



KOTIA ENTERPRISES LIMITED

Formerly known as INTERNATIONAL PUMPS AND PROJECTS LIMITED

Date: 05.09.2022

BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street Mumbai, Maharashtra – 400001 Email id: corp.relations@bseindia.com	Metropolitan Stock Exchange of India Limited 205(A), 2nd floor, Piramal Agastya Corporate Park Kamani Junction, LBS Road, Kurla (West), Mumbai, Maharashtra-400070 Email id: raviraj.nirbhawane@mcx-sx.com
--	--

Sub: Submission of Annual Report (Including Notice of 42nd Annual General Meeting) under regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015,

Dear Sir/Madam,

With reference to above mentioned subject, please find enclosed herewith Annual Report (including notice of 42nd Annual General Meeting) as per regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the financial year 2021-22.

You are hereby requested to take the above information on record.

Thanking You,

Yours faithfully

For Kotia Enterprises Limited



Neelam Rani

(Company Secretary & Compliance officer)



KOTIA ENTERPRISES LIMITED

ANNUAL REPORT 2021-22



INDEX

Sr. No.	Particulars	Page No.
1	Corporate Information	1-1
2	Notice of Annual General Meeting	2-22
3	Director's Report	23-32
4	Annexure I- AOC- 2	33-33
5	Annexure II- Secretarial Audit Report	34-37
6	Annexure III- Management Discussion and Analysis Report	38-40
7	Independent Auditors Report	41-50
8	Balance Sheet	51
9	Statement of Profit and Loss Statement	52
10	Cash Flow Statement	53
11	Statement of Changes in Equity	54
12	Notes to Financial Statement	55-69

CORPORATE INFORMATION

<u>Board of Directors</u>	Mr. Manoj Kumar Bansal	Managing Director
	Mr. Ankit Agarwal	Non-Executive Director
	Mr. Paaven Bansal	Non-Executive Director
	Ms. Khushboo Agarwal	Independent Director
	Mr. Anil Gupta	Independent Director
<u>Company Secretary</u>	Ms. Neelam Rani	
<u>Auditors</u>	Ajay Rattan & Co., Chartered Accountants 1113 Arunachal Building, Barakhamba Road, New Delhi - 110001	
<u>Secretarial Auditor</u>	M/s. Kumar A & Associates, Company Secretaries G- 83, Room No. 204, Laxmi Nagar, Delhi - 110092	
<u>Internal Auditor</u>	M/s APSA & Co. D-11/48 First Floor Sector - 7 Rohini, Delhi - 110085	
<u>Bankers</u>	IDFC Bank Ltd. Yes Bank Ltd.	
<u>Registrar & Share Transfer Agent</u>	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	
<u>Registered & Corporate Office</u>	905, New Delhi House, 27 Barakhamba Road, New Delhi - 110001 Ph. No.011 - 40045955 Email ID: compliance@kotiaenterprises.com Website: www.kotiaenterprises.com	

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 42ND ANNUAL GENERAL MEETING OF THE MEMBERS OF KOTIA ENTERPRISES LIMITED WILL BE HELD ON FRIDAY, 30TH SEPTEMBER 2022 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:

1. To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March 2022 including Audited Balance Sheet for the year ended 31st March 2022 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.
2. To appoint a director in place of Mr. Paaven Bansal (DIN – 08098647), who retires by rotation and being eligible, offers himself for re – appointment.

SPECIAL BUSINESS:

3. **Appointment of Ms. Shobha Rustagi (DIN: 03503850) as an Independent Director of the Company**

To consider and if thought fit to pass, with or without modification, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors for appointment of Ms. Shobha Rustagi (DIN: 03503850) as an Additional Director in the capacity of a Non- Executive Independent Director of the Company w.e.f. 03rd September, 2022, who has submitted a declaration that she meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations and is eligible for appointment, and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act and who holds office as such up to the date of ensuing Annual General Meeting, be and is hereby, appointed as a Non-Executive Independent Director of the Company not liable to retire by rotation, to hold office for a period of five years with effect from 03rd September, 2022 till 02nd September, 2027.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

4. To Appointment of Mr. Achal Kapoor (DIN: 09150394) as an Independent Director of the Company

To consider and if thought fit to pass, with or without modification, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors for appointment of Mr. Achal Kapoor (DIN: 09150394) as an Additional Director in the capacity of an Non- Executive Independent Director of the Company w.e.f. 03rd September, 2022, who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations and is eligible for appointment, and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act and who holds office as such up to the date of ensuing Annual General Meeting, be and is hereby, appointed as a Non-Executive Independent Director of the Company not liable to retire by rotation, to hold office for a period of five years with effect from 03rd September, 2022 till 02nd September, 2027.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

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

To consider and approve reclassification of Promoters of the Company and in this regard to consider and fit to pass, with or without modification(s), the following resolution as a Ordinary Resolution.

“RESOLVED THAT pursuant to the provisions of Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendments made thereto) (hereinafter referred to as “Listing Regulations”) including any statutory modification(s) or re-enactment thereof, for the time being in force and other applicable provisions of Listing Regulations and other applicable laws, subject to necessary approvals from the Securities and Exchange Board of India (SEBI), Stock Exchanges and other appropriate statutory authorities, as may be necessary, the consent of the Members of Company be and is hereby given to reclassify the following persons from “Promoter & Promoter Group Category” to “Public Category”:

S. No.	Name	No. of Equity Shares held	% of the total Equity Capital
1.	Ankit Agarwal	3,36,200	4.79%

RESOLVED FURTHER THAT it is hereby confirmed that the promoter(s) seeking re-classification and persons related to the promoter(s) seeking re-classification shall not:

1. together, hold more than ten percent of the total voting rights in the listed entity;
2. exercise control over the affairs of the listed entity directly or indirectly;
3. have any special rights with respect to the listed entity through formal or informal arrangements including through any shareholder agreements;
4. be represented on the board of directors (including not having a nominee director) of the listed entity;
5. act as a key managerial person in the listed entity;
6. be a 'wilful defaulter' as per the Reserve Bank of India Guidelines;
7. be a fugitive economic offender.

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

**By Order of the Board
KOTIA ENTERPRISES LIMITED**

Date: 03.09.2022
Place: New Delhi

**Sd/-
Neelam Rani
Company Secretary
M. No. A61959**

NOTES:

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

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

3. During the period beginning twenty-four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the company, provided not less than three days' notice is given to the company.
4. The Company's Registrar & Share Transfer Agents (RTA) are:
Skyline Financial Services Private Ltd, D-153/A, First Floor, Okhla Industrial Area, Phase - I, New Delhi -110020, Phone: 011 3085 7575, Email: info@skylinerta.com.
5. Members can avail of the nomination facility in respect of shares held by them pursuant to the provisions of Section 72 of Companies Act, 2013. Members holding shares in electronic form may contact their respective Depository Participant for availing this facility. Members holding shares in physical form may send their nomination in the prescribed form duly filled into RTA at the above-mentioned address.
6. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or RTA.

8. Details under Regulation 36 of the SEBI (LODR), 2015, in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, is given in the Corporate Governance Report along with the details of their shareholding.
9. Electronic copy of the Annual Report for 2021-22 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 2021-22 are being sent in the permitted mode.
10. The Notice of the Annual General Meeting of the Company and instructions for e-voting, along with Attendance Slip and Proxy Form is being sent to all the members by electronic mode, whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the aforementioned documents are being sent in the permitted mode.
11. Members may also note that the Notice of the Annual General Meeting and the Annual Report for 2021-22 will also be available on the Company's website www.kotiaenterprises.com for download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in New Delhi for inspection during normal business hours on working days, excluding Saturday up to the date of AGM. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, free of cost.
12. Shareholders are requested to notify any change of address:
 - (i) To their Depository Participants (DPs) in respect of the shares held in Demat form; and
 - (ii) To the Company at its Registered Office at 905, New Delhi House, 27, Barakhamba Road, New Delhi – 110001
 - (iii) In case the mailing address mentioned on this Annual Report is without the PIN Code, kindly inform the same to DP of the Company
13. To support the 'Green Initiative' in the Corporate Governance taken by the Ministry of Corporate Affairs, to contribute towards the Greener Environment and to receive all documents, Notices, including Annual Reports and other communications of the Company, investors should register their e-mail addresses with RTA if shares are held in physical mode or with the Depository Participant if the shares are held in electronic mode.
14. The Statement of Profit and Loss for the year ended 31st March 2022, 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 A.M. and 01.00 P.M. 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 MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on 27th September 2022 at 9:00 A.M. and ends on 29th September, 2022 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., 23rd September, 2022 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being., 23rd September, 2022.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDEAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDEAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal

	<p>Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e., NSDL where the e-Voting is in progress.

<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period</p>
---	---

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43</p>

B) Login Method for e-Voting shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password' ?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password' .
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- a) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period now you are ready for e-Voting as the Voting page opens.
3. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
4. Upon confirmation, the message “Vote cast successfully” will be displayed.
5. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
6. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to amitkumar0811@yahoo.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories/ company for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to compliance@kotiaenterprises.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to compliance@kotiaenterprises.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**EXPLANATORY STATEMENT
(Pursuant to section 102 of the Companies Act, 2013)**

EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013

As required by section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to the business items mentioned in the accompanying Notice:

ITEM NO 3

The Board of Directors of the Company at its meeting held on 03rd September, 2022, appointed Ms. Shobha Rutagi as an Additional Director of the Company in the capacity of Non- Executive Independent Director for a term of 5 years with effect from 03rd September, 2022, subject to the approval of the Members of the Company. In terms of section 160 of the Companies Act, 2013, the Nomination and Remuneration Committee and the Board have recommended the appointment of Ms. Shobha Rutagi as an Independent Director pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013.

The Company has also received a notice in writing from a member proposing the candidature of Ms. Shobha Rutagi to be appointed as Independent Director of the Company. The Company has received a declaration from Ms. Shobha Rutagi confirming that she meets the criteria of independence under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has also received Ms. Shobha Rutagi's consent to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that she is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

In the opinion of the Board, Ms. Shobha Rutagi fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for her appointment as an Independent Director of the Company and she is independent of the management. Considering Ms. Shobha Rutagi 's knowledge and experience, the Board of Directors is of the opinion that it would be in the interest of the Company to appoint him as an Independent Director for a period of five years with effect from 03rd September, 2022.

Disclosures, as required under Regulation 36 of the Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, are annexed to this Notice.

The terms and condition of appointment of the Independent Directors are uploaded on the below mentioned website of the Company and is available for inspection.

<https://www.kotiaenterprises.com/pdf/Independent%20Directors%20Appointment%20Policy.pdf>

Except for Ms. Shobha Rutagi and/or his relatives, no other Directors, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

ITEM NO 4

The Board of Directors of the Company at its meeting held on 03rd September, 2022, appointed Mr. Achal Kapoor as an Additional Director of the Company in the capacity of Non-Executive Independent Director for a term of 5 years with effect from 03rd September, 2022, subject to the approval of the Members of the Company. In terms of section 160 of the Companies Act, 2013, the Nomination and Remuneration Committee and the Board have recommended the appointment of Mr. Achal Kapoor as an Independent Director pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013.

The Company has also received a notice in writing from a member proposing the candidature of Mr. Achal Kapoor to be appointed as Independent Director of the Company. The Company has received a declaration from Mr. Achal Kapoor confirming that he meets the criteria of independence under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has also received Mr. Achal Kapoor's consent to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

In the opinion of the Board, Mr. Achal Kapoor fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for her appointment as an Independent Director of the Company and he is independent of the management. Considering Mr. Achal Kapoor's knowledge and experience, the Board of Directors is of the opinion that it would be in the interest of the Company to appoint him as an Independent Director for a period of five years with effect from 03rd September, 2022.

Disclosures, as required under Regulation 36 of the Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, are annexed to this Notice.

The terms and condition of appointment of the Independent Directors are uploaded on the below mentioned website of the Company and is available for inspection.

<https://www.kotiaenterprises.com/pdf/Independent%20Directors%20Appointment%20Policy.pdf>

Except for Mr. Achal Kapoor and/or his relatives, no other Directors, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

ITEM NO 5

The Company is in receipt of fresh requests under Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 from the following Promoters of the Company:

1. **Ankit Agarwal:** Seeking re-classification from 'Promoter & Promoter Group' to the Public Category, as he is no more associated with the Company as a Promoter.

Earlier the said Promoter had, vide letter dated February 05, 2022, submitted his request for seeking re-classification from 'Promoter & Promoters' Group to the Public Category. However, he had withdrawn the request vide letter dated April 20, 2022.

The Company had received the fresh request letter from the following person falling under the category of promoters/promoter Group of the Company requesting to be reclassified from “Promoter & Promoter Group Category” to “Public Category” on August 31, 2022.

S. No.	Name of Existing Promoter	No. of Equity Shares held	% of the total Equity Capital
1.	Ankit Agarwal	3,36,200	4.79%

The request received from the abovementioned Promoter of the Company was notified to BSE Limited and Metropolitan Stock Exchange of India Limited on August 31, 2022.

The aforesaid person does not exercise any control over the Company and is not engaged in the management of the Company. The aforesaid person is not represented on the Board of Directors of the Company and is also not holding any Key Managerial position in the Company. The Company has also not entered into any Shareholders Agreement with him. Further the aforesaid person does not have any veto Rights as to voting power or control of the Company. He does not have any Special Information Rights. The aforesaid person has requested the Company to reclassify him from 'Promoter & Promoter Group' to the Public Category.

Based on letters received from above person, the matter was discussed by the Board of Directors at their meeting held on 03rd September, 2022 and the Board has considered and approved the fresh request received from the above mentioned existing Promoter and Persons related to Promoters, for reclassifying him from “Promoter & Promoter Group Category” to “Public Category”, subject to the approval of the members of the Company in the ensuing Annual General Meeting and the other regulatory authorities, if any, in terms of Regulation 31 A of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and amendments thereof.

Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (Including any amendments made thereto) (hereinafter referred to as Listing Regulations”) is the main regulation which deals with reclassification of promoter shareholding. It provides that the Stock exchanges allow reclassification of the status of promoter shareholders only if the following conditions are satisfied according to Regulation 31A:

- 1) together, hold more than ten percent of the total voting rights in the listed entity;
- 2) exercise control over the affairs of the listed entity directly or indirectly;
- 3) have any special rights with respect to the listed entity through formal or informal arrangements including through any shareholder agreements;
- 4) be represented on the board of directors (including not having a nominee director) of the listed entity;
- 5) act as a key managerial person in the listed entity;
- 6) be a ‘wilful defaulter’ as per the Reserve Bank of India Guidelines;
- 7) be a fugitive economic offender.

Your Directors recommend the passing of the Resolution in the Notice as an Ordinary Resolution.

None of the Directors/ Key Managerial Personal of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution as set out in the Notice except to the extent of their shareholding, if any, in the Company.

**By Order of the Board
KOTIA ENTERPRISES LIMITED**

**Date: 03.09.2022
Place: New Delhi**

**Sd/-
Neelam Rani
Company Secretary
M. No. A61959**

ANNEXURE TO THE NOTICE

Pursuant to regulation 36 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and Secretarial Standard 2 issued by ICSI, the information about the Directors seeking Appointment/Re-appointment at the 42nd Annual General Meeting is furnished below:

Name of Director	Mr. Paaven Bansal	Ms. Shobha Rustagi	Mr. Achal Kapoor
Director Identification Number (DIN)	08098647	03503850	09150394
Designation/ category of the Director	Non- Executive, Non-Independent	Non- Executive, Independent	Non- Executive, Independent
Age	03/12/1999	17/06/1967	06/11/1987
Date of the first appointment on the Board	03/04/2018	03/09/2022	03/09/2022
Qualifications	B- Tech	BSc and PGDM- HRM	Company Secretary
Brief Profile, Experience, and Expertise in specific functional areas	<p>He has graduated from BITS Pilani with Computer Science + Minor in Finance. Since an early age he has been exposed to various sections of the finance field and is associated with multiple startup founders.</p> <p>With a strong background in Artificial Intelligence, Cryptography, and Derivatives and Securities he has been engaged in the Fintech sector since the start of his college days. He has also been involved in many social projects for the underprivileged.</p>	<p>Ms. Shobha Rustagi has done BSc (Chemistry) from Ethiraj College, Madras University and PGDM, HRM IMT (Ghaziabad) MSW form Indira Gandhi National Open University. She has an experience of over 12 years with different social institutions in various roles such as Career facilitator with ETASHA, Coordinator of Skill development and Education Program with SWEA Delhi, Program In-charge and Facilitator with American India Foundation & Communication Manager with Vision for Health Welfare and Special Needs.</p>	<p>Mr. Achal Kapoor being a Qualified Company Secretary of the Institute of Company Secretary of India (ICSI) vide membership number 26642 and having 12 years of post-qualification experience in the field of Corporate Secretarial Services.</p> <p>He got Registered and qualified the Independent Director exam held under Indian Institute of Corporate Affairs (IICA)</p>
Directorships held in other companies including listed companies (^) and excluding foreign companies as of the date of this Notice.	1. Growcap Account Aggregation Private Limited	1. Aar Shyam India Investment Company Limited	1. Shree Worstex Limited 2. Adishakti Loha and Ispat Limited 3. Quasar India Limited 4. Goalpost Industries Limited 5. Valecha Engineering Limited 6. Associated Electronics Research Foundation 7. Golden Biofuels Limited 8. Lemon Electronics Limited

Name of listed entities from which the person has resigned in the past three years	Nil	Nil	Elitecon International Limited
Memberships / Chairmanships of committees of other companies including listed companies (^) and excluding foreign companies as of the date of this Notice	Nil	Nil	Nil
Relationship with other Directors, Managers, and other Key Managerial Personnel of the Company	Son of Mr. Manoj Kumar Bansal, who is Managing Director of the Company	Nil	Nil
Shareholding in the Company including shareholding as a beneficial owner	Nil	Nil	Nil
Terms and Conditions of appointment / reappointment	Re-appointment as a Non-Executive, Non-Independent Director	Appointment as a Non-Executive, Independent Director, not liable to retire by rotation for a term of 5 years commencing from 03 rd September, 2022 to 02 nd September, 2027.	Appointment as a Non-Executive, Independent Director, not liable to retire by rotation for a term of 5 years commencing from 03 rd September, 2022 to 02 nd September, 2027.
Details of Remuneration sought to be paid	Nil	They shall be paid remuneration in the capacity of Non-Executive, Independent Director, by way of fee for attending meetings of the Board or Committees thereof, reimbursement of expenses for participating in the Board and other meetings, and profit related commission within the limits stipulated under Section 197 of the Companies Act, 2013, as may be decided by the Board from time to time.	
In the case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Nil	<p>The role and capabilities as required in the case of an independent director are well defined in the Policy on Nomination, Appointment, and Removal of Directors.</p> <p>Further, the Board has a defined list of core skills/expertise/ competencies, in the context of its business and sector for it to function effectively.</p> <p>The Nomination and Remuneration Committee of the Board has evaluated the profile of Ms. Shobha Rustagi and Mr. Achal Kapoor possess the relevant skill and capabilities to discharge the role of Independent Directors.</p>	

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) of.....equity 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/herSignature:,, or
failing him/herSignature:,, or failing
him/heras my/our proxy to attend and vote (on a ballot/poll) for me/us and on my/our behalf at the 42nd Annual General Meeting of the Company, to be held on Friday, September 30, 2022 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				
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, 2022	For	Against	Abstain
2.	Re-appointment of Mr. Paaven Bansal, as Director liable to retire by rotation.			

Resolution Number	Resolution			
Special Business				
3	Appointment of Ms. Shobha Rustagi as an Independent Director of the Company	For	Against	Abstain
4.	Appointment of Mr. Achal Kapoor as an Independent Director of the Company			
5	Reclassification of Ankit Agarwal from the Promoter Group of the Company to the Public category			

Signed this Day of 2022

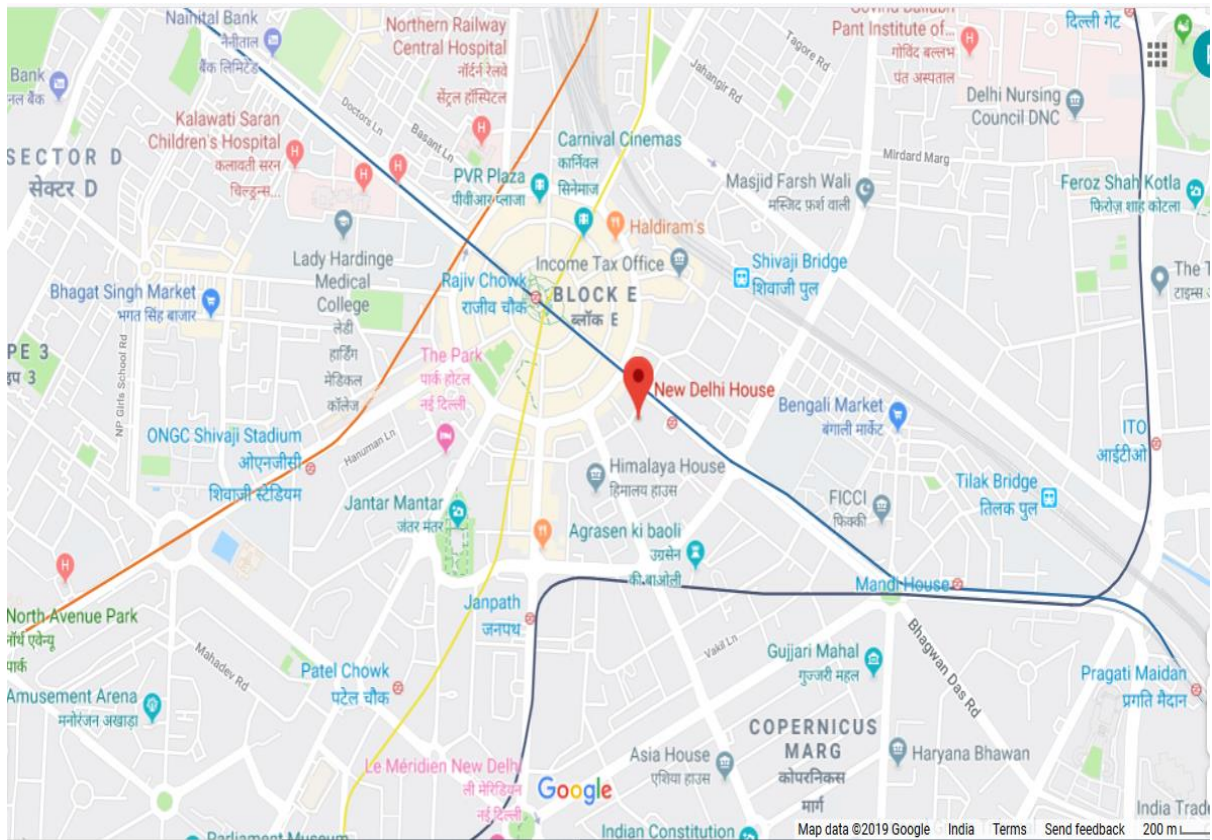
Affix revenue
stamp of not
less than Rs.
1.00

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

Notes:

1. 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.
2. **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.**
3. The proxy form should be signed as per specimen signature registered with the share transfer Agents or Depository Participant, as the case may be.

ROUTE MAP FOR AGM VENUE



Venue: 905, New Delhi House, 27, Barakhamba Road, New Delhi -110001.

DIRECTORS' REPORT

To
The Members
Kotia Enterprises Limited

Your Directors have pleasure in presenting the 42nd Annual Report together with Audited Financial Statement of your Company for the year ended 31st March 2022.

FINANCIAL HIGHLIGHTS (STANDALONE)

The Company's financial performance for the year under review along with previous year's figure are given hereunder:

(₹ in '00')

Particulars	For the year ended on 31st March 2022	For the year ended on 31st March 2021
Income from Operations	3,38,800	76,234.79
Other Income	97,073.60	91,902.77
Total Income	4,35,873.60	1,68,137.56
Total Expenditure`	3,65,498.68	1,30,160.62
Profit/(loss) before tax	70,374.92	37,976.94
Less: Provision for Taxation		
(i) Current Year	(17,959.16)	(9,984.90)
(ii) Earlier Year Adjustment	-	-
(iii) Deferred Tax	16.30	364.55
Profit/(Loss) After Tax	54,432.06	28,356.59

REVIEW OF BUSINESSS OPERATIONS**Bleached Hardwood Kraft Pulp**

The company is in the trading of Bleached Hardwood Kraft Pulp and performed excellent in this sector. The positive response motivates the company management and the company is looking for expansion of business operations in this segment in the upcoming financial years.

Construction and Civil Works

The Company is operating in construction and civil works traditionally. The Company always leads in providing construction and civil work solutions in the Indian market. Moreover, the Company is hoping to achieve more growth in the upcoming financial years.

DIVIDEND AND RESERVES

Considering the current market scenario of the Company, your Directors do not recommend any dividend and have not transferred any amount to Reserve for the financial year ended 31st March, 2022.

CHANGES IN NATURE OF BUSINESS IF ANY

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

CAPITAL STRUCTURE

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

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.

DECLARATION BY INDEPENDENT DIRECTORS

The Company has received from its Independent Directors the necessary declaration that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

BOARD MEETINGS

During the financial year 2021-22, 9 meetings of the Board of Directors of the Company were held on the following dates:

01st June 2021, 28th June 2021, 12th July 2021, 10th August 2021, 25th August 2021, 15th November 2021, 20th January 2022 and 14th February, 2022 and 02nd March, 2022.

The gap between two consecutive Board Meetings did not exceed 120 days.

Number of meetings attended by the Board of Directors:

S. No.	Name of Director	No. of Meetings Attended
1	Manoj Kumar Bansal	9
2	Paaven Bansal	9
3	Anil Gupta	9
4	Khushboo Agarwal	9
5	Ankit Agarwal	9

COMMITTEE OF THE BOARD AND MEETINGS

The Board of Directors of the Company has constituted the following committees.

AUDIT COMMITTEE

The terms of reference of the Audit Committee is as specified in Section 177 of the Companies Act, 2013. During the financial year 2021-2022, 4 meetings of the Audit Committee were held on the following dates:

14th June 2021, 30th July, 2021, 05th November, 2021 and 01st February, 2022.

The composition and number of meetings attended by the members of the Audit Committee is as follows:

Name of Director	Category	Position	No. of Meetings Attended
Mr. Anil Gupta	Independent Director	Chairman	4
Ms. Khushboo Agarwal	Independent Director	Member	4
Mr. Manoj Kumar Bansal	Managing Director	Member	4

NOMINATION AND REMUNERATION COMMITTEE

The terms of reference of the Nomination and Remuneration Committee is as specified in Section 178 of the Companies Act, 2013. During the financial year 2021-2022, 1 meeting of the Nomination and Remuneration Committee was held on 28.02.2022.

The composition and number of meetings attended by the members of the Nomination and Remuneration Committee is as follows:

Name of Director	Position	Category	No. of Meetings Attended
Ms. Khushboo Agarwal	Independent Director	Chairman	1
Mr. Anil Gupta	Independent Director	Member	1
Mr. Paaven Bansal	Non- Executive Director	Member	1

Nomination and Remuneration Policy

The Nomination and Remuneration Policy of the Company has been formulated in accordance with Section 178 of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Nomination and Remuneration Policy of the Company has been formulated by the Nomination and Remuneration Committee and has been approved by the Board of Directors of the Company. This policy specifies the criteria for the payment of equitable remuneration to the Directors, Key Managerial Personnel (KMP), Senior Management and other employees of the Company.

The Nomination and Remuneration Policy of the Company has been disclosed on the website of Company and the weblink thereto is <https://www.kotiaenterprises.com/policies.php>

STAKEHOLDERS' RELATIONSHIP COMMITTEE

The terms of reference of the Stakeholders Relationship Committee is as specified in Section 178 of the Companies Act, 2013. During the financial year 2021-2022, 1 meetings of the Stakeholders Relationship Committee were held on 22.03.2022.

The composition and number of meetings attended by the members of Stakeholders' Relationship Committee is as follows:

Name of Director	Category	Position	No. of Meetings Attended
Mr. Ankit Agarwal	Non- Executive Director	Chairman	1
Ms. Khushboo Agarwal	Independent Director	Member	1
Mr. Anil Gupta	Independent Director	Member	1

CORPORATE GOVERNANCE REPORT

As per the provisions of Regulation 15(2)(a) of the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015, the compliance with the corporate governance provisions as specified in regulations 17, 17A, 18, 19, 20, 21, 22, 23, 24, 24A, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and Para C, D and E of Schedule V shall not apply to the Company.

LISTING OF SHARES

The shares of the Company are listed in BSE and MSEI. Applicable listing fees have been paid up to date. The shares of the Company have not been suspended from trading at any time during the year by the concerned stock exchange.

DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(5) of the Companies Act, 2013, your directors would like to state that:

- a) in the preparation of the annual accounts for the financial year ended March 31, 2022, the applicable accounting standards had been followed;
- b) they had 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) they had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) they had prepared the annual accounts on a going concern basis;

- e) they 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) they had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

INTERNAL FINANCIAL CONTROLS

The company has in place adequate internal financial controls with reference to the financial statements. During the financial year ended March 31, 2022, such controls were tested and no reportable material weakness was identified.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company's internal control systems are well developed and are adequate to ensure efficiency in operations, compliance with applicable statutes, policies as well as procedures and reliability and integrity of financial and operational information. The Company has constituted an Audit Committee for the guidance and proper control of the affairs of the Company.

DETAILS OF SUBSIDIARY, JOINT VENTURE AND ASSOCIATE COMPANIES

The Company does not have any Subsidiary, Joint Venture or Associate Companies.

DEPOSIT

During the Financial Year 2021-22, 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.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

During the financial year ended March 31, 2022, the Company has neither given any loan or guarantee nor provided any security or made any investment under Section 186 of the Companies Act, 2013.

RELATED PARTY TRANSACTIONS

All related party transactions that were entered into during the financial year ended March 31, 2022 were on an arm's length basis and were in the ordinary course of business. Further, there were no materially significant related party transactions made by the Company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with the interest of the Company at large.

The details are given in **Annexure "I"** in **Form AOC-2** forms part of this report.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Company does not meet the criteria laid down in Section 135 of the Companies Act, 2013 and hence the said provisions are not applicable to the Company.

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.

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.

ANNUAL RETURN

Pursuant to the provisions of Section 134(3) and 92 of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return of the Company as on 31st March, 2022 is 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>

HUMAN RESOURCE

The Company treats its "Human Resource" as one of its most important assets and has taken continuous efforts to set up and maintain an efficient work force.

AUDITORS**a) Statutory Auditor**

M/s Ajay Rattan & Co., Chartered Accountants (FRN: 012063N) have been appointed as Statutory Auditors of the Company for a consecutive term of five years from the conclusion of 41st Annual General Meeting ("AGM") of the company held on 22nd September, 2021 till the conclusion of the AGM of the Company to be held in the year 2026. They have confirmed their eligibility for the FY 2021-22 under section 141 of the Companies Act, 2013 and the rules framed thereunder.

Further, the Auditors have given an unqualified opinion on the financial of the Company for the financial year ended 31st March, 2022, therefore, response of the Board of Directors is not required.

b) Secretarial Auditor

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 had appointed Mr. Amit Kumar, Practicing Company Secretary (C.P. No. 16877) as Secretarial Auditor for the financial year 2021-22, to undertake the Secretarial Audit of the Company. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark or disclaimer. The Secretarial Audit Report in the **Form MR-3** has been enclosed with this Report as "**Annexure – II**".

c) Internal Auditor

The Company had appointed M/s ASPA & Co., Chartered Accountant as Internal Auditors of the Company for the financial year 2021-22, to undertake the internal Audit of the Company.

EXPLANATION IN RESPONSE TO AUDITORS' QUALIFICATIONS

The Statutory Auditors have not made any qualification, reservation, adverse remark or disclaimer in their Report.

FRAUDS REPORTED BY THE AUDITOR

The Statutory Auditors of the Company have not reported any instances of fraud to the Board of Directors during the financial year ended March 31, 2022.

MAINTENANCE OF COST RECORDS

The company is not required to maintain Cost Records as specified by the Central Government under Section 148(1) of the Companies Act, 2013.

ENVIRONMENT, HEALTH AND SAFETY (EHS)

The Company is conscious of the importance of Safety & Health of the employees have always assumed the highest importance in your company. The management is committed to ensure zero harm to its employees and to all persons within the Company premises. Safety and occupational health responsibilities are integral to the Company's business processes, as spelt out in the Company's Safety, Health and Environment Policies and Procedure.

THE DETAILS OF DIRECTORS OR KEY MANAGERIAL PERSONNEL WHO WERE APPOINTED AND RESIGNED DURING THE PERIOD

At the end of the financial year 2021-22, following below persons comes under the Board of Directors of the Company:

S. No.	Name	Designation
1	Manoj Kumar Bansal*	Managing Director and CFO
2	Paaven Bansal	Non- Executive Director
3	Ankit Agarwal**	Non- Executive Director
4	Anil Gupta	Independent Director
5	Khushboo Agarwal	Independent Director

*During the financial year 2021-22, the designation of Mr. Manoj Kumar Bansal has changed from Additional Non- Executive Non- Independent Director to Managing Director with effect from 25th August, 2021 and he shall hold office for a period of 5 years from 25th August, 2021 to 24th August, 2026. Further, the Company has appointed Mr. Manoj Kumar Bansal as Chief Finance Officer of Company with effect from 25th August, 2021.

** The designation of Mr. Ankit Agarwal has changed from Managing Director to Non- Executive Non- Independent Director with effect from 25th August, 2021 and Mr. Ankit Agarwal has resigned from the post of Chief Finance Officer of the Company with effect from 25th August, 2021.

Below mentioned are the details of appointment and resignation of KMP made during the financial year ended 31st March, 2022:

S.No.	Name	Designation	Date of Appointment/Cessation	Reasons
1.	Mr. Ayush Jindal	Company Secretary	25.11.2020 to 11.01.2022	Appointment & Cessation
2.	Ms. Neelam Rani	Company Secretary	02.03.2022	Appointment

MANAGEMENT DISCUSSION AND ANALYSIS

In terms of Regulations 34 of the Listing regulations, 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.

COMPLIANCE WITH SECRETARIAL STANDARDS

The Company has complied with the applicable Secretarial Standards during the financial year ended March 31, 2022.

DISCLOSURES PERTAINING TO THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013

The Company is committed to provide a safe and conducive work environment to its employees. The Company has complied with the provisions relating to the constitution of

Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Company has not received any complaint regarding sexual harassment during the financial year ended March 31, 2022.

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 / Whistle Blower Policy for directors and employees of the Company to report their genuine concerns or grievances. The vigil mechanism provides for adequate safeguards against victimization of directors, employees or any other person who avails the mechanism and also provides for direct access to the Chairperson of the Audit Committee in appropriate and exceptional cases. The Company hereby affirms that no personnel have been denied access to the Chairman of the Audit Committee and that no complaints were received during the financial year.

DISCLOSURE REQUIREMENT

The Company has complied with all the mandatory SEBI Listing Regulations. Secretarial Audit Report is enclosed as **Annexure "II"**, Management Discussion and Analysis Report is enclosed as **Annexure "III"** and Auditor's Report and Balance Sheet is enclosed as **Annexure "IV"** to this report

EVALUATION BY THE BOARD

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 Board has made a formal annual evaluation of its own performance and that of its individual directors and committees.

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:

- a) 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.
- b) 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.
- c) The percentage increase in the median remuneration of employees in the financial year: Not Applicable

- d) The number of permanent employees on the rolls of company: 5
- e) Average percentiles 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
- f) the key parameters for any variable component of remuneration availed by the directors: Nil
- g) 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.

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**

**Place: New Delhi
Date: 03.09.2022**

**Sd/-
Manoj Kumar Bansal
Managing Director
DIN: 00272806**

**Sd/-
Paaven Bansal
Director
DIN: 08098647**

ANNEXURE 'I' 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, 2021.

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.

As per IND AS 24, the Disclosure of transactions with the related parties with whom transactions have taken place and their relationship.

S. No	Particulars	Name of Related party
1.	Enterprises owned or significantly influenced by the key Management	1. Iesus Marketing Pvt Ltd. 2. SBK Trade and Infrastructure Pvt. Ltd.

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

**Place: New Delhi
Date: 03.09.2022**

**Sd/-
Manoj Kumar Bansal
Managing Director
DIN: 00272806**

**Sd/-
Paaven Bansal
Director
DIN: 08098647**

ANNEXURE 'II' TO THE DIRECTORS' REPORT

FORM MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2022

[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, 2022** ("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, 2022** 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 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 2021-22.

For **Kumar A & Associates**
Company Secretaries

(AMIT KUMAR)
Proprietor
CP No. 16877

Date: September 01, 2022
Place: Delhi
UDIN: A028804D000891457

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

(AMIT KUMAR)
Proprietor
CP No. 16877

Date: September 01, 2022
Place: Delhi
UDIN: A028804D000891457

ANNEXURE 'III' TO THE DIRECTORS' REPORT**MANAGEMENT DISCUSSION AND ANALYSIS REPORT****a. Industry structure and Development**

The business of the company was to execute turnkey projects, marketing of pumps, Motors, Switch gears and other allied engineering goods, servicing thereof and deal in their spare parts and to manufacture or get manufactured, process, design, assembled, repair or otherwise deals in all kind of submersible-Pumps and other types of Pumps of any variety or description. The Company entered into trading of Bleached Hardwood Kraft Pulp. The Company performed excellent in this sector. 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.

b. 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.

c. Segment-wise or product-wise performance.

The Company is primarily engaged in the segments of Bleached Hardwood Kraft Pulp and Construction and Civil Works. The Turnover of the Company for the Financial Year 2021-22 is Rs. 4,35,873.60/-

d. Outlook

The Company's outlook for the year 2022-23 is to add more products in the market. The Company will focus on Research & Development, higher productivity etc.

e. 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.

f. 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.

g. Financial Review:

The Financial performance of the Company for the financial year 2021-22 is described in the Director's Report of the Company.

h. 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.

i. 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.

INDEPENDENT AUDITOR’ S REPORT

To the Members of **Kotia Enterprises Limited**

Report on the Audit of the Standalone Financial Statements Opinion

We have audited the standalone financial statements of **Kotia Enterprises Limited** (“the Company”), which comprise the balance sheet as at 31st March 2022, and the statement of Profit and Loss, statement of changes in equity and 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.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, and profit, changes in equity and its cash flows 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 Companies Act, 2013. 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 together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

The Company’ s Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 (“the Act”) with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. 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 were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, 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.

Those Board of Directors are 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 reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's 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 from fraud or error and are considered material if, individually or in the 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 SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- 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 for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, 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.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- 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 up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- 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.

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 control 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 reasonably be thought to bear on our independence, and where applicable, related 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, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the '**Annexure A**' a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

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 other comprehensive income), statement of change in equity and the 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 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, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2022 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**.
- 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, in our opinion and to the best of our information and according to the explanations given to us:

- i) The Company does not have any pending litigations which would impact its financial position.
 - ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities (“Intermediaries”),
- h) With respect to the other matters to be included in the Auditor ’ s Report in accordance with the requirements of section 197(16) of the Act, as amended:
In our opinion and to the best of our information and according to documents provided to us, the remuneration paid to the Managing Director of the Company is in accordance with the provisions of Section 197 along with Schedule V of Companies Act, 2013.

**For Ajay Rattan & Co.
Chartered Accountants
(Firm Registration No.012063N)**

**(CA. Ajay Aggarwal)
Partner
Membership No. 090975
UDIN: 22090975AJXUQZ7169**

**Place: New Delhi
Dated: 30.05.2022**

“Annexure A” to the Independent Auditors’ Report

Referred to in paragraph 1 under the heading ‘Report on Other Legal & Regulatory Requirements’ of our report of even date to the financial statements of the Company for the year ended March 31, 2022:

We report that:

- (i)
 - (a)
 - A. The company is maintaining proper records showing full particulars, including quantitative details and situation of Property, Plant & Equipment;
 - B. The company is maintaining proper records showing full particulars of intangible assets;
 - (b) As explained to us, these Property, Plant & Equipment have been physically verified by the management at reasonable intervals and no material discrepancies were noticed on such verification;
 - (c) According to the information and explanations given to us, the company has no immovable property as on balance sheet date (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee);
 - (d) the company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year;
 - (e) According to the information and explanations given to us, no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- (ii) (a) The inventory has been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable and procedures and coverage as followed by management were appropriate. No discrepancies were noticed on verification between the physical stocks and the book records that were 10% or more in the aggregate for each class of inventory.
 - (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company has not been sanctioned working capital limits on the basis of security of current assets.
- (iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any investments, provided guarantee or security or granted any advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships during the year. The company has granted loans to one company during the year, the details of the loan is stated in sub clause (a) below.
 - (a) A. Based on the audit procedures carried on by us and as per the information and explanations given to us, the Company has not granted any loans to subsidiaries.
 - B. Based on the audit procedures carried on by us and as per the information and explanations given to us, the Company has granted loans to a party other than subsidiaries as below:

Particulars	Amount (Rs. In hundreds)
Aggregate amount during the year- Others	Nil (given in last year)
Balance outstanding as at balance sheet date- Others	3,65,000

- (b) According to the information and explanations given to us and based on the audit procedures conducted by us, we are of the opinion that the terms and conditions of the loans given are, prima facie, not prejudicial to the interest of the Company.
- (c) According to the information and explanations given to us and based on the audit procedures conducted by us, we are of the opinion that in respect of loans and advances in the nature of loans given by the company, the schedule of repayment of principal and payment of interest has been stipulated and the repayments or receipts are generally regular;
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no overdue amount for more than ninety days in respect of loans given
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no loan given falling due during the year, which has been renewed or extended or fresh loans given to settle the overdues of existing loans given to the same party
- (f) In our opinion and according to the information and explanation given to us, the company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment.
- (iv) In our opinion and according to the information and explanation given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013.
- (v) In our opinion and according to the information and explanation given to us, the company has not accepted any deposits in contravention of the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act 2013 and the rules framed there under, where applicable, have been complied with. No order has been passed by the Company Law Board or National Company Law Tribunal or RBI or any court or any other tribunal.
- (vi) According to the information and explanation given to us, government has not prescribed maintenance of cost records under sub section (1) of section 148 of the Companies Act, 2013 for the services of the company.
- (vii) a) In our opinion, the company is regular in depositing undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, and any other statutory dues with the appropriate authorities. There is no arrears of outstanding statutory dues as at 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 explanation given to us, there are no dues on account of above statutory dues, which have not been deposited due to any dispute.
- (viii) Based upon the audit procedures performed and the information and explanations given by the management, there are no transactions, not recorded in the books of account, which have been surrendered or disclosed as income during the year in the tax assessments under the Income-tax Act, 1961 (43 of 1961).

- (ix) Based upon the audit procedures performed and according to information and explanations given to us:
- (a) the company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year of audit;
 - (b) the company has not been declared wilful defaulter by any bank or financial institution or other lender;
 - (c) the term loans were applied for the purpose for which the loans were obtained;
 - (d) the funds raised on short term basis have not been utilised for long term purposes;
 - (e) the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures;
 - (f) the company does not hold any securities in any subsidiaries, joint ventures or associate companies.
- (x) Based upon the audit procedures performed and the information and explanations given by the management:
- a) The company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3(x)(a) of the Order are not applicable to the Company and hence not commented upon.
 - b) The company has not made any preferential allotment of shares or private placement of shares or convertible debentures during the year. Accordingly, the provisions of clause 3(x)(b) of the Order are not applicable to the Company and hence not commented upon.
- (xi) Based upon the audit procedures performed and the information and explanations given by the management:
- (a) no fraud on the company or by the company has been noticed or reported during the year;
 - (b) no report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government;
 - (c) no whistle-blower complaints have been received during the year by the company.
- (xii) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii)(a) to (c) of the Order are not applicable to the Company and hence not commented upon.
- (xiii) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- (xiv) (a) the company has an internal audit system commensurate with the size and nature of its business;
- b) the reports of the Internal Auditors for the period under audit were considered by us.
- (xv) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
- (xvi) (a) In our opinion, 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 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

- (b) the company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India;
- (c) The Group does not have more than one CIC as part of the Group.
- (xvii) The company has not incurred cash losses in the financial year and in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year.
- (xix) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date;
- (xx) There is no unspent amount as specified in Schedule VII to the Companies Act and hence, no comment is required under Clause 4(xx)(a) & (b) of the Order;
- (xxi) As the company has no subsidiary or holding company therefore no consolidation is done, no comment is needed in this clause.

For Ajay Rattan & Co.
Chartered Accountants
(Firm Registration No.012063N)

(CA Ajay Aggarwal)
Partner
Membership No. 090975
UDIN: 22090975AJXUQZ7169

Place: New Delhi
Dated: 30/05/2022

Annexure - B to the Independent Auditors' Report**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of **Kotia Enterprises Limited** ("the Company") as of 31 March 2022 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management' s Responsibility for 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 control stated in the Guidance Note on Audit of Internal Financial Controls 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 frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' 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 Institute of Chartered Accountants of India. 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 respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls 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 the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence 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 controls 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 that receipts and expenditures of the company are being made only in accordance with authorisations 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 not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control 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 respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2022, based on the internal control over financial reporting criteria established by the Company 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 Ajay Rattan & Co.
Chartered Accountants
(Firm Registration No.012063N)

(CA Ajay Aggarwal)
Partner
Membership No. 090975
UDIN: 22090975AJXUQZ7169

Place: New Delhi
Dated: 30/05/2022

KOTIA ENTERPRISES LIMITED

CIN: L74110DL1980PLC010678
BALANCE SHEET AS AT 31ST MARCH 2022

(₹ in '00')

Particulars	Note No.	As at	As at
		31st March 2022	31st March 2021
		₹	₹
I. ASSETS			
(1) Non- current assets			
(a) Property, plant and equipment	3	5,193.17	6,877.81
(b) Financial assets			
(i) Investments	4	6,333.30	6,473.30
(c) Deferred tax assets (net)	5	762.58	746.28
(d) Other non current assets	6	4,556.25	5,049.85
			-
(2) Current assets			
(a) Inventories	7	4,85,218.46	7,10,799.27
(b) Financial assets			
(i) Investment	8	-	-
(ii) Trade receivables	9	-	11,344.93
(iii) Cash and cash equivalents	10	2,072.92	30,367.71
(iv) Bank Balances other than (iii) above	10 (a)	9,19,872.35	8,77,511.58
(v) Loans	11	3,65,000.00	4,61,692.88
(vi) Other financial assets	12	16,786.59	18,688.51
(c) Current tax assets (net)		10,319.67	10,227.09
(d) Other current assets	13	26,380.27	9,623.63
Total		18,42,495.56	21,49,402.84
II. EQUITY AND LIABILITIES			
(1) Equity			
(a) Equity share capital	14	7,02,050.00	7,02,050.00
(b) Other equity	15	2,78,634.21	2,26,202.15
(2) Current liabilities			
(a) Financial liabilities			
(i) Borrowings	16	6,41,085.41	2,03,055.39
(ii) Trade payables			
- total outstanding dues of creditors other than micro enterprises and small enterprises	17	302.43	7,10,916.95
(c) Other financial liabilities	18	1,13,812.07	1,13,726.31
(d) Other current liabilities	19	1,06,611.43	1,93,452.04
Total		18,42,495.55	21,49,402.84

Notes to the financial statements 1-41

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

For **Ajay Rattan & Co.**
Chartered Accountants
(Firm Registration No.012063N)

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

(CA. Ajay Aggarwal)
Partner
Membership No.: 090975
Place : New Delhi
Dated : 30.05.2022

Manoj Kumar Bansal
Managing director & CFO
DIN: 00272806

Anil Gupta
Director
DIN: 00468470

Khushboo Agarwal
Director
DIN: 06792261

Neelam Rani
Company Secretary
M.NO: A61959

KOTIA ENTERPRISES LIMITED

CIN: L74110DL1980PLC010678

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON 31ST MARCH 2022

Particulars	Note No.	(₹ in '00')	
		For the year ended on 31st March 2022 ₹	For the year ended on 31st March 2021 ₹
REVENUE			
Revenue from operations	20	3,38,800.00	76,234.79
Other income	21	97,073.60	91,902.77
Total Revenue (I)		4,35,873.60	1,68,137.56
EXPENSES			
Cost of materials consumed	22	-	72,604.55
Purchases of stock-in-trade	23	48,792.10	7,10,799.27
Changes in inventories of stock in trade	24	2,25,580.81	(7,10,799.27)
Employee benefit expenses	25	16,072.12	15,654.79
Finance costs	26	37,615.19	591.78
Depreciation and amortization expenses	3	2,345.66	3,259.96
Other expenses	27	35,092.80	38,049.54
Total Expenses (II)		3,65,498.68	1,30,160.62
Profit/ (loss) before exceptional items and tax (I-II)		70,374.92	37,976.94
Exceptional items		-	-
Profit/ (loss) before tax		70,374.92	37,976.94
Tax expense :			
(1) Current tax		(17,959.16)	(9,984.90)
(2) Deferred tax		16.30	364.55
Profit/ (loss) after tax (III)		52,432.06	28,356.59
OTHER COMPREHENSIVE INCOME			
(i) Items that will not be reclassified to profit or loss			
Re-measurement of Equity Instruments through FVTOCI - Gain/(loss)		-	-
Income tax relating to items that will not be reclassified to profit or loss		-	-
Total Other Comprehensive Income (IV)		-	-
Total Comprehensive Income (III+IV)		52,432.06	28,356.59
Earning per equity share (EPS)			
[nominal value of share ₹ 10]			
Basic (in Rupees)		7.47	4.04
Diluted (in Rupees)		7.47	4.04

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

For Ajay Rattan & Co.
Chartered Accountants
(Firm Registration No.012063N)

(CA. Ajay Aggarwal)
Partner
Membership No. : 090975
Place : New Delhi

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

Manoj Kumar Bansal
Managing director & CFO
DIN: 00272806

Anil Gupta
Director
DIN: 00468470

Khushboo Agarwal
Director
DIN: 06792261

Neelam Rani
Company Secretary
M.NO: A61959

KOTIA ENTERPRISES LIMITED

CIN: L74110DL1980PLC010678

CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31ST MARCH 2022

(₹ in '00)

Particulars	For the year ended on 31st March 2022 ₹	For the year ended on 31st March 2021 ₹
(A) CASH FLOW FROM OPERATING ACTIVITIES		
Net profit/ (loss) before tax and after Extra- ordinary items	70,374.92	37,976.94
Adjustments for items: -		
Derecognition of financial assets	-	(18,438.96)
Bad debts w/off	493.60	
Liability written back	-	(34.92)
Gain on Sale of Investments	-	(16,339.21)
Loss on Sale of Investments	35.00	-
Interest received	(77,633.74)	(57,074.69)
Interest on borrowings	37,615.19	591.78
Depreciation on property, plant & equipment	2,345.66	3,259.96
Operating Profit before working capital changes	<u>33,230.63</u>	<u>(50,059.10)</u>
Working capital adjustments: -		
(Increase)/ decrease in inventories	2,25,580.81	(7,10,799.27)
(Increase)/ decrease in trade receivables	11,344.93	1,62,525.20
(Increase)/ decrease in other financial assets	1,901.92	17,210.20
(Increase)/ decrease in other current assets	(16,756.64)	(5,714.00)
(Increase)/ decrease in loans	96,692.88	(4,61,692.90)
Increase/ (decrease) in other bank balance other than cash & cash equivalent	-	-
Increase/ (decrease) in trade payables	(7,10,614.52)	5,13,340.90
Increase/ (decrease) in other financial liabilities	85.76	(97,501.00)
Increase/ (decrease) in other current liabilities	(86,840.61)	1,72,010.60
Cash generated from operations	<u>(4,45,374.84)</u>	<u>(4,60,679.37)</u>
Direct Taxes Paid	(18,051.75)	33,016.44
Net cash flow from operating activities	<u>(4,63,426.59)</u>	<u>(4,27,662.93)</u>
(B) CASH FLOW FROM INVESTING ACTIVITIES		
Sale/ (Purchase) of property, plant & equipment	(661.00)	-
Sale/ (Purchase) of current investments	105.00	3,53,946.10
Interest received	77,633.74	57,074.70
Net cash flow from investing activities	<u>77,077.74</u>	<u>4,11,020.80</u>
(C) CASH FLOW FROM FINANCING ACTIVITIES		
Interest on borrowings	(37,615.19)	(591.78)
Net proceeds from borrowings	4,38,030.02	1,12,922.00
Net cash flow from financing activities	<u>4,00,414.83</u>	<u>1,12,330.22</u>
Net cash flow during the year (A + B + C)	14,065.98	95,688.09
Add: Opening cash and cash equivalents	9,07,879.29	8,12,191.20
Closing cash and cash equivalents	<u>9,21,945.27</u>	<u>9,07,879.29</u>
Components of cash and cash equivalents		
Cash in hand	986.15	853.13
Balances with banks		
In current accounts	1,086.77	29,514.58
In fixed deposits	9,19,872.35	8,77,511.58
Total cash and cash equivalents (Note 9)	<u>9,21,945.27</u>	<u>9,07,879.29</u>

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

For Ajay Rattan & Co.
Chartered Accountants
(Firm Registration No.012063N)

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

(CA. Ajay Aggarwal)
Partner
Membership No.: 090975
Place : New Delhi

Manoj Kumar Bansal
Managing director & CFO
DIN: 00272806

Anil Gupta
Director
DIN: 00468470

Khushboo Agarwal
Director
DIN: 06792261

Neelam Rani
Company Secretary
M.NO: A61959

KOTIA ENTERPRISES LIMITED

(Formerly known as International Pumps & Projects Limited)

CIN: L74110DL1980PLC010678

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED ON 31ST MARCH 2022

A. Equity Share Capital

(₹ in '00')

Balance as at 1st April 2020	Changes in equity share capital during the year	Balance at the 31st March 2021
7,02,050.00	-	7,02,050.00
Balance as at 1st April 2021	Changes in equity share capital during the year	Balance at the 31st March 2022
7,02,050.00	-	7,02,050.00

B. Other Equity

(₹ in '00')

Particulars	Reserves & Surplus			Equity Instruments through other comprehensive income	Total
	Securities Premium	General Reserves	Retained Earnings		
Balance as at 1st April 2020	1,69,568.35	40,622.12	(12,344.92)	-	1,97,845.55
Profit/(loss) for the year	-	-	28,356.60	-	28,356.60
Other Comprehensive Income					
Re-measurement of Equity Instruments through FVTOCI	-	-	-	-	-
Other comprehensive income	-	-	-	-	-
Total comprehensive income	-	-	28,356.60	-	28,356.60
Balance as at 31st March 2021	1,69,568.35	40,622.12	16,011.68	-	2,26,202.15
Balance as at 1st April 2021	1,69,568.35	40,622.12	16,011.68	-	2,26,202.15
Profit/(loss) for the year	-	-	52,432.06	-	52,432.06
Other Comprehensive Income					
Re-measurement of Equity Instruments through FVTOCI	-	-	-	-	-
Total comprehensive income	-	-	-	-	-
Total other comprehensive income	-	-	52,432.06	-	52,432.06
Balance as at 31st March 2022	1,69,568.35	40,622.12	68,443.74	-	2,78,634.21

Notes to the financial statements

1-41

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

As per our report of even date

For Ajay Rattan & Co.
Chartered Accountants
 (Firm Registration No.012063N)

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

(CA. Ajay Aggarwal)
 Partner
 Membership No.: 090975
 Place : New Delhi

Manoj Kumar Bansal
 Managing director & CFO
 DIN: 00272806

Anil Gupta
 Director
 DIN: 00468470

0

Khushboo Agarwal
 Director
 DIN: 06792261

Neelam Rani
 Company Secretary
 M.NO: A61959

KOTIA ENTERPRISES LIMITED

CIN: L74110DL1980PLC010678

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2022

Note 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], Metropolitan Stock Exchange of India (MSEI) [Script code: KEL].

Note 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 on 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 amount 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.

Critical accounting estimates:

(i) Income Taxes:

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

(ii) 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.

(iii) Provisions:

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.

(d) 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. The Company has chosen the cost model for recognition and this model is applied to all class of assets. After recognition as an asset, an item of PPE is carried at its cost less any accumulated depreciation and any accumulated impairment losses. 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. The useful life of asset taken into consideration as per Schedule II for the purpose of calculating depreciation is as follows: -

Particulars of Property, Plant & Equipment	Useful life (in years)
Furniture	10
Motor Vehicle	8
Office Equipment	5
Computer	3

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 recognized in the profit and loss. At the end of each reporting period, the Company reviews the carrying amounts of tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss.

(e) 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.

Civil Contracts: -

Company identifies contract(s) with a customer and its performance obligations under the contract, determines the transaction price and its allocation to the performance obligations in the contract and recognises revenue only on satisfactory completion of performance obligations. Revenue is measured at fair value of the consideration received or receivable.

(f) 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.

(g) Financial Instruments:**Financial Assets: -****Recognition and initial measurement: -**

Financial assets and financial liabilities are initially recognized 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 less transaction cost that is attributable to the acquisition of the financial liabilities is also adjusted. Financial liabilities are measured at amortised cost.

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 Instruments

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.

(h) 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.

(i) Inventories:

Inventories are valued at cost or net realisable value, whichever is lower. Cost 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.

(j) 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 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.

(k) 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 is recognised in profit and loss, except when it 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 is 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.

(l) 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.

(m) 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 cost. Contingent Assets and Contingent Liabilities are not recognized in the financial statements.

KOTIA ENTERPRISES LIMITED

CIN: L74110DL1980PLC010878

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2022

PARTICULARS	As at		As at		
	31st March 2022 (₹ in '00)		31st March 2021 (₹ in '00)		
NOTE '3'					
Property, plant and equipment:					
Carrying amount: -					
Furniture		2,846.27			3,840.43
Motor Vehicle		1,263.27			1,837.07
Office Equipment		411.48			747.29
Computer		672.15			453.02
Total		5,193.17			6,877.81
(₹ in '00)					
	Motor Vehicle	Office Equipment	Computer	Total	Furniture
Cost or Deemed Cost: -					
Balance as at 1st April 2020	5,100.00	2,504.59	3,460.72	17,245.57	6,18,026
Additions during the year	-	-	-	-	-
Balance as at 31st March 2021	5,100.00	2,504.59	3,460.72	17,245.57	6,18,026
Additions during the year	-	-	661.02	661.02	-
Balance as at 31st March 2022	5,100.00	2,504.59	4,121.74	17,906.59	6,18,026
Accumulated Depreciation: -					
Balance as at 1st April 2020	2,428.51	1,141.86	2,538.93	7,107.73	99,843
Charge for the year	834.42	615.44	488.77	3,280.04	1,34,140
Balance as at 31st March 2021	3,262.93	1,757.30	3,007.70	10,387.77	2,33,983
Charge for the year	573.80	335.81	441.89	2,345.66	99,416
Balance as at 31st March 2022	3,836.73	2,093.11	3,449.59	12,713.43	3,33,399
Carrying amount: -					
Balance as at 31st March 2021	1,837.07	747.29	453.02	6,877.81	3,84,043
Balance as at 31st March 2022	1,263.27	411.48	672.15	5,193.17	2,84,627

Notes

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

NOTE '4'

Non-current investments	As at 31st March 2022		As at 31st March 2021	
	(₹ in '00)		(₹ in '00)	
Investment in equity instruments (fully paid up)				
Unquoted				
72,000 (31st March 2022: 72,000) equity shares of Lesous Marketing Private Limited		6,000.00		6,000.00
Nil (31st March 2021: 7,000) equity shares of Professional Outsourcing Private Limited		-		140.00
99,990 (31st March 2022: 99,990) equity shares of SBK Trade and Infrastructure Private Limited		333.30		333.30
		6,333.30		6,473.30

NOTE '5'

Deferred Tax Asset (net)	As at 31st March 2022		As at 31st March 2021	
	(₹ in '00)		(₹ in '00)	
Asset/(Liab.) at the beginning of the year		746.28		381.73
Transferred to the Statement of Profit & Loss		16.30		364.55
Asset/(Liability) at the end of year		762.58		746.28

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.

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

Particulars	For the year ended 31st March 2022			
	As at 1st April 2021	Recognized in Profit and loss	Recognized in OCI	As at 31st March 2022
	Written down value of property, plant and equipment	746.28	16.30	-
Expenses u/s 35D of the Income Tax Act, 1961	-	-	-	-
Total	746.28	16.30	-	762.58

Particulars	For the year ended 31st March 2021			
	As at 1st April 2020	Recognized in Profit and loss	Recognized in OCI	As at 31st March 2021
	Written down value of property, plant and equipment	381.73	364.55	-
Expenses u/s 35D of the Income Tax Act, 1961	-	-	-	-
Total	381.73	364.55	-	746.28

KOTIA ENTERPRISES LIMITED

CIN: L74110DL1980PLC010878
 NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2022

PARTICULARS	As at 31st March 2022 (₹ in '00')	As at 31st March 2021 (₹ in '00')
		NOTE '6'
Other non current assets	As at 31st March 2022	As at 31st March 2021
	(₹ in '00')	(₹ in '00')
Security deposits	4,556.25	4,556.25
Earnest money deposits	-	493.80
	<u>4,556.25</u>	<u>5,049.85</u>
		NOTE '7'
Inventories	As at 31st March 2022	As at 31st March 2021
	(₹ in '00')	(₹ in '00')
Stock in trade	4,85,218.46	7,10,799.27
	<u>4,85,218.46</u>	<u>7,10,799.27</u>
		NOTE '8'
Investment: current	As at 31st March 2022	As at 31st March 2021
	(₹ in '00')	(₹ in '00')
Investment in mutual funds (Quoted)	-	-
Nil Units (31st March 2020: 29,57,755.1000) of IDFC Ultra Short Term Fund-Growth	-	-
	<u>-</u>	<u>-</u>
Aggregate amount of quoted investments (at cost)	-	-
Aggregate market value of quoted investments	-	-
Investments in quoted mutual funds is recognized at 'Fair value through Other Comprehensive Income' (FVTOCI)	-	-
		NOTE '9'
Trade receivables: current	As at 31st March 2022	As at 31st March 2021
	(₹ in '00')	(₹ in '00')
Trade receivables considered good - unsecured	-	11,344.93
	<u>-</u>	<u>11,344.93</u>
Trade Receivable Ageing Schedule as on March 31, 2022		

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 Year	1-2 Years	2-3 Years	More than 3 Years	
(i) Undisputed Trade receivables – considered good		-	-	-	-	-
(ii) Undisputed Trade Receivables – which have significant increase in credit risk		-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired		-	-	-	-	-
(iv) Disputed Trade Receivables– considered good		-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk		-	-	-	-	-
(vi) Disputed Trade Receivables – credit		-	-	-	-	-
Total		-	-	-	-	-

Trade Receivable Ageing Schedule as on March 31, 2021

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 Year	1-2 Years	2-3 Years	More than 3 Years	
(i) Undisputed Trade receivables – considered good	11,344.93	-	-	-	-	11,344.93
(ii) Undisputed Trade Receivables – which have significant increase in credit risk		-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired		-	-	-	-	-
(iv) Disputed Trade Receivables– considered good		-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk		-	-	-	-	-
(vi) Disputed Trade Receivables – credit		-	-	-	-	-
Total		-	-	-	-	-

		NOTE '10'
Cash and cash equivalents	As at 31st March 2022	As at 31st March 2021
	(₹ in '00')	(₹ in '00')
Cash on hand	986.15	853.13
Balances with banks:		
In current accounts	1,086.77	29,514.58
In fixed deposits (with original maturity of less than 3 months)	-	-
	<u>2,072.92</u>	<u>30,367.71</u>

		NOTE '10 (a)'
Bank balances other than cash and cash equivalents	As at 31st March 2022	As at 31st March 2021
	(₹ in '00')	(₹ in '00')
Balances with banks:		
In fixed deposits (with original maturity of more than 3 months) *	9,19,872.35	8,77,511.58
	<u>9,19,872.35</u>	<u>8,77,511.58</u>

* Note: The amount of fixed deposits above does not include interest accrued as included separately in other financial assets- accrued interest on others

KOTIA ENTERPRISES LIMITED

CIN: L74110DL1980PLC010878

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2022

PARTICULARS	As at 31st March 2022 (₹ in '00')	As at 31st March 2021 (₹ in '00')
-------------	---	---

NOTE '11'

Loans: Current	As at 31st March 2022 (₹ in '00')	As at 31st March 2021 (₹ in '00')
<u>Considered good - unsecured</u>		
Loans to: -		
- Body Corporates	3,65,000.00	4,61,692.88
	<u>3,65,000.00</u>	<u>4,61,692.88</u>

NOTE '12'

Other financial assets: current	As at 31st March 2022 (₹ in '00')	As at 31st March 2021 (₹ in '00')
<u>Interest accrued on:</u>		
Fixed deposits	16,788.59	18,688.51
	<u>16,788.59</u>	<u>18,688.51</u>

NOTE '13'

Other current assets	As at 31st March 2022 (₹ in '00')	As at 31st March 2021 (₹ in '00')
Advance to supplier	-	172.79
Prepaid expenses	110.70	-
Input tax credit of GST	26,269.57	9,100.84
Staff advance	-	350.00
	<u>26,380.27</u>	<u>9,623.63</u>

NOTE '14'

Equity share capital	As at 31st March 2022		As at 31st March 2021	
	Nos.	(₹ in '00')	Nos.	(₹ in '00')
Authorized shares				
Equity shares of ₹ 10 each with voting	80,00,000	80,000.00	80,00,000	80,000.00
Issued, subscribed and fully paid-up shares	70,20,500	70,205.00	70,20,500	70,205.00

Reconciliation of number of equity shares and amount outstanding

Equity Shares	As at 31st March 2022		As at 31st March 2021	
	Nos.	(₹ in '00')	Nos.	(₹ in '00')
- At the beginning of the period	70,20,500	70,205.00	70,20,500	70,205.00
- Issued during the year	-	-	-	-
Total outstanding at the end of the	<u>70,20,500</u>	<u>70,205.00</u>	<u>70,20,500</u>	<u>70,205.00</u>

Terms and rights attached to equity shares

The company has issued only one class of equity shares having a par value of ₹ 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.

KOTIA ENTERPRISES LIMITED

CIN: L74110DL1980PLC010878
NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2022

PARTICULARS	As at 31st March 2022 (₹ in '00')	As at 31st March 2021 (₹ in '00')
-------------	---	---

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

	As at 31st March 2022		As at 31st March 2021	
	Nos.	% holding	Nos.	% holding
Panchsheel Portfolio Consultant Private Limited	7,10,800	10.12%	7,10,800	10.12%
Lydia Buildcon Private Limited	6,54,400	9.32%	6,54,400	9.32%
Pavaki Propbuild Private Limited	6,13,552	8.74%	6,13,552	8.74%
Jubilation Hotel Management Private Limited	-	0.00%	5,95,900	8.49%
Sarvashree Hotel Management Private Limited	5,95,900	8.49%	-	0.00%
AVS Alloy India Private Limited	3,99,000	5.68%	4,99,000	7.11%
Ostrich Infra Reality Private Limited	-	0.00%	4,94,300	7.04%
Himarsh Infra Reality Private Limited	4,94,300	7.04%	-	0.00%

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

Details of shares held by the promoter as at the end of the year:

Sr No.	Name of the promoter	No. of Shares	% of Total Shares	March 31, 2022
				% Change during the year
1	Ankit Agarwal	3,36,200	4.79	

Sr No.	Name of the promoter	No. of Shares	% of Total Shares	March 31, 2021
				% Change during the year
1	Ankit Agarwal	3,36,200	4.79	

NOTE '15'

Other equity

	As at 31st March 2022 (₹ in '00')	As at 31st March 2021 (₹ in '00')
Securities premium:-		
Balance at the beginning of the year	1,69,568.35	1,69,568.35
Add/(less): Transfer/(utilize) during the year	-	-
Balance at the end of the year	<u>1,69,568.35</u>	<u>1,69,568.35</u>
General Reserve:-		
Balance at the beginning of the year	40,622.12	40,622.12
Add/(less): Transfer/(utilize) during the year	-	-
Balance at the end of the year	<u>40,622.12</u>	<u>40,622.12</u>
Retained earnings:-		
Balance at the beginning of the year	16,011.68	(12,344.92)
Add/(less): Profit/ (loss) for the year	52,432.06	28,356.60
Balance at the end of the year	<u>68,443.74</u>	<u>16,011.68</u>
Equity Instruments through Other Comprehensive Income		
Balance at the beginning of the year	-	13,644.83
Derecognition of financial asset measured at FVTOCI	-	(13,644.83)
Remeasurement of equity instruments at FVTOCI	-	-
Balance at the end of the year	<u>-</u>	<u>-</u>
	<u>2,78,634.21</u>	<u>2,26,202.15</u>

NOTE '16'

Borrowings: current

	As at 31st March 2022 (₹ in '00')	As at 31st March 2021 (₹ in '00')
Loans repayable on demand		
Bank overdraft (secured)	2,75,183.64	-
Loans from body corporate (unsecured)	3,65,901.77	2,03,055.39
	<u>6,41,085.41</u>	<u>2,03,055.39</u>

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

NOTE '17'

Trade Payables: current

	As at 31st March 2022 (₹ in '00')	As at 31st March 2021 (₹ in '00')
Outstanding dues of creditors other than micro enterprises and small enterprises (Note 17.1)	302.43	7,10,916.95
	<u>302.43</u>	<u>7,10,916.95</u>

Note 17.1: There are no dues to Micro and Small Enterprises as defined under Micro, Small & Medium Enterprises Development Act, 2008 which are outstanding for a period more than 45 days as on the balance sheet date.

The above information regarding Micro and Small Enterprises has been determined on the basis of information available with the Company and has been duly relied upon by the auditors of the Company.

Trade Payable Ageing Schedule as on March 31, 2022

Particulars	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
(i) MSME	-	-	-	-	-
(ii) Others	302.43	-	-	-	302.43
(iii) Disputed dues- MSME	-	-	-	-	-
(iv) Disputed dues- Others	-	-	-	-	-
Total	302.43	-	-	-	302.43

KOTIA ENTERPRISES LIMITED

CIN: L74110DL1980PLC010678

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2022

PARTICULARS	As at 31st March 2022 (₹ in '00')	As at 31st March 2021 (₹ in '00')
-------------	---	---

Trade Payable Ageing Schedule as on March 31, 2021

Particulars	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
(i) MSME	-	-	-	-	-
(ii) Others	7,10,916.95	-	-	-	7,10,916.95
(iii) Disputed dues- MSME	-	-	-	-	-
(iv) Disputed dues- Others	-	-	-	-	-
Total	7,10,916.95	-	-	-	7,10,916.95

There are no dues to Micro and Small Enterprises as defined under Micro, Small & Medium Enterprises Development Act, 2008 which are outstanding for a period more than 45 days as on the balance sheet date.

The above information regarding Micro and Small Enterprises has been determined on the basis of information available with the Company and has been duly relied upon by the auditors of the Company.

NOTE '18'

Other financial liabilities: current	As at 31st March 2022 (₹ in '00')	As at 31st March 2021 (₹ in '00')
Audit fee payable	450.00	380.00
Retention money payable	1,11,895.19	1,11,970.19
Salary payable	847.70	778.22
Director remuneration payable	500.00	500.00
Expenses payable	119.18	117.90
	1,13,812.07	1,13,726.31

Other current liabilities

NOTE '19'

	As at 31st March 2022 (₹ in '00')	As at 31st March 2021 (₹ in '00')
TDS payable	989.28	204.89
Advance received from customers	1,05,642.15	1,93,247.35
Provision for income tax	-	-
	1,06,611.43	1,93,452.04

NOTE '20'

Revenue from operations	For the year ended on 31st March 2022 (₹ in '00')	For the year ended on 31st March 2021 (₹ in '00')
<u>Sale of products:-</u>		
PVC Resin	3,38,800.00	-
<u>Rendering of service:-</u>	-	-
Construction and civil works	-	76,234.79
	3,38,800.00	76,234.79

NOTE '21'

KOTIA ENTERPRISES LIMITED

CIN: L74110DL1980PLC010878

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2022

PARTICULARS	As at 31st March 2022 (₹ in '00)	As at 31st March 2021 (₹ in '00)
Other income	For the year ended on 31st March 2022 (₹ in '00)	For the year ended on 31st March 2021 (₹ in '00)
Derecognition of financial assets	-	18,438.96
Discount	-	15.00
Exchange difference	19,439.86	-
Gain on sale of investments	-	16,339.21
Interest income	77,633.74	57,074.69
Liability written back	-	34.92
	97,073.60	91,902.78
		NOTE '22'
Cost of material consumed	For the year ended on 31st March 2022 (₹ in '00)	For the year ended on 31st March 2021 (₹ in '00)
<u>Civil work</u>		
Purchase of goods	-	72,604.55
Add: - opening stock of work in progress	-	-
Less: - closing stock of work in progress	-	-
	-	72,604.55
		NOTE '23'
Purchase of stock-in-trade	For the year ended on 31st March 2022 (₹ in '00)	For the year ended on 31st March 2021 (₹ in '00)
Polypropylene film	-	7,10,799.27
Custom Import Duty	48,792.10	-
	48,792.10	7,10,799.27
		NOTE '24'
Changes in inventories	For the year ended on 31st March 2022 (₹ in '00)	For the year ended on 31st March 2021 (₹ in '00)
Opening balance of stock in trade	7,10,799.27	-
Less: closing balance of stock in trade	4,85,218.46	(7,10,799.27)
	2,25,580.81	(7,10,799.27)
		NOTE '25'
Employee benefit expenses	For the year ended on 31st March 2022 (₹ in '00)	For the year ended on 31st March 2021 (₹ in '00)
Director remuneration (basic)	6,000.00	6,000.00
Salaries & allowances	9,437.81	9,129.68
Staff welfare expenses	634.31	525.11
	16,072.12	15,654.79
		NOTE '26'
Finance cost	For the year ended on 31st March 2022 (₹ in '00)	For the year ended on 31st March 2021 (₹ in '00)
Interest paid on bank overdraft	30,502.11	-
Interest paid on loan	7,113.08	591.78
	37,615.19	591.78
		NOTE '27'
Other expenses	For the year ended on 31st March 2022 (₹ in '00)	For the year ended on 31st March 2021 (₹ in '00)
Advertisement & publications	515.04	560.28
Bank charges	15.00	71.28
Conveyance expenses	559.40	851.39
Courier & postage	24.60	176.12
Electricity & water charges	1,286.55	587.01
Filing fees	78.00	85.00
Insurance	145.03	98.90
Interest on TDS	221.36	102.99
LC commission charges	10.00	2,731.96
Legal & professional charges	3,937.50	4,063.86
Listing fees	3,550.00	3,550.00
Loss on sale of investments	35.00	-
Miscellaneous expenses	1,218.83	1,049.09
Office maintenance expense	681.00	734.25
Payment to statutory auditors (Note 33)	500.00	1,490.00
Registrar & depository charges	448.08	451.96
Rent expense	19,968.84	20,058.84
Repairs & maintenance	86.72	265.00
Telephone and internet	146.49	129.80
Travelling expenses	411.88	124.79
Vehicle expense	1,066.38	508.70
Website & software expenses	207.10	358.32
	35,092.80	38,049.54

KOTIA ENTERPRISES LIMITED

CIN: L74110DL1980PLC010678

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2022

PARTICULARS	As at	As at
	31st March 2022 (₹ in '00')	31st March 2021 (₹ in '00')

Note-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 their relationship:

A.	Key Management Personnel	Sh. Anil Gupta (Director)
		Sh. Ankit Agarwal (Managing Director & CFO)
		Ms. Khushboo Agarwal (Director)
		Mr. Paaven Bansal (Director)
		Sh. Manoj Kumar Bansal (Director)
		Sh. Ayush Jindal (Past Company Secretary)
		Ms. Pooja Tyagi (Past Company Secretary)
		Ms. Pooja Solanki (Past Company Secretary)
		Ms. Neelam Rani (Company Secretary)
B.	Relatives of Key Management Personnel	None
C.	Enterprises owned or significantly influenced by the Key Management Personnel or their Relatives	1. Iesus Marketing Private Limited 2. SBK Trade and Infrastructure Private Limited

(ii) Transactions made with the "Related parties" during the year: -

S.No.	Transaction With	Nature of Transaction	Transactions during the year ending	
			31 March 2022 (₹ in '00')	31 March 2021 (₹ in '00')
(i)	Key Management Personnel: -			
	Ankit Agarwal	Remuneration	6,000.00	6,000.00
	Pooja Tyagi	Remuneration	-	160.79
		Bonus	-	25.17
	Ayush Jindal	Remuneration	2,882.02	-
	Neelam Rani	Remuneration	350.00	-
	Pooja Solanki	Remuneration	-	170.51
	Manoj Kumar Bansal	Rent	19,968.84	20,058.84
(ii)	Relatives of Key Management Personnel:- None			
(iii)	Enterprises in which Key Management Personnel and their relatives are having significant influence:- None	Interest Paid	7113.08	-

(iii) Closing balances with "Related parties" at the end of the year: -

S.No.	Transaction With	Description	Balance as on	
			31 March 2022 (₹ in '00')	31 March 2021 (₹ in '00')
(i)	Key Management Personnel: -			
	Ankit Agarwal	Remuneration	50.00	50.00
	Neelam Rani	Remuneration	350.00	-
	Pooja Solanki	Remuneration	-	36.93
(ii)	Relatives of Key Management Personnel:- None			
(iii)	Enterprises in which Key Management Personnel and their relatives are having significant influence	Loans outstanding	3,65,901.77	2,03,055.39
		Advance given	3,65,000.00	4,61,692.88

KOTIA ENTERPRISES LIMITED

CIN: L74110DL1980PLC010678

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2022

PARTICULARS	As at 31st March 2022 (₹ in '00')	As at 31st March 2021 (₹ in '00')
-------------	---	---

Note-29

Segment Information :

The Company has identified two reportable segments viz., PP film & injection and construction & civil work 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 that relate 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	For the year ended on 31st March 2022 (₹ In '00')	For the year ended on 31st March 2021 (₹ In '00')
1. Segment Revenue		
a) Polypropylene film	-	-
b) Bleached hardwoodkraft pulp	-	-
c) Construction and civil works	-	76,234.79
d) Un-allocable	97,073.60	-
Total	97,073.60	76,234.79
Less: Inter segment revenue	-	-
Net Sales/Income From Operations	97,073.60	76,234.79
2. Segment Results		
Profit before Interest and Tax		
a) Polypropylene film	64,427.09	-
b) Bleached hardwoodkraft pulp	-	-
c) Construction and civil works	-	3,630.24
d) Un-allocable	97,073.60	91,902.77
Total	1,61,500.69	95,533.01
Less:		
(a) Interest	(37,615.19)	(591.78)
(b) Other un-allocable expenditure net off un-allocable income and other comprehensive in	(53,510.58)	(81,116.03)
Total Profit before Tax	70,374.92	13,825.20
1. Segment Assets		
a) Polypropylene film	4,85,218.46	7,10,799.27
b) Bleached hardwoodkraft pulp	-	-
c) Construction and civil works	-	11,344.94
d) Un-allocable	13,56,514.51	14,26,512.38
Total	18,41,732.97	21,48,656.57
2. Segment Liabilities		
a) Polypropylene film	-	7,10,799.27
b) Bleached hardwoodkraft pulp	-	-
c) Construction and civil works	-	90.08
d) Un-allocable	8,61,811.34	5,10,281.38
Total	8,61,811.34	12,21,150.69
3. Capital employed (Segment assets-segment liabilities)		
a) Polypropylene film	4,85,218.46	-
b) Bleached hardwoodkraft pulp	-	-
c) Construction and civil works	-	11,254.88
d) Un-allocable	4,94,703.17	9,16,251.00
Total	9,79,921.63	9,27,505.88

b. Secondary Segment information :-

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

KOTIA ENTERPRISES LIMITED

CIN: L74110DL1980PLC010678

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2022

PARTICULARS	As at 31st March 2022 (₹ in '00)	As at 31st March 2021 (₹ in '00)
-------------	--	--

Note-30

Categories of Financial Instruments and its fair value measurement

(₹ in '00)

Financial assets	As at March 31, 2022	As at March 31, 2021
Measured at amortised cost		
(i) Trade receivables	-	11,344.93
(ii) Cash and Bank balance	2,072.92	30,367.71
(iii) Loans	3,65,000.00	4,61,692.88
(iv) Other financial assets	16,786.59	18,688.51
Measured at fair value through other comprehensive income		
(i) Investment in mutual funds (quoted)	-	-
Measured at Cost		
(i) Investment in subsidiaries	-	-
Total	3,83,859.51	5,22,094.03

Financial liabilities	As at March 31, 2022	As at March 31, 2021
Measured at amortised cost		
(i) Borrowings	6,41,085.41	2,03,055.39
(ii) Other financial liabilities	1,13,812.07	1,13,726.31
(iii) Trade and other payables	302.43	7,10,916.95
Total	7,55,199.91	10,27,698.65

Fair value Measurement

(₹ in '00)

Particulars	Fair value as at		Fair value hierarchy	Valuation technique(s) and key input(s)
	As at March 31, 2022	As at March 31, 2021		
Financial assets				
Investment in subsidiaries	-	-	Level 2	Fair Market Value
Loans	365000.00	-	Level 2	Discounted estimated cash flow through the expected life of the borrowings
Financial Liabilities				
Borrowings	641085.41	4,61,692.88	Level 2	Discounted estimated cash flow through the expected life of the borrowings

KOTIA ENTERPRISES LIMITED

CIN: L74110DL1980PLC010878

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2022

PARTICULARS	As at 31st March 2022 (₹ in '00)	As at 31st March 2021 (₹ in '00)
-------------	--	--

Note-31

Particulars	31 March 2022 (₹ in '00)	31 March 2021 (₹ in '00)
Expenditure in foreign currency (Import)	Nil	1,95,720.69
Receipts in foreign currency (Export)	Nil	Nil

Note-32

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

Particulars	31 March 2022 (₹ in '00)	31 March 2021 (₹ in '00)
In respect of Audit fees	500.00	400.00
In respect of Certification	-	90.00
In respect of GST Audit fees	-	1,000.00
Total	500.00	1,490.00

Note-33

Particulars	31 March 2022 (₹ in '00)	31 March 2021 (₹ in '00)
Contingent Liabilities not provided for	Nil	Nil
Pending litigations by/ against the Company	None	None

Note-34

Analytical Ratios:

S.NO	Ratios	Numerator	Denominator	As at 31 March 2022	As at 31 March 2021	Reasons for Variation
1	Current Ratio	Current Assets	Current Liabilities	2.12	1.74	-
2	Debt- Equity Ratio	Total Outside Liabilities	Shareholders Funds	0.69	0.22	Inter corporate loans has been taken to pay
3	Debt- Service Coverage Ratio	Net Operating Income	Total Debt Service	0.16	0.19	-
4	Return on Equity Ratio	Net Income	Shareholders Funds	0.05	0.03	-
5	Inventory Turnover Ratio	Cost of goods sold	Avg Inventory	0.57	-	-
6	Trade Receivable Turnover Ratio	Net credit sales	Avg Debtors	59.73	6.72	All debtors realised during the year
7	Trade Payable Turnover Ratio	Net credit purchases	Avg Trade Payables	-	1.00	All creditors paid during the year
8	Net Capital turnover Ratio	Total Sales	Shareholders Equity	0.48	0.11	-
9	Net Profit Ratio	Net profit	Net Sales	15%	37%	Increase in operational cost
10	Return on Capital Employed	EBIT	Capital Employed	7%	4%	Higher Interest Income
11	Return on Investment	PAT	Shareholders Equity	7%	4%	Higher Interest Income

Note-35

The outbreak of COVID-19 pandemic is causing significant disturbance and slowdown of economic activities globally. The nationwide lockdown ordered by the Government of India has resulted in significant reduction in economic activities and also the business operations of the Company in terms of sales and production. The management has considered the possible effects that may result from the pandemic on the recoverability / carrying value of the assets. Based on the current indicators of future economic conditions, the management expects to recover the carrying amount of the assets, however the management will continue to closely monitor any material changes to future economic conditions. Given the uncertainties, the final impact on Company's assets in future may differ from that estimated as at the date of approval of these financial results.

Note-36

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

Note-37

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

Note-38

The financial statements were approved for issue by the Board of Directors on th , 2022.

Note-39

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

Note-40

Figures have been rounded off to the nearest hundreds of rupees.

Note-41

Figures in brackets indicate negative (-) figures.

Signed for the purpose of Identification

For Ajay Rattan & Co.
Chartered Accountants
(Firm Registration No.012083N)

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

(CA. Ajay Aggarwal)
Partner
Membership No. 090975
Place : New Delhi

Manoj Kumar Bansal
Managing director & CFO
DIN: 00272806

Anil Gupta
Director
DIN: 00468470

Khushboo Agarwal
Director
DIN: 06792261

Neelam Rani
Company Secretary
M.NO: A6 1959