

# KOVALAM INVESTMENT AND TRADING COMPANY LIMITED

33<sup>rd</sup>

Annual  
Report

**2014-15**

## **BOARD OF DIRECTORS**

Ms. Ruchika Oswal

Sh. Navdeep Sharma

Sh. Gagnish Kumar Bhalla

Sh. Pawan Kumar Sharma

### **REGISTERED OFFICE**

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

### **BANKERS**

Allahabad Bank  
ICICI Bank Ltd

### **AUDITORS**

M/s. Gupta Vigg & Co.,  
Chartered Accountants,  
101-Kismat Complex,  
G.T. Road, Miller Ganj,  
LUDHIANA – 141 003

## **33<sup>rd</sup> ANNUAL GENERAL MEETING**

Day : Wednesday

Date : 30<sup>th</sup> September, 2015

Time : 4.00 P.M

Place : At Registered Office:  
Premises of Oswal Woollen Mills Ltd,  
G.T.Road, Sherpur, Ludhiana- 141003  
Punjab

## NOTICE

Notice is hereby given that the 33<sup>rd</sup> Annual General Meeting of the members of Kovalam investment & Trading Company Limited will be held at Regd. Office of the Company on Wednesday the 30<sup>th</sup> day of September 2015 at 4:00 PM to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at 31.03.2015, the profit and loss account for the financial year ended on that date and the reports of directors and auditors thereon.
2. To appoint Auditors of the Company for the financial year 2015-16 and fix their remuneration and to pass ,with or without modification(s), the following resolution as an Ordinary Resolution:

**RESOLVED THAT** pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, M/s.Gupta Vigg & Co., Chartered Accountants, (Firm Registration No. 001393N), the retiring auditors be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next AGM of the Company at such remuneration and other expenses, as may be mutually agreed between the Board of Directors of the Company and the Auditors.

### SPECIAL BUSINESS

3. **To Re-designate Sh Navdeep Sharma (DIN: 00454285) 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, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Sh. Navdeep Sharma ( DIN : 00454285) who was redesignated as an Independent director w.e.f 15.03.2015 and who holds the office upto the date of this Annual General Meeting and in respect of whom the company has received a notice in writing from a member proposing his candidature for the office of director be and is hereby redesignated as an Independent Director of the Company, not liable to retire by rotation, and to hold office for three

consecutive years for a term up to the conclusion of the Annual General Meeting in the calendar year 2018.

**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.

4. **To Redesignate Sh 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 an **Ordinary 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 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Sh. Gagnish Kumar Bhalla ( DIN : 00468806) who was re designated as an Independent director w.e.f 15.03.2015 and who holds the office upto the date of this Annual General Meeting and in respect of whom the company has received a notice in writing from a member proposing his candidature for the office of director be and is hereby redesignated as an Independent Director of the Company, not liable to retire by rotation, and to hold office for three consecutive years for a term up to the conclusion of the Annual General Meeting in the calendar year 2018."

**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 Ms Ruchika Oswal (DIN: 00565979 ) as a Non Executive 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 all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Ms Ruchika Oswal (DIN: 00565979), who was appointed as an Additional Director of the Company w.e.f. 27.03.2015 and who holds such office up to the date of this Annual General Meeting and in respect of whom the company has

received a notice under the Companies Act, 2013 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 authorized to do all such acts, deeds, matters and things as may be deemed necessary and expedient to give effect to the aforesaid resolution.

6. **To appoint Mr Pawan Kumar Sharma (DIN: 07163131 ) as 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 all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr Pawan Kumar Sharma (DIN: 07163131), who was appointed as an Additional Director of the Company w.e.f. 11.05.2015 and who holds such office up to the date of this Annual General Meeting and in respect of whom the company has received a notice under the Companies Act, 2013 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 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/-**

**Palce: Ludhiana**  
**Date : 03.09.2015**

**Navdeep Sharma**  
**Chairman**

**( DIN No.0454285)**

**NOTES:**

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

2. Proxies in order to be effective must 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.

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. 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. The statement pursuant to Section 102(1) of Companies Act, 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto and form part of this notice.

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 25<sup>th</sup> September 2015 to 28<sup>th</sup> September 2015 (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 A M to 1.00 P M upto the date of annual general meeting.

8. Electronic copy of the Annual Report for the year 2014-15 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. In compliance with provision of Clause 35B of the Listing Agreement as well as Section 108 of the Companies Act 2013 read with 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 electrically.
14. Notice of the 33<sup>rd</sup> Annual General Meeting and the Annual Report for the financial year 2014-15 will also be available on the Company's website i.e. [www.owmnahar.com](http://www.owmnahar.com). The above said Notice will also be available on the website of CDSL i.e. [www.cdslindia.com](http://www.cdslindia.com).
15. 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.
16. 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.
17. Members are requested to notify the change in their address, if any, to the company at the earliest.

**18. The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on 27.09.2015 from 9.00 AM and ends on 29.09.2015 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 24.09.2015, 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 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
  - 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.
- (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:

	<b>For Members holding shares in Demat Form and Physical Form</b>
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 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</li> </ul>

	sequence number 1 then enter RA00000001 in the PAN field
Dividend Bank Details <b>OR</b> 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. <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 changed 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) 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 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.
- (i) 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.24.09.2015 may follow the same instructions as mentioned above for e-Voting.

- (ii) 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).

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

#### **Item Nos. 3**

Navdeep Sharma (DIN: 00454285) who was a director retiring by rotation was re-designated as an Independent Director in the Board of Directors meeting held on 15.03.2015. Now his period of office is not liable to retirement by rotation under the provisions of Companies Act, 2013.. In compliance of the provisions of section 149 of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board of Directors has recommended the appointment of Sh Navdeep Sharma (DIN: 00454285) as an Independent Director for a period of 3 years commencing from this Annual General Meeting up to the conclusion of Annual General Meeting to be held in the calendar year 2018. A notice has been received from a member proposing his candidature for the office of Independent Director. **Sh Navdeep Sharma** is not disqualified in terms of Section 164 of the Act and has given his consent. **Sh Navdeep Sharma** has given a declaration to the Board that he meets the criteria of independence as provided under section 149 of the Act. He fulfils the conditions specified in the Act and the Rules framed there under for appointment as Independent Director and he is independent of the management. In compliance with the provisions of section 149 read with Schedule IV of the Act, His appointment as Independent Director is now placed before the Members for their approval.

Copy of the draft letter for appointment of Navdeep Sharma (DIN: 00454285) as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the company.. The Board recommends the Ordinary Resolution set out at Item No 3 of. the Notice for approval by the shareholders.

Sh Navdeep Sharma, is interested in the resolution set out at Item No 3 of the Notice with regard to his appointment.

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.

#### **Item No. 4**

Sh Gagnish Kumar Bhalla (DIN: 00468806) who was a director retiring by rotation was re-designated as an Independent Director in the Board of Directors meeting held on 15.03.2015. Now his period of office is not liable to retirement by rotation under the provisions of Companies Act, 2013.. In compliance of the provisions of section 149 of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board of Directors has recommended the appointment of Sh Gagnish Kumar Bhalla (DIN: 00468806) as an Independent Director for a period of 3 years commencing from this Annual General Meeting up to the conclusion of Annual General Meeting to be held in the calendar year 2018. A notice has been received from a member proposing his candidature for the office of Independent Director. Sh Gagnish Kumar Bhalla is not disqualified in terms of Section 164 of the Act and has given his consent. Sh Gagnish Kumar Bhalla has given a declaration to the Board that he meets the criteria of independence as provided under section 149 of the Act. He fulfils the conditions specified in the Act and the Rules framed there under for appointment as Independent Director and he is independent of the management. In compliance with the provisions of section 149 read with Schedule IV of the Act, His appointment as Independent Director is now placed before the Members for their approval.

Copy of the draft letter for appointment of Sh Gagnish Kumar Bhalla (DIN: 00468806) as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the company.. The Board recommends the Ordinary Resolution set out at Item No 4 of the Notice for approval by the shareholders.

Sh Gagnish Kumar Bhalla is interested in the resolution set out at Item No 4 of the Notice with regard to his appointment.

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.

#### **Item No. 5**

**Ms Ruchika Oswal (DIN: 00565979 )** was appointed an Additional Director (women Director) of the Company on 27.03.2015 to hold office up to the next Annual General Meeting of the Company. The company has also received a notice under Companies Act, 2013 from a member of the Company along with requisite deposit signifying his intention to



propose the appointment of Ms Ruchika Oswal (DIN: 00565979 ). The company has also received consent from her under the Companies Act, 2013 to act as a Director of the Company, if appointed.

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

Ms Ruchika Oswal (DIN: 00565979 ) is interested in the resolution set out at Item No 5. of the Notice with regard to her appointment. The relatives of Ms Ruchika Oswal may be deemed to be interested in the said resolution, to the extent of their shareholding interest, if any, in the Company.

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.

**Item No. 6**

**Mr Pawan Kumar Sharma (DIN: 07163131 )** was appointed an Additional Director of the Company on 11.05.2015 to hold office up to the next Annual

General Meeting of the Company. The company has also received a notice under Companies Act, 2013 from a member of the Company along with requisite deposit signifying his intention to propose the appointment of Mr Pawan Kumar Sharma (DIN: 07163131 ). The company has also received consent from her under the Companies Act, 2013 to act as a Director of the Company, if appointed.

The Board recommends the Ordinary Resolution set out at Item No. 6. of the Notice for approval by the shareholders.

Mr Pawan Kumar Sharma (DIN: 07163131 ) is interested in the resolution set out at Item No 6. of the Notice with regard to his appointment.

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

**For and on behalf of the Board**  
**Sd/-**

**Palce: Ludhiana**  
**Date : 03.09.2015**

**Navdeep Sharma**  
**Chairman**  
**(DIN No.0454285)**



## DIRECTOR'S REPORT

To the members

Your directors present the 33<sup>rd</sup> Annual Report together with the audited accounts of the company for the year ended 31<sup>st</sup> March 2015.

## WORKING RESULTS

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

(Amount in Rupees)

	Year Ended 31.03.2015	Year Ended 31.03.2014
Gross Income	35722927	29648846
Profit before tax	32427369	27604508
<b>Less</b> : Provision for income tax	(10538000)	(6820156)
Deferred Tax Liability / Assets	-----	126560
Profit after Tax for the year	21889369	20910912
<b>Add</b> : Balance B/F from previous year	21373953	4642392
Available for appropriation	43263322	25553304
Income tax adjustments for prior periods	(35910)	3649
Transferred to Reserve Fund	(4378000)	(4183000)
Transferred to general reserve	0	0
Balance carried forward	<b>38849412</b>	<b>21373953</b>

## OPERATIONS

During the year under review the company's funds remained invested in Shares, Loans and Advances. The dividend income earned was Rs.31,09,861/- (previous year 31,92,083/-). The interest income earned was Rs.97,65,532 /- (previous years Rs. 67,65,806/-). During the year the company also earned brokerage income of Rs 2,28,22,533/- (net of service tax) on mobilization of funds of third parties (previous year 1,49,23,530/-).

## 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, 2015 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

During the year Sh Navdeep Sharma ( DIN No.0454285) and Sh Gagnish Kumar Bhalla (DIN: 00468806) , Directors of the company who were liable for retirement by rotation , were Re-designated as Independent Directors in the Board Of Directors meeting on 15.03.2015 subject to the approval of the shareholders ,as per the requirement of Companies Act,2013.

Ms. Ruchika Oswal (DIN: 00565979 ) was appointed on 27.03.2015 as an Additional Director ( women Director) as per the requirement of companies Act , 2013. Her Appointment is subject to the approval of the shareholders and if appointed shall be liable to retire by rotation.

Further, Sh. Sat Paul Nijhawan director of the resigned from the post of directorship on 11.05.2015 and Sh Pawan Kumar Sharma was appointed as additional director of the company subject to the approval of the shareholders in the ensuing Annual General Meeting and if appointed shall be liable to retire by rotation.

## 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 Meeting of the Board**

During the year nine meetings of the board were convened and held on 29.04.2014, 30.05.2014, 11.08.2014, 01.09.2014, 12.09.2014, 10.11.2014, 09.02.2015, 16.03.2015, 27.03.2015. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013.

**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. This policy on board evaluation is stated in Corporate Governance Report forming an integral part of the director's report.

**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 is not applicable to our company as the paid-up equity capital is less than Rs.10 Crores. and net worth of the company is less than 25 crores as on 31.03.2015.

**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, 2015, 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, 2015 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. The report is self explanatory.

**ASSOCIATE COMPANIES**

The company does not have any Associate company as per section 2(6) of the Companies Act ,2013.

**AUDITORS & AUDITOR'S REPORT**

M/s. Gupta Vigg & Co. Chartered Accountant, Ludhiana being eligible offers themselves as auditors of the Company for re-appointment. The Board of Directors has proposed the appointment of M/s. Gupta Vigg & Co, as the Statutory Auditors of the Company for a period of one year to hold the office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting.

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 re-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.

The Auditor's Report on the Accounts of the Company for the year under review is self explanatory and requires no comments. Further there are no adverse remarks or qualification in the Report that calls for Board's explanation.

**KEY MANAGERIAL PERSONNEL**

As on date the Board of Directors of the company are the key management personnels 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 2015-2016 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 : 03.09.2015**

**Sd/-  
Navdeep Sharma  
Chairman  
( DIN No.0454285)**

**Annexure - 1**

**Form No. MR-3**

**SECRETARIAL AUDIT REPORT**

*FOR THE FINANCIAL YEAR ENDED 31.03.2015*

*[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]*

To

The Members

**KOVALAM INVESTMENT AND TRADING COMPANY LIMITED**

**Premises Oswal Woollen Mills Limited**

**G T Road, Sherpur, Ludhiana**

**(CIN: L65910PB1981PLC023058)**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **KOVALAM INVESTMENT AND TRADING COMPANY LIMITED** (hereinafter called 'the company'). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2015 (Audit Period) complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

Provisions of Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder were not attracted during the audit period as there was no Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings as informed to us.

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 - Not Applicable as the Company did not issue any securities during the audit period.
- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 - Not Applicable as the Company has not granted any options to its employees during the audit period.

- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - Not Applicable as the Company did not issue any debt securities during the audit period.
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client - Not Applicable as the Company is not registered as Registrars to an Issue and Share Transfer Agents.
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - Not Applicable as the Company has not delisted its equity shares during the audit period and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 - Not Applicable as the Company did not bought back any of its securities during the audit period.

(VI) Reserve Bank of India Act, 1934 and Guidelines made there under.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India (Not Applicable for the Audit period)
- (ii) The Listing Agreement entered into by the Company with stock exchange (BSE Ltd.);  
(Clause 49 of the Listing Agreement is not applicable to the Company as the paid up share capital and net worth of the company is less than Rs. 10 Crores and Rs. 25 Crores respectively.)

During the period under review and as per the explanations and clarifications given to us and the representations made by the Management, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except the following:

1. The Company has not appointed any key managerial personnel (KMP) as required under the provisions of Section 203 of the companies Act 2013.
2. The Company had not provided e-voting facility at its Annual General Meeting (AGM) held on 30-09-2014 under the audit period as the Management of the Company holds a view that the company was not required to provide e-voting facility in view of General Circular no. 20/2014 dated 17<sup>th</sup> June, 2014 of Ministry of Corporate Affairs and Circular No. DCS/COMP/04/2014-15 dated 18<sup>th</sup> June, 2014 of BSE Ltd. and as the number of members of the company are much less than that of 1000 shareholders.
3. The Company has appointed Internal Auditor by way of Board Resolution dated 16.03.2015.

#### **We further report that**

The Board of Directors of the Company is duly constituted with proper balance of Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice of at least seven days was given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were available at the meeting and for meaningful participation at the meeting.

Majority decisions were carried through while the dissenting members' views wherever applicable were captured and recorded as part of the minutes.

**We further report that** there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Place: Ludhiana

Sd/-

Date : 03.09.2015

Name of Company Secretary in Practice: - P.S. Dua

FCS No. 4552

C P No. 3934

This report is to be read with our letter of even date which is annexed as "Annexure A" and forms an integral part of this report.

To

**Annexure A to Secretarial Audit Report**

**The Members**

**KOVALAM INVESTMENT AND TRADING COMPANY LIMITED**

**Premises of Oswal Woollen Mills Limited**

**G T Road, Sherpur, Ludhiana**

**(CIN: L65910PB1981PLC023058)**

Our Report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Where ever required, we have obtained and relied on the management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For P. S. Dua & Associates

Sd/-

Company Secretaries

Date : 03.09.2015

Place: Ludhiana



## ANNEXURE TO THE DIRECTORS' REPORT

Annexure 2

## Form MGT 9

## EXTRACT OF ANNUAL RETURN

As on the financial year ended on March 31, 2015

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:										
CIN					L65910PB1981PLCO23058					
RegistrationDate					28.11.1981					
Name of the Company					KOVALAM INVESTMENT AND TRADING COMPANY					
Category/Sub-CategoryoftheCompany					COMPANT HAVING SHARE CAPITAL					
AddressoftheRegisteredofficeandcontactdetails					PREMISES OSWAL WOOLLEN MILLS LTD, G.T ROAD , SHERPUR , LUDHIANA.141003. PUNJAB. PHONE: 0161 5066602, FAX : 0161 5066605 E MAIL : <a href="mailto:KOVALAM@OWMNAHAR.COM">KOVALAM@OWMNAHAR.COM</a>					
Whether listed company					YES					
Name, Address and Contact details of Registrar and Transfer Agent, if any					INHOUSE SHARE TRANSFER WORK AT THE REGISTERED OFFICE OF THE COMPANY					
II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:										
All the Business Activities contributing 10% or more of the total turnover of the Company (on standalone basis) are given below:										
SI No.	Name and Description of main products/ services				NIC Code of the Product/ Service		% to total turnover of the Company			
1	INVESTMENT AND FINANCIAL SERVICES				6430		100			
III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:										
Name and Address of the Company					CIN/ GLN		Holding/ Subsidiary/ Associate		% of shares held	Applicable Section
----- N I L -----										
IV. SHAREHOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)										
i) Category- wise shareholding										
Category of Shareholders	No. of shares held at the beginning of the year (April 1, 2014)				No. of shares held at the end of the year (March 31, 2015)				% change during the year	
	Demat	Physical	Total	% of Total shares	Demat	Physical	Total	% of Total shares		
<b>A. Promoters</b>										
<b>(1) Indian :</b>										
a) Individual/ HUF	0	79530	79530	3.58	0	79530	79530	3.58	0	
b) Central Govt	0	0	0	0	0	0	0	0	0	
c) State Govt.	0	0	0	0	0	0	0	0	0	
d) Bodies Corporate	0	1587460	1587460	71.38	0	1587460	1587460	71.38	0	

e) Banks/ FI	0	0	0	0	0	0	0	0	0
f) Any Other	0	0	0	0	0	0	0	0	0
Sub Total (A) (1)	0	1666990	1666990	74.96	0	1666990	1666990	74.96	0
<b>(2) Foreign :</b>									
a) NRIs- Individuals	0	0	0	0	0	0	0	0	0
b) Other- Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corporate	0	0	0	0	0	0	0	0	0
d) Banks/ FI	0	0	0	0	0	0	0	0	0
e) Any Other	0	0	0	0	0	0	0	0	0
Sub Total (A) (2)	0	0	0	0	0	0	0	0	0
Total Shareholding of Promoters (A)= (A) (1)+(A) (2)	0	1666990	1666990	74.96	0	1666990	1666990	74.96	0
<b>B. Public Shareholding</b>									
<b>(1) Institutions :</b>									
a) Mutual Funds/ UTI	0	0	0	0	0	0	0	0	0
b) Banks/ FI	0	0	0	0	0	0	0	0	0
c) Central Govt.	0	0	0	0	0	0	0	0	0
d) State Govt.	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (Specify)	0	0	0	0	0	0	0	0	0
Sub-Total (B) (1)	0	0	0	0	0	0	0	0	0
<b>(2) Non-Institutions :</b>									
a) Bodies Corporate									
i) Indian	0	78100	78100	3.51	0	78100	78100	3.51	0
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	0	379424	379424	17.06	0	379424	379424	17.06	0
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	0	99400	99400	4.47	0	99400	99400	4.47	0
c) Others (specify)	0	0	0	0	0	0	0	0	0
<b>Sub-Total (B)(2)</b>	0	556924	556924	25.04	0	556924	556924	25.04	0
<b>Total Public Shareholding (B)= (B) (1)+ (B) (2)</b>	0	556924	556924	25.04	0	556924	556924	25.04	0
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	0	0	0	0	0	0	0	0	0
<b>Grand Total (A+B+C)</b>	0	2223914	2223914	100	0	2223914	2223914	100	0

ii) Shareholding of Promoters:								
Shareholders Name	Shareholding at the beginning of the year (April 1, 2014)			Shareholding at the end of the year (March 31, 2015)			% change in sharehol-ding during the year	
	No. of shares	% of total shares of the Compan y	% of Shares pledged/ encumber ed to total shares	No. of shares	% of total shares of the Compan y	% of Shares pledged/ encumber ed to total shares		
ABHILASH GROWTH FUND PVT LTD	73850	3.32	0	73850	3.32	0	0	
J.L GROWTH FUND LTD	91130	4.10	0	91130	4.10	0	0	
NAHAR GROWTH FUND P LTD	20000	0.90	0	20000	0.90	0	0	
GIRNAR INVESTMENT LTD	160035	7.20	0	160035	7.20	0	0	
NAGDEVI TRADING & INVESTMENT CO. LTD	830685	37.35	0	830685	37.35	0	0	
VANAIAK INVESTORS LTD	123360	5.55	0	123360	5.55	0	0	
SANKESHWAR HOLDING CO. LTD	176400	7.93	0	176400	7.93	0	0	
ATAM VALLABH FINAANCIERS LTD	15000	0.67	0	15000	0.67	0	0	
VARDHMAN INVESTMENT LTD	10000	0.45	0	10000	0.45	0	0	
SH. JAWAHARLAL OSWAL	30000	1.35	0	30000	1.35	0	0	
SH. KAMAL OSWAL	19600	0.88	0	19600	0.88	0	0	
SH. DINESH OSWAL	29930	1.35	0	29930	1.35	0	0	
LUDHIANA HOLDINGS LTD	87000	3.91	0	0	0	0	In view of amalgamation of Ludhiana Holdings Ltd with Oswal Woollen Mills Ltd	
OSWAL WOOLLEN MILLS LTD	0	0	0	87000	3.91	0	In view of amalgamation of Ludhiana Holdings Ltd with Oswal Woollen Mills Ltd	
TOAL	1666990	74.96	0	1666990	74.96	0		
iii) Change in Promoters' Shareholding (Please specify, if there is no change) There is no change in total Promoters Shareholding during the year , except transmission of 87000 equity shares from the name of Ludhiana holding Ltd to Oswal Woollen Mills Ltd (both under promoter group ) in view of amalgamation of Ludhiana holding Ltd with Oswal Woollen Mills Ltd								
Shareholding at the beginning of the year				Cumulative Shareholding during the year				
	No. of Shares	% of total shares of the Company		No. of Shares		% of total shares of the Company		
At the beginning of the year								
Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase /decrease (e.g. allotment/ transfer/ bonus/								

sweat equity, etc.)							
At the end of the year							
iv) Shareholding Pattern of Top Ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs)							
Name	Shareholding at the beginning of the year		Date	Increase/Decrease in shareholding	Reason	Cumulative Shareholding during the year	
	No. of shares	% of total shares of the Company				No. of Shares	% of total shares of the Company
HANUMAN JHUNJHUNWALA	71000	3.92	NA	NIL	NA	71000	3.92
FAYETTE TRADING & INVESTMENT CO. LTD	42600	1.92	NA	NIL	NA	42600	1.92
SUBASH MADAN	28400	1.28	NA	NIL	NA	28400	1.28
CROUSE INVESTMENT PVT LTD	24850	1.12	NA	NIL	NA	24850	1.12
JAGDISG MAL LODHA	14200	0.64	NA	NIL	NA	14200	0.64
CHAND RATAN BIYANI	14200	0.64	NA	NIL	NA	14200	0.64
KAMAL HOLDING CO. LTD	10650	0.48	NA	NIL	NA	10650	0.48
DALIP PATHAK	6390	0.29	NA	NIL	NA	6390	0.29
NIRMALA PETER	710	0.03	NA	NIL	NA	710	0.03
JOHN PETER	710	0.03	NA	NIL	NA	710	0.03
Note:							
v) Shareholding of Directors and Key Managerial Personnel ---- NIL----							
Name	Shareholding at the beginning of the year		Date	Increase/Decrease in share holding	Reason	Cumulative Shareholding during the year	
	No. of shares	% of total shares of the Company				No. of shares	% of total shares of the Company
-----NIL----		-----NIL -----		-----NIL ----		---- NIL ----	
Note:							
Indebtedness of the Company including interest outstanding/accrued but not due for payment ---NIL---							
	Secured Loans excluding deposits		Unsecured Loans		Deposits	Total Indebtedness	
<b>Indebtedness at the beginning of the financial year</b>							
i) Principal Amount	NIL		NIL		NIL	NIL	
ii) Interest due but not paid	NIL		NIL		NIL	NIL	
iii) Interest accrued but not due	NIL		NIL		NIL	NIL	
Total (i+ii+iii)	NIL		NIL		NIL	NIL	
<b>Change in Indebtedness during the year</b>							
Addition	NIL		NIL		NIL	NIL	
Reduction	NIL		NIL		NIL	NIL	
Net Change	NIL		NIL		NIL	NIL	
<b>Indebtedness at the end of the financial year</b>							
i) PrincipalAmount	NIL		NIL		NIL	NIL	
ii) Interest due but not paid	NIL		NIL		NIL	NIL	
iii) Interest accrued but not due	NIL		NIL		NIL	NIL	
Total (i+ii+iii)	NIL		NIL		NIL	NIL	

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:				
A. Remuneration to Managing Director, Whole Time Directors and/ or Manager				(Rs Lakh)
Particulars of Remuneration				Total Amount
1. Gross Salary				
a) Salary as per provisions contained in Section 17 (1) of the Income Tax Act, 1961	NIL	NIL	NIL	NIL
b) Value of perquisites under Section 17 (2) of the Income Tax Act, 1961	NIL	NIL	NIL	NIL
c) Profits in lieu of salary under Section 17 (3) of the Income Tax Act, 1961	NIL	NIL	NIL	NIL
2. Stock Options	NIL	NIL	NIL	NIL
3. Sweat Equity	NIL	NIL	NIL	NIL
4. Commission				
- as % of profit	NIL	NIL	NIL	NIL
- others, specify	NIL	NIL	NIL	NIL
5. Others, please specify				
a) Retiral benefits	NIL	NIL	NIL	NIL
TOTAL (A)	NIL	NIL	NIL	NIL
Ceiling limit	The remuneration to Managing Director and Whole Time Directors has been paid within the limits approved by the Central Government in each case.      ----- NA-----			
B. Remuneration to Other Directors				
1. Independent Directors(Rs. In lacs)				
Particulars of Remuneration				Total amount (Rs. Lakh)
- Fee for attending Board/ Committee Meetings	NIL	NIL	NIL	NIL
- Commission	NIL	NIL	NIL	NIL
- Others, please specify	NIL	NIL	NIL	NIL
TOTAL (B)(1)	NIL	NIL	NIL	NIL
2. Other Non-Executive Directors				
				(Rs. In lacs)
Particulars of Remuneration				Total amount (Rs. Lakh)
- Fee for attending Board/ Committee Meetings	NIL	NIL	NIL	NIL
- Commission	NIL	NIL	NIL	NIL
- Others, please specify	NIL	NIL	NIL	NIL
TOTAL (B)(2)	NIL	NIL	NIL	NIL
TOTAL (B)= (B)(1)+(B)(2)				NIL
Overall Ceiling as per the Act		No remuneration except sitting fees was paid to Directors who are not Executive Directors. Executive Directors are paid as per the limit approved by the Central Government.      -----NA-----		
C. Remuneration to Key Managerial Personnel other than MD/ Manager/ WTD				
THE WORKING IS CONTROLLED BY THE BOARD OF DIRECTORS				(Rs. In lacs)
Particulars of Remuneration				Total amount (Rs. Lakh)
1. Gross Salary				
d) Salary as per provisions contained in Section 17 (1) of the Income Tax Act, 1961	NIL		NIL	NIL

e) Value of perquisites under Section 17 (2) of the Income Tax Act, 1961	NIL	NIL	NIL
f) Profits in lieu of salary under Section 17 (3) of the Income Tax Act, 1961	NIL	NIL	NIL
2. Stock Options	NIL	NIL	NIL
3. Sweat Equity	NIL	NIL	NIL
4. Commission			
- as % of profit	NIL	NIL	NIL
- others, specify	NIL	NIL	NIL
5. Others, please specify			
a) Retiral benefits	NIL	NIL	NIL
TOTAL (C )	NIL	NIL	NIL

**VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act	Brief Description	Details of penalty/ punishment/ compounding fees imposed	Authorities (RD/ NCLT/ Court)	Appeal made, if any (give details)
A. COMPANY					
Penalty/ Punishment / Compounding		NONE			
B. DIRECTORS					
Penalty/ Punishment / Compounding		NONE			
C. OTHER OFFICERS IN DEFAULT					
Penalty/ Punishment / Compounding		NONE			

**GUPTA VIGG & CO.**  
**Chartered Accountants**  
**K-101, Kismat Complex, G.T. Road,**  
**Miller Ganj, LUDHIANA-141 003.**

-----  
[Phones: 0161-2532297, 2535156]

### **INDEPENDENT AUDITOR'S REPORT**

**To the Members of Kovalam Investment And Trading Company Limited**

**Report on the standalone Financial Statements.**

#### **Report on the Financial Statements**

We have audited the accompanying standalone financial statements of M/s. Kovalam Investment And Trading Company Limited ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

#### **Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

#### **Auditor's Responsibility**

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial controls relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial control system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

#### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:



- a. In the case of the Balance Sheet, of the state of affairs of the Company as at 31<sup>st</sup> March, 2015;
- b. In the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- c. In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

**Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
  - a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b. in our opinion, proper books of account, as required by law have been kept by the Company so far, as appears from our examination of such books.
  - c. The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
  - d. In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e. On the basis of written representations received from the directors as on 31<sup>st</sup> March, 2015 and taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2015 from being appointed as a director in terms of Section 164(2) of the Act,.
  - f. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 in our opinion and to the best of our information and according to the explanations given to us:
    - (i) The company has disclosed the impact of pending litigations, if any, on its financial position in its financial statements.
    - (ii) The company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
    - (iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For Gupta Vigg & Co.  
Chartered Accountants  
Firm Regn No. 001393N

(CA.Vinod Kumar Khanna)  
Partner  
M. No. 81585

Place: Ludhiana  
Dated: 29.05.2015

**Annexure to the Independent Auditor's Report**

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of even date)

- (i) The company does not have any fixed assets.
- (ii) The company does not have any inventories.
- (iii) a) The company has granted unsecured loan to one company covered in the register maintained under section 189 of the Companies Act.
- b) The receipt of principal amount & interest are regular and there is no overdue amount.
- (iv) In our opinion and according to the information and explanations given to us, there are adequate internal control systems commensurate with the size of the company and the nature of its business for the purchase of inventory and fixed assets and with regard to sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control systems.

- (v) According to the information and explanations given to us, the company has not accepted deposits from public during the year covered under the provisions of section 73 or 76 any other relevant provisions of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules 2014.
- (vi) According to the information and explanations given to us, the maintenance of cost records has not been prescribed u/s 148 of the Companies Act, 2013.
- (vii) (a) According to the information and explanations given to us and records of the Company examined by us, the company has been regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, duty of custom, duty of excise, value added tax, cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts in respect of statutory dues payable were outstanding as at the last day of the financial year concerned for a period of more than six months from the date they became payable. According to the information and explanation given to us, no order under its aforesaid sections has been passed by the company law board or the Reserve Bank of India or any Court or any other Tribunal on the company.
- (b) According to the information & records of the company, there are no disputed statutory dues that have not been deposited on account of matters pending before the appellate authorities in respect of sales tax, duty of custom , service tax, duty of excise, value added tax and income tax.
- (c) According to the information and explanations given to us the amounts which were required to be transferred to the investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules there under has been transferred to such fund within time.
- (viii) In our opinion and according to the information and explanations given to us, the company does not have accumulated losses and has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- (ix) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to any financial institutions or banks.
- (x) In accordance with the information and explanations given to us, the Company has not given any guarantee for loans taken by others from bank or financial institutions.
- (xi) In our opinion and according to the information and explanations given to us, the company has not taken any term loan during the year.
- (xii) Further on the basis of information and explanation given to us, we report that no fraud on or by the company has been noticed or reported during the course of our audit.

For Gupta Vigg & Co.  
Chartered Accountants  
Firm Regn No. 001393N

(CA.Vinod Kumar Khanna)  
Partner  
M. No. 81585

Place: Ludhiana  
Dated: 29.05.2015

**BALANCE SHEET AS AT 31.03.2015**

			Amount (Rs.)
PARTICULARS	Refer	AS AT	AS AT
	Note No	31.03.2015	31.03.2014
<b><u>EQUITY AND LIABILITIES</u></b>			
<u>Shareholders' Funds</u>			
Share Capital	1	22,239,140.00	22,239,140.00
Reserves and Surplus	2	<u>196,494,372.48</u>	<u>174,640,913.60</u>
		<u>218,733,512.48</u>	<u>196,880,053.60</u>
<b><u>Current Liabilities</u></b>			
Other Current Liabilities	3	4,704,461.00	21,348.00
Short Term Provisions	4	<u>10,779,500.00</u>	<u>7,029,256.00</u>
		<u>15,483,961.00</u>	<u>7,050,604.00</u>
Total Equity and Liabilities		<u><u>234,217,473.48</u></u>	<u><u>203,930,657.60</u></u>
<b><u>ASSETS</u></b>			
Non Current Investments	5	112,575,165.84	109,707,279.97
Deferred Tax Asset (Net)	6	<u>792,838.00</u>	<u>792,838.00</u>
		<u>113,368,003.84</u>	<u>110,500,117.97</u>
<u>Curent Assets</u>			
Cash and Cash Equivalents	7	6,133,489.52	517,710.94
Short Term Loans and Advances	8	96,600,000.00	83,402,460.00
Other Current Assets	9	<u>18,115,980.12</u>	<u>9,510,368.69</u>
		<u>120,849,469.64</u>	<u>93,430,539.63</u>
Total Assets		<u><u>234,217,473.48</u></u>	<u><u>203,930,657.60</u></u>

Significant Accounting Policies Notes on

Financial Statements

1 To 23

As per our Report of even date annexed

**FOR GUPTA VIGG & COMPANY**

FRN - 001393N

**FOR KOVALAM INVESTMENT AND TRADING CO LTD**

Sd/-

(VINOD KUMAR KHANNA)

Partner

M.No. 81585

Sd/-

(NAVDEEP SHARMA)

DIRECTOR

Sd/-

(GAGNISH BHALLA)

DIRECTOR

Place: Ludhiana

Dated: 29.05.2015

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31.03.2015**

		Amount (Rs.)	
PARTICULARS	Refer Note No	For the Year Ended 31.03.2015	For the Year Ended 31.03.2014
<b><u>INCOME</u></b>			
<u>Revenue from Operations</u>			
Income from Brokerage (Gross)		22,867,417.28	14,923,530.08
Less: Service Tax		<u>(44,883.73)</u>	<u>0.00</u>
		22,822,533.55	14,923,530.08
Other Operating Income	10	12,875,393.50	14,725,316.50
Other Income	11	<u>25,000.00</u>	<u>0.00</u>
Total Revenue		<u><u>35,722,927.05</u></u>	<u><u>29,648,846.58</u></u>
<b><u>EXPENSES</u></b>			
Employee Benefits Expense	12	120,000.00	120,000.00
Other Expenses	13	<u>3,175,558.17</u>	<u>1,924,338.40</u>
Total Expenses		<u><u>3,295,558.17</u></u>	<u><u>2,044,338.40</u></u>
<b>Profit before tax</b>		32,427,368.88	27,604,508.18
Tax Expense:			
Current tax		(10,538,000.00)	(6,820,156.00)
Deferred Tax		<u></u>	<u>126,560.00</u>
<b>Profit for the period</b>		<u><u>21,889,368.88</u></u>	<u><u>20,910,912.18</u></u>
Earnings per equity share:			
Basic and Diluted		9.83	9.40

Significant Accounting Policies Notes  
on Financial Statements 1 To 23

As per our Report of even date annexed

**FOR GUPTA VIGG & COMPANY**

FRN - 001393N

**FOR KOVALAM INVESTMENT AND TRADING CO LTD**

Sd/-

(VINOD KUMAR KHANNA)

Partner

M.No. 81585

Sd/-

(NAVDEEP SHARMA)

DIRECTOR

Sd/-

(GAGNISH BHALLA)

DIRECTOR

Place : Ludhiana

Dated : 29.05.2015

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2015**

	<b>2014 - 2015</b>	<b>2013 - 2014</b>
<b>A. <u>CASH FLOW FROM OPERATING ACTIVITIES</u></b>		
Net Profit Before Tax & Extra Ordinary items	32,427,369	27,604,508
Adjustments for		
1 Depreciation and Non Cash Expenses	1,800,000	200,000
2 Provision for Standard Asset Written Back	32,400	76,500
3 Profit/Loss on Sale of Investments	901,850	(4,124,189)
4 Dividend	(3,109,862)	(3,192,084)
5 Interest (Net)	(9,765,532)	(6,765,806)
Operating Profit before working capital changes :	22,286,225	13,798,930
Adjustments for		
1 Trade & Other Receivable	(6,023,625)	196,013
2 Inventories	0	0
3 Trade payables	4,683,113	(6,277)
4 Deffered payment expenses		
Cash Generated from Operations	20,945,713	13,988,666
Taxes Paid	(9,438,053)	(8,423,119)
Net cash from operating activities	11,507,660	5,565,547
<b>B. <u>CASH FLOW FROM INVESTING ACTIVITIES</u></b>		
Change in Loans and Advances	(14,997,540)	(30,589,225)
Purchase of Investments	(6,107,465)	(3,454,399)
Sale of Investments (Including Profit on sale of Investment)	2,337,730	18,394,561
Interest received	9,765,532	6,765,806
Dividend received	3,109,862	3,192,084
Net Cash used in Investing Activities	(5,891,881)	(5,691,173)
<b>C. <u>CASH FLOW FROM FINANCING ACTIVITIES</u></b>		
Net cash used in Financing Activities		
NET CHANGE IN CASH AND CASH EQUIVALENTS (A+B+C)	5,615,779	(125,626)
Cash and Cash Equivalents as at beginning of the year	517,711	643,337
Cash and Cash Equivalents as at close of the year	6,133,490	517,711

**NOTES :**

1) Figures in brackets represent cash out flows.

for and on behalf of the Board

**KOVALAM INVESTMENT & TRADING CO LTD**

Sd/-

Sd/-

**Place : LUDHIANA**

(NAVDEEP SHARMA)

(GAGNISH BHALLA)

**Dated : 29.05.2015****DIRECTOR****DIRECTOR****AUDITORS REPORTS :**

We have verified the attached Cash Flow Statement of M/s KOVALAM INVESTMENT AND TRADING CO LTD derived from the audited financial statements and the books and records maintained by the company for the year ended 31.03.2015 and found the same in agreement therewith.

**for GUPTA VIGG & CO.,**  
**CHARTERED ACCOUNTANTS**  
 FRN - 001393N

Sd/-

(VINOD KUMAR KHANNA)

PARTNER

M.No. 81585

**Place : LUDHIANA****Dated : 29.05.2015**

**Note: 1.1 SHARE CAPITAL**

PARTICULARS	AS AT 31.03.2015		AS AT 31.03.2014	
	Number	Rs.	Number	Rs.

**Authorised**

Equity Shares of Rs.10/- each	3000000	30,000,000.00	2000000	20,000,000.00
	3000000	30,000,000.00	2000000	20,000,000.00

**Issued, Subscribed & Paid up**

Equity Shares of Rs.10/- each fully paid up	2223914	22,239,140.00	2223914	22,239,140.00
	2223914	22,239,140.00	2223914	22,239,140.00

**Note: 1.2 Reconciliation of Shares Outstanding at the beginning and at the end of the reporting period**

PARTICULARS	Equity Shares		Equity Shares	
	Number	Rs.	Number	Rs.
Shares outstanding at the beginning of the year	2223914	22,239,140.00	1706210	17,062,100.00
Share issued during the year	Nil	0.00	517704	5,177,040.00
Shares outstanding at the end of the year	2223914	22,239,140.00	2223914	22,239,140.00

Note : In view of Clause 40A of the listing agreement and in view to increase the public shareholding to the minimum requirement of 25% the company had issued 517704 Equity Shares of Rs.10/- each on 08.08.2013 as Bonus Share to the public shareholders, promoters forgoing their rights.

**Note: 1.3 Name of Shareholders holding more than 5% Shares of the company**

Name of Shareholders	As at 31 March 2015		As at 31 March 2014	
	No of Shares Held	% of Holding	No of Shares Held	% of Holding

Nagdevi Trading and Investment

Company Limited	830685	37.35	830685	37.35
Sankheshwar Holding Co Ltd	176400	7.93	176400	7.93
Girnar Investment Ltd	160035	7.20	160035	7.20
Vanaik Investors Ltd	123360	5.55	123360	5.55

PARTICULARS	AS AT 31.03.2015	AS AT 31.03.2014
<b>Note: 2 Reserves &amp; Surplus</b>		
<u>General Reserves</u>		
Opening Balance	118,140,960.00	122,355,000.00
( - ) Utilised for issue of Bonus Shares	0.00	(4,214,040.00)
Closing Balance ( A )	<u>118,140,960.00</u>	<u>118,140,960.00</u>
<u>Capital Reserves</u>		
Opening Balance	0.00	963,000.00
( - ) Utilised for issue of Bonus Shares	0.00	(963,000.00)
Closing Balance ( B )	<u>0.00</u>	<u>0.00</u>
<u>Statutory Reserves Fund</u>		
Opening Balance	35,126,000.00	30,943,000.00
( + ) Current Year Transfer	4,378,000.00	4,183,000.00
Closing Balance ( C )	<u>39,504,000.00</u>	<u>35,126,000.00</u>
<u>Surplus</u>		
Opening Balance	21,373,953.60	4,642,392.42
( + ) Profit for the Year	21,889,368.88	20,910,912.18
Income Tax Adjustments for prior periods	(35,910.00)	3,649.00
( - ) Statutory Reserve Fund	(4,378,000.00)	(4,183,000.00)
Closing Balance ( D )	<u>38,849,412.48</u>	<u>21,373,953.60</u>
<b>TOTAL : - ( A + B + C + D )</b>	<u><b>196,494,372.48</b></u>	<u><b>174,640,913.60</b></u>
<b>Note: 3 Other Current Liabilities</b>		
Cheques Issued but not Presented for Payment	4,677,495.00	0.00
Raj Gupta & Co	5,618.00	0.00
Statutory Audit Fee Payable	16,854.00	16,854.00
Tax Audit Fee Payable	4,494.00	4,494.00
	<u>4,704,461.00</u>	<u>21,348.00</u>
<b>Note: 4 Short term Provisions</b>		
Provision for Standard Asset	241,500.00	209,100.00
Provision for Income Tax	10,538,000.00	6,820,156.00
	<u>10,779,500.00</u>	<u>7,029,256.00</u>



PARTICULARS	AS AT 31.03.2015	AS AT 31.03.2014
<b><u>NOTE: 5 NON CURRENT INVESTMENTS</u></b>		
<u>Trade Investments (Refer A below)</u>		
Investment in Equity Instruments	11,154,401.42	11,154,503.42
( A )	11,154,401.42	11,154,503.42
<u>Other Investments (Refer B below)</u>		
Investment in Equity Instruments	101,415,764.42	98,547,776.55
Investment in Preference Shares	5,000.00	5,000.00
( B )	101,420,764.42	98,552,776.55
<b>TOTAL : - ( A + B )</b>	<b>112,575,165.84</b>	<b>109,707,279.97</b>

Aggregate amount of quoted investments (Market value  
of quoted investment Rs. 15,95,51,909-85

Previous Rs. 17,24,80,421.43)	107,176,950.84	104,309,064.97
Aggregate amount of unquoted investments	5,398,215.00	5,398,215.00

Note: 5.1

**Note:** The Market Value of quoted investments is based on the price prevailing in the market as on  
31st March, 2015.

#### **Note No. 6 DEFERRED TAX ASSETS**

As per Accounting standard 22, of the institute of Chartered Accountants of India, is as under:

Deferred Tax Assets

Opening Balance	792,838.00	666,278.00
Timing difference on account of		
Short Term Capital Loss/Gain	0.00	126,560.00
<b>Rs.</b>	<b>792,838.00</b>	<b>792,838.00</b>

#### **Note: 7 Cash and Cash Equivalents**

a) Balances with Banks

In Current Account

Allahabad Bank, Ludhiana	5,746,648.04	455,637.83
ICICI Bank Ltd, Ludhiana	30,108.54	20,108.54
b) Cash in Hand	27,651.07	41,964.57
c) Cheques in Hand	329081.87	0.00
	<b>6,133,489.52</b>	<b>517,710.94</b>

PARTICULARS	AS AT 31.03.2015	AS AT 31.03.2014
<b><u>Note: 8 Short Term Loans and Advances</u></b>		
<b><u>Unsecured, considered good</u></b>		
Oswal Woollen Mills Ltd	96,600,000.00	81,602,460.00
<b><u>Unsecured, considered Doubtful</u></b>		
GJM Associate & Consultant LLP	2,000,000.00	2,000,000.00
	98,600,000.00	83,602,460.00
Less: Provision for Doubtful Debts	(2,000,000.00)	(200,000.00)
	<u>96,600,000.00</u>	<u>83,402,460.00</u>
<b><u>Note: 9 Other Current Assets</u></b>		
Advance Income Tax & TDS	9,438,053.00	8,366,466.00
Income Tax Refund Receivable	1,510,400.00	0.00
Share Application Money (Paid)	4,500,000.00	0.00
Oswal Woollen Mills Ltd - C/A	2,294,872.00	0.00
Brokerage Receivable	372,655.12	1,143,902.69
	<u>18,115,980.12</u>	<u>9,510,368.69</u>
<b><u>Note: 10 Other Operating Income</u></b>		
Interest Income	9,765,532.00	6,765,806.00
<b><u>Dividend Income</u></b>		
On Trade Investment - Associates	557,290.50	557,290.50
On Trade Investment - Others	0.00	211,250.00
On Other Investment - Associates	2,450,831.00	2,308,513.00
On Other Investment - Others	101,740.00	115,030.00
Profit on Sale of Assets	0.00	4,767,427.00
	<u>12,875,393.50</u>	<u>14,725,316.50</u>
<b><u>Note: 11 Other Income</u></b>		
Misc. Income	25,000.00	0.00
	<u>25,000.00</u>	<u>0.00</u>
<b><u>Note: 12 Employee Benefit Expenses</u></b>		
Salary Paid	120,000.00	120,000.00
	<u>120,000.00</u>	<u>120,000.00</u>

<b>PARTICULARS</b>	<b>AS AT 31.03.2015</b>	<b>AS AT 31.03.2014</b>
<b><u>Note: 13 Other Expenses</u></b>		
Loss on Sale of Shares	901,849.56	643,238.34
Printing & Stationery	11,960.00	6,976.00
Rate, Fee & Taxes	10,800.00	203,500.00
Bank Charges	752.00	2,776.00
Listing Fees	112,360.00	16,854.00
Postage & Telegram Charges	10,300.00	6,235.00
Legal & Professional	92,542.00	95,541.00
Misc. Expenses	2,753.61	2,476.06
Rent Paid	161,799.00	161,799.00
S.T.T. Paid	8,426.00	3,637.00
AGM/EGM Expenses	2,200.00	2,000.00
Share Issue Expenses	0.00	480,558.00
Provision for Standard Asset	32,400.00	76,500.00
Provision for Doubtful Debt	1,800,000.00	200,000.00
<b><u>AUDITOR'S REMUNERATION</u></b>		
Internal Audit Fee	5,618.00	0.00
Statutory Audit Fee	16,854.00	16,854.00
Tax Audit Fee	4,494.00	4,494.00
Certification Charges	450.00	900.00
	<b><u>3,175,558.17</u></b>	<b><u>1,924,338.40</u></b>

**Note No. 14****SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO THE ACCOUNTS****SIGNIFICANT ACCOUNTING POLICIES :****a) Accounting Convention**

The financial statements are prepared under the historical cost convention, in accordance with applicable accounting standards and relevant presentational requirements of the Companies Act, 1956.

**b) Revenue Recognition:****i) Income from Investments**

Dividend Income is recognised when the company's right to receive payment is established.

**ii) Capital Gain/Profit on Sale of Investment**

Gain/Loss on Sale of Investment is considered at the time of Sale/Redemption.

**iii) Interest Income**

Interest Income is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

**iv) Brokerage Income**

Accounted for on accrual basis.

**c) Investments**

The Investments are stated at cost, Diminution in value of Investments on account of market fluctuations which are not of permanent nature have not been provided for. Market value of mutual fund is considered on NAV basis.

**d) Accounting for Taxes on Income**

The accounting treatment followed for taxes on income is to provide for Current Tax, Deferred Tax. Current Tax is the amount of Income Tax determined to be payable in respect of taxable income for a period. Deferred Tax is calculated for timing difference that originates in one period and is capable of reversal in the subsequent period.

**e) Impairment of Assets:**

At each balance sheet date, an assessment is made whether any indication exists that an asset has been impaired. If any such indication exists, an impairment loss i.e. the amount by which the carrying amount of an asset exceeds its recoverable amount is provided in the books of account.

**Note No. 15 SEGMENT REPORTING**

As per Accounting Standard 17 issued by the Institute of Chartered Accountants of India regarding Segment Reporting, the detail is as under :-

SEGMENT REVENUE	(Amount in Lacs)					
	INVESTMENT & FINANCE		SERVICES (BROKERAGE)		TOTAL	
	31.03.2015	31.03.2014	31.03.2015	31.03.2014	31.03.2015	31.03.2014
External	129.00	147.25	228.23	149.24	357.23	296.49
Inter Segment	-	-	-	-	-	-
Total Revenue	129.00	147.25	228.23	149.24	357.23	296.49

**RESULTS**

Segment Result (Before Tax)	97.24	128.01	227.03	148.04	324.27	276.05
Unallocable Income	-	-	-	-	-	-
Income Tax-Current	-	-	-	-	(105.38)	(68.20)
Deffered Tax Asset	-	-	-	-	-	1.26
Profit from Ordinary Business	-	-	-	-	218.89	209.11

**OTHER INFORMATION**

Segment Assets	2,153.08	1,936.28	3.73	11.44	2,156.81	1,947.72
Unallocable Assets	185.36	-	-	-	185.36	91.59
Segment Liabilities	49.46	2.30	-	-	49.46	2.30
Unallocable Liabilities	105.38	68.20	-	-	105.38	68.20
Depreciation.	-	-	-	-	-	-
Non Cash Expenses	-	-	-	-	-	-

(Provision for Standard Asset)

**SEGMENT ACCOUNTING POLICIES:**

- Segment Revenue includes Income directly identifiable with/allocable to the segment including intersegment revenue.
- Expenses that are directly identifiable with/allocable to segments are considered for determining the Segment Result. The expenses which relate to the Company as a whole and not allocable to segments, are included under "other unallocable expenditure."
- Segment assets includes all operating assets I.e. investment and current assets used by the segment.
- Segment Liabilities consists of creditors and other liabilities directly attributable to segment but does not include tax & financial liabilities.

**Note No. 16 RELATED PARTY DISCLOSURES**

INFORMATION RELATED TO RELATING PARTY TRANSACTION AS PER ACCOUNTING STANDARD

– 18 ISSUED BY INSTITUTE OF CHARTERED ACCOUNTANTS OF INDIA IS GIVEN BELOW :

**A) ASSOCIATES**

None

**B) RELATED PARTIES**

Oswal Woollen Mills Ltd, Nahar Capital and Financial Services Ltd, Nahar Spinning Mills Ltd, Nahar Industrial Enterprises Ltd, Nahar Poly Films Ltd, Oswal Leasing Ltd, Vardhman Investment Ltd, Atam Vallabh Financiers Ltd, Palam Motels Ltd, White Tiger Breweries and Distilleries Ltd, Shri Atam Fabrics Ltd, Nagdevi Trading and Investment Co Ltd and Hug Foods Private Limited.

**C) KEY MANAGEMENT PERSONNEL**

The Company does not have any Key Managerial Personnel. The affairs of the company are managed by the Board of Directors of the company. The Directors of the company are as under : -

1. SH. SAT PAUL NIJHAWAN
2. SH. GAGNISH KUMAR BHALLA
3. SH. NAVDEEP SHARMA
4. MRS. RUCHIKA OSWAL

**D) TRANSACTION DURING THE YEAR WITH RELATED PARTIES****Inter Corporate Deposit with Oswal Woollen Mills Limited**

	<b>31.03.2015</b>	<b>31.03.2014</b>
I) Interest Received on Inter Corporate Deposits Placed	9,765,532.00	6,765,806.00
II) T.D.S. Deducted	976,553.00	676,581.00
III) Intercompany Deposits Placed for the Year	17,997,540.00	26,500,000.00
IV) Intercompany Deposits Realised	3,000,000.00	4,000,000.00
Amount Paid in Other Account	8,353,919.00	7,565,183.00
Outstanding Balance Due	96,600,000.00	81,602,460.00
Interest Receivable from Oswal Woollen Mills Ltd	2,294,872.00	NIL
Share Application Money Paid to Hug Foods Pvt Ltd	4,500,000.00	NIL

Note: Related Party relationship is as identified by the company and relied upon by the Auditors.

**Note No. 17 Earning per Shares**

The calculation of Earning Per Share (EPS) as disclosed in the "Statement of Profit and Loss has been made in accordance with Accounting Standard (AS)-20 "Earning Per Share" issued by Companies (Accounting Standards) Rules, 2006.

	<b>31.03.2015</b>	<b>31.03.2014</b>
a) Profit/Loss after Tax	<b>Rs. 21,889,368.88</b>	<b>20,910,912.18</b>
b) Income Tax Adjustments for the Prior Periods	<b>(35910.00)</b>	<b>3649</b>
Net Profit	<b>21,853,458.88</b>	<b>20,914,561.18</b>
c) Number of Weighted Average Equity Shares Outstanding	<b>2223914</b>	<b>2223914</b>
d) Earning per Shares (Face Value - Rs.10/- Per Share) Basic& Diluted	<b>Rs. 9.83</b>	<b>9.40</b>

**Note No. 18 Transfer to Statutory Reserve Fund**

A sum of Rs. 43,78,000/- (Previous Year Rs.41,83,000/-) transferred from P & L Appropriation A/c to Statutory Reserve Fund A/c in compliance with the provisions of Section 45- IC of RBI Act for the year ending 31.03.2015.

**Note: 19**

A Statement of disclosure in terms of paragraph 13 of Non - Banking Finance Companies (Non-deposit accepting or holding) Prudential Norms (Reserve Bank) Directions 2007 is annexed

**Note: 20 Provision for Standard Asset**

As per RBI Guidelines a Provision of 0.25% of Standard Asset has been created.

**Note No. 21 Provision for Doubtful Debt**

As per RBI Guideline a Provision of 100% of Unsecured Portion of Doubtful Asset has been created.

**Note No. 22**

The Company registered with RBI as an NBFC Vide Registration No. N - 06.00576 Dated. 17.10.2003.

**Note No. 23**

Notes 1 To 23 form an integral part of the Balance Sheet and Profit and Loss Account have been duly authenticated as such.

Subject to our report of even date  
**for GUPTA VIGG & CO.**  
CHARTERED ACCOUNTANTS  
FRN: 01393N

Sd/-  
**(VINOD KUMAR KHANNA)**  
PARTNER  
Membership No. 81585  
**PLACE : LUDHIANA**  
**DATED : 29.05.2015**

**FOR KOVALAM INVESTMENT AND TRADING CO LTD**

Sd/-  
**(NAVDEEP SHARMA)**  
DIRECTOR

Sd/-  
**(GAGNISH BHALLA)**  
DIRECTOR



**ANNEXURE OF NOTE NO. 5**

Sr. No.	Name of the Body Corporate	Subsidiary/ Associates/ JV/Controlled Entity/ Others	No of Shares/Units		Quoted/ Un-quoted	Partly Paid/ Fully Paid	Amount (Rs.)		Whether stated at cost Yes/No	if Answer to Column (9) is "No" basis of Valuation
			2015	2014			2015	2014		
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)

**A. Details of Trade Investments**a) **Investment in Equity Instruments**

1	Nagdevi Trading and Investment Co Ltd	Related Party	3350	3350	Un-quoted	Fully Paid	50,000.00	50,000.00	Yes	N.A.
2	Oswal Leasing Ltd	Related Party	14200	14200	Quoted	Fully Paid	142,668.00	142,668.00	Yes	N.A.
3	Nahar Capital and Financial Services Ltd	Related Party	371527	371527	Quoted	Fully Paid	10,851,859.42	10,851,859.42	Yes	N.A.
4	Vardhman Investments Limited	Related Party	11	11	Un-quoted	Fully Paid	102.00	102.00	Yes	N.A.
5	Atam Vallabh Financiers Ltd	Related Party	11	11	Un-quoted	Fully Paid	101.00	101.00	Yes	N.A.
6	Palam Motels Ltd	Related Party	75	75	Un-quoted	Fully Paid	109,671.00	109,671.00	Yes	N.A.
Total Trade Investments 'A'							11,154,401.42	11,154,401.42		

**B. Details of Other Investments**a) **Investment in Equity Instruments**

1	Hug Food Private Limited	Related Party	450000	450000	Un-quoted	Fully Paid	4,500,000.00	4,500,000.00	Yes	N.A.
2	Nahar Spinning Mills Ltd	Related Party	381911	381911	Quoted	Fully Paid	10,266,798.44	10,266,798.44	Yes	N.A.
3	Nahar Industrial Enterprises Ltd	Related Party	2068920	1989620	Quoted	Fully Paid	62,201,038.40	56,093,573.41	Yes	N.A.
4	Nahar Poly Films Ltd	Related Party	213037	213037	Quoted	Fully Paid	1,329,538.49	1,329,538.49	Yes	N.A.
5	White Tiger Breweries & Distilleries Ltd	Related Party	50000	50000	Un-quoted	Fully Paid	653,059.00	653,059.00	Yes	N.A.
6	Shri Atam Fabrics Ltd	Related Party	8000	8000	Un-quoted	Fully Paid	80,180.00	80,180.00	Yes	N.A.

**ANNEXURE OF NOTE NO. 5**

Sr. No.	Name of the Body Corporate	Subsidiary/ Associates/ JV/Controlled Entity/ Others	No of Shares/Units		Quoted/ Un-quoted	Partly Paid/ Fully Paid	Amount (Rs.)		Whether stated at cost Yes/No	if Answer to Column (9) is "No" basis of Valuation
			2015	2014			2015	2014		
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)
7	Oswal Woollen Mills Limited	Related Party	45	45	Un-quoted	Fully Paid	102.00	102.00		
8	SRF Ltd	Others	49	49	Quoted	Fully Paid	166.39	166.39	Yes	N.A.
9	Kirloskar Pneumatic Co Ltd	Others	1	1	Quoted	Fully Paid	60.00	60.00	Yes	N.A.
10	Mahanagar Telephone Nigam Ltd	Others	55500	55500	Quoted	Fully Paid	8,858,915.66	8,858,915.66	Yes	N.A.
11	Reliance Communicatins Ltd	Others	12000	12000	Quoted	Fully Paid	4,215,243.07	4,215,243.07	Yes	N.A.
12	IDBI Bank Ltd	Others	50000	50000	Quoted	Fully Paid	6,237,989.45	6,237,989.45	Yes	N.A.
13	Jindal Saw Ltd	Others	12500	12500	Quoted	Fully Paid	1,748,947.85	1,748,947.85	Yes	N.A.
14	Noida Toll Bridge Ltd	Others	25000	25000	Quoted	Fully Paid	1,323,725.67	1,323,725.67	Yes	N.A.
15	Steel Authority of India Ltd	Others	Nil	12000	Quoted	Fully Paid	0.00	2,161,977.57	Yes	N.A.
16	Steel Strips Wheels Ltd	Others	Nil	5000	Quoted	Fully Paid	0.00	1,077,601.55	Yes	N.A.
<b>TOTAL: - I</b>							<u>101,415,764.42</u>	<u>98,547,878.55</u>		
<b>b) <u>Investment in Preference Shares</u></b>										
	Raj & Sandeep Private Limited	Others	50	50	Un-quoted	Fully Paid	<u>5,000.00</u>	<u>5,000.00</u>	Yes	N.A.
<b>TOTAL: - II</b>							<u>5,000.00</u>	<u>5,000.00</u>		
<b>Total Other Investment 'B' (I + II)</b>							<u>101,420,764.42</u>	<u>98,552,878.55</u>		
<b>GRAND TOTAL: - (A + B)</b>							<u>112,575,165.84</u>	<u>109,707,279.97</u>		

**ANNEXURE OF NOTE NO. 19****6) Disclosure of details as required in terms of paragraph 13 of Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007.**

(Amount in Rs.)				
Particulars	Current Year		Previous Year	
	Amount	Amount	Amount	Amount
	Outstanding	Overdue	Outstanding	Overdue
Liabilities side:				
(1) Loans and advances availed by the non-Banking Financial company inclusive of interest accrued thereon but not paid				
(a) Debentures : Secured				
: Unsecured				
(Other than falling within the meaning of public debt)	NIL	NIL	NIL	NIL
(b) Deferred Credits	NIL	NIL	NIL	NIL
(c) Term Loans	NIL	NIL	NIL	NIL
(d) Inter-corporate loans and borrowings	NIL	NIL	NIL	NIL
(e) Commercial Paper	NIL	NIL	NIL	NIL
(f) Other Loans	NIL	NIL	NIL	NIL
<b>TOTAL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

(Amount in Rs.)		
Particulars	Amount outstanding	
	Current Year	Previous Year
Asset side:		
(2) Break-up of loans and advances including bills receivables [other than those included in (4) below]:		
(a) Secured	NIL	NIL
(b) Unsecured	98600000	83602460
<b>TOTAL</b>	<b>98600000</b>	<b>83602460</b>

(3) Break-up of leased assets and stock on hire and other assets counting towards Asset Finance Company (AFC) activities		
(i) Leased assets including lease rentals under sundry debtors		
(a) Financial lease	NIL	NIL
(b) Operating lease	NIL	NIL
(ii) Stock on hire including hire charges under sundry debtors		
(a) Asset on hire	NIL	NIL
(b) Repossessed Assets	NIL	NIL
(iii) Other loans counting towards AFC activities		
(a) Loans where assets have been repossessed	NIL	NIL
(b) Loans other than (a) above	NIL	NIL
<b>TOTAL</b>	<b>NIL</b>	<b>NIL</b>

## (4) Break-up of Investments:

## Current Investments:

## 1. Quoted:

( I ) Shares	(a) Equity	NIL	NIL
	(b) Preference	NIL	NIL
(ii) Debentures and Bonds		NIL	NIL
(iii) Units of Mutual Funds		NIL	NIL
(iv) Governments Securities		NIL	NIL
(v) Others		NIL	NIL

## 2. Unquoted:

( I ) Shares	(a) Equity	NIL	NIL
	(b) Preference	NIL	NIL
(ii) Debentures and Bonds		NIL	NIL
(iii) Units of Mutual Funds		NIL	NIL
(iv) Governments Securities		NIL	NIL
(v) Others		NIL	NIL
Units of Fixed Maturity Plans		NIL	NIL
Units of Liquid Floater Plans		NIL	NIL
TOTAL(A=1+2)		NIL	NIL

## Long Term investments:

## 1. Quoted

( I ) Shares	(a) Equity	107176951	104309065
	(b) Preference	NIL	NIL
(ii) Debentures and Bonds		NIL	NIL
(iii) Units of Mutual Funds		NIL	NIL
(iv) Government Securities		NIL	NIL
(v) Others		NIL	NIL

## 2. Unquoted:

( I ) Shares	(a) Equity	5393215	5393215
	(b) Preference	5000	5000
(ii) Debentures and Bonds		NIL	NIL
(iii) Units of Mutual Funds		NIL	NIL
(iv) Government Securities		NIL	NIL
(v) Others		NIL	NIL
TOTAL (B=1+2)		112575166	109707280
GRAND TOTAL (A + B)		112575166	109707280

## (5) Borrower group-wise classification of assets financed as in (2) and (3) above: (Amount in Rs.)

Category	Amount net of provisions					
	Current Year			Previous Year		
	Secured	Unsecured	Total	Secured	Unsecured	Total
1. Related Parties						
(a) Subsidiaries						
(b) Companies in the same group						
(c ) Other related parties		96600000	96600000		81602460	81602460
2. Other than related parties		2000000	2000000		2000000	2000000
Total		98600000	98600000		83602460	83602460

## (6) Investor group-wise classification of all investments (current and long term) in shares and securities

(both quoted and unquoted):

(Amount in Rs.)

Particulars	Current Year		Previous Year	
	Market Value/Break-up	Book Value	Market Value/Break-up	Book Value
	or fair value of NAV	(Net of Provisions)	or fair value of NAV	(Net of Provisions)
1. Related Parties				
(a) Subsidiaries				
(b) Companies in the same group				
(c ) Other related parties	157966746	90185118	169306559	84077653
2. Other than related parties	6983379	22390048	8572077	25629627
Total	164950125	112575166	177878636	109707280

## (7) Other information

Particulars	Current Year	Previous Year
( I ) Gross Non-Performing Assets		
(a) Related parties	NIL	NIL
(b) Other than related parties	2000000	2000000
( ii ) Net Non-Performing Assets		
(a) Related parties	NIL	NIL
(b) Other than related parties	NIL	1800000
( iii ) Assets acquired in satisfaction of debt	NIL	NIL

## Notes:

1. Companies in the same group means companies under the same management Companies Act, 1956.as per Section 370(1B) of the
2. For investments in case of unquoted shares, it is assumed that market value is same as book value.

**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> Sept, 2015 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.	To receive, consider and adopt the Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March, 2015 and the Reports of the Board of Directors and Auditors thereon.			
2.	To appoint Auditors and fix their remuneration.			
3.	To re-designate Sh. Navdeep Sharma (DIN: 00454285) as independent director of the Company.			
4.	To re-designate Sh.Gagnish Kumar Bhalla (DIN:00468806) as independent director of the Company.			
5.	To appoint Ms. Ruchika Oswal (DIN:00565979) as non executive director of the Company.			
6.	To appoint Sh. Pawan Kumar Sharma (DIN:07163131) as 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 33<sup>rd</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. 24<sup>th</sup> September, 2015.
- 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 atleast 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.owmnahar.com](http://www.owmnahar.com) and on the website of CDSL [www.cdslindia.com](http://www.cdslindia.com). The results shall simultaneously be communicated to the Stock Exchanges.

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**

**33<sup>rd</sup> ANNUAL GENERAL MEETING**

2015

I/we hereby record my/our presence at the 33<sup>rd</sup> Annual General Meeting of the Company to be held on Wednesday, the 30<sup>th</sup> day of September 2015 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. 18 of the Notice of 33<sup>rd</sup> Annual General Meeting carefully before voting electronically.

**ELECTRONIC VOTING PARTICULARS**

EVSN (E-voting Sequence Number)	User ID/Folio No.	Sequence No.
---------------------------------	-------------------	--------------

..... Cut here .....

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 33<sup>rd</sup> Annual General Meeting of the Company, to be held on Wednesday the 30<sup>th</sup> day of September 2015 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.	To receive, consider and adopt the Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March, 2015 and the Reports of the Board of Directors and Auditors thereon.		
2.	To appoint Auditors and fix their remuneration.		
3.	To re-designate Sh. Navdeep Sharma (DIN: 00454285) as independent director of the Company.		
4.	To re-designate Sh. Gagnish Kumar Bhalla (DIN:00468806) as independent director of the Company.		
5.	To appoint Ms. Ruchika Oswal (DIN:00565979) as non executive director of the Company.		
6.	To appoint Sh. Pawan Kumar Sharma (DIN:07163131) as director of the company.		

Place:

Signature of share holders / proxy holders  
or  
Authorised Representative

Date :

Notes:

Office  
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 33<sup>rd</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.



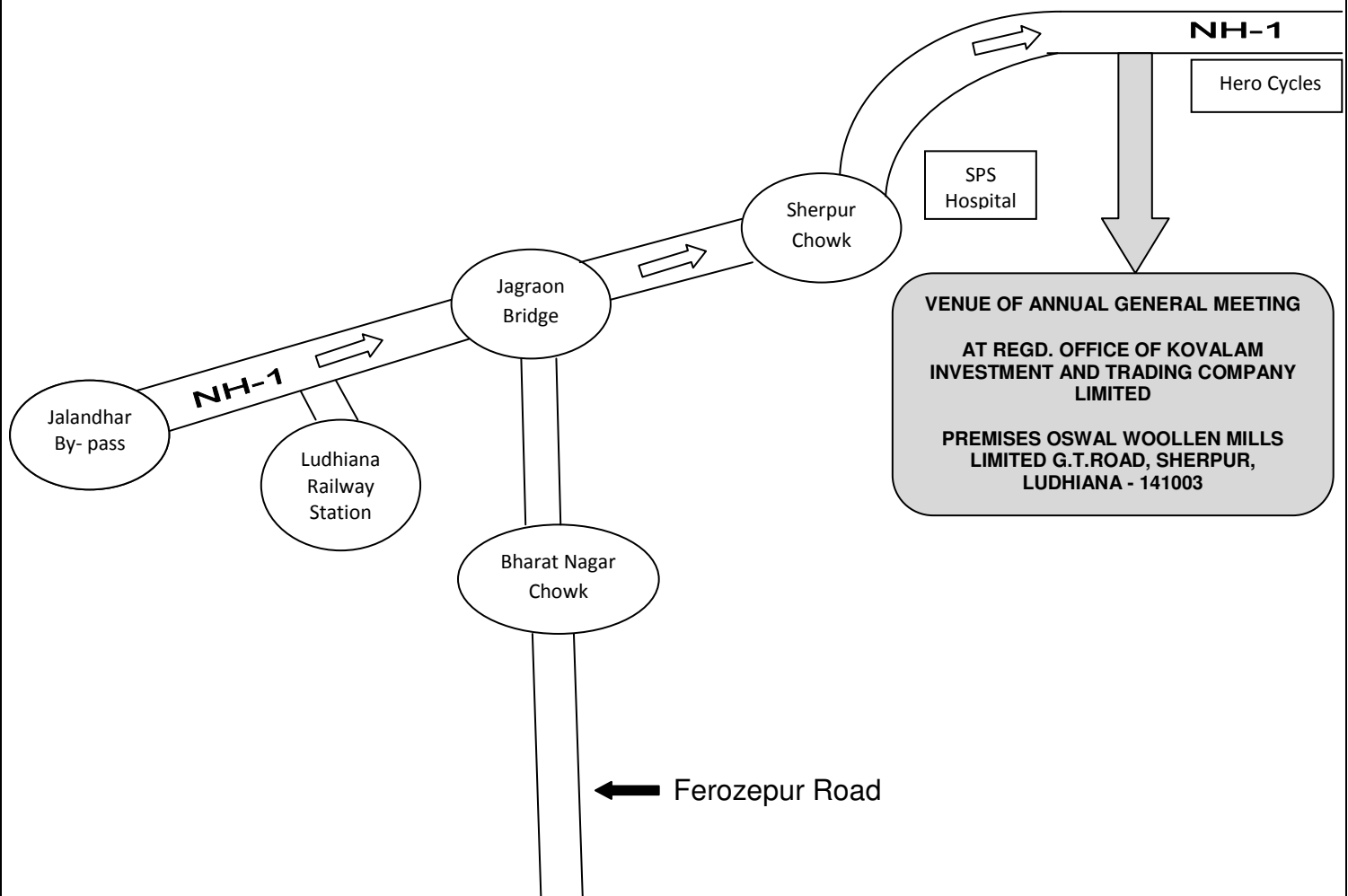
**KOVALAM INVESTMENT AND TRADING COMPANY LIMITED**

**F.Y. 2014-15**

**VENUE OF ANNUAL GENERAL MEETING**

**AT REGD. OFFICE OF KOVALAM INVESTMENT AND  
TRADING COMPANY LIMITED**

**PREMISES OSWAL WOOLLEN MILLS LIMITED G.T.ROAD,  
SHERPUR, LUDHIANA - 141003**



Route Map of AGM venue – not to scale

# COURIER

(Printed Matter)

If undelivered, Please return to:

**KOVALAM INVESTMENT AND TRADING COMPANY LIMITED**

Regd Office : Premises of Oswal Woollen Mills Ltd

G.T Road , Sherpur, Ludhiana. 141003, Punjab.

Ph:0161-5066605, Fax: 0161-5066602

Email: [kovalam@owmnahar.com](mailto:kovalam@owmnahar.com)