

KOVALAM INVESTMENT AND TRADING COMPANY LIMITED

38th
ANNUAL
REPORT
2019-2020

BOARD OF DIRECTORS

Smt. Manisha Oswal
Sh. Navdeep Sharma
Sh. Komal Jain
Sh. Faqir Chand Jandey

KEY MANAGERIAL PERSONNEL

Sh. Mohinder Kumar Jain
Manager
Ms. Jyoti Sud
Company Secretary Cum CFO

REGISTERED OFFICE

Premises Oswal Woollen Mills Limited,
G.T. Road, Sherpur, Ludhiana-141003,
Punjab

BANKERS

Indian Bank
ICICI Bank Ltd

AUDITORS

M/s. YAPL & Co.
Chartered Accountants,
102-Kismat Complex,
G.T. Road, Miller Ganj,
Ludhiana – 141 003

REGISTRAR AND SHARE TRANSFER AGENT

Alankit Assignments Limited
Alankit House, 4E/2, Jhandewalan Extension, New Delhi-
110055

38th ANNUAL GENERAL MEETING

Day : Friday
Date : 25th September, 2020
Time : 4:00 P.M

**through Video Conferencing (VC) or Other Audio
Visual Means (OAVM)**

KOVALAM INVESTMENT AND TRADING COMPANY LIMITED

(CIN: L65910PB1981PLC023058)

Regd. Office: Premises Oswal Woollen Mills Ltd, G.T. Road, Sherpur, Ludhiana-141003

Tel.: 0161-5066605, Website: www.owmnahar.com, Email: kovalam@owmnahar.com**NOTICE**

Notice is hereby given that the 38th Annual General Meeting of the Members of **Kovalam Investment and Trading Company Limited** will be held on Friday, the 25th day of September, 2020 at 4:00 P.M. through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements for the financial year ended on 31.03.2020 and the Reports of Board of Directors and Auditors thereon.
2. To appoint Director in place of **Sh. Navdeep Sharma (DIN: 00454285)** who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **Appointment of Smt. Manisha Oswal (DIN: 06948181) as a Director of the Company** and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Smt. Manisha Oswal (DIN: 06948181), who was appointed as an Additional Director on the Board of Directors of the Company with effect from December 16, 2019, who shall hold office upto the date of ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the said Act proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company 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.”

4. **Appointment of Sh. Komal Jain (DIN: 00399948) as an Independent Director of the Company** and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any

statutory modification(s) or re-enactment(s) thereof, for the time being in force), Sh. Komal Jain (DIN: 00399948), who was appointed as an Additional Director of the Company on the Board of Directors of the Company with effect from February 29, 2020, who shall hold the office upto the date of ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the said Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not subject to retirement by rotation, to hold office for 5 (five) consecutive years commencing with effect from February 29, 2020 upto February 28, 2025.

RESOLVED FURTHER THAT the Board of Directors of the Company 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.”

5. Appointment of Sh. Faqir Chand Jandey (DIN: 08379534) as an Independent Director of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Sh. Faqir Chand Jandey (DIN: 08379534), who was appointed as an Additional Director of the Company on the Board of Directors of the Company with effect from February 29, 2020, who shall hold the office upto the date of ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the said Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not subject to retirement by rotation, to hold office for 5 (five) consecutive years commencing with effect from February 29, 2020 upto February 28, 2025.

RESOLVED FURTHER THAT the Board of Directors of the Company 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.”

6. Approval of continuation of holding of office as Non-Executive Independent Director By Sh. Faqir Chand Jandey (DIN: 08379534), upon attaining the Age of 75 years and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Regulation 17 (1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 read with the provisions of Companies Act, 2013 and Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent and approval of the Members be and is hereby accorded for continuation of holding of office as Non-Executive Independent Director of the Company by Sh. Faqir Chand Jandey (DIN: 08379534), upon attaining the age of 75 years on 20.06.2021, upto the expiry of his present term of office up to February 28, 2025.

RESOLVED FURTHER THAT the Board of Directors of the Company 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.”

7. **Re-designation of Sh. Navdeep Sharma (DIN: 00454285), as Non-Executive Non-Independent Director of the Company** and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and upon recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded for change in designation of Sh. Navdeep Sharma (DIN: 00454285) from Non-Executive Independent Director to Non-Executive Non-Independent Director of the Company, liable to retire by rotation with effect from February 29, 2020.

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

**By Order of the Board of Directors
For Kovalam Investment and Trading Company Limited**

Place: Ludhiana
Date: 29.07.2020

Jyoti Sud
CFO Cum Company Secretary

NOTES:

1. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 ('the Act') relating to the Special Business to be transacted at the 38th Annual General Meeting (AGM) under Item Nos. 3 to 7, is annexed hereto.
2. In view of the continuing Covid-19 pandemic, the 38th Annual General Meeting (AGM) is convened through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") pursuant to **General Circular numbers 14/2020, 17/2020 and 20/2020, dated April 08, 2020, April 13, 2020 and May 05, 2020 respectively, issued by the Ministry of Corporate Affairs (MCA) and Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as 'Circulars')**, which allow the companies to hold AGM through VC/OAVM, which does not require physical presence of members at a common venue. The deemed venue for the 38th AGM shall be the Registered Office of the Company i.e. Premises, Oswal Woollen Mills Ltd., G.T. Road, Sherpur, Ludhiana-141003, Punjab.
3. The Company has availed the services of Central Depository Services Limited (CDSL), Depository Participant, as the authorized agency for conducting the AGM through VC/OAVM and providing remote e-voting and e-voting facility during the AGM.
4. Pursuant to **MCA General Circular No. 14/2020 dated April 08, 2020, read with MCA General Circular No. 20/2020 dated May 05, 2020**, the facility to appoint proxy to attend and cast vote for the members is not available for this 38th AGM as the AGM is convened through VC / OAVM.

However, in pursuance of Section 113 of the Companies Act, 2013, representatives of the members such as body corporate can attend the 38th AGM through VC/OAVM and cast their votes through e-voting.

5. Corporate members intending to appoint authorised representative(s) to attend the AGM through VC/OAVM and vote on their behalf at the 38th AGM are requested to send to the Company a scanned certified true copy of the resolution of the Board of Directors (PDF Format) authorising their representative(s) to attend and vote along with specimen signature of the duly authorised representative(s) by e-mail to kovalam@owmnahar.com before the commencement of the 38th AGM.
6. In case of joint holders only such joint holder who is higher in the order of names will be entitled to vote during the meeting, provided the votes are not already cast by remote e-voting.
7. Pursuant to Section 91 of the Companies Act, 2013 and Rule 10 of the Companies (Management and Administration) Rules, 2014 read with Regulation 42(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015,, the Register of Members and Share Transfer Books of the Company will remain closed from **Saturday, September 19, 2020 to Friday, September 25, 2020** (both days inclusive) for AGM purpose.
8. In accordance with MCA Circulars dated April 08, 2020 and April 13, 2020 and SEBI Circular dated May 12, 2020 due to COVID-19 pandemic, the Notice of 38th AGM along with the Annual Report for the financial year 2019-2020 is being sent only through electronic mode to those Members, whose E-mail addresses are registered with the Company/ Company's Registrar and Share Transfer Agents, Alankit Assignments Limited (RTA) / Depositories. Members may also note that the Notice of 38th AGM along with the Annual Report for the financial year 2019-2020 has been uploaded on the Company's website at www.owmnahar.com and also on the website of the Stock Exchange where the shares of the Company have been listed viz., BSE Limited - www.bseindia.com. The Notice of the 38th AGM may also be accessed by the members from the website of CDSL i.e. evotingindia.com
9. As a part of the green initiatives and for receiving all communication (including Notice and Annual Report) from the Company electronically:
 - A) Members holding shares in physical mode and who have not registered/ updated their email addresses with the Company/ RTA are requested to register/ update the same by writing to the Company/ RTA with details of folio number and attaching a self-attested copy of the PAN Card at kovalam@owmnahar.com or to the Company's RTA at rta@alankit.com.
 - B) Members holding shares in dematerialised mode are requested to register/ update their email addresses with the relevant Depositories.

Upon such Registration, all communication from the Company/ RTA will be sent to the registered E-mail address.
10. Members attending the AGM through VC / OAVM shall be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
11. The information about the Directors seeking appointment / re-appointment in the Annual General Meeting as required under Regulation 36(3) of Securities and Exchange Board of India (Listing

Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “Listing Regulations”) and Secretarial Standard-2 on General Meetings issued by ICSI is annexed herewith as **Annexure-A**.

12. Members holding shares in physical form are requested to notify change in their address, if any, along with the self-attested copy of address proof i.e., Aadhaar Card / Electricity Bill / Telephone Bill / Driving License / Passport / Bank Passbook particulars to the Company/ Registrar and Transfer Agent of the Company. However, members holding equity shares in dematerialized form may notify the change in their address, if any, to their respective Depository Participants, as the case may be.
13. As per the provisions of Section 72 of the Act and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, Members holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company’s RTA. In respect of shares held in demat form, the nomination form may be filed with the respective DP.
14. The Securities and Exchange Board of India (“SEBI”) vide its circular no. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018, with a view to protect the interest of the shareholders, has mandated to all the members who holds securities of the Company in physical form, to furnish to the Company / its Registrar and Transfer Agent (RTA) of the Company M/s Alankit Assignments Limited, (Unit: Kovalam Investment and Trading Company Limited), Alankit House 4E/2, Jhandewalan Extension, New Delhi – 110055, the details of their valid Permanent Account Number (PAN) and Bank Account details. In this regard, the Members are requested to submit a duly signed letter along with self-attested copy of PAN Card(s) of all the registered Members (including joint holders) along with original cancelled cheque/ a copy of Bank Passbook duly attested by the Bank, not being a date earlier than one month bearing the name of the sole / first holder. Members holding shares in demat form are requested to submit the aforesaid documents to their respective Depository Participant (s).
15. SEBI vide its Circular No. SEBI/LAD-NRO/GN/2018/24 dated June 08, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018 and as per Regulation 40 of Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from 1st April, 2019, except in case of request received for transmission or transposition of securities. However, it is clarified that, members can continue holding shares in physical form. Transfer of shares in demat form will facilitate convenience and ensure safety of transactions for investors.

Members holding shares in physical form are requested to consider converting their holdings in the dematerialised form to eliminate the risk of associated with physical shares. The Members who are desirous to convert their physical holdings into dematerialised form, may contract the Depository Participant of their choice. In case of transmission of shares held in physical mode, it is mandatory to furnish a copy of the PAN Card of the legal heir(s)/ Nominee(s).
16. The Register of Directors and KMP and their shareholding, Register of contracts or arrangements in which Directors are interested maintained under Sections 170 and 189 of the Companies Act, 2013 and Register of Members as maintained by RTA, respectively will be available electronically for inspection by the members at the AGM.
17. All the documents referred to in the Notice of the Meeting will be available for electronic inspection for Members on all working days (except holiday) between 10:00 AM to 1:00 PM upto the date of

Annual General Meeting. Members seeking to inspect such documents can send an E-mail to kovalam@owmnahar.com

18. Members seeking any information with regard to annual accounts at the time of meeting are requested to send their queries to the Company via E-mail to kovalam@owmnahar.com at least seven days before the date of meeting so as to enable the management to keep the relevant information ready.
19. The members / investors may send their complaints/ queries, if any to the Company's RTA at rta@alankit.com or to the Company at kovalam@owmnahar.com
20. Since the 38th AGM being held through VC/OAVM in compliance with the provisions of the Companies Act, 2013 read with MCA circulars and SEBI Circular, the Route Map, Attendance Slip, ballot form and proxy form are not attached to this Notice.
21. **PROCEDURE FOR REMOTE E-VOTING, E-VOTING DURING THE AGM AND ATTENDING THE 36TH AGM THROUGH VC/OAVM:**

THE INSTRUCTIONS FOR MEMBERS ATTENDING THE 38TH AGM OF THE COMPANY THROUGH VC /OAVM ARE AS UNDER:

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN **200819021** of the Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. The Members can join the 38th AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 250 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
6. Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice.

7. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request in advance atleast **3 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at kovalam@owmnahar.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **3 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at kovalam@owmnahar.com. These queries will be replied to by the Company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.

THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars and SEBI Circular, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has engaged the services of Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

- i. The remote e-voting period begins on **Tuesday, September 22, 2020 at 09.00 A.M. and ends on Thursday, September 24, 2020 at 05.00 P.M.** During this period shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date i.e., Friday, September 18, 2020, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote again at the meeting venue.
- iii. The shareholders should log on to the e-voting website www.evotingindia.com
- iv. Click on "Shareholders/Members" module.
- v. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
OR
 - d. Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

- vi. Next enter the Image Verification as displayed and Click on Login.
- vii. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- viii. If you are a first time user follow the steps given below:

| | For Members holding shares in Demat Form and Physical Form |
|---|---|
| PAN | <p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with Sequence number 1 then enter RA00000001 in the PAN field |
| Dividend Bank Details OR Date of Birth (DOB) | <p>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.</p> <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 (v). |

- ix. After entering these details appropriately, click on "SUBMIT" tab.
- x. 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.
- xi. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii. Click on the EVSN **200819021** for the relevant **Kovalam Investment And Trading Company Limited** on which you choose to vote.
- xiii. 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.
- xiv. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.