

NOTICE

Notice is hereby given that the 35th Annual General Meeting of the members of Kovalam investment & Trading Company Limited will be held at Regd. Office of the Company i.e at the premises of Oswal Woollen Mills Ltd, G.T Road, Sherpur, Ludhiana ,on Wednesday the 27th day of September 2017 at 4:00 PM to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the standalone as well as consolidated financial statements for the financial year ended on 31.03.2017 and the Reports of Board of Directors and Auditors thereon.
2. To appoint Director in place of Sh Pawan Kumar Sharma (DIN No.07163131) who retires by rotation and being eligible, offers himself for re-appointment
3. To appoint the auditors of the Company, and to fix their remuneration.

Explanation: The Companies Act, 2013 ('the Act') was notified effective April,1, 2014. Section 139 of the Act lays down the criteria for appointment and mandatory rotation of statutory auditors. Pursuant to Section 139 of the Act and the Rules made there under, it is mandatory to rotate the statutory auditors on completion of two terms of five consecutive years. The Rules also lay down the transitional period that can be served by the existing auditors depending on the number of consecutive years for which an audit firm has been functioning as auditor in the same company. The incumbent auditors, Gupta Vigg & Co, Chartered Accountants (Firm registration number : 001393N) have served the Company for over 10 years before the Act was notified and will be completing the maximum number of transitional period (three years) at the ensuing 35th AGM.

The audit committee of the Company has proposed and the Board has recommended the appointment of YAPL & CO, Chartered Accountants (Firm registration number: 017800N) as the statutory auditors of the Company. Auditors will hold office for a period of five consecutive years from the conclusion of the 35th Annual General Meeting of the Company, till the conclusion of the 40th Annual General Meeting to be held in 2022. The first year of audit will be of the financial statements for the year ending March 31,2018.

Therefore, shareholders are requested to consider and if thought fit, to pass the following resolution as ordinary resolution:

RESOLVED THAT , pursuant to Sections 139 and 142 and other applicable provisions of the Companies Act, 2013 and the Rules made there under, as amended from time to time, and pursuant to the proposals of the audit committee of the Board and recommendation of the Board, YAPL & CO, Chartered Accountants (Firm registration number : 017800N) be and is hereby appointed as the statutory auditors of the Company, to hold office for a period of five consecutive years commencing from the financial year 2017-18 from the conclusion of 35th Annual General Meeting till the conclusion of 40th Annual General Meeting of the Company to be held in the Year,2022, subject to ratification of their appointment by the members at every Annual General Meeting held after this Annual General Meeting at such remuneration and other expenses as mutually agreed by the audit committee and the Auditors

For and on behalf of the Board

Sd/-
Navdeep Sharma
Chairman
(DIN :0454285)

Palce: Ludhiana
Date : 01.09.2017

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. Proxies in order to be effective must be 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 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
5. The register of members and share transfer books of the company shall remain closed from 21st September 2017 to 23rd September 2017 (both days inclusive) for AGM purpose.
 6. The documents referred to in the explanatory statement are open for inspection at the Registered office of the company on any working day (except holiday) between 10 AM to 1.00 P M upto the date of annual general meeting.
 7. Electronic copy of the Annual Report for the year 2016-17 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.
 8. Members are requested to bring their attendance slip alongwith their copy of Annual Report to the meeting.
 9. 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.
 10. 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.
 11. 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.
 12. In compliance with Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 as well as Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company is providing facility for voting by electronic means and the business contained in this Notice shall be transacted through such voting. For this purpose, the Company has engaged the services of M/s. Central Depositories Services (India) Ltd. (CDSL) for providing e-voting facility to enable the shareholders to cast their votes electronically.
 13. Notice of the 35th Annual General Meeting and the Annual Report for the financial year 2016-17 will also be available on the Company's website i.e. www.owmnahar.com. The above said Notice will also be available on the website of CDSL i.e. www.cdslindia.com.
 14. 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.
 15. 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.
 16. Members are requested to notify the change in their address, if any, to the company at the earliest.
 18. To avail the facility of nomination the members are requested to send us duly filled and signed nomination form (Form No. SH- 13.)
 19. **The instructions for shareholders voting electronically are as under:**
 - (i) The voting period begins on 24.09.2017 from 9.00 AM and ends on 26.09.2017 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 20.09.2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote again at the meeting venue.
 - (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (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 and

voted on an earlier voting of any company, then your existing password is to be used.

(viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the the first two letters of their name and the 8 digits of the sequence number in the PAN field. Sequence number is printed on attendance slip In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with Sequence number 1 then enter RA0000001 in the PAN field
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant **Kovalam Investment And Trading Company Limited** on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting.

Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android, Apple and Windows based mobiles. The m- Voting app can be downloaded from Google Play Store, App Store and the Windows Phone store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) **Note for Non – Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on. The list of accounts Linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have

issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xxi) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e 20.09.2017 may follow the same instructions as mentioned above for e-Voting.

(xxii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

Other instructions:

(xxiii) Voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on cut off date.

(xxiv) Mr. P.S. Dua, Practicing Company Secretary (Membership NO. FCS 4552), will act as a Scrutinizer to the e-voting process in a fair and transparent manner (including the ballot forms received from members who do not have access to the e-voting process).

(xxv) The Scrutinizer shall immediately after the conclusion of Annual General Meeting first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not alter than three days of conclusion of the meeting, a Consolidated Scrutinizer's Report of the total votes cast in the favour or against, if any, forthwith to the Chairman of the Company.

(xxvi) The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company i.e. www.owmnaahar.com and on the website of CDSL i.e. www.cdslindia.com. The results shall simultaneously be communicated to the Stock Exchanges.

(xxvii) Subject to the receipt of requisite number of votes, the resolution shall be deemed to be passed on the date of the 35th. Annual General Meeting i.e. 29th. September, 2017.

(xxviii) A person who is not a Member as on the cut off date i.e 20th September, 2017 should treat this Notice for information purposes only.

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 1st September, 2017 of the Company by conveying my/our assent (for) or dissent (against) the said Resolutions by placing the tick mark(✓) at the appropriate box below:

Resolution No.	Description	No. of Shares	I/we assent to the Resolution (FOR)	(/We dissent to the Resolution (AGAINST)
1.	ADOPTION OF FINANCIAL STATEMENTS STANDALONE AS WELL AS CONSOLIDATED FOR THE YEAR ENDING 31.03.2017			
2	APPOINTMENT OF SH PAWAN KUMAR SHARMA (DIN: 07163131) AS A DIRECTOR LIABLE TO RETIRE BY ROTATION			
3.	APPOINTMENT OF AUDITORS.			

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.

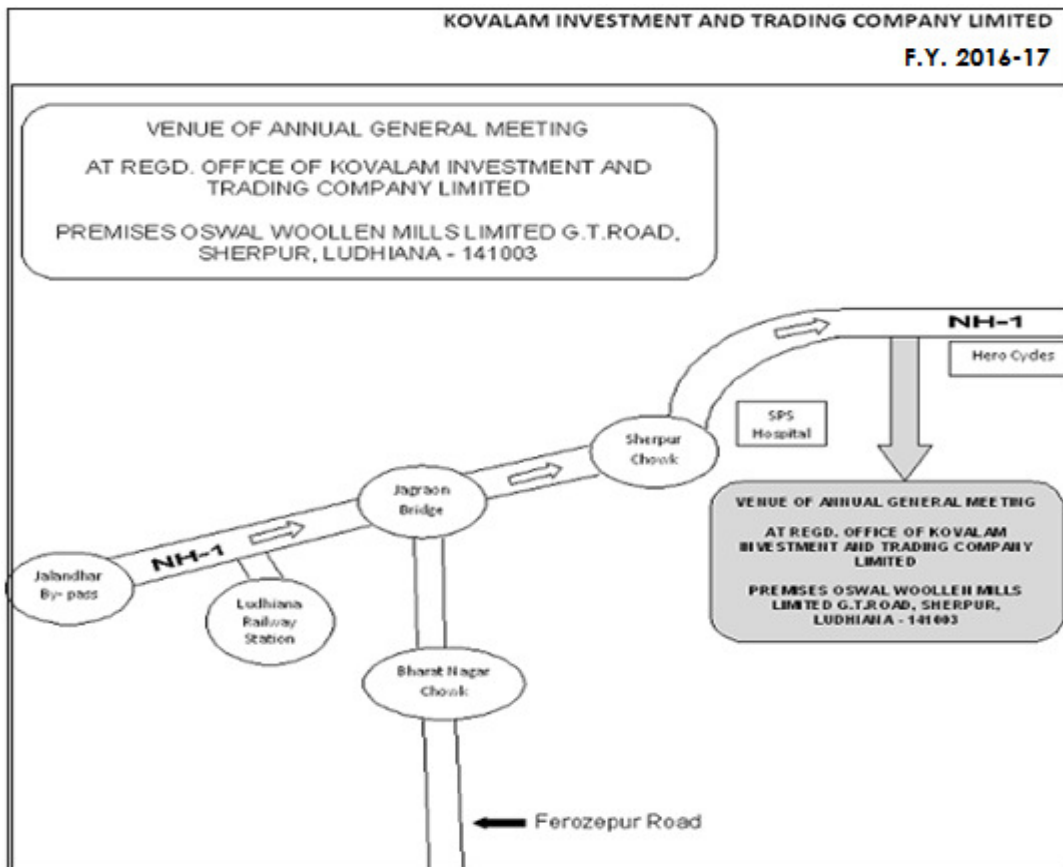
INSTRUCTIONS

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 35th 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. 20th September, 2017.
- d. The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tick mark (✓) in the appropriate column in the Ballot Form. The assent or dissent received in any other form shall not be considered valid.
- e. Members are requested to fill the Ballot Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
- f. Incomplete, unsigned or incorrectly ticked Ballot Forms will be rejected.
- g. The Scrutinizer shall immediately after the conclusion of Annual General Meeting first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting, a Consolidated Scrutinizer's Report of the total votes cast in the favor or against, if any, forthwith to the Company.
- h. The result declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.owmnaahar.com and on the website of CDSL www.cdslindia.com. The results shall simultaneously be communicated to the Stock Exchanges.



Route Map of AGM venue – not to scale

KOVALAM INVESTMENT AND TRADING COMPANY LIMITED
 CIN:L65910PB1981PLC023058
 Regd. Office: Premises Oswal Woollen Mills Ltd,
 G.T. Road, Sherpur, Ludhiana
 Phone No. 0161-5066605, Fax. No. 0161- 5066602
 Email: kovalam@owmnahar.com

**ATTENDANCE SLIP
 E- VOTING PARTICULARS**

35 th ANNUAL GENERAL MEETING

2017

I/we hereby record my/our presence at the 35th Annual General Meeting of the Company to be held on Wednesday, the 27th day of September 2017 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.19 of the Notice of 35th Annual General Meeting carefully before voting electronically.

ELECTRONIC VOTING PARTICULARS

EVSN (E-voting Sequence Number)	User ID/Folio No.	Sequence No.
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KOVALAM INVESTMENT AND TRADING COMPANY LIMITED
 CIN:L65910PB1981PLC023058
 Regd. Office: Premises Oswal Woollen Mills Ltd,
 G.T. Road, Sherpur, Ludhiana
 Phone No. 0161-5066605, Fax. No. 0161- 5066602
 Email: kovalam@owmnahar.com

PROXY FORM (Form No. MGT-11)

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

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

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

- Name _____ Address: _____
 Email Id: _____ Signature: _____ or failing him
- Name : _____ Address : _____
 Email Id: _____ Signature : _____

as my/our proxy attend and vote (on a poll) for me/us and on my/our behalf at the 35th Annual General Meeting of the Company, to be held on Wednesday the 27th day of September 2017 at 4.00 pm at the premises of Oswal Woollen Mills Limited, G.T.Road, Sherpur Ludhiana and at any adjournment thereof in respect of such resolutions as are indicated below.

Resolution No.	Resolution	Optional	
		FOR	AGAINST
1.	ADOPTION OF FINANCIAL STATEMENTS STANDALONE AS WELL AS CONSOLIDATED FOR THE YEAR ENDING 31.03.2017		
2.	APPOINTMENT OF SH PAWAN KUMAR SHARMA (DIN:07163131) AS A DIRECTOR LIABLE TO RETIRE BY ROTATION		
3.	APPOINTMENT OF AUDITORS.		

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 35th 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.