

**General information about company**

Scrip code	536170
NSE Symbol	
MSEI Symbol	
ISIN	INE647N01021
Name of the entity	KUSHAL LIMITED
Date of start of financial year	01-04-2018
Date of end of financial year	31-03-2019
Reporting Quarter	Yearly
Date of Report	31-03-2019
Risk management committee	Not Applicable

**Annexure I**

**Annexure I to be submitted by listed entity on quarterly basis**

**I. Composition of Board of Directors**

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

Yes

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	SANDEEP TULSIRAM AGRAWAL	ABBPA8827F	00239648	Executive Director	Chairperson	MD	01-02-2016			1	0	0		
2	Mr	MANOJ TULSIRAM AGRAWAL	ABTPA9396H	00225494	Executive Director	Not Applicable		03-01-2017			1	1	0		
3	Mr	KUSHAL AGRAWAL	ARRPA6374P	03043294	Executive Director	Not Applicable		30-09-2017			1	1	0		
4	Mr	DHARMENDRA DINESHCHANDRA BHUCHHADA	ABVPB1014B	06468613	Non-Executive - Independent Director	Not Applicable		15-01-2017		72	1	2	1		

**Annexure I to be submitted by listed entity on quarterly basis**

**I. Composition of Board of Directors**

**Disclosure of notes on composition of board of directors explanatory**

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
5	Mrs	KAVITA TEJASKUMAR SHAH	AGXPJ4866A	05295442	Non-Executive - Independent Director	Not Applicable		15-01-2017		72	1	1	0		
6	Mr	ANIL SONI	AVQPS2032K	07579989	Non-Executive - Independent Director	Not Applicable		03-01-2017		72	1	2	1		

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	07579989	ANIL SONI	Non-Executive - Independent Director	Chairperson	13-04-2017		
2	06468613	DHARMENDRA DINESHCHANDRA BHUCHHADA	Non-Executive - Independent Director	Member	30-09-2014		
3	05295442	KAVITA TEJASKUMAR SHAH	Non-Executive - Independent Director	Member	23-01-2013		
4	03043294	KUSHAL AGRAWAL	Executive Director	Member	13-04-2017		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	05295442	KAVITA TEJASKUMAR SHAH	Non-Executive - Independent Director	Chairperson	23-01-2013		
2	06468613	DHARMENDRA DINESHCHANDRA BHUCHHADA	Non-Executive - Independent Director	Member	23-01-2013		
3	07579989	ANIL SONI	Non-Executive - Independent Director	Member	13-04-2017		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	06468613	DHARMENDRA DINESHCHANDRA BHUCHHADA	Non-Executive - Independent Director	Chairperson	23-01-2013		
2	07579989	ANIL SONI	Non-Executive - Independent Director	Member	13-04-2017		
3	00225494	MANOJ TULSIRAM AGRAWAL	Executive Director	Member	13-04-2017		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	06468613	DHARMENDRA DINESHCHANDRA BHUCHHADA	Non-Executive - Independent Director	Chairperson	30-09-2014		
2	00239648	SANDEEP TULSIRAM AGRAWAL	Executive Director	Member	20-01-2017		
3	03043294	KUSHAL AGRAWAL	Executive Director	Member	20-01-2017		



<b>Other Committee</b>						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

**Annexure 1****Annexure 1****III. Meeting of Board of Directors**

Disclosure of notes on meeting of board of directors explanatory				Notes for not providing Date
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	
1	04-10-2018			
2	12-11-2018		38	
3	14-11-2018		1	
4		03-01-2019	49	
5		14-02-2019	41	
6		21-02-2019	6	
7		07-03-2019	13	

**Annexure 1**

**IV. Meeting of Committees**

Disclosure of notes on meeting of committees explanatory								
Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee	Reason for not providing date
1	Audit Committee		Yes		12-11-2018			NA
2	Audit Committee		Yes		14-11-2018	1		NA
3	Audit Committee	14-02-2019	Yes			91		NA
4	Audit Committee	21-02-2019	Yes			6		NA
5	Nomination and remuneration committee	21-02-2019	Yes					NA
6	Stakeholders Relationship Committee	21-02-2019	Yes					NA

**Annexure 1**

**V. Related Party Transactions**

Sr	Subject	Compliance status (Yes/No/NA)	If status is <del>No</del> details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	Yes	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	
Disclosure of notes on related party transactions			Textual Information(1)

**Text Block**

Textual Information(1)

Related Party Transaction has been reviewed in Audit Committee Meeting.

**Annexure 1****VI. Affirmations**

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

**Annexure 1**

Sr	Subject	Compliance status
1	Name of signatory	CS SHIVANGI SHAH
2	Designation	Company Secretary and Compliance Officer

**Text Block**



**Annexure II****Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)****I. Disclosure on website in terms of Listing Regulations**

Sr	Item	Compliance status (Yes/No/NA)	If status is <b>No</b> details of non-compliance may be given here.	Web address
1	Details of business	Yes		<a href="https://www.kushallimited.com/">https://www.kushallimited.com/</a>
2	Terms and conditions of appointment of independent directors	Yes		<a href="https://www.kushallimited.com/">https://www.kushallimited.com/</a>
3	Composition of various committees of board of directors	Yes		<a href="https://www.kushallimited.com/">https://www.kushallimited.com/</a>
4	Code of conduct of board of directors and senior management personnel	Yes		<a href="https://www.kushallimited.com/">https://www.kushallimited.com/</a>
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="https://www.kushallimited.com/">https://www.kushallimited.com/</a>
6	Criteria of making payments to non-executive directors	Yes		<a href="https://www.kushallimited.com/">https://www.kushallimited.com/</a>
7	Policy on dealing with related party transactions	Yes		<a href="https://www.kushallimited.com/">https://www.kushallimited.com/</a>
8	Policy for determining <b>material</b> subsidiaries	Yes		<a href="https://www.kushallimited.com/">https://www.kushallimited.com/</a>
9	Details of familiarization programmes imparted to independent directors	Yes		<a href="https://www.kushallimited.com/">https://www.kushallimited.com/</a>

**Annexure II****Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)****I. Disclosure on website in terms of Listing Regulations**

Sr	Item	Compliance status (Yes/No/NA)	If status is <b>No</b> details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		<a href="https://www.kushallimited.com/">https://www.kushallimited.com/</a>
11	email address for grievance redressal and other relevant details	Yes		<a href="https://www.kushallimited.com/">https://www.kushallimited.com/</a>
12	Financial results	Yes		<a href="https://www.kushallimited.com/">https://www.kushallimited.com/</a>
13	Shareholding pattern	Yes		<a href="https://www.kushallimited.com/">https://www.kushallimited.com/</a>
14	Details of agreements entered into with the media companies and/or their associates	Yes		<a href="https://www.kushallimited.com/">https://www.kushallimited.com/</a>
15	New name and the old name of the listed entity	Yes		<a href="https://www.kushallimited.com/">https://www.kushallimited.com/</a>

**Annexure II****II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is <b>No</b> details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of <b>independence</b> and/or <b>eligibility</b>	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Review of Compliance Reports	17(3)	Yes	
5	Plans for orderly succession for appointments	17(4)	Yes	
6	Code of Conduct	17(5)	Yes	
7	Fees/compensation	17(6)	Yes	
8	Minimum Information	17(7)	Yes	
9	Compliance Certificate	17(8)	Yes	
10	Risk Assessment & Management	17(9)	NA	

**Annexure II****II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is <input checked="" type="checkbox"/> No <input checked="" type="checkbox"/> details of non-compliance may be given here.
11	Performance Evaluation of Independent Directors	17(10)	Yes	
12	Composition of Audit Committee	18(1)	Yes	
13	Meeting of Audit Committee	18(2)	Yes	
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
16	Composition and role of risk management committee	21(1),(2),(3), (4)	NA	
17	Vigil Mechanism	22	Yes	
18	Policy for related party Transaction	23(1),(5),(6), (7) & (8)	Yes	
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
20	Approval for material related party transactions	23(4)	Yes	

## Annexure II

### II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is <b>No</b> details of non-compliance may be given here.
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3), (4),(5) & (6)	Yes	
23	Maximum Directorship & Tenure	25(1) & (2)	Yes	
24	Meeting of independent directors	25(3) & (4)	Yes	
25	Familiarization of independent directors	25(7)	Yes	
26	Memberships in Committees	26(1)	Yes	
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

**Annexure II**

1	Name of signatory	CS SHIVANGI SHAH
2	Designation	Company Secretary and Compliance Officer

**Annexure II**

**III. Affirmations**

<b>Sr</b>	<b>Particulars</b>	<b>Compliance status (Yes/No/NA)</b>
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
	Any other information to be provided	

**Annexure II**

1	Name of signatory	CS SHIVANGI SHAH
2	Designation	Company Secretary and Compliance Officer



**Signatory Details**

Name of signatory	CS SHIVANGI SHAH
Designation of person	Company Secretary and Compliance Officer
Place	AHMEDABAD
Date	11-04-2019

