	12,50,000	Nil	0.81
13.	Deepak Kulthia	25,00,000	Nil	1.62
14.	Sandep Kulthia	25,00,000	Nil	1.62
15.	Goutam Bhowmick	12,50,000	Nil	0.81
16.	Deep Diamond India Limited	30,44,398	Nil	1.97
17.	Gagan Karel	25,00,000	Nil	1.62
18.	Bhavishya E-Commerce Pvt. Ltd.	1,25,00,000	Nil	8.10

23. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of the number of securities as well as price:

The Company has not made any allotment on preferential basis during the previous and current financial year.

24. Principle terms of assets charged as securities:

Not Applicable

25. Adjustments for Equity Shares:

In the event, the Issue Price is less than the price determined in accordance with SEBI (ICDR) Regulations, the Issue Price, and the number of Equity Shares to be allotted on shall be subject to appropriate adjustments, as permitted under applicable rules, regulations, and laws as applicable from time to time.

26. Relevant Date:

The 'Relevant Date' for determining the issue price of the Equity Share is June 23, 2025, being 30 working days prior to the last day of voting on this Postal Ballot Notice i.e. July 23, 2025.

27. Lock-in:

The Resultant Equity Shares to be issued and allotted as above shall be subject to lock-in for such period as specified under applicable provisions of the ICDR Regulations.

28. Other relevant details:

The Investors / proposed allottees have not sold / transferred any Equity Shares preceding the 90 trading days preceding the Relevant Date.

Post allotment, pursuant to preferential issue of Equity Shares, there will be an increase in paid-up equity share capital by Rs. 13,04,88,796/- (Rupees Thirteen Crores Four Lakhs Eight-Eight Thousand Seven Hundred and Ninety-Six Only) and there will be an increase in securities premium by Rs. 13,04,88,796/- (Rupees Thirteen Crores Four Lakhs Eight-Eight Thousand Seven Hundred and Ninety-Six Only).



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The issue of the aforesaid equity shares will be within the limits of the authorized share capital, which is proposed to be increased in agenda no. 01 of this notice.

The Board of Directors believe that the proposed issue is in the best interest of the Company and its shareholders and therefore recommends the Special Resolution as set out in Item No. 1 in the accompanying notice for approval by the Shareholders.

None of the Directors, Key Managerial Persons of the Company, or their relatives, are in any way concerned or interested financially or otherwise in the proposed Special Resolution apart from the extent of their shareholding & directorship in the Company and their subscription in the aforesaid issue.

For KSHITIJ POLYLINE LIMITED

MAHENDRA
KUMAR JAIN

Digitally signed by
MAHENDRA KUMAR
JAIN
Date: 2025.06.23
22:13:32 +05'30'

Mahendra Kumar Jain

DIN: 09765526

Address: 33 Dimple Arcade Basement, Near Asha Nagar Kandivali (East)
Off. W E Highway, Mumbai, Maharashtra, India, 400101

Date: June 23, 2025

Place: Mumbai



ANNEXURE A TO THE EXPLANATORY STATEMENT

Name of the Investor	Pre-Issue Shareholding	% of Shareholding (Pre-Issue)	Category / Status of Investor (Pre-Issue)	Post Issue Shareholding	% of shareholding (Post Issue)	Category / Status of Investor (Post Issue)
Kaushal Chowdhury	NIL	NIL	Individual / Non-Promoter Group	25,00,000	1.62	Individual / Non-Promoter Group
Raman Chowdhury	NIL	NIL	Individual / Non-Promoter Group	25,00,000	1.62	Individual / Non-Promoter Group
Lalita Devi Naita	NIL	NIL	Individual / Non-Promoter Group	37,50,000	2.43	Individual / Non-Promoter Group
Suman Naita	NIL	NIL	Individual / Non-Promoter Group	37,50,000	2.43	Individual / Non-Promoter Group
Deepak Naita	NIL	NIL	Individual / Non-Promoter Group	12,50,000	0.81	Individual / Non-Promoter Group
Vijay Shankar Bajaj	NIL	NIL	Individual / Non-Promoter Group	20,00,000	1.30	Individual / Non-Promoter Group
Rama Shankar Bajaj	NIL	NIL	Individual / Non-Promoter Group	27,50,000	1.78	Individual / Non-Promoter Group
Ruchika Bajaj	NIL	NIL	Individual / Non-Promoter Group	22,50,000	1.46	Individual / Non-Promoter Group
Paritosh Electricals Private Limited	NIL	NIL	Body Corporate / Non-Promoter Group	45,25,000	2.93	Body Corporate / Non-Promoter Group
Potential Electrical & Electronics Pvt Ltd	NIL	NIL	Body Corporate / Non-Promoter Group	1,36,75,000	8.87	Body Corporate / Non-Promoter Group
Ajay Mitruka	NIL	NIL	Individual /	7,50,000	0.49	Individual /



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			Non-Promoter Group			Non-Promoter Group
Anil Kumar Gupta	NIL	NIL	Individual / Non-Promoter Group	12,50,000	0.81	Individual / Non-Promoter Group
Deepak Kulthia	NIL	NIL	Individual / Non-Promoter Group	25,00,000	1.62	Individual / Non-Promoter Group
Sandep Kulthia	NIL	NIL	Individual / Non-Promoter Group	25,00,000	1.62	Individual / Non-Promoter Group
Goutam Bhowmick	NIL	NIL	Individual / Non-Promoter Group	12,50,000	0.81	Individual / Non-Promoter Group
Deep Diamond India Limited	NIL	NIL	Body Corporate / Non-Promoter Group	30,44,398	1.97	Body Corporate / Non-Promoter Group
Gagan Karel	NIL	NIL	Individual / Non-Promoter Group	25,00,000	1.62	Individual / Non-Promoter Group
Bhavishya E-Commerce Pvt. Ltd.	NIL	NIL	Body Corporate / Non-Promoter Group	1,25,00,000	8.10	Body Corporate / Non-Promoter Group