

5SF, Santlsher Singh Nagar, Pakhowal Road, Ludhiana - 141002 (Punjab), Tel. 0161 - 4623424  
E-Mail: [cspsdua@gmail.com](mailto:cspsdua@gmail.com)

**CONSOLIDATED REPORT OF SCRUTINIZER**

To,  
Shri Navdeep Sharma  
Chairman of the 38<sup>th</sup> Annual General Meeting (Authorised Representative)  
Kovalam Investment and Trading Company Limited  
Premises Oswal Woollen Mills Ltd,  
G T Road Sherpur, Ludhiana-141001, Punjab

**Sub: Consolidated Scrutinizer's Report on Remote e-Voting and Venue e-voting conducted 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 by Companies (Management and Administration) Amendment Rules, 2015 at the 38th Annual General Meeting (AGM) of Kovalam Investment and Trading Company Limited [CIN: L65910PB1981PLC023058], held on Friday, September 25, 2020 at 04:00 p.m. through Video Conferencing (VC) / Other Audio Visual Means (OAVM) facility.**

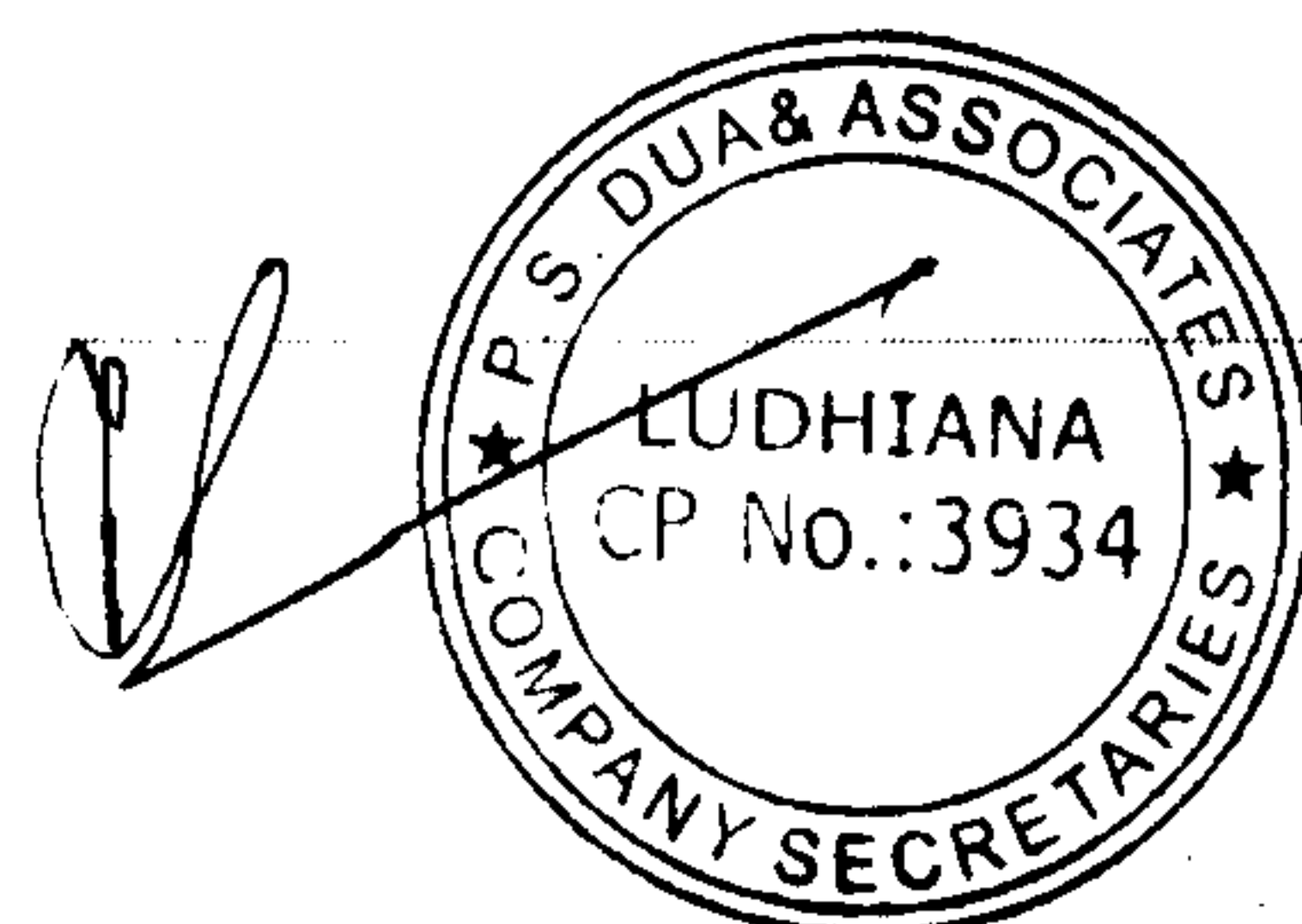
Dear Sir,

I, P.S Dua, Practicing Company Secretary (Membership No. 4552, COP No. 3934) of P.S. Dua & Associates, was appointed as the Scrutinizer by the Board of Directors of Kovalam Investment and Trading Company Limited, pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended to conduct the remote e-voting process in respect of the below mentioned Resolutions proposed at the 38th Annual General Meeting (AGM) of Kovalam Investment and Trading Company Limited held on Friday, September 25, 2020 at 04:00 p.m through Video Conferencing (VC) / Other Audio Visual Means (OAVM) facility.

I was also appointed as Scrutinizer to scrutinize the Venue E voting conducted in accordance with the Ministry of Corporate Affairs Circular dated April 8, 2020 read with Circulars dated April 13, 2020 and May 05, 2020 (collectively referred to as "MCA Circulars") and SEBI Circular dated May 12, 2020 (SEBI Circular) at the AGM held on September 25, 2020.

The management of the Company is responsible to ensure compliance with the requirements of (i) the Act and the Rules made thereunder; (ii) the MCA Circulars; and (iii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, ("LODR") relating to e-voting on the resolutions contained in the Notice calling the AGM. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

My responsibility as Scrutinizer for e-voting process (i.e. remote and venue e-voting) is restricted to making a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions contained in the Notice, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited ("CDSL"), under the Rules and engaged by the



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Company to provide e-voting facility and attendant papers / documents furnished to me electronically by the Company and/ or CDSL for my verification.

The Company had also provided voting through Venue E voting to the shareholders present at the AGM and who had not casted their vote earlier through remote e-voting facility.

The AGM Notice dated July 29, 2020 alongwith statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentioned Resolutions.

The shareholders of the Company holding shares as on the "cut off" date of September 18, 2020 were entitled to vote on the Resolutions as contained in the Notice of the AGM.

The voting period for remote e-voting commenced on Tuesday, the 22nd September, 2020 at 9:00 AM (IST) to Thursday, the 24th September, 2020 at 5:00 PM (IST) (both days inclusive). CDSL e-voting platform was blocked thereafter.

The votes casted under remote e-voting facility and under Venue E voting were unblocked in the presence of two witnesses who were not in the employment of the Company after the conclusion of the venue e-voting at the AGM.

Thereafter, the details containing, inter alia, the list of Equity Shareholders who voted "in favour" or "against" on each of the resolutions that was put to vote, were generated from the e-voting website of CDSL, i.e., <https://www.cdslindia.com/>. Based on the report generated by CDSL and relied upon by me, data regarding the remote and venue e-voting was scrutinized on test check basis.

I, now submit my consolidated Report as under on the result of the remote e-voting and Venue e-voting at the AGM in respect of the said Resolutions:

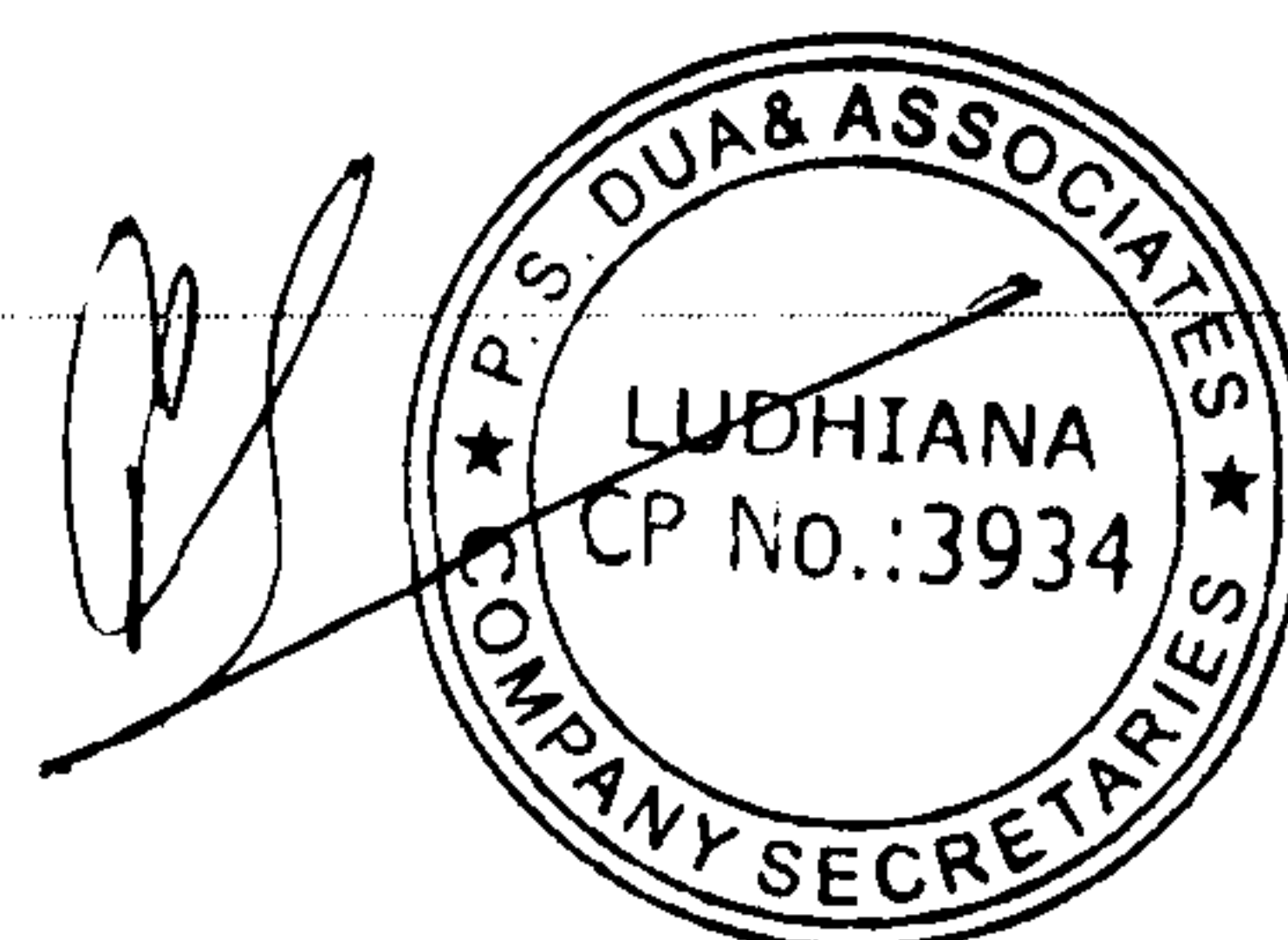
**ORDINARY BUSINESS:**

**Resolution No. 1 - Ordinary Resolution**

**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.**

**(I) Voted in favour of the Resolution:**

Type of Voting	Number of Members who voted	number of votes cast by them	% of total number of valid votes cast
Venue Voting	1	15	0.001%
E-voting	11	1666735	99.999%
<b>Total</b>	<b>12</b>	<b>1666750</b>	<b>100%</b>



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**(II) Voted against the Resolution:**

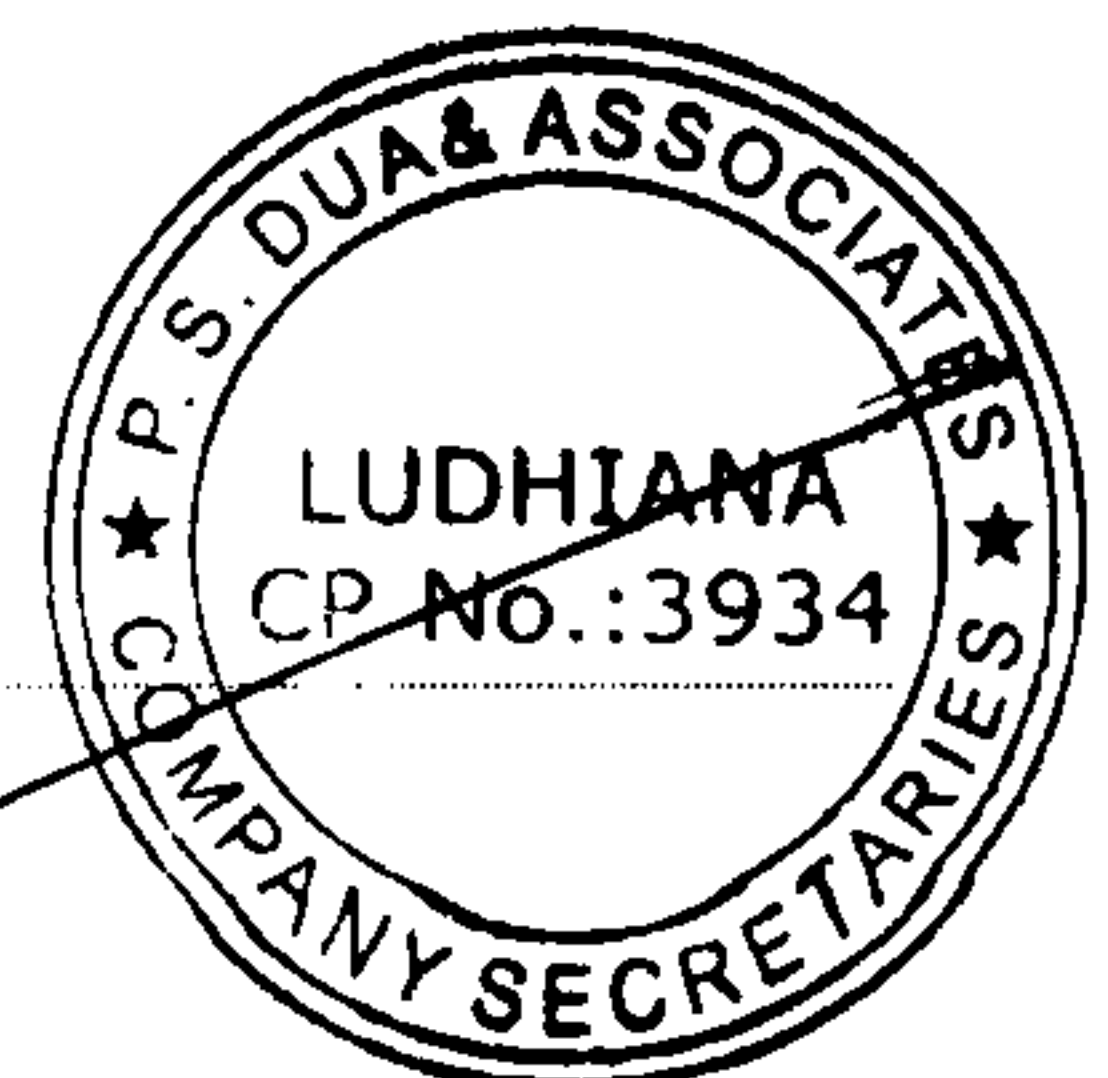
Type of Voting	Number of Members who voted	number of votes cast by them	% of total number of valid votes cast
Venue Voting	0	0	0
E-voting	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

**(III) Invalid Votes:**

Type of Voting	Number of Members whose votes were declared invalid	Total number of votes cast by them
Venue Voting	NIL	NIL
E-voting	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>

**(IV) Total Votes Casted:**

PARTICULARS	IN FAVOUR		AGAINST		INVALID		TOTAL	
	No. Of votes	Shares	No. Of votes	Shares	No. Of votes	Shares	No. Of votes	Shares
Venue Voting	1	15	0	0	0	0	1	15
E-voting	11	1666735	0	0	0	0	11	1666735
<b>Total</b>	<b>12</b>	<b>1666750</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>12</b>	<b>1666750</b>





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**Resolution No. 2 - Ordinary Resolution**

**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 reappointment.**

**(I) Voted in favour of the Resolution:**

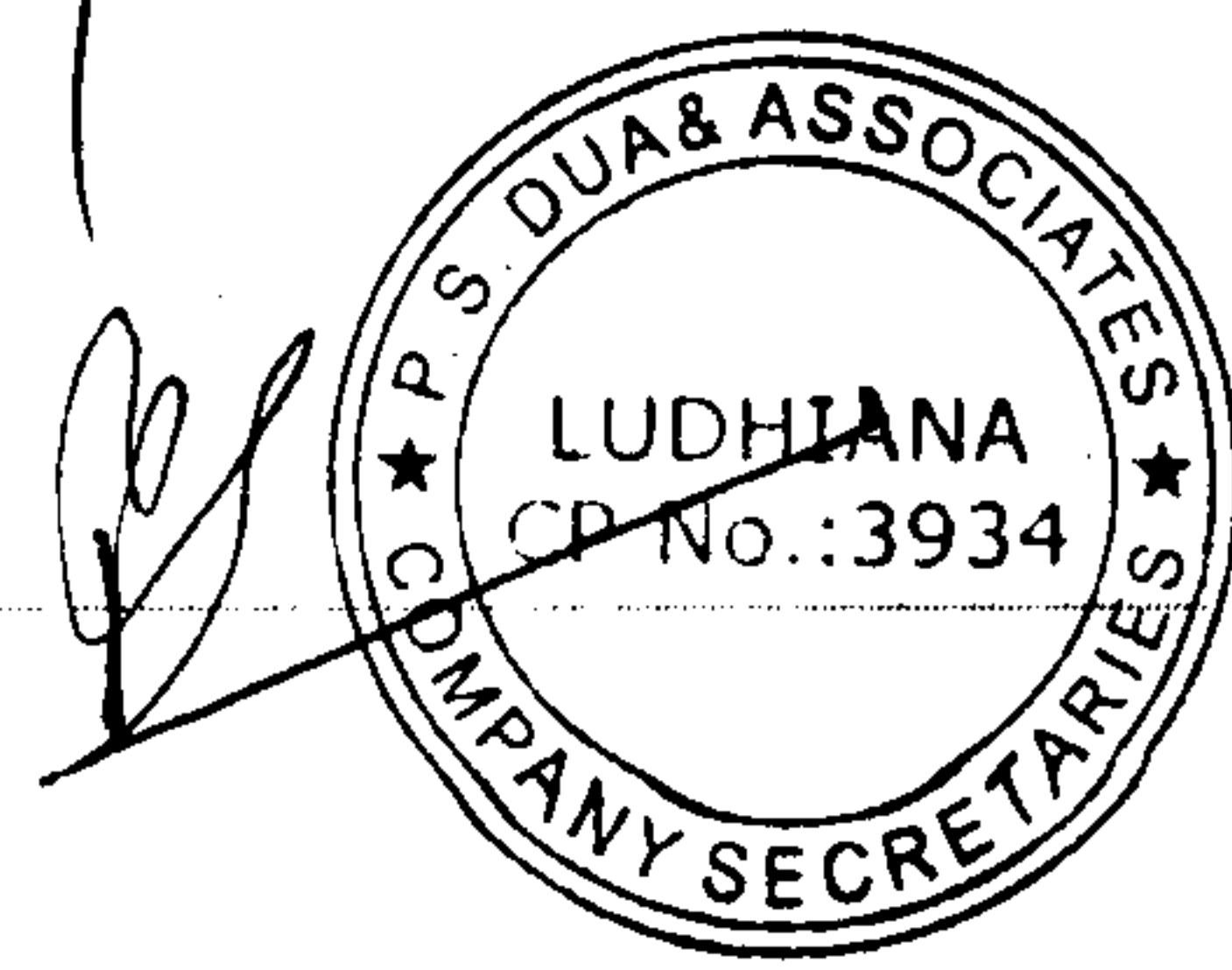
Type of Voting	Number of Members who voted	number of votes cast by them	% of total number of valid votes cast
Venue Voting	1	15	0.001%
E-voting	11	1666735	99.999%
<b>Total</b>	<b>12</b>	<b>1666750</b>	<b>100%</b>

**(II) Voted against the Resolution:**

Type of Voting	Number of Members who voted	number of votes cast by them	% of total number of valid votes cast
Venue Voting	0	0	0
E-voting	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

**(III) Invalid Votes:**

Type of Voting	Number of Members whose votes were declared invalid	Total number of votes cast by them
Venue Voting	NIL	NIL
E-voting	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>



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**(IV) Total Votes Casted:**

PARTICULARS	IN FAVOUR		AGAINST		INVALID		TOTAL	
	No. Of votes	Shares	No. Of votes	Shares	No. Of votes	Shares	No. Of votes	Shares
Venue Voting	1	15	0	0	0	0	1	15
E-voting	11	1666735	0	0	0	0	11	1666735
<b>Total</b>	<b>12</b>	<b>1666750</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>12</b>	<b>1666750</b>

**SPECIAL BUSINESS:**

**Resolution No. 3 - Ordinary Resolution**

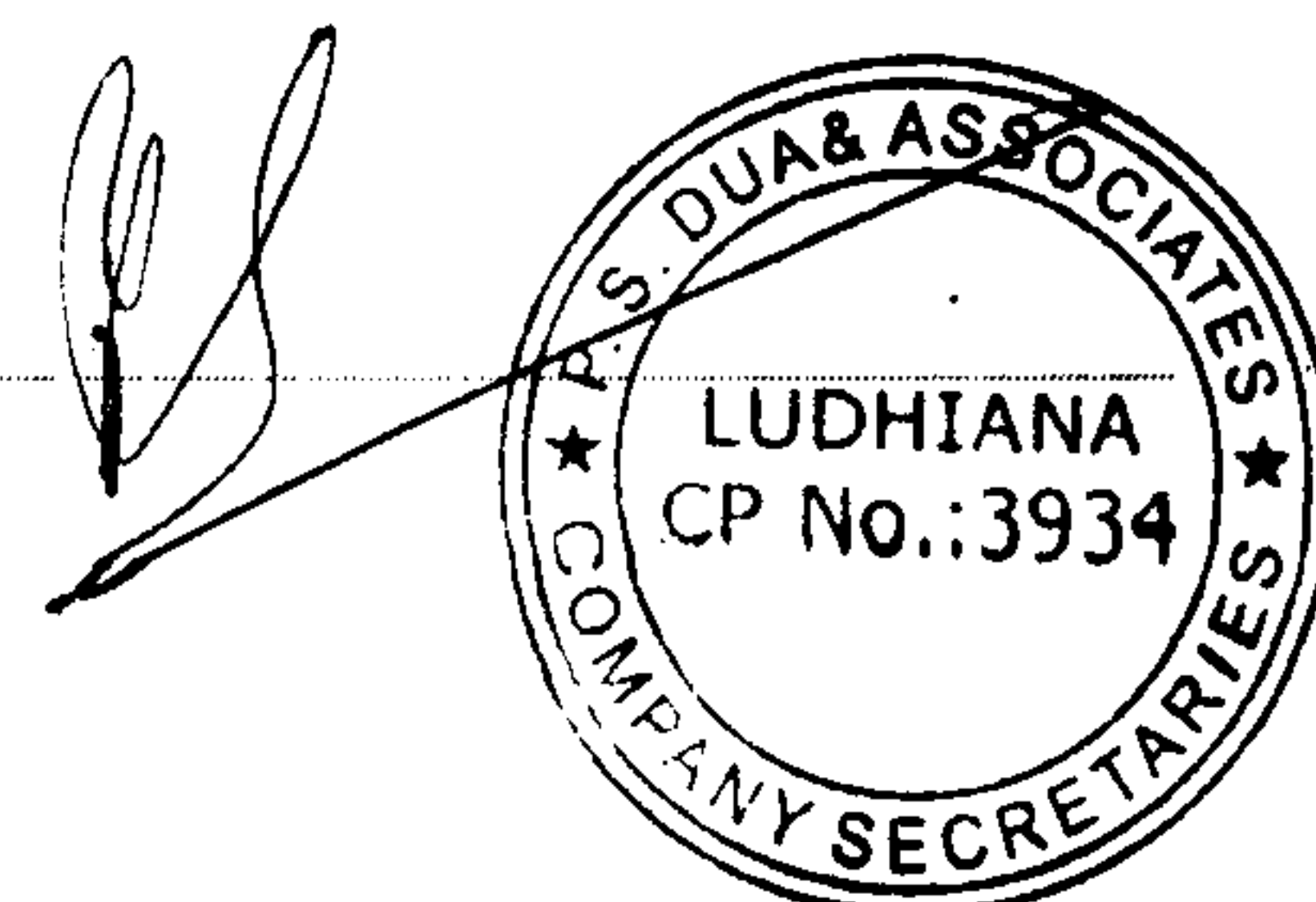
**Appointment of Smt. Manisha Oswal (DIN: 06948181) as a Director of the Company.**

**(I) Voted in favour of the Resolution:**

Type of Voting	Number of Members who voted	number of votes cast by them	% of total number of valid votes cast
Venue Voting	1	15	0.001%
E-voting	11	1666735	99.999%
<b>Total</b>	<b>12</b>	<b>1666750</b>	<b>100%</b>

**(II) Voted against the Resolution:**

Type of Voting	Number of Members who voted	number of votes cast by them	% of total number of valid votes cast
Venue Voting	0	0	0
E-voting	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>



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**(III) Invalid Votes:**

Type of Voting	Number of Members whose votes were declared invalid	Total number of votes cast by them
Venue Voting	NIL	NIL
E-voting	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>

**(IV) Total Votes Casted:**

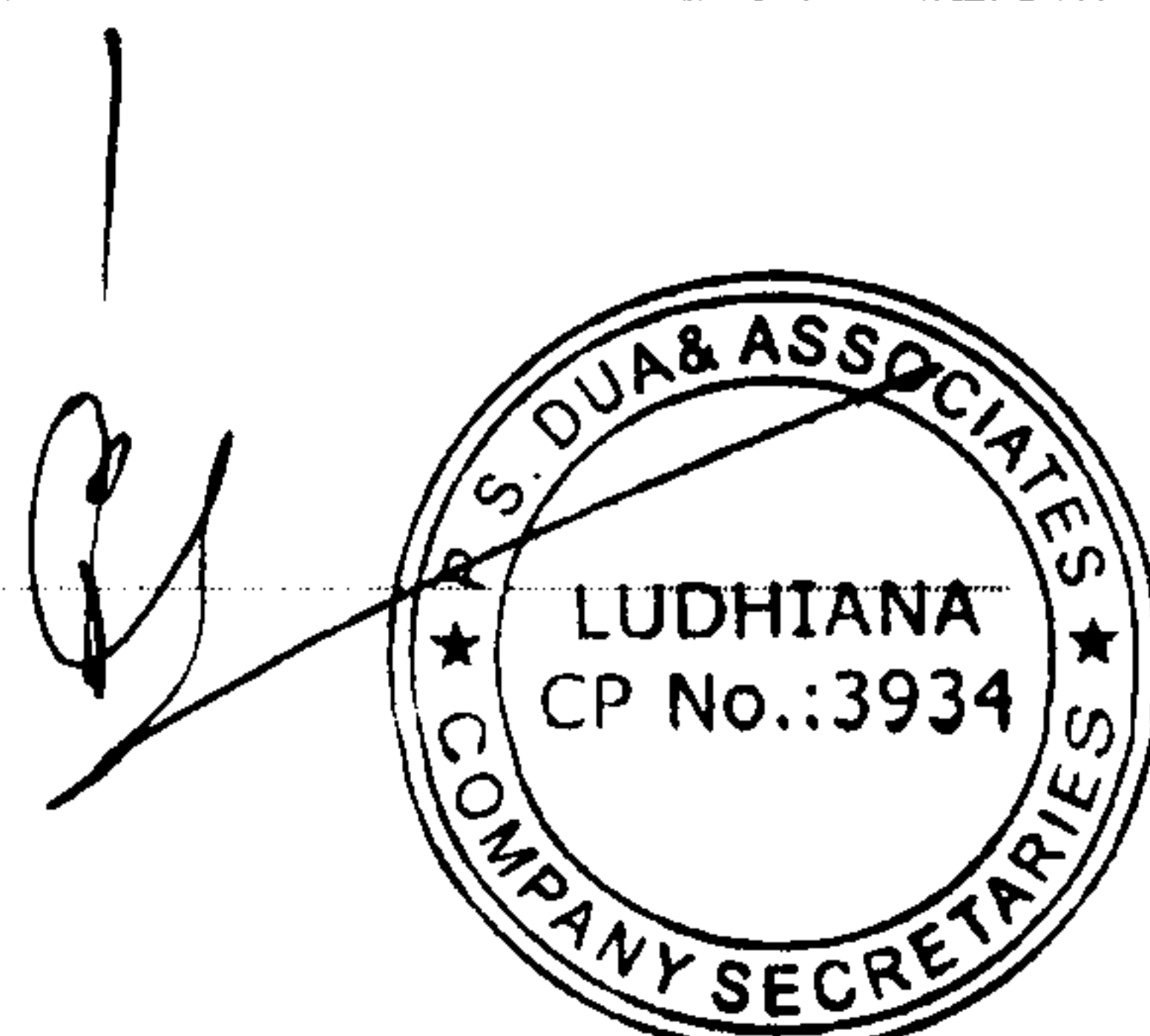
PARTICULARS	IN FAVOUR		AGAINST		INVALID		TOTAL	
	No. Of votes	Shares	No. Of votes	Shares	No. Of votes	Shares	No. Of votes	Shares
Venue Voting	1	15	0	0	0	0	1	15
E-voting	11	1666735	0	0	0	0	11	1666735
<b>Total</b>	<b>12</b>	<b>1666750</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>12</b>	<b>1666750</b>

**Resolution No. 4 - Ordinary Resolution**

**Appointment of Sh. Komal Jain (DIN: 00399948) as an Independent Director of the Company**

**(I) Voted in favour of the Resolution:**

Type of Voting	Number of Members who voted	number of votes cast by them	% of total number of valid votes cast
Venue Voting	1	15	0.001%
E-voting	11	1666735	99.999%
<b>Total</b>	<b>12</b>	<b>1666750</b>	<b>100%</b>





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**(II) Voted against the Resolution:**

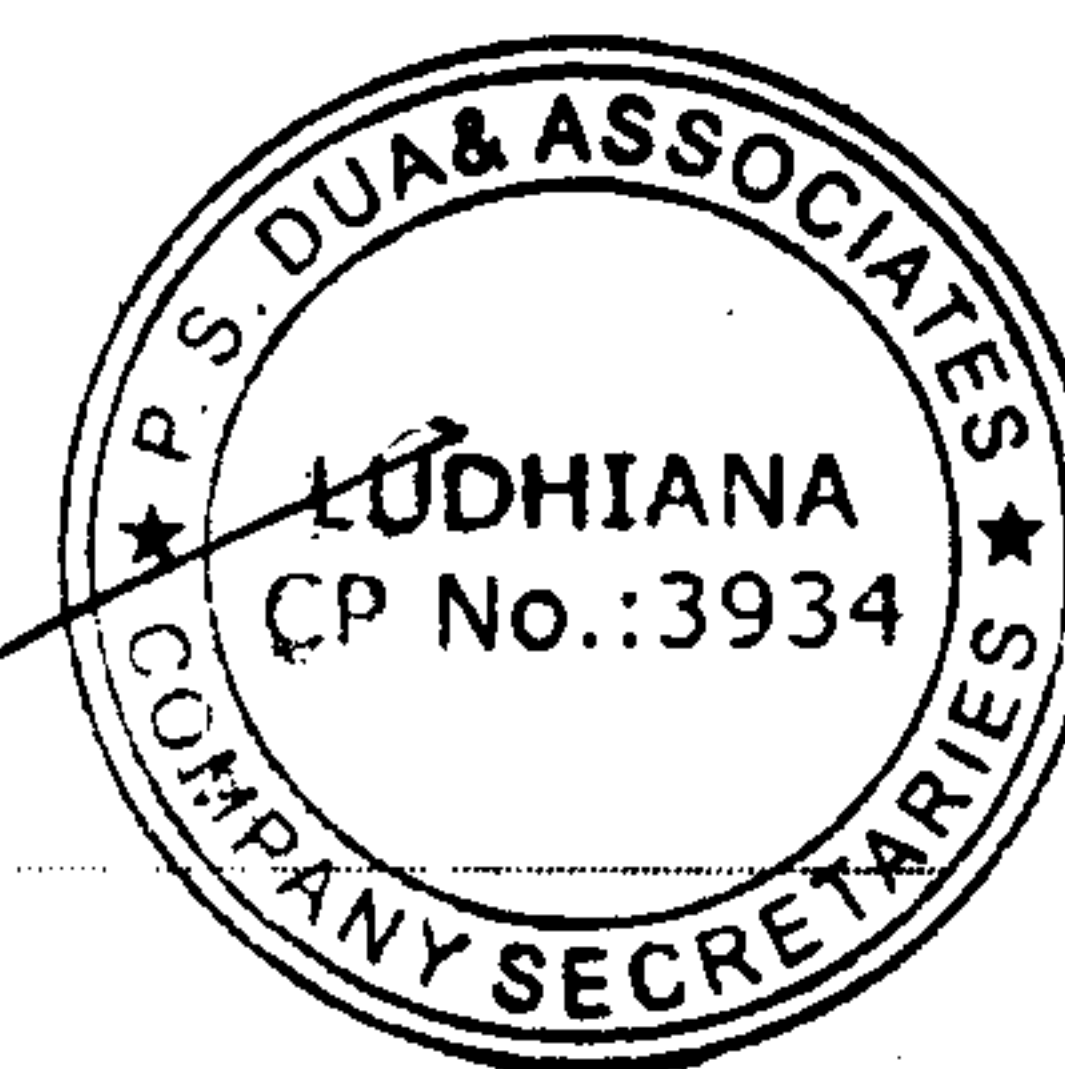
Type of Voting	Number of Members who voted	number of votes cast by them	% of total number of valid votes cast
Venue Voting	0	0	0
E-voting	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

**(III) Invalid Votes:**

Type of Voting	Number of Members whose votes were declared invalid	Total number of votes cast by them
Venue Voting	NIL	NIL
E-voting	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>

**(IV) Total Votes Casted:**

PARTICULARS	IN FAVOUR		AGAINST		INVALID		TOTAL	
	No. Of votes	Shares	No. Of votes	Shares	No. Of votes	Shares	No. Of votes	Shares
Venue Voting	1	15	0	0	0	0	1	15
E-voting	11	1666735	0	0	0	0	11	1666735
<b>Total</b>	<b>12</b>	<b>1666750</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>12</b>	<b>1666750</b>



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**Resolution No. 5 - Ordinary Resolution**

**Appointment of Sh. Faqir Chand Jandey (DIN: 08379534) as an Independent Director of the Company**

**(I) Voted in favour of the Resolution:**

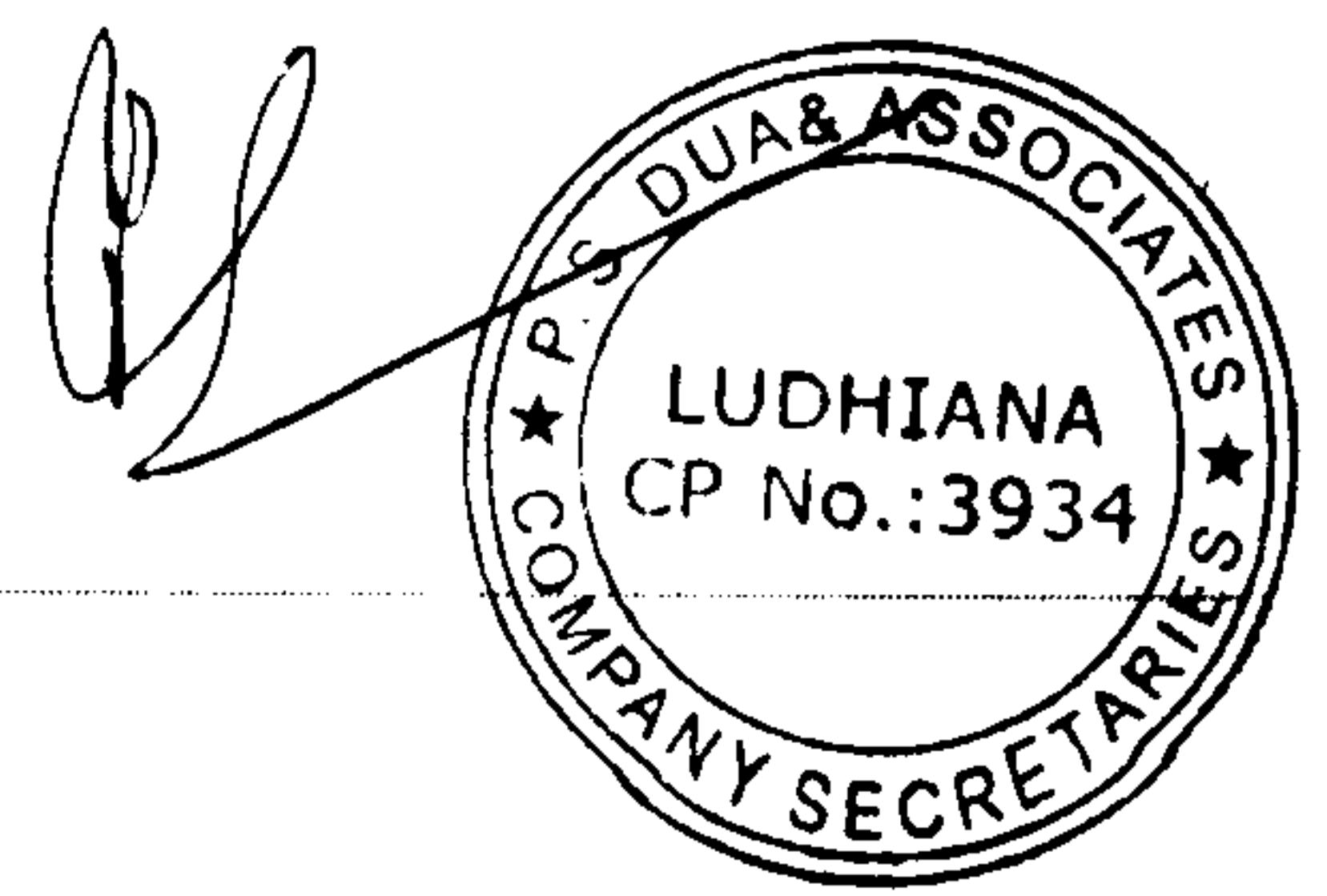
Type of Voting	Number of Members who voted	number of votes cast by them	% of total number of valid votes cast
Venue Voting	1	15	0.001%
E-voting	11	1666735	99.999%
<b>Total</b>	<b>12</b>	<b>1666750</b>	<b>100%</b>

**(II) Voted against the Resolution:**

Type of Voting	Number of Members who voted	number of votes cast by them	% of total number of valid votes cast
Venue Voting	0	0	0
E-voting	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

**(III) Invalid Votes:**

Type of Voting	Number of Members whose votes were declared invalid	Total number of votes cast by them
Venue Voting	NIL	NIL
E-voting	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>





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**(IV) Total Votes Casted:**

PARTICULARS	IN FAVOUR		AGAINST		INVALID		TOTAL	
	No. Of votes	Shares	No. Of votes	Shares	No. Of votes	Shares	No. Of votes	Shares
Venue Voting	1	15	0	0	0	0	1	15
E-voting	11	1666735	0	0	0	0	11	1666735
<b>Total</b>	<b>12</b>	<b>1666750</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>12</b>	<b>1666750</b>

**Resolution No. 6 - Special Resolution**

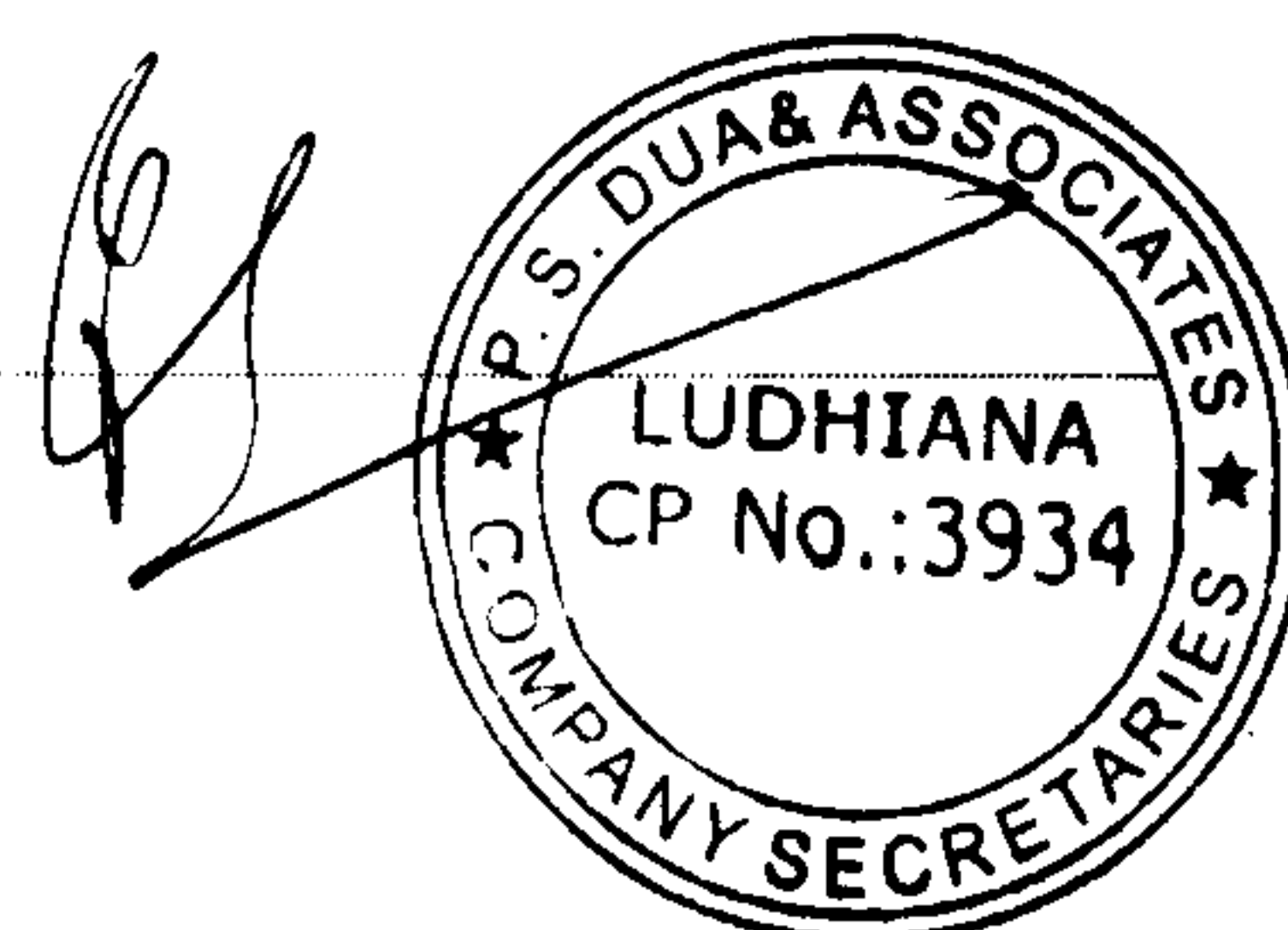
**Approval of continuation of holding of office as Non-Executive Independent Director By Sh. Faqir Chand Jandey (DIN: 08379534), upon attaining the Age of 75 years**

**(I) Voted in favour of the Resolution:**

Type of Voting	Number of Members who voted	number of votes cast by them	% of total number of valid votes cast
Venue Voting	1	15	0.001%
E-voting	11	1666735	99.999%
<b>Total</b>	<b>12</b>	<b>1666750</b>	<b>100%</b>

**(II) Voted against the Resolution:**

Type of Voting	Number of Members who voted	number of votes cast by them	% of total number of valid votes cast
Venue Voting	0	0	0
E-voting	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>



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**(III) Invalid Votes:**

Type of Voting	Number of Members whose votes were declared invalid	Total number of votes cast by them
Venue Voting	NIL	NIL
E-voting	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>

**(IV) Total Votes Casted:**

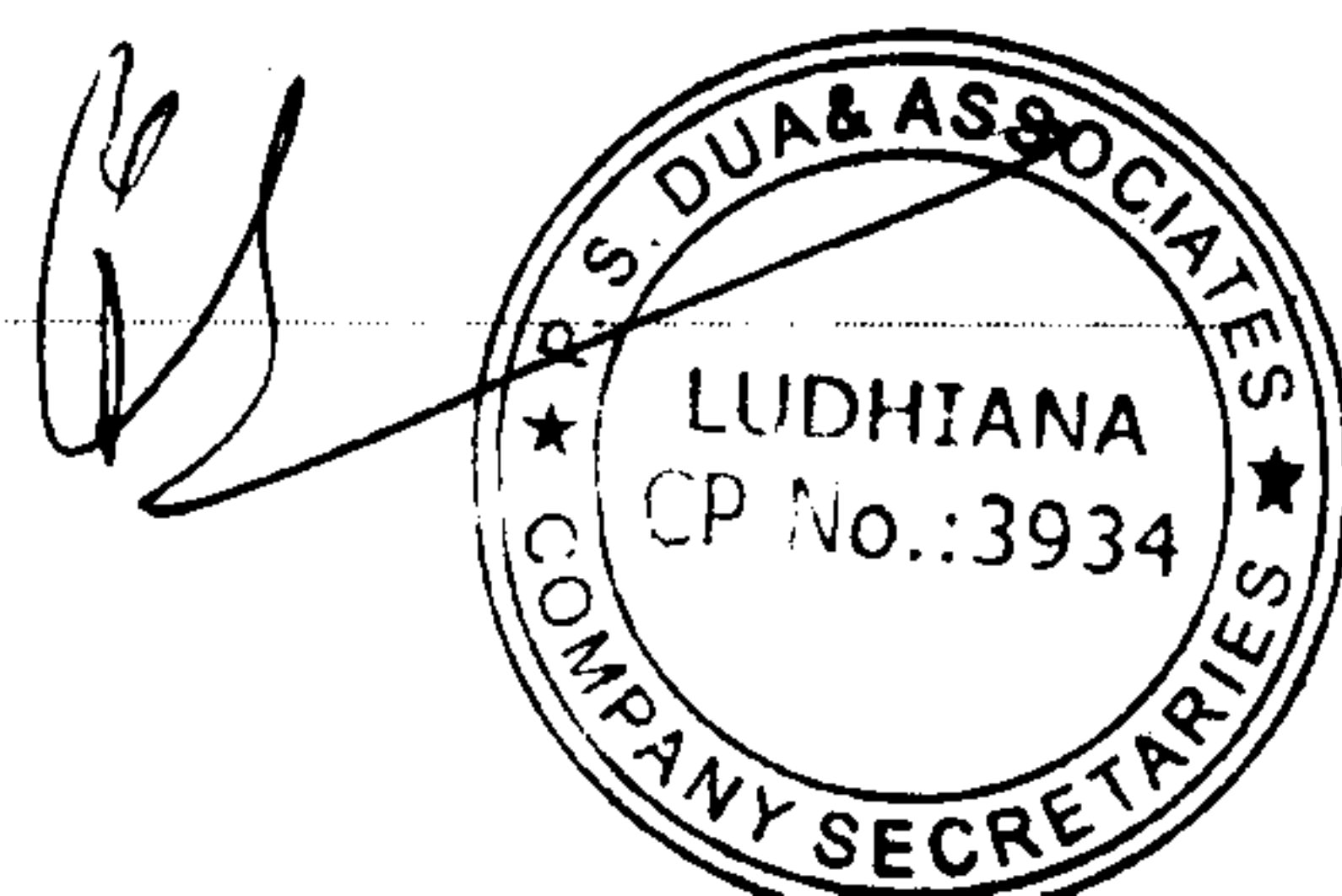
PARTICULARS	IN FAVOUR		AGAINST		INVALID		TOTAL	
	No. Of votes	Shares	No. Of votes	Shares	No. Of votes	Shares	No. Of votes	Shares
Venue Voting	1	15	0	0	0	0	1	15
E-voting	11	1666735	0	0	0	0	11	1666735
<b>Total</b>	<b>12</b>	<b>1666750</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>12</b>	<b>1666750</b>

**Resolution No. 7 - Ordinary Resolution**

**Re-designation of Sh. Navdeep Sharma (DIN: 00454285), as Non-Executive Non-Independent Director of the Company**

**(I) Voted in favour of the Resolution:**

Type of Voting	Number of Members who voted	number of votes cast by them	% of total number of valid votes cast
Venue Voting	1	15	0.001%
E-voting	11	1666735	99.999%
<b>Total</b>	<b>12</b>	<b>1666750</b>	<b>100%</b>



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**(II) Voted against the Resolution:**

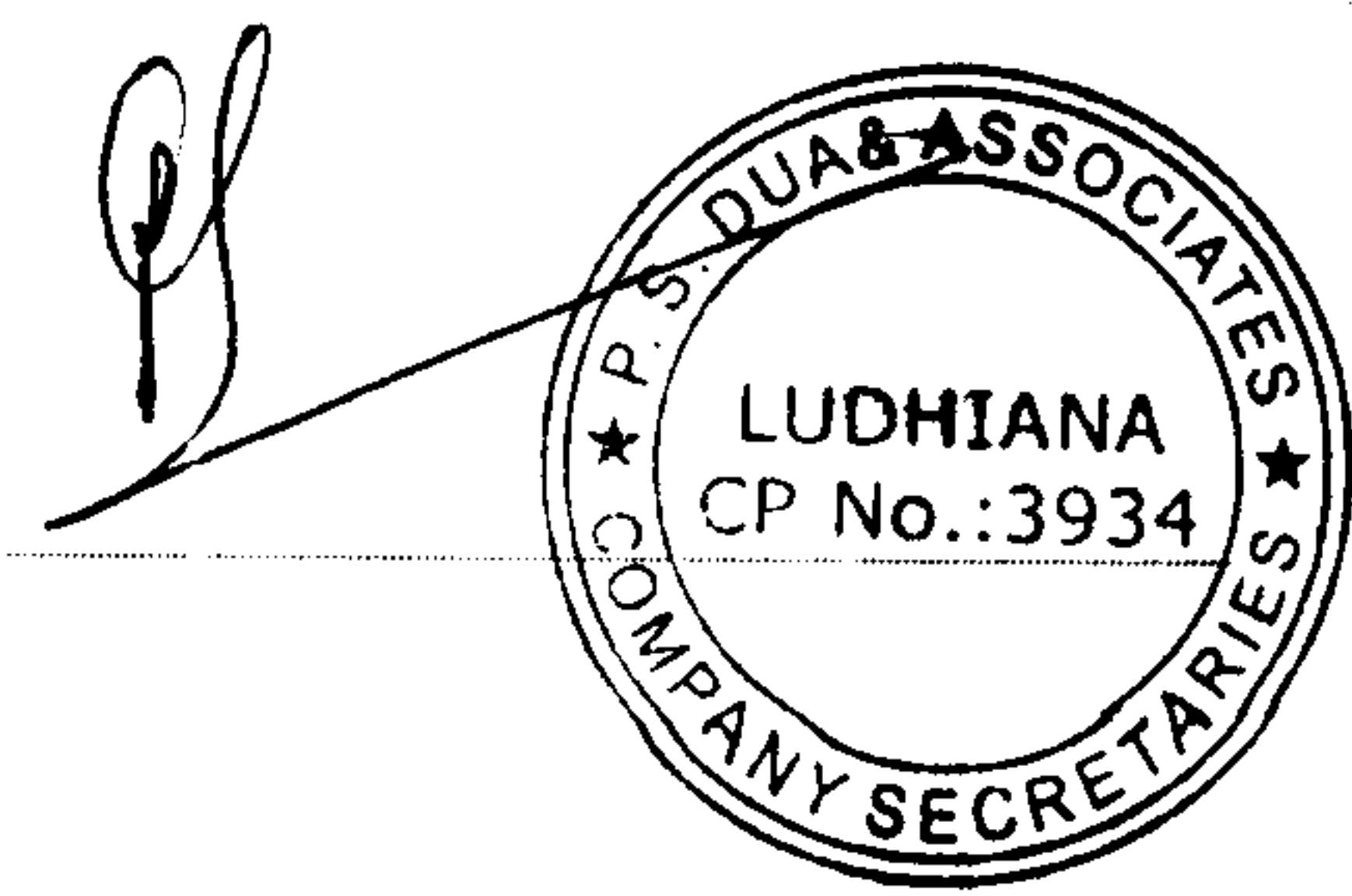
Type of Voting	Number of Members who voted	number of votes cast by them	% of total number of valid votes cast
Venue Voting	0	0	0
E-voting	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

**(III) Invalid Votes:**

Type of Voting	Number of Members whose votes were declared invalid	Total number of votes cast by them
Venue Voting	NIL	NIL
E-voting	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>

**(IV) Total Votes Casted:**

PARTICULARS	IN FAVOUR		AGAINST		INVALID		TOTAL	
	No. Of votes	Shares	No. Of votes	Shares	No. Of votes	Shares	No. Of votes	Shares
Venue Voting	1	15	0	0	0	0	1	15
E-voting	11	1666735	0	0	0	0	11	1666735
<b>Total</b>	<b>12</b>	<b>1666750</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>12</b>	<b>1666750</b>





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Based on the votes in favour and against, I hereby declare that all the aforesaid resolutions proposed at the Notice of 38<sup>th</sup> AGM are passed with requisite majority.

All relevant records of voting will remain in our safe custody until the Chairman/Authorized Representative considers, approves and sign the minutes of the 38th Annual General Meeting and the same shall be handed over thereafter to the Chairman/ Company Secretary for safe keeping.

NOTE: This report has been issued at the request of the Company for (i) submission to Stock Exchanges, (ii) placing on website of the Company and (iii) website of CDSL. This report is not to be used for any other purpose or to be distributed by the Company to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing.

Thanking you,

[P.S. Dua]  
FCS No: - 4552  
CP No: - 3934



Date: - 26.09.2020  
Place: - Ludhiana

UDIN: F004552B000779249

Yours sincerely,  
For P.S. Dua & Associates

Counter Signed By

*Nandee Sharma*  
(Nandee Sharma)  
Chairman of the Meeting  
DIN: 00454285

We, the undersigned witnessed that the votes were unblocked from the e-voting website of CDSL in our presence at 05:02 P.M. (IST) on 25<sup>th</sup> September, 2020.

*Tanveer*  
\_\_\_\_\_  
Ms. Tanveer Kaur

*Diksha*  
\_\_\_\_\_  
Ms. Diksha Dhawan

