

## NOTICE

Notice is hereby given that the 36<sup>th</sup> Annual General Meeting of the members of Kovalam investment & Trading Company Limited will be held at Regd. Office of the Company i.e at the premises of Oswal Woollen Mills Ltd, G.T Road, Sherpur, Ludhiana, on Friday the 28<sup>th</sup> day of September 2018 at 4:00 PM to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the standalone as well as consolidated financial statements for the financial year ended on 31.03.2018 and the Reports of Board of Directors and Auditors thereon.
2. To appoint Director in place of Smt Ruchika Oswal ( DIN No.00565979) who retires by rotation and being eligible, offers herself for re-appointment
3. To ratify the appoint of Statutory Auditors of the Company, and to fix their remuneration.

The shareholders are requested to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **ordinary resolution**:

**RESOLVED THAT**, pursuant the provisions of Sections 139 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 made there under, as amended from time to time, the Company hereby ratifies the appointment of YAPL & CO, Chartered Accountants (Firm registration number : 017800N as the statutory auditors of the Company, to hold office from the conclusion of this Annual General Meeting(AGM) till the conclusion of 37<sup>th</sup> Annual General Meeting of the Company, at such remuneration and other expenses as mutually agreed by the audit committee and the Auditors

### SPECIAL BUSINESS:

4. **To appoint Mr Navdeep Sharma (DIN: 0454285) 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 a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time

being in force), Mr Navdeep Sharma (DIN: 0454285), who was appointed as an Independent Director of the Company for a period of 3 years i.e. up to the conclusion of 36<sup>th</sup> Annual General Meeting and in respect of whom the Company has received a notice u/s 160 of the Act in writing from a member proposing her candidature for the office of director of the Company in independent category, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, and to hold the office for a period of three consecutive years i.e up to the conclusion of 39<sup>th</sup>.Annual General Meeting to be held in the year 2021.

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and expedient to give effect to the aforesaid resolution”.

- 5 **To appoint Mr Gagnish Kumar Bhalla (DIN: 00468806) 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 a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr Gagnish Kumar Bhalla (DIN: 00468806), who was appointed as an Independent Director of the Company for a period of 3 years i.e. up to the conclusion of 36<sup>th</sup> Annual General Meeting and in respect of whom the Company has received a notice u/s 160 of the Act in writing from a member proposing her candidature for the office of director of the Company in independent category, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, and to hold the office for a period of three consecutive years i.e up to the conclusion of 39<sup>th</sup>.Annual General Meeting to be held in the year 2021.

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and expedient to give effect to the aforesaid resolution

**For and on behalf of the Board**

**Sd/-**  
**Navdeep Sharma**  
**Chairman**  
**(DIN :0454285)**

**Palce: Ludhiana**  
**Date : 03.09.2018**

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.

2. Proxies in order to be effective must be duly signed, stamped and completed and should be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting. The blank proxy form is enclosed.

In terms of section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

3. Pursuant to section 113 of Companies Act, 2013 corporate members intending to send their authorized representatives to attend the meeting are requested to send to the company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

4. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.

5. The Route Map to reach the venue of the Annual General Meeting including prominent land mark for easy location, is provided at the end of Annual Report

6. The register of members and share transfer books of the company shall remain closed from 22<sup>nd</sup> September 2018 to 24<sup>th</sup> September 2018 (both days inclusive) for AGM purpose.

7. The documents referred to in the explanatory statement are open for inspection at the Registered office of the company on any working day (except holiday) between 10 AM to 1.00 P M upto the date of annual general meeting.

8. Electronic copy of the Annual Report for the year 2017-18 is being sent to all the members whose email ids are registered with the Company/Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report is being sent in the permitted mode.

9. Members are requested to bring their attendance slip alongwith their copy of Annual Report to the meeting.

10. All the documents/Statutory records shall be produced at the commencement of the meeting and shall remain open and assessable during the continuance of the meeting.

11. Members seeking any information with regard to annual accounts at the time of meeting are requested to send their queries to the company at least seven days before the date of meeting so as to enable the management to keep the relevant information ready.

12. The Register under Section 189(4) of the Companies Act, 2013 shall be produced at the commencement of the meeting and shall remain open and accessible during the continuance of the meeting.

13. The details of Directors seeking Appointment / Re-appointment at the AGM as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015 (hereinafter referred to as 'Listing Regulations') and Secretarial Standard-2 is annexed herewith as **Annexure-A**.

14. In compliance with Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 as well as Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company is providing facility for voting by electronic means and the business contained in this Notice shall be transacted through such voting. For this purpose, the Company has engaged the services of M/s. Central Depositories Services (India) Ltd. (CDSL) for providing e-voting facility to enable the shareholders to cast their votes electronically.

15. Notice of the 36<sup>th</sup> Annual General Meeting and the Annual Report for the financial year 2017-18 will also be available on the Company's website i.e. [www.ownahar.com](http://www.ownahar.com). The above said Notice will also be available on the website of CDSL i.e. [www.cdslindia.com](http://www.cdslindia.com).

16. The Securities and Exchange Board of India (SEBI) vide its circular dated April 20, 2018 has mandated registration of Permanent Account Number (PAN) and Bank Account details for all Members holding shares in physical form. Therefore, the Members are requested to submit their PAN and Bank Account details either to the

Company or to the Registrar and Share Transfer Agent (RTA) of the Company. In this regard, the Members are requested to submit a duly signed letter alongwith self-attested copy of PAN Card(s) of all the registered Members (including joint holders) alongwith 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).

17. As per Regulation 40(7) of the Listing Regulations read with Schedule VII to the said Regulations, for registration of transfer of shares and for securities market transactions and / or for off market / private transactions involving transfer of shares in physical mode for listed Companies, it shall be mandatory for the transferee(s) as well as transferor(s) to furnish copies of PAN Card to the Company / RTA for registration of such transfer of shares. 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).

18. The facility for voting via ballot or polling paper shall also be made available at the meeting and the members attending the meeting who have not already as their vote by remote e-voting shall be able to exercise their right at the meeting.

19. The members who have cast their vote by remote e-voting prior to meeting may also attend the meeting but shall not be entitled to cast their vote again.

20. Members are requested to notify the change in their address, if any, to the company at the earliest.

21. To avail the facility of nomination the members are requested to send us duly filled and signed nomination form ( Form No. SH- 13.)

## 22 The instructions for shareholders voting electronically are as under:

(i) The voting period begins on 25.09.2018 from 9.00 AM and ends on 27.09.2018 at 5.00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21.09.2018, may cast their vote electronically. The 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](http://www.evotingindia.com).

(iv) Click on Shareholders.

(v) 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.

(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](http://www.evotingindia.com) and voted on an earlier 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"> <li>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. Sequence number is printed on attendance slip</li> <li>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</li> </ul>
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"> <li>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).</li> </ul>

(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 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.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android, Apple and Windows based mobiles. The m- Voting app can be downloaded from Google Play Store, App Store and the Windows Phone store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

**(xx) 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](http://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](mailto: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 Linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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.

(xxi) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e 21.09.2018 may follow the same instructions as mentioned above for e-Voting.

(xxii) 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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**Other instructions:**

- (xxiii) Voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on cut off date.
- (xxiv) Mr. P.S. Dua, Practicing Company Secretary (Membership NO. FCS 4552), will act as a Scrutinizer to the e-voting process in a fair and transparent manner (including the ballot forms received from members who do not have access to the e-voting process).
- (xxv) The Scrutinizer shall immediately after the conclusion of Annual General Meeting first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the

Company and make, not alter than three days of conclusion of the meeting, a Consolidated Scrutinizer's Report of the total votes cast in the favour or against, if any, forthwith to the Chairman of the Company.

- (xxvi) The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company i.e. [www.owmnahar.com](http://www.owmnahar.com) and on the website of CDSL i.e. [www.cdslinida.com](http://www.cdslinida.com). The results shall simultaneously be communicated to the Stock Exchanges.
- (xxvii) Subject to the receipt of requisite number of votes, the resolution shall be deemed to be passed on the date of the 36<sup>th</sup>. Annual General Meeting i.e. 28<sup>th</sup>. September, 2018.
- (xxviii) A person who is not a Member as on the cut off date i.e 21<sup>st</sup> September, 2018 should treat this Notice for information purposes only.

#### **EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013**

**The following Explanatory Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice.**

##### **Item No 4 & 5**

Pursuant to the provisions of section 149 of the Companies Act, 2013 (the Act), the shareholders of the company in their 33<sup>rd</sup>. Annual General Meeting held on 30.09.2015 had appointed Sh Navdeep Sharma ( DIN : 0454285) and Sh Gagnish Kumar Bhalla (DIN : 00468806) as independent Directors of the Company, not liable to retire by rotation, for a period of three years i.e. up to the conclusion of 36<sup>th</sup> Annual General Meeting.

As per Section 149(10) of the Companies Act, 2013, an independent Director shall be eligible for re-appointment on passing a special resolution by the Company.

Pursuant to the provisions of Sections 149 of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Nomination & Remuneration Committee has recommended to the board regarding the re-appointment of Sh Navdeep Sharma ( DIN : 00454285) and Sh Gagnish Kumar Bhalla (DIN : 00468806) as independent Directors, subject to the approval of the shareholders, for a further period of three years i.e. up to the conclusion of the 39<sup>th</sup>. Annual General Meeting to be held in the year 2021.

The Company has received consent in Form DIR-2 and declaration in form DIR-8 from Sh Navdeep Sharma ( DIN : 0454285) and Sh Gagnish Kumar Bhalla (DIN : 00468806), in compliance of the Act. These directors have given declaration(s) to the Board that they meet the criteria of independence as provided under section 149 of the Act. In the opinion of the Board, they fulfill the conditions specified in the Act and the Rules framed there under for re-appointment as Independent Director(s) and they are independent of the management.

The Company has received a notice pursuant to section 160 of the Act from member(s) proposing their candidature for the office of Director. The performance of these directors was evaluated through a structured evaluation process as per the Policy for evaluation of Independent Directors. The Board considers that the continued association of these independent directors would be beneficial to the Company and it is desirable to avail the services of Sh Navdeep Sharma ( DIN :0454285) and Sh Gagnish Kumar Bhalla (DIN:00468806) as independent directors

Save and except the above, none of the other Directors / key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution(s).

Accordingly, the Board recommends the resolution at item(s) no.4, and 5 of this notice for the approval of members as a special resolution. Brief particulars of these directors have been mentioned in Annexure-A to this notice.

**For and on behalf of the Board**

**Sd/-**  
**Navdeep Sharma**  
**Chairman**  
**(DIN :0454285)**

**Palce: Ludhiana**  
**Date : 03.09.2018**

**ANNEXURE – A**
**BRIEF PROFILE OF DIRECTORS BEING EAPPOINTEDA AS SET OUT IN THE NOTICE**

Names	Smt. Ruchika Oswal (DIN : 00565979)			Sh Navdeep Sharma ( DIN : 00454285)			Sh Gagnish Kumar Bhalla ( DIN : 00468806)		
Designation	Non-Executive Director			Independent Director			Independent Director		
Date of birth/ age	25.02.1972/ 46 Years			02.06.1959/ 59 Years			24.01.1959 / 59 Years		
Date of appointment	27.03.2015			31.03.2006			06.04.1996		
Qualification	Bachelor's Degree in Commerce from the Government College for Women, Punjab University			Bachelor's Degree in Commerce			Graduate		
Experience	More than 18 years of experience in the field of Manufacturing & Administration.			More than 36 years of experience in the field of taxation			More than 37 years of experience in the field of Administration.		
Terms of appointment	Non-Executive Director liable to retire by rotation			3 years			3 years		
Disclosure of relationship:	Smt. Ruchika Oswal is not related to any of the other Director and Key Managerial Personnel of the Company.			Sh Navdeep Sharma is not related to any of the other Director and Key Managerial Personnel of the Company			Sh Gagnish Kumar Bhalla is not related to any of the other Director and Key Managerial Personnel of the Company		
Shareholding:	NIL Equity Shares			NIL Equity Shares			NIL Equity Shares		
No. of Board Meetings attended during the year:	7			7			7		
Other Directorships:	1. Girnar Investment Limited 2. Sidhant and Mannat Co. Limited 3. Simran and Shanaya Co. Limited 4. Ruchika Growth Fund Pvt. Ltd. 5. MonteCarlo Fashions Ltd 6. Suvrat Trading Co. Limited			1 Nahar Industrial Enterprises Ltd. 2 Nahar Industrial Infrastructure Corpn. Ltd. 3Vanaik Investors Ltd. 4 Nagdevi Trading & Investment Co. Ltd. 5 J L Growth Fund Ltd. 6 Oswal Leasing Ltd. 7 Palam Motels Ltd. 8 Vanaik Spinning Mills Ltd. 9 Nahar Financial and Investment Ltd. 10 Abhilash Growth Fund Pvt. Ltd. 11 Nahar Growth Fund Pvt. Ltd. 12 Monica Growth Fund Pvt. Ltd. 13 Ruchika Growth Fund Pvt. Ltd. 14 Neha Credit & Investment Pvt. Ltd. 15 Vigil Investment Pvt. Ltd. 16 Marble E-Retail Pvt. Ltd. 17 Kovalam Investment & Trading Company Ltd			1 Shri Atam Fabrics Ltd 2 White Tiger Breweries and Distillaries Ltd 3 Cabot Trading & Investment Co. Pvt Ltd. 4 Nagdevi Trading & Investment Co. Ltd. 5 J L Growth Fund Ltd. 6 Bermuda Insurance Brokers Pvt Ltd 7 Palam Motels Ltd. 8 Vanaik Spinning Mills Ltd. 9 Nahar Financial and Investment Ltd. 10 Abhilash Growth Fund Pvt. Ltd. 11 Nahar Growth Fund Pvt. Ltd. 12 Monica Growth Fund Pvt. Ltd. 13 Ruchika Growth Fund Pvt. Ltd. 14 Neha Credit & Investment Pvt. Ltd. 15 Vigil Investment Pvt. Ltd. 16 Oswal Woollen Mills Ltd 17 Marble E-Retail Pvt. Ltd. 18 Kovalam Investment & Trading Company Ltd		
Other Committee Membership/ Chairmanship:	Name of the Company	Name of the Committee	Designation	Name of the Company	Name of the Committee	Designation	Name of the Company	Name of the Committee	Designation
	NIL		Oswal Leasing Ltd	Audit committee	Member				
				Stakeholder Relationship	Chairman				
			Vanaik Spinning Mills Ltd	Audit committee	Member	Vanaik Spinning Mills Ltd	Audit committee	Chairman	
				Nomination & Remuneration Committee	Chairman		Nomination & Remuneration Committee	Member	
			Kovalam Investment & Trading Co. Ltd	Audit committee	Chairman	Kovalam Investment & Trading Co. Ltd	Audit committee	Member	
				Stakeholder Relationship	Chairman		Stakeholder Relationship	Member	
				Nomination & Remuneration Committee	Chairman		Nomination & Remuneration Committee	Member	

## DIRECTOR'S REPORT

To the members

Your directors present the 36<sup>th</sup> Annual Report together with the audited accounts of the company for the year ended 31<sup>st</sup> March 2018.

## WORKING RESULTS

The working results of the company for the year under report are as under:-

(Amount in Rupees)

Particulars	Year Ended 31.03.2018	Year Ended 31.03.2017
Gross Income	25499004	24806079
Profit before tax	21243077	16480486
<b>Less</b> : Provision for income tax	(4911006)	(6315375)
<b>Less</b> : Deferred Tax	(602194)	----
Profit after Tax for the year	15729877	10165111
<b>Add</b> : Balance B/F from previous year	60225116	52094002
Available for appropriation	75954993	62259113
Income tax adjustments for prior periods	(200)	3
Transferred to Statutory Reserve Fund	(3150000)	(2034000)
Balance carried forward	<b>72804793</b>	<b>60225116</b>

## OPERATIONS

During the year under review the company's funds remained invested in Shares, Loans and Advances. The dividend income earned was Rs.5431537/- (previous year 3393683/-). The interest income earned was Rs.10891478/- (previous years Rs. 11267246/-). During the year the company also earned brokerage income of Rs 9069189/- (net of service tax) on mobilization of funds of third parties (previous year 9982911/-).

## NBFC REGISTRATION WITH RESERVE BANK

The company is a NBFC (non public deposit accepting company) registered with RBI vide Registration No. N-06.00576 Dated 17.10.2003.

## PUBLIC DEPOSITS

During the year, the Company has not accepted any deposits from the public within the meaning of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

## SHARE CAPITAL

The paid up Equity Share Capital as at 31<sup>st</sup> March, 2018 remained unchanged and stood at Rs. 2,22,39,140/- divided into 2223914 Equity Shares of the face value of Rs. 10/- each. During the year, the Company has not issued shares with differential voting rights nor has

granted any stock options or sweat equity.

## PARTICULARS OF LOANS, GUARANTEES OR INVESTMENT BY THE COMPANY.

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the Financial Statements.

## DIVIDEND

Your directors do not recommend any dividend for the year under consideration

## DIRECTORS

Smt Ruchika Oswal (DIN: 00565979) director of the company retires by rotation at the ensuing Annual General Meeting of the Company and being eligible offers herself for reappointment. The board recommended her re- appointment to the members of the company at the ensuing Annual General Meeting.

Further, pursuant to the provisions of Sections 149 of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Nomination & Remuneration Committee has recommended to the board regarding the re-appointment of Sh Navdeep Sharma ( DIN : 00454285) and Sh Gagnish Kumar Bhalla (DIN : 00468806) as independent Directors, subject to the approval of the shareholders, for a further period of three years i.e. up to the conclusion of the 39<sup>th</sup>. Annual General Meeting to be held in the year 2021.

Keeping in view the performance of these directors the Board considered that the continued association of these independent directors would be beneficial to the Company and it is desirable to avail the services of Sh Navdeep Sharma ( DIN :0454285) and Sh Gagnish Kumar Bhalla (DIN:00468806) as independent directors

Accordingly, the Board has recommended for the approval of members as a special resolution.



**DECLARATION BY INDEPENDENT DIRECTORS**

Necessary declaration has been obtained from all Independent Directors under sub-section (6) of Section 149 of the Companies Act, 2013.

**NUMBER OF MEETINGS OF THE BOARD**

During the year seven meetings of the board were convened and held on 28.04.2017, 29.05.2017, 12.08.2017, 01.09.2017, 14.09.2017, 14.11.2017, and 12.02.2018. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013.

**SEPARATE MEETING OF INDEPENDENT DIRECTORS**

The company's Independent Directors held their meeting on 14.11.2017 without the attendance of Non Independent Directors and members of the management. All Independent Directors were present at the meeting and, they:

- 1 Reviewed the performance of non-Independent directors and the Board as a whole;
- 2 Assessed the quality and timeliness of the flow of information between the company's Management and the Board which is necessary for the Board to effectively and reasonably perform their duties

**BOARD EVALUATION**

Pursuant to the provisions of Companies Act, 2013, the Company has devised a policy for performance evaluation of Independent Directors and the Board.

**CORPORATE GOVERNANCE**

In view of the SEBI circular No. CIR/CFD/POLICY CELL/2/2014 dated 17.04.2014 which was further clarified/ revised vide SEBI circular No. CIR/CFD/POLICY CELL/7/2014 /dated 15.09.2014 the Corporate Governance clause under the listing agreement was not applicable to our company for the FY 2017-18 as the paid up capital reserves and surpluses were below the prescribed limit as per audited Balance Sheet as at 31.03.2017 And if at any time it becomes applicable at any date then compliance with corporate governance provisions /regulations will be done within six months from such date..

**DIRECTORS RESPONSIBILITY STATEMENT**

Your Directors make the following statement in terms of Section 134(3)(c) & 5 of the Companies Act, 2013:-

- a) that in the preparation of the Annual Accounts for the year ended on 31<sup>st</sup> March, 2018, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b) That the directors have selected such accounting policies and applied them consistently and made

judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31<sup>st</sup> March, 2018 and of the profit of the Company for the year ended on that date;

- c) that the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d) that annual accounts have been prepared on a going concern basis.
- e) that the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- f) that the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**EXTRACT OF ANNUAL RETURN**

The details forming part of the extract of the Annual Return in Form MGT-9, as required under Section 92 of the Companies Act, 2013 is enclosed to this Report as Annexure--1 and forms an integral part of this Report.

**RELATED PARTY TRANSACTIONS**

The related party transactions have been elaborated and listed out in the financial statements at Note No. 16 and which are at arms length price.

**AUDIT COMMITTEE**

The Company has constituted an Audit Committee pursuant to Section 177(8) read with Rule 6 of the Companies (Meetings of the Board and its Powers) Rules, 2014.

Presently, the Audit Committee consists of Navdeep Sharma, Gagnish Bhalla who are independent Directors and Sh. Pawan Kumar Sharma who is non Executive director.

**INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY**

The Company is having adequate internal control systems and procedures which commensurate with the size of the Company. The Company is having Internal Audit Department which ensures that the internal control systems are properly followed by all concerned departments of the Company

**SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS**

There are no significant and material orders passed by the Regulators / Courts that would impact the going concern status of the Company and its future operations.



**CORPORATE SOCIAL RESPONSIBILITY (CSR)**

The CSR is not applicable to the Company.

**NOMINATION AND REMUNERATION COMMITTEE AND POLICY.**

As required u/s 178 of the Companies Act 2013, the company has constituted nominations & remuneration committee. Presently the committee comprises of two independent directors Sh.Navdeep Sharma and Sh. Gagnish Kumar Bhalla and Sh. Pawan Kumar Sharma as non Executive Director. Further, on the recommendation of Nomination and Remuneration Committee, the board has already framed a policy for selection and appointment of Directors, Key Management Personnels & Senior Management and their remuneration.

**SECRETARIAL AUDIT**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and rules made there under, the Company has appointed M/s P.S Dua & Associates ,Company Secretaries in wholetime Practice to undertake the Secretarial Audit. The Secretarial Audit Report in form MR-3 is enclosed herewith as Annexure-2 and forms an integral part of this Report.

In the Secretarial audit report the secretarial auditor has mentioned that ;

The Company has not appointed whole Time Key Managerial Personnel as required under the provisions of Section 203 of the Companies Act, 2013 and compliance officer appointed is not a qualified Company Secretary as per Regulation 6(1) of SEBI (LODR) Regulations, 2015

Keeping in view the volume and scope of work for the whole time Managing Director, Company Secretary and Chief Financial Officer which is not much, therefore, a Managing Director, full time Company Secretary and Chief Financial Officer is not appointed and the work is done under the supervision of the Board of directors.

**COST AUDITOR**

In terms of Companies (Cost Records and Audit) Amendment Rules,2014, the company is not covered under the purview of Cost Audit.

**GOODS AND SERVICE TAX (GST)**

The Goods and Service Tax (GST) is a landmark reform which will have a lasting impact on the economy and on businesses. Your Company has successfully implemented and migrated to GST followed by the changes across operations have been made keeping in mind the changes that GST has brought in.

**DISCLOSURE AS PER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

The Company has zero tolerance for sexual harassment at workplace and has adopted a policy against sexual harassment in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed thereunder. During the Financial Year 2017-18 the Company has not received any complaints on the same and hence, no complaint was pending as at 31<sup>st</sup>. March, 2018.

**LISTING AGREEMENT**

To streamline the provisions of the Listing Agreement and its better enforceability the Securities and Exchange Board of India (SEBI), on September, 2, 2015 issued SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015. The said Regulation became effective from 1<sup>st</sup>. December, 2015. In compliance of the said Regulations, the company has entered into Listing Agreement with the BSE Ltd. on 23<sup>rd</sup> February, 2016.

**DEMATERIALISATION OF SECURITIES**

Your Company has already established connectivity with both the Depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) to facilitate the holding and trading of securities in electronic form. The shareholders who have not gone in for dematerialization of shares till date, are requested to opt for dematerialization of the shares at the earliest.

Further, as per SEBI circular No. D&CC/FITTC/CIR-15/2002 dated 27<sup>th</sup>. December, 2002, Company has appointed M/s. Alankit Assignments Ltd. as Registrar for Share Transfer and Electronic Connectivity. Accordingly, all the shareholders, Investors, Members of the Stock Exchanges, Depository Participants and all other concerned are requested to send all communication in respect of Share Transfer, Demat/Remat, Change of Address etc. to our Registrar of below mentioned address:

M/s. Alankit Assignments Limited  
(Unit: Kovalam Investment & Trading Co. Ltd.)  
Alankit House, 1E/13,  
Jhandewalan Extension  
New Delhi-110 055

Telephone No. : (011) 42541234  
Fax No. : (011) 42541201  
E-mail address : [rta@alankit.com](mailto:rta@alankit.com)

In case any query/complaint remains unresolved with our Registrar please write to Company at the Registered Office of the Company.

**ASSOCIATE COMPANIES**

The company has one Associate company i.e Hug Foods Pvt Ltd, as per section 2(6) of the Companies Act, 2013.

**AUDITORS & AUDITOR'S REPORT**

the Board has recommended to ratify the appoint of YAPL & CO, Chartered Accountants (Firm registration number : 017800N as the statutory auditors of the Company, to hold office from the conclusion of this Annual General Meeting(AGM) till the conclusion of 37<sup>th</sup> Annual General Meeting of the Company ,at such remuneration and other expenses as mutually agreed by the audit committee and the Auditors

Therefore, approval of the shareholders is sought in the AGM:

The Company has obtained from the auditors a written consent and a certificate as required under Section 139 the Companies Act, 2013 to the effect that their appointment, if made, would be within the limits and in accordance with the conditions specified under section 141(3) (g) of the Companies Act, 2013.

Further, the Auditor's Report on the Accounts of the Company for the year under review is self explanatory and requires no comments.

**COMPLIANCE WITH SECRETARIAL STANDARDS ON BOARD AND GENERAL MEETINGS**

During the year under review, your company has duly complied with applicabl provisions of the Secretarial Standards on meetings of the Board of Directors(SS-1) and General Meetings(SS-2).

**KEY MANAGERIAL PERSONNEL**

As on date the Board of Directors of the company are the key management personnel's of the company. Also please refer to the secretarial audit report.

**PARTICULARS OF EMPLOYEES**

None of the employees of the Company is covered under section 197(12) of the Companies Act, 2013 read with rule 5(2) of the Companies (Appointment & remuneration of managerial personnel) rules.

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO**

The information regarding conservation of energy, technology absorption and foreign exchange earnings and outgo under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of The Companies (Accounts) Rules, 2014, are not applicable and hence no disclosure is required.

**LISTING FEES**

Your company's shares are listed on the Stock Exchange, Mumbai and the listing fee for the financial year 2018-2019 has been paid.

**ACKNOWLEDGEMENT**

The Directors of the company wish to place on record their sincere thanks to the shareholders for their continued support, co-operation and confidence in the management of the company.

**For and on behalf of the Board**

**Pace : Ludhiana**

**Date : 03.09.2018**

**Sd/-  
Navdeep Sharma  
Chairman  
(DIN : 0454285)**

# KOVALAM INVESTMENT AND TRADING COMPANY LIMITED

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

CIN:L65910PB1981PLC023058

Email: Kovalam @owmnahar.com: website: www.owmnahar.com

## BALLOT FORM

Name of Registered Address of the Sole/First named Member:

Sr.No. \_\_\_\_\_

Names of the Joint Member(s), if any:

Registered Folio No.:

No. of shares held:

I/We hereby exercise my/our vote(s) in respect of the following Resolutions as set out in the Notice dated 3<sup>rd</sup> September, 2018 of the Company by conveying my/our assent (for) or dissent (against) the said Resolutions by placing the tick mark(✓ ) at the appropriate box below:

Resolution No.	Description	No. of Shares	I/we assent to the Resolution (FOR)	(We dissent to the Resolution (AGAINST)
1.	ADOPTION OF FINANCIAL STATEMENTS STANDALONE AS WELL AS CONSOLIDATED FOR THE YEAR ENDING 31.03.2018			
2	APPOINT DIRECTOR IN PLACE OF SMT RUCHIKA OSWAL (DIN:00565979) WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HERSELF FOR REAPPOINTMENT.			
3.	RATIFICATION OF APPOINTMENT OF AUDITORS.			
4	APPOINT SH NAVDEEP SHARMA (DIN: 0454285) AS INDEPENDENT DIRECTOR OF THE COMPANY.			
5	APPOINT SH GAGNISH KUMAR BHALLA (DIN: 00468806) AS INDEPENDENT DIRECTOR OF THE COMPANY.			

Place:

Signature of the Member

or

Date :

Authorised Representative

Notes:

- (i) If you have casted your vote by e-voting, there is no need to fill and sign this form
- (ii) Please read the instructions printed overleaf carefully before exercising your vote.

### INSTRUCTIONS

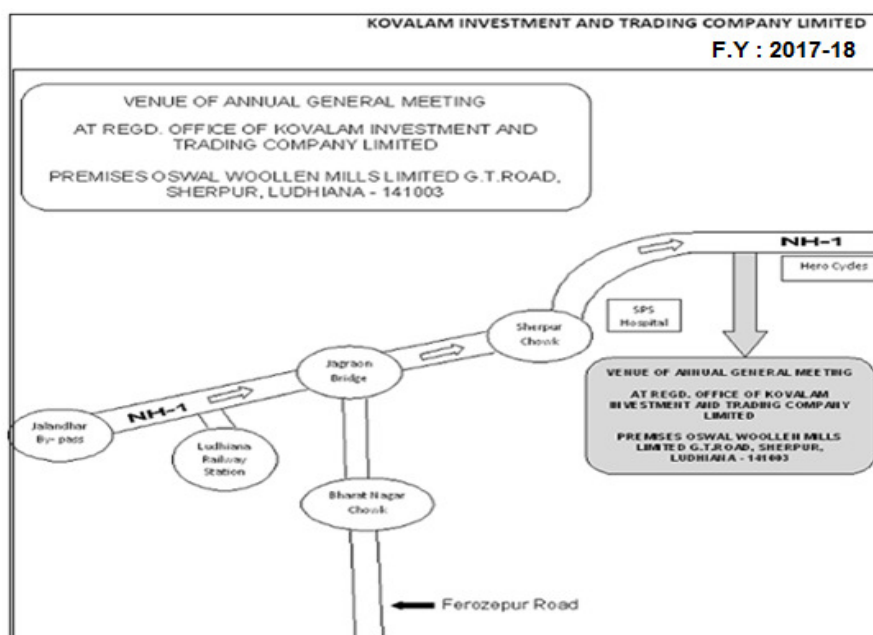
#### 1. General Instructions:

- a. There will be one Ballot form/e-voting for every Folio No., irrespective of the number of joint holders.
- b. Members have option to vote either through remote e-voting or through Ballot Form at the AGM. If a member has casted vote via remote e-voting, then vote cast by him/her via ballot form at the AGM shall be considered as invalid.

- c. Voting in the ballot/e-voting cannot be exercised by a proxy. However, corporate and institutional members shall be entitled to vote through their authorised representatives with proof of their authorization, as stated below under instruction no. 2(b).
- d. Any query in relation to the Resolutions proposed to be passed at the ensuing AGM may be addressed to Company at the Registered Office of the Company.
- e. The Scrutinizer's decision on the validity of a Ballot/E-voting shall be final and binding.

## 2. Instructions for voting physically by Ballot Form:

- a. This Form must be completed and signed by the Member who is desirous of exercising his/her vote at the 36<sup>th</sup> Annual General Meeting, as per specimen signature registered with the Company. In case of joint holding, this Form must be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his/her absence, by the next named Member.
- b. In respect of shares held by corporate and institutional members (companies, trusts, societies, etc.), the completed Ballot Form should be accompanied by a certified copy of the relevant Board Resolution/appropriate authorization, with the specimen signature(s) of the authorised signatory(ies) duly attested.
- c. Voting rights shall be reckoned in proportion to the paid-up equity shares registered in the name of the Members as on cut off date i.e. 21<sup>st</sup> September, 2018.
- d. The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tick mark (✓) in the appropriate column in the Ballot Form. The assent or dissent received in any other form shall not be considered valid.
- e. Members are requested to fill the Ballot Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
- f. Incomplete, unsigned or incorrectly ticked Ballot Forms will be rejected.
- g. The Scrutinizer shall immediately after the conclusion of Annual General Meeting first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting, a Consolidated Scrutinizer's Report of the total votes cast in the favor or against, if any, forthwith to the Company.
- h. The result declared along with the consolidated scrutinizer's report shall be placed on the website of the Company [www.ownnagar.com](http://www.ownnagar.com) and on the website of CDSL [www.cdslindia.com](http://www.cdslindia.com). The results shall simultaneously be communicated to the Stock Exchanges.



Route Map of AGM venue – not to scale

**KOVALAM INVESTMENT AND TRADING COMPANY LIMITED**

CIN:L65910PB1981PLC023058

Regd. Office: Premises Oswal Woollen Mills Ltd,

G.T. Road, Sherpur, Ludhiana

Phone No. 0161-5066605, Fax. No. 0161- 5066602

Email: kovalam@owmnahar.com

**ATTENDANCE SLIP  
E- VOTING PARTICULARS****36 th ANNUAL GENERAL MEETING****2018**I/we hereby record my/our presence at the 36<sup>th</sup> Annual General Meeting of the Company to be held on Friday, the 28<sup>th</sup> day of September 2018 at 4.00 PM at the registered office of the Company.

Member's/Proxy's Name in Block Letters	No. of Shares Held
Folio No.	Member's/Proxy's Signature

- Note: 1. Shareholders attending the Meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the Meeting venue.
- Please read instructions given at Note No.22 of the Notice of 36<sup>th</sup> Annual General Meeting carefully before voting electronically.

**ELECTRONIC VOTING PARTICULARS**

EVSN (E-voting Sequence Number)	User ID/Folio No.	Sequence No.
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**KOVALAM INVESTMENT AND TRADING COMPANY LIMITED**

CIN:L65910PB1981PLC023058

Regd. Office: Premises Oswal Woollen Mills Ltd,

G.T. Road, Sherpur, Ludhiana

Phone No. 0161-5066605, Fax. No. 0161- 5066602

Email: kovalam@owmnahar.com

**PROXY FORM (Form No. MGT-11)**

(Pursuant to section 105(6) of the Companies Act 2013 and Rule 19(3) of the Companies (Management and Administration Rule, 2014)

Name of the Members(s)	
Registered Address	
Email Id	
Folio No.	

I/We, being the member(s) of \_\_\_\_\_ shares of the above named company, hereby appoint

- Name \_\_\_\_\_ Address: \_\_\_\_\_  
Email Id: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him
- Name : \_\_\_\_\_ Address : \_\_\_\_\_  
Email Id: \_\_\_\_\_ Signature : \_\_\_\_\_

as my/our proxy attend and vote (on a poll) for me/us and on my/our behalf at the 36<sup>th</sup> Annual General Meeting of the Company, to be held on Friday the 28<sup>th</sup> day of September 2018 at 4.00 pm at the premises of Oswal Woollen Mills Limited, G.T.Road, Sherpur Ludhiana and at any adjournment thereof in respect of such resolutions as are indicated below.

Resolution No.	Resolution	Optional	
		FOR	AGAINST
1.	ADOPTION OF FINANCIAL STATEMENTS STANDALONE AS WELL AS CONSOLIDATED FOR THE YEAR ENDING 31.03.2018		
2	APPOINT DIRECTOR IN PLACE OF SMT RUCHIKA OSWAL ( DIN No.00565979) WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HERSELF FOR REAPPOINTMENT.		
3.	RATIFICATION OF APPOINTMENT OF AUDITORS.		
4	APPOINT SH NAVDEEP SHARMA (DIN: 0454285) AS INDEPENDENT DIRECTOR OF THE COMPANY.		
5	APPOINT SH GAGNISH KUMAR BHALLA (DIN: 00468806) AS INDEPENDENT DIRECTOR OF THE COMPANY.		

Place:

Date :

Notes:

Signature of share holders / proxy holders  
or  
Authorised RepresentativeOffice  
Revenue  
Stamp  
Re.1/-

- This form of proxy in order to be effective should be duly completed and deposited at the registered office of the company, not less than 48 hours before the commencement of the meeting.
- For the resolutions & notes, please refer to the notice of 36<sup>th</sup> Annual General Meeting.
- Its optional to put a (✓) in the appropriate column against the resolutions indicated in the box, if you leave the 'For' or 'Against' column blank against any of the resolutions your proxy will be entitled to vote in the manner as he or she thinks appropriate.
- Please complete all details including details of members in above box before submission.