



KUSHAL TRADELINK LIMITED

CIN: L51909GJ2000PLC037472

Reg Office: Plot No. 115, Kushal House, Opp. Hotel Nest, Off. C.G Road, Navrangpura, Ahmedabad- 380009, Gujarat. Phone: 079-26408027 Fax: 079-26404027

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Serial No.: KTL/GMN/02-2016

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 and applicable Rules thereunder]

Dear Member,

Notice is hereby given that pursuant to Section 110 of the Companies Act, 2013 (hereinafter referred to as “the Act”) read with Companies (Management and Administration) Rules, 2014 (hereinafter referred to as “the Rules”) (including any statutory modification(s) or re-enactment thereof, for the time being in force), that the resolution appended below are proposed to be passed by the Members through Postal Ballot/Electronic Voting (e-voting). The explanatory statement pertaining to the aforesaid resolutions setting out the material facts concerning each item and reasons thereof is annexed hereto with a Postal Ballot Form for your consideration.

The Board of Directors of the Company has appointed **M/s. M.S. Buchasia & Associates, Companies Secretaries in Whole Time Practice (Ahmedabad)** (ICSI Membership no.: 5843, COP: 4156), as the Scrutinizer for conducting the Postal ballot/ E-voting process in a fair and transparent manner.

Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed self-addressed pre- paid Business Reply Envelope. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 5:30 PM on 1st January 2017 which is last date for receipt of completed Postal Ballot Form(s). Postal Ballot Form(s) received after this date and time will be considered as invalid.

Members desiring to opt for e-voting as per the facilities arranged by the company are requested to read the instructions in the Notes under the section ‘Voting through Electronic Means’. References to postal ballot(s) in this Postal Ballot Notice includes votes received electronically.

The Scrutinizer will submit his report to the Chairman or Company Secretary of the Company after the completion of the scrutiny of the Postal Ballots (including e-voting). The result of postal ballot shall be declared on or before 4th January 2017 at the company’s registered office and will be communicate to the Stock Exchanges, depository, registrar and share transfer agents and shall also be displayed at the company’s website: www.kushaltradelink.com.

RESOLUTIONS:

ITEM NO. 1 - TO AMEND THE MAIN OBJECT CLAUSE IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY.

To consider and, if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 4 , 13 and all other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), and subject to necessary approval(s), consent(s), permissions and sanctions, if any, from the Registrar of Companies, Gujarat and/or any other appropriate authority(ies), which the Board of Directors (hereinafter referred to as “the Board”, which includes any of duly constituted Committee of one or more Directors) is authorised to accept as it may deem fit, the approval of the

Company be and is hereby accorded for effecting the following modifications, additions and amendments in the existing Memorandum of Association of the Company:-

A. The words 'Companies Act, 1956' in the existing Memorandum of Association shall be substituted with the words 'Companies Act, 2013', wherever required under the applicable provisions.

B. Clause III (A) (1) of Main Object Clause in the Memorandum of Association of the Company be altered by replacing Clause (III)(A) (1) with the following Clauses:

1. a). To carry on the business of buying, selling, reselling, importing, exporting, transporting, storing, developing, promoting, marketing or supplying, trading, dealing in any manner whatsoever in all kinds of goods, commodities or merchandise of any description as the Company may from time to time determine in India or outside India.

b). To carry on the business as exhibitors of all types of goods, services and merchandise and to undertake the necessary activities to promote sales of all types of goods, services and merchandise manufactured/dealt with/provided by the Company.

c). To act as broker, trader, agent, C & F agent, shipper, commission agent, distributor, representative, franchiser, consultant, collaborator, stockist, liasioner, job worker, export house of goods, merchandise and services of all grades, specifications, descriptions, applications, modalities, fashions, including by-products, spares or accessories thereof as the Company may from time to time determine.
2. a). To carry on the business of the cinematograph trade and industry in all their branches and activities and particularly the business of manufacture, production, distribution, exploitation, exhibition, import and export of all kinds of cine films, talkie films, video films, telefilms, documentary films, advertising films, TV Serials and films and motion pictures of all kinds and nature for entertainment, amusement, publicity, education and instruction in all languages prevailing in the world.

b). To carry on either solely or in partnership, periodically or permanently the business of running, conducting and managing as proprietors, lessees, tenants, licensees, managers and agents of cinematograph cinemas and theatres, places and halls, preview theatres, video theatres, studios, cinematographic shows and exhibitions and other entertainments and amusements and places of entertainments and amusements and in particular to provide for production, projection, representation and performance of cinematographic films, motion pictures, video films, telefilms and films and motion pictures of all kinds and nature in all its branches and performances, exhibitions and representations of one or more of them or any part thereof by means of cinematograph films, television, radio, video cassettes, video discs or any other similar contrivances and appliances by means whereof the same may be mechanically or otherwise performed, exhibited and represented and in connection therewith.

c). To carry on business as distributors, buyers, sellers, merchants and dealers in cinematograph films, records, tapes and apparatus for recording or reproducing sights and sounds and all rights to produce, distribute or exhibit any performance, entertainment or event by means of films, records or such other apparatus.
3. a). To provide globally managed data networks and related services, including but not limited to cloud services, managed services , business process outsourcing services, customer care centres, customer relationship management, back office processing, data entry, medical transcription, IT services, multimedia services, internet based services, data centre management and consulting, interface services applications including all types of end to end integrated solutions involving information systems, developing, designing, marketing of communication platform(s), with features and functionality including those related to social, commerce, messaging, communication, gaming and other online services and advisory services in relation to developing, designing, marketing, trading, transferring, exporting, importing, buying and selling all types of mobile applications including gaming, web applications and websites for mobile phones or any other communication device, equipment, appliances, accessories whether corded or cordless and to engage in all businesses as may be related or ancillary to the aforesaid business areas.

b). To develop, provide, undertake, design, import, export, distribute and deal in Systems and application software for microprocessor based information systems, off shore software development projects, internet service provider, and solutions in all areas of application including those in Emerging niche segments like Internet and Intranet website applications solutions software enterprise, resource planning, e-commerce, value added products and other business applications either for its own use for sale in India or for export outside India and to design and develop such systems and application software for and on behalf of manufacturers owners and users of computer, telecom, digital, electronic equipments in India or outside India.

4. a). To Carry On Business as Builders, Contractors, Designers, Architects, constructors, Real Estate Developers, brokers of all types of building and structure including houses, flats, apartments, row houses, bungalows, twin bungalows, tenements, offices, godowns warehouses, shops, factories, sheds, hospitals, hostels, holiday resorts, shopping cum residential complexes, Industrial Structures, places of workshop, highways, roads, bridges, path, sideways, courts, alleys, pavements township and to develop, erect, install, alter improve, add, establish, renovate, recondition, protect, enlarge, repair, demolish, remove, replace, maintain, buy, sell, lease, commercialize, turn to account, fabricate, handle and control all such buildings and structures and to purchase, acquire, take on lease or in any other lawful manner any area, land, building, structures, providing services of sales and purchase of legally approved land for various project like resorts, shopping malls, multiplex complex, holiday homes, big commercial centre and by advancing money to and enter into contracts and agreements of all kinds with building, tenants and others and to deals in all types of immovable properties for development, construction, rentals and/or for resale.

b). To carry on the business of and act as promoters, organizers, developers, architects, engineers, Estate agents, decorators and surveyors of the land, estates, properties, co-operative Housing societies, association, housing schemes, shopping offices, complexes, townships, farms, farm houses and others and to finance with or without security and/or interest for the same and to deal with and improve such properties either as owner or as agent and to construct or cause to be constructed the building or the estate as per its scheme for and on behalf of the members and to hold land and / or building constituting the estate of the company for the use and occupation and the benefit of the members.

5. a). To plan, promote and organise an integrated and efficient development of Conventional / Non-conventional/ Renewable sources of Energy and River Valley Projects, in India and abroad including planning, investigation, research, design and preparation of preliminary, feasibility and Detailed of Project Reports, Construction of such Power Stations and Project (including consequential environmental protection, afforestation and rehabilitation works), Generation, Transmission and Distribution of Power.

b). To act as an agent of Government/ Public Sector Financial institutions, to exercise all the rights and powers exercisable by any Company engaged in any of the activities as listed in Clause III (5) (a) above and in any other infrastructure projects.

c). To promote and organize research and development or to carry on consultancy services in the field of power generation, power supply, trading, conservation of electricity and other related activities of the Company.

C). Part B of the Objects Clause (Clause III) now be titled as 'Matters which are necessary for furtherance of the Objects specified in Part A' be altered by adding the following after Clause III (B)(46):

47. To carry on the business of as advertising and media agents consultants and to produce and procure advertising and other publicity and promotion materials in furtherance of the main objects of the Company.

48. To purchase, take on hire or otherwise acquire, film and Television and Video with the exhibiting, distributing and renting of the same and to sell, give on hire or otherwise the films, talkies and the rights so acquired and the Company's production with their exhibiting, distributing and renting rights.

49. To erect, construct, purchase, take on lease or hire or otherwise acquire and maintain, to carry on the business of films production, studios, laboratories, cinemas, picture places, halls, theatres, concert halls, lands, theatrical companies, touring talkies and all other kinds of buildings necessary or required for any of the business of the Company.

50. To manufacture, make, purchase, take on lease or hire or otherwise acquire and deal in cinematographic television and video films, cameras, lighting sets, sound recording and sound machines, instruments, tools, apparatus, dresses, costumes, furniture, furnishing and decorating material chemicals and all other machinery, instruments, materials and things required for or in connection with any of the business hereby authorized.

51. To import foreign films, television and video film machinery, apparatus, cameras and other cinematograph equipment, etc. and export Indian films to foreign countries.

52. To send out to foreign countries, directors, employees or any other persons for investigating possibilities of any business, trade or for procuring and buying any machinery and equipment or establishing the trade connection or in promoting the interest of the Company and to pay all expenses incurred in this connections.

53. To adopt such means of making known the business of the Company as may seem expedient, and in particular by advertising in any media or by the purchase, exhibition or reproduction of books and pictures, or by granting concessions, prizes, rewards and goods free or at reduced prices or in such manner, whether similar to the above or not, as the Company may deem desirable.

54. To construct, execute, carryout, equip, support maintain, operate, improve, work, develop, administer, manage, control and superintend within or outside the country anywhere in the world all kinds of works, public or otherwise, buildings, houses and other constructions or conveniences of all kinds, which expression in this memorandum includes roads, railways, and tramways, docks, harbours, Piers, wharves, canals, serial runways and hangers, airports, reservoirs, embankments, irritations, reclamation, improvements, sewage, sanitary, water, gas, electronic light, power supply works, and hotels, cold storages, warehouses, cinema houses, markets, public and other buildings and all other works and conveniences of public or private utility, to apply for purchase or otherwise acquire any contracts, decrease, concessions, for or in relation to the construction, execution, carrying out equipment, improvement, administration, or control of all such works and conveniences as aforesaid and to undertake, execute, carry out, dispose of or otherwise turn to account the same.

55. To finance housing activities in any way, to let on lease any such premises or parts of them and to provide services and facilities for the occupiers or tenants of those premises.

56. To engage in the business of purchasing, selling, importing, exporting, trading or otherwise dealing in power and ancillary activities to operate, maintain and manage all forms of power plants and stations including transmission lines, both in India and abroad.

57. To promote, form and register and aid in the promotion, formation, registration of any company, subsidiary or otherwise, and to coordinate their activities, to determine their economic and financial objective / targets and to review, control guide and direct their performance with a view to secure optimum utilization of all resources placed at their disposal.

58. To adopt such means of making known the business of the company and/or Associate/subsidiary Companies or others as may seem expedient and in particular by advertising in the press, public places and theatres, by radio, by television, by circulars, by purchase and exhibition or works of art or interest, by publication of books, pamphlets, bulletins or periodicals, by organising or participating in exhibitions and by granting prizes, rewards and donations.

59. To do all and everything necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporate bodies, firms, or individuals, and to do every other act or acts, thing or things, incidental to or growing out of or connected with aforesaid business or powers or any part or parts thereof, provided the same be not inconsistent with the laws of the Union of India.

ITEM NO. 2: DELETION OF THE OTHER OBJECTS CLAUSE OF THE MEMORANDUM OF ASSOCIATION

To consider and, if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT, pursuant to Section 13 and other applicable provisions of the Companies Act, 2013 (including any amendments thereto or re-enactment thereof) and subject to necessary approval(s) if any from the competent authorities, the Other Objects clause of the Memorandum of Association of the Company be altered by completely deleting all the existing clauses from Clause III (C) (1) to Clause III (C) (55).”

ITEM NO. 3 - ADOPTION OF NEW SET OF ARTICLES:

To consider and, if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014, and other rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the approval of the members of the Company be and is hereby accorded to the adoption of new set of Articles of Association in substitution, and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including a Committee thereof) or any person(s) authorised by the Board to exercise the powers conferred on the Board, be and is hereby authorized to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

ITEM NO.4: - APPOINTMENT OF MR. MANOJ TULSIRAM AGRAWAL (DIN-00225494) AS AN EXECUTIVE DIRECTOR:

To consider and, if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT Mr. Manoj Tulsiram Agrawal (DIN-00225494), who was appointed as an Additional Director of the Company with effect from 14th November 2016, under section 161 of the Companies Act, 2013, and who holds office up to the date of ensuing Annual General Meeting of the Company, be and is hereby appointed as an Executive Director of the Company.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

ITEM NO. 5 – APPOINTMENT OF MR. ANIL SONI (DIN: 07579989) AS AN INDEPENDENT DIRECTOR

To consider and, if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to Sections 149,152 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), and Regulation 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Anil Soni (DIN: 07579989) who was appointed as an Additional Director of the Company under section 161 of the Companies Act, 2013, and who holds office up to the date of ensuing Annual General Meeting of the Company, be and is hereby appointed as an Independent Director of the company to hold office for five (5) consecutive years for a term upto November 13, 2021 and whose office shall not be liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to execute any agreement, documents, instructions and writings, etc. and to do all such acts, deeds, matters and things as may be considered necessary for giving effect to this resolution.”

ITEM NO.: 6 - RE-APPOINTMENT OF MS. KAVITA JAIN (DIN: 05295442) AS AN INDEPENDENT DIRECTOR

To consider and, if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to Sections 149,152 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), and Regulation 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Kavita Jain (DIN:

05295442), who is appointed as an Independent Director of the Company for a term up to January 14, 2017 by the shareholders, be and is hereby re-appointed as an Independent Director of the company with effect from January 15, 2017 to January 14, 2022 and whose office shall not be liable to retire by rotation."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to execute any agreement, documents, instructions and writings, etc. and to do all such acts, deeds, matters and things as may be considered necessary for giving effect to this resolution."

ITEM NO.: 7- RE-APPOINTMENT OF CS SAGAR SHARMA (DIN: 06473984) AS AN INDEPENDENT DIRECTOR

To consider and, if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to Sections 149,152 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), and Regulation 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, CS Sagar Sharma (DIN: 06473984) , who is appointed as an Independent Director of the Company for a term up to January 14, 2017 by the shareholders , be and is hereby re-appointed as an Independent Director of the company with effect from January 15, 2017 to January 14, 2022 and whose office shall not be liable to retire by rotation."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to execute any agreement, documents, instructions and writings, etc. and to do all such acts, deeds, matters and things as may be considered necessary for giving effect to this resolution."

ITEM NO. 8:- RE-APPOINTMENT OF MR. DHARMENDRA BHUCHHADA (DIN: 06468613) AS AN INDEPENDENT DIRECTOR

To consider and, if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to Sections 149,152 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), and Regulation 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Dharmendra Bhuchhada (DIN: 06468613), who is appointed as an Independent Director of the Company for a term up to January 14, 2017 by the shareholders , be and is hereby re-appointed as an Independent Director of the company with effect from January 15, 2017 to January 14, 2022 and whose office shall not be liable to retire by rotation."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to execute any agreement, documents, instructions and writings, etc. and to do all such acts, deeds, matters and things as may be considered necessary for giving effect to this resolution."

By the Order of Board
FOR KUSHAL TRADELINK LIMITED

SD/-

CS Mittali Christachary
(Company Secretary and Compliance Officer)

Ahmedabad
November 14, 2016
Registered Office:
Plot No. 115, Kushal House,
Opp. Hotel Nest, Off. C.G Road,
Navrangpura, Ahmedabad- 380009
Tele No.: 079-26408027 Fax: 079-26404027
Email: cs@kushaltradelink.com
Website: www.kushaltradelink.com

NOTES:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts is annexed hereto.
2. The Notice is being sent to all the Members, whose names appear in the Register of Members / Record of Depositories as on **Friday, November 25, 2016** i.e. “the cut-off date”.
3. In compliance of the provisions of section 108 of the Companies Act, 2013 and rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide its Members the facility to exercise their right to vote on the postal ballot through the Electronic Voting (e-voting) Services provided by Central Depository Services Limited. Voting Rights shall be reckoned on the paid-up value of the shares registered in the name of the members as on the cut-off date. The Postal Ballot Notice is sent electronically to all the shareholders who have registered their email addresses with the Company /Depositories and to other shareholders by Speed Post/ Registered Post / Courier.
4. **M/s. M.S Buchasia & Associates**, Companies Secretaries in Whole Time Practice (Ahmedabad) (ICSI Membership no.: 5843, COP: 4156) has been appointed as Scrutinizer for conducting the E-voting/ Postal Ballot in accordance with the law in a fair and transparent manner.
5. E-voting is available from 9.30 am on December 3, 2016 to 5:30 pm on January 1, 2017. Members are requested to refer to instructions for e-voting, appended to this Notice.
6. Members have the option either to vote through the e-voting process or through the postal ballot form. Members who have received the Postal ballot Notice by email and who wish to vote through postal ballot form can seek duplicate postal ballot form from the Company from its Registered Office at: Plot No. 115, Kushal House, Opp. Hotel Nest, Off. C.G Road, Navrangpura, Ahmedabad- 380009, fill in the requisite details and send the same to the Scrutinizer.
7. The Postal Ballot form together with the self-addressed business reply envelope is enclosed for the use of the members. Please read carefully the instructions printed on the enclosed Postal Ballot form before exercising your vote and return the same duly completed, signifying your assent/dissent, in the attached self-addressed business reply envelope, so as to reach the Scrutinizer on or before January 1, 2017. Postal Ballot forms received after this date will be strictly treated as if the reply from the Members has not been received.
8. The Scrutinizer will submit his report of the votes polled through E-voting/ Postal Ballot, to the Chairman or any Director or Company Secretary. The Chairman will, or in his absence, any Director or the Company Secretary will announce the results of Voting by Postal Ballot on or before January 4, 2017 and the resolutions will be taken as passed effectively on the date of announcement of the results by the Chairman or any Director or the Company Secretary as the case may be. The Scrutinizer's decision on the validity of the votes cast through E-voting/Postal Ballot shall be final. The Results of the E-voting/Postal Ballot will be displayed at the Registered Office, displayed on the website of the Company- www.kushaltradelink.com and intimated to the Stock Exchanges on which the shares of the Company are listed.
9. Resolution passed by the Members by means of Postal Ballot including e-voting is deemed to have been passed at a general meeting of the Members.

EXPLANATORY STATEMENT
(Pursuant to the Provisions of Section 102 of the Companies Act, 2013)

ITEM NO.1:

The existing Memorandum of Association (“MOA”) of the Company was framed in terms of the provisions of the Companies Act, 1956 and in pursuance of the objectives of the Company. The provisions of the new Companies Act, 2013, require for stating of the Objects Clause of MOA in a manner prescribed in the new Act.

In terms of Section 4(1)(c) of the Companies Act, 2013, the MOA of a Company shall state the objects for which the Company is proposed to be incorporated and any matter considered necessary in furtherance thereof. As such, the requirements of separately indicating the “Main Objects”, “Incidental or Ancillary Objects” and “Other Objects” under the erstwhile Companies Act has changed.

Accordingly and in view of the requirements, the Objects Clause is proposed to be amended as under:

1. The Object Clause will now have 2 parts viz. Part A - ‘The Main Object Of The Company To Be Pursued On Its Incorporation’ and Part B ‘Matters which are necessary for furtherance of the Objects specified in Part A’.
2. In view of diversification of the business activity of the Company, the Board of Directors recommends to alter the sub Clause (1) of Clause III (A) of Memorandum of Association, to include the General Whole Trading activities alongwith Film Production and distribution, Infrastructure, IT and Renewable Energy into the main object of its Memorandum of Association.
3. The existing Part B of the Objects Clause of MOA has been retained except that the reference to various sections of the Companies Act, 1956 are proposed to be replaced with the reference to the corresponding sections of the Companies Act, 2013 and certain additions after the existing clauses to incorporate changes in line with the changes in Clause III (A)(1) of Memorandum of Association.

The Memorandum of Association of the Company, proposed to be amended as stated above, is being uploaded on the Company’s website for perusal by the Shareholders. A copy of the existing and proposed Memorandum of Association would be available for inspection by the members at the registered office of the company on all working days (Monday to Friday) between 2.00 P.M. to 4.00 P.M. (excluding Saturdays) upto **January 1, 2017**.

The alteration of MOA requires the approval of the Shareholders by means of a Special Resolution pursuant to Section 13 of the Act and accordingly the approval of the Shareholders is being sought through Postal Ballot.

The Board of Directors in its meeting held on 14th November, 2016 has accorded its approval for alteration of MOA.

Your Directors recommend the same for approval of the Shareholders to be passed as Special Resolution(s).

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution(s).

You are requested to communicate your assent or dissent for the aforesaid resolution(s), in accordance with the instructions set out herein.

ITEM NO.: 2

In order to comply with the provisions of Section 4(1)(c), Section 13 and other applicable provisions, if any, of the Companies Act, 2013, the Company needs to delete the Other Objects Clause from the Memorandum of Association. The modification in Memorandum of Association is carried out to give effect to provisions of the Companies Act, 2013. Consent of the shareholders by passing a Special Resolution is required in this regard. The entire set of proposed memorandum of association is available in the website of the Company. The shareholders of the Company can also obtain a copy of the same from the Secretarial Department at the Registered Office of the Company.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution.

The Directors recommend the aforesaid resolution for the approval by the members as Special Resolution.

ITEM NO. 3

The Articles of Association of the Company as currently in force were adopted when the Company was incorporated under the Companies Act, 1956. The references to specific sections of the Companies Act, 1956 in the existing Articles may no longer be in conformity with the Companies Act, 2013.

Considering that substantive sections of the Companies Act, 2013 which deal with the general functioning of the companies stand notified, it is proposed to amend / replace the existing Articles of Association with new Articles aligned with the provisions of Companies Act, 2013 including the Rules framed thereunder and adoption of specific sections from Table "F" to Schedule I to the Companies Act, 2013 which sets out the model Articles of Association for a company, limited by shares.

While some of the Articles of existing Articles of Association of the Company require alteration or deletions, certain provisions of existing Articles of Association have been simplified by providing reference to relevant Sections to the Companies Act, 2013 and the Rules framed thereunder, to avoid repetition in its entirety.

The proposed draft of new Articles of Association is available on the Company's website at www.kushaltradelink.com for perusal by the shareholders.

None of the Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at item No. 3 of the Notice.

The Board recommends the Special Resolution set out at item No.3 of the Notice for approval by the Members.

A copy of the existing and proposed Articles of Association would be available for inspection by the members at the registered office of the company on all working days (Monday to Friday) between 2.00 P.M. to 4.00 P.M. (excluding Saturdays) upto **January 1, 2017**.

ITEM NO. 4

The Board of Directors of the Company had appointed Mr. Manoj Tulsiram Agrawal as an Additional (Executive) Director with effect from 14th November, 2016 pursuant to provisions of Section 161 of the Companies Act, 2013, who shall hold the office of Director up to the date of the ensuing Annual General Meeting.

The Company has received from Mr. Manoj Tulsiram Agrawal, a consent in writing to act as Director in Form DIR -2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 and intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub-section 2 of Section 164 of the Companies Act, 2013.

Mr. Manoj Tulsiram Agrawal is a part of the Promoter Group, holding 10270800 shares in the Company. He serves on as the Director of our Group Companies Kushal Infrastructure Private Limited and Ashapura Paper Mills Private Limited. A brief profile of Mr. Manoj Tulsiram Agrawal, the nature of his expertise, the names of companies in which he holds directorships along with the details of membership / chairmanship on various committee of the Board of other companies, shareholding in the company and relationship between the directors inter-se is annexed to this notice.

The Company has received an intimation from Mr. Manoj Tulsiram Agrawal to the effect that he is not disqualified from being appointed as a Director in terms of Section 164(2) of the Companies Act and has given his consent to act as a Director of the Company. The Board considers that the appointment of Mr. Manoj Tulsiram Agrawal as an Executive Director of the Company shall benefit the Company immensely.

Accordingly, the Board recommends the appointment of Mr. Manoj Tulsiram Agrawal as an Executive Director of the Company, whose period of office is liable to determination by retirement of director by rotation for approval of the Members of the Company.

Except Mr. Manoj Tulsiram Agrawal, the appointee, and his relatives Mr. Sandeep Agrawal (Managing Director) and Mr. Mahendra Agrawal (Whole Time Director) (to the extent of their shareholding interest in the Company), none of the other Directors, Key Managerial Personnel of the company or their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The resolutions as set out in Item no. 4 of this Notice are accordingly recommended for your approval.

ITEM NO. 5

Pursuant to the provisions of Section 149 of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 every listed company shall have atleast one-third of the total number of directors as Independent Directors and under Regulation 17 (1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, where the listed entity does not have a regular non-executive chairperson, at least half of the board of directors shall comprise of independent directors. In our company, the Chairperson of the Board of Directors is an Executive Director.

In view of the above, the board of Directors of the Company at its meeting held on 14th November, 2016 appointed Mr. Anil Soni (DIN: 07579989) as an Additional (Independent) Director of the company with the effect from that date.

In accordance with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013, appointment of Independent Directors requires approval of shareholders.

Mr. Anil Soni is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Company has received a declaration from Mr. Anil Soni that he meets with the criteria of independence as prescribed both under subsection (6) of Section 149 of the Act and under SEBI (LODR) Regulations, 2015 . In the opinion of the Board, Mr. Anil Soni the conditions for his appointment as an Independent Director as specified in the Act and SEBI (LODR) Regulations, 2015. Mr. Anil Soni is independent of the management.

Brief resume of Mr. Anil Soni, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed to the Notice.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. Anil Soni is appointed as an Independent Director.

Copy of the draft letter for appointment of Mr. Anil Soni as an Independent Director setting out the terms and conditions is available for inspection by members at the registered office of the Company.

Save and except Mr. Anil Soni and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the shareholders.

ITEM NO. 6, 7, 8

Ms. Kavita Jain, CS Sagar Sharma and Mr. Dharmendra Bhuchhada were appointed as the Independent Directors of the Company upto January 14, 2017.

Section 149 of the Companies Act, 2013 (the "Act") inter-alia stipulates the criteria for independence for the appointment of an Independent Director, not liable to retire by rotation.

Ms. Kavita Jain, CS Sagar Sharma and Mr. Dharmendra Bhuchhada are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Independent Directors of the Company. The Company has also received declarations from them that they meet with the criteria of independence as prescribed both under Section 149(6) of the Act and under Regulation 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations.

In the opinion of the Board, all the three of them fulfill the conditions specified in the Act and the Rules made thereunder and also under Regulation 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations for appointment as Independent Director and they are independent of the management.

Keeping in view the contributions made by them during their association with the Company, the Board based on the recommendation of Nomination and Remuneration Committee considers that it shall be in the best interests of the Company to continue to have benefit of their knowledge. It is, therefore, proposed to appoint Ms. Kavita Jain, CS Sagar Sharma and Mr. Dharmendra Bhuchhada as Independent Directors under Section 149 of the Act to hold office for a term of further five years with effect from January 15, 2017.

A brief profile of each Director is annexed hereto. Copies of the draft letters for the appointment of Ms. Kavita Jain, CS Sagar Sharma and Mr. Dharmendra Bhuchhada as Independent Directors setting out the terms and conditions are available for inspection by Members at the Registered Office of the Company.

None of the Independent Directors hold any shares in the Company. Save and except Ms. Kavita Jain, CS Sagar Sharma and Mr. Dharmendra Bhuchhada and their relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolutions set out at item nos. 6,7 and 8 of the Notice.

By the Order of Board
FOR KUSHAL TRADELINK LIMITED

CS Mittali Christachary
(Company Secretary and Compliance Officer)

Ahmedabad
November 14, 2016
Registered Office:
Plot No. 115, Kushal House,
Opp. Hotel Nest, Off. C.G Road,
Navrangpura, Ahmedabad- 380009
Tele No.: 079-26408027 Fax: 079-26404027
Email: cs@kushaltradelink.com
Website: www.kushaltradelink.com

ANNEXURE TO ITEM NO. 4 TO 8

Additional information on directors recommended for appointment/ reappointment required under Clause 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

1. Name: Mr. Manoj Agrawal
Age: 51 years
Qualification: B.com

Brief Resume:

Mr. Manoj Agrawal, 51 holds a Bachelor's Degree in Commerce from Gujarat University. He is the part of the Promoter Group of the company. He has a professional experience of more than twenty Six years at his family business of paper trading and Manufacturing.

Nature of his expertise in specific functional areas: Marketing Management, Business development, Identifying new markets, Commercial acumen of paper industry

Disclosure of relationships between directors inter-se: He is a relative of Mr. Sandeep Agrawal, Managing Director and Mr. Mahendra Agrawal, Whole Time Director of the Company.

List of the Directorship held in other companies (Listed/Public Companies): Nil

Chairman/ Member in the committees of Board of Companies in which he/she is the Director: Nil

No. of Shares held in the company: 10270800 shares

2. Name: Mr. Anil Soni
Age: 32 years
Qualification: CFA, MBA (Finance & Marketing), B.com

Brief Resume:

Mr. Anil Soni is an Independent Financial Consultant at DP Patel & Company providing financial services such as Project Finance trade finance, debt syndication, credit consulting and investment advisor to corporate. He has previously worked as a Relationship Manager at Arham Venture Private Limited, Mumbai and also as a Research Associate at Focus Shares and Securities Private Limited. He has broad knowledge in the field of finance management.

Nature of his expertise in specific functional areas: Finance and Investment Management, Marketing, Credit Consultancy

Disclosure of relationships between directors inter-se: None

List of the Directorship held in other companies (Listed/Public Companies): Nil

Chairman/ Member in the committees of Board of other Companies in which he/she is the Director: Nil

No. of Shares held in the company: Nil

3. Name: Ms. Kavita Jain
Age: 33 years
Qualification: MBA (Finance), B.com

Brief Resume:

Ms. Kavita Jain was inducted as a member of the board with effect from January 15, 2013. She is the Chairperson of the Audit Committee of the company. She is also the member of the Shareholder and Investor Grievance Committee and Nomination and Remuneration Committee of the Company.

She has a professional experience of around fourteen years in the field of Finance, Accountancy and Administration. She started her professional career as an Assistant to Account Executive at Blue Shipping Limited, pursuant to which she worked with various Companies such as Tricom Pvt. Ltd., Suchdev Corporation, and Miraj Products Pvt. Ltd. as an Account Executive and Commercial Officer. Currently she is the Proprietor of Kavita Creations, Mumbai dealing in Garment Trading.

Nature of his expertise in specific functional areas: Accounts & Finance, Business Development.

Disclosure of relationships between directors inter-se: None

List of the Directorship held in other companies (Listed/Public Companies): Nil

Chairman/ Member in the committees of Board of other Companies in which he/she is the Director: Nil

No. of Shares held in the company: Nil

4. Name: CS Sagar Sharma
Age: 31 years
Qualification: LL.B, CS, B.com

Brief Resume:

CS Sagar Sharma was inducted as a member of the board with effect from January 15, 2013. He is the Chairman of the Nomination and Remuneration Committee and Shareholder and Investor Grievance Committee of the Company. He is also the member of Audit Committee of the company.

Sagar R. Sharma is currently working as a Practicing Company Secretary, providing all kinds of Secretarial and Legal services to a varied group of Clientele and has been handling Stock Exchange compliances. He is Commerce and a Law Graduate with experience of almost a decade in the Corporate Legal Field. He has served several Main Board, SME and ITP Listed Companies, across India. His expertise lies in financial reading and analysis, Stock Exchange Compliance, Trademark services, etc.

Nature of his expertise in specific functional areas: Legal and Finance

Disclosure of relationships between directors inter-se: None

List of the Directorship held in other companies (Listed/Public Companies): Nil

Chairman/ Member in the committees of Board of other Companies in which he/she is the Director: Nil

No. of Shares held in the company: Nil

5. Name: Mr. Dharmendra Bhuchhada
Age: 43 years
Qualification: LL.B, B.Sc

Brief Resume:

Mr. Dharmendra Bhuchhada was inducted as a member of the board with effect from January 15, 2013. He is the Chairman of the CSR Committee of the company. He is also a member of the Audit Committee, Nomination and Remuneration Committee and Shareholder and Investor Grievance Committee of the company.

He has been serving as an Advocate and has an experience of more than Nineteen years as a Legal Consultant in Labour Laws. His core competencies include preparing suits, written statements, and objections, filing vakalat on behalf of companies, arguing before various quasi-judicial authorities, drafting legal notices, rejoinders, complaints, plaints, compromise petitions and other case filed against and on behalf of companies.

Nature of his expertise in specific functional areas: Legal

Disclosure of relationships between directors inter-se: None

List of the Directorship held in other companies (Listed/Public Companies): Nil

Chairman/ Member in the committees of Board of other Companies in which he/she is the Director: Nil

No. of Shares held in the company: Nil

Note:

- Directorship does not include Private Companies which are not subsidiaries to Public Companies, Section 8 Companies & Foreign Companies
- Committee Membership includes only Audit Committee & Stakeholders Relationship Committee of other Public Limited Companies

INSTRUCTIONS FOR E VOTING

In compliance of the provisions of section 108 of the Companies Act, 2013 and rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide its members the facility to exercise their right to vote in the postal ballot by electronic means through e-voting services provided by Central Depository Services Limited.

The instructions for members for voting electronically are as under:-

- (i) The voting period begins on **December 3, 2016 (9:30 AM) and ends on January 1, 2017 (5:30 PM)**. During this period shareholders' of the Company, holding shares, as on the cut-off date **Friday, 25th November, 2016** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Members desiring to exercise their vote by using e-voting facility, should carefully follow the instructions given below.
 - a). The shareholders should log on to the e-voting website www.evotingindia.com.
 - b). Click on "Shareholders" tab
 - c). 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.
 - d). Next enter the Image Verification as displayed and Click on Login.
 - e). 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.
 - f). If you are a first time user follow the steps given below:

PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (in capital)
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.

- g). After entering these details appropriately, click on "SUBMIT" tab.
- h). 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.
- i). For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- j). Click on the EVSN for the company **KUSHAL TRADELINK LIMITED** on which you choose to vote.

k). 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.

l). Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

m). 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.

n). Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

o). You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

p). If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

q). Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.

r). Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- 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.

s). 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.



KUSHAL TRADELINK LIMITED

CIN: L51909GJ2000PLC037472

**Reg Office: Plot No. 115, Kushal House, Opp. Hotel Nest, Off. C.G Road, Navrangpura, Ahmedabad- 380009,
Gujarat. Phone: 079-26408027 Fax: 079-26404027**

POSTAL BALLOT FORM

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 No./ Client ID No.:
4. No. of Share(s) held:

I/We hereby exercise my / our vote in respect of the resolution to be passed through Postal Ballot as stated in the Notice dated 14th November, 2016 of the Company by sending my / our assent or dissent to the said Resolution by placing the tick (✓) mark in the appropriate box below:

Item No	Brief Particulars of the Resolution	No of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1	To Amend The Main Object Clause In The Memorandum Of Association Of The Company.			
2	Deletion Of The Other Objects Clause Of The Memorandum Of Association			
3	Adoption Of New Set Of Articles			
4	Appointment of Mr. Manoj Tulsiram Agrawal as an Executive director			
5	Appointment Of Mr. Anil Soni as an Independent Director			
6	Re-appointment of Ms. Kavita Jain as an Independent Director			
7	Re-appointment of CS Sagar Sharma as an Independent Director			
8	Re-appointment of Mr. Dharmendra Bhuchhada as an Independent Director			

Date:

Place:

(Signature of Shareholder)

Instructions:

1. A Member desiring to exercise vote by Postal Ballot may complete the Postal Ballot Form and send the self-addressed business reply letter to the Scrutinizer. Postage will be borne and paid by the Company. However, postal ballots, if sent by Courier or by Registered Post at the expense of the registered shareholder will also be accepted. The postal Ballots may also be deposited personally at the address mentioned thereon.
2. The self-addressed Letter bears the address of the Scrutinizer appointed by the Board of Directors of the Company.
3. This form should be completed and signed by the shareholder. In case of joint holding, this form should be completed and signed by the first named shareholder and in his absence, by the next named shareholder. (as per the Specimen signature registered with the Company).
4. Duly completed Postal Ballot Form should reach the Scrutinizer not later than January 1, 2017 . Postal Ballot Forms received after this date will be strictly treated as if the reply from the shareholder has not been received.
5. Voting rights shall be reckoned on the number of shares registered in the name of the shareholders as on Friday, 25th November, 2016.
6. Postal Ballot Form signed in the representative capacity must be accompanied by the requisite certified true copy of Power of Attorney/Resolution of Board of Directors. If the same is/are already registered with the Company, please quote Registration No. beneath the signature.
7. Shareholders are requested not to send any other paper alongwith the Postal Ballot Form. They are also requested not to write anything on the Postal Ballot Form except giving assent or dissent and putting their signature.
8. Unsigned Postal Ballot Form will be rejected.