August 31, 2020

KOVALAM INVESTMENT AND TRADING COMPANY LIMITED

Corporate Relations Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400001

Scrip Code: 505585

Sub: Notice Convening 38th Annual General Meeting, Intimation of Book Closure and E-Voting Information.

Dear Sir / Madam,

Pursuant to the Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith copy of Notice of 38th Annual General Meeting of the Company has been scheduled to be held on Friday, September 25, 2020 at 04:00 P.M. through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) in accordance with General Circular numbers 14/2020, 17/2020 and 20/2020, dated April 08, 2020, April 13, 2020 and May 05, 2020 respectively, issued by the Ministry of Corporate Affairs (MCA) and Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as ‘Circulars’). The copy of the Notice is also available on the website of the Company at www.owmnahar.com.

Further, pursuant to the provisions of Section 91 of the Companies Act, 2013 and the rules framed thereunder and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, this is to inform you that the Register of Members and Share Transfer Books of the Company will remain closed from Saturday, September 19, 2020 to Friday, September 25, 2020 (both days inclusive) for the purpose of 38th Annual General Meeting (AGM) of the Company.

Further, pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with aforesaid circulars, the Company has engaged the Services of Central Depository Services (India) Limited (CDSL) for providing the remote e-voting facility, joining the AGM through VC/OAVM and e-voting system during the AGM to its Members holding shares in Physical or Dematerialized form in respect of businesses to be transacted at the 38th Annual General Meeting of the Company.

The Company has fixed Friday, September 18, 2020 (End of day), as the cut-off date for the purpose of determining the members eligible to cast their votes by remote e-voting facility or e-voting during the AGM. The remote e-voting facility will commence on Tuesday, September 22, 2020 at 09:00 A.M. (IST) and will end on Thursday, September 24, 2020 at 05:00 P.M. (IST).

Kindly take the same on your record and acknowledge.

For Kovalam Investment and Trading Company Limited

(Jyoti Sud)
Company Secretary and Compliance Officer

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

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements for the financial year ended on 31.03.2020 and the Reports of Board of Directors and Auditors thereon.

2. To appoint Director in place of Sh. Navdeep Sharma (DIN: 00454285) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

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

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

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

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any
statutory modification(s) or re-enactment(s) thereof, for the time being in force), Sh. Komal Jain (DIN: 00399948), who was appointed as an Additional Director of the Company on the Board of Directors of the Company with effect from February 29, 2020, who shall hold the office upto the date of ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the said Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not subject to retirement by rotation, to hold office for 5 (five) consecutive years commencing with effect from February 29, 2020 upto February 28, 2025.

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

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

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

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

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

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

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”
7. Re-designation of Sh. Navdeep Sharma (DIN: 00454285), as Non-Executive Non-Independent Director of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

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

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

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

Place: Ludhiana                                                                                                                                         Jyoti Sud
Date: 29.07.2020                                                                                                 CFO Cum Company Secretary

NOTES:

1. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 (‘the Act’) relating to the Special Business to be transacted at the 38th Annual General Meeting (AGM) under Item Nos. 3 to 7, is annexed hereto.

2. In view of the continuing Covid-19 pandemic, the 38th Annual General Meeting (AGM) is convened through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) pursuant to General Circular numbers 14/2020, 17/2020 and 20/2020, dated April 08, 2020, April 13, 2020 and May 05, 2020 respectively, issued by the Ministry of Corporate Affairs (MCA) and Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as ‘Circulars’), which allow the companies to hold AGM through VC/OAVM, which does not require physical presence of members at a common venue. The deemed venue for the 38th AGM shall be the Registered Office of the Company i.e. Premises, Oswal Woollen Mills Ltd., G.T. Road, Sherpur, Ludhiana-141003, Punjab.

3. The Company has availed the services of Central Depository Services Limited (CDSL), Depository Participant, as the authorized agency for conducting the AGM through VC/OAVM and providing remote e-voting and e-voting facility during the AGM.

4. Pursuant to MCA General Circular No. 14/2020 dated April 08, 2020, read with MCA General Circular No. 20/2020 dated May 05, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this 38th AGM as the AGM is convened through VC / OAVM.
However, in pursuance of Section 113 of the Companies Act, 2013, representatives of the members such as body corporate can attend the 38th AGM through VC/OAVM and cast their votes through e-voting.

5. Corporate members intending to appoint authorised representative(s) to attend the AGM through VC/OAVM and vote on their behalf at the 38th AGM are requested to send to the Company a scanned certified true copy of the resolution of the Board of Directors (PDF Format) authorising their representative(s) to attend and vote along with specimen signature of the duly authorised representative(s) by e-mail to kovalam@owmnahar.com before the commencement of the 38th AGM.

6. In case of joint holders only such joint holder who is higher in the order of names will be entitled to vote during the meeting, provided the votes are not already cast by remote e-voting.

7. Pursuant to Section 91 of the Companies Act, 2013 and Rule 10 of the Companies (Management and Administration) Rules, 2014 read with Regulation 42(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from Saturday, September 19, 2020 to Friday, September 25, 2020 (both days inclusive) for AGM purpose.

8. In accordance with MCA Circulars dated April 08, 2020 and April 13, 2020 and SEBI Circular dated May 12, 2020 due to COVID-19 pandemic, the Notice of 38th AGM along with the Annual Report for the financial year 2019-2020 is being sent only through electronic mode to those Members, whose E-mail addresses are registered with the Company/ Company’s Registrar and Share Transfer Agents, Alankit Assignments Limited (RTA) / Depositories. Members may also note that the Notice of 38th AGM along with the Annual Report for the financial year 2019-2020 has been uploaded on the Company’s website at www.owmnahar.com and also on the website of the Stock Exchange where the shares of the Company have been listed viz., BSE Limited - www.bseindia.com. The Notice of the 38th AGM may also be accessed by the members from the website of CDSL i.e. evotingindia.com

9. As a part of the green initiatives and for receiving all communication (including Notice and Annual Report) from the Company electronically:

   A) Members holding shares in physical mode and who have not registered/ updated their email addresses with the Company/ RTA are requested to register/ update the same by writing to the Company/ RTA with details of folio number and attaching a self-attested copy of the PAN Card at kovalam@owmnahar.com or to the Company’s RTA at rta@alankit.com.

   B) Members holding shares in dematerialised mode are requested to register/ update their email addresses with the relevant Depositories.

   Upon such Registration, all communication from the Company/ RTA will be sent to the registered E-mail address.

10. Members attending the AGM through VC / OAVM shall be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

11. The information about the Directors seeking appointment / re-appointment in the Annual General Meeting as required under Regulation 36(3) of Securities and Exchange Board of India (Listing
Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “Listing Regulations”) and Secretarial Standard-2 on General Meetings issued by ICSI is annexed herewith as Annexure-A.

12. Members holding shares in physical form are requested to notify change in their address, if any, along with the self-attested copy of address proof i.e., Aadhaar Card / Electricity Bill / Telephone Bill / Driving License / Passport / Bank Passbook particulars to the Company/ Registrar and Transfer Agent of the Company. However, members holding equity shares in dematerialized form may notify the change in their address, if any, to their respective Depository Participants, as the case may be.

13. As per the provisions of Section 72 of the Act and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, Members holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company’s RTA. In respect of shares held in demat form, the nomination form may be filed with the respective DP.

14. The Securities and Exchange Board of India (“SEBI”) vide its circular no. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018, with a view to protect the interest of the shareholders, has mandated to all the members who holds securities of the Company in physical form, to furnish to the Company / its Registrar and Transfer Agent (RTA) of the Company M/s Alankit Assignments Limited, (Unit: Kovalam Investment and Trading Company Limited), Alankit House 4E/2, Jhandewalan Extension, New Delhi – 110055, the details of their valid Permanent Account Number (PAN) and Bank Account details. In this regard, the Members are requested to submit a duly signed letter along with self-attested copy of PAN Card(s) of all the registered Members (including joint holders) along with original cancelled cheque/ a copy of Bank Passbook duly attested by the Bank, not being a date earlier than one month bearing the name of the sole / first holder. Members holding shares in demat form are requested to submit the aforesaid documents to their respective Depository Participant(s).

15. SEBI vide its Circular No. SEBI/LAD-NRO/GN/2018/24 dated June 08, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018 and as per Regulation 40 of Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from 1st April, 2019, except in case of request received for transmission or transposition of securities. However, it is clarified that, members can continue holding shares in physical form. Transfer of shares in demat form will facilitate convenience and ensure safety of transactions for investors.

Members holding shares in physical form are requested to consider converting their holdings in the dematerialised form to eliminate the risk of associated with physical shares. The Members who are desirous to convert their physical holdings into dematerialised form, may contract the Depository Participant of their choice. In case of transmission of shares held in physical mode, it is mandatory to furnish a copy of the PAN Card of the legal heir(s)/ Nominee(s).

16. The Register of Directors and KMP and their shareholding, Register of contracts or arrangements in which Directors are interested maintained under Sections 170 and 189 of the Companies Act, 2013 and Register of Members as maintained by RTA, respectively will be available electronically for inspection by the members at the AGM.

17. All the documents referred to in the Notice of the Meeting will be available for electronic inspection for Members on all working days (except holiday) between 10:00 AM to 1:00 PM upto the date of
Annual General Meeting. Members seeking to inspect such documents can send an E-mail to kovalam@owmnahar.com

18. Members seeking any information with regard to annual accounts at the time of meeting are requested to send their queries to the Company via E-mail to kovalam@owmnahar.com at least seven days before the date of meeting so as to enable the management to keep the relevant information ready.

19. The members / investors may send their complaints/ queries, if any to the Company’s RTA at rta@alankit.com or to the Company at kovalam@owmnahar.com

20. Since the 38th AGM being held through VC/OAVM in compliance with the provisions of the Companies Act, 2013 read with MCA circulars and SEBI Circular, the Route Map, Attendance Slip, ballot form and proxy form are not attached to this Notice.

21. PROCEDURE FOR REMOTE E-VOTING, E-VOTING DURING THE AGM AND ATTENDING THE 36TH AGM THROUGH VC/OAVM:

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

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at https://www.evotingindia.com under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN 200819021 of the Company will be displayed.

2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. The Members can join the 38th AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 250 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

6. Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice.
7. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request in advance at least 3 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at kovalam@owmnahar.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 3 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at kovalam@owmnahar.com. These queries will be replied to by the Company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.

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

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

i. The remote e-voting period begins on Tuesday, September 22, 2020 at 09.00 A.M. and ends on Thursday, September 24, 2020 at 05.00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date i.e., Friday, September 18, 2020, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.

ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote again at the meeting venue.

iii. The shareholders should log on to the e-voting website www.evotingindia.com

iv. Click on “Shareholders/Members” module.

v. Now Enter your User ID

   a. For CDSL: 16 digits beneficiary ID,
   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
   c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
   OR
   d. Alternatively, if you are registered for CDSL’s EASI/EASIEST e-services, you can log-in at https://www.cdslindia.com from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL’s EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.
vi. Next enter the Image Verification as displayed and Click on Login.

vii. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

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

<table>
<thead>
<tr>
<th>For Members holding shares in Demat Form and Physical Form</th>
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<tbody>
<tr>
<td><strong>PAN</strong></td>
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<tr>
<th>Dividend Bank Details OR Date of Birth (DOB)</th>
<th>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.</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>• 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).</td>
</tr>
</tbody>
</table>

ix. After entering these details appropriately, click on “SUBMIT” tab.

x. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

xi. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

xii. Click on the EVSN 200819021 for the relevant Kovalam Investment And Trading Company Limited on which you choose to vote.

xiii. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

xiv. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
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.

Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

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.

Shareholders can also cast their vote using CDSLs 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 Remote E-voting on your mobile.

**THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING DURING THE 38th AGM ARE AS UNDER:**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting since the Meeting is being held through VC/OAVM.

2. The e-voting window shall be activated upon instructions of the Chairman of the Meeting during the AGM.

3. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

4. If any Votes are cast by the members through the e-voting available during the AGM and if the same members have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

5. Shareholders who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

1. **For Physical shareholders** - 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) by email to Company email id at kovalam@owmnahar.com /RTA email id at rta@alankit.com.

2. **For Demat shareholders** - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement,
PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to Company email id at kovalam@owmnahar.com /RTA email id at rta@alankit.com.

3. The Company Secretary shall co-ordinate with CDSL and provides the login credentials to the above mentioned shareholders.

xx. **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (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 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.

- 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 and to the Company at the email address viz; 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.

xxi. Members who have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, 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 or contact Mr. Nitin Kunder (022-23058738 ) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542) or Toll Free No.: 1800-200-5533.

xxii. All grievances connected with the facility for remote e-voting may be addressed to Mr. Rakesh Dalvi, 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 on 022-23058542/43.

xxiii. 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, Punjab
Ph. 0161-5066605, E-mail Id: kovalam@owmnahar.com.
22. Other instructions:

i. Vote on a resolution, once cast, cannot be changed subsequently.

ii. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on cutoff date i.e. **Friday, September 18, 2020.**

iii. Any person, who acquires shares of the Company and becomes Member of the Company after the Notice is sent and holding shares as on the cut-off date i.e. **Friday, September 18, 2020** may follow the same instructions as mentioned above for e-Voting and remote e-voting.

iv. The persons who have acquired shares of the Company and become members of the Company after the Notice is sent may send a request to the Company Secretary via email at kovalam@owmnahar.com for a copy of the Annual report.

v. The Board of Directors has appointed Sh. P.S. Dua of M/s. P.S. Dua & Associates, Practicing Company Secretaries (C.P. No. 3934), as the Scrutinizer to the remote e-voting and e-voting process at the AGM in a fair and transparent manner.

vi. The Scrutinizer shall immediately after the conclusion of Annual General Meeting first count the votes cast at the meeting e-voting system and the votes cast through remote e-voting in the presence of at least two witnesses who are not in the employment of the Company and make, not later than 48 hours from the conclusion of the meeting, submit a Consolidated Scrutinizer’s Report of the total votes cast in the favour or against, if any, forthwith to the Chairman or person authorised by the Chairman in writing for counter signature.

vii. The results declared along with the consolidated scrutinizer’s report shall be placed on the website of the Company i.e. www.owmnahar.com and on the website of CDSL i.e. www.evotingindia.com. The results shall simultaneously be communicated to the BSE Limited where the shares of the Company are listed for placing the same in their website at www.bseindia.com.

viii. A person who is not a Member as on the cutoff date i.e. **Friday, September 18, 2020** should treat this Notice for information purposes only.

ix. Subject to the receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the 38th Annual General Meeting i.e. **September 25, 2020.**

EXPLANATORY STATEMENT UNDER 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. 3**
The Board of Directors of the Company had appointed Smt. Manisha Oswal (DIN: 06948181), as an Additional Director w.e.f. 16.12.2019 pursuant to provisions of Section 161 of the Companies Act, 2013, who shall hold office up to the date of ensuing Annual General Meeting.
In terms of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as ‘Act’) and Companies (Appointment and Qualification of Directors) Rules, 2014. The Company has received a notice in writing under Section 160 of the said Act proposing her candidature for the appointment as Director has also been received from a member.

Smt. Manisha Oswal 25 years of experience and knowledge in Administration. So for the Company’s interest your board intends to avail the services of Smt. Manisha Oswal as a Director of the Company.

The Company in this context has received a consent in writing to act as Director in Form DIR-2 and an intimation in Form DIR-8, to the effect that she is not disqualified under Section 164(2) of the Companies Act, 2013. The Additional Information as required under Listing Regulations and Secretarial Standards on General Meetings is annexed with this Notice as an Annexure-A.

Considering her vast experience and knowledge, the Board is of the opinion that presence of Smt. Manisha Oswal on the Board will be of immense value to the Company.

Except Smt. Manisha Oswal, the appointee, none of the other Directors, Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise, in the proposed resolution as set out at Item No. 3 of the notice with regard to her appointment.

The Ordinary Resolution as set out in Item No. 3 of this Notice is accordingly recommended for your approval.

Item No. 4
The Board of Directors of the Company had appointed Sh. Komal Jain (DIN: 00399948), as an Additional Director w.e.f. 29.02.2020 pursuant to provisions of Section 161 of the Companies Act, 2013, who shall hold office up to the date of ensuing Annual General Meeting.

In terms of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as ‘Act’) and Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “Listing Regulations”), Sh. Komal Jain, is to be appointed as an Independent Director for a term of 5 (five) consecutive years commencing from 29.02.2020 in respect of whom a notice as required under Section 160 of the Act proposing his candidature for the appointment as an Independent Director has also been received from a member.

Sh. Komal Jain aged about 65 years is appointed as Non-Executive Independent Director of the Company, and has over 39 years of experience and knowledge in Finance, Production and Management. He possesses ample administration skills.

In the opinion of the Board, the proposed appointee fulfills all the conditions specified in the Companies Act, 2013 and the rules made thereunder and that the proposed director is independent of the management for such appointment.

The Company in this context has received a consent in writing to act as Director in Form DIR-2 and an intimation in Form DIR-8, to the effect that he is not disqualified under Section 164(2) of the Companies Act, 2013. 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.

A copy of the draft letter of appointment of Sh. Komal Jain as an Independent Director setting out the terms and conditions shall be available electronically at the meeting for inspection by the members and shall also be available for electronic inspection during business hours.

Except Sh. Komal Jain, the appointee, none of the other Directors, Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise, in the proposed resolution as set out at Item No. 4 of the notice with regard to his appointment.

The Ordinary Resolution as set out in Item No. 4 of this Notice is accordingly recommended for your approval.

Item No. 5
The Board of Directors of the Company had appointed Sh. Faqir Chand Jandey (DIN: 08379534), as an Additional Director w.e.f. 29.02.2020 pursuant to provisions of Section 161 of the Companies Act, 2013, who shall hold office upto the date of ensuing Annual General Meeting.

In terms of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as ‘Act’) and Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “Listing Regulations”), Sh. Faqir Chand Jandey, is to be appointed as an Independent Director for a term of 5 (five) consecutive years commencing from 29.02.2020 in respect of whom a notice as required under Section 160 of the Act proposing his candidature for the appointment as an Independent Director has also been received from a member.

Sh. Faqir Chand Jandey aged about 73 years was appointed as Non-Executive Independent Director of the Company, and has over 40 years of experience and knowledge in Legal and Management. He possesses ample administration skills.

In the opinion of the Board, the proposed appointee fulfills all the conditions specified in the Companies Act, 2013 and the rules made thereunder and that the proposed director is independent of the management for such appointment.

The Company in this context has received a consent in writing to act as Director in Form DIR-2 and an intimation in Form DIR-8, to the effect that he is not disqualified under Section 164(2) of the Companies Act, 2013. 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. Faqir Chand Jandey on the Board will be of immense value to the Company.

A copy of the draft letter of appointment of Sh. Faqir Chand Jandey as an Independent Director setting out the terms and conditions shall be available electronically at the meeting for inspection by the members and shall also be available for electronic inspection during business hours.
Except Sh. Faqir Chand Jandey, the appointee, none of the other Directors, Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise, in the proposed resolution as set out at Item No. 5 of the notice with regard to his appointment.

The Ordinary Resolution as set out in Item No. 5 of this Notice is accordingly recommended for your approval.

Item No. 6
Sh. Faqir Chand Jandey is being appointed as a Non-Executive Independent Director of the Company (Item No. 5 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. Faqir Chand Jandey is 74 years of age and will attain at the age of 75 years on 20th June, 2021. Sh. Faqir Chand Jandey was appointed as Non-Executive Independent Director of the Company for a term of 5 (five) consecutive years subject to the approval of members in the ensuing Annual General Meeting, and has over 40 years of experience and knowledge in Legal and Management. He possesses ample administration skills. 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. Faqir Chand Jandey 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. 6 of the Notice, for continuation of holding of present office by Sh. Faqir Chand Jandey as Non-Executive Independent Director even after attaining the age of 75 years up to the expiry of his present term of office up to February 28, 2025, has been proposed for your approval.

Except Sh. Faqir Chand Jandey, 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 interested, financially or otherwise, in the proposed resolution as set out at Item No. 6 of the notice with regard to his appointment.

The Special Resolution as set out in Item No. 6 of this Notice is accordingly recommended for your approval.

Item No. 7
At the 36th Annual General Meeting of the Company held on September 28, 2018, Sh. Navdeep Sharma was re-appointed as an Independent Director of the Company for a period of 3 (three) consecutive years i.e up to the conclusion of 39th Annual General Meeting to be held in the year 2021. Sh. Navdeep
Sharma aged 61 years has presently expressed his desire to relinquish his role of Non-Executive Independent Director and to continue guiding the Company and mentoring the leadership team by acting as Non-Executive Non-Independent Director on the Board of the Company.

Accordingly, the Board of Directors of the Company, in its meeting held on February 29, 2020, approved the change in designation of Sh. Navdeep Sharma from Non-Executive Independent Director to Non-Executive Non-Independent Director of the Board of Directors of the Company with effect from February 29, 2020 as per recommendation of the Nomination and Remuneration Committee, subject to the approval of Members.

The Company in this context has received consent in writing to act as Director in Form DIR-2 and intimation in Form DIR-8, to the effect that she is not disqualified under Section 164(2) of the Companies Act, 2013. 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. Navdeep Sharma on the Board will be of immense value to the Company.

Except Sh. Navdeep Sharma, 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 interested, financially or otherwise, in the proposed resolution as set out at Item No. 7 of the notice with regard to his appointment.

The Ordinary Resolution as set out in Item No. 7 of this Notice is accordingly recommended for your approval.

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

Place: Ludhiana                               Jyoti Sud
Date: 29.07.2020                               CFO Cum Company Secretary
ANNEXURE – A

Information pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 on General Meetings regarding Director seeking appointment/re-appointment as set out in this notice furnished below:

<table>
<thead>
<tr>
<th>Particulars</th>
<th>Retire by rotation and Re-designation</th>
<th>Appointment</th>
</tr>
</thead>
<tbody>
<tr>
<td>Name</td>
<td>Sh. Navdeep Sharma (DIN: 00454285)</td>
<td>Smt. Manisha Oswal (DIN: 06948181)</td>
</tr>
<tr>
<td>Designation</td>
<td>Non-Executive Director</td>
<td>Non-Executive Director</td>
</tr>
<tr>
<td>Date of birth/ age</td>
<td>02/06/1959/ 61 years</td>
<td>10/09/1965/ 54 years</td>
</tr>
<tr>
<td>Date of appointment</td>
<td>31.05.2006</td>
<td>16.12.2019</td>
</tr>
<tr>
<td>Qualification</td>
<td>B.A., LLB</td>
<td>Graduate</td>
</tr>
<tr>
<td>Experience</td>
<td>More than 39 years’ experience in Corporate Taxation</td>
<td>25 years of experience and knowledge in Administration.</td>
</tr>
<tr>
<td>Terms of appointment</td>
<td>Liable to retire by rotation</td>
<td>Liable to retire by rotation</td>
</tr>
<tr>
<td>Remuneration for the F.Y. 2019-2020</td>
<td>NIL</td>
<td>NIL</td>
</tr>
<tr>
<td>Disclosure of relationship:</td>
<td>Sh. Navdeep Sharma is not related to any of the other Director and Key Managerial Personnel of the Company.</td>
<td>Smt. Manisha Oswal is not related to any of the other Director and Key Managerial Personnel of the Company.</td>
</tr>
<tr>
<td>Shareholding:</td>
<td>NIL Equity Shares</td>
<td>NIL Equity Shares</td>
</tr>
<tr>
<td>No. of Board Meetings attended during the year:</td>
<td>9 out of 9</td>
<td>2 out of 2</td>
</tr>
</tbody>
</table>
| List of Other Directorships on other Board: | 1. Nahar Industrial Enterprises Limited  
2. Oswal Leasing Limited  
3. Palam Motels Limited  
4. Vanaik Spinning Mills Limited  
5. Nahar Industrial Infrastructure Corporation Limited  
6. Vanaik Investors Limited  
7. Nagdevi Trading and Investment Co. Ltd  
8. Ruchika Growth Fund Private Limited  
9. Monica Growth Fund Private Limited  
10. Nahar Growth Fund Private Limited  
11. Abhilash Growth Fund Private Limited  
12. J L. Growth Fund Limited  
2. Atam Vallabh Financiers Ltd |
### List of Other Committee Membership/Chairmanship on other Board:

<table>
<thead>
<tr>
<th>Committee Name</th>
<th>Membership/Chairmanship</th>
</tr>
</thead>
<tbody>
<tr>
<td>1. Oswal Leasing Limited</td>
<td></td>
</tr>
<tr>
<td>Audit Committee</td>
<td>Member</td>
</tr>
<tr>
<td>Stakeholders Relationship Committee</td>
<td>Chairman</td>
</tr>
<tr>
<td>Nomination and Remuneration Committee</td>
<td>Chairman</td>
</tr>
<tr>
<td>Share Transfer Committee</td>
<td>Chairman</td>
</tr>
<tr>
<td>2. Abhilash growth Fund Private Limited</td>
<td></td>
</tr>
<tr>
<td>Corporate Social Responsibility Committee</td>
<td>Member</td>
</tr>
</tbody>
</table>

### Particulars

<table>
<thead>
<tr>
<th>Name</th>
<th>Sh. Komal Jain (DIN: 00399948)</th>
<th>Sh. Faqir Chand Jandey (DIN: 08379534)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Designation</td>
<td>Non-Executive Independent Director</td>
<td>Non-Executive Independent Director</td>
</tr>
<tr>
<td>Date of birth/age</td>
<td>16.11.1954/65 Years</td>
<td>20.06.1946/74 Years</td>
</tr>
<tr>
<td>Date of appointment</td>
<td>29.02.2020</td>
<td>29.02.2020</td>
</tr>
<tr>
<td>Qualification</td>
<td>B.A.</td>
<td>Under Graduate</td>
</tr>
<tr>
<td>Experience</td>
<td>He has over 39 years of experience and knowledge in Finance, Production and Management. He possesses ample administration skills.</td>
<td>He has over 40 years of experience and knowledge in Legal and Management. He possesses ample administration skills.</td>
</tr>
<tr>
<td>Terms of appointment</td>
<td>5 Years</td>
<td>5 Years</td>
</tr>
<tr>
<td>Remuneration</td>
<td>NIL</td>
<td>NIL</td>
</tr>
<tr>
<td>Disclosure of relationship:</td>
<td>Sh. Komal Jain is not related to any of the other Director and Key Managerial Personnel of the Company.</td>
<td>Sh. Faqir Chand Jandey is not related to any of the other Director and Key Managerial Personnel of the Company.</td>
</tr>
<tr>
<td>Shareholding</td>
<td>NIL Equity Shares</td>
<td>NIL Equity Shares</td>
</tr>
<tr>
<td>No. of Board Meetings attended during the year:</td>
<td>NIL</td>
<td>NIL</td>
</tr>
<tr>
<td>List of Other Directorships on other Board:</td>
<td>1. Closettrunk Private Limited</td>
<td></td>
</tr>
<tr>
<td></td>
<td>2. Amloh Industries Limited</td>
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<td></td>
<td>3. Abrotex Apparels Private Limited</td>
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<td></td>
<td>4. Sidhant and Mannat Company Limited</td>
<td></td>
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<td></td>
<td>5. Simran and Shanaya Company</td>
<td></td>
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<tr>
<td>Limited</td>
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<td>---------------------------------------</td>
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</tr>
<tr>
<td>5. Suvarat Trading Co. Limited</td>
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<td></td>
</tr>
<tr>
<td>6. Girnar Investment Limited</td>
<td></td>
<td></td>
</tr>
<tr>
<td>7. Vanaik Investors Ltd</td>
<td></td>
<td></td>
</tr>
<tr>
<td>8. Sankkeshwar Holding Company Limited</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**List of Other Committee Membership/Chairmanship on other Board:**

| None | None |

**By Order of the Board of Directors**

*For Kovalam Investment and Trading Company Limited*

Place: Ludhiana  
Date: 29.07.2020  
Jyoti Sud  
CFO Cum Company Secretary