



Kshitij Polyline Ltd.

Regd. Office : 8, Sona Udyog, Parsi Panchayat Road, Andheri (E), Mumbai - 400 069, INDIA.
Factory Address : Survey No. 110/1/13, Amlhi Village, Near Alfa Packaging, 66KVA Road, Silvassa, D.N.H. (U.T.)
Tel.: 28388562/28386812 | Email: kshitij123@hotmail.com | Website: www.kshitijpolyline.co.in

CIN : L25209MH2008PLC180484

To
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex
Bandra (E), Mumbai – 400051

Date: September 17, 2022

NSE Symbol: **KSHITIJPOL**

Sub: Regulation 30 of SEBI LODR: Submission of Notice of Calling Extra-Ordinary Meeting on 11 October 2022 at 11.00 through Video Conferencing/Other Audio-Visual Means (OAVM)

Dear Sir/Madam,

Pursuant to Regulation 30 and other if any, of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Board has also decided that an Extra-Ordinary General Meeting (EGM) of the Company be convened on Tuesday, October 11, 2022, at 11.00 through Video Conferencing/Other Audio-Visual Means (OAVM), in compliance with the relevant provisions of the Companies Act, 2013 and the rules made thereunder. The Notice for calling the Extra-Ordinary General Meeting (EGM) is enclosed.

You are requested to please take the above disclosures into your records.

For **Kshitij Polyline Limited**

Bharat Gala
Managing Director
DIN:01994342
Address: Mumbai

Place: Mumbai
Date: 17-09-2022

Notice for Calling Extra-Ordinary General Meeting

NOTICE is hereby given that an Extra-Ordinary General Meeting of the Members of Kshitij Polyline Limited will be held on Tuesday, October 11, 2022, at 11 a.m. through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM"), to transact the following business:

SPECIAL BUSINESS:

Item No. 1: Sub-Division (split) of Equity Shares of the Company.

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

"RESOLVED THAT pursuant to the provisions of Sections 61(1)(d), 64, and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the provisions of the Memorandum and Articles of Association of the Company read with the Rules framed thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactments thereof for the time being in force) and the provisions of Memorandum and Articles of Association of the Company and subject to such other approvals, consents, permissions and sanctions as may be necessary from the appropriate authorities, consent of the members of the Company be and is hereby accorded for the sub-division of each of the equity share of the Company having a face value of Rs. 10/- (Rupees Ten only) each fully paid-up, into 5 (Five) equity shares of face value of Rs. 2/- (Rupees Two only) each fully paid-up with effect from the record date to be determined by the Board of Directors of the Company for the said purpose and consequently, Clause V of the Memorandum of Association of the Company be and is hereby altered and replaced with the following Clause:

"The Authorized Share Capital of the Company is Rs. 20,00,00,000 (Rupees Twenty Crore Only) divided into:

V. The Authorized Share Capital of the Company is INR 20,00,00,000/- (Rupees Twenty Crore only), divided into 10,00,00,000 (Ten Crore only) equity shares of INR 2/- (Rupees Two only) each.

RESOLVED FURTHER THAT pursuant to the sub-division of the equity shares of the Company, all the issued, subscribed and paid up equity shares of the Company having nominal value Rs. 10/- each fully paid existing on the Record date to be fixed by the Company shall stand sub-divided/split into equity shares of nominal value Rs. 2/- each fully paid up, without altering the aggregate amount of such capital and such shares shall rank *pari-passu* in all respects with the then existing equity shares with effect from the record date.

RESOLVED FURTHER THAT upon sub-division of the equity shares as aforesaid and with effect from the Record Date for the equity shares held in

physical form, the existing share certificate(s) in relation to the said shares, shall be deemed to have been automatically cancelled and shall be of no effect and the Board, without requiring the Members to surrender their existing share certificate(s), shall issue new share certificate(s) of the Company in lieu of such existing issued share certificate(s) and for the equity shares held in dematerialized form, the sub-divided equity shares shall be credited to the Demat accounts of the Members, in lieu of the existing shares held in their Demat accounts.

RESOLVED FURTHER THAT, the Board be and is hereby authorized to make appropriate adjustments to ensure fair and reasonable adjustment to the entitlement of the participants under the KPL ESOP 2022, due to the sub-division of equity shares as aforesaid to the outstanding stock options (whether vested or unvested as on the Record Date) in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 as amended from time to time.

RESOLVED FURTHER THAT, the Board be and is hereby authorized to make appropriate adjustments to ensure fair and reasonable adjustment to the entitlement of the convertible warrant holders under the preferential allotment of convertible warrants, as approved by the shareholders of the Company at its extraordinary meeting held on September 03, 2022, due to the sub-division of equity shares as aforesaid to the outstanding convertible warrants (whether exercised or not as on the Record Date) in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time.

RESOLVED FURTHER THAT any one of the Directors and/or Company Secretary of the Company, be and is hereby severally authorized to do all acts, deeds, matters and things as they may, in their absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or consequential to the sub-division of equity shares including execution and filing of all the relevant documents/intimations with the Registrar of Companies, Stock Exchanges, Depositories and other appropriate authorities, in due compliance of the applicable rules and regulations, without seeking any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and the Board of Directors be authorized to fix the Record Date in respect of the said sub-division of equity shares and undertake all necessary formalities including without limitation intimation of the Record Date to stock exchanges in the manner as authorized by the Board of Directors without seeking any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

Item No. 2

Alteration of the Capital Clause of the Memorandum of Association of the Company.

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

“RESOLVED THAT pursuant to the provisions of Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder (including any statutory modification or re-enactments thereof for the time being in force) the Articles of Association of the Company and on recommendation of the Board of Directors of the Company (hereinafter referred to as **‘the Board’**, which expression shall include any Committee constituted/to be constituted by the Board thereof or any other person(s) as may be authorized by the Board in that behalf) and subject to such other applicable approval(s) and/ or sanction(s) of the statutory or regulatory authorities, as may be required in this regard, consent of the shareholder(s) of the Company be and is hereby accorded to delete the existing Clause V of the Memorandum of Association of the Company in entirety and substitute the same with the following new Clause V:

The Authorized Share Capital of the Company is Rs 20,00,00,000 (Rupees Twenty Crore Only) divided into:

V. The Authorized Share Capital of the Company is INR 20,00,00,000/- (Rupees Twenty Crore only), divided into 10,00,00,000 (Ten Crore only) equity shares of INR 2/- (Rupees Two only) each.

RESOLVED FURTHER THAT any one of the Directors and/or Company Secretary of the Company, be and is hereby severally authorized to do all acts, deeds, matters and things as they may, in their absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or consequential to give effect to above resolution."

By Order of the Board of Directors

For Kshitij Polyline Limited

Sd/-

Bharat H Gala
Managing Director

DIN: 01994342

Date: 16th September 2022

Place: Mumbai

Kshitij Polyline Limited

CIN: L25209MH2008PLC180484

Registered office: 8, Sona Udyog,

Parsi Panchayat Road, Andheri

East Mumbai, MH – 400069.

Notes and Instructions

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM/AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting and requested to send a certified copy of Board resolution to the scrutinizer by email at csajay@csajay.com
3. In compliance with the requirements of the MCA Circulars, a hard copy of the Notice will not be sent to the Members for this EGM. You are requested to peruse the following proposed Resolutions along with their respective Explanatory Statement and thereafter record your assent or dissent by a means of the E-Voting system only provided by the Company.
4. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of businesses mentioned in the Notice of this Extra-Ordinary General Meeting is annexed herewith.
5. The Members can join the EGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
6. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For

this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by NSDL.

8. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at <https://kshitijpolyline.co.in>. The Notice can also be accessed from the websites of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
9. EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.
10. Members holding shares in physical form are requested to approach Kfin Technologies 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:
 - Intimating any change in their address and/or bank mandate;
 - Submitting requests for transfer, transmission, name change, split, consolidation, etc.;
 - Nominating any person to whom the shares shall vest in the event of death;
 - Updating/registering their e-mail address for correspondence; and
 - Any other queries with respect to shares held by them.
11. Pursuant to MCA General Circular dated April 08, 2020, the Notice of the EGM along with the Explanatory Statement are being sent only by email to the Members, whose email addresses are registered with the Company/Depositories. Members who have not registered their e-mail address and changes, if any, in the same, with the Company for the purpose of receiving notices, documents, Annual Reports and other shareholders' communication, etc. electronically, by mail, are requested to register their latest e-mail address, with (i) the Company or its Registrars & Share Transfer Agents in case of shares held in Physical Mode and (ii) the Company or its Registrars & Share Transfer Agents and/or their Depository through their Depository Participant in case of shares held in dematerialized mode.
12. Members are requested to submit their Income Tax Permanent Account Number (PAN) details along with a self-certified copy of their PAN Card to (a) the Company or its Registrars & Share Transfer Agents in case of shares held in Physical Mode and (b) their Depository through their Depository Participant in case of shares held in Dematerialized Mode; in view of the Securities and Exchange Board of India's mandate.

13. Since the EGM will be held through VC/OAVM, the Route Map is not required to be annexed to the Notice.

14. The Company has appointed CS Ajay Vadnerkar, Practicing Company Secretaries as the Scrutinizers for the e-voting process at the EOGM for conducting and scrutinizing the e-voting process in a fair and transparent manner.

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

The remote e-voting period begins on October 8, 2022, at 09:00 A.M. and ends on October 10, 2022, at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. October 4, 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being October 4, 2022.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “ Beneficial Owner ” icon under “ Login ” which is available under ‘ IDeAS ’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “ Access to e-Voting ” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e.

	<p>NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <ol style="list-style-type: none"> If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistra

	<p>tion</p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file.

	<p>Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.</p> <p>(ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.</p> <ol style="list-style-type: none"> 6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password: <ol style="list-style-type: none"> a) Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com. b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com. c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc. d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL. 7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box. 8. Now, you will have to click on “Login” button. 9. After you click on the “Login” button, Home page of e-Voting will open.
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Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

	<p><u>How to cast your vote electronically and join General Meeting on NSDL e-Voting system?</u></p> <ol style="list-style-type: none"> 1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status. 2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”. 3. Now you are ready for e-Voting as the Voting page opens. 4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted. 5. Upon confirmation, the message “Vote cast successfully” will be displayed. 6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
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7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csajay@csajay.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mrs. **Sarita Mote** at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to bg@KshitijPolyline.co.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to bg@KshitijPolyline.co.in. If you are Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under **“Join General meeting”** menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Facility of joining the EGM through VC / OAVM shall open 30 minutes before the time scheduled for EGM and will be available for Members on first come first served basis.
3. Members are encouraged to join the Meeting through Laptops for better experience.
4. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
5. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
6. Members facing any technical issue in login before / during the EGM can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
7. Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at <https://kshitijpolyline.co.in> between

October 05, 2022 (9.00 a.m. IST) and October 7, 2022 (5.00 p.m. IST). Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.

8. Members attending the EGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at bg@KshitijPolyline.co.in. The same will be replied by the company suitably.

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

Items 1 & 2

Recently, the Company has been migrated from SME platform to National Stock Exchange of India Limited (NSE or Exchange) to the main board of the Exchange. The Company's performance is progressive and faith of the investors has led to a significant increase in the market price of its equity shares. The shares of the Company are now traded on the stock exchanges on regular basis. In order to encourage larger participation of small retail investors and to increase the liquidity of equity shares of the Company in the stock market, it is proposed to sub-divide (split) 1 (One) equity share of face value Rs.10/- each fully paid-up into 5 (Five) equity shares of the face value of Re. 2/- each fully paid-up, ranking pari-pasu with each other in all respects, pursuant to the provisions of Section 61(1)(d) and other applicable provisions of the Companies Act, 2013, and the rules made thereunder.

The record date for the aforesaid sub-division of equity shares shall be fixed by the Board after the approval of the Members is obtained for the proposed sub-division.

In the opinion of the Board, the proposed sub-division of the equity shares is in the best interest of the Company and the investors and therefore the Board at its meeting held on September 16, 2022, approved the aforesaid sub-division subject to the requisite approval of the shareholders. The proposed sub-division of equity shares will not result in any change in the amount of Authorized, Issued, Subscribed and Paid-up Equity Share Capital of the Company

The sub-division of equity shares would *inter-alia* require appropriate adjustments to be made by the Board to ensure fair and reasonable adjustment to the entitlements of the participants under the KPL ESOP 2022, with respect to outstanding stock options (whether vested or unvested as on the Record Date) in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time.

The sub-division of equity shares would *inter-alia* require appropriate adjustments to be made by the Board to ensure fair and reasonable adjustment to the entitlements of the convertible warrant holders under the preferential allotment of convertible warrants, as approved by the shareholders of the Company at its extraordinary meeting held on September 03, 2022, with respect to allotted outstanding convertible warrants (whether exercised or not as on the Record Date) in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time.

The sub-division of equity shares of the Company as aforesaid would require consequential alteration to the existing Capital Clause i.e. Clause V of the Memorandum of Association of the Company. There will not be any change in the amount of authorized, subscribed, issued and paid-up share capital of the Company on account of sub-division of equity shares. Additionally, such sub-division shall not be construed as reduction in share capital of the Company.

In terms of the provisions of Sections 13 and 61 of the Companies Act, 2013, approval of the shareholders of the Company is sought by way of ordinary resolutions for sub-

division of equity shares and consequential alteration to Capital Clause (Clause V) of the Memorandum of Association of the Company.

A draft copy of the modified Memorandum of Association is available for inspection by the Members at the registered office of the Company.

None of the Directors or Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested (financially or otherwise), in the proposed resolutions mentioned at Item Nos. 1 & 2 except to the extent of their shareholding in the Company. The Board recommends passing of the resolutions as set out at Item Nos. 1 & 2 as Ordinary Resolution(s).

By Order of the Board of Directors

For Kshitij Polyline Limited

Sd/-

Bharat H Gala
Managing Director

DIN: 01994342

Date: 16th September 2022

Place: Mumbai

Kshitij Polyline Limited

CIN: L25209MH2008PLC180484

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