
KOVALAM INVESTMENT AND TRADING COMPANY LIMITED

REGD. OFFICE: PREMISES OSWAL WOOLLEN MILLS LTD, G.T. ROAD, SHERPUR, LUDHIANA-141003

POSTAL BALLOT NOTICE

[PURSUANT TO SECTIONS 110 AND 108 OF THE COMPANIES ACT, 2013 READ WITH RULES 22 AND 20 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014]

Dear Member(s),

NOTICE is hereby given pursuant to the provisions of Section 110 and Section 108 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs ('MCA') for holding general meetings/ conducting postal ballot process through e-Voting vide General Circular No(s). 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 the latest being General Circular No. 09/2024 dated September 19, 2024 read with other relevant circulars, if any, issued in this regard (collectively referred to as 'MCA Circulars') and any other applicable laws, regulations and circulars (including any statutory modification(s), amendment(s) thereto or re- enactment(s) thereof for the time being in force), to transact the below mentioned proposed special businesses by the members of the Kovalam Investment and Trading Company Limited ("the Company") by passing resolutions through postal ballot ("Postal Ballot") only through remote e-voting process ("e-voting"/"remote e-voting").

The proposed resolutions as set out below, along with an Explanatory Statement pursuant to Section 102 and other applicable provisions, if any, of the Act and Regulation 36 of the SEBI Listing Regulations pertaining to the said resolutions, setting out the material facts and the reasons thereof is annexed to this Postal Ballot Notice for your consideration and approval.

In accordance with the applicable provisions of the Companies Act, 2013, applicable Rules framed thereunder and the aforesaid MCA Circulars, the Notice of Postal Ballot is being sent through electronic mode only. The hard copy of Notice along with Postal ballot form and pre-paid businesses envelope will not be sent to the Members. This Postal Ballot Notice is being sent by email to all its members who have registered their email addresses with the Company/RTA or depository / depository participants and the communication of assent / dissent of the members will only take place through the remote e-voting system. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars.

In accordance with the provisions of the MCA Circulars, the Company has made arrangements for the members to register their e-mail addresses. Therefore, those members who have not yet registered their e-mail addresses are requested to register the same by following the procedure set out in the notes to this Postal Ballot Notice.

The postal ballot/ E-voting period commences on Friday, March 14, 2025 (09:00 A.M. IST) and ends on Monday, April 14, 2025 (05:00 P.M. IST). You are requested to peruse the proposed Resolutions set out below

along with their respective Explanatory Statement and thereafter record your assent or dissent by means of remote e-voting facility provided by the Company not later than 5:00 P.M. IST on Monday, April 14, 2025, failing which it will be strictly considered that no reply has been received from the Member. Members desiring to exercise their votes are requested to carefully read the instructions in the Notes under the section **“Instructions for voting through remote e-voting”**.

The Scrutinizer will submit his report to the Chairman of the Company (the “Chairman”) or any other duly authorized person of the Company after the receipt of assent or dissent of the Members by way of remote e-voting. The results of voting by means of Postal Ballot through remote e-Voting shall be declared by the Chairman or any other duly authorized person of the Company, within two working days from last date of e-voting, i.e., on or before Wednesday, April 16, 2025 (05:00 P.M. IST). The voting results along with Scrutinizer’s Report will be communicated to the Stock Exchange where the shares of the Company are listed i.e. Bombay Stock Exchange Limited (“BSE Ltd”) at www.bseindia.com, depositories, Registrar and Share Transfer Agents (RTA) and shall also be displayed on the Company’s website at www.owmnahar.com and on the website of Central Depository Services (India) Limited (“CDSL”) i.e. www.evotingindia.com.

SPECIAL BUSINESSES:

Item No. 1

To re-appoint Sh. Komal Jain (DIN: 00399948) as an Independent Director of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following as **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and approval of Board of Directors, Sh. Komal Jain (DIN: 00399948), Non-Executive Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in the Act and SEBI Listing Regulations and who is eligible for re-appointment and in respect of whom the company has received a notice in writing under section 160 of the said act proposing his candidature for the office of Director, be and is hereby re-appointed as an Non- Executive Independent Director of the Company, not subject to retirement by rotation, to hold office for a second term of 5(five) consecutive years commencing with effect from February 06, 2025 upto February 05, 2030.

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

Item No. 2

Approval of continuation of holding of office as Non-Executive Independent Director By Sh. Komal Jain (DIN: 00399948), upon attaining the age of 75 years and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and other applicable provisions, if any, of the Companies Act,

2013 and relevant Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors consent and approval of the Members be and is hereby accorded for continuation of holding of office as Non-Executive Independent Director of the Company by Sh. Komal Jain (DIN: 00399948), upon attaining the age of 75 years on November 16, 2029, upto the expiry of his present term of office up to February 05, 2030.

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

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

**Sd/-
(Jyoti Sud)**

**CFO Cum Company Secretary
Membership No. ACS 27162**

**Place: Ludhiana
Date: 05.03.2025**

NOTES:

1. The Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 in respect of proposed resolutions given in Postal Ballot Notice and Regulation 36 of the SEBI Listing Regulations stating all material facts and the reasons for the proposed resolution is annexed herewith.
2. The Postal Ballot Notice is being sent to all the Members through electronic mode only whose names appear on the Register of Members/ List of Beneficial Owners as received from the depositories i.e National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on close of working hours on March 07, 2025 i.e. “the cut-off date”.
3. Members whose names appear on the Register of Members/List of Beneficial Owners as on March 07, 2025 will be considered for the purpose of remote e-voting. A person who is not a shareholder as on the cut-off date should treat this Postal Ballot Notice for information purposes only.
4. In accordance with the provisions of the MCA Circulars, postal ballot forms and prepaid Businesses Reply Envelopes in physical form are not being sent to members for this Postal Ballot. Members who have registered their e-mail ids for receipt of documents in electronic mode are being sent Notice of Postal Ballot by e-mail.
5. Members may note that this Postal Ballot Notice is also be available on the Company’s website i.e. www.owmnahar.com, website of Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of CDSL at www.evotingindia.com.
6. The voting rights for the Equity Shares of the Company are one vote per equity share, registered in the name of the member. The voting rights of the members shall be in proportion to the percentage of paid-up share capital of the Company held by them, which will be determined on the basis of the paid- up value of shares registered in the name of each member as on March 07, 2025, being the cut-off date fixed for the purpose. The postal ballot/ E-voting period commences on Friday, March 14, 2025 (09:00 A.M. IST) and ends on Monday, April 14, 2025 (05:00 P.M. IST).

7. Resolutions passed by the members by the requisite majority through postal ballot shall deemed to have been passed as if they are passed at a General Meeting of the members and shall be deemed to have been passed on the last day of remote e-voting i.e. April 14, 2025.
8. In compliance with Sections 110 and 108 of the Act and the rules made thereunder, the MCA Circulars and Regulation 44 of the SEBI Listing Regulations, the Company has provided the facility to members holding equity shares as on March 07, 2025 being the cut-off date to exercise their votes electronically and to vote on resolutions through the e-voting service facility arranged by Central Depository Services Limited. As the Company is providing facility for voting by electronic means, the businesses may be transacted through such e-voting. The instructions for electronic voting are annexed to this Postal Ballot Notice. Members cannot exercise votes by proxy, though corporate and institutional members shall be entitled to vote through their authorized representatives with proof of their authorization.

Important Event dates regarding the remote e-voting facility are given below:

| EVENT | DATE |
|--|--|
| Cut-off date for determining the Members entitled to vote through e-Voting | Friday, March 07, 2025 |
| Commencement of voting | Friday, March 14, 2025 at 09:00 A.M. IST |
| End of voting | Monday, April 14, 2025 at 05:00 P.M. IST |

Shareholders desiring to exercise their vote through the e-voting process are requested to read the instructions in the Notes under the section “**Instructions for voting through remote e-voting**” in this Postal Ballot Notice. The e-Voting module will be disabled by the Service provider i.e. CDSL after 5:00 P.M. on Monday, April 14, 2025.

9. The Board of Directors of the Company in its meeting held on Wednesday, March 05, 2025 has appointed Sh. Pritpal Singh Dua, Practicing Company Secretary (CP No. 3934) of M/s P.S. Dua & Associates, Company Secretaries, as Scrutinizer for conducting the Postal Ballot / e-Voting process in a fair and transparent manner. Sh. Pritpal Singh Dua has given his consent to act as the scrutinizer and would be available for the purpose of ascertaining the requisite majority.
10. The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny, and the result of the voting by Postal Ballot through e-voting process will be announced by the Chairman or any other person authorized by him in writing, within two working days from last date of e-voting, i.e., on or before Wednesday, April 16, 2025 (05:00 P.M. IST) at the Registered Office of the Company at premises Oswal Woollen Mills Limited GT.Road, Sherpur Ludhiana-141003. The Results along with Scrutinizer's Report will be intimated to the Stock Exchange where the shares of the Company are listed i.e. BSE Limited at www.bseindia.com in accordance with the provisions of SEBI Listing Regulations and will also be displayed on the Company website www.ownmahar.com and on the website of CDSL at www.evotingindia.com.
11. The Scrutinizer's decision on the validity of the postal ballot shall be final and binding.
12. The last date of e-voting i.e. Monday, April 14, 2025 shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority.
13. All papers relating to Postal Ballot including voting by remote e-Voting shall be under the safe custody of the scrutinizer till the Chairman considers, approves and sign the minutes.

- 14.** In accordance with the provisions of the MCA Circulars, the Company is sending Postal Ballot Notice in electronic form only and to facilitate such members to receive this notice electronically and cast their vote electronically, the Company has made special arrangement for registration of email addresses in terms of the MCA Circulars. The process for registration of email address is as under:
- For voting in the resolution proposed in the Postal Ballot through remote e-voting, members who have not registered their email address may get their email address registered by sending an email to the Company by writing an email at kovalam@owmnahar.com. The members shall provide the following information in the email—
Full Name, No of shares held, Folio Number (if shares held in physical) and PAN,
Share certificate number (if shares held in physical) and Aadhar,
DP ID & Client ID (if shares are held in demat), Email id to be registered and Mobile No.
 - Post successful registration of the email, the member would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting for this Postal Ballot. In case of any queries, member may write to kovalam@owmnahar.com.
 - It is clarified that for permanent registration of email address, members are required to register their email addresses, in respect of electronic holdings with their concerned Depository Participants and in respect of physical holdings, with the Company's Share Transfer Agent i.e. virenders@alankit.com along with the details and documents mentioned under note no. 20.
 - Those members who have already registered their email address are requested to keep their email addresses validated with their Depository Participants / the Company's Registrar and Share Transfer Agent to enable servicing of notices / documents / Annual Reports electronically to their email address.
- 15.** As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the SEBI Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one daily newspaper published in the language of the region, where registered office of the Company is situated (i.e. in Hindi language).
- 16.** In case of joint holders casting their vote by e-voting, only such joint holder who is higher in the order of names will be entitled to vote.
- 17.** Dispatch of the Notice shall be deemed to be completed on the day on which Company or CDSL sends out the Postal Ballot Notice by e-mail to the members of the Company.
- 18.** All the material documents referred to in the explanatory statement are available for inspection in electronic mode, basis the request being sent on kovalam@owmnahar.com from the date of dispatch of Postal Ballot Notice until the last date for receipt of votes by e-voting.
- 19. Instructions for voting through remote e-voting:**
- Pursuant to the provisions of Section 108 and Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and MCA Circulars, the Company is providing facility of voting by electronic means to its members to

enable them to cast their votes electronically through e-voting and for this purpose, the Company has engaged the services of Central Depository Services (India) Limited (CDSL). This e-voting facility is available on resolutions set forth in this Notice. Once the vote on a resolution is cast by the member, he shall not be allowed to change it subsequently or cast the vote again. Process and manner for voting by electronic means is given in the following paras.

- ii. The e-voting period begins on 09:00 A.M. (IST) on Friday, March 14, 2025 and ends on 05:00 P.M. (IST) on Monday, April 14, 2025. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. closing hours of Friday, March 07, 2025 may cast their vote electronically. E-voting shall not be allowed beyond the said date and time and the e-voting module shall be disabled by CDSL for voting thereafter. As on the said cut-off date, the right of voting of the Members shall be reckoned and a person who is not a Member of the Company as on the cut-off date should treat this Notice for information purposes only.
- iii. The cut-off date for the purpose of e-voting is after closing hours of Friday, March 07, 2025.
- iv. Members are requested to carefully read the instructions for e-voting before casting their vote.
- v. Pursuant to **SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020**, under Regulation 44 of the SEBI Listing Regulations, Listed companies are required to provide remote e-voting facility to its shareholders in respect of all shareholders resolutions. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication, but also enhancing ease and convenience of participating in e-voting process. Members are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- vi. Pursuant to aforesaid SEBI Circular dated December 9, 2020, Login method for e-voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

| Type of Members | Login methods |
|---|--|
| Individual members holding shares in Demat mode with CDSL Depository | <p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> |

| | |
|--|---|
| | <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.</p> |
| Individual members holding shares in demat mode with NSDL Depository | <p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> |
| Individual member (holding shares in demat mode) login through their Depository Participants (DP) | <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> |

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual members holding shares in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

| Login type | Helpdesk details |
|--|--|
| Individual members holding shares in Demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33. |
| Individual members holding shares in Demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

vii. Login method for e-voting for physical members and members other than individual members holding in demat form is as under:

- 1) The members should log on to the e-voting website www.evotingindia.com
- 2) Click on “Shareholders/Members” module.
- 3) 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.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first time user follow the steps given below:

| | For Physical members and other than individual members holding shares in demat |
|--|--|
| PAN | Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA. |
| Dividend Bank Details OR Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in |

| | |
|--|--------------------|
| | instruction (vii). |
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- 7) After entering these details appropriately, click on “SUBMIT” tab.
- 8) 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.
- 9) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 10) Click on the EVSN **250307002** for the relevant **Kovalam Investment and Trading Company Limited** on which you choose to vote.
- 11) 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.
- 12) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- 13) 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.
- 14) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- 15) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- 16) If Demat account holder has forgotten the login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

viii. Additional Facility for Non – Individual Shareholders and Custodians- Remote Voting only:

- Non-Individual members (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts Linked in the login will be mapped automatically & can be delink in case of any wrong mapping.

- It is mandatory that, 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.
 - Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at cspsdia@gmail.com and to the Company at kovalam@owmnahar.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- ix. If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.
- x. Name, designation, address, e-mail ID and phone number of the person responsible to address the grievances connected with the remote e-voting:
Ms. Jyoti Sud,
Company Secretary and Compliance Officer
Premises Oswal Woollen Mills Ltd, G.T. Road, Sherpur, Ludhiana-141003
Ph. 0161-5066605, E-mail Id: kovalam@owmnahar.com.

20. PROCESS FOR THOSE MEMBERS WHOSE EMAIL IDS / MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES:

- i. **For Members holding shares in physical form-** Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) along with Form ISR-1 prescribed by SEBI vide Circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 03.11.2021 the latest being SEBI Circulars March 16, 2023, May 17, 2023 and November 17, 2023 by email to Company at kovalam@owmnahar.com or to the RTA at virenders@alankit.com. The said form is available on the website of the Company i.e. www.owmnahar.com under Investors section.
- ii. **For Members holding shares in Demat form-** Please update your email id & mobile no. with your respective Depository Participant (DP).
- iii. **For Individual Demat shareholders-** In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

By order of the Board of Directors
For Kovalam Investment and Trading Company Limited
Sd/-

(Jyoti Sud)

CFO Cum Company Secretary
Membership No. ACS 27162

Place: Ludhiana
Date: 05.03.2025

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

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

Item No. 1

The Members of the company at the 38th Annual General Meeting of the Company held on September 25, 2020 had appointed Sh. Komal Jain (DIN: 0399948) as an Independent Director of the Company for a period of Five years with effect from February, 2020 under the provisions of the Companies Act, 2013 and SEBI Listing Regulations. Accordingly, the present term of Dr. Komal Jain as Independent Director comes to an end on February 28, 2025.

As per Section 149(10) of the Companies Act 2013, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for second term of upto five consecutive years on the Board of a Company. Accordingly, the re-appointment of Sh. Komal Jain shall require the approval of the members of the Company.

Based on recommendation of Nomination and Remuneration Committee, after verifying the profile and suitability of Sh. Komal Jain and on the basis of report of performance evaluation, and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Sh. Komal Jain being eligible for re-appointment as an Independent Director and offering himself for re appointment, the Board has proposed him for his re-appointment as an Independent Director for second term of 5 (five) consecutive years commencing with effect from February 6, 2025 upto February 05, 2030.

Sh. Komal Jain, aged 70, has over 44 years of experience and knowledge in Finance, Production and Management. He possesses ample administration skills. According to the Nomination and Remuneration Committee, the role of Independent Director demands a range of skills including leadership, managerial and entrepreneurial acumen, a comprehensive understanding of relevant laws, financial knowledge, policy shaping, and corporate governance. Sh. Komal Jain's extensive experience and skill set align well with these requirements, making him well-suited for the role of Independent Director of the Company.

The Company has received a notice in writing under Section 160 of the Act from a member, signifying intention to propose the candidature of Sh. Komal Jain for the office of Director. The Company has also received the following documents from Sh. Komal Jain -(a) consent to act as a Director of the Company; (b) declaration confirming that he meets the criteria of independence as prescribed under the Act and the Listing Regulations; (c) confirmation that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act; and (d) declaration that he has not been debarred from holding the office of Director by virtue of any order passed by the Securities and Exchange Board of India or any such authority. It is also informed that Sh. Komal Jain is presently holding the position of Chairperson in Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee and will be continued the same positions in all committees with this re-appointment. His position will remain same after his re-appointment.

In the opinion of the Board, Sh. Komal Jain meets the conditions for re-appointment as an Independent Director as specified in the Companies Act, SEBI Listing Regulations, and other applicable laws and regulations. Given Sh. Komal Jain's extensive knowledge and experience, his continued association is deemed highly beneficial to the Company. Therefore, it is desirable to re-appoint him as an Independent Director for a further term of 5 (five) years to leverage his valuable contributions.

Sh. Komal Jain is not inter-se related with any other Director or Key Managerial Personnel of the Company. Also, Sh. Komal Jain does not hold by himself or for any other person on a beneficial basis, any shares in the Company. The copy of the letter of appointment of Sh. Komal Jain setting out the terms and conditions of appointment shall be available for inspection by the members without any fee by the members at the Registered Office of the Company during the normal business hours on any working day and is also available on Company's website i.e. www.kovalam@owmnahar.com.

A brief profile of Sh. Komal Jain, in terms of in terms of Regulations 26(4) and Regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, has been enclosed as the **Annexure-A** with this Postal Ballot Notice. As an Independent Director of the Company, Sh. Komal Jain will be entitled to sitting fee and reimbursement of expenses for attending the meetings of the Board and its Committees, as may be decided by the Board of Directors, from time to time.

The Board of Directors of the Company recommends the passing of the Special Resolution at Item No. 1 of the accompanying Notice.

Item No. 2

Sh. Komal Jain is being re-appointed as a Non-Executive Independent Director of the Company (Item No. 1 of the accompanying Notice) Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations").

The provisions of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 as notified on 9th May, 2018 which was effective from 1 April, 2019, provides that no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five (75) years unless a special resolution is passed to that effect.

Sh. Komal Jain is aged about 70 years and will attain at the age of 75 years on November 16, 2029. Sh. Komal Jain was appointed as Non- Executive Independent Director of the Company for a term of 5 (five) consecutive years with the approval of members in the 38th Annual General Meeting held on September 25, 2020. Sh. Komal Jain having more than 44 years of experience and knowledge in Finance, Production and Management. The Additional Information as required under Listing Regulations and Secretarial Standards on General Meetings is annexed with this Notice as an **Annexure-A**.

Considering his vast experience and knowledge, the Board is of the opinion that presence of Sh. Komal Jain on the Board will be of immense value to the Company. So it is desirable and advisable to continue avail his services as Non-Executive Independent Director.

Accordingly the resolution seeking your consent/approval by way of Special Resolution, set out at Item No. 2 of the Notice, for continuation of holding of present office by Sh. Komal Jain as Non-Executive Independent Director even after attaining the age of 75 years upto the expiry of his present term of office up to February 05, 2030 has been proposed for your approval.

Except Sh. Komal Jain, may be deemed to be concerned or interested in the aforesaid resolution, none of the other Directors, Key Managerial Personnel of the Company or their relatives is in any way, concerned or

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interested, financially or otherwise, in the proposed special resolution as set out at Item No. 2 of the notice with regard to his appointment.

The Board of Directors recommends the passing of Special Resolution set out at Item No. 2 of the accompanying Notice for approval by the Members.

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

Sd/-

(Jyoti Sud)

**CFO Cum Company Secretary
Membership No. ACS 27162**

**Place: Ludhiana
Date: 05.03.2025**

ANNEXURE-A TO THE NOTICE

Details of Directors pursuant to Regulations 26(4) and 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 on General Meetings Issued by The Institute of Company Secretaries of India regarding Director seeking appointment/re-appointment as set out in this notice furnished below:

| Particulars | Appointment |
|---|---|
| Name | Sh. Komal Jain (DIN: 00399948) |
| Designation | Non-Executive Independent Director |
| Date of birth/ age | 16.11.1954/ 70 Years |
| Date of first appointment to the Board | 29.02.2020 |
| Qualification | B.A. |
| Qualifications and Experience | He is Graduated and having more than 44 years of experience and knowledge in Finance, Production and Management. He possesses ample administration skills. |
| Terms of appointment | Re-appointment as a Non Executive, Independent Director for a second term of five (5) consecutive years with effect from February 06, 2025 upto February 05, 2030. |
| Details of Remuneration to be paid | No remuneration is proposed to be paid except sitting fee for attending the meetings of the Board/ Committees within the limits prescribed by the Companies Act, 2013. |
| Disclosure of relationship: | Sh. Komal Jain is not related to any of the other Director and Key Managerial Personnel of the Company. |
| Shareholding: | NIL Equity Shares |
| No. of Board Meetings attended during the year: | 6 |
| List of Other Directorships on other Board: | 1. Amloh Industries Limited 2. Abrotex Apparels Private Limited 3. Girnar Investment Limited 4. Vanaik Investors Ltd 5. Sankheshwar Holding Company Limited 6. Nahar Financial And Investment Limited 7. Parshav Investment And Trading Company Limited |
| List of Other Committee Membership/ Chairmanship on other Board: | None |

For Kovalam Investment and Trading Company Limited

Place: Ludhiana
Date: 05.03.2025

Sd/-
(Jyoti Sud)
CFO Cum Company Secretary
Membership No. ACS 27162