



To
The Chairman
Mr. Ankit Agarwal

39th Annual General Meeting of the
Equity Shareholders of **Kotia Enterprises Limited**
held on Friday, September 27, 2019 at 11:00 A.M.
at 905, New Delhi House, 27, Barakhamba Road, New Delhi - 110001

Re.: Kotia Enterprises Limited (formerly known as International Pumps and Projects Limited)

Sub.: Scrutinizer Report on the voting at the 38th Annual General Meeting of **Kotia Enterprises Limited (formerly known as International Pumps and Projects Limited)** ("Company") held on Friday, September 27, 2019 at 11:00 A.M. at registered office at 905, New Delhi House, 27, Barakhamba Road, New Delhi - 110001

Madam,

In relation to the 39th Annual General Meeting of the Company, please find enclosed Consolidated Scrutinizers' Report on voting through remote E-voting and the voting conducted at the Annual General Meeting of the shareholders of the company.

Kindly acknowledge the same and take on your records.

Thanking you

Yours Faithfully

For **Kumar A & Associates**
Company Secretaries

Amit Kumar
(AMIT KUMAR)
Proprietor
Membership No. 28804
CP No. 16877



Date: September 27, 2019
Place: Delhi



**CONSOLIDATED REPORT OF SCRUTINIZER ON VOTING THROUGH REMOTE
E-VOTING AND VOTING AT AGM**

To
The Chairman
Mr. Ankit Agarwal

39th Annual General Meeting of the
Equity Shareholders of **Kotia Enterprises Limited**
held on Friday, September 27, 2019 at 11:00 A.M.
at 905, New Delhi House, 27, Barakhamba Road, New Delhi - 110001

**Re.: Kotia Enterprises Limited (formerly known as International Pumps and
Projects Limited)**

Sub: Consolidated Scrutinizer's Report on remote 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) Rules, 2015 and voting pursuant to the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 as amended at the Annual General Meeting of the Company

BACKGROUND

I, Amit Kumar, proprietor of Kumar A & Associates, Company Secretaries (Membership No. 28804), was appointed as the Scrutinizer(s) for the purpose of scrutinizing the remote E-voting 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 thereto as well as voting conducted at the AGM pursuant to section 109 of the Companies Act, 2013 ("the Act") read with Rule 21 of the Companies (Management and Administration) Rules, 2014, as amended thereto of the equity shareholders of Kotia Enterprises Limited (formerly known as International Pumps and Projects Limited) held on Friday, September 27, 2019 at 11:00 A.M. at 905, New Delhi House, 27, Barakhamba Road, New Delhi - 110001 in a fair and transparent manner and ascertaining the requisite majority on the resolutions as set out in the notice of AGM dated August 30, 2019 along with statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolutions passed at the 39th Annual General Meeting of the Company.

DATE OF DISPATCH OF NOTICE AND CONVENING OF THE MEETING

The Company has informed me that Company has completed the dispatch of Notice of the said AGM to the all the shareholders whose names were appearing on August 30, 2019.



CUT-OFF DATE

The voting rights were reckoned on Friday, September 20, 2019 being the "**Cut-off date**" for the purpose of determining the entitlement of shareholders to vote on the resolutions as contained in the Notice of the 39th Annual General Meeting through remote E-voting and voting at the AGM.

REMOTE E-VOTING

- a) The Company has provided remote e-voting facility to the shareholders present at the Annual General Meeting in terms 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) Rules, 2015 and Regulation 44(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 enable them to cast their vote at the AGM
- b) The Remote E-voting was open for three days from Tuesday, September 24, 2019 at 10:00 A.M. to Thursday, September 26, 2019 at 05:00 p.m. and the NSDL e- Voting platform was blocked thereafter.
- c) The Company has availed the e- Voting facility offered by National Securities Depository Limited (NSDL) for conducting remote e- Voting to the shareholders of the Company.

VOTING AT THE AGM

- a) At the venue of the AGM, the facility to vote through poll has been provided to those members who were present at the AGM and have not exercised the option of casting their vote through E-voting.
- b) I had locked and sealed an empty polling box for voting at the AGM in the presence of members. Thereafter, members cast their votes and dropped at the polling box.
- c) After the closure of the Voting at the Annual General Meeting, the report of voting done after the conclusion of the meeting is generated in my presence and the voting is diligently scrutinized.

COUNTING PROCESS

- a) The locked polling box subsequently opened in my presence and in presence of two witnesses Mr. Sagar Kapoor and Mr. Amar Kumar Rai and the polling papers diligently scrutinized.
- b) After counting the votes casted by the members present at the AGM, the votes cast under remote e- Voting facility were thereafter unblocked from the website of National Securities Depository Limited (NSDL) in the presence of Two witnesses Mr. Sagar Kapoor and Mr. Amar Kumar Rai, who are not in the employment of the Company on September 27, 2019.
- c) Then, after scrutinizing and review, I have compiled the results of remote E-voting and voting at the AGM and the report has been prepared on the basis of details provided above.



I, now submit my Consolidated Scrutinizers' Report as under on the result of the remote e-Voting and voting at the meeting in respect of the said Resolutions.

ORDINARY BUSINESS:

Resolution 1: To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2019 including audited Balance Sheet for the year ended 31st March, 2019 and the Statement of Profit and Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors thereon (Ordinary Resolution).

(i) Votes **in favour** of the resolution:

Mode of Voting	Number of Members voted	Total Votes cast (Shares)	% of total Number of votes cast
E voting	26	705782	90.01%
Polling	20	77660	9.09%
Total	46	783442	100.00%

(ii) Votes **against** the resolution:

Mode of Voting	Number of Members voted	Total Votes cast (Shares)	% of total Number of votes cast
E voting	NIL	NIL	NIL
Polling	NIL	NIL	NIL
Total	NIL	NIL	NIL

(iii) **Invalid** votes:

Total Number of Members whose votes were declared invalid	Total Number of votes cast by them
NIL	NIL

Resolution 2: To appoint a Director in place of Ms. Khushboo Agarwal (DIN – 06792261), who retires by rotation and being eligible, offers himself for re – appointment (Ordinary Resolution)

(i) Votes **in favour** of the resolution:

Mode of Voting	Number of Members voted	Total Votes cast (Shares)	% of total Number of votes cast
E voting	26	705782	90.01%
Polling	20	77660	9.09%
Total	46	783442	100.00%

(ii) Votes **against** the resolution:

Mode of Voting	Number of Members voted	Total Votes cast (Shares)	% of total Number of votes cast
E voting	NIL	NIL	NIL
Polling	NIL	NIL	NIL
Total	NIL	NIL	NIL



(iii) **Invalid votes:**

Total Number of Members whose votes were declared invalid	Total Number of votes cast by them
NIL	NIL

Resolution 3: Approving the Borrowing Limit under Section 186 of Companies Act, 2013 (Special Resolution).

(i) **Votes in favour** of the resolution:

Mode of Voting	Number of Members voted	Total Votes cast (Shares)	% of total Number of votes cast
E voting	26	705782	90.01%
Polling	20	77660	9.09%
Total	46	783442	100.00%

(ii) **Votes against** the resolution:

Mode of Voting	Number of Members voted	Total Votes cast (Shares)	% of total Number of votes cast
E voting	NIL	NIL	NIL
Polling	NIL	NIL	NIL
Total	NIL	NIL	NIL

(iii) **Invalid votes:**

Total Number of Members whose votes were declared invalid	Total Number of votes cast by them
NIL	NIL

All the resolutions voted through remote e-voting and ballot/poll was passed with requisite majority.

The Register, all others paper and relevant records relating to e-voting shall remain in our safe custody until the chairman consider, approves and signs the Minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Company Secretary of the Company.

For **Kumar A & Associates**
Company Secretaries

Amit Kumar
(**AMIT KUMAR**)
Proprietor
Membership No. 28804
CP No. 16877



Date: September 27, 2019
Place: Delhi



KOTIA ENTERPRISES LIMITED

Formerly known as INTERNATIONAL PUMPS AND PROJECTS LIMITED

Date: 28-09-2019

The BSE Limited
Phiroze Jeejeeboy Towers
Dalal street,
Mumbai- 400001
Email Id: corp.relations@bseindia.com

Metropolitan Stock Exchange
4th Floor, Vibgyor Towers, Plot No. C-62
Bandra Kurla Complex, Bandra east
Mumbai- 400098
Email Id: raviraj.nirbhawane@mcx-sx.com

Subject: Disclosure of Voting Results of the 39th Annual General Meeting of the Company held on 27th September, 2019, pursuant to the Regulation 44 (3) of the the SEBI (LODR), Regulations, 2015.

Dear Sir/ Ma'am,


At the 39th Annual General Meeting (AGM) of Kotia Enterprises Limited held on 27th September, 2019 all the items of business contained in the Notice of the AGM were transacted and approved by the shareholders.


The details of the Combined Voting Results (i.e Results of e-voting together with that of the Poll conducted at the AGM are enclosed in the format prescribed by the Board.

Further, the Report of the Scrutinizer on the Combined Voting Results is attached herewith for your records.

Thanking You,
Yours faithfully

For Kotia Enterprises Limited


Pooja Tyagi



(Company Secretary and Compliance Officer)



KOTIA ENTERPRISES LIMITED

Formerly known as INTERNATIONAL PUMPS AND PROJECTS LIMITED

Disclosure as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015

Date of AGM	September 27, 2019
No. of shareholders on record date	542
No. of Shareholders present in the meeting either in person or through proxy:	
- Promoters and Promoter Group:	1
- Public:	20
No. of Shareholders attended the meeting through Video Conferencing	Not Applicable, as no video conferencing facility was made available
- Promoters and Promoter Group:	
- Public:	

AGENDA WISE

The mode of voting for all the resolutions was:

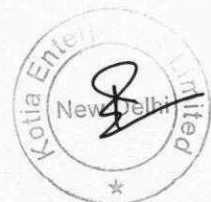
1. E-voting conducted between Tuesday, September 24, 2018 at 10.00 a.m. to Thursday, September 26, 2018 at 5.00 p.m. and
2. Poll conducted at the Meeting

Given below the resolution wise combined results of E-voting and Poll

Resolution No. 1: Ordinary Resolution

"RESOLVED THAT the Audited Financial Statements of the Company including Balance Sheet as at 31 March, 2019 and the Statement of Profit and Loss, the cash flow statement for the year ended on that date and the reports of the Board of Directors ("the Board") and Auditors thereon be and are hereby received, considered and adopted."

Whether Promoter/Promoter Group are interested in the agenda/resolution? No



Promoter/Public	No. of Shares Held	No of votes Polled (E-Voting & Poll)	% of votes polled on outstanding shares (E-Voting & Poll)	No. of votes in favor (E-Voting & Poll)	No of votes against (E-Voting & Poll)	% of votes in favor on votes polled(E-Voting & Poll)	% of votes against on votes polled(E-Voting & Poll)
	(1)	(2)	(3) = $\frac{(2)}{(1)} * 100$	(4)	(5)	(6) = $\frac{(4)}{(2)} * 100$	(7) = $\frac{(5)}{(2)} * 100$
Promoter and Promoter Group	336200	336200	100	336200	0	100	0
Public – Institutional holders	0	0	0	0	0	0	0
Public others	6684300	447242	6.691	447242	0	6.691	0
Total	7020500	783442	11.06	783442	0	11.06	0

Based on the above, the Ordinary Resolution has been passed unanimously.

Resolution No. 2: Ordinary Resolution

“RESOLVED THAT Mr. Khusboo Agarwal, as Director who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation.”

Whether Promoter/Promoter Group are interested in the agenda/resolution? No

Promoter/Public	No. of Shares Held	No of votes Polled (E-Voting & Poll)	% of votes polled on outstanding shares (E-Voting & Poll)	No. of votes in favor (E-Voting & Poll)	No of votes against (E-Voting & Poll)	% of votes in favor on votes polled(E-Voting & Poll)	% of votes against on votes polled(E-Voting & Poll)



		Poll)	Poll)	Poll)	& Poll)	Poll)	-Voting & Poll)
	(1)	(2)	(3) = $\frac{(4)}{(1)} * 100$	(4)	(5)	(6) = $\frac{(4)}{(2)} * 100$	(7) = $\frac{(5)}{(2)} * 100$
Promoter and Promoter Group	336200	336200	100	336200	0	100	0
Public – Institutional holders	0	0	0	0	0	0	0
Public others	6684300	447242	6.691	447242	0	6.691	0
Total	7020500	783442	11.06	783442	0	11.06	0

Based on the above, the Ordinary Resolution has been passed unanimously.

Resolution No. 3: Special Resolution

“RESOLVED THAT subject to Section 186 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014, as may be amended, from time to time and Articles of Association of the Company, approval of the shareholders of the Company be and is hereby required to the Board of Directors of the Company for giving any loan to any person or other body corporate, giving guarantee or providing any security in connection with the loan given to any person or body corporate and /or acquiring by way of subscription, purchase or otherwise the securities of any other body corporate upto an amount, the aggregate outstanding of which should not exceed at any given time, an amount of Rs. 20 crores over and above the limits specified in Sec 186 (2) of the Companies Act 2013 and the aggregate outstanding amount of loans/guarantees/securities given / provided to wholly owned subsidiary companies and /or joint venture companies and investment made in wholly owned subsidiaries from time to time.”

Whether Promoter/Promoter Group are interested in the agenda/resolution? No



Promoter/Public	No. of Shares Held	No of votes Polled (E-Voting & Poll)	% of votes polled on outstanding shares (E-Voting & Poll)	No. of votes in favor (E-Voting & Poll)	No of votes against (E-Voting & Poll)	% of votes in favor on votes polled (E-Voting & Poll)	% of votes against on votes polled (E-Voting & Poll)
	(1)	(2)	(3) = $\frac{\{(2)/(1)\} * 100}{100}$	(4)	(5)	(6) = $\frac{\{(4)/(2)\} * 100}{100}$	(7) = $\frac{\{(5)/(2)\} * 100}{100}$
Promoter and Promoter Group	336200	336200	100	336200	0	100	0
Public – Institutional holders	0	0	0	0	0	0	0
Public others	6684300	447242	6.691	447242	0	6.691	0
Total	7020500	783442	11.06	783442	0	11.06	0

Based on the above, the Special Resolution has been passed with requisite majority.

For Kotia Enterprises Limited


Pooja Tyagi

Company Secretary & Compliance Officer

