

NOTICE

Notice is hereby given that the 39th Annual General Meeting of KOTIA ENTERPRISES LIMITED will be held on Friday, the 27th day of September, 2019 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, 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.

Item No. 2

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

SPECIAL BUSINESS:

Item No. 3

To consider, and if thought fit, to pass the following resolution with or without modification as Special Resolution for approving the Borrowing Limit under Section 186 of Companies Act, 2013.

“**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.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, be and is hereby authorized to negotiate and decide from time to time, terms and conditions, execute necessary documents, papers, agreements etc. for investments to be made, loans/guarantees to be given and securities to be provided to any person and /or anybody corporate, to do all such acts, deeds and things and to give such directions as may be necessary or expedient as the Board in its absolute discretion, may deem fit and its decision shall be final and binding and to settle any question,

difficulty that may arise in this regard and to delegate all or any of these powers to any Committee of Directors or Director or officer of the Company or any other person.”

RESOLVED FURTHER THAT Mr. Ankit Agarwal, Managing Director (DIN: 05254327), and Ms. Pooja Tyagi, Company Secretary of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to above resolution.”

By Order of the Board
KOTIA ENTERPRISES LIMITED

Date: 30/08/2019
Place: New Delhi

Pooja Tyagi
Company Secretary

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 in to 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 share holding.
9. Electronic copy of the Annual Report for 2018-19 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 2018-19 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 ID's 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 2018-19 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 upto 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, 2019, 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 Tuesday, 24th September, 2019 and ends on Thursday, 26th September, 2019. 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 Friday, 20th September, 2019 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
- 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.
- (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

PAN

Enter your 10 digit alpha-numeric *PAN issued by IncomeTax 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 number 1 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	Ms. Khushboo Agarwal
DIN	06792261
Date of Birth	01/01/1977
Qualification	M.BA
Date of Appointment on the Board	31/03/2015
Experience & Brief profile and nature of their expertise in specific functional areas	5 Years' experience in Human Resource and Marketing
Directorship held in other companies	Nil
Membership/Chairmanship of committees across all other public companies	Nil
Relationship with other Directors/Manager/Key Managerial Personnel	Nil
Shareholding of the Company (Promoter Group)	Nil
No of Board Meeting Attended during the Financial Year 2018-19	8

None of the other Directors or the Key Managerial Personnel or their relatives are in any way concerned or interested in the said resolution except to the extent of their respective shareholding in the Company, if any, as set out at item no. 2 of the Notice.

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

The Company requires to Invest funds from time to time to earn more profits for business objectives, According 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.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, be and is hereby authorized to negotiate and decide from time to time, terms and conditions, execute necessary documents, papers, agreements etc. for investments to be made, loans/guarantees to be given and securities to be provided to any person and /or anybody corporate, to do all such acts, deeds and things and to give such directions as may be necessary or expedient as the Board in its absolute discretion, may deem fit and its decision shall be final and binding and to settle any question, difficulty that may arise in this regard and to delegate all or any of these powers to any Committee of Directors or Director or officer of the Company or any other person.

By Order of the Board
KOTIA ENTERPRISES LIMITED

Pooja Tyagi
Company Secretary

Place: New Delhi
Date: 30.08.2019

KOTIA ENTERPRISES LIMITED

CIN: L74110DL1980PLC010678

Regd. Off: 905, New Delhi House, 27, Barakhamba Road,

New Delhi - 110001 Tel:- 91-11 - 40045955

Email: compliance@kotiaenterprises.com, Website: www.kotiaenterprises.com

Form No. MGT - 11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rules 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)/ Representative:		
Registered Address:		
E-mail ID:		
Folio No./Client ID:		DP ID:

I/ We, being the member (s) ofequity shares of the above named Company, hereby appoint:

1.Name	1.Name	1.Name
Address:	Address:	Address:

Email Id:	Email Id:	Email Id:
Signature:, or failing him/her	Signature:, or failing him/her	Signature:, or failing him/her

as my/our proxy to attend and vote (on a ballot/poll) for me/us and on my/our behalf at the 39th Annual General Meeting of the Company, to be held on Friday, September 27, 2019 at 11:00 A.M. at 905, New Delhi House, 27, Barakhamba Road, New Delhi-110001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number Resolution

Ordinary Business

- | | | For | Against | Abstain |
|----|--|------------|----------------|----------------|
| 1. | Adoption and Approval of Balance Sheet, Statement of Profit and Loss and the Reports of the Board of Directors and Auditors thereon for the financial period ended on March 31, 2019 | | | |
| 2. | Re-appointment of Ms. Khushboo Agarwal, as Director liable to retire by rotation. | | | |

Special Business

- | | |
|----|---|
| 3. | Pass a resolution for approving the Borrowing Limit under Section 186 of Companies Act, 2013. |
|----|---|

Signed this Day of 2019

Signature of 1st proxy Holders(s) Signature of 2nd proxy Holders(s) Signature of 3rd proxy Holders(s)

Affix revenue stamp of not less than Rs. 1.00

Notes:

- It is optional to indicate your reference, if you leave the for, against column or abstain column blank against or abstain column blank against any or all resolutions, your proxy will be entitled in the manner as he/she may deem appropriate.
- This form of proxy in order to be effective should be duly stamped , completed, signed, and deposited at the Registered office of the company, not less than 48 hours before the commencement of the meeting.**
- The proxy form should be signed as per specimen signature registered with the share transfer Agents or Depository Participant , as the case may be

KOTIA ENTERPRISES LIMITED

CIN: L74110DL1980PLC010678

Regd. Off: 905, New Delhi House, 27, Barakhamba Road, New Delhi -110001, Tel:- 91-11 - 40045955

Email: compliance@kotiaenterprises.com, Website: www.kotiaenterprises.com

ELECTRONIC VOTING PARTICULARS

EVEN	USER ID	PASSWORD/PIN	NO. OF SHARES
(Remote E-Voting			
Event Number)			

The e-voting facility will be available during the following voting period:

Commencement of remote e-voting **From 10.00 a.m. (IST) on Tuesday, September 24, 2019**

End of remote e- voting **Up to 5.00 p.m. (IST) on Thursday, September 26, 2019**

- The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be disabled by NSDL upon expiry of aforesaid period.
- The cut-off date for the purpose of remote e-voting and voting at the Meeting is Friday, September 20, 2019.
- Please read the instructions given below carefully before exercising the vote through e-voting.

.....TEAR HERE

KOTIA ENTERPRISES LIMITED

CIN: L74110DL1980PLC010678

Regd. Off: 905, New Delhi House, 27, Barakhamba Road, New Delhi -110001, Tel:- 91-11 - 40045955

Email: compliance@kotiaenterprises.com, Website: www.kotiaenterprises.com

ATTENDANCE SLIP

Regd. Folio No./DP ID - Client ID : _____

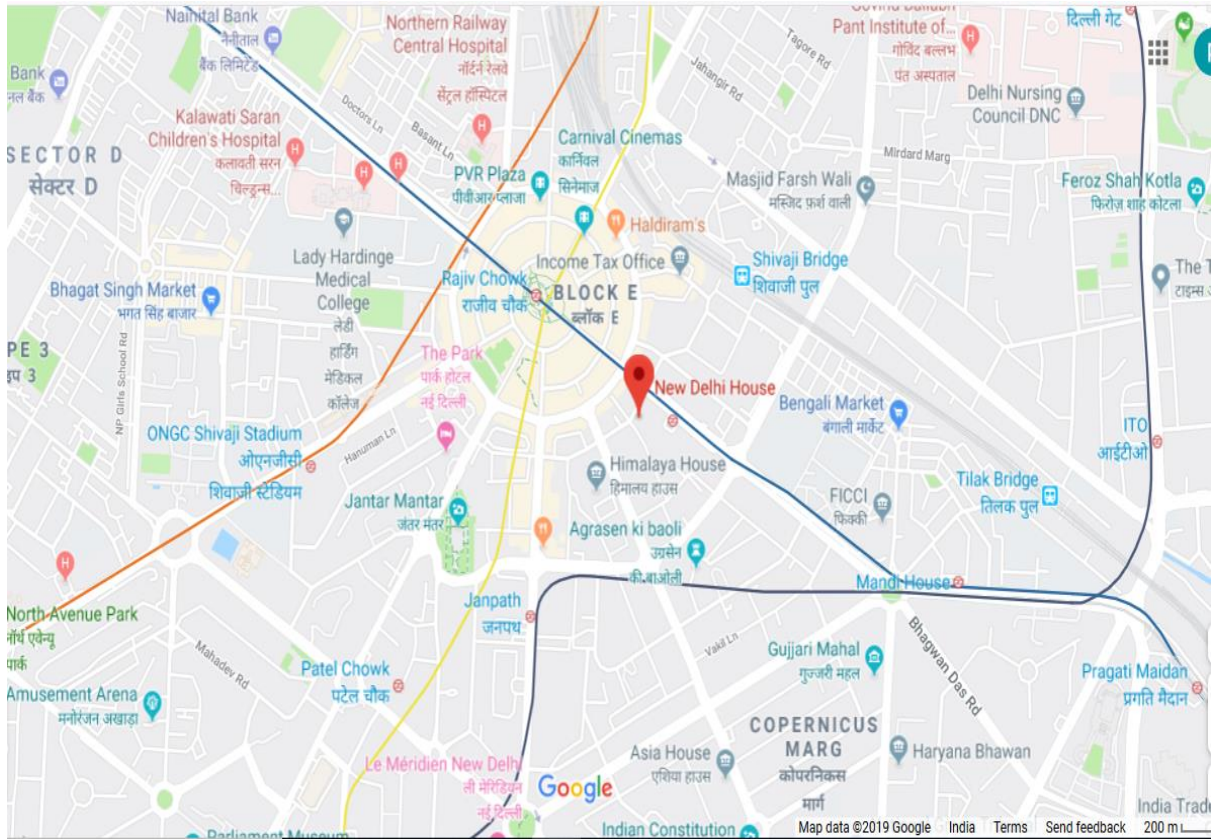
Name & Address of First/Sole Member :

No. of Shares held : _____

I/We hereby record my/our presence at the 39th Annual General Meeting (AGM) of the Company scheduled to be held on Friday, September 27, 2019 at 11:00 a.m. at its registered office at 905, New Delhi House, 27, Barakhamba Road, New Delhi -110001, Tel:- 91-11 - 40045955.

Signature of Member/Proxy

ROUTE MAP FOR AGM VENUE



Kotia Enterprises Limited

Annual Report

Financial Year- 2018-19

KOTIA ENTERPRISES LIMITED

Board of Directors

Mr. Ankit Agarwal : Managing Director
Mr. Anil Gupta : Chairperson Cum Independent Director
Ms. Khushboo Agarwal : Independent Director
Mr. Harshit Agarwal : Non Executive Director
Mr. Paaven Bansal : Non Executive Director

Ms. Pooja Tyagi : Company Secretary

Auditors

V.N Purohit & Co.,
Chartered Accountants
214, New Delhi House, 27,
Barakhamba Road, New Delhi – 110001

Secretarial Auditor

M/s. Kumar A & Associates,
Company Secretaries
G- 83, Room No. 204, Laxmi Nagar, Delhi - 110092

Internal Auditor

M/s Anil Shakun & Co.
No-B-84 2ndFloor,
Sector - 63, Noida – 201301

Bankers

HDFC Bank Ltd.
IDFC Bank Ltd.
Yes Bank Ltd.

Registrar & Share Transfer Agent

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

Registered & Corporate Office

905, New Delhi House, 27
Barakhamba Road, New Delhi - 110001
Ph. No.011 – 40045955
Email ID: compliance@kotiaenterprises.com
Website: www.kotiaenterprises.com

TABLE OF CONTENTS

Director's Report	03
Report on Corporate Governance	15
Management Discussion & Analysis	30
Annual Return	32
Secretarial Audit Report	41
Auditors Report and Balance Sheet	46

DIRECTORS' REPORT

**To
The Members
Kotia Enterprises Limited**

Your Board of Directors have pleasure to presenting the 39th Annual Report of the Company together with Audited Financial Statement for the year ended 31st March, 2019.

Operational Performance**Bleached Hardwood Kraft Pulp**

Your company entered into trading of Bleached Hardwood Kraft Pulp. The Revenue generated from Bleached Hardwood is Rs 50,08,34,154. The Company performed excellent in this sector. The positive response from the market helps in generation of 56.69% (Approx) Revenue for the company. The positive response motivates the company management for making more R&D in the new segment. Your company is looking for expansion of business operations in this segment in the upcoming financial years.

Construction and Civil Works

Your Company operating in construction and civil works traditionally. The Company always leads in providing construction and civil work solutions in the Indian market. The Revenue generated from Construction and civil works not upto the marks in the current financial year. The Revenue generated from the Construction and civil work is Rs. 38,27,02,696/- as against Rs. 2,46,75,865/- for the previous Financial Year 2017-2018.

The Total Revenue Generated from all the operations of the company for the current financial year stood at Rs. 88,35,37,851/- as against Rs. 408,804.895/- for the previous financial year.

Financial Highlights (Standalone)**(₹ in Thousand)**

Particulars	2018-2019	2017 – 2018	2016 – 2017
Income from Operations	8,83,537.85	408,804.90	276,298.66
Other Income	17,013.680	6,455.76	4,737.29
Total Income	9,00,551.53	415,260.66	281,035.94
Total Expenditure	8,86,726.319	407,642.43	276,802.44
Profit/(loss) before tax	13,829.84	7,618.22	4,233.50
Less: Provision for Taxation			

(i) Current Year	(3,752.61)	(1,961.69)	(1,177.30)
(ii) Earlier Year Adjustment	-	-	-
(iii) Deferred Tax	(1,51.12)	(145.94)	(153.97)
Profit/(Loss) After Tax	9,925.11	5,510.59	2,902,.23

Net Profit for the Financial Year Ended 2018 – 2019 stood at Rs. 99,25,107 as against Rs. 55,10,589 for the Financial Year 2017-2018.

Reserves

During the year under review, Rs. 97,59,463 has been transferred to General Reserve.

Capital Structure

During the year under review, there has been no change in the capital structure of the company.

Dividend

The Board of Directors of your company in order to conserve resources, have decided not to recommend any dividend for the Financial Year.

Cash Flow Statement

As required by Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 Cash Flow Statement for the financial year ended March 31, 2019 is enclosed with the Balance Sheet and Statement of Profit and Loss of the Company.

Corporate Governance and Management Discussion & Analysis Report

The Company has been proactive in following the principles and practices of good corporate governance and adhering to the corporate governance requirements as set out by the Securities and Exchange Board of India. A separate section on Corporate Governance & a certificate from the Practising Company Secretary confirming compliance with the corporate governance requirement; and Management Discussion & Analysis Report as stipulated in Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, forms part of this Annual Report.

The Managing Director declaration regarding compliance with the Code of Conduct forms part of this Annual Report.

Changes in Nature of Business, if any

The company carrying the same business as it carrying out in the preceding financial years.

Capital Projects

The Company was not working on any kind of capital projects for the financial year 2018-19.

Internal control systems and their adequacy

The Company's internal control systems are commensurate with the nature of its Business, its size and complexity of its operations. These are routinely tested and certified by statutory as well as Internal Auditors. Significant audit observations, if any, and follow up actions thereon are reported to the Audit Committee. The findings of Internal Audit are reviewed by the top management and by the Audit Committee of the Board of Directors.

The Statutory Auditors conduct audit covering a wide range of operational matters and ensure compliance with the specified standards.

Based on the Deliberations with the Statutory to ascertain their views on the financial statements including the Financial Reporting System and Compliance to Accounting Policies and Procedures, the Audit Committee was satisfied with the adequacy and effectiveness of the internal controls and systems followed by the Company.

Loans, Guarantees or Investments

Details of Loans, Guarantees and Investments under the provisions of Section 186 of the companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014, as on 31st March, 2019 are set out in the Standalone Financial Statements forming part of this report.

Material Changes and Commitments, If any, Affecting the Financial Position of the Company

There were no material changes and commitments affecting the financial position of the Company between the end of the financial year to which the financial statements relates and the date of the approval of the Directors Report.

Extract of the Annual Return

Pursuant to the provisions of Section 92 of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the extract of the Annual Return as on 31st March, 2019 is enclosed as Annexure "D" to the Directors' Report and also uploaded on the website of the company i.e. www.kotiaenterprises.com. The link for annual return as follows: <http://www.kotiaenterprises.com/notice-for-shareholders.php>

Board Meetings

During the year under review, Eight Board meetings were held on 03rd April,2018, 13th April,2018 11th May, 2018, 30th May, 2018, 11th August, 2018, 30th August, 2018,14th November, 2018, and 11th February, 2019 and. The details of the composition of the board and attendance of the directors at the board meeting are provided in the Corporate Governance Report.

Audit Committee

During the year under review Four Audit Committee Meetings were held and all the recommendations of the Audit Committee were accepted by the Board. The details of the composition of the Audit Committee and details of committee meetings are given in the Corporate Governance Report.

Nomination and Remuneration Committee and Policy on Nomination, Remuneration and Performance Evaluation

During the year under review Nomination and Remuneration Committee Meet Four times. The Board has, on the recommendation of the Nomination & Remuneration Committee review policy for selection, appointment and remuneration of Directors, Key Managerial Personnel and employees in the Senior Management. More details of the same including the composition of the Committee are given in the Report on Corporate Governance enclosed as Annexure – “A” to this report.

The nomination and remuneration policy is displayed on the Company’s website.

Stakeholders Relationship Committee

The Committee relationship committee monitored the performance of the share transfer work and recommends measures to improve the level of investor services. In addition, the Committee looks into investors’ grievances such as Annual Reports and other complaints related to share transfers. More details of the same including the composition of the committee are given in this on Corporate Governance enclosed as Annexure – “A” to this Report.

The nomination and remuneration policy is displayed on the Company’s website.

Risk Management

The provisions for Constituting risk management committee not applicable on the company. Therefore the company did not formulate risk management committee and risk management process carried out by the members of Board.

Vigil Mechanism/Whistle Blower Policy

The Company in accordance with the provisions of Section 177(9) of the Companies Act, 2013 and Regulation 22 of SEBI (LODR) Regulations, 2015 has established a vigil mechanism for directors and employees to report genuine concerns to the management viz. instances of unethical behaviour, actual or suspected, fraud or violation of the Company’s Code of Conduct or Ethics Policy. The Company has already formulated a Whistle Blower Policy (“Policy”) which provides for adequate safeguard against victimization of persons and has a provision for direct access to the Chairperson of the Audit Committee. The Company has not denied any person from having access to the Chairman of the Audit Committee.

Related Party Transactions

All related party transactions that were entered into during the financial year, u/s 188 of the Companies Act, 2013 were on an arm’s length basis. All related party transactions are approved by the Audit Committee and the Board of Directors. The details of material Related Party transactions in Form AOC-2 are enclosed as Annexure “F”. There were no materially significant related party transactions made by the

Company with the Promoters, Directors, Key Managerial Personnel which may have a potential conflict with the interest of the Company at large.

Further, The Company in accordance with the provisions of Section 188 of the Companies Act, 2013 and Regulation 23 of SEBI (LODR) Regulations, 2015 formulated a policy on Materiality of Related Party Transactions in accordance with SEBI (LODR) Regulations, 2015. The Policy on Materiality of related party transaction is available on website of the company.

Subsidiary, Associate and Joint Venture

The company does not have any subsidiary company. Therefore, the company not required to follow the provisions of companies act, 2013 and SEBI (LODR) Regulations, 2015 pertaining to Subsidiary, associate and joint venture companies.

Particulars of employees and related disclosures

The information required pursuant to Section 197 (12) of the Companies Act, 2013 read with Rule 5(2) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, will be provided upon request by the shareholders.

The Report and Accounts pursuant to section 136 of the Companies Act, 2013 are being sent to the Members and others entitled thereto, excluding the information on employees' particulars which is available for inspection by the Members at the Registered Office of the Company during business hours on working days of the Company up to the date of the ensuing Annual General Meeting. If any Member is interested in obtaining a copy thereof, such Member may write to the Company in this regard.

Corporate Social Responsibility (CSR)

The Board of Directors needs not to constitute a CSR Committee and also there is no requirement to approve the CSR Policy.

Directors and Key Managerial Personnel

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 27 of SEBI (LODR) Regulations, 2015.

In accordance with the provisions of Regulation 25(7) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company organizes familiarization programme for Independent Directors as and when required.

A brief profile and details of other directorships and committee memberships of Directors are given in the Report on Corporate Governance attached as Annexure "A" to this report.

Corporate Governance Report also contains other information on the directors, board and Committee Meetings.

Performance Evaluation

Pursuant to the provisions of the Section 134, 178 and Sch. IV of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the following performance evaluations were carried out;

- a. Performance evaluation of the Board, Chairman and non-Independent Directors by the Independent Directors;
- b. Performance evaluation of the Board, its committees and Independent Directors by the Board of Directors; and
- c. Performance evaluation of every director by the Nomination and Remuneration Committee.

The details of Annual Performance evaluation carried out are given in the Corporate Governance Report attached as Annexure “A” to this report.

Fixed Deposits

During the Financial Year 2018 -19, your company has not invited or accepted any deposits from the public and as such, no amount on account of principal or interest on public was outstanding as on the date of the Balance Sheet.

Details of significant and material orders passed by the regulators or courts

There are no significant material orders passed by the courts/regulators or tribunals impacting the going concern status and company’s operations in future. The details pertaining to various demand notices from various statutory authorities are disclosed in Note to financial statements under the heading – Contingent Liabilities.

Adequacy of internal financial controls with reference to financial statements

The company has adequate systems of internal control in place, which is commensurate with its size and the nature of its operations. The Company has designed and put in place adequate Standard Operating Procedures and Limits of Authority Manuals for conduct of its business, including adherence to Company’s policies, safeguarding its assets, prevention and detection of fraud and errors, accuracy and completeness of accounting records and timely preparation of reliable financial information.

These documents are reviewed and updated on an on going basis to improve the internal control systems and operational efficiency. The Company uses a system to record data for accounting and managing information with adequate security procedure and controls.

Disclosure Requirement

Your Company has complied with all the mandatory SEBI Listing Regulations. The Report on Corporate Governance is enclosed as Annexure “A”to this report. Declaration by the Managing Director is enclosed as Annexure “B”, the Management Discussion and Analysis is enclosed as Annexure “C”and Secretarial Audit Report is enclosed as Annexure “E”to this report.

Statutory Auditors

As per section 139 of the Companies Act, 2013 and Rules made there under, M/s.V.N Purohit & Co., Chartered Accountants, New Delhi were appointed as Statutory Auditors from the conclusion of the Thirty Sixth Annual General Meeting till the conclusion of the Forty One Annual General Meeting of the Company.

Their appointment was subject to ratification by the members at every Annual General Meeting. Pursuant to amendments made to Section 139 of the Act by the Companies (Amendments) Act, 2017 effective from 7th May, 2017, the requirement of seeking ratification of the members for the appointed as Statutory Auditors has been withdrawn. Hence the resolution seeking ratification of the Members for continuance of their appointment at this AGM is not being sought.

Cost Audit

Cost Audit is not applicable on the company as per the Companies Act, 2013.

Secretarial Audit Report

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Mr. Amit Kumar, Practicing Company Secretary as Secretarial Auditor, to undertake the Secretarial Audit of the Company. The Secretarial Audit Report for the financial year 2018-19 is enclosed as **Annexure “E”** to this Directors' Report.

Disclosure As Per Section 22 Of The Sexual Harassment Of Women At Workplace (Prevention, Prohibition And Redressal) Act, 2013:

As per provisions of Section 4 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, your Company has constituted an Internal Complaints Committee for redressal of complaints against sexual harassment.

There have been no complaints/cases filed/pending with the Company during the year.

Number of Complaints Received During the Year – Nil

Employees' Stock Option Scheme

The Company has not provided any Stock Option Scheme to the employees.

Rights Issue of Shares

No Right Issue was made during the financial year 2018-19.

Consolidated financial statements under section 129 of the companies act, 2013

Company not required consolidate its accounts.

The Details of Directors or Key Managerial Personnel Who Were Appointed during the Period

S.No.	Name	Designation	Date of Appointment/Cessation	Reasons
1.	Mr. Harshit Agarwal	Additional Director	03/04/2018	Appointment
2.	Mr. Paaven Bansal	Additional Director	03/04/2018	Appointment

The requisite notices from members alongwith the deposit of requisite amount under Section 160 of the Act, proposing the candidature of each of them as Directors have been received by the Company. The Board recommends their respective appointments. The appointment of these Directors is being placed before the Members for their approval.

Corporate Governance

Since, the paid- up capital of the Company is less than Rs. 10 Crores and Net worth is less than Rs. 25 Crores, the provisions of the Corporate Governance as stipulated under Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are not applicable to the Company. However, your Company has made every effort to comply with the provisions of the Corporate Governance and to see that the interest of the Shareholders and the Company are properly served. It has always been the Company's endeavor to excel through better Corporate Governance and fair & transparent practices, many of which have already been in place even before they were mandated by the law of land.

The management of Company believes that it will further enhance the level of Corporate Governance in the Company. Further the company for best corporate practices complied with Various Provisions of SEBI(Listing Obligations and Disclosure Requirements), Regulations, 2015 and a report in this respect attached as Annexure "A"

Particulars of Employees and Related Disclosures

The information required under Section 197(12) of the Companies Act, 2013 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

- i) The ratio of the remuneration of each Director to the median remuneration of the employees of the company for the financial year: Not Applicable, as no remuneration was paid to any Director during the financial year under review.
- ii) The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year: Not Applicable as the Company has not paid any remuneration to Directors during the financial year under review. Further, there is no increase in the remuneration of CFO and Company Secretary and Compliance officer of the Company during the year.

iii) The percentage increase in the median remuneration of employees in the financial year: Not Applicable

iv) The number of permanent employees on the rolls of company: 3

v) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration: Nil

vi) the key parameters for any variable component of remuneration availed by the directors: Nil

vii) affirmation that the remuneration is as per the remuneration policy of the company: It is hereby affirmed that the remuneration paid during the year is as per the Remuneration Policy of the Company.

DISCLOSURE UNDER RULE 5 (2) & (3) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OR MANAGERIAL PERSONNEL) RULES, 2014

There is no directors/employees in the Company for which disclosure have to be made under the provisions of Rule 5 (2) & (3) of the Companies (Appointment and Remuneration or Managerial Personnel) Rules, 2014.

A. Details of Top ten employees in terms of remuneration drawn:

Name & Designation	Age (in Years)	Remuneration Received	Nature of Employment	Qualification & Experience	Date of commencement of Employment	Last Employment	% of Equity Share held	Whether related to Director or Manager
Mr. Vijay, Company Secretary	27	4,38,332	Whole Time	Company Secretary	04.09.2017	Avtar Instalments Private Limited	Nil	No
Mr. Pankaj Kumar Sharma, Accounts Head	41	2,53,941	Whole Time	Graduation		-	Nil	No
Ms. Pooja	28	1,31,613	Whole Time	B.COM,	28.07.201	-	Nil	No

Tyagi, Company Secretary Trainee				Company Secretary (Final Passed)	7			
---	--	--	--	---	---	--	--	--

*Resigned during the year.

Note:

B. Details of other employees under aforesaid Rules:

Nil.

C. Statement showing the name of every employee of the company, who

a. if employed throughout the financial year, was in receipt of remuneration for that year which, in the aggregate, was not less than one crore and two lakh rupees;

- None

b. if employed for a part of the financial year, was in receipt of remuneration for any part of that year, at a rate which, in the aggregate, was not less than eight lakh and fifty thousand rupees per month;

- None

c. if employed throughout the financial year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the company.

- None

Conservation Of Energy/Technology Absorption/Foreign Exchange Earnings And Outgo

A. Conservation of Energy

Company has limited scope for undertaking energy conservation exercises, but nevertheless continues to emphasize work practices that result in conservation of energy. At the offices of your Company, special emphasis is placed on installation of energy-efficient lighting devices, use of natural light as best as possible, and adoption of effective procedures for conservation of electricity, water, paper and other materials that consume natural resources.

B. Technology Absorption

Company did not absorb any new Technology during the financial year.

C. Foreign Exchange and Outgo:

There was no foreign exchange inflow or Outflow during the year under review.

Environment and Safety

The company conducts various promotional activities related to Safety, Health & Environment during National safety week, Road safety week & Fire service day. Quiz & poster contest, live demonstration of fire fighting techniques, domestic & household safety for the students of neighbouring schools, employees children and people residing in surrounding community are taken up during those days.

As part of the safety performances following parameters were considered:

- Health & Safety Management systems
- Workers participation in Health & Safety
- Health & Safety Training
- Work Permit, tag out & lock out systems
- Internal & External Safety auditing, review process
- Promotion of safety & health at work place
- Community awareness programs
- Safety of the contract workers

Directors' Responsibility Statement

To the best of our knowledge and belief and according to the information and explanation obtained by us, your Directors make the following statements in terms of provisions of Section 134 (5) of the Companies Act, 2013, and hereby confirm that:

- (a) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation material departures;
- (b) the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- (c) the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the directors have prepared the annual accounts on a going concern basis;
- (e) the directors, have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and

- (f) the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Acknowledgements

Your Directors wish to place on record their appreciation for the dedication, commitment and contribution of all stakeholders and employees of your Company.

**For and on behalf of the Board
Kotia Enterprises Limited**

Sd/-

Sd/-

Place: New Delhi

Date: 30.08.2019

**Ankit Agarwal
Managing Director
DIN: 05254327**

**Khushboo Agarwal
Director
DIN: 06792261**

Annexure 'A' to the Directors' Report - Report on Corporate Governance**Company's Philosophy on the Code of Corporate Governance**

Corporate Philosophy of the Company is to increase shareholder value, providing quality services and other preserving and protecting the environment and ensuring a healthy neighbourhood.

The Company's Philosophy on Corporate Governance envisages an attainment of the highest level of transparency and accountability. It is aimed at safeguarding and adding value to the interests of various stakeholders. The Company is committed to the best Corporate Governance and continues with its initiatives towards the best Corporate Governance practices.

Board of Directors

The Board of Directors of the Company comprises 5 members including, the Managing Director and Non-Executive Directors. Half of the Board comprises of Independent Directors and Non-Executive Directors. The other related information concerning the Board is given hereunder. During the year under review, Eight Board meetings were held on 03rd April,2018, 13th April,2018 11th May, 2018, 30th May, 2018, 11th August, 2018, 30th August, 2018,14th November, 2018, and 11th February, 2019.

Attendance of each Director at the Board of Directors' meetings and at the last Annual General Meeting along with the number of other Companies and Committees where he is a Chairman / Member is given hereunder:

Director	Category of Director-ship #	No. of Director-ships in other Companies**	No. of Board Meetings Attended	No. of shares held	Attendance at last AGM	No. of Board Committees of other Companies.*	
Mr. Ankit Agarwal	PROMOTER, MD	NA	8	336200	Yes	-	-
Mr. Anil Gupta	I, NED	NA	8	-	Yes	-	-
Ms. Khusbhoo Agarwal	I, NED	1	8	-	Yes	-	-
Mr. Harshit Agarwal	NED	NA	8	-	Yes	-	-
Mr. Paaven Bansal	NED	NA	2	-	Yes	-	-

MD-Managing Director, I-Independent, NED-Non -Executive Director

* Includes Audit Committee and Stakeholders' Relationship Committee.

** Includes Directorship in other public and private Companies.

Board Agenda

The Board meetings are scheduled well in advance and the Board members are generally given at least 7 days notice prior to the meeting date. All major items are backed by in-depth background information and analysis, wherever possible, to enable the Board members to take informed decisions.

Formal letter of appointment to Independent Directors

The Company issued a formal letter of appointment to all Independent Directors at the time of appointment in accordance with the provisions of the Companies Act, 2013 and Listing Regulations. The terms and conditions of appointment of Independent Directors were uploaded on the company's website.

Annual Performance evaluation

Pursuant to the provisions contained in Companies Act, 2013 and Schedule IV (Section 149(8)) of the Companies Act, 2013, the Annual performance evaluation has been carried out of all the Directors, the Board, Chairman of the Board and the working of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee.

The performance evaluation of the Board of Directors was carried out based on the detailed questionnaire containing criteria such as duties and responsibilities of the Board, information flow to the Board, time devoted to the meetings, etc. Similarly the Directors evaluation was carried out on the basis of questionnaire containing criteria such as level of participation by individual directors, independent judgement by the director, understanding of the Company's business, etc.

The performance evaluation of the Board and the Committees, viz. Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee was done by all the Directors. The performance evaluation of the Independent Directors was carried out by the Board excluding the Director being evaluated. The performance evaluation of the Chairman and Executive Directors was carried out by all the Independent Directors. The Directors expressed their satisfaction over the entire evaluation process.

Independent Directors' Familiarization Programme

The Company in compliance with Regulation 25(7) of SEBI (LODR) Regulations, 2015 has formulated a programme to familiarize the Independent Directors with the company, their roles, and responsibilities. The Independent Directors are given detailed presentation on the operations of the company on quarterly basis at the meetings of the Board/Committees. The details of the familiarization programme have been disclosed on the Company's website.

Board Diversity Policy

The Company in compliance with Regulation 19(4) of SEBI (LODR) Regulations, 2015 has formulated a policy on Board Diversity which sets out the framework to promote diversity on Company's Board of Directors. The Policy was recommended by Nomination and Remuneration Committee and approved by the Board.

Independent Directors' Meeting

In compliance with Schedule IV to the Companies Act, 2013 and regulation 25(3) of the SEBI Listing Regulations, 2015, During the year the Meeting of the Independent Directors were held on 11th February, 2018, without the attendance of non-independent directors and members of the Management, inter alia, to discuss the following:

Reviewed the performance of Non-Independent Directors and the Board as a whole;

Reviewed the performance of the Chairman of the Company, taking into account the views of the Managing Director and Non-Executive Directors; and

Assessed the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

Board Committees

The Committees of the Board are as follows

Audit Committee

The Audit Committee comprises two independent Directors and one Executive Director. The Company Secretary is the Secretary of the Committee. During the year, 4 meetings were held on 30th May, 2018, 11th August, 2018, 14th November, 2018, 11th February 2019.

Terms of Reference

As per Regulation 18(3) of SEBI (LODR) Regulations, 2015 and Schedule II the terms of reference and role of the Audit Committee includes among other things, review of the Company's financial reporting process and its financial statements, review of the accounting and financial policies and practices, the internal control and internal audit systems (including review and approval of Internal Audit plan, appointment of Internal Auditors and review of internal audit reports), risk management policies and practices, review the functioning of the Whistle Blower mechanism, etc. The role also includes making recommendations to the Board, re-appointment of Statutory Auditors/Secretarial Auditors and fixation of audit fees.

Besides above, the additional terms of reference of Audit Committee as per the Companies Act, 2013 includes reviewing and monitoring auditor's independence and performance, and effectiveness of audit process; examination of the financial statement and the auditor's report thereon; approval or any subsequent modification of transactions of the company with related parties; scrutiny of inter-corporate loans and investments; valuation of undertakings or assets of the company, wherever it is necessary.

The Composition of Committee & their attendance at the meetings are as follows

Names of the members	Status	Nature of Directorship	No. of meetings attended
Mr. Anil Gupta	Chairman	Non- Executive Independent Director	4
Ms. Khushboo Agarwal	Member	Non- Executive Independent Director	4
Mr. Harshit Agarwal	Member	Non- Executive Director	4

Nomination and Remuneration Committee

The Nomination and Remuneration Committee comprises three Directors out of which two are Independent Directors. The Board has designated Company Secretary as Secretary of the Committee. The Committee met 3 times during the financial year ended 31st March, 2019 on 2nd April, 2018, 05th July, 2018, 12th March, 2019.

Terms of Reference

The Board has constituted the Nomination & Remuneration Committee, as required under the Companies Act, 2013. The Committee shall formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees. The Nomination & Remuneration Committee shall also formulate criteria for evaluation of Independent Directors and the Board and devise a policy on Board diversity. It shall identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and for removal.

The Composition of Committee & their attendance at the meetings are as follows

Name of the member	Status	Nature of Directorship	No. of meetings attended
Ms. Khushboo Agarwal	Chairman	Non- Executive Independent Director	3
Mr. Anil Gupta	Member	Non- Executive Independent Director	3
Mr. Paaven Bansal	Member	Non- Executive Director	1

Details of Remuneration to all the Directors for the year

Payment of remuneration to the Managing Director was as recommended by the Nomination and Remuneration Committee and subsequently approved by the Board and the Shareholders of the Company. The remuneration comprises salary, incentives, bonus, performance incentives, contribution to the Provident Fund, Superannuation Fund, Gratuity and others.

In Rupees

Managing Director	Salary including joining bonus	Perquisites	Retirement benefits	Total Remuneration
Mr. Ankit Agarwal	3,60,000	-	-	3,60,000

No commission was paid to Mr. Ankit Agarwal during the financial year.

Sitting fees paid to Non-Executive Directors:

The Non-Executive Directors of the Company receive remuneration by way of sitting fees. The details of sitting fees paid to the Non Executive Directors during the financial year ended 31st March, 2019 for attending the meetings of the Board and the Committees thereof is given below:

Sr. No.	Name of Director	Amount in (Rs.) p.a
1.	Ms. Khushboo Agarwal	-
2.	Mr. Anil Gupta	-
3.	Mr. Harshit Agarwal	-
4.	Mr. Paaven Bansal	-

Pecuniary relationship of Directors:

During the financial year, none of the Directors of the Company had any material pecuniary relationship(s) or transaction(s) with the Company, its Promoters, its Senior management, apart from the following:

- a) Remuneration paid to the Managing Director and Sitting Fees paid to the Non – Executive Directors;
- a) Reimbursement of expenses incurred by the Directors in discharging their duties;

- b) Mr. Ankit Agarwal is holding equity shares of the Company, details of which are given in this Report.

Stakeholders' Relationship Committee

Stakeholders' Relationship Committee comprises two Independent Directors and Executive Director. The Board has designated Company Secretary as the Compliance Officer. The Committee met 4 times during the financial year ended 31st March, 2019 on 30thMay, 2018, 11th August, 2018, 14th November, 2018, 11th February 2019.

Terms of Reference

The Board has constituted Stakeholders' Relationship Committee which oversees the performance of the share transfer work and recommends measures to improve the level of investor services. In addition, the Committee looks into investors' grievances such as Annual Reports and other complaints related to share transfers.

The complaints received from the shareholders during the year were duly addressed. There were no outstanding complaints or share transfers pending as on 31st March, 2019.

The attendance of the members at the meeting is as follows

Name of the member	Status	Nature of Directorship	No. of meetings attended
Mr. Ankit Agarwal	Chairman	Managing Director	4
Mr. Harshit Agarwal	Member	Non- Executive Director	4
Mr. Anil Gupta	Member	Non- Executive Independent Director	4

10. Annual General Meetings:

- a) **Details of the previous 3 Annual General Meetings (AGM) are as follows:**

Year	Location	Date	Time	Whether any special resolutions have been passed
2017-18	905, New Delhi House, 27, Barakhamba Road, New	28.09.2018	11:30 A.M	Yes

	Delhi-110001			
2016-17	116, Surya Kiran Building , 19 K.G. Marg, New Delhi-110001	29.09.2017	11:30 A.M	Yes
2015-16	Flat No. 112, Antriksh Bhawan, 22 KG Marg, New Delhi-110001	30.09.2016	04:00 P.M	No

Details of Special resolutions passed at the AGM

Special Resolutions passed in the Annual General Meetings (AGM) held during the last three financial years are as follows:

Financial Year	Date of AGM	Particulars of Special Resolution passed
2017-18	28.09.2018	YES
2016-17	29.09.2017	YES
2015-16	30.09.2016	NA

Details of Special Resolutions were passed in during the financial year 2017-18

Date of Passing Notice	Details of the Resolution passed	Result of the Postal Ballot
28-09-2018	1. Approval u/s 180 of the Companies Act, 2013 for borrowing upto 100 crores & for creating Charge, mortgages and hypothecation in connection with the borrowings Rs. 100 Crores.	Special Resolution has been passed by the shareholders with requisite majority.

Details of Special Resolutions passed through Postal Ballot during the financial year 2016-17

Date of Postal Ballot Notice	Details of the Resolution passed	Result of the Postal Ballot
07-12-2016	1. Approval of the Members for alteration to the object clause of the Memorandum of Association of the Company.	Special Resolution has been passed by the shareholders with requisite majority.
07-12-2016	2. Approval of the members for Change of Name of the company.	Special Resolution has been passed by the shareholders with requisite majority.
07-12-2016	3. Approval of the members for Appointment of Managing Director.	Special Resolution has been passed by the shareholders with requisite majority.

Mr.Amit Kumar, Practicing Company Secretary was the Scrutinizer to conduct the Postal Ballot process.

Disclosures

- a) The Company has put in place a Vigil mechanism and adopted the Whistle Blower Policy and affirms that no person has been denied access to the Audit Committee. The information on Vigil mechanism is placed on the website of the Company.
- b) The Company has formulated a policy on dealing with Related Party transactions and the same is disclosed on the Company's website.

Means of communication**a. Quarterly Results:**

Quarterly results/Annual Results are published in one English National Daily and Local dailies, published in the language of the region where the registered office of the company is located.

b. Web-site on which the results are displayed: www.kotiaenterprises.com

The Company does not publish official news-releases on its website. The presentations made to institutional investors and analysts are uploaded on the Company's website.

Code of Conduct

The Company has adopted a Code of Conduct for the Directors and Senior Executives of the Company. The code promotes conducting business in an ethical efficient and transparent manner so as to meet its obligations to its shareholders and all other stakeholders. The code has set out a broad policy for one's conduct in dealing with the Company, fellow Directors and employees and the external environment in which the Company operates.

The declaration given by the Managing Director of the Company with respect to the affirmation of compliance of the code by the Board of Directors and Senior Executives of the Company is enclosed as **Annexure "B"** to this report.

Code of internal procedures and conduct for trading in securities of the Company

The Company has adopted a code of Prevention of Insider Trading in securities of the Company. Pursuant to SEBI(Prohibition of Insider Trading) Regulations, 2015. The Board has designated Company Secretary, as the Compliance Officer and has authorised Managing Director to monitor compliance of said Regulations.

General Shareholders Information**a) Annual General Meeting :**

The Annual General Meeting of the Company will be held on Friday, the 27th day of September, 2019 at 905, New Delhi House, 27, Barakhamba Road, New Delhi – 110001.

b) Financial Year: 1st April 2018 to 31st March 2019**c) Financial calendar (Tentative):**

Financial Period	Declaration of Financial Results
Results for the quarter ended 30 th June, 2018	Within 45 days of the end of the quarter or such prescribed period
Results for the half-year ended 30 th Sept. 2018	Within 45 days of the end of the quarter or such prescribed period
Results for the quarter ended 31 st Dec. 2018	Within 45 days of the end of the quarter or such prescribed period
Audited Annual Results 2018-19	Within 60 days of the end of the quarter or such prescribed period

d) Date of book closure: Saturday, 21st day of September, 2018 to Friday, 27th day of September, 2018 (inclusive of both days).

e) Dividend payment date: No dividend is issued by the company under the Companies Act, 2013.

f) Management Discussion and Analysis forms part of this Report as Annexure ‘C’

g) Listing on Stock Exchanges: Company’s shares are presently listed on:

BSE Limited, Mumbai: 539599	Metropolitan Stock Exchange of India
BSE Limited, Mumbai	Limited, Mumbai: KEL
BSE Limited (Bombay Stock Exchange)	
Phiroze Jeejeebhoy Towers	MESI (Metropolitan Stock Exchange of
Dalal Street, MUMBAI – 400 023	India Limited)
	Vibgyor Towers, 4th Floor,
	Plot No C-62, Opp. Trident Hotel
	Bandra Kurla Complex,
	Bandra (E), Mumbai – 400098

Depository Connectivity	NSDL and CDSL
Listing Fees	Paid for Bothe the Exchanges for the
	financial year 2019 – 20.
Registered office	905, New Delhi House, 27, Barakhamba
	Road, New Delhi – 110001
Corporate Identification Number	L74110DL1980PLC010678
International Standard Identification Number (ISIN):	INE079C01012

h) Stock Market Data

(a) Monthly High and Low Along With Volume Of Shares

S. No	Month	Bombay Stock Exchange (BSE)			Metropolitan Stock Exchange of India Limited (MSEI)		
		High	Low	Volumes	High	Low	Volumes
1	April, 2018	17.2	16.05	251661	Not Traded		
2	May, 2018	17.55	16.4	26461	Not Traded		
3	June, 2018	19.55	17.8	5293	Not Traded		
4	July, 2018	20.6	18.85	157716	Not Traded		
5	August, 2018	19.5	16.65	97336	Not Traded		
6	September, 2018	18.5	16.4	59488	Not Traded		
7	October, 2018	16.6	14	84835	Not Traded		

8	November, 2018	17.15	16	29423	Not Traded
9	December, 2017	17.75	16.85	34014	Not Traded
10	January, 2019	20.1	17.4	173079	Not Traded
11	February, 2019	20.8	16.5	38203	Not Traded
12	March, 2019	18.45	14.4	369435	Not Traded

(b) Distribution of Shareholding as on March, 31, 2019 (Amount Wise)

Share or Debenture holding Nominal Value (Rs.)	Number of Shareholders	% to Total Numbers	Share or Debenture holding Amount (Rs.)	% to Total Amount
1	2	3	4	5
Up To 5,000	339	58.85	665870	0.95
5001 To 10,000	52	9.03	461690	0.66
10001 To 20,000	27	4.69	436070	0.62
20001 To 30,000	23	3.99	631310	0.9
30001 To 40,000	17	2.95	604850	0.86
40001 To 50,000	12	2.08	572960	0.82
50001 To 1,00,000	54	9.38	4024360	5.73
1,00,000 and Above	52	9.03	62807890	89.46
Total	576	100	70205000	100

i) Shareholding Pattern as on 31st March, 2019

Category	No. of shares held	% shareholding
Promoters	3,36,200	4.79%
Banks/Financial Institutions and Insurance Companies		

Foreign Institutional Investors		
Mutual Funds		
NRIs/OCBs	600	0.01
Private Bodies Corporate	50,25,923	71.59
Public	16,57,777	23.61
TOTAL	70,20,500	100

The securities of the Company were not suspended from trading during the year

j) Commodity price risk or foreign exchange risk and hedging activities

As the Company is not engaged in business of commodities which are traded in recognized commodity exchanges, commodity risk is not applicable. Foreign Currency Exchange risk is also not applicable.

k) Dematerialization of shares and liquidity

65,86,700 equity shares (93.82%) have been dematerialized as on 31st March, 2019.

l) Share Transfer System

The Share Transfers in physical mode are approved by Stakeholders' Relationship Committee.

The Company has authorized the Company Secretary to approve share transfers with a view to expedite the process of share transfers.

m) The Address for correspondence is

Shareholders are requested to write to the Company or the Share Transfer Agents at the following address

Company's Address

Kotia Enterprises Limited
905, New Delhi House, 27,
Barakhamba Road, New Delhi-110001.
Ph. No.011-40045955
Email ID: compliance@kotiaenterprises.com

Registrar and Share Transfer Agent

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

The Company maintains an email id compliance@kotiaenterprises.com to redress the Investor's Grievances as required under Regulation 13 of SEBI (LODR) Regulations, 2015. The correspondence received under this e-mail id is monitored and addressed on a daily basis.

n) Other Disclosures

- i. All transactions entered by the Company with its related parties during the Financial Year 2018 - 19 were on arms' length basis. The disclosure of material related party transactions u/s 188 of the Companies Act, 2013 in Form AOC-2 is enclosed as Annexure F of the Directors Report. There was no material transactions related party transactions during the year which was in conflict with the Interest of the Company. The Board has approved a policy for related party transactions which can be accessed at the Company's website.: www.kotiaenterprises.com
- ii. The Company has complied with the requirements of the Stock Exchanges/ SEBI and Statutory Authorities on all matters related to the capital markets during the last three years. No penalty or strictures were imposed on the Company by these Authorities.
- iii. The Company has complied with the requirements specified in SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.
- iv. The Company has also formulated a Whistle Blower Policy ("Policy") which provides for adequate safeguard against victimization of persons and has a provision for direct access to the Chairperson of the Audit Committee. The Company has not denied any person from having access to the Chairman of the Audit Committee.
- v. The Company has Related Party Transaction Policy which is available on the website of the Company.
- vi. 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	Ms. Khushboo Agarwal
DIN	06792261
Date of Birth	01/01/1977
Qualification	M.BA
Date of Appointment on the Board	31/03/2015
Experience & Brief profile and nature of their expertise in specific functional areas	5 Years' experience in Human Resource and Marketing
Directorship held in other companies	Nil
Membership/Chairmanship of committees across all other public companies	Nil

Relationship with other Directors/Manager/Key Managerial Personnel	Nil
Shareholding of the Company (Promoter Group)	Nil
No of Board Meeting Attended during the Financial Year 2018-19	8

ANNEXURE 'B' TO THE DIRECTORS' REPORT

DECLARATION BY THE MANAGING DIRECTOR

Pursuant to Regulation 26(3) of SEBI (LODR) Regulations, 2015, I Ankit Agarwal, Managing Director of Kotia Enterprises Limited, declare that all Board Members and Senior Executives of the Company have affirmed their compliance with the Code of Conduct and Ethics during the year 2018-19.

Sd/-

Place: New Delhi

ANKIT AGARWAL

Date: 30th August, 2019

MANAGING DIRECTOR

Annexure 'C' to the Directors' Report**MANAGEMENT DISCUSSION AND ANALYSIS****Internal Control Systems and their Adequacy:**

The company has adequate systems of internal control in place, which is commensurate with its size and the nature of its operations. These are designed to provide reasonable assurance with respect to maintaining reliable financial and operational information, complying with applicable statutes, executing transactions with proper authorisation coupled with ensuring compliance of corporate policies through documented Standard Operating Procedure (SOP) and Limits of Financial Authority Manual (LOAM). These documents are reviewed and updated on an ongoing basis to improve the internal control systems and operational efficiency. The company uses a system to record data for accounting and managing information with adequate security procedure and controls.

The Company, through its own internal audit department supported by an external audit firm, carried out periodic audits based on the plan approved by the audit committee and brought out any deviations to internal control procedures. The observations arising out of audit are periodically reviewed and compliance ensured. The summary of the internal audit observations and status of implementation are submitted to the audit committee. The status of implementation of the recommendations is reviewed by the audit committee on a regular basis.

Enterprise Risk Management (ERM):

Company's ERM framework encompasses practices relating to identification, assessment, monitoring and mitigation of strategic, operational, financial and compliance related risks. The coverage includes both internal and external factors. The risks identified are prioritised based on their potential impact and likelihood of occurrence. Risk register and internal audit findings also provide input for risk identification and assessment. The prioritised risks along with the mitigation plan are discussed with the Board Committees on periodic basis.

The Company has, during the year internally conducted the Risk Assessment exercise for reviewing the existing processes of identifying, assessing and prioritizing risks. Mitigation plans have been defined for the prioritised risks and same are being reviewed for adherence periodically.

The Risk Management Committee shall periodically review the risks and report to the Board of Directors from time to time.

Material development in human resources:

People remain the most valuable asset of your Company. Your Company is professionally managed with senior management personnel having rich experience and long tenure with the Company. Your Company follows a policy of building strong teams of talented professionals. Your Company encourages,

appreciates and facilitates long term careers. Your Company continues to build on its capabilities in getting the right talent to support different products and geographies and is taking effective steps to retain the talent. The Company continues to focus on training programs for skill development, compliance and improved customer experience.

Financial Review:

The Company's overall financial performance for the year 2018-19 has improved significantly. The total revenues from operations in 2018 - 19 stood at Rs. 88,35,37,851 /- as compared to Rs. 40,88,04,895 /- in 2017-18.

The Company had a profit before tax of Rs. 1,38,29,836 /- in 2018 - 19 as compared to a profit before tax of Rs. 76,18,223 /- for 2017 - 18. The profit after tax for 2018-19 was at Rs. 99,25,107 /- as against a Profit after tax of Rs. 55,10,589 /- for 2017-18.

Opportunities and Threats:

The Company is mainly exposed to market risk (including liquidity risk), interest risk and credit risk. However prudent business and risk management practices followed by the company over the years helps its to manage normal industry risk factors, which inter alia includes economic/ business cycle, fluctuations in the stock prices in the market, besides the interest rate volatility, and credit risk.

The Company is confident of managing these risks by observing a conservative financial profile in investment are trading of securities business.

Indian Economy will see reasonable growth of in the near terms of inflation, oil prices, budget deficits, interest rates, commodity prices and infrastructural bottlenecks remains area of concern.

The sheer unpredictable nature of the markets makes investments a risky proposition. An investment company has to live with the fear of falling markets and movement of the sensex. However, the company hopes to improve its performance on the strength of its long experience and its strong emphasis on the fundamentals.

Your management has got ample exposure of the capital markets, which provide us an opportunity to make safer and profitable investments with minimum risks.

Cautionary Statement:

There are certain statements in this report which the Company believes are forward looking. The forward looking statements stated in this report could significantly differ from the actual results due to certain risks and uncertainties, including but not limited to economic developments, Government actions, etc.

Annexure 'D' To the Directors Report**MGT-9****Extract of Annual Return**

As on the financial year ended on 31.03.2019 (Pursuant to sec 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014)

I.CORPORATE INFORMATION:

i)	CIN:-	L74110DL1980PLC010678
ii)	Registration Date:	19.07.1980
iii)	Name of the Company	KOTIA ENTERPRISES LIMITED
iv)	Category / Sub-Category of the Company	COMPANY LIMITED BY SHARES
v)	Address of the Registered office and contact details	905, New Delhi House, 27, Barakhamba Road, New Delhi-110001
vi)	Whether listed company	YES
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	SKY LINE FINANCIAL SERVICES PRIVATE LIMITED D-153, IST FLOOR OKHLA INDUSTRIAL AREA, PHASE-I, NEW DELHI - 110 020. TEL: 011-2681268

II.PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the Company shall be stated:-

Sr. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1.	Trading of Bleached Hardwoodcraft Pulp	99883210	56.69
2.	Construction and civil work		43.91

III.PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES - NIL

IV.SHARE HOLDING PATTERN

(Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders		No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A	Promoter s									
	1 Indian									
	a) Individual/ HUF	336200	-	336200	4.79	336200	-	336200	4.79	-
	b) Central Govt	-	-	-	-	-	-	-	-	-
	c) State Govt(s)	-	-	-	-	-	-	-	-	-
	d) Bodies Corp.	-	-	-	-	-	-	-	-	-
	e) Banks / FI	-	-	-	-	-	-	-	-	-
	f) Any other	-	-	-	-	-	-	-	-	-
	Sub-total (A) (1)	336200	-	336200	4.79	336200	-	336200	4.79	-
	2 Foreign									
	a) NRIs –	-	-	-	-	-	-	-	-	-
	b) Other –	-	-	-	-	-	-	-	-	-
	c) Bodies Corp.	-	-	-	-	-	-	-	-	-
	d) Banks / FI	-	-	-	-	-	-	-	-	-
	e) Any Other....	-	-	-	-	-	-	-	-	-
	Sub-total (A) (2)	336200	-	336200	4.79	336200	-	336200	4.79	-
	Total shareholding of Promoter (A) = (A)(1)+(A)(2)	336200	-	336200	4.79	336200	-	336200	4.79	-
B	Public Shareholding									
	1 Institutions									
	a) Mutual Funds	-	-	-	-	-	-	-	-	-
	b) Banks / FI	-	-	-	-	-	-	-	-	-
	c) Central Govt	-	-	-	-	-	-	-	-	-
	d) State Govt(s)	-	-	-	-	-	-	-	-	-
	e) Venture Capital	-	-	-	-	-	-	-	-	-
	f) Insurance	-	-	-	-	-	-	-	-	-
	g) FIIs	-	-	-	-	-	-	-	-	-
	h) Foreign Venture	-	-	-	-	-	-	-	-	-

	i) Others (specify)	-	-	-	-	-	-	-	-	-
	i-i Foreign Bank	-	-	-	-	-	-	-	-	-
	Sub-total (B)(1):-	-	-	-	-	-	-	-	-	-
2	Non-Institutions									
	a) Bodies Corp.									
	i) Indian	3225023	-	3225023	45.94	3225023	-	3225023	45.94	
	ii) Overseas									
	b) Individuals									
	i) Individual shareholders holding nominal share capital upto 2 lakh	1042858	443300	1486158	21.17	1042858	443300	1486158	21.17	
	ii) Individual shareholders holding nominal share capital in excess of 2 lakh	1531522	-	1531522	21.81	1531522	-	1531522	21.81	
	c) Others (specify)	-	-	-	-	-	-	-	-	-
	i) Clearing	71842	-	71842	1.02	71842	-	71842	1.02	
	ii) Non Resident Indians	-	-	-	-	-	-	-	-	-
	iii) Overseas	-	-	-	-	-	-	-	-	-
	iv) Trusts	-	-	-	-	-	-	-	-	-
	v)HUF	357455	12300	369755	5.27	357455	12300	369755	5.27	
	Sub-total (B)(2) :	6228700	455600	6684300	95.21	6228700	455600	6684300	95.21	-
	Total Public Shareholding (B)=(B)(1)+	6228700	455600	6684300	95.21	6228700	455600	6684300	95.21	-
	TOTAL (A)+(B)	6564900	455600	7020500	100	6564900	455600	7020500	100	-
C	Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
	Grand Total (A+B+C)	6564900	455600	7020500	100	6583800	436700	6564900	455600	7020500

ii) Shareholding of Promoters:

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered	
1.	Mr. Ankit Agarwal	336200	4.79	-	336200	4.79	-	NIL
TOTAL		336200	4.79	-	336200	4.79	-	NIL

iii) Change in Promoters' Shareholding (please specify, if there is no change):

No Change in Promoters' Shareholding during the financial year 2018-19.

Sl. No.	Name of the Promoter	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
Nil	Nil	Nil	Nil	Nil	Nil

iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Panchsheel Portfolio Consultants Private Limited				
	At the beginning of the year	710600	10.12%		
	Increase/Decrease During the Year	-	-		
	At the end of the year	710600	10.12%		
2	Lydia Buildcon Private Limited				
	At the beginning of the year	654400	9.32%		
	Increase/Decrease During the Year	-	-		
	At the end of the year	654400	9.32%		
3	Pavaki Propbuild Private Limited				
	At the beginning of the year	613552	8.74%		

	Increase/Decrease During the Year	-	-		
	At the end of the year	613552	8.74%		
4	Jubilation Hotel Management Private Limited				
	At the beginning of the year	595900	8.49%		
	Increase/Decrease During the Year	-	-		
	At the end of the year	595900	8.49%		
5	AVS Alloy India Private Limited				
	At the beginning of the year	499000	7.11%		
	Increase/Decrease During the Year	-	-		
	At the end of the year	499000	7.11%		
6	Ostrich Infra Reality Private Limited				
	At the beginning of the year	494300	7.04%		
	Increase/Decrease During the Year				
	At the end of the year	494300	7.04%		
7	Exprezer Infotech Private Limited				
	At the beginning of the year	295450	4.21%		
	Increase/Decrease During the Year	14600	021		
	At the end of the year	295450	4.42%		
8	Cea consultants pvt ltd.				
	At the beginning of the year	281900	4.02%		
	Increase/Decrease During the Year	17500	.24%		
	At the end of the year	299400	4.26%		
9	Eaves Trade Services Private Limited				
	At the beginning of the year	267050	3.8%		
	Increase/Decrease During the Year	-	-		
	At the end of the year	267050	3.8%		

v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Mr. Ankit Agarwal (Managing Director)	336200	4.79	-	-
	Total	336200	4.79	-	-

V.INDEBTEDNESS

In Rs

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year		214,557.86	-	214,557.86
i) Principal Amount	-	214,557.86	-	214,557.86
ii) Interest due but not paid	-	1,31,98,501	-	1,31,98,501
iii) Interest accrued but not due	-	-	-	-
Total(i+ii+iii)	-	22,77,56,365	-	22,77,56,365
Change in Indebtedness during the financial year				
Addition	-	-	-	-
Reduction	-	-	-	-
Net Change	-	-	-	-
Indebtedness at the end of the financial year				
i) Principal Amount	-	214,557.86	-	214,557.86
ii) Interest due but not paid	-	-	-	-

iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	214,557.86	-	214,557.86

VI. Remuneration of Directors and Key Managerial Personnel

A. Remuneration to Managing Director, Whole-time Directors and/or Manager

(₹ in Thousands)

Sl. No.	Particulars of Remuneration	Managing Director
		Ankit Agarwal
1.	Gross salary	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	3,60.00
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-
2.	Stock Option	-
3.	Sweat Equity	-
4.	Commission - as % of profit - others, specify...	-
5.	Others, please specify (Retirement Benefits)	-
6.	Total(A)	3,60.00

B. Remuneration to other Directors:

In Rs.

Sr. No	Particulars of Remuneration	Name of Directors		Total Amount (Rs)
1	Independent Directors	Khushboo Agarwal	Anil Gupta	
	Fee for attending board committee meetings	Nil	Nil	Nil

	Commission	Nil	Nil	Nil
	Others, please specify	Nil	Nil	Nil
	Total (1)	Nil	Nil	Nil
2.	Other Non-Executive Directors	-	-	-
	Fee for attending board committee meetings	-	-	-
	Commission	-	-	-
	Others, please specify	-	-	-
	Total (2)	-	-	-
	Total (B)=(1+2)	-	-	-
	Total Managerial Remuneration	Nil	Nil	Nil
	Overall Ceiling as per the Act	5% of the Net profit of the Company		

C. Remuneration to Key Managerial Personnel Other than MD /Manager /WTD**Rs. In Lacs**

Sl. no.	Particulars of Remuneration	Key Managerial Personnel		
		Company Secretary		Total
		Vijay		4.38

1. Gross salary

(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961

(b) Value of perquisites u/s 17(2) Income-tax Act, 1961

(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961

- 2. Stock Option
- 3. Sweat Equity
Commission
- 4. - as% of profit
- others, specify...
- 5. Others, please specify(Retirement Benefits)
- 6. Total 4.38*

VII. Penalties/Punishment/Compounding Of Offences:

Type	Section of the companies Act	Brief description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority[RD /NCLT/Court]	Appeal made. If any(give details)
A. Company					
Penalty			None		
Punishment					
Compounding					
B. Directors					
Penalty			None		
Punishment					
Compounding					
C. Other Officers in Default					
Penalty			None		
Punishment					
Compounding					

Annexure ‘E’ to the Directors’ Report

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2019

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,

The Members,

**Kotia Enterprises Limited
905, New Delhi House, 27
Barakhamba Road, New Delhi - 110001**

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Kotia Enterprises Limited (hereinafter referred to as the “Company”). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2019 (“Audit Period”), complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent and in the manner reported hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2019 according to the provisions of –

- i. The Companies Act, 2013 (“Act”) and the rules made there under;
- ii. The Securities Contracts (Regulation) Act, 1956 (“SCRA”) and the Rules made under that Act;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed under that Act;
- iv. The Foreign Exchange Management Act, 1999 and the Rules and Regulations made under that Act to the extent applicable to Overseas Direct Investment (ODI) – **Not Applicable to the Company during the Audit Period;**
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’):

(a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

(d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 notified on October 28, 2014 – **Not Applicable to the Company during the Audit Period;**

(e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 – **Not Applicable to the Company during the Audit Period;**

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 – **Not Applicable to the Company during the Audit Period;** and

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 – **Not Applicable to the Company during the Audit Period;**

I have also examined compliance with the applicable clauses of the following:

i. Secretarial Standards issued by The Institute of Company Secretaries of India.

ii. The Listing Agreements entered into by the Company with the BSE Stock Exchange Limited and Metropolitan Stock Exchange of India Limited.

iii. Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (with effect from December 01, 2015);

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

I further report that:

There are adequate systems and processes in the Company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period there were no specific events/actions having a major bearing on the company's affairs during the year 2018-19.

For **Kumar A & Associates**
Company Secretaries

Sd/-
(AMIT KUMAR)
Proprietor
CP No. 16877

Date: August 30, 2019

Place: New Delhi

Note: This report is to be read with our letter of even date, which is annexed as **Annexure-A**, and forms as integral part of this report.

Annexure A to the Secretarial Audit Report

The Members,

**Kotia Enterprises Limited
905, New Delhi House, 27,
Barakhamba Road, New Delhi - 110001**

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the random test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on the random test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company

For **Kumar A & Associates**
Company Secretaries

Sd/-
(AMIT KUMAR)
Proprietor
CP No. 16877

Date: August, 30, 2019
Place: Delhi

ANNEXURE 'F' TO THE DIRECTORS' REPORT

Form No. AOC - 2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts / arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arms' length transactions under third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm's length basis:

There were no contracts / arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 which are not at arm's length basis during the year ended March 31, 2019.

Note: The threshold limit for materiality has been decided by the board in accordance with the provisions of section 188 read with Rule 15 (3) of the Companies (Meetings of Board and its Powers) Rule, 2014.

For and on behalf of the Board
Kotia Enterprises Limited

Sd/-

Sd/-

Place: New Delhi
Date: 30.08.2019

Ankit Agarwal
Managing Director

Khushboo Agarwal
Director

Independent Auditor's Report

To
The members of
KOTIA ENTERPRISES LIMITED

Report on the Audit of the Financial Statements**Opinion**

We have audited the accompanying financial statements of **KOTIA ENTERPRISES LIMITED** (“the Company”), which comprise the balance sheet as at 31st March 2019, the statement of profit and loss (including OCI), statement of changes in equity and the statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereby referred as ‘the financial statements’).

In our opinion and to the best of our information and explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 (“the Act”) in the manner so required and give a true and fair view in conformity with the Indian accounting standard (Ind AS) prescribed under section 133 the Companies Act, 2013 read with the Companies (Indian Accounting Standard) Rules, 2015, as amended and the other accounting principles generally accepted in India: -

- i. In case of the Balance Sheet, of the **state of affairs** of the Company as at 31st March, 2019;
- ii. In case of Statement of Profit and Loss , of the **profit & total comprehensive income** for the year ended on that date; and
- iii. In case of Cash Flow Statement, of the **cash flows** for the year ended on that date.
- iv. In case of statement of changes in equity of the **changes in equity** for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the ‘Auditor’s Responsibilities for the Audit of the Financial Statements’ section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules there under, and we have fulfilled our ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidences we have obtained are sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described hereunder to be key audit matters to be communicated in our report.

S. No.	Key audit matters	Auditor's response
1.	<u>Revenue Recognition</u> As per new notified Ind AS 115, method of recognition of revenue been changed to transfer of control to the customer.	Our audit procedure inter- alia included the following- <ul style="list-style-type: none">• We assessed the company's process to identify the impact of the new accounting standard.• Our audit approach has considered the time of transfer of control customer for revenue recognition.• We performed year end cut off procedures to determine whether amounts were recorded in the correct period.
2.	<u>Measurement of Revenue</u> As per new notified Ind AS 115, measurement of revenue to be made on transaction price.	Our audit procedure inter- alia included the following- <ul style="list-style-type: none">• We used assessment of overall control environment relevant for measurement of revenue.• We performed testing of journal entries, with particular focus on manual adjustment to revenue account, to mitigate the risk of manipulation of revenue and profit figures.

Information other than the financial statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statement does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Financial Statements

The Company's board of directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity & cash flows of the Company in accordance with the Ind AS and the other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that are operating effectively for insuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatements, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain a reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue our report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise due to fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with the SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- (i) Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal control.
- (ii) Obtain an understanding of the internal controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- (iii) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- (iv) Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained upto the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- (v) Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statement, individually or in aggregate, makes it probable that the economic decision of reasonable knowledgeable user of the financial statement may be influenced.

We consider quantitative materiality and qualitative factors in (i) Planning the scope of our audit work and in evaluating the results of our work; and, (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal controls that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonable be thought to bear on our independence, and where applicable, relevant safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, or when in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonable be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ('the Order'), as amended, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the **Annexure A**, a statement on the matters specified in paragraphs 3 and 4 of the order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c. the Balance Sheet, the Statement of Profit and Loss (including OCI), statement of changes in equity and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d. In our opinion, the aforesaid financial statements comply with the Indian accounting standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - e. On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in **Annexure-B**. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact, if any of pending litigations on its financial position, in its financial statements, refer to note 37 of the financial statements.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. The Company is not required to transfer any amount to the Investor Education and Protection Fund.

FOR V.N. PUROHIT & CO.

Chartered Accountants

Firm Regn. No. 304040E

O.P. Pareek

Partner

Membership No. 014238

New Delhi, the 27th day of May 2019

ANNEXURE- A TO THE AUDITOR'S REPORT

The Annexure referred to in Paragraph 1 under the heading of “Report on other Legal and Regulatory Requirements” of our report of even date to the members of **KOTIA ENTERPRISES LIMITED** (the Company) for the year ended on 31st March 2019.

- (i) (a)As per information and explanation given to us, the Company is maintaining proper records showing full disclosures of the fixed assets;

(b)As per information and explanation given to us, physical verification of fixed assets has been conducted once in a year by the management and no material discrepancies were noticed during the course of verification;

(c)According to information and explanation given to us, the company does not hold any immovable property during the period dealt with by this report;
- (ii) As per information and explanation given to us, physical verification of inventory has been conducted once in a year by the management and no material discrepancies were noticed during the course of verification;
- (iii) According to information and explanations given to us, the Company has not granted unsecured loans to parties covered in register maintained under section 189 of the Companies Act, 2013 and hence provisions of this sub- clause are not applicable;
- (iv) According to information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Companies Act, 2013 so far as applicable, in respect of providing loans, investments, guarantees and securities given.
- (v) According to information and explanations given to us, the Company has not accepted public deposits and the provision of section 73 to 76 or other relevant provisions of the Companies Act, 2013 and rules framed thereunder are not applicable to the Company;
- (vi) According to information and explanations given to us, the Company is not liable to maintain cost records as prescribed under section 148(1) of the Companies Act, 2013;
- (vii) (a) According to information and explanations given to us, the company is generally regular in depositing undisputed statutory dues including income-tax and any other applicable statutory dues to the appropriate authorities and there are no outstanding statutory dues as on the last day of the financial year concerned for a period of more than six months from the date they became payable;

(b) According to information and explanations given to us, there are no outstanding statutory dues on the part of Company which is not deposited on account of dispute;
- (viii) According to information and explanations given to us, the company has not defaulted in any repayment of any loans and borrowings from any financial institution, bank, government or dues to debenture holders;
- (ix) According to information and explanations given to us, the Company has not raised money by way of initial public offer or further public offer. The Company has not taken any term loans and hence question of its utilization does not arise;

- (x) According to information and explanations given to us, there is no noticed or unreported fraud on or by the Company during the year under audit;
- (xi) According to information and explanations given to us, managerial remuneration has been paid or provided with approval mandated by the provisions of section 197 read with Schedule V of the Companies Act, 2013.
- (xii) As per information, the Company is not a Nidhi Company, hence provisions of sub- clause (xii) of the Paragraph 3 of the Order are not applicable;
- (xiii) According to information and explanations given to us, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 wherever applicable and the details have been disclosed in the financial statements etc., as required by the applicable Indian accounting standards;
- (xiv) According to information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review;
- (xv) According to information and explanations given to us, the Company has not entered into non-cash transactions with directors or persons connected with him;
- (xvi) According to information and explanations given to us, the Company is not a Non- Banking Financial Company and is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

Signed for the purpose of identification

FOR V.N. PUROHIT & CO.
Chartered Accountants
Firm Regn. No. 304040E

O.P. Pareek
Partner
Membership No. 014238

New Delhi, the 27th day of May 2019

ANNEXURE- B TO THE AUDITOR'S REPORT**Report on the Internal Financial Controls under Clause (i) of Sub- section (3) of Section 143 of the Companies Act, 2013**

We have audited the internal financial controls over financial reporting of **KOTIA ENTERPRISES LIMITED** as on 31st March 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for the Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal controls stated in the Guidance Note on Audit of Internal Financial Control over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of fraud and errors, the accuracy and completeness of accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the Guidance Note) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013 to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material aspects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial control system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidences we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that: -

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and the receipt and expenditures of the Company are being only in accordance with authorizations of management and directors of the Company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and could not be detected. Also, projections of any evaluation of the internal financial control over financial reporting to future periods are subject to the risk that the internal financial controls over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material aspects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2019, based on "the internal financial controls over financial reporting criteria considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India".

FOR V.N. PUROHIT & CO.

Chartered Accountants

Firm Regn. No. 304040E

O.P. Pareek

Partner

Membership No. 014238

New Delhi, the 27th day of May 2019

KOTIA ENTERPRISES LIMITED

CIN: L74110DL1980PLC010678

BALANCE SHEET AS AT 31ST MARCH 2019

	Notes	As at 31st March 2019 (Rs. in thousands)	As at 31st March 2018 (Rs. in thousands)
ASSETS			
Non- current assets			
Property, plant and equipment	3	704.99	665.64
Financial assets			
Investments	4	765.33	765.33
Deferred tax assets (net)	5	107.76	258.88
Other non current assets	6	504.99	504.99
Current assets			
Inventories	7	109,062.45	1,706.05
Financial assets			
Trade receivables	8	142.39	152,248.75
Cash and cash equivalents	9	128,000.63	115,765.16
Bank balances other than cash and cash equivalents	10	239,009.36	18,000.00
Other financial assets	11	10,927.87	2,806.17
Current tax assets (net)		5,161.23	982.36
Other current assets	12	46,225.51	911.64
Total Assets		540,612.49	294,614.96
EQUITY AND LIABILITIES			
Equity			
Equity share capital	13	70,205.00	70,205.00
Other equity	14	9,759.46	(165.64)
Current liabilities			
Financial liabilities			
Borrowings	15	340,458.72	214,557.86
Trade payables	16	1,303.07	8,404.57
Other financial liabilities	17	32,136.11	135.75
Other current liabilities	18	86,750.13	1,477.43
Total Equity and Liabilities		540,612.49	294,614.96
Notes to the Ind AS financial statements	1-40		

The accompanying notes form an integral part of the Ind AS financial statements.
As per our report of even date

FOR V.N. PUROHIT & CO.
Chartered Accountants
Firm Regn. No. 304040E

For and on behalf of the Board of Directors of
Kotia Enterprises Limited

O. P. Pareek
Partner
Membership No. 014238

Ankit Agarwal
Director/CFO
DIN: 05254327

Anil Gupta
Director
DIN: 00468470

New Delhi, on 27th day of May, 2019

Khushboo Agarwal
Director
DIN: 06792261

Pooja Tyagi
Company Secretary
PAN: ALTPT3732A

KOTIA ENTERPRISES LIMITED

CIN: L74110DL1980PLC010678

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON 31ST MARCH 2019

	Notes	For the year ended 31st March 2019 (Rs. in thousands)	For the year ended 31st March 2018 (Rs. in thousands)
REVENUE			
Revenue from operations	19	883,537.85	408,804.90
Other income	20	17,013.68	6,455.76
Total Income (I)		900,551.53	415,260.66
EXPENSES			
Cost of materials consumed	21	16,357.09	-
Purchases of stock-in-trade	22	598,339.48	374,322.16
Changes in inventories	23	(109,050.65)	-
Operating expenses	24	359,269.95	24,182.35
Employee benefits expenses	25	1,457.23	1,065.01
Finance costs	26	15,388.05	5,637.66
Depreciation and amortization expenses	3	141.97	112.99
Other expenses	27	4,818.58	2,322.27
Total Expenses (II)		886,721.69	407,642.43
Profit/ (loss) before exceptional items and tax (I-II)		13,829.84	7,618.22
Exceptional items		-	-
Profit/ (loss) before tax		13,829.84	7,618.22
Tax expenses			
Current tax		(3,753.61)	(1,961.69)
Deferred tax		(151.12)	(145.94)
Profit/ (loss) after tax (III)		9,925.11	5,510.59
OTHER COMPREHENSIVE INCOME			
Total Other Comprehensive Income (IV)		-	-
Total Comprehensive Income (III+IV)		9,925.11	5,510.59
Earning per equity share (EPS)			
[nominal value of share Rs. 10]			
Basic (in Rs.)		1.41	0.78
Diluted (in Rs.)		1.41	0.78

Notes to the Ind AS financial statements 1-40

The accompanying notes form an integral part of the financial statements.

As per our report of even date

FOR V.N. PUROHIT & CO.
Chartered Accountants
Firm Regn. No. 304040E

For and on behalf of the Board of Directors of
Kotia Enterprises Limited

O. P. Pareek
Partner
Membership No. 014238

Ankit Agarwal
Director/CFO
DIN: 05254327

Anil Gupta
Director
DIN: 00468470

New Delhi, on 27th day of May, 2019

Khushboo Agarwal
Director
DIN: 06792261

Pooja Tyagi
Company Secretary
PAN: ALTPT3732A

KOTIA ENTERPRISES LIMITED

CIN: L74110DL1980PLC010678

CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31st MARCH 2019

	For the year ended 31st March 2019 <i>(Rs. in thousands)</i>	For the year ended 31st March 2018 <i>(Rs. in thousands)</i>
<u>CASH FLOW FROM OPERATING ACTIVITIES</u>		
Net profit/ (loss) before tax and after exceptional items	13,829.84	7,618.22
<u>Adjustments for items: -</u>		
Interest paid	14,665.00	5,637.66
Interest received	(16,929.94)	(6,455.76)
Gain on sale of investments	(83.74)	-
Depreciation on property, plant & equipment	141.97	112.99
Operating Profit before working capital changes	11,623.13	6,913.11
<u>Working capital adjustments: -</u>		
(Increase)/ decrease in inventories	(107,356.40)	(1,706.05)
(Increase)/ decrease in trade receivables	152,106.36	(86,772.23)
(Increase)/ decrease in other financial assets	(8,121.70)	(1,342.26)
(Increase)/ decrease in other current assets	(45,313.87)	(255.40)
(Increase)/ decrease in other bank balances other than cash & cash equivalents	(221,009.36)	(18,000.00)
(Increase)/ decrease in loans and advances	-	22,718.97
Increase/ (decrease) in short term borrowings	112,702.36	-
Increase/ (decrease) in trade payables	(7,101.50)	(60,202.95)
Increase/ (decrease) in other financial liabilities	32,000.36	112.75
Increase/ (decrease) in other liabilities	85,272.70	(1,439.75)
Cash generated from operations	4,802.08	(139,973.82)
Direct taxes paid	(7,932.47)	(1,556.65)
Net cash flow from operating activities (A)	(3,130.39)	(141,530.47)
<u>CASH FLOW FROM INVESTING ACTIVITIES</u>		
Sale/ (Purchase) of property, plant & equipment	(181.32)	(213.40)
Interest received	16,929.94	6,455.76
Gain on sale of investments	83.74	-
Net cash flow from investing activities (B)	16,832.36	6,242.36
<u>CASH FLOW FROM FINANCING ACTIVITIES</u>		
Interest paid	(14,665.00)	(5,637.66)
Net proceeds from borrowings	13,198.50	214,557.86
Net cash flow from financing activities (C)	(1,466.50)	208,920.21
Net cash flow during the year (A + B + C)	12,235.47	73,632.10
Add: Opening cash and cash equivalents	115,765.16	42,133.06
Closing cash and cash equivalents	128,000.63	115,765.16
Components of cash and cash equivalents		
Cash on hand	268.44	389.47
<u>Balances with banks</u>		
In current accounts	1,732.19	60,375.69
In fixed deposits	126,000.00	55,000.00
Total cash and cash equivalents (Note 9)	128,000.63	115,765.16

Notes to the Ind AS financial statements

1-40

The accompanying notes form an integral part of the Ind AS financial statements.
As per our report of even date

FOR V.N. PUROHIT & CO.
Chartered Accountants
Firm Regn. No. 304040E

For and on behalf of the Board of Directors of
Kotia Enterprises Limited

O. P. Pareek
Partner
Membership No. 014238

Ankit Agarwal
Director/CFO
DIN: 05254327

Anil Gupta
Director
DIN: 00468470

New Delhi, on 27th day of May, 2019

Khushboo Agarwal
Director
DIN: 06792261

Pooja Tyagi
Company Secretary
PAN: ALTP73732A

KOTIA ENTERPRISES LIMITED

CIN: L74110DL1980PLC010678

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED ON 31ST MARCH 2019

A. Equity Share Capital*(Rs. in thousands)*

Balance as at 1st April 2017	Changes in equity share capital during the year	Balance at the 31st March 2018
70,205.00	-	70,205.00
Balance as at 1st April 2018	Changes in equity share capital during the year	Balance at the 31st March 2019
70,205.00	-	70,205.00

B. Other Equity*(Rs. in thousands)*

Particulars	Reserves & Surplus			Total
	Securities Premium	General Reserves	Retained Earnings	
Balance as at 1st April 2017	16,956.84	4,062.21	(26,695.28)	(5,676.23)
Profit for the year	-	-	5,510.59	5,510.59
Total comprehensive income	-	-	5,510.59	5,510.59
Balance as at 31st March 2018	16,956.84	4,062.21	(21,184.69)	(165.64)
Balances as at 1st April 2018	16,956.84	4,062.21	(21,184.69)	(165.64)
Profit for the year	-	-	9,925.11	9,925.11
Total comprehensive income	-	-	9,925.11	9,925.11
Balance as at 31st March 2019	16,956.84	4,062.21	(11,259.58)	9,759.46

Notes to the Ind AS financial statements

1-40

The accompanying notes form an integral part of of the Ind AS financial statemets.

As per our report of even date

FOR V.N. PUROHIT & CO.

Chartered Accountants

Firm Regn. No. 304040E

For and on behalf of the Board of Directors of
Kotia Enterprises LimitedO. P. Pareek
Partner
Membership No. 014238Ankit Agarwal
Managing director
DIN: 05254327Anil Gupta
Director
DIN: 00468470Khushboo Agarwal
Director
DIN: 06792261Vijay
Company Secretary
PAN: AUEPV8815A

New Delhi, on 27th day of May, 2019

KOTIA ENTERPRISES LIMITED

CIN: L74110DL1980PLC010678

NOTES TO THE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH 2019

3. Property, plant and equipment:

	As at 31st March 2019 (Rs. in thousands)	As at 31st March 2018 (Rs. in thousands)
<u>Carrying amount:</u> -		
Vehicles	388.49	449.08
Computers & peripherals	37.33	75.04
Ipad Pro	75.69	112.74
Mobile	1.85	3.35
Office Equipment	190.39	11.54
HP Laserjet Printer	11.24	13.89
Total	704.99	665.64

	Vehicles (Rs. in thousands)	Computers & peripherals (Rs. in thousands)	Ipad Pro (Rs. in thousands)	Mobile (Rs. in thousands)	Office Equipment (Rs. in thousands)	HP Laserjet Printer (Rs. in thousands)	Total (Rs. in thousands)
Cost or Deemed Cost: -							
Balance as at 1st April 2017	510.00	106.34	-	-	-	-	616.34
Additions during the year	-	64.74	116.95	4.75	12.98	13.98	213.40
Assets disposal/ written off during the year	-	-	-	-	-	-	-
Balance as at 31st March 2018	510.00	171.07	116.95	4.75	12.98	13.98	829.74
Additions during the year	-	-	-	-	181.32	-	181.32
Assets disposal/ written off during the year	-	-	-	-	-	-	-
Balance as at 31st March 2019	510.00	171.07	116.95	4.75	194.30	13.98	1,011.06
Accumulated Depreciation: -							
Balance as at 1st April 2017	0.33	50.77	-	-	-	-	51.11
Charge for the year	60.59	45.27	4.21	1.40	1.44	0.09	112.99
Adjusted on assets disposed/ written off	-	-	-	-	-	-	-
Balance as at 31st March 2018	60.92	96.04	4.21	1.40	1.44	0.09	164.10
Charge for the year	60.59	37.71	37.05	1.51	2.47	2.66	141.97
Adjusted on assets disposed/ written off	-	-	-	-	-	-	-
Balance as at 31st March 2019	121.51	133.75	41.26	2.90	3.91	2.75	306.07
Balance as at 31st March 2018	449.08	75.04	112.74	3.35	11.54	13.89	665.64
Balance as at 31st March 2019	388.49	37.33	75.69	1.85	190.39	11.24	704.99

3.1 Notes

All the above property, plant & equipment are owned by the company.

KOTIA ENTERPRISES LIMITED

CIN: L74110DL1980PLC010678

NOTES TO THE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH 2019

4. Non-current investments

	As at 31st March 2019 <i>(Rs. in thousands)</i>	As at 31st March 2018 <i>(Rs. in thousands)</i>
Investment in equity instruments (fully paid up)		
<u>Unquoted</u>		
60,000 (31st March 2018: 60,000) equity shares of Iseous Marketing Private Limited	600.00	600.00
7,000 (31st March 2018: 7,000) equity shares of Professional Outsourcing Private Limited	14.00	14.00
15,000 (31st March 2018: 15,000) equity shares of Puru Infrastructure Private Limited	30.00	30.00
8,000 (31st March 2018: 8,000) equity shares of Puru Steels Private Limited	16.00	16.00
48,000 (31st March 2018: 48,000) equity shares of Saryu Securities Private Limited	72.00	72.00
3,333 (31st March 2018: 3,333) equity shares of SBK Trade and Infrastructure Private Limited	33.33	33.33
	765.33	765.33

5. Deferred tax assets (net)

	As at 31st March 2019 <i>(Rs. in thousands)</i>	As at 31st March 2018 <i>(Rs. in thousands)</i>
<u>Assets/(Liabilities)</u>		
At the start of the year	258.88	404.82
Credit / (Charge) to Statement of Profit and Loss	(151.12)	(145.94)
At the end of year	107.76	258.88

5.1 Deferred tax asset is recognized to the extent it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilized.

5.2 The tax effect of significant timing differences that has resulted in deferred tax assets are given below:-

Particulars	<i>(Rs. in thousands)</i> For the year ended 31st March 2019			
	As at 1st April 2018	Recognized in Profit and loss	Recognized in OCI	As at 31st March 2019
Property, plant and equipment	(24.16)	(24.16)	-	(19.66)
Expenditure allowed under Income Tax Act 1961	283.04	(24.16)	-	127.42
Total	258.88	(24.16)	-	107.76

Particulars	<i>(Rs. in thousands)</i> For the year ended 31st March 2018			
	As at 1st April 2017	Recognized in Profit and loss	Recognized in OCI	As at 31st March 2018
Property, plant and equipment	(19.74)	(19.74)	-	(24.16)
Expenditure allowed under Income Tax Act 1961	424.57	(19.74)	-	283.04
Total	404.82	(19.74)	-	258.88

6. Other non current assets

	As at 31st March 2019 <i>(Rs. in thousands)</i>	As at 31st March 2018 <i>(Rs. in thousands)</i>
Security deposits	455.63	455.63
Earnest money deposits	49.36	49.36
	504.99	504.99

KOTIA ENTERPRISES LIMITED

CIN: L74110DL1980PLC010678

NOTES TO THE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH 2019

7. Inventories

	As at 31st March 2019 (Rs. in thousands)	As at 31st March 2018 (Rs. in thousands)
<u>Stock in trade (Lower of Cost or NRV)</u>		
2008.81 MT (31st March, 2018: Nil) of Bleached hardwood kraft pulp	109,050.65	-
<u>Work in progress</u>		
38 (31st March, 2018: Nil) Pcs of bath fitting	11.80	
Nil (31st March, 2018: 930) bags of cement		219.65
Nil (31st March, 2018: 1) units of lift		100.00
Nil (31st March, 2018: 27,065) Kgs. of wiring		1,146.83
Nil (31st March, 2018: 460) Pcs of steel		239.57
	<u>109,062.45</u>	<u>1,706.05</u>

8. Trade receivables: current

	As at 31st March 2019 (Rs. in thousands)	As at 31st March 2018 (Rs. in thousands)
<u>Unsecured, considered good:-</u>		
-Outstanding for the period less than 6 months (from the date due for payment)	142.39	152,248.75
	<u>142.39</u>	<u>152,248.75</u>

9. Cash and cash equivalents

	As at 31st March 2019 (Rs. in thousands)	As at 31st March 2018 (Rs. in thousands)
Cash on hand (as certified)	268.44	389.47
<u>Balances with banks:</u>		
In current accounts	1,732.19	60,375.69
In fixed deposits	126,000.00	55,000.00
	<u>128,000.63</u>	<u>115,765.16</u>

10. Bank balances other than cash and cash equivalents

	As at 31st March 2019 (Rs. in thousands)	As at 31st March 2018 (Rs. in thousands)
Fixed deposits (with maturity more than 3 months but less than 12 months)	239,009.36	18,000.00
	<u>239,009.36</u>	<u>18,000.00</u>

10.1 Bank overdraft is secured against fixed deposits lying with the bank as margin money.

11. Other financial assets: Current

	As at 31st March 2019 (Rs. in thousands)	As at 31st March 2018 (Rs. in thousands)
Interest accrued on fixed deposits	9,134.69	1,012.99
Interest accrued on loans advanced	1,793.18	1,793.18
	<u>10,927.87</u>	<u>2,806.17</u>

12. Other current assets

	As at 31st March 2019 (Rs. in thousands)	As at 31st March 2018 (Rs. in thousands)
Advances to related parties	-	2.43
Input tax credit of GST	13,453.90	241.71
Prepaid expenses	10.73	11.25
MAT credit entitlement	148.89	656.25
Retention money	32,611.99	-
	<u>46,225.51</u>	<u>911.64</u>

KOTIA ENTERPRISES LIMITED

CIN: L74110DL1980PLC010678

NOTES TO THE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2019

13. Equity share capital

	As at 31st March 2019		As at 31st March 2018	
	Nos.	(Rs. in thousands)	Nos.	(Rs. in thousands)
Authorized shares				
Equity shares of INR 10 each with voting rights	8,000,000	80,000.00	8,000,000	80,000.00
Issued, subscribed and fully paid- up shares	7,020,500	70,205.00	7,020,500	70,205.00

13.1 Reconciliation of number of equity shares and amount outstanding

	As at 31st March 2019		As at 31st March 2018	
	Nos.	(Rs. in thousands)	Nos.	(Rs. in thousands)
<u>Equity Shares</u>				
- At the beginning of the period	7,020,500	70,205	7,020,500	70,205
- Issued during the year	-	-	-	-
Total Outstanding at the end of the period	7,020,500	70,205	7,020,500	70,205

13.2 Terms and rights attached to equity shares

The company has issued only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity shares is entitled to vote per share. The company declares and pays dividend if any, in Indian Rupees. The dividend proposed by the Board of Directors is subject to approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all the preferential amount. The distribution will be in proportion to the number of equity shares held by the shareholder.

13.3 Details of shareholders holding more than 5% shares in the company: -

	As at 31st March 2019		As at 31st March 2018	
	Nos.	% holding	Nos.	% holding
Panchsheel Portfolio Consultant Private Limited	710,600	10.12%	710,600	10.12%
Lydia Buildcon Private Limited	654,400	9.32%	654,400	9.32%
Pavaki Propbuild Private Limited	613,552	8.74%	613,552	8.74%
Jubilation Hotel Management Private Limited	595,900	8.49%	595,900	8.49%
AVS Alloy India Private Limited	499,000	7.11%	499,000	7.11%
Ostrich Infra Reality Private Limited	494,300	7.04%	494,300	7.04%

As per records, registers and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

14. Other equity

	As at 31st March 2019		As at 31st March 2018	
		(Rs. in thousands)		(Rs. in thousands)
<u>Securities premium account</u>				
Opening balance	16,956.84		16,956.84	
Add/(less): Utilize/transfer during the year	-		-	
Closing balance		16,956.84		16,956.84
<u>General Reserves:-</u>				
Opening balance	4,062.21		4,062.21	
Add/(less): Utilize/transfer during the year	-		-	
Closing balance		4,062.21		4,062.21
<u>Retained earnings:-</u>				
Opening balance	(21,184.69)		(26,695.28)	
Add/(less): Profit/ (loss) for the year	9,925.11		5,510.59	
Closing balance		(11,259.58)		(21,184.69)
		9,759.46		(165.64)

KOTIA ENTERPRISES LIMITED

CIN: L74110DL1980PLC010678

NOTES TO THE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2019

15. Borrowings: Current

	As at 31st March 2019 (Rs. in thousands)	As at 31st March 2018 (Rs. in thousands)
Bank Overdraft (secured)	112,702.36	-
Loans from body corporate (unsecured)	227,756.37	214,557.86
	<u>340,458.72</u>	<u>214,557.86</u>

15.1 Bank overdraft is secured against fixed deposits lying with the bank as margin money.

16. Trade Payables: current

	As at 31st March 2019 (Rs. in thousands)	As at 31st March 2018 (Rs. in thousands)
For goods and services other than MSME(s)	1,303.07	8,404.57
	<u>1,303.07</u>	<u>8,404.57</u>

17. Other financial liabilities: Current

	As at 31st March 2019 (Rs. in thousands)	As at 31st March 2018 (Rs. in thousands)
Audit fee payable	36.00	43.20
Retention money payable	31,959.75	-
Salary payable	96.36	62.55
Director remuneration payable	30.00	30.00
Expenses payable	14.00	-
	<u>32,136.11</u>	<u>135.75</u>

18. Other current liabilities

	As at 31st March 2019 (Rs. in thousands)	As at 31st March 2018 (Rs. in thousands)
TDS Payable	367.26	477.43
Advance from customers	86,382.87	1,000.00
	<u>86,750.13</u>	<u>1,477.43</u>

19 Revenue from operation

	For the year ended 31st March 2019 (Rs. in thousands)	For the year ended 31st March 2018 (Rs. in thousands)
<u>Sale of products:-</u>		
Cotton fabric	-	102,427.48
Bleached hardwoodkraft pulp	500,834.15	281,701.55
<u>Rendering of service:-</u>		
Construction and civil works	382,703.70	24,675.87
	<u>883,537.85</u>	<u>408,804.90</u>

20 Other income

	For the year ended 31st March 2019 (Rs. in thousands)	For the year ended 31st March 2018 (Rs. in thousands)
Interest earned	16,929.94	6,455.76
Gain on sale of investments	83.74	-
	<u>17,013.68</u>	<u>6,455.76</u>

KOTIA ENTERPRISES LIMITED

CIN: L74110DL1980PLC010678

NOTES TO THE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2019

21	Cost of material consumed	For the year ended 31st March 2019 (Rs. in thousands)	For the year ended 31st March 2018 (Rs. in thousands)
	<u>Civil work</u>		
	Purchase of goods	14,662.84	1,706.05
	Add: - opening stock of work in progress	1,706.05	-
	Less: - closing stock of work in progress	(11.80)	(1,706.05)
		16,357.09	-
22	Purchase of stock-in-trade	For the year ended 31st March 2019 (Rs. in thousands)	For the year ended 31st March 2018 (Rs. in thousands)
	Cotton fabric	-	101,009.42
	Bleached hardwoodkraft pulp	598,339.48	273,312.74
		598,339.48	374,322.16
23	Changes in inventories	For the year ended 31st March 2019 (Rs. in thousands)	For the year ended 31st March 2018 (Rs. in thousands)
	Opening inventories	-	-
	Less: closing inventories	109,050.65	-
		(109,050.65)	-
24	Operating expenses	For the year ended 31st March 2019 (Rs. in thousands)	For the year ended 31st March 2018 (Rs. in thousands)
	Sub- contracting of civil work	359,269.95	24,182.35
		359,269.95	24,182.35
25	Employee benefit expenses	For the year ended 31st March 2019 (Rs. in thousands)	For the year ended 31st March 2018 (Rs. in thousands)
	Director remuneration (basic)	360.00	345.00
	Salaries & allowances	1,043.31	693.60
	Staff welfare expenses	53.91	26.41
		1,457.23	1,065.01
26	Finance cost	For the year ended 31st March 2019 (Rs. in thousands)	For the year ended 31st March 2018 (Rs. in thousands)
	Interest paid on bank OD	723.05	-
	Interest paid on loan	14,665.00	5,637.66
		15,388.05	5,637.66

KOTIA ENTERPRISES LIMITED

CIN: L74110DL1980PLC010678

NOTES TO THE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2019

27 Other expenses	For the year ended 31st March 2019 <u>(Rs. in thousands)</u>	For the year ended 31st March 2018 <u>(Rs. in thousands)</u>
Advertisement & publications	66.12	50.72
Payment to statutory auditors (Note 36)	46.00	40.00
Bad debts	-	60.36
Bank charges	5.24	0.74
Commission expense	-	30.00
Conveyance expenses	30.01	31.29
Courier & postage	11.98	-
Donation expenses	250.00	-
Electricity & water charges	44.03	10.33
Filing fees	9.94	11.53
Import bank charges	267.63	0.50
Interest on TDS	21.60	-
Insurance	298.57	-
LC commission charges	581.23	228.60
Legal & professional charges	343.40	174.88
Listing fees	305.00	335.00
Miscellaneous expenses	25.96	1.50
Office maintenance expense	-	104.57
Other interest expense	20.94	14.97
Processing fee	21.00	80.00
Registrar & depository charges	43.37	70.40
Rent expense	1,849.51	894.61
Repairs & maintenance	231.85	21.79
Swatch bhara cess	-	94.02
Telephone and internet	19.91	29.92
Travelling expenses	141.56	-
Vehicle expense	183.74	36.56
	<u>4,818.58</u>	<u>2,322.27</u>

KOTIA ENTERPRISES LIMITED

CIN- L74110DL1980PLC010678

NOTES ON THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2019

1. Corporate Information:

The Company is engaged in the business of trading in goods and rendering services related to construction and civil works. The Company is listed on Bombay Stock exchange (BSE) [Script code: KEL] and Metropolitan Stock Exchange of India (MSEI) [Script code: KEL].

2. Significant Accounting Policies:

(a) Statement of Compliance:

The financial statements have been prepared in accordance with the Indian Accounting Standards (Ind AS) specified under section 133 of the Companies Act, 2013, read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015.

(b) Basis for preparation of financial statements:

The financial statements have been prepared in historical cost basis which is generally based on the fair value of consideration given in exchange for goods and services.

(c) Use of Estimates:

The preparation of financial statements requires the management of the company to make estimates and assumptions that affect the reported amounts of assets and liabilities on the date of financial statements, disclosure of contingent liabilities as at the date of the financial statements, and the reported amounts of income and expenses during the reported period. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised.

(d) Critical accounting estimates

Income Taxes: Significant judgments are involved in determining the provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions.

Impairment of Investments: The carrying value of investments is reviewed at cost annually, or more frequently whenever, there is indication for impairment. If the recoverable amount is less than the carrying amount, the impairment loss is accounted for.

Provision: Provisions are recognized when the company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. These are reviewed at each balance sheet date adjusted to reflect the current best estimates.

KOTIA ENTERPRISES LIMITED

CIN- L74110DL1980PLC010678

NOTES ON THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2019

(e) Property, Plant and Equipment

Properties, Plant & Equipment are stated at actual cost less accumulated depreciation and net of impairment. The actual cost capitalized includes material cost, freight, installation cost, duties and taxes, eligible borrowing costs and other incidental expenses incurred during the construction/installation stage.

Depreciable amount of an asset is the cost of an asset less its estimated residual value. Depreciation on Property, Plant and Equipment, including assets taken on lease, other than freehold land is charged based on Written down method on an estimated useful life as prescribed in Schedule II to the Companies Act, 2013.

An item of Property, Plant and Equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of Property, Plant and Equipment are determined as a difference between the sale proceeds and the carrying amount of the asset and is recognised in the profit and loss.

(f) Revenue recognition:

Effective 1st April, 2018, the Company has applied Ind AS 115 - Revenue from Contracts with Customers. Pursuant to adoption of Ind AS 115, Revenue from contracts with customers are recognized when the control over the goods or services promised in the contract are transferred to the customer. The amount of revenue recognized depicts the transfer of promised goods and services to customers for an amount that reflects the consideration to which the Company is entitled to in exchange for the goods or services.

Sale of goods: -

Revenue from sale of goods is recognised when the control over such goods have been transferred, being when the goods are delivered to the customers. Delivery occurs when the products have been shipped or delivered to the specific location as the case may be, risks of loss have been transferred to the customers, and either the customer has accepted the goods in accordance with the sales contract or the acceptance provisions have lapsed or the Company has objective evidence that all criteria for acceptance have been satisfied. Revenue from these sales are recognized based on the price specified in the contract.

(g) Foreign currency transactions:

Foreign currency transactions are recorded as exchange rates prevailing on the date of transaction. Foreign currency denominated monetary assets and liabilities are restated into the functional currency using exchange rates prevailing on the date of Balance Sheet. Gains and losses arising on settlement and restatement of foreign currency denominated monetary assets and liabilities are recognised in the profit or loss.

KOTIA ENTERPRISES LIMITED

CIN- L74110DL1980PLC010678

NOTES ON THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2019

(h) Financial Instruments:

Financial Assets: -

Recognition and initial measurement: -

Financial assets and financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument and are measured initially a fair value adjusted for transaction cost.

Subsequent measurement: -

Financial assets are subsequently classified and measured at

a) **Financial Assets measured at Amortised Cost (AC)**

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Amortised cost is the cost of a financial asset adjusted to achieve a constant effective interest rate over the life of the financial asset.

b) **Financial Assets measured at Fair Value Through Other Comprehensive Income (FVTOCI)**

Financial assets are subsequently measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows on specified dates that are solely payments of principal and interest on the principal amount outstanding and selling financial assets.

c) **Financial Assets measured Fair Value Through Profit and Loss (FVTPL)**

Financial assets are subsequently measured at fair value through profit or loss unless they are measured at amortised cost or at fair value through other comprehensive income. For financial assets measured at fair value through profit and loss, all changes in the fair value are recognised in profit and loss when they occur.

De- recognition of Financial Assets

A financial asset is primarily de-recognised when the rights to receive cash flows from the asset have expired or Company has transferred its right to receive cash flow from the asset.

Financial Liabilities: -

Recognition and initial measurement: -

All Financial liabilities are recognised initially at fair value and transaction cost that is attributable to the acquisition of the financial liabilities is also adjusted. Financial liabilities are classified as amortised cost.

KOTIA ENTERPRISES LIMITED

CIN- L74110DL1980PLC010678

NOTES ON THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2019

Subsequent measurement:

Subsequent to initial recognition, these liabilities are measured at Amortised cost using the effective interest rate method.

De-recognition of Financial liabilities

Financial liabilities are derecognized when the obligation under the liabilities are discharged or cancelled or expires. Consequently, write back of unsettled credit balances is done on closure of the concerned project or earlier based on the previous experience of Management and actual facts of each case and recognized in other Operating Revenues.

Further when an existing Financial liability is replaced by another from the same lender on substantially different terms , or the terms of existing liability are substantially modified , such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the Statement of Profit and Loss.

Offsetting of Financial Instrument

Financial Assets and Financial Liabilities are offset and the net amount is reported in the Balance sheet if there is currently enforceable legal right to offset the recognized amounts and there is an intention to settle on net basis, to realize the assets and settle the liabilities simultaneously.

(i) Impairment of Financial Assets

Equity instruments, Debt Instruments and Mutual Fund: -In accordance with Ind -AS 109, the Company applies Expected Credit Loss model for measurement and recognition of impairment loss for Financial Assets. Expected Credit Loss is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company expects to receive.

Other Financial Assets: - The Company determines whether there has been a significant increase in the credit risk since initial recognition and if credit risk has increased significantly, impairment loss is provided.

(j) Inventories

Inventories are valued at cost or net realisable value, whichever is lower. Cost is determined on weighted average basis and includes cost of purchase and other costs incurred in bringing inventories to their present location and condition. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

(k) Cash & Cash equivalent

Cash and cash equivalents in the balance sheet comprise of cash at bank and on hand and short term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. For the purpose of the statement of

KOTIA ENTERPRISES LIMITED

CIN- L74110DL1980PLC010678

NOTES ON THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2019

cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

(l) Taxation

Tax expense comprises of current tax and deferred tax. Current tax is measured at the amount expected to be paid/recovered from the tax authorities, based on estimated tax liability computed after taking credit for allowances and exemption in accordance with Income Tax Act, 1961. Current and deferred tax are recognised in profit and loss, except when they relates to items that are recognised in other comprehensive income or directly in equity, in which case, the income taxes are recognised in other comprehensive income or directly in equity, respectively. Advance taxes and provisions for current income taxes are presented in the statement of financial position after off-setting advance tax paid and income tax provision.

Deferred income tax is recognised using the balance sheet approach. Deferred income tax assets and liabilities are recognised for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amounts.

Deferred income tax are recognised to the extent it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred income tax assets is reviewed at each reporting date.

Deferred tax asset/liability is measured at the tax rates that are expected to be applied to the period when the asset is realized or the liability is settled.

Deferred tax assets include Minimum Alternative Tax (MAT) paid which is considered as an asset if there is probable evidence that the Company will pay normal income tax after the tax holiday period.

(m) Earnings per share:

Basic earnings/ (loss) per share are calculated by dividing the net profit/ (loss) for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period are adjusted for any bonus shares issued during the period and also after the Balance Sheet date but before the date the financial statements are approved by the Board of Directors.

For the purpose of calculating diluted earnings/ (loss) per share, the net profit/ (loss) for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

The number of equity shares and potentially dilutive equity shares are adjusted for bonus shares as appropriate. The dilutive potential equity shares are adjusted for the proceeds receivable, had the shares been issued at fair value. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date.

KOTIA ENTERPRISES LIMITED

CIN- L74110DL1980PLC010678

NOTES ON THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2019

(n) Provision, Contingent Liabilities and Contingent Assets:

A provision is recognised when the company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which reliable estimate can be made. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance costs. Contingent Assets and Contingent Liabilities are not recognized in the financial statements.

KOTIA ENTERPRISES LIMITED

CIN- L74110DL1980PLC010678

NOTES ON THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2019

28. Related Parties: -

As per IND AS 24, the disclosures of transactions with the related parties are given below:

- (i) List of related parties where control exists and also related parties with whom transactions have taken place and relationship:

(i)	Key Management Personnel	Sh. Anil Agarwal (Director) Sh. Ankit Agarwal (Managing Director/CFO) Ms. Khushboo Agarwal (Director) Mr. Paaven Bansal (Director) Mr. Harshit Aggarwal (Director) Mr. Vijay (Past Company Secretary) Ms. Pooja Tyagi (Company Secretary)
(ii)	Relatives of Key Management Personnel	None
(iii)	Enterprises owned or significantly influenced by the Key Management Personnel or their Relatives	Lesous Marketing (P) Ltd.

- (ii) Following transactions are made with the related parties covered under Ind AS- 24 on "Related Parties Disclosure".

	Transaction with	Nature of Transaction	Transaction during the year		Balance as at	
			31/03/19	31/03/18	31/03/19	31/03/18
(i)	<u>Key Management Personnel: -</u>					
	Ankit Aggarwal	Remuneration	3,60,000	3,45,000	30,000	30,000
	Pooja Tyagi	Remunration	1,39,613	Nil	18,065	Nil
	Vijay	Remuneration	4,38,222	2,46,289	Nil	36,129
(ii)	<u>Relatives of Key Management Personnel:- None</u>					
(iii)	<u>Enterprises in which Key Management Personnel and Relatives are having significant influences:-</u>					
	None					

KOTIA ENTERPRISES LIMITED

CIN- L74110DL1980PLC010678

NOTES ON THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2019

29. Segment Information:

The Company has identified two reportable segments viz., Shares and securities and Rough Emerald after taking into account the nature of product and services and the differing risk and returns on such products and services. The accounting policies adopted for segment reporting are in line with the accounting policy of the company with following additional policies for segment reporting: -

- (i) Revenue and expenses have been identified to a segment on the basis of relation to operating activities of the segment. Revenue and Expenses relates to enterprise as a whole and are not allocable to a segment on reasonable basis have been disclosed as “Un-allocable”.
- (ii) Segment Assets and Segment Liabilities represent Assets and Liabilities in respective segments. Assets and liabilities that cannot be allocated to a segment on reasonable basis have been disclosed as “Un-allocable”.

a. Segment Information:

Particulars	31st March 2019	31st March 2018
1. Segment Revenue		
a) Fabric	-	10,24,27,478
b) Bleached hardwoodkraft pulp	50,08,34,154	28,17,01,552
c) Construction and civil works	38,27,03,696	2,46,75,865
c) Unallocable	-	-
Total	88,35,37,851	40,88,04,895
Less: Inter Segment Revenue	-	-
Net Sales/Income From Operations	88,35,37,851	40,88,04,895
2. Segment Results		
Profit before Interest & Tax		
a) Fabric	-	14,18,055
b) Bleached hardwoodkraft pulp	-9,75,05,327	83,88,812
c) Construction and civil works	38,27,03,696	2,46,75,865
c) Unallocable	-	-
TOTAL	28,51,98,369	3,44,82,732
Less:		
(a) Interest	1,46,65,000	56,37,657
(b) Other un-allocable expenditure net off un-allocable income & other comprehensive income	25,67,03,533	2,12,26,852
Total Profit before Tax	1,38,29,836	76,18,223

KOTIA ENTERPRISES LIMITED

CIN- L74110DL1980PLC010678

NOTES ON THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2019

1. Segment Assets		
a) Fabric	10,90,50,646	-
b) Bleached hardwoodkraft pulp	-	15,22,48,752
c) Construction and civil works	-	10,00,000
Unallocable	43,15,61,848	14,13,66,211
Total	54,06,12,494	29,46,14,963
2. Segment Liabilities		
a) Fabric	-	-
b) Bleached hardwoodkraft pulp	8,63,82,866	79,61,125
c) Construction and civil works	13,01,533	4,43,440
Unallocable	37,29,63,632	21,61,71,042
Total	46,06,48,031	22,45,75,607
3. Capital employed (Segment assets- Segment liabilities)		
a) Fabric	10,90,50,646	-
b) Bleached hardwoodkraft pulp	(8,63,82,866)	14,42,87,627
c) Construction and civil works	(13,01,533)	5,56,560
Unallocable	5,85,98,216	(7,48,04,831)
Total	7,99,64,463	7,00,39,356

b. Secondary Segment information: -

The Company does not have secondary segment division in respect of reportable segments.

30. Balance shown under head Sundry Debtors, Creditors and Advances are subject to confirmation.

31. The Company did not have any long- term contracts including derivative contracts for which there were any material foreseeable losses.

32. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

33. The financial statements were approved for issue by the Board of Directors on 27th May, 2019.

34. Particulars	31/03/2019 (Rs.)	31/03/2018 (Rs.)
Expenditure in foreign currency (Import)	59,83,39,481	14,93,02,740
Receipts in foreign currency (Export)	17,85,081,95	-

KOTIA ENTERPRISES LIMITED

CIN- L74110DL1980PLC010678

NOTES ON THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2019

35. In the opinion of Board of Directors and to the best of their knowledge and belief, the realisable value of Current Assets, Loans and Advances would not be less than the amount at which they are stated in the Balance Sheet.

36. Break- up of Payments made to Statutory Auditors (Including taxes) are disclosed as under: -

Particulars	31/03/2019 (Rs.)	31/03/2018 (Rs.)
In respect of Audit fees	40,000	40,000
In respect of Certification	6,000	-
TOTAL	46,000	40,000

37. Particulars	31/03/2019 (Rs.)	31/03/2018 (Rs.)
Contingent Liability not provided for	Nil	Nil
Pending litigation by/ against the Company	Nil	Nil

38. Previous year's figures have been re-arranged or re- grouped wherever consider necessary.

39. Figures have been rounded off to the nearest rupees.

40. Figures in brackets indicate negative (-) figures.

Signed for the purpose of Identification.

FOR V.N. PUROHIT & CO.
Chartered Accountants
Firm Regn. 304040E

For and on behalf of Board of Directors of
Kotia Enterprises Limited

O.P. Pareek
Partner
Membership No. 014238

Ankit Agarwal
Director/CFO
DIN: 05254327

Anil Gupta
Director
DIN: 00468470

New Delhi, the 27th day of May 2019

Khushboo Agarwal
Director
DIN: 06792261

Pooja Tyagi
Company Secretary
PAN: ALTPT3732A