



CIN: L74110GJ2000PLC037472

Reg. Office: Kushal House, Plot No. 115, Off. C.G. Road, Navrangpura, Ahmedabad- 380009, Gujarat.
Phone: 079-26408027 Email: cs@kushallimited.com Website: www.kushallimited.com

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Nineteenth (19th) Annual General Meeting (AGM) of the Members of Kushal Limited will be held on Monday, September 30, 2019, at 10.00 A.M. at Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, University Area, Ahmedabad, Gujarat-380015, India to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Financial Statements

To consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2019 including the Audited Balance Sheet as on March 31, 2019, the statement of Profit & Loss and the Cash Flow Statement for the year ended on that date, along with the reports of the Board of Directors and Auditors thereon, by passing of following resolutions as:

“RESOLVED THAT the Audited Standalone and Consolidated Financial Statement of the Company for the financial year ended March 31, 2019 including the Audited Balance Sheet as on March 31, 2019, the statement of Profit & Loss and the Cash Flow Statement for the year ended on that date and the reports of the Board of Directors and Auditors thereon, as laid before this meeting, be and are hereby received, considered and adopted.”

2. Appointment of Mr. Kushal Agrawal as a Director liable to retire by rotation

To appoint Mr. Kushal Agrawal (DIN: 03043294) who retires by rotation, and being eligible, offers himself for reappointment.

“RESOLVED THAT pursuant to provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of the shareholders of the Company be and is hereby accorded to the reappointment of Mr. Kushal Agrawal (DIN: 03043294) as a Director, who is liable to retire by rotation.”

SPECIAL BUSINESS:

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

“RESOLVED THAT pursuant to the provisions of Insolvency and Bankruptcy Code, 2016 (IBC) and Companies Act, 2013 and Rules made thereunder (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force) the provisions of the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) and subject to the necessary approvals, consents, permissions and/or sanctions from the appropriate authorities and consent of the Members of the Company be and is hereby accorded to ratify

all the actions taken/ to be taken by the Company/Board including the issue of securities, warrants etc. for giving effect to and implementing the resolution plan submitted by Kushal Limited under IBC, 2016 which inter-alia including the scheme of amalgamation of Rainbow Papers Limited into Kushal Limited approved vide the order of Hon'ble NCLT Ahmedabad Bench, IA 273/2018 IN IA 224/2018 IN CP(IB) 88 OF 2017 dated February 27, 2019."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Director(s) or Officer(s) of the Company and to generally do and perform all such acts, deeds, matters and things as mentioned in approved Resolution Plan, Addendum to Resolution Plan and Scheme of Amalgamation."

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force), the provisions of the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) and subject to the necessary approvals, consents, permissions and/or sanctions from the appropriate authorities and consent of the Members of the Company be and is hereby accorded to Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any committee thereof) to sell or transfer or otherwise dispose-off its whole or part of investments/shareholding in Kushal Impex PTE LTD., Singapore, which is a wholly owned subsidiary Company of the Company, to the purchaser/third party investor, for a consideration as determined by independent valuer or such higher value, to be discharged in form of cash and/or kind, on such terms and conditions and with such modifications as the Board may deem fit and appropriate in the interest of the Company."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do and perform all such acts, deeds, matters and things as it may, in their absolute discretion, deem fit, necessary, proper or desirable, including finalizing, varying and settling the terms and conditions of such sale and to finalize, execute, deliver and perform the agreement, contracts, deeds, undertakings, and other documents in respect thereof and seek the requisite approvals, consents and permissions as may be applicable."

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force), the provisions of the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) and subject to the necessary approvals, consents, permissions and/or sanctions from the appropriate authorities and consent of the Members of the Company be and is hereby accorded to Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any committee thereof) to sell or transfer or otherwise dispose-off its whole or part of investments/shareholding in Kashish Worlwide FZE, U.A.E., which is a wholly owned subsidiary company of the Company, to the purchaser/third party investor, for a consideration as determined by independent valuer or such higher value, to be discharged in form of cash and/or kind, on such terms

and conditions and with such modifications as the Board may deem fit and appropriate in the interest of the Company.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do and perform all such acts, deeds, matters and things as it may, in their absolute discretion, deem fit, necessary, proper or desirable, including finalizing, varying and settling the terms and conditions of such sale and to finalize, execute, deliver and perform the agreement, contracts, deeds, undertakings, and other documents in respect thereof and seek the requisite approvals, consents and permissions as may be applicable.”

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

“RESOLVED THAT pursuant to the provisions of section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, and the relevant Rules framed thereunder (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force), and the enabling provisions in the Memorandum of Association and Article of Association of the Company, approval and consent of the members of the company be and is hereby accorded to the Board of Directors to sell and transfer the fixed asset including land, building and other assets of Corporate House of the Company situated at Kushal House, Plot No. 115, Off. C.G Road, Navrangpura, Ahmedabad-380009, Gujarat to the third party purchaser at a consideration as determined by independent valuer or such higher value, on such terms and conditions as may be deemed fit by the Board.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do and perform all such acts, deeds, matters and things as it may, in their absolute discretion, deem fit, necessary, proper or desirable, including finalizing, varying and settling the terms and conditions of such sale and to finalize, execute, deliver and perform the agreement, contracts, deeds, undertakings, and other documents in respect thereof and seek the requisite approvals, consents and permissions as may be applicable.”

By the order of Board
For Kushal Limited

SD/-
Sandeep Agrawal
Chairman and Managing Director
DIN: 00239648

Date: September 02, 2019
Place: Ahmedabad

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. Pursuant to Section 105 of the Companies Act, 2013, the instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT hours before the commencement of the AGM. Proxies submitted on behalf of limited companies, societies etc., must be supported by appropriate resolutions / authority letter, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder. A proxy form is annexed at the end of this Annual Report.
3. Members, proxies and authorised representative are requested to bring Attendance Slip duly completed and signed, mentioning therein details of their DP ID and Client ID / Folio No. along with copies of Annual Report to the Meeting.
4. Only members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid Attendance Slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
5. 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.
6. Members who wish to obtain information on the Company's accounts may send their request at least 10 days before the Annual General Meeting to the Company at the Registered Office of the Company.
7. The Register of Members and Share Transfer book will remain closed from Tuesday, September 24, 2019 to Monday, September 30, 2019 (both days inclusive) for the purpose of the 19th Annual General Meeting.
8. Details as required in Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 ('Listing Regulations') in respect of the director seeking re-appointment at the AGM are annexed with this Notice. Requisite declarations have been received from the Director seeking re-appointment. The Independent Directors of the Company have been appointed for a term of 5 years in accordance with the relevant provisions of the Companies Act, 2013 and are not liable to retire by rotation.
9. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Companies (Management and Administration Rules), 2014, companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail address either with the Company or with the Depository. Members are requested to register/update their e-mail address with their Depository Participant(s) directly. Members of the Company, who have registered their email-address, are entitled to receive such communication in physical form upon request.
10. The Notice of AGM, Attendance Slip and Annual Report are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s), unless the Members have registered their request for the hard copy of the same. Physical copy of the Notice of

AGM and Attendance Slip along with Annual Report are being sent to those Members who have not registered their e-mail address with the Company or Depository Participant(s). Members who have received the Notice of AGM and Attendance Slip along with Annual Report in electronic mode are requested to print the Attendance Slip and submit a duly filled Attendance Slip at the Registration Counter at the AGM.

11. Members who wish to claim unclaimed Dividends (Interim Dividends declared by the company till date), are requested either to correspond with the Secretarial Department at the Company's registered office or with the Company's Registrar and Share Transfer Agent (Bigshare Services Pvt. Ltd.).
12. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the registered office of the Company during business hours on all working days, except Sundays and public holidays, up to and including the date of the Annual General Meeting of the Company. The relevant documents referred to in the Notice and Explanatory Statement will also be available for inspection by the Members at the Meeting.
13. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available for inspection by the Members at the Registered Office of the Company during business hours on all working days, except Sundays and public holidays prior to the date of Annual General Meeting and at the ensuing Annual General Meeting.
14. Pursuant to Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, (as amended from time to time) and Regulation 44 of Listing Regulations, the Company is pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at AGM by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Monday, September 23, 2019 i.e. the date prior to the commencement of book closure, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. Members may cast their votes on electronic voting system from any place other than the venue of the meeting (remote e-voting). The remote e-voting period will commence at 9.00 A.M. (IST) on Friday, September 27, 2019 and will end at 5.00 P.M. (IST) on Sunday, September 29, 2019.
15. In addition, the facility for voting shall also be made available at the AGM and the Members attending the AGM who have not casted their vote by remote e-voting shall be eligible to vote at the AGM. The Company has appointed M/s. Yash Mehta & Associates, Practicing Company Secretaries, Ahmedabad (COP: 16535), to scrutinize the entire e-voting/ballot voting process in a fair and transparent manner. The members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter. The scrutinizer shall forward the consolidated report of total votes cast in favour or against through e-voting and voting at the venue of the AGM. The Chairman shall within 48 hours of conclusion of AGM declare the result and such result along with the scrutinizer report shall be displayed on the website of the Company and on the website of the agencies.
16. The voting rights of the members shall be in proportion to the paid up equity share capital of the Company held by them, as on the cut-off date i.e. Monday, September 23, 2019.

Further, a person who is not a member as on the cut-off date should treat this Notice for information purpose only. A person who has acquired the shares and has become a member of the Company after dispatch of the Notice of the AGM and prior to the cut-off date i.e. Monday, September 23, 2019, shall be entitled to exercise his / her vote either electronically i.e. remote e-voting or through the poll paper at the AGM by following the procedure mentioned in this part.

17. MEMBERS HOLDING EQUITY SHARES IN ELECTRONIC FORM AND PROXIES THEREOF, ARE REQUESTED TO BRING THEIR DP ID AND CLIENT ID FOR IDENTIFICATION.

The instructions for shareholders voting electronically are as under:

- a) The voting period begins on Friday, September 27, 2019 at 9.00 A.M. (IST) and ends on Sunday, September 29, 2019 at 5.00 P.M. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date on Monday, September 23, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- b) The shareholders should log on to the e-voting website www.evotingindia.com.
- c) Click on Shareholders.
- d) Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- e) Next enter the Image Verification as displayed and Click on Login.
- f) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- g) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN Field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (IV).

- h) After entering these details appropriately, click on “SUBMIT” tab.
- i) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. **It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.**
- j) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- k) Click on the EVSN for the relevant Kushal Limited on which you choose to vote.

- l) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- m) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- n) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- o) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- p) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- q) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- r) Shareholders can also use Mobile app - “m - Voting” for e voting. m - Voting app is available on Apple, Android and Windows based Mobile. Shareholders may log in to m - Voting using their e voting credentials to vote for the company resolution(s).
- s) **Note for Non - Individual Shareholders and Custodians**
 - i. Non-Individual shareholders (i.e. other than Individuals, HUF, and NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - ii. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - iii. After receiving the login details, user would be able to link the account(s) for which they wish to vote on.
 - iv. The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - v. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- t) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("THE ACT")

Item No. 3

The Hon'ble NCLT, Ahmedabad Bench vide its order IA 273/2018 in IA 224/2018 in C.P. (1.8) No. 88/NCLT/AHM/2017 dated February 27, 2019 approved Resolution Plan (Which inter-alia includes scheme of Amalgamation of Rainbow Papers Limited into Kushal Limited) submitted by Kushal Limited under IBC, 2016.

The approved resolution plan, addendum to resolution plan and scheme of amalgamation proposed issue of securities, warrants etc. The copy of the same is available on website of the Company i.e <https://www.kushallimited.com/files/resolution-plan-scheme-of-amalgamation-in-the-matter-of-rainbow-papers-limited-sc5d6d028a8278d.pdf>

As per the order of Hon'ble NCLT, the Resolution Applicant shall obtain the necessary approvals required under any law for the time being in force within a period of one year from the date of approval of the resolution plan by adjudicating authority.

As per order of Hon'ble NCLT, provisions of IBC, 2016 and Companies Act, 2013, the said business may be required the approval of the members of the Company by way of a Special Resolution.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested in the proposed resolution. The Board recommends the Special Resolution as set out at Item No. 3 of the Notice of the AGM for approval by the members.

Item No. 4

The company proposes to sell or transfer or otherwise dispose-off its 100% investments/shareholding in Kushal Impex PTE LTD., Singapore, which is an overseas wholly owned subsidiary Company of the Kushal Limited to purchaser/third party investor, for a consideration as determined by independent valuer or such higher value, to be discharged in form of cash and/or kind. The Company has no substantial revenue generating business activities carried out in whole/part at present. The promoters of Kushal Limited want to focus on manufacturing activities carried out by 3 manufacturing units and recently acquired Rainbow Papers Limited. The Board keeping in view the hardship incurred as the subsidiary company has not received the expected growth, it feels that's its prudent to withdraw investment from the wholly owned Subsidiary and considers the proposed disinvestment in the best interest of the Company. Such disinvestment will amount to sale of substantial interest in undertaking by the Company, your Directors propose resolution under section 180(1)(a) of the Companies Act, 2013 for the approval of the shareholders.

Members of the Company are further requested to note that Section 180(1)(a) of the Companies Act, 2013 mandates that the Board of Directors of the company shall exercise the power to sell, lease or otherwise dispose-off the whole or substantially the whole of any undertaking(s) of the company, only with the approval of the members of the Company by way of a special resolution.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested in the proposed resolution. The Board recommends the Special Resolution as set out at Item No. 4 of the Notice of the AGM for approval by the members.

Item No. 5

The Company proposes to sell or transfer or otherwise dispose-off its 100% investments/shareholding in Kashish Worlwide FZE, U.A.E., which is an overseas wholly owned subsidiary Company of the Kushal Limited to purchaser/third party investor, for a consideration as determined by independent valuer or such higher value, to be discharged in form of cash and/or kind. The Company has no substantial revenue generating business activities carried out in whole/part at present. The promoters of Kushal Limited want to focus on manufacturing activities carried out by 3 manufacturing units and recently acquired Rainbow Papers Limited. The Board keeping in view the hardship incurred as the subsidiary company has not received the expected growth, it feels that's its prudent to withdraw investment from the wholly owned Subsidiary and considers the proposed disinvestment in the best interest of the Company. Such disinvestment will amount to sale of substantial interest in undertaking by the Company, your Directors propose resolution under section 180(1)(a) of the Companies Act, 2013 for the approval of the shareholders.

Members of the Company are further requested to note that Section 180(1)(a) of the Companies Act, 2013 mandates that the Board of Directors of the company shall exercise the power to sell, lease or otherwise dispose-off the whole or substantially the whole of any undertaking(s) of the company, only with the approval of the members of the Company by way of a special resolution.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested in the proposed resolution. The Board recommends the Special Resolution as set out at Item No. 5 of the Notice of the AGM for approval by the members.

Item No. 6

As the members are aware that the Registered Office of the Company is presently located at Kushal House, Plot No. 115, Off C.G Road, Navrangpura, Ahmedabad-380009, Gujarat. The said Corporate House at Ahmedabad is equipped with all the required furniture, Fixtures and various amenities. The above premise is not being fully utilized as it possesses more space than the actual requirement of the company due to which the cost of overhead and expenditure is increased.

Hence the management is of opinion to sell/dispose off the said location which increases the net worth and the cash flows position of the Company, and reduces the overhead expenditure thereof.

In this regard the management has been searching for suitable buyer who intends to acquire the said property at a consideration as determined by independent valuer or such higher value, on such terms and conditions as may be deemed fit by the Board.

The sale of the said building would not have any adverse impact on the Company.

As per explanation to Section 180(1)(a) of the Companies Act, 2013, the said building may be deemed to be an Undertaking of the Company and hence the Board of Directors of the Company shall exercise the power to sell, lease or otherwise dispose-off the whole or substantially the whole of any undertaking(s) of the company, only with the approval of the members of the Company by way of a special resolution.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested in the proposed resolution. The Board recommends the Special Resolution as set out at Item No. 6 of the Notice of the AGM for approval by the members.

DETAILS OF DIRECTOR SEEKING APPOINTMENT / REAPPOINTMENT

Kushal Agrawal (DIN: 03043294)

Nature: Re-appointment

Date of Birth: 07-08-1991

Mr. Kushal Agrawal (aged 28) joined the Company on January 20, 2017 as an Additional (Executive) Director and subsequently regularized on September 30, 2017 by passing of resolution by shareholder At 17th Annual General Meeting. Mr. Agrawal holds a Bachelor's degree in Business Administration from Ahmedabad University and a Master of Science degree from University of Leeds, UK. After completing his education, he joined the family business and has played a key role in implementing international best practises & processes, financial management and optimizing business procedures, especially in construction.

Directorship held in other public Companies: Not Applicable

Membership/ Chairmanship of Committees in other Companies: - Not Applicable

No of Shares held in the Company as on date: 2717420

ROUTE MAP FOR THE VENUE OF THE MEETING

Ahmedabad Management Association, ATIRA Campus, Dr Vikram Sarabhai Marg, University Area, Ahmedabad, Gujarat-380015, India





**KUSHAL
LIMITED**

CIN: L74110GJ2000PLC037472

Reg Office: Kushal House, Plot No. 115, Off. C.G. Road, Navrangpura, Ahmedabad- 380009, Gujarat.
Phone: 079-26408027 Email: cs@kushallimited.com website: www.kushallimited.com

**ATTENDANCE SLIP
NINETEENTH ANNUAL GENERAL MEETING**

AT

**AHMEDABAD MANAGEMENT ASSOCIATION, ATIRA CAMPUS, DR VIKRAM SARABHAI MARG,
UNIVERSITY AREA, AHMEDABAD, GUJARAT-380015, INDIA**

DP ID	
Client Id./Regd. Folio No.	
Name and Address of the Sole/First Member	
Joint Holder 1	
Joint Holder 2	
No. of shares held	

I certify that I am a shareholder / proxy of the shareholder of the Company.

I hereby record my/our presence at the NINETEENTH ANNUAL GENERAL MEETING of the Company at the _____ on _____		
Member's Folio/DP ID- Client ID No.	Member's/ Proxy's name in Block Letters	Member's/ Proxy's Signature

Note:

1. Members are requested to bring their copies of Annual Report to the Meeting.
2. Bodies Corporate, whether a Company or not, who are members, may attend through their authorized representative appointed under Section 113 of the Companies Act, 2013. A copy of authorization should be deposited with the Company.
3. Please fill in attendance slip and hand it over at the entrance of the hall.



**KUSHAL
LIMITED**

CIN: L74110GJ2000PLC037472

Reg Office: Kushal House, Plot No. 115, Off. C.G. Road, Navrangpura, Ahmedabad- 380009, Gujarat.

Phone: 079-26408027 Email: cs@kushallimited.com website: www.kushallimited.com

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]

Name of Member(s): _____

Registered Address: _____

E-Mail ID _____

Folio No/DP ID and Client ID: _____

I/We, being the Member(s) _____ of shares of the Kushal Limited, hereby appoint

1. Name _____ E-Mail ID _____
Address _____ Signature _____ or failing him/her
2. Name _____ E-Mail ID _____
Address _____ Signature _____ or failing him/her
3. Name _____ E-Mail ID _____
Address _____ Signature _____ or failing him/her

as my/our Proxy to attend and vote, in case of a poll, for me/us and on my/our behalf at the 19th Annual General Meeting of the Company, to be held on Monday, September 30, 2019 at 10.00 A.M. (IST) at "Ahmedabad Management Association, Atira Campus, Dr Vikram Sarabhai Marg, University Area, Ahmedabad, Gujarat-380015, India", and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

Res. No.	Description	For*	Against*
Ordinary Businesses			
1	Adoption of the Audited Standalone and Consolidated financial statements of the Company for the financial year ended March 31, 2019 including the statement of Profit & Loss of the Company for the year ended on that date, along with the reports of the Board of Directors and Auditors thereon.		
2	Appointment of Mr. Kushal Agrawal (DIN - 03043294), as Director who retires by rotation and being eligible, offers himself for re-appointment.		
Special Businesses			
3	Special Resolution for ratification of NCLT order dated February 27, 2019.		
4	Special Resolution for Sale/transfer or dispose-off investments or shareholding of the Company in Kushal Impex PTE LTD., Singapore, wholly owned subsidiary company.		
5	Special Resolution for Sale/transfer or dispose-off investments or shareholding of the Company in Kashish Worlwide FZE, U.A.E., wholly owned subsidiary company.		
6	Special Resolution for Sale/transfer or dispose-off Registered Office situated at Ahmedabad.		

Signed this _____ day of _____ 2019

Signature of Member (s) _____

Signature of Proxy holder(s) _____

Notes:

1. Please put an 'X' in the Box in the appropriate column against the respective resolutions. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
2. A Proxy need not be a Member of the Company. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as Proxy on behalf of not more than fifty Members and holding in aggregate not more than ten percent of the total Share Capital of the Company carrying voting rights. Members holding more than ten percent of the total Share Capital of the Company carrying voting rights may appoint a single person as Proxy, who shall not act as Proxy for any other Member.
3. This form of 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.

AFFIX
Revenue
Stamp
Of ₹ 1



CIN: L74110GJ2000PLC037472

Reg. Office: Kushal House, Plot No. 115, Off. C.G. Road, Navrangpura, Ahmedabad- 380009, Gujarat.
Phone: 079-26408027 Email: cs@kushallimited.com website: www.kushallimited.com

Form No. MGT-12

BALLOT FORM

[Pursuant to Section 109(5) of the Companies Act, 2013 and rule 21(1) I of the Companies (Management and Administration) Rules, 2014]

1. Name(s) of Shareholder(s)
(Including Joint holders, if any)

2.	Registered address of the Sole / First named Shareholder	
3.	Registered Folio No. /DP ID & Client ID No.	
4.	No of Shares held	

I hereby exercise my vote in respect of Ordinary Resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

Res. No.	Description	For*	Against*
Ordinary Businesses			
1	Adoption of the Audited Standalone and Consolidated financial statements of the Company for the financial year ended March 31, 2019 including the statement of Profit & Loss of the Company for the year ended on that date, along with the reports of the Board of Directors and Auditors thereon.		
2	Appointment of Mr. Kushal Agrawal (DIN – 03043294), as Director who retires by rotation and being eligible, offers himself for re-appointment.		
Special Businesses			
3	Special Resolution for ratification of NCLT order dated February 27, 2019.		
4	Special Resolution for Sale/transfer or dispose-off investments or shareholding of the Company in Kushal Impex PTE LTD., Singapore, wholly owned subsidiary company.		
5	Special Resolution for Sale/transfer or dispose-off investments or shareholding of the Company in Kashish Worlwide FZE, U.A.E., wholly owned subsidiary company.		
6	Special Resolution for Sale/transfer or dispose-off Registered Office situated at Ahmedabad.		

Date:

Place:

(Signature of Shareholder)