



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, 66 KVA Road, Silvassa, D.N.H. (U.T.)
Tel.: 28388562 / 28386812 | Email: kshitij123@hotmail.com | Website: www.kshitijpolyline.co.in

CIN : U25209MH2008PLC80484

To,
The Manager,
Listing Department
The National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor, Plot C/1,
G Block, Bandra Kurla Complex,
Mumbai-400051

Date: 12.08.2019

CM Quote: (NSE: KSHITIJPOL)

Sub:-Annual Report of the Company for the Financial Year ended 2018-19.

Ref: Regulation 34 of SEBI (LODR) Regulations, 2015.

Dear Sir/Madam,

Pursuant to Regulation 34 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, we are submitting here with the Annual Report of the Company along with notice of AGM for the Financial Year 2018-19 which is being dispatched/sent to the members of the Company by permitted mode(s).

The Annual Report containing the Notice is also uploaded on the Company's website <https://kshitijpolyline.co.in/wp-content/uploads/2017/09/Annual-Report-2018-19.pdf>

Kindly take the above on record and inform all those concerned accordingly.

Yours Sincerely,
For Kshitij Polyline Limited


BHARAT GALA
Director



DIN: 01994342

Mfg. of: PP, PVC, HIPS/PS, ABS, HDPE, Sheets & Films, PVC Profiles & Other Stationery Items.
A WORLD OF PLASTIC SHEETS & FILM



Kshitiij Polyline Ltd.

11th Annual Report 2018-19

Manufacturing Facilities



Factory



JACQUARD Loom



Sheet Cutting Machine



Lamination Film Manufacturing Machine



PP Film / Sheet Manufacturing Machine



Lamination Roll

Message from the Chairman



Dear Shareholders,

I feel happy and honored in presenting the Annual Report of Company for the Fiscal 2019 which marked an extremely satisfying performance. The Company performed outstandingly in all its parameters namely capacity utilization, Turnover, PBDIT and Net Profit. The production rose by 32.13 % to approximately 2500 tones, with Gross turnover to Rs.3624.85 lacs , PBDIT raised by 20.42 % and the Net profit (PAT) of Rs.85.76 lacs for the F.Y 2018-19

Due to Technology Up gradation Fund Scheme, MSME & Skill Development, Rising income levels and changing lifestyles driving demand for plastics. Established democracy & stable democratic government with favorable economic policies. Huge growth opportunities in India for plastics due to lower per capita consumption as compared to world average ,Flexible packaging industry poised for strong growth, insulated from the current economic scenario due to huge & diversified consumer base & so many other steps are taken by government will help us in Plastic Industry.

It has been possible because of the leadership of the Managing Director Shri Bharat H Gala, his competent and sincere team and the encouragement received from the Shareholders. The Board of Directors also made its contribution by guiding the affairs of the company and by providing needed inputs from time to time.

The Managing Director Shri Bharat H Gala believes in leading the company from the front and I would like to place on record our deep appreciation for the efforts put in by him, his management team, the workers of the Company and above all, the moral support and encouragement received from our esteemed shareholders in managing the affairs of the Company. I wish all of you, a great time ahead.

With Best Wishes

Shri Bharat H Gala

Chairman

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CORPORATE INFORMATION

Board of Directors

Name	Designation
Mr. Bharat H. Gala	Managing Director
Mr. Rahul D. Shah	Executive Director & CEO
Ms. Rita B. Gala	Executive Director
Ms. Rajul V. Dhimant	Independent Director
Mr. Rushiraj Z. Patel	Independent Director
Mr. Chandrakant B. Parekh	Independent Director
Ms. Hetal K. Karani	Chief Financial Officer Upto 21 st February, 2019
Mr. Vijay R. Dhabaliya	Chief Financial Officer From 21 st February, 2019.

Compliance Office & Company Secretary

Ms. Nikita Padiwal
Company Secretary
Upto 10th April, 2019.

Ms. Jinal Dave
Company Secretary
From 29th May, 2019 Upto 17th June, 2019.

Statutory Auditors

M/S. R.M. Ajgaonkar & Associates,
Chartered Accountant
Mumbai

Secretarial Auditor

M/s. Shivam Sharma & Associates
Practicing Company Secretary
Mumbai

Banker of Company:

1. ICICI Bank
2. Axis Bank
3. Bank Of Maharashtra
4. DCB Bank
5. Kotak Mahindra Bank

Registered office:

8, Sona Udyog, Parsi Panchayat
Road, Andheri East Mumbai,
MH – 400069.

Registrar & Share Transfer Agent

Karvy Fintech Pvt. Ltd.

Karvy Selenium Tower B, Plot 31-32,
Gachibowli, Financial District,
Nanakramguda, Hyderabad 500032.

Equity Shares ISIN code - INE013801019

Listed on Stock Exchange - NSE SME plate form

NOTICE IS HEREBY GIVEN THAT THE 11TH ANNUAL GENERAL MEETING OF THE MEMBERS OF KSHITIJ POLYLINE LIMITED WILL BE HELD ON FRIDAY ON 06TH DAY OF SEPTEMBER, 2019 AT REGISTERED OFFICE OF THE COMPANY AT 8, SONA UDYOG, PARSI PANCHAYAT ROAD, ANDHERI EAST MUMBAI, MH - 400069 AT 05:00 P.M.

Ordinary Business:

1. To receive, consider and adopt the Directors Report, Profit & Loss Account, Cash Flow Statement, Notes to Account for the year ended March 31, 2019 and the Balance Sheet as on that date and the Reports of the Statutory Auditors, thereon.
2. To appoint a director in place of Mr. Bharat H. Gala (DIN: 01994342) who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint auditors and fix their remuneration and in this regard to consider and, if thought fit, to pass with or without modification(s), following resolution as an Ordinary Resolution.

“RESOLVED THAT pursuant to provision of section 139 of the Companies Act 2013 (as amended or re-enacted from time to time) read with rule no. 3 of the Companies (Audit and Auditors) Rules 2014, M/s. R. M. Ajgaonkar & Associates (FRN: 117247W), be and are hereby appointed as the Statutory Auditors of the Company and to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting on such remuneration as may be fixed by the Board of Directors of the Company, besides applicable tax and any other applicable levies and reimbursement of travelling, communication and out of pocket expenses, if any.”.

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

**Bharat H Gala
Managing Director
DIN: 01994342
Place: Mumbai
Date: 09th August, 2019**

NOTES:

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

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

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

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

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

2. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
3. The Members/Proxies are requested to bring the attendance slip duly filled in for attending the Meeting.
4. Information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with respect to the Directors seeking Appointment/Re-appointment at the ensuing Annual General Meeting is annexed to this Notice.
5. 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.
6. All the documents referred to in the Notice are annexed thereto including the Annual Report for the financial year 2018-19 and Notice of the 11th Annual General Meeting are open for inspection by the Members, without any fees, at the Registered Office at 8, Sona Udyog, Parsi Panchayat Road, Andheri East, Mumbai, MH - 400069 of the Company between 11.00 a.m and 01.00 p.m. on all working days except Saturday up to the date of the Meeting and the same shall also be made available for inspection by Members at the Meeting.
7. Members holding shares in physical form are requested to approach Karvy Fintech 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.
8. 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.
9. 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 Karvy Fintech Pvt Ltd, for assistance in this regard.
10. Members who have not registered their e-mail address for receiving all communications including Annual Report, Notices and Circulars, etc. from the Company electronically, are requested to register the same with their Depository Participants (for shares held in electronic form) and with Karvy Fintech 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.
11. The Register of Members and the Transfer Books of the Company will remain closed from August 31, 2019 to September 06, 2019, both days inclusive.
12. Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 states that the e-voting facility shall be provided to shareholders in compliance with the conditions specified under Companies (Management and Administration) Rules, 2014, or amendments thereto. However, the Company, being listed on the SME platform of NSE, has been exempted from complying with e-voting requirements vide MCA Notification dated 19th March, 2015 by amendment in Rule 20 of the Companies (Management and Administration) Rules, 2014. Hence pursuant to the aforementioned notification, the e-voting facility has not been provided.
13. The Annual Report for the financial year 2018-19 and Notice of the 11th Annual General Meeting, inter-alia, indicating the process and manner of voting along with Attendance Slip 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. Physical copies of the above mentioned documents are being sent to all other Members by the permitted 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 Karvy Fintech 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>.

14. The Securities and Exchange Board of India (SEBI) 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

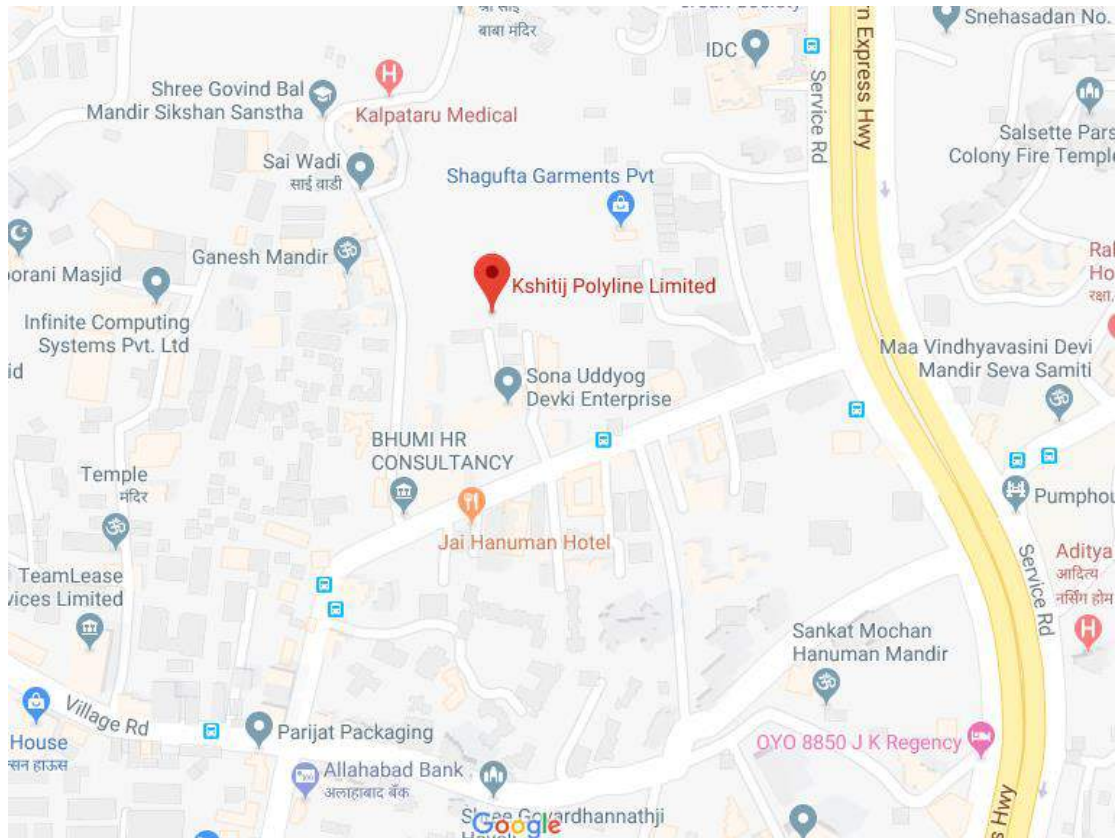
**By Order of the Board of Directors
For Kshitij Polyline Limited**

**Bharat H Gala
Managing Director
DIN: 01994342
Place: Mumbai
Date: 09.08.2019**

Information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with respect to the Directors seeking Appointment/Re-appointment in the 11th Annual General Meeting:

Name of the Director	Mr. Bharat H. Gala
Director Identification Number	01994342
Date of Birth	June 25,1975
Date of Appointment	March 26, 2008
Qualifications	Diploma in Plastic Engineer
Brief Resume of the Director	Mr. Bharat Hemraj Gala, aged 42 years is a Diploma in Plastic Engineer by qualification from Shree Bhagubhai Polytechnic College, Mumbai, having more than 15 years of experience in Plastic & Stationery Industry. He has been Director of our company since incorporation. He has started his own business as manufacturer of Plastic Stationery and Laminated & PP Sheets.
Expertise in specific functional areas	During his career, he has developed the products range having wide application in lamination sheet, PP sheet, Office stationery accessories, Wiro Products and Files & Folders. He has visited and participated International and Domestic Exhibition and trade fair for technological, products and Business developments. He is looks after the overall business development, Quality control, E-commerce and sourcing of material and client relationship. He has continually kept himself updated about new technologies by visiting and participating in International and Domestic Exhibitions and trade fairs with his acumen and knowledge, Company has achieved new heights. They have commenced indenting Wiro products and other raw materials from China and Korea. Under his guidance, company has developed a state of the art channel for marketing products, Technological up gradation and professional management for day to day business activities.
Other listed companies in which he/ she holds Directorship	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)	24,40,317 Equity Share (28.10%)
Disclosure of relationship with other Directors and Key Managerial Personnel	Ms. Rita G. Gala is wife and Mr. Rahul D. Shah is brother in law.

Venue of 11th Annual General Meeting:



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 : U25209MH2008PLC180484
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 11th Annual General Meeting of the Company, to be held on friday the 6th day of September, 2019, at 8, Sona Udyog, Parsi Panchayat Road, Andheri East, Mumbai, MH - 400069 at 05:00 pm and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1. To receive, consider and adopt the Directors Report, Profit & Loss Account, Cash Flow Statement, Notes to Account for the year ended March 31, 2019 and the Balance Sheet as on that date and the Reports of the Statutory Auditors, thereon.
2. To appoint a director in place of Mr. Bharat H. Gala (DIN: 01994342) who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s. R. M. Ajgaonkar & Associates as Statutory Auditor.

Signed this day of 2019

Signature of shareholder
Signature of Proxy holders(s)

Affix
Revenue
Stamp

Notes:

- 1) This Form of the proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- 2) A proxy need not be a member of the Company.
- 3) A person can act as a proxy on behalf of the members not exceeding 50 and holding in aggregate not more than 10% of the total share capital of the Company carry voting rights.
- 4) If a member holding more than 10% of the total share capital carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other member.
- 5) In case of Joint holder, the vote of the senior who tender as vote, whether in person or by proxy, shall be accepted to the exclusion to the vote of other joint holders. Seniority shall be determined by the order in which the name stand in the register of members.
- 6) This is optional please put a tick mark (☒) in appropriate column against the resolution indicated above. In case of members wishes his/her vote to be used differently, he/she should indicate the number of shares under the columns "For", "Against". In case the members leave the column(s) blank, the proxy will be entitled to vote in the manner he/she thinks appropriate.

ATTENDANCE SLIP
To be surrendered at the time of entry

Folio No./Client ID:.....
No. of Shares:
Name of Member/Proxy:.....

I hereby record my presence at the 11th Annual General Meeting of the Company on Friday the 06th day of September, 2019, at 8, Sona Udyog, Parsi Panchayat Road, Andheri East Mumbai, MH - 400069 at 05:00 pm.

Member's/Proxy's Signature

Notes:

1. Please refer to the instructions printed under the Notes to the Notice of the 11th Annual General Meeting.
2. Shareholders/Proxy holders are requested to bring the attendance Slip with them when they come to the meeting.
3. No attendance slip will be issued at the time of meeting.
4. Shareholders who come to attend the meeting are requested to bring their copies of the Annual Report with them, as spare copies will not be available at the meeting.

DIRECTORS' REPORT

To
The Members
Kshitij Polyline Limited.

Your Directors are pleased to present their 11th Annual Report together with the audited accounts of the Company for the year ended as on 31st March, 2019.

FINANCIAL HIGHLIGHTS:

(in Rs.)

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Gross Income from operations	36,24,85,486	27,43,24,679
Profit/ (Loss) before tax	1,57,38,535	1,49,82,773
Less: Taxation Expenses	71,62,617	44,20,730
Profit /(Loss) after tax	85,75,919	1,05,62,043
Balance of profit/ (loss) for earlier years	1,66,84,720	61,22,676
Balance carried forward	1,64,27,279	1,66,84,720

PERFORMANCE:

The Gross income from operations of your Company is Rs. 36,24,85,486/- as against Rs. 27,43,24,679/- in the previous year 2017-18. The net profit after tax for the year under review is Rs. 85,75,919/- as against Rs. 1,05,62,043/- in the previous year 2017-18.

TRANSFER TO RESERVES:

The Board of directors has not proposed transfer to any reserve in the current financial year.

DIVIDEND:

With a view to conserve the resources your Directors do not recommend any dividend for the financial year 2018-2019.

SUBSIDIARIES, JOINT VENTURE AND ASSOCIATE COMPANIES:

The Company does not have any subsidiary, joint venture and associate company and therefore, disclosure in Form AOC-1 is not applicable.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY BETWEEN THE END OF FINANCIAL YEAR AND DATE OF REPORT:

There were no material changes and commitments affecting the financial position of the Company between the end of financial year and date of the report.

CHANGE IN THE NATURE OF BUSINESS:

There has been no change in the nature of business of the Company during the year under review.

PARTICULARS OF LOANS GIVEN, INVESTMENT MADE, GUARANTEE GIVEN, AND SECURITIES PROVIDED:

In accordance with the provisions of Sections 134(3)(g) and 186(4) of the Companies Act, 2013, full particulars of loans given, investments made, guarantees given and securities provided, if any, have been disclosed in the financial statements.

RELATED PARTY TRANSACTIONS:

All related party transactions that were entered during the financial year were on arm's length basis and were in the ordinary course of business. There are no significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

Accordingly, particulars of contracts or arrangements with related party referred to in section 188(1) along with the justification for entering into such contract or arrangement in Form AOC-2 does not form part of the report.

COMPLIANCE WITH SECRETARIAL STANDARDS:

The Company has complied with Secretarial Standards issued by the Institute of Company Secretaries of India on Board Meetings and Annual General Meetings.

EXTRACTS OF ANNUAL RETURN:

An extract of the Annual Return in Form MGT-9 is appended as an **Annexure A** to the Directors Report.

SHARE CAPITAL:

During the under review, the Company has issued and allotted 883336 Bonus Shares face Value of Rs. 10/- on 1st May, 2018.

ISSUE EQUITY SHARES AND OFFERED TO THE PUBLIC & LISTING:

During the year under review, the Company has issued and made on allotment of equity shares to Public by Initial Public Offer of equity shares. Our Company has obtained the necessary listing permission from National Stock Exchange for listing of Equity Share on NSE-SME plate form.

Public Issue of 25,00,000 Equity Shares of Rs. 10/- each fully paid for cash at a price of Rs.35/- per equity share aggregating to Rs.8,75,00,000/-. The Net issue will constitute 27.27% of the post issue paid up capital of the Company. Your Company has received good response from public.

The allotment of equity share was carried and approved by Stock Exchange on 5th October, 2018 and listing of equity on NSE SME on 8th October, 2018.

All the new Equity Shares so allotted rank pari-passu in all respect with the existing Equity Shares.

USE OF PROCEEDS:

The fund raised during the IPO will help your company to strengthen long term working capital. The proceeds from IPO have been utilised for the purpose of the objects as stated in the prospectus dated 7th September, 2018 as follows:

Particulars	Proposed amount as per prospectus	Amount Utilized	AmountUn utilized
To purchase of Machineries and Equipment's to manufacture the Laminated sheet, Wiro and PP Sheet suitable for stationery and office products	4,28,45,000	3,82,46,994	45,98,006
To meet working capital requirement	3,25,00,000	3,25,00,000	-
General Corporate Expenses	45,00,000	45,00,000	-
Issue Expenses	76,55,000	76,55,000	-
Total	8,75,00,000	8,60,40,037	46,98,006

DEMATERIALIZATION OF SHARES:

During the year under review, the Company has entered into Tripartite Agreement with the depositories, National Securities Depository and with Central Depository Service (India) Limited for providing demat facility to its Shareholders. For the purpose, the Company has appointed Karvy Fintech Private Limited.

DIRECTORS AND KEY MANAGERIAL PERSONEL:

The Board is duly constituted according to the provisions of the Company Act. There is no changed in Board during the year.

The Directors on the Board have submitted notice of interest under Section 184(1), intimation under Section 164(2) of the Companies Act, 2013 and declaration as to compliance with the Code of Conduct of the Company. All Independent Directors have also given declarations that they meet the criteria of independence as laid down under Section 149(7) of the Companies Act, 2013.

Ms. Nikita kanhiyalal Padiwal was appointed as Company Secretary of the Company w.e.f. 7th June, 2018 and resigned w.e.f. 10th April, 2019.

Ms. Hetal K Karani was resigned from the post of Chief Financial Officer of the Company w.e.f. 21st February, 2019. And Mr. Vijay R. Dhabaliya has appointed as Chief Financial Officer of the Company w.e.f. 21st February, 2019.

In accordance with the provisions of the Companies Act, 2013, and the Articles of Association of the Company, Mr. Bharat H. Gala retires by rotation at the forthcoming Annual General Meeting and being eligible, offers himself for re-appointment.

MEETINGS OF THE BOARD:

During the year ended March 31, 2019, the Board met 22 times. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 (the "Act"). Required quorum was present throughout each meeting as per the requirement of the said Act, the details of attendance of Directors are given below;

Sr. No.	Board Meeting Date	Attendance of Directors					
		Rahul D. Shah	Bharat H. Gala	Rita B. Gala	Rushiraj Z. Patel	Rajul V. Dhiman	Chandrakant B. Parekh
1	11.04.2018	Yes	Yes	Yes	No	No	Yes
2	17.04.2018	Yes	Yes	Yes	No	No	No
3	25.04.2018	Yes	Yes	Yes	No	No	No
4	01.05.2018	Yes	Yes	Yes	No	Yes	No
5	10.05.2018	Yes	Yes	Yes	Yes	No	No
6	15.05.2018	Yes	Yes	Yes	No	No	No
7	21.05.2018	Yes	Yes	Yes	No	No	No
8	07.06.2018	Yes	Yes	Yes	No	No	No
9	26.06.2018	Yes	Yes	Yes	No	No	No
10	29.06.2018	Yes	Yes	No	No	No	Yes
11	14.07.2018	Yes	Yes	Yes	No	No	No
12	16.07.2018	Yes	Yes	Yes	Yes	No	Yes
13	17.07.2018	Yes	Yes	No	No	Yes	No
14	30.07.2018	Yes	Yes	Yes	No	No	No
15	31.07.2018	Yes	Yes	No	No	No	Yes
16	20.08.2018	Yes	Yes	No	Yes	Yes	Yes
17	07.09.2018	Yes	Yes	Yes	No	No	No
18	20.09.2018	Yes	Yes	Yes	No	No	No
19	04.10.2018	Yes	Yes	Yes	No	No	No
20	24.10.2018	Yes	Yes	Yes	No	No	No
21	14.11.2018	Yes	Yes	No	Yes	Yes	Yes
22	21.02.2019	Yes	Yes	Yes	Yes	Yes	No

MEETING OF INDEPENDENT DIRECTOR:

The Meeting of the Independent Director held on 21st February, 2019.

AUDIT COMMITTEE

The audit committee of the Company is constituted under the provisions of section 177 of the Companies Act, 2013.

Composition of the Committee:

1. Rajul Dhimant Visaria, Non-Executive, Independent Director (Chairman);
2. Rushiraj Zaverbhai Patel, Non-Executive, Independent Director (Member); and
3. Chandrakant Babubhai Parekh, (Member)

During the year under review, the Company held 4 Audit Committee meeting on 16th July, 2018, 22nd August, 2018, 14th November, 2018 and 21st February, 2019.

NOMINATION AND REMUNERATION COMMITTEE:

The Nomination and Remuneration Committee of the Company is constituted under the provisions of section 178 of the Companies Act, 2013.

Composition of the Committee:

1. Rajul Dhimant Visaria, Non-Executive, Independent Director (Chairman);
2. Rushiraj Zaverbhai Patel, Non-Executive, Independent Director (Member); and
3. Rita Bharat Gala, Non-Executive Director (Member).

During the year under review, the Company held 2 Nomination and Remuneration Committee meeting on 7th June, 2018 and 21st February, 2019.

STAKEHOLDERS RELATIONSHIP COMMITTEE:

The Stakeholders Relationship Committee of the Company is constituted under the provisions of section 178 of the Companies Act, 2013.

Composition of the Committee:

1. Rajul Dhimant Visaria, Non-Executive Director (Chairman);
2. Rushiraj Zaverbhai Patel, (Member); and
3. Chandrakant Babubhai Parekh, (Member)

During the year under review, the Company held 2 Stakeholders Relationship Committee meeting on 14th November, 2018 and 21st February, 2019.

INTERNAL COMPLAINT COMMITTEE:

The Internal Complaint Committee of the Company is constituted pursuant to the provision Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("Act").

Composition of the Committee:

Name of the Director	Designation in the Committee
Mrs. Rajul Dhimant Visaria	Presiding Officer
Mr. Prashant Punadiya	Member
Mr. Rahul Devshi Shah	Member

RISK MANAGEMENT POLICY

The Board of Directors of the Company has in place a Risk Management which aims of enhancing shareholders' value and providing on optimum risk-reward trade off. The risk management approach is based on a clear understanding of the variety of risks that the organisation faces, disciplined risk monitoring and measurement and continuous risk assessment and mitigation measures.

PERFORMANCE EVALUATION:

The Board of Directors carried out an annual evaluation of the Board itself, its Committees and individual Directors. The entire Board carried out performance evaluation of each Independent Director excluding the Independent Director being evaluated. The Nomination Remuneration Committee also carried out evaluation of every director's performance.

The evaluation was done after taking into consideration inputs received from the Directors, setting out parameters of evaluation. Evaluation parameters of the Board and Committees were mainly based on Disclosure of Information, Key functions of the Board and Committees, Responsibilities of the Board and Committees, etc. Evaluation parameters of Individual Directors including the Chairman of the Board and Independent Directors were based on Knowledge to Perform the Role, Time and Level of Participation, Performance of Duties and Level of Oversight and Professional Conduct etc.

Independent Directors in their separate meeting evaluated the performance of Non-Independent Directors, Chairman of the Board and the Board as a whole.

CORPORATE GOVERNANCE:

In terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 exempts companies which have listed their specified securities on SME Exchange from compliance with corporate governance provisions.

Since the equity share capital of your Company is listed exclusively on the SME Platform of NSE, the Company is exempted from compliance with Corporate Governance requirements, and accordingly the reporting requirements like Corporate Governance Report, Business Responsibility Report etc. are not applicable to the Company.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

The Management Discussion and Analysis report has been separately furnished as **Annexure-B** in the Annual Report and forms a part of the Annual Report.

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to Section 134(5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, confirm that:

- a. In the preparation of the annual accounts for the year ended 31st March, 2019, the applicable accounting standards have been followed and there are no material departures;
- b. They have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year as on 31st March, 2019 and of the profit of the Company for that period;
- c. They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. They have prepared the annual accounts on a going concern basis;
- e. They have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively;
- f. They have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

INTERNAL FINANCIAL CONTROLS:

The Board has laid down standards, processes and procedures for implementing the internal financial controls across the organization. After considering the framework of existing internal financial controls and compliance systems; work performed by the Statutory Auditors, Secretarial Auditors and External Consultants; reviews performed by the Management and relevant Board Committees including the Audit Committee, the Board is of the opinion that the Company's internal financial controls with reference to the financial statements were adequate and effective during the financial year 2018-19.

INTERNAL CONTROL SYSTEMS:

Adequate internal control systems commensurate with the nature of the Company's business and size and complexity of its operations are in place and have been operating satisfactorily. Internal control systems comprising of policies and procedures are designed to

ensure reliability of financial reporting, timely feedback on achievement of operational and strategic goals, compliance with policies, procedure, applicable laws and regulations and that all assets and resources are acquired economically, used efficiently and adequately protected.

CORPORATE SOCIAL RESPONSIBILITY (CSR) EXPENDITURE.

Since the Company does not fall under the criteria stated under section 135 of the Act, the Company has not developed or implemented a policy for Corporate Social Responsibility. In view of the same no CSR initiative was undertaken by the company.

AUDITORS AND AUDITORS' REPORT:

Statutory Auditors

M/s. R. M. Ajgaonkar and Associates, Chartered Accountants, who are the statutory auditor of the Company, who holds office till the conclusion of this AGM and are eligible for re-appointment. Pursuant to the provisions of section 139(1) of the Companies Act, 2013 and the Rules framed thereunder, it is proposed to appoint M/s. R. M. Ajgaonkar and Associates, Chartered Accountants as statutory auditor of the Company from the conclusion of the forthcoming AGM till the conclusion of the next Annual General Meeting. The Members are requested to consider their re-appointment.

The Auditors' Report does not contain any qualification. Notes to Accounts and Auditors' remarks in their report are self-explanatory and do not call for any further comments.

SECRETARIAL AUDIT:

In accordance with the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board has appointed M/s. Shivam Sharma & Associates, Company Secretaries, as Secretarial Auditors for the financial year 2018-19. The Secretarial Audit Report for the financial year ended March 31, 2019 is set out in **Annexure-C** to this Report.

The Secretarial Audit Report does not contain any qualification, reservation, adverse remark or disclaimer.

COST AUDITOR:

As per provision of section 148(3) of Companies Act, 2013 and rule 6(2) of Companies (Cost records and audit) Rules, 2014, the Company is not required to appoint a cost auditor to audit the cost records of the Company.

CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION:

In view of the nature of activities which are being carried out by the Company, Rules 2A and 2B of the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, concerning conservation of energy and technology absorption respectively are not applicable to the Company.

FOREIGN EXCHANGE EARNING AND OUTGO:

The foreign exchange earnings and outgo details are as below:

Particulars	2018-19 (Rs.)	2017-18 (Rs.)
Foreign exchange earned in terms of actual inflows	95,89,024	29,52,889
Foreign exchange outgo in terms of actual outflows	6,05,309	29,09,780

PARTICULARS OF EMPLOYEES AND REMUNERATION

The information required under Section 197 & Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is given below.

a) Ratio of remuneration of each Director to the employees' median remuneration:

Director	Designation	Remuneration p.a. (Rs.)	Ratio
Mr. Bharat H. Gala	Managing Director	24,00,000	18.90
Mr. Rahul D. Shah	Executive Director & CEO	3,60,000	2.83
Mrs. Rita B. Gala	Executive Director	6,00,000	4.72
Ms. Rajul V. Dhimant	Independent Director	NIL	NIL
Mr. Rushiraj Z. Patel	Independent Director	NIL	NIL
Mr. Chandrakant B. Parekh	Independent Director	NIL	NIL

b) Percentage increase in the median remuneration of employees in the financial year 2018-19: 17.65%

c) Number of permanent employees on the rolls of the Company as on March 31, 2019: 88 (Eighty Eight)

d) Average percentile increase made in the salaries of employees other than key managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

Average percentile increase made in the salaries of employees other than key managerial personnel in the last financial year i.e. 2018-19 was 17.65% whereas the increase in the key managerial personnel remuneration for the same fiscal was 89.83% considering the outstanding performance as well as Key Responsibility Areas (KRAs) of the KMPs, the increase in the remuneration of KMPs is considered appropriate.

- e) It is hereby affirmed that the remuneration paid during the year is as per the Remuneration policy of the Company.
- f) There is no employee covered under the provisions of section 197(14) of the Companies Act, 2013.

There was no employee in the Company who drew remuneration of Rs. 1,02,00,000/- per annum during the period under review. Hence, the Company is not required to disclose any information as per Rule 5(2) of the Companies (Appointment and Remuneration) Rules, 2014

POLICIES AND DISCLOSURE REQUIREMENTS:

In terms of provisions of the Companies Act, 2013 the Company has adopted following policies which are available on its website <https://kshitijpolyline.co.in/>.

- Vigil Mechanism Policy
- Code for Independent Directors
- Nomination and Remuneration Policy
- Risk Management Policy
- Code of Conduct Director and Sr. Management
- Code of Conduct for prevention of Insider Trading
- Policy on Related Party Transactions

GENERAL:

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transaction on these items during the year under review.

1. Details relating to Deposits covered under Chapter V of the Act.
2. Issue of equity shares with differential rights as to dividend, voting or otherwise.
3. Issue of equity shares (including sweat equity shares) and ESOS to employees of the Company under any scheme.
4. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.
5. There were no instance of non-exercising of voting rights in respect of shares purchased directly by the employees under a scheme pursuant to section 67(3) of

the Act read with Rule 16(4) of Companies (Share Capital and Debenture) Rules, 2014 and hence no information has been furnished.

Your Directors further state that during the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

ACKNOWLEDGEMENTS:

Your Directors would like to express their sincere appreciation of the co-operation and assistance received from Shareholders, Bankers, regulatory bodies and other business constituents during the year under review.

Your Directors also wish to place on record their deep sense of appreciation for the commitment displayed by all executives, officers and staff, resulting in successful performance of the Company during the year. Your Directors look forward to the continued support of all stakeholders in the future.

**By order of the board
For Kshitij Polyline Limited**

**Bharat h. Gala
Managing Director
DIN: 01994342**

**Rahul Devshi Shah
Director & CEO
DIN: 01994291**

**Place: Mumbai
Date: 09th August, 2019**

ANNEXURE - A
FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
As on financial year ended on 31.03.2019

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:		
1	CIN	U25209MH2008PLC180484
2	Registration Date	3/26/2008
3	Name of the Company	KSHITIJ POLYLINE LIMITED
4	Category/Sub-category of the Company	PRIVATE COMPANY
5	Address of the Registered office & contact details	8, SONA UDYOG, PARSI PANCHAYAT ROAD, ANDHERI EAST MUMBAI 400069.
6	Whether listed company	NO
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY			
(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)			
S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Manufacture of other plastics products	22209	100%
2			
3			

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES					
SN	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
	Nil				

IV. SHARE HOLDING PATTERN									
(Equity share capital breakup as percentage of total equity)									

(i) Category-wise Share Holding									
Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2018]				No. of Shares held at the end of the year [As on 31-March-2019]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF		4,735,800	4,735,800	89.35%	5,450,101		5,450,101	62.77%	15.08%
b) Central Govt			-	0.00%			-	0.00%	0.00%
c) State Govt(s)			-	0.00%			-	0.00%	0.00%
d) Bodies Corp.			-	0.00%			-	0.00%	0.00%
e) Banks / FI			-	0.00%			-	0.00%	0.00%
f) Any other			-	0.00%			-	0.00%	0.00%
Sub Total (A) (1)	-	4,735,800	4,735,800	89.35%	5,450,101	-	5,450,101	62.77%	15.08%
(2) Foreign									
a) NRI Individuals			-	0.00%			-	0.00%	0.00%
b) Other Individuals			-	0.00%			-	0.00%	0.00%
c) Bodies Corp.			-	0.00%			-	0.00%	0.00%
d) Any other			-	0.00%			-	0.00%	0.00%
Sub Total (A) (2)	-	-	-	0.00%	-	-	-	0.00%	0.00%
TOTAL (A)	-	4,735,800	4,735,800	89.35%	5,450,101	-	5,450,101	62.77%	15.08%

B. Public									
1. Institutions									
a) Mutual Funds			-	0.00%			-	0.00%	0.00%
b) Banks / FI			-	0.00%			-	0.00%	0.00%
c) Central Govt			-	0.00%			-	0.00%	0.00%
d) State Govt(s)			-	0.00%			-	0.00%	0.00%
e) Venture Capital Funds			-	0.00%			-	0.00%	0.00%
f) Insurance			-	0.00%			-	0.00%	0.00%
g) FIIs			-	0.00%			-	0.00%	0.00%
h) Foreign Venture Capital Funds			-	0.00%			-	0.00%	0.00%
i) Others (specify)			-	0.00%			-	0.00%	0.00%
Sub-total (B)(1):-	-	-	-	0.00%	-	-	-	0.00%	0.00%
2. Non-Institutions									
a) Bodies Corp.									
i) Indian			-	0.00%			-	0.00%	0.00%
ii) Overseas			-	0.00%			-	0.00%	0.00%
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh		195,200	195,200	3.68%	839966	10267	850,233	9.79%	335.57%
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh		369,000	369,000	6.96%	1728396	295501	2,023,897	23.31%	448.48%
c) Others (specify)									
Non Resident			-	0.00%			-	0.00%	0.00%
Corporate Bodies			-	0.00%	355,105		355,105	4.09%	0.00%
Foreign Nationals			-	0.00%			-	0.00%	0.00%
Clearing Members			-	0.00%	4000		4,000	0.05%	0.00%
Trusts			-	0.00%			-	0.00%	0.00%
Sub-total (B)(2):-	-	564,200	564,200	10.65%	2,927,467	305,768	3,233,235	37.23%	473.07%
Total Public (B)	-	564,200	564,200	10.65%	2,927,467	305,768	3,233,235	37.23%	473.07%
C. Shares held by Custodian for GDRs & ADRs			-	0.00%				0.00%	0.00%
Grand Total	-	5,300,000	5,300,000	100.00%	8,377,568	305,768	8,683,336	100.00%	488.15%

(ii) Shareholding of Promoter

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of	% of Shares Pledged/	No. of Shares	% of total Shares of	% of Shares	
1	BHARAT H. GALA	2091700	39.47	0	2440317	28.10	0	-11.36
2	Mr. Hemraj B Gala	1889500	35.65	0	2129417	24.52	0	-11.13
3	Ms. Rita B Gala	430200	8.12	0	501900	5.78	0	-2.34
4	Mr. Rahul D Shah	234000	4.42	0	273000	3.14	0	-1.27
5	Ms. Manjula Gala	20,200	0.38	0	23,567	0.27	0	-0.11
6	Mr. Rajesh Gala	70,200	1.32	0	81,900	0.94	0	-0.38
		4,735,800	89.35		5,450,101	62.77		-26.59

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

SN	Particulars	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
	At the beginning of the year	01.04.2018		4,735,800	89.35%	4,735,800	89.35
	Changes during the year	5/1/2018	Allot	789,301	14.89%	789,301	13.48
		5/15/2018	Transfer	(75,000)	-1.42%	5,450,101	62.77%
					0.00%		0.00%
	At the end of the year	31.03.2019		5,450,101	100.00%	5,450,101	62.77%

(iv) Shareholding Pattern of top ten Shareholders

(Other than Directors, Promoters and Holders of GDRs and ADRs):

SN	For each of the Top 10 shareholders	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	Mr. Vikas Agrawal						
	At the beginning of the year	01.04.2017		-	0.00%	-	0.00%
	Changes during the year		Allot		0.00%	216,000	2.49%
	At the end of the year	31.03.2018		-	0.00%	216,000	2.49%
2	MONARCH NETWORK						
	At the beginning of the year	01.04.2017		-	0.00%	-	0.00%
	Changes during the year		Allot		0.00%	184,000	2.12%
	At the end of the year	31.03.2018			0.00%	184,000	2.12%
3	Ms. PREETI YASHESH						
	At the beginning of the year	01.04.2017		-	0.00%	-	0.00%
	Changes during the year		Allot		0.00%	148,895	1.71%
	At the end of the year	31.03.2018			0.00%	148,895	1.71%
4	Mr. Kaushik Joshi						
	At the beginning of the year	01.04.2017		-	0.00%	-	0.00%
	Changes during the year		Allot		0.00%	134,500	1.55%
	At the end of the year	31.03.2018			0.00%	134,500	1.55%
5	Mr. Pravinchandra Doshi						
	At the beginning of the year	01.04.2017		-	0.00%	-	0.00%
	Changes during the year		Allot		0.00%	133,000	1.53%
	At the end of the year	31.03.2018			0.00%	133,000	1.53%
6	Ms. Jyoti Shanghvi						
	At the beginning of the year	01.04.2017		-	0.00%	-	0.00%
	Changes during the year		Allot		0.00%	110,167	1.27%
	At the end of the year	31.03.2018			0.00%	110,167	1.27%
7	Mr. Naresh Kadam						
	At the beginning of the year	01.04.2017		-	0.00%	-	0.00%
	Changes during the year		Allot		0.00%	108,000	1.24%
	At the end of the year	31.03.2018			0.00%	108,000	1.24%
8	Ms. Tanvi Sanghvi						
	At the beginning of the year	01.04.2017		-	0.00%	-	0.00%
	Changes during the year		Allot		0.00%	106,167	1.22%
	At the end of the year	31.03.2018			0.00%	106,167	1.22%
9	QUANTUM GLOBAL						
	At the beginning of the year	01.04.2017		-	0.00%	-	0.00%
	Changes during the year		Allot		0.00%	84,000	0.97%
	At the end of the year	31.03.2018			0.00%	84,000	0.97%
10	Mr. Premal M Shukla						
	At the beginning of the year	01.04.2017		-	0.00%	-	0.00%
	Changes during the year		Allot		0.00%	81,667	0.94%
	At the end of the year	31.03.2018			0.00%	81,667	0.94%

(v) Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors and each Key Managerial Personnel	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	BHARAT H. GALA						
	At the beginning of the year	01.04.2018		2,091,700	39.47%	2,091,700	39.47%
	Changes during the year	5/1/2018	Allot	348,617	6.58%	2,440,317	46.04%
	At the end of the year	31.03.2019		2,440,317	46.04%	2,440,317	46.04%
2	RAHUL D. SHAH						
	At the beginning of the year	01.04.2018		234,000	4.42%	234,000	4.42%
	Changes during the year	5/1/2018	Allot	39,000	0.74%	273,000	5.15%
	At the end of the year	31.03.2019		273,000	5.15%	273,000	5.15%
3	Rita Gala						
	At the beginning of the year	01.04.2018		430,200	8.12%	430,200	8.12%
	Changes during the year	5/1/2018	Allot	71,700	1.35%	501,900	9.47%
	At the end of the year	31.03.2019		501,900	9.47%	501,900	9.47%

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment.

(Amt. Rs.)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	80,323,496.00	34,417,306.00		114,740,802.00
ii) Interest due but not paid	-	-		-
iii) Interest accrued but not due	-	-		-
Total (i+ii+iii)	80,323,496.00	34,417,306.00	-	114,740,802.00
Change in Indebtedness during the financial year				
* Addition	2,603,647.00	24,033,883.00		26,637,530.00
* Reduction	-	-		-
Net Change	2,603,647.00	24,033,883.00	-	26,637,530.00
Indebtedness at the end of the financial year				
i) Principal Amount	82,927,143.00	58,451,189.00		141,378,332.00
ii) Interest due but not paid	-	-		-
iii) Interest accrued but not due	-	-		-
Total (i+ii+iii)	82,927,143.00	58,451,189.00	-	141,378,332.00

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL
A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

SN.	Particulars of Remuneration	Name of MD/WT/ Manager		Total Amount (Rs.)
		Name	Designation	
		Bharat H. Gala	Rahul D. Shah	
		Managing Director	Director & CEO	
1	Gross salary	2400000	360000	2760000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961			-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961			-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961			-
2	Stock Option			-
3	Sweat Equity			-
4	Commission			-
	- as % of profit			-
	- others, specify			-
5	Others, please specify			-
	Total (A)	2,400,000.00	360,000.00	2,760,000.00
	Ceiling as per the Act			

B. Remuneration to other Directors

SN.	Particulars of Remuneration	Name of Directors			Total Amount (Rs)
		Ms. Rita Gala			
1	Independent Directors				
	Fee for attending board committee				-
	Commission				-
	Others, please specify				-
	Total (1)	-	-	-	-
2	Other Non-Executive Directors				-
	Fee for attending board committee				-
	Commission				-
	Others, please specify				-
	Total (2)	-	-	-	-
	Total (B)=(1+2)	-	-	-	-
	Total Managerial Remuneration	600,000.00			-
	Overall Ceiling as per the Act				

C. Remuneration to Key Managerial Personnel other than MD/Manager/WT/

SN.	Particulars of Remuneration	Name of Key Managerial Personnel			Total Amount (Rs/Lac)
		Name	Designation		
		Hetal K Karani	Vijay Dabhaliya	Nikita Pediwal	
		CFO	CFO	CS	
1	Gross salary	27300	325750	170000	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961				-
	(b) Value of perquisites u/s 17(2) Income-				-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961				-
2	Stock Option				-
3	Sweat Equity				-
4	Commission				-
	- as % of profit				-
	- others, specify				-
5	Others, please specify				-
	Total	27,300.00	325,750.00	170,000.00	523,050.00

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:					
Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty		NIL			
Punishment		NIL			
Compounding		NIL			
B. DIRECTORS					
Penalty		NIL			
Punishment		NIL			
Compounding		NIL			
C. OTHER OFFICERS IN DEFAULT					
Penalty		NIL			
Punishment		NIL			
Compounding		NIL			

For and on behalf of the Board of Directors

(BHARAT GALA)
Managing Director
DIN: 01994342
Place : Mumbai
Date : 07.08.2019

(RAHUL SHAH)
Director & CEO
DIN: 01994291

Annexure-B
MANAGEMENT DISCUSSION & ANALYSIS REPORT

INTRODUCTION:

Our Company was originally incorporated as —Kshitij Polyline Private Limited on March 26, 2008 under the Companies Act, 1956 vide certificate of incorporation issued by the Registrar of Companies, Mumbai. Our Company was subsequently converted in to a public company and consequently name was changed to —Kshitij Polyline Limited (KPL) vide fresh certificate of incorporation dated January 19, 2018 issued by Registrar of Companies, Mumbai.

INDUSTRY STRUCTURE:

Our Company & its executives have developed the skill and expertise in designing and innovation in office stationery, calendar, dairy and student study materials of different variety colours, design and application. We have also developed the In house technical & Design team to provide stationery solution and implementation for calendar, diary, book as replacement of traditional material with new and innovative PP material.

Under the guidance of promoters, our company has successfully launched wide products range, established goodwill for quality products and have the regular clients for the laminated & PP sheet, Wiro, File and folders. Our company has developed and launched more than 125 products range in File, Folder & Diary under our Brand in Indian Market. Further our company has supply – Make to order – ID card with ribbon, File & Folder with client Logo and Info, Display materials for Education, Pharma, FMCG, Finance and Insurance sectors.

FINANCIAL PERFORMANCE:

Particulars	Year ended 31/3/2019 Rs. In lacs	Year ended 31/3/2018 Rs. In lacs
Revenue from Operation	3624.85	2743.25
EBIDTA	463.08	385.18
Profit Before Tax	157.38	149.82
Profit After Tax	85.76	105.62
Equity Capital	868.33	530.00
Reserves & Surplus	877.80	331.74

FUTURE OUTLOOK:

Management is planning for business expansion by having state of art manufacturing facility and comply with international standard. This shall also support for E commerce and Online marketing of company's products.

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

Currently, we have a head office and a sales office located in Mumbai, Maharashtra. The company establishes a long-term relationship with their clients by providing good quality product, which will surely go a long way and benefit the company. The company is backed by a team of highly creative and experienced professionals who have an affinity for creating innovative designs. The company's team has been a major strength as it understands the varied needs of the clients and works accordingly. From processing to finish, the company tries its best to ensure the quality of every single product delivered by the company.

OPPORTUNITIES AND THREATS:

Company in new geographies with increasing economy and industrial growth augur well for the company's products in the near short-term.

Global trade wars can pose a challenge to international trade impacting the company. Competition from new players within the country poses a threat.

SEGMENTWISE PERFORMANCE:

The business activities of the Company comprise in one business segments i.e. Stationery Plastic Products.

RISKS AND CONCERNS:

The company makes responsible approaches towards Risk Management on an integrated basis to cover all aspects of operations to diminish each or a combination of known risks that could affect its business. The company has a comprehensive insurance coverage and breakdown coverage for all its electronic equipments to protect all its assets from such damages. Apart from the above, the Company has a well documented Risk Management System. The Company does identify a few risks, which are purely routine in nature and none of any significant impact. There is a mitigation system in place which addresses these risks.

INDUSTRY STRUCTURE AND DEVELOPMENT OPPORTUNITIES, THREATS, RISKS, CONCERNS AND OUTLOOK:

The improvement seen in the Indian Industrial Production (IIP) numbers since last couple of months suggest that the Indian economy has now moved on a recovery path which is a good indicator. At Company level going forward it is our conviction that the transparent policies and level playing field provided by the GST regime, along with the stringent statute compliance with initiatives like E-way bill implementation, will further help the growth of organised sector due to reduction of unethical practices which had led to unfair and unjust competition in the past.

PLASTIC FILES & STATIONERY PRODUCT DIVISION:

During the financial year 2018-2019, the Stationery Manufacturing Business recorded a growth of nearly 32.5% in value terms. Which offers a range of over various products with a combination of Office Stationery, Cutting & Lamination Sheet Machinery manufactured in-house and traded products across all segments of Corporate and office & many others.

In the year gone by, your Company has introduced several new products to stay ahead of the curve in the highly competitive Stationery domain, the objective clearly being to provide innovative products which will enhance the offerings and also improve the top and bottom line of both the Channel Partners and the Company. These innovations were basically centre around better aesthetics, innovative designs and space-saving attributes. To keep up the momentum, your Company is planning to invest in the range of differentiated products in all the verticals in the financial year 2019-2020 to fill in product gaps and bring freshness in the product offerings. The

distribution base spread across every district of our country will increase the visibility quotient to the remotest rural market and this coupled with our ability to manage complex supply chain equations at a lower cost as compared to the industry norms would be our clear “right to win”. The strong network of office staff, sales staff assisted by a robust SCM system which links the multi location production facilities to deliver our products efficiently helped us in not only enhancing the market penetration further but also improved our timely fill rate to the general trade, modern trade and E-commerce portals across the country. This would continue to be our focus area in the coming period.

In the coming year the Company is geared up to improve the indigenisation initiative through local sourcing and selective backward integration especially in the New Imported machinery, New Designing Product with Better Technology.

KPL focus on Better Stationery Product has helped us to develop a unique business model in the country as it essentially serves the same network of distributors and retailers thus making it easier for them to source all types of stationery requirements of their customer in the Printing & stationery domain through one major principal. This in a way is a winning solution for the Channel Partners as this takes care of their aspiration of both top line growth and profitability.

In order to improve service delivery times and reduce logistic cost, the Company has enhanced storage capacities at its Mumbai and Silvassa plants and also setup New Place of Manufacturing Business at Sarigam (Gujarat) during this Year.

We are also investing in machineries to increase our production capacities in PET Sheet and Varieties in Lamination Pouches, Injection moulding and moulds of growth segments for wider range of pallets and waste management products based on a focused market research and product development program to add value to our product offerings, strengthening our brand positioning as a “One Stop Shop for Material Handling Solutions”.

Our ‘Go to Market’ through our direct sales model, with 400 plus Pan India sales force has been further strengthened by increased usage of technological customer relationship solutions (CRM Software) integrated with our SAP ERP to drive sales force productivity. We have implemented key account management to deepen customer penetration and capture a larger share of their purchases in our product segments and also started use of data analytics to identify and tap into expanded markets to broaden customer base. We have expanded use of BI (Business Intelligence), machine learning tools to help us increase efficiency in warehouse stocking, logistics and accounts receivables management. Efficiencies in these will directly lead to better cash flows and reduction in related costs.

Most importantly, a program “Fit for growth” has been instituted as a comprehensive manpower productivity improvement exercise to map and improve our processes by reducing complexities and use of technology with an aim to improve manpower productivity.

Immediate to medium term concerns are, rising crude price, impacting raw material prices and disruptions in agriculture sector due to climatic changes which pose as challenge to revenue growth and profitability.

FINANCIAL REVIEW:

Revenue from Operations:

During the year 2018-19, the total revenue of our company has increased to Rs. 3624.85 lacs as against Rs.2743.25 lacs in year 2017-18. It represents increase of 32.5 % of the total revenue. This revenue earned from sales of wiro products having vast application, Lamination sheet and PP Sheet

suitable for stationery, dairy, folders & files and wiro products. With introduction of GST and rationalize the rate structure, our company's products become cheaper and pass on the benefits to end users. Our Company has introduced few products and design in wiro products during the year. Even increase the strength of dealers and sales team to cater the E commerce and Dealers.

Revenue – Other Income:

During the year 2018-19, the total other revenue of our company has increased to Rs. 37.04 lacs as against Rs. 28.46 lacs in year 2017-18. It represents increase of 30% of the other revenue. This revenue earned from Export incentives, bank interest and drawback benefits.

Total Expenses:

The operating cost consists of Material used & consumed, direct expenses to manufacture the products, Employee Benefit Expenses, Finance cost, Depreciation and Administration, Rent & Selling Expenses. During the year 2018-19, the cost of material consumed was consists of PP Granule, wiro, fabric, chemical and allied materials. The material consumed was increased to Rs. 274.03 lacs from Rs. 201.68 lacs as compared to year 2017-18 showing increased of 35.92 %. This has increased due to changes in company increased in business during the years and introduced few more stationery and wiro products.

Employee expenses:

Expenses incurred on staff and executives and its welfare during the financial year 2018- 19 was Rs. 208.26 lacs and in 2017-18 it was Rs.136.67 lacs had been kept as direct expenses towards Employee. This show increased in employees expenses of 65.62% due to increased in staff strength in sales and manufacturing during the year.

Finance and Interest cost:

Expenses incurred on finance and interest cost during the financial year 2018-19 increased to Rs.214.01 lacs from Rs. 155.72 lacs in fiscal year 2017-18, showing a increased by 72.76 %. This has due to increased loan & higher interest rates.

Depreciation and amortization expense:

During the year 2018-19, depreciation and amortization expense of our company has increased to Rs. 91.68 lacs as against Rs. 79.62 lacs in year 2017-18 showing a increased by 15%.

Administrative & Selling Expenses:

Administrative & Selling expenses for the year 2018-19 increased to Rs. 213.18 lacs from Rs. 204.54 lacs in F.Y. 2017-18. The expenses had been increased due to increase in business, Marketing and Rent Expenses. This show increased by 4.23 % as compared to previous year.

Profit/(loss) After Tax:

The PAT for Financial Year 2018-19 is Rs. 85.75 lacs as compared to Rs. 105.62 lacs in Financial Year 2017-18. This was mainly due to focus on Increased the material cost and Finance cost.

Initial Public Offer and Listing at NSE Emerge Stock Exchange:

Public Issue of 25,00,000 Equity Shares of Face Value Of Rs.10/-Each of Kshitij Polyline Limited for Cash at a Price of Rs.35/- Per Equity Share (Including Share Premium of Rs.25/- Per Equity Share)(“Issue Price”)Aggregating to 875.00 lacs (“The Issue”) of Which 1,32,000 Equity Share of Face Value of Rs.10/- Each for a Cash Price of Rs.35/-Per Equity Share, Aggregating to Rs.46,20 lacs Will be Reserved for Subscription by Market maker (“Market Maker Reservation Portion”).The Issue less the Market Maker Reservation Portion. i.e Issue of 23,68,000 Equity Share of face Value of Rs.10/- Each at an Issue Price Of Rs.35 Per Equity Share Aggregating to Rs.828.80 lacs. The Issue and the Net issue Will Constitute 28.79% And 27.27% Respectively of the post issue Paid Up Equity Share Capital of Our Company.

IPO issue Open on 21St September 2018 and Close on 27Th September 2018 .However Issue was Oversubscribed by 1.32 times and Successfully Listed on NSE Board in SME Platform.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:

The Management of your Company has put in place adequate Internal Controls that are commensurate with the size and nature of its Business. The Internal financial controls placed also ensures that executed transactions are recorded in all material respects to permit preparation of financial statements in conformity with established accounting principles.

Internal Audit Department along with the help of external professional agencies continuously monitors the effectiveness of the internal controls with an objective to provide to the Audit Committee and the Board of Directors, an independent, objective and reasonable assurance on the adequacy and effectiveness of the internal control. Based on their assessment, Management believes that your Company maintained effective internal control over financial reporting.

HUMAN RESOURCES AND INDUSTRIAL RELATIONS:

Your Company’s industrial relations continued to be harmonious during the year under review.

CAUTIONARY STATEMENT:

The Management Discussions and Analysis Statement made above are on the basis of available data as well as certain assumptions as to the economic conditions, various factors affecting raw material prices, selling prices, trend and consumer demand and preference, governing and applicable laws and other economic and political factors. The Management cannot guarantee the accuracy of the assumptions and projected performance of the Company in future. It is therefore, cautioned that the actual results may differ from those expressed and implied therein.

Annexure-C
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2019
[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies
(Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
Kshitij Polyline Limited
8, Sona Udyog, Parsi Panchayat
Road, Andheri East,
Mumbai, MH - 400069.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Kshitij Polyline Limited** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit. I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2019 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2019 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **(Not Applicable to the Company during the Audit Period)**
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992/The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not Applicable to the Company during the Audit Period)**
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not Applicable to the Company during the Audit Period)**
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not Applicable to the Company during the Audit Period)** and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(Not Applicable to the Company during the Audit Period)**

I have relied on the representation made by the Company, its Officers and on the reports given by designated professionals for systems and processes formed by the Company to monitor and ensure compliances under other applicable Acts, Laws and Regulations **(as mention in the Annexure - I)** to the Company.

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with Stock Exchanges read with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that:

During the year under review, the Company has issued and made on allotment of equity shares to Public by Initial Public Offer of equity shares. The Company has obtained the necessary listing permission from National Stock Exchange for listing of Equity Share on NSE-SME plate form.

Further during the year under review, the Company has made Public Issue of 25,00,000 Equity Shares of Rs. 10/- each fully paid for cash at a price of Rs.35/- per equity share aggregating to Rs.8,75,00,000/-.

I further report that:

The Company has listed on SME platform of National Stock Exchange on 8th October, 2018

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act. The appointment and cessation of Key Managerial Persons were in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that the compliance by the Company for the applicable Financial Laws like Direct Taxes, Indirect Taxes and the compliance of the Accounting Standards, quarterly/half yearly financial results under Regulation 33 of SEBI (LODR) Regulations, 2015 and the annual financial statements has not been reviewed in this audit report, since the same have been subject to the statutory financial audit by other designated professionals. This report is to be read with our letter of even date which is annexed as **Annexure II** and forms an integral part of this report.

For Shivam Sharma & Associates
Company Secretaries

Shivam Sharma
(Proprietor)
M. No.: 35727, CP. No.: 16558
Date: 09.08.2019
Place: Mumbai

Annexure - I

List of other applicable Acts, Laws and Regulations to the Company are as follows:-

1. Labour Laws and other incidental laws related to labour and employees appointed by the Company either on its payroll or on contractual basis as related to wages, gratuity, provident fund, ESIC, compensation etc.;
2. Acts as prescribed under Direct tax and Indirect Tax;
3. Acts as prescribed under Shop and Establishment Act of various local authorities.

Annexure – II

To,
The Members,
Kshitij Polyline Limited
8, Sona Udyog, Parsi Panchayat
Road, Andheri East,
Mumbai, MH – 400069.

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happenings of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficiency or effectiveness with which the management has conducted the affairs of the company.

For Shivam Sharma & Associates
Company Secretaries

Shivam Sharma
(Proprietor)
M. No.: 35727, CP. No.: 16558
Date: 09.08.2019
Place: Mumbai

CERTIFICATION ON FINANCIAL STATEMENTS OF THE COMPANY:

We, Bharat H. Gala Managing Director and Rahul D.Shah, Executive Director of the Company hereby certify that:

- A. We Have Reviewed the Standalone and Consolidated Financial Statements and the Cash Flow Statements of the Company and Notes to the financial statements for the year ended 31st March, 2019 and that to the best of Our Knowledge and belief.
 - 1. These Statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
 - 2. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting Standard.applicable laws and regulations.
- B. These are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or volatile of the Company's Code of Conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control system of the Company pertaining to financial reporting and we have disclosed to the auditor and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take or rectify the deficiencies.
- D. We have indicated to the auditor and the Audit Committee:
 - 1. Significant Changes, if any, in internal control over financial reporting during the year.
 - 2. Significant Changes, if any, in accounting policies during the year and that the same have been disclosed in the Notes to the Financial Statements.And
 - 3. Instances of Significant fraud, if any, of which we have become aware and the involvement therein, if any, of the Management or an employee having a significant role in the Company's Internal Control system over financial reporting.

For Kshitij Polyline Limited

Bharat H Gala
Managing Director
DIN: 01994342
Place: Mumbai
Date: 09th August, 2019

Rahul D Shah
Director & CEO
DIN: 01994291

DECLARATION REGARDING COMPLIANCES OF COMPANY 'S CODE OF CONDUCT BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL OF COMPANY:

This is to Confirm pursuant to the provisions of Regulation 26(3) of SEBI (LODR) Regulations, 2015 that the Company has adopted a code of Conduct for its Director and senior Management Personnel of the Company which includes the Managing Director, Executive Director, Chief Financial Officer, Company Secretary and President level employees of the company.

Based on the declaration/affirmation of compliance with Code of Conduct of Company received from its respective Directors and Senior Management Personal. I Bharat H Gala, Managing Director hereby confirm that the Company has duly complied with the Code of Conduct of Company in respect of Financial Year Ended on 31st March, 2019.

For Kshitij Polyline Limited.

Bharat H Gala
Managing Director
DIN: 01994342

Place: Mumbai
Date: 09th August, 2019

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF KSHITIJ POLYLINE LIMITED

Report on the Audit of the Financial Statements

Qualified Opinion

We have audited the financial statements of Kshitij Polyline Limited ('the Company'), which comprise the Balance Sheet as at 31st March, 2019, the Statement of Profit and Loss, the statement of Cash Flow for the year then ended and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matter described in the Basis for Qualified Opinion section of our report, the aforesaid financial statements give a true and fair view in conformity with the accounting principles generally accepted in India, of state of affairs of the Company as at 31st March, 2019 and profit, and its cash flows for the year ended on that date.

Basis for Qualified Opinion

The Company is liable to provide for gratuity as per the provisions of the Gratuity Act, 1972 and the Accounting Standard – 15 "Employee Benefits" as prescribed under section 133 of the Companies Act, 2013. However, the Company has not created any provision towards the Gratuity liability based on the estimation. Accordingly, the profits of the Company are overstated to the extent of such provision.

We conducted our audit in accordance with Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013 ('the Act'). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditors' Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by Section 143(3) of the Act, we report that:

- a. We have sought and obtained, except for the matter described in the Basis for Qualified Opinion paragraph, all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
- b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c. The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- d. In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.
- e. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- f. On the basis of written representations received from the directors as on 31st March, 2019 and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of section 164(2) of the Act; and
- g. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure B”.
- h. With respect to the other matters to be included in the Auditors’ Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i) the Company does not have any pending litigations, which would impact its financial position;
 - ii) the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii) there were no amounts which were required to be transferred to Investors Education and Protection Fund by the Company.

For **R. M. Ajgaonkar & Associates.**
Chartered Accountants
Firm’s Registration Number: 117247W

Komal Sevak
Proprietor
Membership Number: 143685
Place: Mumbai
Date: 29th May, 2019

ANNEXURE “A” TO INDEPENDENT AUDITORS’ REPORT

Re: Kshitij Polyline Ltd.

The Annexure referred to in our Independent Auditors’ Report to the members of the Company on the Financial Statements for the year ended 31st March, 2019, we report the following:

- 1) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of the fixed asset.

(b) As explained to us, the fixed assets have been physically verified by the management during the year, which in our opinion is reasonable having regards to the nature of the assets. No material discrepancies have been noticed on such verification.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of the immovable properties are held in the name of the Company which is hypothecated against secured loan.
- 2) The management has conducted physical verification of Inventories at reasonable intervals during the year. In our opinion, the frequency of such verification is reasonable. As explained to us, the material discrepancies noticed during verification have been properly dealt with in the books of accounts.
- 3) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register maintained under Section 189 of the Act. Accordingly, the provisions of paragraph 3(iii) (a), (b) and (c) of the Order are not applicable to the Company.
- 4) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Act, with respect to the loans given, investments made, guarantees and securities given.
- 5) The Company has not accepted any deposits from the public within the meaning of the directives issued by the Reserve Bank of India, provisions of Section 73 to 76 of the Act, any other relevant provisions of the Act and the relevant rules framed thereunder.
- 6) On the basis of the information and explanations given to us, the Central Government has not prescribed maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013 for the activities of the Company. Therefore, the provisions of paragraph 3(vi) of the Order are not applicable to the Company.
- 7) (a) As per the information and explanations given to us, the Company is generally regular in depositing undisputed statutory dues including provident fund, income tax, duty of customs, goods and service tax, cess and any other statutory dues with the appropriate authorities, wherever applicable during the year. As per the information and explanations given to us and the records examined by us, there are no undisputed arrears of statutory dues, which are outstanding as at the last day of the financial year for more than six months from the date they became payable.

(b)As explained to us and according to the records of the Company, there are no disputed dues outstanding on account of income tax, sales tax, service tax or goods and service tax or duty of customs or duty of excise or value added tax.

- 8) As per the information and explanations given to us and on the basis of records examined by us, the Company has not defaulted in repayment of the loans or borrowings from banks and financial institutions. The Company has taken borrowing from Government and has not issued any debentures.
- 9) According to the information and explanation given to us, during the year, the Company has completed the Initial public Offer and raised a total capital of Rs.8,75,00,000/- comprising a fresh issue of 25,00,000 equity shares of face value of Rs.10/- each for cash at a premium of Rs.25/- per share. The equity shares of the Company were listed on NSE SME platform effective from 8th October, 2018. The proceeds from IPO have been utilised for the purpose of the objects as stated in the prospectus dated 07th September, 2018 as follows.

(In Rs.)

Particulars	Proposed amount as per prospectus	Amount Utilized	Amount Unutilized
To purchase of Machineries and Equipment's to manufacture the Laminated sheet, Wiro and PP Sheet suitable for stationery and office products	4,28,45,000	3,82,46,994	45,98,006
To meet working capital requirement	3,25,00,000	3,25,00,000	-
General Corporate Expenses	45,00,000	45,00,000	-
Issue Expenses	76,55,000	76,55,000	-
Total	8,75,00,000	8,60,40,037	46,98,006

- 10) To the best of our knowledge and belief and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by its officers or employees have been noticed or reported during the year.
- 11) In our opinion and according to the information and explanations given to us and based on examination of the records of the Company, the Company has paid / provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- 12) As per the information and explanation given to us, the nature of activities of the Company does not attract any provisions of special statute applicable to a Nidhi Company as prescribed under section 406 of the Act. Therefore, the provisions of paragraph 3(xii) of the Order are not applicable to the Company.
- 13) According to the information and explanations given to us and based on our examination of the records of the Company, all transactions with the related parties are in compliance with sections 177 and 188 of Act, where applicable and the details have been disclosed in the financial statements as required by the applicable accounting standards.
- 14) As per the information and explanation given to us, the Company has not made preferential allotment / private placement of shares. Therefore, the requirements under paragraph 3 (xiv) is not applicable to the Company.

- 15) According to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with him, as specified under section 192 of the Act. Therefore, the provisions of paragraph 3(xv) of the Order are not applicable to the Company.
- 16) According to the information and explanations given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For **R. M. Ajgaonkar & Associates**
Chartered Accountants
Firm's Registration No: 117247W

Komal Sevak
Partner
Membership No. 143685
Place: Mumbai

REPORT ON THE INTERNAL FINANCIAL CONTROLS UNDER CLAUSE (i) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 (“THE ACT”).

We have audited the internal financial controls over financial reporting of Kshitij Polyline Limited (‘the Company’) as of 31st March, 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

MANAGEMENT’S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal financial control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (‘ICAI’). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

AUDITORS’ RESPONSIBILITY

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (‘the Guidance Note’) and the Standard on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors’ judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

A Company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the

Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of the management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatement due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial controls over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

OPINION

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2019, based on the internal financial control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For **R.M. Ajgaonkar & Associates.**
Chartered Accountants
Firm Registration No. 117247W

Komal Sevak
Proprietor
Membership No. 143685
Place: Mumbai

KSHITIJ POLYLINE LIMITED

Balance Sheet as at 31st March, 2019

(in Rs.)

Particulars	Note No.	As on 31 March 2019	As on 31 March 2018
I. EQUITY AND LIABILITIES			
1 Shareholders' funds			
(a) Share capital	1	8,68,33,360	5,30,00,000
(b) Reserves and surplus	2	8,77,79,235	3,31,74,720
2 Non-current liabilities			
(a) Long-term borrowings	3	3,23,83,679	3,90,56,139
(b) Deferred tax liabilities (Net)		25,44,640	96,660
3 Current liabilities			
(a) Short-term borrowings	4	7,96,25,425	5,24,70,400
(b) Trade payables	5		
- micro, small and medium enterprises		-	-
- others		2,62,34,042	3,64,17,300
(c) Other current liabilities	6	3,61,48,360	2,97,68,614
(d) Short term provisions	7	44,08,234	37,55,287
TOTAL		35,59,56,976	24,77,39,119
II. ASSETS			
Non-current assets			
1 (a) Property, Plant and Equipment	8		
(i) Tangible assets		6,07,13,883	6,03,35,218
(ii) Capital work-in-progress		1,20,28,849	-
(b) Non-current investments		-	50,000
(c) Long-term loans and advances	9	2,49,83,387	81,19,572
(d) Other non-current assets	10	11,01,435	32,01,650
2 Current assets			
(a) Inventories	11	9,68,82,962	7,50,82,258
(b) Trade receivables	12	9,75,83,265	8,68,75,243
(c) Cash and bank balances	13	46,85,793	7,94,074
(d) Short-term loans and advances	14	5,72,24,274	1,31,51,621
(e) Other current assets	15	7,53,127	1,29,483
TOTAL		35,59,56,976	24,77,39,119
Significant Accounting Policies	23		
Other Notes to Financial Statements	24		
The Significant Accounting Policies and Notes referred to above form an integral part of Financial Statements.			
<p>As per our report attached</p> <p>For R.M.Ajgaonkar & Associates</p> <p>ICAI Firm Registration No.:117247W</p> <p>Chartered Accountants</p> <p>Komal Sevak Partner Membership No:143685 Place: Mumbai Dated:29/05/2019</p> <p style="text-align: right;">For and on behalf of the Board of Kshitij Polyline Limited CIN:U25209MH2008PTC180484</p> <p style="text-align: right;">(Bharat Gala) Managing Director DIN:01994342</p> <p style="text-align: right;">(Rahul Shah) Director DIN:01994291</p> <p style="text-align: right;">(Vijay Dhabaliya) Chief Financial Officer PAN:ALZPD7631E</p>			

KSHITIJ POLYLINE LIMITED			
Statement of Profit and Loss for the Period ended 31st March, 2019			
(in Rs.)			
Particulars	Refer Note No.	For the Period ended 31 March, 2019	For the Period ended 31 March, 2018
I. Revenue from Operations			
Sale of Products	16	35,87,80,703	27,14,78,095
II. Other Income	17	37,04,783	28,46,584
III. Total Revenue (I + II)		36,24,85,486	27,43,24,679
IV. Expenses:			
Cost of Material Consumed	18	30,63,80,490	20,98,41,363
Changes in Inventories of Finished Goods	19	-3,23,48,814	-81,56,672
Employee Benefits Expense	20	2,08,26,592	1,36,67,106
Finance Costs	21	2,14,01,512	1,55,72,652
Depreciation and Amortization Expense	8	91,68,261	79,62,821
Other Expenses	22	2,13,18,909	2,04,54,636
Total Expenses		34,67,46,951	25,93,41,906
V. Profit Before Tax (III-IV)		1,57,38,535	1,49,82,773
VI. Tax Expense:			
(1) Current Taxes		47,14,637	43,87,102
(2) Deferred Tax		24,47,980	33,628
VII. Profit for the Year		85,75,919	1,05,62,043
VIII. Earnings per equity share of Rs.10 each			
(1) Basic (in Rs.)		1.16	2.46
(2) Diluted (in Rs.)		1.16	2.46
Significant Accounting Policies	23		
Other Notes to Financial Statements	24		
The Significant Accounting Policies and Notes referred to above form an integral part of Financial Statements.			
As per our report attached		For and on behalf of the Board of	
For R.M.Ajgaonkar & Associates		Kshitij Polyline Limited	
ICAI Firm Registration No.:117247W		CIN:U25209MH2008PTC180484	
Chartered Accountants			
Komal Sevak		(Bharat Gala)	
Partner		Managing Director	
Membership No. 143685		DIN:01994342	
Place: Mumbai		(Rahul Shah)	
Dated:29/05/2019		Director	
		DIN:01994291	
		(Vijay Dhabaliya)	
		Chief Financial Officer	
		PAN:ALZPD7631E	

KSHITIJ POLYLINE LIMITED		
CASH FLOW STATEMENT FOR THE YEAR ENDED 31 ST MARCH, 2019		
(In Rs.)		
Particulars	2018-19	2017-18
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net profit before tax [A]	15,738,535	14,982,773
Adjustment for:		
Depreciation	9,168,261	7,962,821
Lease Rent Income	(989,130)	(825,000)
Interest Expense	16,973,959	14,206,810
Interest Income	(961,321)	(345,824)
Excess Depreciation	-	(1,206,703)
Dividend Income	(7,000)	(1,645)
Total Adjustment [B]	24,184,769	19,790,459
Operating profit before working capital changes [C]=[A]+[B]	39,923,304	34,773,232
Adjustment for changes in working capital :		
(Increase) / Decrease in Inventories	(21,800,704)	(27,240,038)
Increase / (Decrease) in Trade Payables	(10,183,258)	22,202,904
(Increase) / Decrease in Long Term Loans and Advances	-	(7,192,833)
(Increase) / Decrease in Short Term Loans and Advances	(44,072,653)	867,642
(Increase) / Decrease in Trade Receivable	(10,708,022)	(34,276,569)
(Increase) / Decrease in Other Current Asset	(623,644)	(118,090)
Increase / (Decrease) in Other Payables	6,379,746	17,289,634
Total [D]	(81,008,534)	(28,467,350)
Cash generated from operations [E]=[C]+[D]	(41,085,230)	6,305,883
Taxes (Paid) / Received (Net of TDS) [F]	(4,061,690)	(1,504,573)
Net cash generated from/(used in) operating activities [G]=[E]+[F]	(45,146,920)	4,801,309
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets and adjustment of Capital Work in Progress	(21,575,774)	(12,752,268)
Proceeds from Fixed Deposits in bank	2,100,215	(1,006,650)
Proceeds from sale of investment	50,000	-
Capital advance given	(16,671,219)	-
Other advance given	(6,097,668)	-
Security deposit received	5,905,072	-
Advance to Related Parties	-	(856,128)
Lease Rent Income	989,130	825,000
Dividend Income	7,000	1,645
Interest Income	961,321	345,824
Net cash generated from/(used in) investing activities [H]	(34,331,924)	(13,442,577)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from issuance of Equity Share	25,000,000	23,000,000
Proceeds from securities premium on issue of share	54,861,956	11,500,000
Proceeds from/(Repayment of) Term Loan [Net]	(6,672,460)	(172,923)
Proceeds/ (Repayment) of Loan from Related Party	-	(13,146,180)
Proceeds from Overdraft Account	27,155,024	1,645,113
Interest Expense	(16,973,959)	(14,206,810)
Net cash generated from/(used in) financing activities [I]	83,370,562	8,619,201
Net Increase / (Decrease) in Cash & Cash equivalents [J]=[G]+[H]+[I]	3,891,718	(22,067)
Cash and cash equivalents at the beginning of the year [K]	794,074	816,141
Cash and cash equivalents at the end of the year [J]+[K]	4,685,793	794,074
Cash and cash equivalents comprise :		
Cash on hand	694,997	522,173
Balance with banks	990,797	271,901
Other Bank Balances	3,000,000	-
Total cash and cash equivalents	4,685,793	794,074
As per our report of even date		
For R.M.Ajgaonkar & Associates		
ICAI Firm Registration No.:117247W		
Chartered Accountants		
For and on behalf of the Board of		
Kshitij Polyline Limited		
CIN:U25209MH2008PTC180484		
Komal Sevak	(Bharat Gala)	(Rahul Shah)
Partner	Managing Director	Director
Membership No. 143685	DIN:01994342	DIN:01994291
Place: Mumbai		
Date:29/05/2019		
		(Vijay Dhabaliya)
		Chief Financial Officer
		PAN:ALZPD7631E

KSHITIJ POLYLINE LIMITED

Notes on Financial statements for the year ended 31/03/2019

Note 1 : Share capital

(In Rs.)

Particulars	As at 31st March 2019	As at 31st March 2018	As at 31st March 2019	As at 31st March 2018
	Number	Number	Amount	Amount
Authorised				
Equity Shares of Rs. 10/- each	87,00,000	87,00,000	8,70,00,000	8,70,00,000
Total	87,00,000	87,00,000	8,70,00,000	8,70,00,000
Issued, Subscribed and Paid-up				
Equity Shares of Rs. 10/- each, fully paid up	86,83,336	53,00,000	8,68,33,360	5,30,00,000
Total	86,83,336	53,00,000	8,68,33,360	5,30,00,000

(a) Reconciliation of Number of shares outstanding at the beginning and at the end of the reporting period

Particulars	No. of Share As at 31.03.2019	No. of Share As at 31.03.2018	As at 31.03.2019 (In Rs.)	As at 31.03.2018 (In Rs.)
Equity Shares				
At the beginning of the period	53,00,000	30,00,000	5,30,00,000	3,00,00,000
Bonus Issue during the year	8,83,336	-	88,33,360	-
Movement during the year (Funds raised by Initial Public Offer)	25,00,000	23,00,000	2,50,00,000	2,30,00,000
Outstanding at the end of the period	86,83,336	53,00,000	8,68,33,360	5,30,00,000

(b) Names of Shareholders holding more than 5% shares :

Name of Shareholder	As at 31st March 2019		As at 31st March 2018	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Mr. Bharat H. Gala	24,40,317	28.10%	20,91,700	24.09%
Mrs. Rita B Gala	5,01,900	5.78%	4,30,200	4.95%
Mr. Hemraj B Gala	21,29,417	24.52%	18,14,300	20.89%

(c) Rights, Preferences and Restrictions attached to each class of shares

The Company has only one class of equity shares with a face value of Rs. 10/- per share. Each holder of equity shares is entitled to one vote per share held. In the event of liquidation of the Company, the shareholders will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

KSHITIJ POLYLINE LIMITED

Notes on Financial statements for the year ended 31/03/2019

Note 2 : Reserves & Surplus

(In Rs.)

Particulars	As at 31st March, 2019	As at 31st March, 2018
A. Securities Premium Reserve		
As per last Balance Sheet	1,64,90,000	49,90,000
Add: Movement during the year	6,25,00,000	1,15,00,000
Less: IPO expenses written off	(76,38,044)	-
Closing balance at the end of the year	7,13,51,956	1,64,90,000
B. Surplus in Statement of Profit and Loss		
Surplus at beginning of year	1,66,84,720	61,22,676
Less: Used for allotment of Bonus Shares	(88,33,360)	-
Add: Net Profit For the current year	85,75,919	1,05,62,043
	1,64,27,279	1,66,84,720
Total	8,77,79,235	3,31,74,720

Note 3 : Long Term Borrowings

(In Rs.)

Particulars	Non-Current		Current	
	As at 31st March 2019	As at 31st March 2018	As at 31st March 2019	As at 31st March 2018
Secured Loans				
Term Loan				
From Bank	2,01,02,066	2,02,61,306	16,30,464	75,91,790
Unsecured Loans				
Term Loan				
From Others - NBFC	1,22,81,613	1,87,94,833	2,77,38,764	1,56,22,473
Total	3,23,83,679	3,90,56,139	2,93,69,228	2,32,14,263

Nature of Securities for Secured Loan:

Term Loan:

Rs.15,87,278/- Secured loan taken against Vehicle of the Company.

Rs.2,01,45,252/- Secured loan taken against plant and machinery of the Company.

KSHITIJ POLYLINE LIMITED**Notes on Financial statements for the year ended 31/03/2019****Note 4 : Short Term Borrowings****(In Rs.)**

Particulars	As at 31st March 2019	As at 31st March 2018
Secured		
From Bank	7,81,94,242	5,24,70,400
(Secured against Stock, Debtors, and Property)		
Unsecured		
From Others		
From Non-Banking Financial Institutions	14,31,183	-
Total	7,96,25,425	5,24,70,400

Note 5 : Trade payables**(In Rs.)**

Particulars	As at 31st March 2019	As at 31st March 2018
Due to -		
Micro, Small and Medium Enterprises *	-	-
Others	2,62,34,042	3,64,17,300
Total	2,62,34,042	3,64,17,300

* The company has not received any intimation from the 'suppliers' regarding their status under the Micro, Small and Medium Enterprises Act, 2006 and hence disclosure, if any, relating to amounts unpaid as at year end together with interest paid / payable as required under the said Act has not been stated herein.

Note 6 : Other Current Liabilities**(In Rs.)**

Particulars	As at 31st March 2019	As at 31st March 2018
Current Maturities of Long Term Borrowings (Note No. 3)	2,93,69,228	2,32,14,263
Deposits	50,000	14,35,442
Advance from Customers	26,01,805	31,46,729
Statutory Liabilities	8,68,384	2,52,751
Payable to Staff	12,86,584	10,85,213
Other Payables	19,72,359	6,34,216
Total	3,61,48,360	2,97,68,614

Note 7 : Short Term Provisions**(In Rs.)**

Particulars	As at 31st March 2019	As at 31st March 2018
Provision for tax (Net of Tax)	44,08,234	37,55,287
Total	44,08,234	37,55,287

KSHITIJ POLYLINE LIMITED**Notes on Financial statements for the year ended 31/03/2019****Note 9 : Long Term Loans and Advances****(In Rs.)**

Particulars	As at 31st March 2019	As at 31st March 2018
Unsecured and Considered Good		
Capital Advances	1,66,71,219	-
Security Deposits	22,14,500	81,19,572
Other Advance	60,97,668	-
Total	2,49,83,387	81,19,572

Note 10 : Other Non - Current Assets**(In Rs.)**

Particulars	As at 31st March 2019	As at 31st March 2018
Unsecured and Considered Good		
Other Bank Balances		
Fixed Deposits (maturity more than 12 months)	11,01,435	32,01,650
Total	11,01,435	32,01,650

Note 11 : Inventories**(In Rs.)**

Particulars	As at 31st March 2019	As at 31st March 2018
Raw Materials	2,83,99,108	3,89,47,218
Work in Process	1,21,40,547	99,67,000
Packing Materials	1,43,26,383	35,60,676
Finished goods	4,20,16,924	2,26,07,364
Total	9,68,82,962	7,50,82,258

Note 12 : Trade Receivables**(In Rs.)**

Particulars	As at 31st March 2019	As at 31st March 2018
Unsecured, considered good;		
Trade receivables due for more than six months	2,61,58,643	1,22,77,662
Other Trade receivables	7,14,24,622	7,45,97,581
Total	9,75,83,265	8,68,75,243

KSHITIJ POLYLINE LIMITED**Notes on Financial statements for the year ended 31/03/2019****Note 13 : Cash and Bank Balances****(In Rs.)**

Particulars	As at 31st March 2019	As at 31st March 2018
(a) Cash and Cash Equivalents		
Balances with banks		
- In current accounts	9,90,797	2,71,901
Cash on hand	6,94,997	5,22,173
(b) Other Bank Balances		
In Fixed Deposits having Original maturity more than 3 months	30,00,000	-
Total	46,85,793	7,94,074

Note 14 : Short-term loans and advances**(In Rs.)**

Particulars	As at 31st March 2019	As at 31st March 2018
Prepaid Expenses	3,30,350	9,32,284
Advance to Suppliers	4,75,96,951	51,50,193
Other Advances	41,06,840	17,35,379
Loan to Staff	35,26,090	20,25,481
MAT Credit Entitlement	57,165	57,165
Balance with Government Authorities	16,06,878	32,51,119
Total	5,72,24,274	1,31,51,621

Note 15 : Other current assets**(In Rs.)**

Particulars	As at 31st March 2019	As at 31st March 2018
Unsecured and considered good		
Interest accrued but not due on Fixed Deposits	21,407	1,29,483
Interest Receivable	7,31,720	-
	7,53,127	1,29,483

Note 16 : Revenue from Operation**(In Rs.)**

Particulars	As at 31st March 2019	As on 31st March 2018
Sale of Products	35,87,80,703	27,14,78,095
Total	35,87,80,703	27,14,78,095

KSHITIJ POLYLINE LIMITED**Notes on Financial statements for the year ended 31/03/2019****Note 17 : Other Income****(In Rs.)**

Particulars	As at 31st March 2019	As on 31st March 2018
Dividend Income	7,000	1,645
Interest On Vat Refund	68,970	-
Sundry Balances Written Back	10,69,072	2,46,961
Gain on Foreign Exchange Rate Fluctuation	23,201	1,04,726
Interest Income	9,61,321	3,45,824
Duty Drawback	6,089	26,969
Rent	9,89,130	8,25,000
Misc. income	5,80,000	12,06,703
Total	37,04,783	27,57,828

Note 18 : Cost of Material Consumed**(In Rs.)**

Particulars	As at 31st March 2019	As on 31st March 2018
Opening stock	3,89,47,218	1,98,63,852
Add: Purchases	26,68,05,912	21,57,45,258
	30,57,53,130	23,56,09,110
Less: Closing Stock	2,83,99,108	3,89,47,218
Total	27,73,54,022	19,66,61,892

(In Rs.)

Particulars	As at 31st March 2019	As on 31st March 2018
<u>Manufacturing Exp</u>		
Carriage inward	8,10,086	54,781
Labour charges	1,53,80,919	52,81,591
Packing expenses	88,15,669	47,47,348
Agency charges	74,500	80,600
Transport charges	28,71,257	29,26,395
Material Testing charges	22,283	6,025
Clearing & Forwarding charges	10,51,755	11,40,971
Total	30,63,80,490	21,08,99,603

KSHITIJ POLYLINE LIMITED**Notes on Financial statements for the year ended 31/03/2019****Note 19 : Changes in Inventories****(In Rs.)**

Particulars	As at 31st March 2019	As on 31st March 2018
Opening stock of Finished Goods	2,26,07,364	2,01,85,047
Opening stock of Packing Material	35,60,676	25,36,521
Opening stock of WIP	99,67,000	52,56,800
Less: Closing stock of Finished Goods	4,20,16,924	2,26,07,364
Less: Closing stock of Packing Material	1,43,26,383	35,60,676
Less: Closing stock of WIP	1,21,40,547	99,67,000
Total	-3,23,48,814	-81,56,672

Note 20 : Employee Benefits Expense**(In Rs.)**

Particulars	As at 31st March 2019	As on 31st March 2018
Salaries & Wages	1,66,16,689	1,07,12,093
Directors' Remuneration	34,12,500	17,70,000
Contributions to Provident Fund	3,88,156	5,71,769
Staff welfare expenses	4,09,248	6,13,244
Total	2,08,26,592	1,36,67,106

Note 21 : Finance cost**(In Rs.)**

Particulars	As at 31st March 2019	As on 31st March 2018
Interest	1,69,73,959	1,42,06,810
Bank charges	44,27,553	13,65,842
Total	2,14,01,512	1,55,72,652

KSHITIJ POLYLINE LIMITED**Notes on Financial statements for the year ended 31/03/2019****Note 22 : Other Expenses****(In Rs.)**

Particulars	As at 31st March 2019	As on 31st March 2018
Electricity Expenses	78,53,417	74,37,405
Repair & Maintenance-Machinery	14,94,646	16,10,565
Remuneration to Auditors	2,00,000	1,00,000
Legal and Professional Fees	7,57,004	5,88,725
Travelling & Conveyance	12,86,901	1,40,978
Transport Expenses	2,19,144	11,76,162
Rent, Rates & Taxes	20,70,933	15,60,299
Insurance Expenses	4,31,252	3,12,421
Service Tax	-	7,49,116
Computer, Website & Software Expenses	94,916	1,08,775
Postage and Telephone Expenses	8,56,475	6,06,683
Commission	21,75,381	22,15,443
Security Charges	6,76,683	3,51,825
Office Expenses	16,33,077	5,13,409
Bad Debts Written off	82,610	1,99,308
Advertisements and Sales Promotion Expense	11,63,988	10,87,683
Other Expenses	3,22,483	5,48,841
Total	2,13,18,909	1,93,07,638

KSHITIJ POLYLINE LIMITED
NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

Note 8 : Property, Plant and Equipment

Assets >>>	Tangible Assets							
	Computers	building	Furniture & Fixture	Office Equipment	land	plant and machinery	vehicles	Capital WIP
Gross Block								
Balance as on 1st April, 2017	1,82,549	2,71,37,053	17,73,767	17,65,929	73,67,459	5,60,45,915	24,30,736	-
Add:- Additions	3,40,249	-	3,34,410	-	-	1,36,89,015	36,992	-
Less:- Adjustments	-	1,725	-	17,65,929	-	-	8,98,285	-
Balance as on 31st March, 2018 [A]	5,22,798	2,71,35,328	21,08,177	-	73,67,459	6,97,34,930	15,69,443	-
Add:- Additions	2,05,778	-	46,59,000	2,54,711	-	34,63,903	9,63,534	1,20,28,849
Less:- Disposals	-	-	-	-	-	-	-	-
Add:- Adjustments	(1,65,341)	-	(4,72,383)	5,92,876	-	16,14,258	-	-
Balance as on 31st March, 2019 [B]	5,63,235	2,71,35,328	62,94,794	8,47,587	73,67,459	7,48,13,091	25,32,977	1,20,28,849
Depreciation								
Balance as on 1st April, 2017	1,64,719	69,93,042	12,91,221	14,39,539	-	3,05,99,461	18,76,358	-
Add:- For the year	85,186	10,16,200	1,27,827	-	-	64,04,382	3,29,227	-
Less:- Deduction during the year	-	-	-	14,39,539	-	-	7,84,705	-
Balance as on 31st March, 2018 [C]	2,49,905	80,09,242	14,19,048	-	-	3,70,03,843	14,20,880	-
Add:- For the year	1,74,133	20,25,968	1,86,471	1,07,110	-	63,77,449	2,97,130	-
Less:- Deduction during the year	-	-	-	-	-	-	-	-
Add:- Adjustments	(37,625)	(7,53,708)	(3,46,873)	4,27,950	-	27,61,047	(4,81,382)	-
Balance as on 31st March, 2019 [D]	3,86,413	92,81,502	12,58,646	5,35,060	-	4,61,42,339	12,36,627	-
Net Block								
As at 31st March, 2018 ([A] - [C])	2,72,893	1,91,26,086	6,89,129	-	73,67,459	3,27,31,087	1,48,563	-
As at 31st March, 2019 ([B] - [D])	1,76,822	1,78,53,826	50,36,148	3,12,527	73,67,459	2,86,70,752	12,96,350	1,20,28,849
								7,27,42,732

KSHITIJ POLYLINE LIMITED

Notes forming part of the Financial Statements for the period ended 31st March, 2019

Note No. 24 : Other Notes to Financial Statements**(1) Capital and other Commitment**

During the current year Rs.Nil/- (P.Y Rs.Nil/-)

(2) Contingent liabilities

Bank guarantees given to banks Rs.16,37,500/- (P.Y Rs.4,60,000/-Nil)

(3) Payment to auditors:

(in Rs.)

Particulars	For the year ended March, 2019	For the year ended March, 2018
Audit Remuneration*	2,00,000	1,00,000
Tax audit fees*	50,000	25,000
Other Services*	75,000	-
Total	3,25,000	1,25,000

(* Mentioned amounts are exclusive of Goods and Service Tax)

(4) Deferred Taxation:

Deferred Tax Assets/ (DTL)	Opening Balance	During the year	Closing Balance
As per Depreciation	(96,660)	(24,47,980)	(25,44,640)
Deferred Tax assets / (DTL)	(96,660)	(24,47,980)	(25,44,640)

(5) Value of Imports on CIF basis:

(in Rs.)

Particulars	2018-19	2017-18
Raw Material	2,11,96,474	1,38,43,445
Capital Asset	-	25,70,403
Spares	45,064	-
Total	2,12,41,538	1,64,13,848

(6) Earning and Expenditure in Foreign Currency :

(in Rs.)

Particulars	2018-19	2017-18
Earning in Foreign Currency	95,89,024	29,52,889
Expenditure in foreign Currency		
Foreign Travelling	5,60,245	3,39,377
Capital Asset	-	25,70,403
Import of Spares	45,064	-
Total	1,01,94,333	58,62,669

(7) Value of Imported & Indigenous Raw Materials :

Particulars	2018-19		2017-18	
A) Raw Material Consumed	%	Amount (Rs.)	%	Amount (Rs.)
-Imported	6.92	2,11,96,474	6.60	1,38,43,445
-Indigenous	93.08	28,51,84,016	93.40	19,59,97,918
Total	100.00	30,63,80,490	100.00	20,98,41,363
B) Fixed Asset And Spare Parts				
-Imported	0.47	45,064	17.85	25,70,403
-Indigenous	99.53	95,01,861	82.15	1,18,30,263
Total	100.00	95,46,925	100.00	1,44,00,666

(8) Related Party Disclosure:

Related party disclosures as required by Accounting Standard 18, "Related Party Disclosures", Relationships (during the year):

Name of the party	Relation
1. Key Management Personnel :	
a. Mr. Bharat H. Gala	Director
b. Mr. Rahul D. Shah	Director
c. Mrs. Rita. B. Gala	Director
d. Mr. Chandrakant B. Parekh	Relative of Director
e. Mr. Rushiraj Z. Patel	Independent Director
f. Mr. Rajul D. Visaria	Independent Director
g. Mr. Vijay Dabhaliya	Chief Financial Officer
h. Mrs. Hetal Karani	Ex-Chief Financial Officer
i. Mrs. Nikita Padiwal	Company Secretary
2. Relatives of Key Managerial Persons :	
a. Mr Hemraj. B. Gala	Relative of Director
3. Enterprises over which Key Managerial Persons are able to exercise significant influence :	
a. Hemraj B. Gala HUF	HUF concern of relative of director
b. Lucky Plastics	Proprietary concern of a director
c. Lucky Enterprises	Proprietary concern of a director
d. Lucky Industries	Proprietary concern of a director

The following transactions were carried out with the related parties in the ordinary course of business:

(In Rs.)

Sr.	Particulars	Type of Relationship	2018-19	2017-18
1	Directors Remuneration	1.a	24,00,000	13,00,000
2	Directors Remuneration	1.b	4,12,500	2,70,000
3	Directors Remuneration	1.c	6,00,000	2,00,000
4	Remuneration Paid	1.g	3,25,750	-
5	Remuneration Paid	1.h	27,300	-
6	Remuneration Paid	1.i	1,70,000	-
7	Loan Given	1.b	10,00,000	-
8	Loan Given	1.c	2,10,000	-
9	Loan repaid	1.c	2,10,000	-
10	Loan Taken	2.a	4,00,000	-
11	Loan repaid	2.a	4,00,000	-
12	Rent Received	3.b	6,00,000	6,00,000
13	Purchase	3.b	3,11,41,412	1,97,69,202
14	Sale of Goods	3.b	2,48,48,724	1,20,54,846
15	Advance adjustment against expenses	3.c	10,47,919	-
16	Advance Given	3.c	5,00,000	-
	Outstanding Balances			
17	Loan Given	1.b	10,00,000	-
18	Advance Given	3.b	1,59,29,293	-
19	Advance Given	3.c	5,62,081	11,10,000

(9) Earnings per share (EPS)

(in Rs.)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Profit after tax as per statement of Profit and Loss attributable to Equity Shareholders (Rs.)	85,75,919	1,05,62,043
Weighted Average number of equity shares	74,02,514	34,13,699
Face Value per equity Share (Rs.)	10	10
Basic and Diluted Earnings per Share (Rs.)	1.16	3.09

(10) Retirement Benefits:

Disclosure in respect of Employee Benefits pursuant to Accounting Standard:-15 (Revised): The Company has not provided for employee benefits during the F.Y 2018-19 and preceding previous year also.

(11) In the opinion of the Board of Directors, Current assets, Loans and Advances are of the value realizable in the ordinary course of business.

(12) The Company has not received any intimation from the suppliers regarding their status under Micro, Small and Medium Enterprise Development Act, 2006 and hence, disclosures regarding

- a) Amounts due and outstanding to suppliers as at the end of the accounting year,
- b) Interest paid during the year,
- c) Interest payable at the end of the accounting year,
- d) Interest accrued and unpaid at the end of the accounting year,

(13) Bonus Shares: During the year Company has issued and allotted total number of 8,83,336 bonus shares in the ratio of 6:1 to its existing shareholders on dated 1.05.2019 after complying the provisions of Companies Act, 2013.

(14) Initial Public Offer: The Company has completed the Initial Public offering (IPO) of fresh issue of 25,00,000 equity shares of Rs.10 each at an issue price of Rs.35 per share. The equity shares of the Company were listed on National Stock Exchange (NSE) w.e.f. 8th October, 2019.

Utilisation of IPO proceeds are as follows:

Particulars	Planned as per Prospectus	Utilisation upto 31st March, 2019	Balance as at 31st March, 2019
Purchase of Property, plant and equipment	4,28,45,000	3,82,46,994	45,98,006
working capital requirement	3,25,00,000	3,25,00,000	-
General corporate expenses	76,55,000	76,55,000	-
Issue expenses	45,00,000	76,38,044	-
Total	8,75,00,000	8,60,40,037	45,98,006

(15) The previous year figures have been regrouped / reclassified, wherever necessary to confirm to the current year presentation.

(16) Securities premium reserve: Securities premium reserve is used to record the premium on issue of shares. The reserve is utilised in accordance with provisions of the Companies Act, 2013 for the utilisation of IPO expenses.

As per our report of even date
For **R. M. AJGAONKAR & ASSOCIATES**
Chartered Accountants
Firm Registration Number: 117247W

For and on behalf of Board of Directors of
KSHITIJ POLYLINE PRIVATE LIMITED

Komal Sevak
Partner
Membership Number: 143685
Mumbai
Dated :29/05/2019

(Bharat Gala)
Director
DIN:01994342

(Rahul Shah)
Director
DIN:01994291

(Vijay Dabhaliya)
Chief Financial Officer
PAN:ALZPD7631E

Product Range



PP / PET Binding Sheet



PP / PET Sheets & Films



Spiral



Comb



File Strips



Wiro



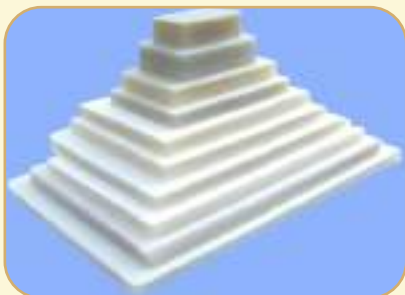
Calender Hangers



Plastic Files & Folders



Nylon Coated Wire



Lamination Pouch



Lamination Roll



Corner Cutter



OHP Sheet



Multi Colour Lanyard

Personalised Products



Sublimation Lanyards



Sublimation Mugs



Printed Badges



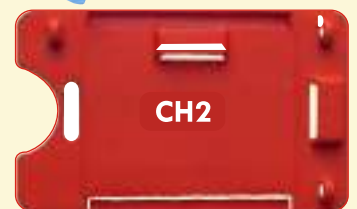
Any Size Printed Cards



Card Holder



Yoyo



Printed Wrist Bands



Dome Stickers



Printed Keychains