



**KUSHAL
LIMITED**

ANNUAL REPORT

2018-19

**OUR INSPIRATION
OUR STRENGTH**



LATE SHRI TULSIRAMJI AGRAWAL

1941-2016

INDEX

Corporate Overview

- 1 Corporate Information
- 2 Board Committee
- 3 Vision and Values
- 4 The Board of Director
- 5 Financial Highlights

Statutory Reports

- 6 Notice
- 20 Director's Report
- 56 Management Discussion and Analysis Report
- 60 Corporate Governance Report

Financial Statement

Standalone Financial Statements

- 76 Independent Auditor's Report
- 82 Balance Sheet
- 83 Statement of Profit and Loss
- 84 Statement of Change in Equity
- 85 Cash Flow Statement
- 86 Notes to Financial Statements

Consolidated Financial Statements

- 105 Independent Auditor's Report
- 110 Balance Sheet
- 111 Statement of Profit and Loss
- 112 Statement of Change in Equity
- 113 Cash Flow Statement
- 114 Notes to Financial Statements

CORPORATE INFORMATION

Kushal Limited

(Formerly known as Kushal Tradelink Limited)

CIN.: L74110GJ2000PLC037472

Registered Office

Kushal House, Plot No. 115
Off. C.G. Road, Navrangpura
Ahmedabad-09, Gujarat,
Tel.: +91-79-26408027
Web.: www.kushallimited.com

Board of Directors

Mr. Sandeep Agrawal- Chairman and Managing Director
Mr. Manoj Agrawal- Director
Mr. Kushal Agrawal- Director
Mr. Anil Soni- Independent Director
Mr. Dharmendra Bhuchhada - Independent Director
Mrs. Kavita Tejaskumar Shah- Independent Director

Company Secretary & Compliance Officer

CS Shivangi Shah

Chief Financial Officer

Mr. Jitendra Yadav

Statutory Auditor

M/s S. V. Sojitra & Co.
Chartered Accountants
407, Silver Square Complex, Opp Dipak School, Nikol,
Ahmedabad-382350
Tel.: +91-9909928736

Secretarial Auditor

M S Buchasia & Associates
Company Secretaries
306, Gala Mart, Nr. Sobo Centre, Before Safal Parisar, S
Bopal Main Road, South Bopal, Bopal, Ahmedabad-
380058
Tel.: +91-9327916394

Registrar & Share Transfer Agent

Bigshare Services Private Limited
Mumbai Branch:
1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis,
Makwana Road, Marol, Andheri (East), Mumbai,
Maharashtra, 400059
Tel No.: +91 – 22 – 40430200 / 62638200
Fax No.: +91 – 22 – 28475207 / 62638299
Web.: www.bigshareonline.com

Ahmedabad Branch:

A/802, Samudra Complex, Near Klassic Gold, Girish
Cold Drink, C.G Road, Ahmedabad, Gujarat-380009
Tel.: +91-79-40024135
Web.: www.bigshareonline.com



BOARD COMMITTEES

AUDIT COMMITTEE

Mr. Anil Soni - Chairman
Mrs. Kavita Shah - Member
Mr. Dharmendra Bhuchhada – Member
Mr. Kushal Agrawal - Member

NOMINATION AND REMUNERATION COMMITTEE

Mrs. Kavita Shah - Chairman
Mr. Dharmendra Bhuchhada – Member
Mr. Anil Soni - Member

STAKEHOLDER RELATIONSHIP COMMITTEE

Mr. Dharmendra Bhuchhada - Chairman
Mr. Anil Soni - Member
Mr. Manoj Agrawal – Member

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Mr. Dharmendra Bhuchhada - Chairman
Mr. Kushal Agrawal - Member
Mr. Sandeep Agrawal – Member

Corporate Governance Framework



"We are committed to enhancing long-term shareholder value by creating a sustainable enterprise that delivers consistent performance"

VISION

- To be a reputed global provider of competitive products and services within emerging markets.
- To offer customer delight and employee growth with equal fairness towards all stakeholders.
- To focus on innovation and creativity for promoting organisational participation and continuous learning.

MISSION

- To continuously interact with customers to understand their needs.
- To offer best-in-class customer service and provide them value for money to earn complete customer loyalty and facilitate access to larger markets.
- To continuously develop processes for delivering high quality, reliable and consistent products.
- To be a debt-free company offering excellent shareholder returns, employee-friendly environment and pay all fair dues to the Government and society

VALUES

Integrity: We act with honesty at all times

Commitment: We give our best to meet the needs of our customers

Teamwork: We combine our talents and effort for superior outcomes. Together, each achieves more.

Value People: We respect and care for our people. Each one makes a significant contribution to our organisation.

Professionalism: We live by high standards of work and conduct. We live continuously to improve our knowledge and skills.

THE BOARD OF DIRECTORS



SANDEEP AGRAWAL
CMD



MANOJ AGRAWAL
DIRECTOR



KUSHAL AGRAWAL
DIRECTOR



DHARMENDRA BHUCHHADA
INDEPENDENT DIRECTOR



ANIL SONI
INDEPENDENT DIRECTOR



KAVITA SHAH
INDEPENDENT DIRECTOR

FINANCIAL HIGHLIGHTS (ON CONSOLIDATED BASIS)

₹ in Lakhs

PARTICULARS	2018-19	2017-18	2016-17	2015-16	2014-15
Revenue from Operations	89597.86	233541.14	235958.42	158990.28	43300.76
Other Income	364.52	251.91	97.37	87.17	65.76
Total Revenue	89962.39	233793.05	236055.79	159077.45	43366.52
Finance Cost	634.72	523.02	387.02	1043.64	1133.99
Depreciation & Amortisation	746.53	57.83	62.56	64.15	52.28
Earnings before Interest, Tax and Depreciation	6601.81	12355.83	16107.40	11688.83	2108.29
Profit Before Tax	5220.56	11774.98	15657.83	10581.04	922.02
Tax	(104.87)	(809.21)	(1642.27)	(791.92)	(264.67)
Profit After Tax	5115.69	10965.77	14015.55	9789.12	657.35
Equity Share Capital	6732.81	4745.33	4745.33	2372.67	2372.67
Reserves & Surplus	153872.36	28902.10	20466.32	11082.66	3655.03
Total Equity	160605.18	33647.43	25211.65	13455.33	6027.70
Current Assets	54254.84	85242.64	90214.97	120192.31	23074.02
Current Liabilities	31824.65	54773.31	67177.54	108759.22	19245.97
Working capital/ Net Current Assets	22430.19	30469.33	23037.43	11433.09	3828.05



**KUSHAL
LIMITED**

PCIN: 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.”