



KOTIA ENTERPRISES LIMITED

Formerly known as INTERNATIONAL PUMPS AND PROJECTS LIMITED

NOTICE

Notice is hereby given that the 41st Annual General Meeting of KOTIA ENTERPRISES LIMITED will be held on Wednesday, the 22nd day of September 2021 at 11:00 A.M. at the Registered Office of the Company at 905, New Delhi House, 27, Barakhamba Road, New Delhi - 110001 to transact the following businesses:

ORDINARY BUSINESS:

Item No. 1

To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March 2021 including Audited Balance Sheet for the year ended 31st March 2021 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.

Item No. 2

To appoint a director in place of Mr. Paaven Bansal (DIN – 08098647), who retires by rotation and being eligible, offers herself for re – appointment.

Item No. 3

To appoint Auditors and fix their remuneration. In this connection, to consider and, if thought fit, to pass the following resolution which will be proposed as an Ordinary Resolution

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of Companies Act, 2013 and of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s Ajay Rattan & Co., Chartered Accountants be and are hereby appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting (AGM), for five (5) years till the conclusion of AGM of the company to be held in the year 2026, on such remuneration and terms of engagement as would be decided by the Board of Directors of the Company or committee thereof.”

SPECIAL BUSINESS:

Item No. 4 Appointment of Manoj Kumar Bansal as Managing Director of the Company.

Appointment of Mr. Manoj Kumar Bansal as Managing Director of the Company To consider and if thought fit, to pass with or without modifications, the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 2(54), 152, 196, 203, Schedule V and other applicable provisions of Companies Act, 2013 (“the Act”) read with Companies (Appointment and Qualification of Directors) Rules, 2014 and pursuant to the provisions of the (Listing Obligations and Disclosure Requirement) Regulations 2015 (including any statutory modification or re-enactment thereof for the time being in force) and Articles of Association of the Company and subject to such

approvals, permissions, and sanctions, as may be required, approval of the shareholders be and is hereby accorded to the appointment of Mr. Manoj Kumar Bansal (holding DIN 00272806) as the Managing Director of the Company without any remuneration to hold office for a period of 5 years from 25th August, 2021 to 24th August, 2026 on the terms and conditions mentioned in the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the company (hereinafter referred to as the 'Board' which term shall be deemed to include Nomination and Remuneration Committee thereof, for the time being exercising the powers conferred by the Board by this Resolution be and is hereby authorised to vary, increase, enhance, or widen from time to time the terms and conditions of Appointment of the Managing Director during the period 25th August, 2021 to 24th August, 2026 subject to the specified provisions of Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient."

ITEM 5 change in designation of Mr. Ankit Agarwal from Managing Director to non-independent non-executive director of the company

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, of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and rules & regulations made there under, approval of the members of the Company be and is hereby accorded to the change in designation of Mr. Ankit Agarwal from Managing Director to Non-Executive Director (Non Independent) of the company, liable to retire by rotation of Directors, effective from 25th August, 2021 on such terms and conditions as per Letter of Appointment given to Mr. Ankit Agarwal by the Company.

RESOLVED FURTHER THAT Any Director of the company be and are hereby jointly and/or severally authorised to file the necessary e-forms with Registrar of Companies, NCT of Delhi and Haryana and to do all such acts and deeds as may be required to give effect to the above resolution

Date: 25/08/2021
Place: New Delhi



By Order of the Board
KOTIA ENTERPRISES LIMITED

Ayush Jindal

Ayush jindal
Company Secretary
M. No. A600494

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY.
2. A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

PROXIES IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY DULY COMPLETED AND SIGNED NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS SENT HERewith. PROXIES SUBMITTED ON BEHALF OF THE COMPANIES, SOCIETIES, ETC. MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION/AUTHORITY, AS APPLICABLE.

3. During the period beginning twenty-four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the company, provided not less than three days' notice is given to the company.
4. The Company's Registrar & Share Transfer Agents (RTA) are:

Skyline Financial Services Private Ltd, D-153/A, First Floor, Okhla Industrial Area, Phase
- I, New Delhi -110020, Phone: 011 3085 7575, Email: info@skylinerta.com.
5. Members can avail of the nomination facility in respect of shares held by them pursuant to the provisions of Section 72 of Companies Act, 2013. Members holding shares in electronic form may contact their respective Depository Participant for availing this facility. Members holding shares in physical form may send their nomination in the prescribed form duly filled into RTA at the above-mentioned address.
6. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
7. The Securities and Exchange Board of India (SEBI) has mandated the submission of

Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or RTA.

8. Details under Regulation 36 of the SEBI (LODR), 2015, in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, is given in the Corporate Governance Report along with the details of their shareholding.
9. Electronic copy of the Annual Report for 2020-21 is being sent to all the members whose email IDs are registered with the Company / Depository Participant(s) for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2020-21 are being sent in the permitted mode.
10. The Notice of the Annual General Meeting of the Company and instructions for e-voting, along with Attendance Slip and Proxy Form is being sent to all the members by electronic mode, whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the aforementioned documents are being sent in the permitted mode.
11. Members may also note that the Notice of the Annual General Meeting and the Annual Report for 2020-21 will also be available on the Company's website www.kotiaenterprises.com for download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in New Delhi for inspection during normal business hours on working days, excluding Saturday up to the date of AGM. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, free of cost.
12. Shareholders are requested to notify any change of address:
 - (i) To their Depository Participants (DPs) in respect of the shares held in Demat form; and
 - (ii) To the Company at its Registered Office at 905, New Delhi House, 27, Barakhamba Road, New Delhi – 110001
 - (iii) In case the mailing address mentioned on this Annual Report is without the PIN Code, kindly inform the same to DP of the Company
13. To support the 'Green Initiative' in the Corporate Governance taken by the Ministry of Corporate Affairs, to contribute towards the Greener Environment and to receive all documents, Notices, including Annual Reports and other communications of the Company, investors should register their e-mail addresses with RTA if shares are held in physical mode or with the Depository Participant if the shares are held in

electronic mode.

14. The Statement of Profit and Loss for the year ended 31st March 2021, the Balance Sheet as at that date, the Auditors' Report, the Directors' Report and all other documents annexed or attached to the Balance Sheet are available for inspection by the Members at the Registered Office of the Company between 11.00 AM and 1.00 PM on all working days up to this AGM. Members who wish to obtain information on the Company or view the Accounts for the previous years may visit the Company's website or send their queries at least 10 days in advance before the AGM to the Secretary of the Company.
15. **E-Voting:** In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended vide notification dated 19th March 2015, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and detailed procedure is mentioned below:

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Sunday, 19th September 2021 and ends on Tuesday, 21st September 2021. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Wednesday, 15th September 2021 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
- Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on "Shareholders" tab.
- (v) Now Enter your User ID
- For CDSL:16 digits beneficiary ID,
 - For NSDL:8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first-time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.

In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number1 then enter RA00000001 in the PAN field.

Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in the dd/mm/yyyy format) as recorded in your demat account or in the Company records to login.
OR Date of Birth	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 (iv)

- (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 NSDL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant "Kotia Enterprises Limited on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A

confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the votes cast by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the login password, then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Institutional Shareholders
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to evoting@nsdl.co.in.
 - After receiving the login details, they have to create a compliance user 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 evoting@nsdl.co.in 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.
- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to evoting@nsdl.co.in
- (xx) The Board of Directors has appointed CS Amit Kumar, Practicing Company Secretary, as a Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (xxi) The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and will make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman / Managing Director of the Company.
- (xxii) The results on resolutions shall be declared on or after the AGM of the Company and the resolution will be deemed to be passed on the AGM date, subject to receipt of the requisite number of votes in favour of the Resolution(s).
- (xxiii) The Results declared along with the Scrutinizer's Reports will be available on the website of the Company (www.kotiaenterprises.com) within two (2) days of passing of the resolutions and communication of the same to the BSE and Metropolitan Stock Exchange Limited (MSEI) for download by the members of the Company.

ADDITIONAL INFORMATION WITH RESPECT TO ITEM NO. 2.

Item No 2

Pursuant to Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Standard 1.2.5 of SS-2, Secretarial Standard on General Meetings

Name of Director	Mr. Paaven Bansal
DIN	08098647
Date of Birth	03/12/1999
Qualification	B-Tech
Date of Appointment on the Board	03/04/2018
Experience & Brief profile and nature of their expertise in specific functional areas	Having relevant expertise in Computer Science & finance
Directorship held in other companies	Nil
Membership/Chairmanship of committees across all other public companies	Nil
Shareholding of the Company (Promoter Group)	Nil
No of Board Meeting Attended during the Financial Year 2020-21	8

The Board recommends the resolution set forth in item no. 2 of the Notice for the approval of the members as an Ordinary Resolution.

EXPLANATORY STATEMENT TO SPECIAL BUSINESS

Item No. 3

This explanatory statement is provided though strictly not required as per section 102 of the Act. M/s V. N. Purohit & Co., Chartered Accountants, 214, New Delhi House, 2nd Floor, 27, Barakhamba Road India having firm Registration No. 304040E were appointed as the statutory auditors of the Company for financial years 2016 to 2021 at the Annual General Meeting (AGM) of the Company held on September 30, 2016.

Accordingly, the audit of the Company for financial year 2020-21 was conducted by M/s V. N. Purohit & Co., Chartered Accountants. M/s V. N. Purohit & Co., Chartered Accountants have been the Auditors of the Company for two terms.

As per the provisions of section 139 of the Act read with Rule 3 of Companies (Audit and Auditors) Rules, 2014, Listed Companies are required to appoint chartered accountant or a firm thereof as statutory auditors of the Company for a term of 5 years. The auditors can be appointed for maximum of 2 consecutive terms of 5 years each (10 year consecutively). The audit firm which has completed its term of 10 years in aggregate shall not be eligible for re-appointment as auditor in the same company for five years from the completion of such term. Section 139 of the Act has also provided a period of three years from the date of commencement of the Act to comply with this requirement out of which one year will expire at the conclusion of next AGM.

As rotation of M/s V. N. Purohit & Co., Chartered Accountants, the existing Statutory Auditors of the Company, the Audit Committee of the Company vide its meeting held on 25th August, 2021 had approved and recommended the appointment of M/s Ajay Rattan & Co., Chartered Accountants as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM), for five (5) years till the conclusion of AGM of the company to be held in the year 2026 which was also approved by the Board of Directors vide its meeting held on 25th August, 2021 subject to approval of shareholders in this AGM. Accordingly, the Board commends the Resolution at Item No. 4 for approval by the Members.

None of the Directors or Key Managerial Personnel (KMP) or relatives of directors and/or KMP is concerned or interested in the resolution.

Item No. 4

The Board of Directors of the Company at its meeting held on 25th August 2021 have appointed Mr. Manoj Kumar Bansal as the Managing Director of the Company, for a period of Five years with effect from 25 August 2021. As a Managing Director of the Company Mr. Manoj Kumar Bansal shall be responsible to give vision and direction to the Management team of the Company in accomplishment of its business plan effectively and efficiently and shall otherwise be entrusted with substantial power of management of the Company subject to superintendence, control and directions of the Board of Directors of the Company.

Brief terms and conditions of the appointment of Mr Manoj Kumar Bansal as below:

1. Term and Termination:

* Subject as hereinafter provided, this Agreement shall remain in force up to five years unless terminated earlier

2. Duties & Powers:

The Managing Director shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board from time to time

3. The terms and conditions of the Variation: appointment of the Managing Director and / or this Agreement may be altered and varied from time to time by the Board as it may, in its discretion deem fit, within the maximum limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and the Managing Director, subject to such approvals as may be required.

4. Agreement co-terminus with employment / directorship: If and when, Mr. Manoj Kumar Bansal will cease to be the Managing Director for any reason whatsoever, this Agreement shall also expire and considered terminated.

The Resolution above is placed before the shareholders for approval.

Item No. 5

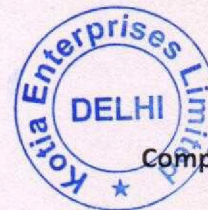
The members are apprised that Mr. Ankit Agarwal who was appointed as Managing Director cum Chairman of the Company on such date has shown his willingness to act as Non-Executive Director (Non Independent) of the company.

The Nomination & Remuneration Committee and Board of Directors in its respective meetings held on 25-08-2021 after considering vast experience of Mr. Ankit Agarwal in the fields of finance, project financing, general management and operational aspects of the company, has decided to avail the expertise of Mr. Ankit Agarwal on regular basis. Hence, the committee & the Board has proposed to appoint him as Non - Executive Director of the company.

Based on the recommendation of the Nomination & Remuneration Committee & the Board, the matter is recommended to the shareholders for their approval for change in designation of Mr. Ankit Agarwal from Managing Director cum Chairman to Non - Executive Director of the company on such other terms and conditions as per Letter of Appointment. None of the Directors and/or Key Managerial personnel of the company and their relatives, except Mr. Ankit Agarwal and their relatives, are in any way concerned or interested in the proposed appointment of Mr. Ankit Agarwal as Non - Executive Director of the company. The Directors recommend the aforesaid resolution for the approval by the members.

Date: 25.08.2021
Place: New Delhi

By Order of the Board
KOTIA ENTERPRISES LIMITED



Ayush Jindal

Ayush Jindal
Company Secretary