



# KOTIA ENTERPRISES LIMITED

Formerly known as INTERNATIONAL PUMPS AND PROJECTS LIMITED

Date: 03.09.2022

<b>BSE Limited</b> Phiroze Jeejeebhoy Towers, Dalal Street Mumbai, Maharashtra – 400001 Email id: <a href="mailto:corp.relations@bseindia.com">corp.relations@bseindia.com</a>	<b>Metropolitan Stock Exchange of India Limited</b> 205(A), 2nd floor, Piramal Agastya Corporate Park Kamani Junction, LBS Road, Kurla (West), Mumbai, Maharashtra-400070 Email id: <a href="mailto:raviraj.nirbhawane@mcx-sx.com">raviraj.nirbhawane@mcx-sx.com</a>
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**Subject: Outcome of Board Meeting of the Company held on Saturday, 03<sup>rd</sup> September, 2022.**  
**Re: Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir/Madam,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the Board of Directors of the Company at their meeting held today i.e. 03<sup>rd</sup> September, 2022, inter alia, had considered and approved the following:

1. The draft notice of Annual General Meeting of the Members of the Company and decided the day, date and venue of the Annual General Meeting.
2. The resignation of Mr. Ankit Agarwal (DIN: 05254327) from the office of Non- Executive, Non- Independent Director of the Company with effect from 31<sup>st</sup> August, 2022.
3. The letter received from Mr. Ankit Agarwal, Promoter, seeking reclassification from Promoter & Promoter Group Category to Public Category. The approval of the Board towards reclassification is subject to the approval of the members of the Company in the ensuing Annual General Meeting and the other regulatory authorities, if any, in terms of Regulation 31A of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and amendments thereof.

Further, as required under regulation 31A (8) of the Listing regulations, the extract of the minutes of the meeting of the Board approving the re-classification request is enclosed as "Annexure -I"

4. The appointment of Independent Director
  - a. Ms. Shobha Rustagi (DIN: 03503850) appointed as an Additional Director under the Category of Non- Executive, Independent Director of the Company for the period of five (5) years with effect from September 03, 2022 to September 02, 2027subject to necessary approval.
  - b. Mr. Achal Kapoor (DIN: 09150394) appointed as an Additional Director under the Category of Non- Executive, Independent Director of the Company for the period of

five (5) years with effect from September 03, 2022 to September 02, 2027subject to necessary approval.

Further, in compliance of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 read with SEBI Circular CIR/CFD/CMD/4/20 15 dated 9th September, 2015 in relation to appointment is enclosed as "**Annexure- II**"

5. The resignation of Independent Director:

a. Mr. Anil Gupta (DIN: 00468470) resigned from the office of Independent Director of the Company with effect from close of business hour of 03<sup>rd</sup> September, 2022.

b. Ms. Khushboo Agarwal (DIN: 06792261) resigned from the office of Independent Director of the Company with effect from close of business hour of 03<sup>rd</sup> September, 2022.

Further, in compliance of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 read with SEBI Circular CIR/CFD/CMD/4/20 15 dated 9th September, 2015 in relation to resignation is enclosed as "**Annexure- III**"

The meeting was commenced at 4:30 P.M. and concluded at 5:30 P.M.

This is for your information and record.

**For Kotia Enterprises Limited**

A handwritten signature in blue ink, which appears to read "Neelam", is written over a circular blue stamp. The stamp contains the text "Kotia Enterprises Limited" around the top edge, "New Delhi" in the center, and a small asterisk at the bottom.

**Neelam Rani**  
**(Company Secretary & Compliance officer)**



# KOTIA ENTERPRISES LIMITED

Formerly known as INTERNATIONAL PUMPS AND PROJECTS LIMITED

Annexure I

**CERTIFIED TRUE COPY OF THE EXTRACT OF THE MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF KOTIA ENTERPRISES LIMITED ("COMPANY" HELD ON SATURDAY, 03<sup>RD</sup> DAY OF SEPTEMBER, 2022 AT 905, NEW DELHI HOUSE 27, BARAKHAMBHA ROAD, NEW DELHI- 110001**

**Reclassification of Ankit Agarwal from the Promoter Group of the Company to the Public category.**

The chairperson informed the Board members that the fresh request received from the aforesaid promoter on August 31, 2022 for reclassification from the promoter group to the public category and the same was placed before the Board of Directors of the Company on 03<sup>rd</sup> September, 2022.

The Shareholding of the aforesaid promoters in the Company are as follow:

<u>S.No.</u>	<u>Name of Existing Promoters</u>	<u>No. of equity shares held as on date</u>	<u>Percentage of shareholding</u>
1.	Ankit Agarwal	3,36,200	4.79%

Further, it was informed that the aforesaid promoter does not hold more than ten percent (10%) of the total -voting rights in the Company and do not exercise control over the affairs of the Company whether directly or indirectly and do not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements and not represented on the Board of the Company and shall not be represented on the Board of the Company (including through nomination of Director on the Board) for a period of 3 (three) years from the date of Shareholders' approval w.r.t reclassification and not acting as key managerial person of the Company and shall not so act for a period of 3 (three) years from the date of Shareholders' approval w.r.t reclassification and not 'willful defaulter' as per the Reserve Bank of India Guidelines and not a fugitive economic offender.

In view of the provisions of Regulation 31A of SEBI (LODR) (Sixth Amendment) Regulations, 2018 and on satisfaction of the conditions of Regulation 31A of SEBI (LODR) (Sixth Amendment) Regulations, 2018, the Board of Directors are of the view that application for reclassification from Promoter & Promoter Group be accepted and be placed before the Members of the Company for their approval in the ensuing Annual General Meeting of the Company. On approval of the same by the members, application be made by the Company to the Metropolitan Stock Exchange of India Limited and BSE Limited and/or to any other authority for their approval, as may be necessary. Members of the Board then passed the following resolutions unanimously:

**"RESOLVED THAT** pursuant to the provisions of Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendments made thereto) (hereinafter referred to as "Listing Regulations") including any statutory modification(s) or re-enactment thereof, for the time being in force and other applicable provisions of Listing Regulations and other applicable laws, subject to necessary

approvals from members of the Company, the SEBI Board, Stock Exchanges and other appropriate statutory authorities, as may be necessary, the consent of the Board of Directors of Company be and is hereby given to reclassify the following person from "Promoter & Promoter Group Category" to "Public Category":

<u>S.No.</u>	<u>Name of Existing Promoter</u>	<u>No. of equity shares held as on date</u>	<u>Percentage of shareholding</u>
1.	Ankit Agarwal	3,36,200	4.79%

**RESOLVED FURTHER THAT** it is hereby confirmed that:

1. The aforesaid person along with any other person(s) related to them do not hold more than ten percent of the total -voting rights in the Company;
2. The aforesaid person do not exercise control over the affairs of the Company whether directly or indirectly;
3. The aforesaid person do not have any special rights with respect to the company through formal or informal arrangements including through any shareholder agreements;
4. The aforesaid promoter not represented on the Board of the Company and shall not be represented on the Board of the Company (including through nomination of Director on the Board) for a period of 3 (three) years from the date of Shareholders' approval w.r.t reclassification.
5. The aforesaid person not acting as key managerial person of the Company and shall not so act for a period of 3 (three) years from the date of Shareholders' approval w.r.t reclassification.
6. The aforesaid promoter is not 'willful defaulter' as per the Reserve Bank of India Guidelines.
7. The aforesaid person is not a fugitive economic offender.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, any director/(s) or the officer(s) as authorised by the Board in this regard be and is hereby severally or jointly authorized to do all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company."

For Kotia Enterprises Limited



**Neelam Rani**  
**(Company Secretary and Compliance Officer)**

**Annexure II**

**Disclosure of information pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 read with SEBI Circular CIR/CFD/CMD/4/20 15 dated 9th September, 2015 regarding appointment of Ms. Shobha Rustagi and Mr. Achal Kapoor.**

S. No.	Particular	Information	
		Ms. Shobha Rustagi	Mr. Achal Kapoor
1	Reason for change viz., appointment, <del>resignation, removal, death or otherwise</del>	Appointment as an Additional Director of the Company in the category of Non- Executive Independent Director of the Company.	Appointment as an Additional Director of the Company in the category of Non- Executive Independent Director of the Company.
2	Date of appointment/ <del>cessation</del> & term of appointment;	Appointed on 03.09.2022, for a period of 5 years subject to Members Approval.	Appointed on 03.09.2022, for a period of 5 years subject to Members Approval.
3	Brief Profile (in case of appointment);	Ms. Shobha Rustagi has done BSc (Chemistry) from Ethiraj College, Madras University and PGDM, HRM IMT (Ghaziabad) MSW form Indira Gandhi National Open University. She has an experience of over 12 years with different social institutions in various roles such as Career facilitator with ETASHA, Coordinator of Skill development and Education Program with SWEA Delhi, Program In-charge and Facilitator with American India Foundation & Communication Manager with Vision for Health Welfare and Special Needs.	Mr. Achal Kapoor being a Qualified Company Secretary of the Institute of Company Secretary of India (ICSI) vide membership number 26642 and having 12 years of post-qualification experience in the field of Corporate Secretarial Services.  He got Registered and qualified the Independent Director exam held under Indian Institute of Corporate Affairs (IICA)
4	Disclosure of relationship between Directors ( in case of appointment of a Director)	NA	NA
5	Information as required under circular No. LIST/COMP/14/2018-19 dated 20.06.2018	The Company affirms that the director is not debarred from holding office by virtue of any SEBI order or any other such authority.	The Company affirms that the director is not debarred from holding office by virtue of any SEBI order or any other such authority.
6	No. of shares held in the Company	Nil	Nil

## Annexure III

Disclosure of information pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 read with SEBI Circular CIR/CFD/CMD/4/20 15 dated 9th September, 2015 regarding resignation of Mr. Anil Gupta and Ms. Khushboo Agarwal.

S. No.	Particular	Information	
		Mr. Anil Gupta	Ms. Khushboo Agarwal
1	Reason for change viz., appointment, resignation, removal, death or otherwise	Due to personal Reason	Due to personal Reason
2	Date of appointment/cessation & term of appointment;	03.09.2022	03.09.2022
3	Brief Profile (in case of appointment);	NA	NA
4	Disclosure of relationship between Directors ( in case of appointment of a Director)	NA	NA
5	Holds Directorship and category of Directorship	NA	NA
6	Membership of Board Committee	NA	NA

Further, the Company has received confirmation from Mr. Anil Gupta and Ms. Khushboo Agarwal that there is no other material reason other than which is provided in the resignation letter dated 03<sup>rd</sup> September, 2022.

# ANIL GUPTA

SRC-48 C, SHIPRA RIVERA SOCIETY, GYAN KHAND-3, INDIRAPURAM  
GHAZIABAD UTTAR PRADESH- 201014

Date: 03.09.2022

To

The Board of Directors  
Kotia Enterprises Limited ("Company")  
905, New Delhi House 27,  
Barakhamba Road, New Delhi 110001

Dear Sir,

**Sub: Resignation from the post of Independent Director of the Company**

I, Anil Gupta, hereby tender my resignation from the post of an Independent Director of the Company with effect from close of business hour of 03<sup>rd</sup> September, 2022. The resignation is purely on account of personal reason and other professional commitments and there are no other material reasons other than the one mentioned herewith.

I would like to convey my deep sense of appreciation and feeling of gratitude for the support I received from all the other Directors on the Board and senior executives of the Company during the period of my association with the Company.

Further I request you to complete all the formalities with regard to my resignation including filing of required forms with the Ministry of Corporate Affairs and intimating to the other relevant authorities as may be required.

Thanking You,



Anil Gupta

DIN: 00468470

# KHUSHBOO AGARWAL

B-7, RAJKAMAL ENCLAVE, RITHANI, MEERUT UTTAR PRADESH -250103

Date: 03.09.2022

To

The Board of Directors  
Kotia Enterprises Limited ("Company")  
905, New Delhi House 27,  
Barakhamba Road, New Delhi 110001

**Sub: Resignation from the post of Independent Director of the Company**

Dear Sir,

It has been my pleasure to serve on the Board of Directors of the Company as an Independent Director.

Due to personal reasons, I hereby tender my resignation from the post of an Independent Director of the Company with effect from close of business hour of 03<sup>rd</sup> September, 2022. The resignation is purely on account of personal reason and other professional commitments and there are no other material reasons other than the one mentioned herewith.

I thank the Board of Directors for my memorable association during my tenure as an Independent Director in the Company.

Further I request you to complete all the formalities with regard to my resignation including filing of required forms with the Ministry of Corporate Affairs and intimating to the other relevant authorities as may be required.

Thanking You,



Khushboo Agarwal  
DIN: 06792261