



**37th Annual Report
2016-17**

KOTIA ENTERPRISES LIMITED
(Formerly Known as International Pumps and Projects Limited)

KOTIA ENTERPRISES LIMITED

Board of Directors

Mr. Ankit Agarwal
Managing Director

Mr. Anil Gupta
Ms. Khushboo Agarwal

Registered Office

Flat no.116, Surya Kiran Building,
19 KG Marg, New Delhi-110001.
Ph. No.011-65651802
Email ID:internationalpump@gmail.com
Website: www.kotiaenterprises.com

Key Personnel

Mr. Vijay, Company Secretary

Auditors

V.N Purohit & Co.,
Chartered Accountants

M/s. Kumar A & Associates,
Company Secretaries

M/s Bansal Bajaj & Associates,
Internal Auditor

Corporate Office

Flat no.116, Surya Kiran Building,
19 KG Marg, New Delhi-110001.
Ph. No.011-65651802
EmailID:internationalpump@gmail.com
Website: www.kotiaenterprises.com

Bankers

HDFC Bank Ltd.
IDFC Bank Ltd.

Registrar & Share Transfer Agent

Skyline Financial Services Private Ltd.
D-153/A, First Floor,
Okhla Industrial Area, Phase – I,
New Delhi -110020.
Phone: 011 3085 7575
Email: info@skylinerta.com

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NOTICE

Notice is hereby given that the Thirty Seventh Annual General Meeting of KOTIA ENTERPRISES LIMITED (Formerly Known as International Pumps and Projects Limited) will be held on Friday, the 29th day of September, 2017 at 11:30 A.M. at the Registered Office of the Company at Flat No. 116, Surya Kiran Building, 19 KG Marg, 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, 2017 including audited Balance Sheet for the year ended 31st March, 2017 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. Ankit Agarwal (DIN – 05254327), who retires by rotation and being eligible, offers himself for re – appointment.
3. To appoint Auditors and fix their remuneration. In this connection, to consider and, if thought fit, to pass the following resolution which will be proposed as an Ordinary Resolution.

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s V.N Purohit & Co., Chartered Accountants (Firm Registration No. 304040N), be and are hereby re-appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting (AGM), till the conclusion of 39th AGM of the company to be held in the year 2019 (subject to ratification of their appointment at every AGM), on such remuneration and terms of engagement as would be decided by the Board of Directors of the Company or committee thereof.”

Special Business:

4. Alteration in Articles of Association of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modifications and re-enactments thereof for the time being in force), the consent of the members be and is hereby accorded to insert under the articles of association the following clause:

64. (iii) Every Director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.

RESOLVED FURTHER THAT the Board of Directors of the Company and the Company Secretary, be and are hereby authorized to do all such acts, deeds, matters and things as they deem necessary in relation thereto, and to file all the necessary documents with Registrar of Companies for the purpose of giving effect of this resolution.”

By Order of the Board
KOTIA ENTERPRISES LIMITED
(Formerly Known as International Pumps and Projects Limited)

Date: 04.09.2017
Place: New Delhi

Sd/-

Ankit Agarwal
Managing Director

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.

4. 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.
5. 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.
6. Members can avail of the nomination facility in respect of shares held by them pursuant to the provisions of Section 72 of Companies Act, 2013. Members holding shares in electronic form may contact their respective Depository Participant for availing this facility. Members holding shares in physical form may send their nomination in the prescribed form duly filled in to RTA at the above mentioned address.
7. 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.
8. 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.

9. Details under Regulation 26 of the SEBI(LODR), 2015, in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, is given in the Corporate Governance Report along with the details of their share holding.
10. Electronic copy of the Annual Report for 2016-17 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 2016-17 are being sent in the permitted mode.
11. The Notice of the Annual General Meeting of the Company and instructions for e-voting, along with Attendance Slip and Proxy Form is being sent to all the members by electronic mode, whose email ID's are registered with the Company/Depository Participants(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.
12. Members may also note that the Notice of the Annual General Meeting and the Annual Report for 2016-17 will also be available on the Company's website www.kotiaenterprises.com for download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in New Delhi for inspection during normal business hours on working days, excluding Saturday upto the date of AGM. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, free of cost.
13. 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 116, Surya Kiran, 19, K.G. Marg, 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
14. 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.
15. The Statement of Profit and Loss for the year ended 31st March, 2017, 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 11.00AM and 1.00 PM on all working days up to this AGM. Members who wish to obtain information on the Company or view the Accounts for the previous years may visit the Company's website or send their

queries at least 10 days in advance before the AGM to the Secretary of the Company.

16. **E-Voting:** In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended vide notification dated 19th March 2015, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and detailed procedure is mentioned below:

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Tuesday, 26th September, 2017 and ends on Thursday, 28th September, 2017. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 22nd September, 2017 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on "Shareholders" tab.
- (v) Now Enter your User ID
- ForCDSL:16 digits beneficiary ID,
 - For NSDL:8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN

Enter your 10 digit alpha-numeric *PAN issued by IncomeTax Department (Applicable for bothdematshareholdersaswellasphysicalshareholders)

Members who have not updated their PAN with the Company/Depository Participant are requested to use the first twoletters of their name and the 8 digits of the sequence numberinthePANfield.

In case the sequence number is less than 8 digits enter the applicable number of 0's before the

number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number1 then enter RA00000001 in the PAN field.

Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in the dd/mm/yyyy format) as recorded in your demat account or in the Company records to login.
OR Date of Birth	If both the details are not recorded with the depository or Company please enter the member ID/folio number in the Dividend Bank details field as mentioned in instruction (iv)

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through NSDL platform . It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant "Kotia Enterprises Limited" on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the votes cast by you by clicking on "Click here to print" option on the Voting page.

(xviii) If Demat account holder has forgotten the login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xix) Note for Institutional Shareholders

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to www.evotingindia.com and register themselves as Corporate.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to evoting@nsdl.co.in.
- After receiving the login details they have to create a compliance user using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to evoting@nsdl.co.in and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to evoting@nsdl.co.in

(xx) The Board of Directors has appointed CS Amit Kumar, Practicing Company Secretary, as a Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

(xxi) The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and will make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairman / Managing Director of the Company.

(xxii) The results on resolutions shall be declared on or after the AGM of the Company and the resolution will be deemed to be passed on the AGM date, subject to receipt of the requisite number of votes in favour of the Resolution(s).

(xxiii) The Results declared along with the Scrutinizer’s Reports will be available on the website of the Company (www.kotiaenterprises.com) within two (2) days of passing of the resolutions and communication of the same to the BSE and Metropolitan Stock Exchange Limited (MSEI) for download by the members of the Company.

ADDITIONAL INFORMATION WITH RESPECT TO ITEM NO. 2, 3

Item No 2

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

Name of Director	Mr. Ankit Agarwal
DIN	05254327
Date of Birth	21/01/1986
Qualification	M.COM
Date of Appointment on the Board	20/07/2016
Experience & Brief profile and nature of their expertise in specific functional areas	7 Years experience in cotton and fabrics industry
Directorship held in other companies	Nil
Membership/Chairmanship of committees across all other public companies	Nil
Relationship with other Directors/Manager/Key Managerial Personnel	Nil
Shareholding of the Company (Promoter Group)	4.79%
No of Board Meeting Attended during the Financial Year 2016 - 17	10

Mr. Ankit Agarwal along with his relatives holds 3,36,200 equity shares of Rs. 10/- each in the Company as on date of the notice of AGM and is interested in passing of this resolution to the extent of his directorship and said shareholding, respectively.

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

The Board recommends the resolution set forth in item no. 3 of the Notice for the approval of the members as an Ordinary Resolution.

Item No 3

M/s V.N Purohit & Co., Chartered Accountants (Firm Registration No. 304040N), be and are hereby re-appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting (AGM), till the conclusion of 39th AGM of the company to be held in the year 2019 on remuneration and terms of engagement as would be decided by the Board of Directors of the Company or committee thereof.

M/s V.N Purohit & Co., Chartered Accountants, have consented to the said appointment and confirmed that their Re - appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have further confirmed that they are not disqualified to be appointed as statutory auditors in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

None of Directors, Key Managerial Personnel of the Company and their relatives, is in any way, concerned or interested, financially or otherwise in the Resolution as set out at item no. 4 of the Notice.

The Board recommends the resolution set forth in item no. 4 of the Notice for approval of the Members as an Ordinary Resolution.

EXPLANATORY STATEMENT TO SPECIAL BUSINESS

As required by section 102 of 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. 4

The existing Articles of Association ("AOA") of the Company contained the provisions regarding conduct of Board or committee meeting and their proceedings. The existing Articles of Association requires insertion of new clause regarding signing by directors regarding their presence at the meeting of Board or audit committee in the register maintain for the same purpose. Therefore it is proposed to insert new clause that every director present at the any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose..

Pursuant to Section 14 of the Act, any amendment in the AOA of the Company would require the approval of the shareholders by way of passing a Special Resolution. Hence, the Board recommends the resolution to the shareholders for their approval. The proposed new draft AOA shall be available on the website of the Company for the perusal of the shareholders.

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

By Order of the Board
KOTIA ENTERPRISES LIMITED
(Formerly Known as International Pumps and Projects Limited)

Date: 04.09.2017
Place: New Delhi

Sd/-

Ankit Agarwal
Managing Director

DIRECTOR'S REPORT 2016-17

**To
The Members,**

1. Your Directors place before you the Thirty Seventh Annual Report of the Company together with Statement of Accounts for the accounting year ended 31st March, 2017.

2. **Financial Highlights**

Rs. In Lakhs

<u>Particulars</u>	<u>Standalone</u>	
	<u>Current Year</u>	<u>Previous Year</u>
	<u>31st March, 2017</u>	<u>31st March, 2016</u>
Income from operations	27,62,98,658	20,16,20,510
Other Income	47,37,286	48,92,468
Total Income	28,10,35,944	20,65,12,978
Total Expenditure	27,68,02,440	20,77,23,500
Profit/(loss) before tax	42,33,504	(12,10,522)
Less : Provision for taxation		
(i) Current Year	(11,77,300)	(1,79,705)
(ii) Earlier Year Adjustment		
(iii) Deferred Tax	(1,53,972)	5,60,769
Profit/(loss) of the Year	29,02,232	(8,52,153)

A. Review of Operations:

The revenue from operations (Standalone) for the year ended 31st March, 2017 was Rs 27,62,98,658 crore as compared to Rs 20,16,20,510 crore for the previous year ending 31st March, 2016.

The Profit before tax for the year ended 31st March, 2017 was Rs 42,33,504 Lacs as compared to Loss of Rs. 12,33,217 Lacs for the year ending 31st March, 2016. The Profit after Tax stood at

Rs. 29,02,232 Lacs for the year ending 31st March, 2017 as compared to loss of Rs. 8,52,153 Lacs for the previous year.

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.

B. Reserves:

An amount of Rs 29,02,232 Lacs shall be retained as net surplus in the Profit and Loss Account, as against Rs. Nil which was transferred to General Reserve in the previous year and Rs 29,02,232 Lacs was retained as Net Surplus in the Profit and Loss account.

3. Dividend:

The Board of Directors has not recommended any dividend on equity share.

4. CASH FLOW STATEMENT

As required by Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 Cash Flow Statement for the financial year ended March 31, 2017 is enclosed with the Balance Sheet and Statement of Profit and Loss of the Company.

5. CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION & ANALYSIS REPORT

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

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

6. CHANGES IN NATURE OF BUSINESS, IF ANY

During the year under review, there is no change in nature of the business of the Company.

7. CAPITAL PROJECTS:

The Company was not working on any kind of capital projects for the financial year 2016-17.

8. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

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

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

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

9. 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.

10. ENVIRONMENT AND SAFETY:

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

As part of the safety performances following parameters were considered:

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

11. INDUSTRIAL RELATIONS:

Cordial and conducive working conditions prevailed amongst the Company employees and the contract vendors.

12. EXTRACT OF THE ANNUAL RETURN:

Pursuant to the provisions of Section 92 of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the extract of the Annual Return as on 31st March, 2017 is enclosed as Annexure 'E' to the Directors' Report.

13. RELATED PARTY TRANSACTIONS:

All related party transactions that were entered into during the financial year, u/s 188 of the Companies Act, 2013 were on an arm's length basis. All related party transactions are approved by the Audit Committee and the Board of Directors. The details of material Related Party transactions in Form AOC-2 are enclosed as Annexure G. There were no materially significant related party transactions made by the Company with the Promoters, Directors, Key Managerial Personnel which may have a potential conflict with the interest of the Company at large.

14. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

Particulars of the loan given, investment made, guarantee given and security provided along with the purpose for which the loan or guarantee or security is proposed to be utilised by the recipient are provided in the notes to the Financial Statements (Standalone)

15. NOMINATION REMUNERATION AND PERFORMANCE EVALUATION POLICY:

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection, appointment and remuneration of Directors, Key Managerial Personnel and employees in the Senior Management. More details of the same including the composition of the Committee are given in the Report on Corporate Governance enclosed as **Annexure - A** to this report.

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

16. PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES:

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

The Report and Accounts pursuant to section 136 of the Companies Act, 2013 are being sent to the Members and others entitled thereto, excluding the information on employees' particulars which is available for inspection by the Members at the Registered Office of the Company

during business hours on working days of the Company up to the date of the ensuing Annual General Meeting. If any Member is interested in obtaining a copy thereof, such Member may write to the Company in this regard.

17. RISK MANAGEMENT:

The Company has constituted Risk Management Committee with the objective to monitor and review the risk management plan for the Company including identification therein of elements of risks if any, which may threaten the existence of the Company and such other functions.

The Risk Management Committee consists of the following members:

Mr. Ankit Agarwal

Mr. Khushboo Agarwal

Mr. Anil Gupta

18. VIGIL MECHANISM/WHISTLE BLOWER POLICY:

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

19. CORPORATE SOCIAL RESPONSIBILITY ('CSR'):

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

20. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

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

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

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

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

21. PERFORMANCE EVALUATION:

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

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

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

21. A. Board Meetings:

During the year under review, ten Board meetings were held on 28th May, 2016, 9th July, 2016, 1st August, 2016, 11th August, 2016 30th August, 2016, 5th September, 2016, 1st October, 2016, 10th November, 2016, 13th February, 2017 and 28th February, 2017. The details of the composition of the board and attendance of the directors at the board meeting are provided in the Corporate Governance Report.

B. Audit Committee:

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

22. FIXED DEPOSITS:

During the Financial Year 2016 -17, 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.

23. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS:

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

24. ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS:

The company has adequate systems of internal control in place, which is commensurate with its size and the nature of its operations. The Company has designed and put in place adequate Standard Operating Procedures and Limits of Authority Manuals for conduct of its business, including adherence to Company's policies, safeguarding its assets, prevention and detection of

fraud and errors, accuracy and completeness of accounting records and timely preparation of reliable financial information.

These documents are reviewed and updated on an 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.

25. DISCLOSURE REQUIREMENT:

Your Company has complied with all the mandatory SEBI Listing Regulations. The Report on Corporate Governance is enclosed as **Annexure 'A'** to this report. A Certificate on compliance of Corporate Governance by a Practicing Company Secretary is enclosed as **Annexure 'B'**. Declaration by the Managing Director is enclosed as **Annexure 'C'**, the Management Discussion and Analysis is enclosed as **Annexure 'D'** and Secretarial Audit Report is enclosed as **Annexure 'F'** to this report.

26. STATUTORY AUDITORS:

As per section 139 of the Companies Act, 2013 and Rules made there under, M/s. V.N Purohit &Co., Chartered Accountants, New Delhi were appointed as Statutory Auditors from the conclusion of the Thirty Sixth Annual General Meeting till the conclusion of the Thirty Ninth Annual General Meeting subject to ratification by the members at every Annual General Meeting. The Board, based on the recommendation of the Audit Committee recommends ratification of appointment of M/s. V.N Purohit &Co. as Statutory Auditors of the Company and to authorize the Board to fix the remuneration for the year 2017-18. The Report does not contain any qualification, reservation or adverse remark or disclaimer made by the Statutory Auditors.

During the year under review, there were no frauds reported by the auditors to the Audit Committee or the Board under section 143(12) of the Companies Act, 2013:-

27. COST AUDIT:

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

28. SECRETARIAL AUDIT:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Mr. Amit Kumar, Practicing Company Secretary as Secretarial Auditor, to undertake the Secretarial Audit of the Company. The Secretarial Audit Report for the financial year 2016-17 is enclosed as **Annexure 'F'** to this Directors' Report. The Report does not contain any qualification.

29. DISCLOSURE AS PER SECTION 22 OF THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

As per provisions of Section 4 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, your Company has constituted an Internal Complaints

Committee for redressal of complaints against sexual harassment. There were no complaints/cases filed/pending with the Company during the year.

30. EMPLOYEES' STOCK OPTION SCHEME:

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

31. RIGHTS ISSUE OF SHARES:

No Right Issue was made during the financial year 2016-17.

32. CONSOLIDATED FINANCIAL STATEMENTS UNDER SECTION 129 OF THE COMPANIES ACT, 2013:

Company does not have any subsidiary, associate or joint venture.

33. SUBSIDIARIES & JOINT VENTURES:

Company does not have any subsidiary and joint venture with any company.

34. DIRECTORS' RESPONSIBILITY STATEMENT:

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

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

35. 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

Sd/-

Sd/-

Place: New Delhi
Date: 04.09.2017

Ankit Agarwal
Managing Director

Khushboo Agarwal
Director

Annexure 'A' to the Directors' Report - Report on Corporate Governance

1. Company's Philosophy on the Code of Corporate Governance:

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

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

2. Board of Directors:

The Board of Directors of the Company comprises 3 members including, the Managing Director and Non-Executive Directors. Half of the Board comprises of Independent Directors and Non-Executive Directors. The other related information concerning the Board is given hereunder. During the year under review, ten Board meetings were held on 28th May, 2016, 9th July, 2016, 1st August, 2016, 11th August, 2016 30th August, 2016, 5th September, 2016, 1st October, 2016, 10th November, 2016, 13th February, 2017 and 28th February, 2017.

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

Director	Category of Director-ship #	No. of Director-ships in other Companies **	No. of Board Meetings Attended	No. of shares held	Attendance at last AGM	No. of Board Committees of other Companies. *	
Mr. Ankit Agarwal	PROMOTER, MD	NA	10	336200	Yes	Chairman	Member
Mr. Anil Kumar Gupta	I, NED	NA	10	-	Yes	-	-
Ms. Khusbhoo Agarwal	I, NED	1	10	-	Yes	-	-
Mr. Asha Nand Sharma	I, NED	NA	2	-	No	-	-
Mr. Abhishek Bansal	I, NED	2	2	-	No	-	-

Mr. Anil Kumar Dhand	I, NED	NA	2	-	No	-	-
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MD-Managing Director, I-Independent, NED-Non -Executive Director

* Includes Audit Committee and Stakeholders' Relationship Committee.

** Includes Directorship in other public and private Companies.

3. Board Agenda:

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

4. Formal letter of appointment to Independent Directors:

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

5. Annual Performance evaluation:

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

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

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

6. Independent Directors' Familiarization Programme:

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

7. Board Diversity Policy :

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

8. Independent Directors' Meeting:

In compliance with Schedule IV to the Companies Act, 2013 and regulation 25(3) of the SEBI Listing Regulations, 2015, During the year the Meetings of the Independent Directors were held on 11th August, 2016 and 13th February, 2017, without the attendance of non-independent directors and members of the Management, inter alia, to discuss the following:

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

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

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

9. Board Committees.

The Committees of the Board are as follows:

a) Audit Committee

The Audit Committee comprises two independent Directors and one Executive Director. The Company Secretary is the Secretary of the Committee. During the year, 4 meetings were held on 28th May, 2016, 11th August, 2016, 10th November, 13th February 2017.

Terms of Reference

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

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

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

Names of the members	Status	Nature of Directorship	No. of meetings attended
Mr. Asha Nand Sharma	Member	Non- Executive Independent Director	1
Mr. Anil Kumar Dhand	Member	Non- Executive Independent Director	1
Ms. Khushboo Agarwal	Member	Non- Executive Independent Director	4
Mr. Anil Gupta	Chairman	Non- Executive Independent Director	3
Mr. Ankit Agarwal	Member	Managing Director	3

b) Nomination and Remuneration Committee:

The Nomination and Remuneration Committee comprises three Directors out of which two are Independent Directors. The Board has designated Company Secretary as Secretary of the Committee. The Committee met 3 times during the financial year ended 31st March, 2017 on 28th May, 2016, 11th August, 2016, 10th November, 2016.

Terms of Reference:

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

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

Name of the member	Status	Nature of Directorship	No. of meetings attended
Mr. Asha Nand Sharma	Member	Non- Executive Independent Director	1

Ms. Khushboo Agarwal	Chairman	Non- Executive Independent Director	3
Mr. Anil Kumar Gupta	Member	Non- Executive Independent Director	2
Mr. Anil Kumar Dhand	Member	Non- Executive Independent Director	1

Details of Remuneration to all the Directors for the year:

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

Rs. In lacs

Managing Director	Salary including joining bonus	Perquisites	Retirement benefits	Total Remuneration
Mr. Ankit Agarwal	1,50,000	-	-	1,50,000

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

Sitting fees paid to Non-Executive Directors:

The Non-Executive Directors of the Company receive remuneration by way of sitting fees. The details of sitting fees paid to the Non Executive Directors during the financial year ended 31st March, 2017 for attending the meetings of the Board and the Committees thereof is given below:

Sr. No.	Name of Director	Amount in (Rs.) p.a
1.	Ms. Khushboo Agarwal	22,500
2.	Mr. Anil Kumar Gupta	-

Pecuniary relationship of Directors:

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

- a) Remuneration paid to the Managing Director and Sitting Fees paid to the Non – Executive Directors;
- b) Reimbursement of expenses incurred by the Directors in discharging their duties;
- c) Mr. Ankit Agarwal is holding equity shares of the Company, details of which are given in this Report.

d) Stakeholders’ Relationship Committee:

Stakeholders’ Relationship Committee comprises two Independent Directors and Executive Director. The Board has designated Company Secretary as the Compliance Officer. The Committee met 4 times during the financial year ended 31st March, 2017 on 28th May, 2016, 11th August, 2016, 10th November 2016, 13th February 2017.

Terms of Reference:

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

The complaints received from the shareholders during the year were duly addressed. There were no outstanding complaints or share transfers pending as on 31st March, 2017.

The attendance of the members at the meeting is as follows:-

Name of the member	Status	Nature of Directorship	No. of meetings attended
Mr. Asha Nand Sharma	Member	Non- Executive Independent Director	1
Mr. Abhishek Bansal	Member	Non- Executive Independent Director	1
Mr. Anil Kumar Dhand	Member	Non- Executive Independent Director	1
Ms. Khushboo Agarwal	Chairman	Non- Executive Independent Director	4
Mr. Anil Kumar Gupta	Member	Non- Executive Independent Director	3
Mr. Ankit Agarwal	Member	Managing Director	3

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

Year	Location	Date	Time	Whether any special resolutions have been passed
2015-16	Flat No. 112, Antriksh Bhawan, 22 KG Marg, New Delhi-110001	30.09.2016	04:00 P.M	No
2014-15	Flat No. 112, Antriksh Bhawan, 22 KG Marg, New Delhi-110001	30.09.2015	04:00 P.M	Yes
2013-14	1/602, Gali No.2 Kabool Nagar, Shahdra, Delhi - 110032	30.09.2014	04:30 P.M	NO

b) Details of Special resolutions passed at the AGM:

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

Financial Year	Date of AGM	Particulars of Special Resolution passed
2015-16	30.09.2016	NA
2014-15	30.09.2015	NA
2013-14	30.09.2014	NA

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

Date of Postal Ballot Notice	Details of the Resolution passed	Result of the Postal Ballot
07-12-2016	1. Approval of the Members for alteration to the object	Special Resolution has been passed by

	clause of the Memorandum of Association of the Company.	the shareholders with requisite majority.
07-12-2016	2. Approval of the members for Change of Name of the company.	Special Resolution has been passed by the shareholders with requisite majority.
07-12-2016	3. Approval of the members for Appointment of Managing Director.	Special Resolution has been passed by the shareholders with requisite majority.

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

11. Disclosures

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

12. Means of communication

a. Quarterly Results:

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

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

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

13. Code of Conduct:

The Company has adopted a Code of Conduct for the Directors and Senior Executives of the Company. The code promotes conducting business in an ethical efficient and transparent manner so as to meet its obligations to its shareholders and all other stakeholders. The code

has set out a broad policy for one's conduct in dealing with the Company, fellow Directors and employees and the external environment in which the Company operates.

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

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

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

16. General Shareholders Information:

a) Annual General Meeting :

The Annual General Meeting of the Company will be held on Friday, the 29th day of September, 2017 at Flat No. 116, Surya Kiran Building, 19, K.G. Marg, New Delhi-110001.

b) Financial Year: 1st April 2016 to 31st March 2017

c) Financial calendar (Tentative):

Financial Period	Declaration of Financial Results
Results for the quarter ended 30 th June, 2017	Within 45 days of the end of the quarter or such prescribed period
Results for the half-year ended 30 th Sept. 2017	Within 45 days of the end of the quarter or such prescribed period
Results for the quarter ended 31 st Dec. 2017	Within 45 days of the end of the quarter or such prescribed period
Audited Annual Results 2017-18	Within 60 days of the end of the quarter or such prescribed period

d) Date of book closure: Saturday, 23rd day of September, 2017 to 29th day of September, 2017 (inclusive of both days).

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

f) **Management Discussion and Analysis forms part of this Report as Annexure 'D'**

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

BSE Limited, Mumbai
BSE Limited (Bombay Stock Exchange)
Phiroze Jeejeebhoy Towers
Dalal Street, MUMBAI – 400 023

MESI (Metropolitan Stock Exchange of India Limited)
Vibgyor Towers, 4th Floor,
Plot No C-62, Opp. Trident Hotel
Bandra Kurla Complex,
Bandra (E), Mumbai – 400098

The company has paid the annual listing fees to the stock Exchanges for the Financial Year 2016-17

Stock Code:

BSE Limited, Mumbai: 539599

Metropolitan Stock Exchange of India Limited, Mumbai: KEL

International Standard Identification Number (ISIN): INE079C01012

h) Shareholding as on 31st March, 2017:

Shareholding Pattern as on 31st March, 2017:

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

NRIs/OCBs		
Private Bodies Corporate	32,25,023	45.94
Public	34,59,277	49.27
TOTAL	70,20,500	100

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

i) The Company has not issued GDRs/ADRs/Warrants or convertible instruments during the financial year.

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

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

k) Dematerialization of shares and liquidity:

65,64,900 equity shares (93.51%) have been dematerialized as on 31st March, 2017.

m) Share Transfer System

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

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

n) The Address for correspondence is:

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

Registrar and Share Transfer Agent:

Skyline Financial Services Private Ltd.
D-153/A, First Floor,
Okhla Industrial Area, Phase - I,
New Delhi -110020.
Phone: 011 3085 7575
Email: info@skylinerta.com

Company's Address:

Kotia Enterprises Limited
Flat no.116, Surya Kiran Building,
19 KG Marg, New Delhi-110001.
Ph. No.011-65651802
EmailID:internationalpump@gmail.com

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

o) Other Disclosures:

- i. All transactions entered by the Company with its related parties during the Financial Year 2016-17 were on arms' length basis. The disclosure of material related party transactions u/s 188 of the Companies Act, 2013 in Form AOC-2 is enclosed as Annexure G of the Directors Report. There was no material transactions related party transactions during the year which was in conflict with the Interest of the Company. The Board has approved a policy for related party transactions which can be accessed at the Company's website.: www.kotiaenterprises.com
- ii. The Company has complied with the requirements of the Stock Exchanges/ SEBI and Statutory Authorities on all matters related to the capital markets during the last three years. No penalty or strictures were imposed on the Company by these Authorities.
- iii. The Company has complied with the requirements specified in SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.
- iv. The Company has also formulated a Whistle Blower Policy ("Policy") which provides for adequate safeguard against victimization of persons and has a provision for direct access to the Chairperson of the Audit Committee. The Company has not denied any person from having access to the Chairman of the Audit Committee.
- v. The Company has Related Party Transaction Policy which is available on the website of the Company.

Annexure 'B' to the Directors' Report

**CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE
REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING
OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 BY KOTIA
ENTERPRISES LIMITED**

August 30, 2017

To the members of **KOTIA ENTERPRISES LIMITED:**

I have examined the compliance by KOTIA ENTERPRISES LIMITED (the Company) of the requirements of compliance with the corporate Governance requirements under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("LODR") for the year ended 31st, March, 2017.

In my opinion and to the best of my information and according to the explanations given to me, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the LODR. This Certificate is issued pursuant to the requirements of Schedule V (E) of the LODR.

The compliance of conditions of Corporate Governance is the responsibility of the management of the Company. My examination was limited to procedures adopted, and implementation thereof, by the Company for ensuring compliance with the condition of Corporate Governance under LODR. The examination is neither an audit nor an expression of opinion on the financial statements of the Company.

I further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

CS Amit Kumar

Practising Company Secretary

ACS No. 28804: COP No. 16877

ANNEXURE 'C' TO THE DIRECTORS' REPORT

DECLARATION BY THE MANAGING DIRECTOR

Pursuant to Regulation 26(3) of SEBI (LODR) Regulations, 2015, I ANKIT AGARWAL, Managing Director of Kotia Enterprises Limited, declare that all Board Members and Senior Executives of the Company have affirmed their compliance with the Code of Conduct and Ethics during the year 2016-17.

Place: New Delhi

ANKIT AGARWAL

Date: 27th May, 2017

MANAGING DIRECTOR

Annexure 'D' to the Directors' Report

MANAGEMENT DISCUSSION AND ANALYSIS

The Board of Directors is pleased to present the business analysis and outlook of Kotia Enterprises Limited based on the current government policies and market conditions. The company is into contacts services as well as trading in Fabrics.

GLOBAL ECONOMIC BACKDROP:

Global economic activity is picking up with a long awaited cyclical recovery in investment, manufacturing, and trade. World growth is expected to rise from 3.1 percent in 2016 to 3.5 percent in 2017 and 3.6 percent in 2018. Stronger activity and expectations of more robust global demand, coupled with agreed restrictions on oil supply, have helped commodity prices recover from their troughs in early 2016. Higher commodity prices have provided some relief to commodity exporters and helped lift global headline inflation and reduce deflationary pressures. Financial markets are buoyant and expect continued policy support in China and fiscal expansion and deregulation in the United States. If confidence and market sentiment remain strong, short-term growth could indeed surprise on the upside. Structural problem such as low productivity growth and high income inequality are likely to persist. Inward-looking policies threaten global economic integration and the cooperative global economic order, which have served the world economy, especially emerging market and developing economies well.

A faster-than-expected pace of interest rate hikes in the United States could tighten financial conditions elsewhere, with potential further U.S. dollar appreciation straining emerging market economies with exchange rate pegs to the dollar or with material balance sheet mismatches. More generally, a reversal in market sentiment and confidence could tighten financial conditions and exacerbate existing vulnerabilities in a number of emerging market economies, including China—which faces the daunting challenge of reducing its reliance on credit growth. A dilution of financial regulation may lead to stronger near-term growth but may imperil global financial stability and raise the risk of costly financial crises down the road. In addition, the threat of deepening geopolitical tensions persists, especially in the Middle East and North Africa. Against this backdrop, economic policies have an important role to play in staving off downside risks and securing the recovery, as stressed in previous WEOs. Credible strategies are needed in many countries to place public debt on a sustainable path. Adjusting to lower commodity revenues and addressing financial vulnerabilities remain key challenges for many emerging market and developing economies. The world also needs a renewed multilateral effort to tackle a number of common challenges in an integrated global economy.

China's Growth remains high but is gradually moderating as the population ages and the economy rebalances from investment to consumption, from external to internal demand and from manufacturing to services. Orderly rebalancing requires addressing corporate overleveraging, overcapacity in real estate and heavy industries, and debt-financed over-investment in asset markets. Corporate governance is being strengthened, including for state-

owned enterprises, through enhanced external monitoring and internal control, though on-the-ground progress needs to accelerate.

Internal Control Systems and their Adequacy:

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

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

Enterprise Risk Management (ERM):

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

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

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

Material development in human resources:

People remain the most valuable asset of your Company. Your Company is professionally managed with senior management personnel having rich experience and long tenure with the Company. Your Company follows a policy of building strong teams of talented professionals. Your Company encourages, appreciates and facilitates long term careers. Your Company continues to build on its capabilities in getting the right talent to support different products and geographies and is taking effective steps to retain the talent. The Company continues to focus on training programs for skill development, compliance and improved customer experience.

FINANCIAL REVIEW:

The Company's overall financial performance for the year 2016-17 has improved significantly. The total revenues from operations in 2016 -17 stood at Rs. 28,10,35,944 Crores as compared to Rs. 20,65,12,978 Crores in 2015-16. The Company had a profit before tax of Rs. 42,33,504 Lacs in 2016-17 as compared to a Loss before tax of Rs. 12,33,217 Lacs for 2015-16. The profit after tax for 2016-17 was at Rs. 29,02,232 Lacs as against a Loss after tax of Rs. 8,52,153 Lacs for 2015-16. The Company's EBIDTA before exceptional item for 2016-17 was Rs. 42,33,504 Lacs as against Rs. 12,10,522 Lacs for 2015-16. During the year the Company's other income stood at Rs. 47,37,286 Lacs as against Rs 48,92,468 Lacs in the previous year.

OPPORTUNITIES AND THREATS:

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

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

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

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

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

CAUTIONARY STATEMENT:

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

Annexure 'E' To the Directors Report

MGT-9

Extract of Annual Return

As on the financial year ended on 31.03.2017(Pursuant to sec 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014)

I. CORPORATE INFORMATION:

i)	CIN:-	L74110DL1980PLC010678
ii)	Registration Date:	19.07.1980
iii)	Name of the Company	KOTIA ENTERPRISES LIMITED
iv)	Category / Sub-Category of the Company	COMPANY LIMITED BY SHARES
v)	Address of the Registered office and contact details	Flat no. 116, Surya Kiran Building, 19 KG Marg, New Delhi-110001
vi)	Whether listed company	YES
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	SKY LINE FINANCIAL SERVICES PRIVATE LIMITED D-153, 1ST FLOOR OKHLA INDUSTRIAL AREA, PHASE-I, NEW DELHI - 110 020. TEL: 02681268

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sr. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1.	Trading of Cotton fabrics	6899	60.38
2.	Construction and civil work	51593	39.62

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

IV. SHARE HOLDING PATTERN

(Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

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

	Sub-total (B)(1):-	-	-	-	-	-	-	-	-	-
2	Non-Institutions									
	a) Bodies Corp.									
	i) Indian	-	-	-	-	3225023	-	3225023	45.94	45.94
	ii) Overseas									
	b) Individuals									
	i) Individual shareholders holding nominal share capital upto 2 lakh	2456700	477600	2934300	41.80	1042858	443300	1486158	21.17	-20.63
	ii) Individual shareholders holding nominal share capital in excess of 2 lakh	-	3750000	3750000	53.41	1531522	-	1531522	21.81	-31.6
	c) Others	-	-	-	-	-	-	-	-	-
	i) Clearing	-	-	-	-	71842	-	71842	1.02	1.02
	ii) Non Resident Indians	-	-	-	-	-	-	-	-	-
	iii) Overseas	-	-	-	-	-	-	-	-	-
	iv) Trusts	-	-	-	-	-	-	-	-	-
	v) HUF	-	-	-	-	357455	12300	369755	5.27	5.27
	Sub-total (B)(2) :	2456700	4227600	6684300	95.21	6228700	443300	6684300	88.92	-
	Total Public Shareholding (B)=(B)(1)+	2456700	4227600	6684300	95.21	6228700	443300	6684300	88.92	-
	TOTAL (A)+(B)	2792900	4227600	7020500	100	6564900	443300	7020500	100	-
C	Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
	Grand Total (A+B+C)	2792900	4227600	7020500	100	6564900	443300	7020500	100	-

ii) Shareholding of Promoters:

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

TOTAL	336200	4.79	-	336200	4.79	-	NIL
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iii) Change in Promoters' Shareholding (please specify, if there is no change):

No Change in Promoters' Shareholding during the financial year 2016-17.

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

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

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	MR. ANKIT AGARWAL				
	At the beginning of the year	336200	4.79%	-	-
	At the end of the year (or on the date of separation, if separated during the year)			336200	4.79%
2	MR. MUMTAZBANU MOHMEDUMAR GENERAL				
	At the beginning of the year	450000	6.41%	-	-
	At the end of the year (or on the date of separation, if separated during the year)			450000	6.41%
3	MR. MOHMEDUMAR MOHMEDAMIN GENERAL				
	At the beginning of the year	450000	6.41%	-	-
	At the end of the year (or on the date of separation, if separated during the year)			450000	6.41%
4	AVS ALLOY INDIA PRIVATE LIMITED				
	At the beginning of the year	-	-		
	At the end of the year (or on the date of separation, if separated during the year)			499000	7.11%
5	PANCHSHEEL PORTFOLIO CONSULTANTS PRIVATE LIMITED				
	At the beginning of the year	-	-		
	At the end of the year (or on the date of separation, if separated during the year)			210600	2.99%
6	R K STOCKHOLDING PVT. LTD				
	At the beginning of the year	-	-		

	At the end of the year (or on the date of separation, if separated during the year)			219796	3.13%
7	OSTRICH INFRA REALITY PRIVATE LIMITED				
	At the beginning of the year	-	-		
	At the end of the year (or on the date of separation, if separated during the year)			491300	6.99%
8	JUBILATION HOTEL MANAGEMENT PRIVATE LIMITED				
	At the beginning of the year	0	0	-	-
	At the end of the year (or on the date of separation, if separated during the year)			595900	8.48%
9	EAVES TRADE SERVICES PRIVATE LIMITED				
	At the beginning of the year			-	-
	At the end of the year (or on the date of separation, if separated during the year)			267050	3.80%
10	LYDIA BUILDCON PRIVATE LIMITED				
	At the beginning of the year			-	-
	At the end of the year (or on the date of separation, if separated during the year)			654400	9.32%

v) Shareholding of Directors and Key Managerial Personnel:

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

V. INDEBTEDNESS

Rs in lacs

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total(i+ii+iii)				
Change in Indebtedness during the financial year				
Addition				
Reduction				

Net Change				
Indebtedness at the end of the financial year				
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)				

VI. Remuneration of Directors and Key Managerial Personnel

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

Sl. No.	Particulars of Remuneration	Managing Director
		Ankit Agarwal
1.	Gross salary	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1,50,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-
2.	Stock Option	-
3.	Sweat Equity	-
4.	Commission - as % of profit - others, specify...	-
5.	Others, please specify (Retirement Benefits)	-
6.	Total(A)	1,50,000

*The above Salary is for part of the year.

B. Remuneration to other Directors:

Rs. in Lacs

Sr. No	Particulars of Remuneration	Name of Directors		Total Amount (Rs)
1	Independent Directors	Khushboo Agarwal	Anil Gupta	
	Fee for attending board committee meetings	22,500	Nil	22,500
	Commission	Nil	Nil	Nil
	Others, please specify	Nil	Nil	Nil
	Total (1)	22,500	Nil	22,500
2.	Other Non-Executive Directors	-	-	-

Fee for attending board committee meetings	-	-	-
Commission	-	-	-
Others, please specify	-	-	-
Total (2)	-	-	-
Total (B)=(1+2)	-	-	-
Total Managerial Remuneration	22,500	Nil	22,500
Overall Ceiling as per the Act	5% of the Net profit of the Company		

C. Remuneration to Key Managerial Personnel Other than MD /Manager /WTD

Rs. In Lacs

Sl. no.	Particulars of Remuneration	Key Managerial Personnel	
		Company Secretary	Total
		Shweta Arora/Prerna Bajaj	1,37,898
1.	Gross salary (a)Salary as per provisions contained in section17(1)of the Income-tax Act,1961		
	(b)Value of perquisites u/s17(2)Income- tax Act,1961		
	(c)Profits in lieu of salary under section 17(3)Income-tax Act,1961		
2.	Stock Option		
3.	Sweat Equity		
4.	Commission - as% of profit - others, specify...		
5.	Others, please specify(Retirement Benefits)		
6.	Total		1,37,898

VII. Penalties/Punishment/Compounding Of Offences:

Type	Section of the companies Act	Brief description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority[RD /NCLT/Court]	Appeal made. If any(give details)
A. Company					
Penalty					
Punishment					
Compounding					
B. Directors					
Penalty					
Punishment					
Compounding					
C. Other Officers in Default					
Penalty					
Punishment					
Compounding					

Annexure 'F' to the Directors' Report

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2017

[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

Flat No. 116, Surya Kiran Building,
19 K.G. Marg, 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 (Formerly Known as "**International Pumps and Projects 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, 2017 ("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, 2017 according to the provisions of –

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

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

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

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

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

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

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

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

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

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

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

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

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

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

- The company has not complied with the requirements of section 203 of the Act with regard to appointment of Managing Director, or Chief Executive Officer or manager and in their absence, a whole-time director and Chief Financial Officer (CFO) in respect of the period under review;

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 –

There were no instances of:

- (i) Public/Right/Preferential issue of shares / debentures/sweat equity, etc.
- (ii) Redemption / buy-back of securities
- (iii) Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013
- (iv) Merger / amalgamation / reconstruction, etc.
- (v) Foreign technical collaborations

For **Kumar A & Associates**
Company Secretaries

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

Date: August 30, 2017

Place: Delhi

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

Annexure A to the Secretarial Audit Report

The Members,

Kotia Enterprises Limited
Flat No. 116, Surya Kiran Building,
19 K.G. Marg, New Delhi-110001

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

For Kumar A & Associates
Company Secretaries

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

Date: August 30, 2017
Place: Delhi

ANNEXURE 'G' 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, 2017.

2. Details of material contracts or arrangements or transactions at arm's length basis:

Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Durations of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Amount	Amount paid as advance, if any
(a)	(b)	(c)	(d)	(e)	(f)
Iesus Marketing(P) Ltd.	Purchase of Cotton Fabrics	-	-	1,01,38,250	-
SBK Trade & Infrastructure (P) Ltd.	Sale of Cotton Fabrics	-	-	49,75,410	-

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

For and on behalf of the Board

Sd/-

Sd/-

Place: New Delhi
Date: 04.09.2017

Ankit Agarwal
Managing Director

Khushboo Agarwal
Director

INDEPENDENT AUDITOR'S REPORT

To
The Shareholders of
KOTIA ENTERPRISES LIMITED
(FORMERLY KNOWN AS INTERNATIONAL PUMPS AND PROJECTS LIMITED)

Report on Financial Statements

We have audited the accompanying financial statements **KOTIA ENTERPRISES LIMITED (FORMERLY KNOWN AS INTERNATIONAL PUMPS AND PROJECTS LIMITED)**, which comprise the Balance Sheet as at 31st March, 2017, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance 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, read with Rule 7 of the Companies (Accounts) Rules, 2014. 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 statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. 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. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Company has in place the adequate internal financial control system over financial reporting and the operating effectiveness of such controls.

An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with accounting principles generally accepted in India:

- i. In case of the Balance Sheet, of the **state of affairs** of the company as at 31st March 2017;
- ii. In case of Statement of Profit and Loss, of the **Profit** for the year ended on that date; and
- iii. In case of Cash Flow Statement, of the **cash flows** for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order 2016 (the Order), as amended, issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the **Annexure- A**, a statement on the matters specified in paragraphs 3 and 4 of the said Order.
2. As required by Section 143(3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c. The Balance Sheet, the Statement of Profit and Loss, 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, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f. The observation of financial transactions does not reveal any matter which has any adverse effect on the functioning of the Company.
 - g. With respect to adequacy of internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in **Annexure- B**.

- h. 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 in its financial statements;
 - ii) The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses. However, company does not enter into any long-term contracts including derivative during the specified period;
 - iii) The Company is not required to transfer any amount to the Investor Education and Protection Fund.
 - iv) The company had provided requisite disclosures in its financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016 and these are in accordance with the books of accounts maintained by the company.

Signed for the purpose of identification

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

O P Pareek
Partner
Membership No. 014238

New Delhi, the 27th day of May 2017

ANNEXURE- A TO THE AUDITOR'S REPORT

The Annexure referred to in Paragraph 1 under the heading of "Report on other Legal and Regulatory Requirements" of our report of even date to the members of **KOTIA ENTERPRISES LIMITED (FORMERLY KNOWN AS INTERNATIONAL PUMPS AND PROJECTS LIMITED)**(the Company) for the year ended on 31st March 2017.

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

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

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

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

- (x) According to information and explanations given to us, there is no noticed or unreported fraud on or by the Company during the year under audit;
- (xi) According to information and explanations given to us, the Company has paid managerial remuneration in accordance with applicable provisions of the Companies Act, 2013;
- (xii) As per information, the Company is not a Nidhi Company, hence provisions of sub- clause (xii) of the Paragraph 3 of the Order are not applicable;
- (xiii) According to information and explanations given to us, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 wherever applicable and the details have been disclosed in the financial statements etc., as required by the applicable accounting standards;
- (xiv) According to information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review;
- (xv) According to information and explanations given to us, the Company has not entered into non- cash transactions with directors or persons connected with him;
- (xvi) According to information and explanations given to us, the Company is not a Non- Banking Financial Company and does not required to be registered under Section 45-1A of the Reserve Bank of India Act, 1934.

Signed for the purpose of identification

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

O P Pareek
Partner
Membership No. 014238

New Delhi, the 27th day of May 2017

ANNEXURE- B TO THE AUDITOR'S REPORT

Report on the Internal Financial Controls under Clause (i) of Sub- section (3) of Section 143 of the Companies Act, 2013

We have audited the internal financial controls over financial reporting of **KOTIA ENTERPRISES LIMITED (FORMERLY KNOWN AS INTERNATIONAL PUMPS AND PROJECTS LIMITED)**(the Company) as on 31st March 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for the Internal Financial Controls

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

Auditor's Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and the receipt and expenditures of the Company are being only in accordance with 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 could not be detected. Also, projections of any evaluation of the internal financial control over financial reporting to future periods are subject to the risk that the internal financial controls over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material aspects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2017, based on "the internal financial controls over financial reporting criteria considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India".

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

O P Pareek
Partner
Membership No. 014238

New Delhi, the 27th day of May 2017

BALANCE SHEET AS AT 31ST MARCH, 2017

Particulars	Notes	31 st March, 2017 (Rupees)	31 st March, 2016 (Rupees)
<u>EQUITY & LIABILITIES</u>			
Shareholder's Fund			
Share Capital	2	7,02,05,000	7,02,05,000
Reserves & Surplus	3	(64,55,407)	(93,57,639)
Current Liabilities			
Trade Payables	4	7,15,47,703	1,26,78,796
Total		<u>13,52,97,296</u>	<u>7,35,26,157</u>
<u>ASSETS</u>			
Non Current Asset			
Fixed Assets:-			
Tangible Assets	5	5,65,231	88,048
Deffered Tax Assets	6	4,04,822	5,58,794
Non – Current Investments	7	7,65,330	-
Long term loans and advances	8	2,32,23,953	2,15,78,101
Current Assets			
Trade Receivables	9	6,54,76,520	1,06,16,345
Cash and Cash Equivalents	10	4,21,33,060	4,04,07,904
Short term loans & advances	11	12,64,473	2,76,965
Other Current Assets	12	14,63,907	-
Total		<u>13,52,97,296</u>	<u>7,35,26,157</u>
Summary of Significant accounting policies	1		

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

As per our report of even date

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

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

Gaurav Joshi
Partner
Membership No. 516027

Khushboo Agarwal
Director
DIN: 06792261

Ankit Agarwal
Managing Director
DIN: 05254327

New Delhi, the 27th day of May 2017

STATEMENT OF PROFIT & LOSS FOR THE PERIOD ENDED 31ST MARCH, 2017

Particulars	Notes	31 st March, 2017 (Rupees)	31 st March, 2016 (Rupees)
INCOME			
Revenue from operations	13	27,62,98,658	20,16,20,510
Other Income	14	47,37,286	48,92,468
Total Revenue (I)		28,10,35,944	20,65,12,978
EXPENSES			
Purchase of Stock - in Trade	15	17,01,87,670	20,37,13,896
Operating Expenses	16	10,49,92,903	-
Employee benefit expenses	17	7,93,856	5,48,975
Other administrative expenses	18	7,95,194	34,44,557
Depreciation	5	32,817	16,072
Total Expenses (II)		27,68,02,440	20,77,23,500
Profit/(loss) before exceptional and extraordinary items and tax (I – II)		42,33,504	(12,10,522)
Exceptional & Extraordinary Items	19	-	22,695
Profit before taxes		42,33,504	12,33,217
<u>Tax expenses: -</u>			
Current Tax		(11,77,300)	(1,79,705)
Deferred Tax		(1,53,972)	5,60,769
Profit/(loss) for the year		29,02,232	(8,52,153)
Earning per share (EPS)			
(Nominal value per share Rs. 10/-)			
Basic		0.41	(0.12)
Diluted		0.41	(0.12)

Summary of significant accounting polices 1

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

As per our report of even date

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

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

Gaurav Joshi
Partner
Membership No. 516027

Khushboo Agarwal
Director
DIN: 06792261

Ankit Agarwal
Managing Director
DIN: 05254327

New Delhi, the 27th day of May 2017

Notes to the Financial Statements

2. Share Capital

	As At 31 st March, 2017 (Rupees)	As at 31 st March, 2016 (Rupees)
Authorised Shares 80,00,000 (31 st March, 2016: 80,00,000) Equity Shares of Rs 10 Each	8,00,00,000	8,00,00,000
Issued, subscribed and fully paid – up shares 70,20,500 (31 st March 2016: 70,20,500) Equity Shares of Rs. 10 Each fully paid up	7,02,05,000	7,02,05,000
Total Issued, subscribed and fully paid – up Share capital	7,02,05,000	7,02,05,000

a. Reconciliation of Shares outstanding at the beginning and at the end of reporting period

	As at 31 st March, 2017		As at 31 st March, 2016	
	No.	(Rupees)	No.	(Rupees)
Share Capital at the beginning of the period	70,20,500	7,02,05,000	70,20,500	7,02,05,000
Issue during the period: -				
Outstanding at the end of the period	70,20,500	7,02,05,000	70,20,500	7,02,05,000

b. Terms and rights attached to equity shares

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

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

c. Details of shareholders holding more than 5% shares in the company

	As at 31 st March, 2017		As at 31 st March, 2016	
	No.	% of holding	No.	% of holding
Mumtaz Banu Mohmed Umar	4,50,000	6.41%	4,50,000	6.41%
Mohmed Umar Mohmedamin	4,50,000	6.41%	4,50,000	6.41%

3. Reserves and Surplus

	As at 31 st March, 2017 (Rupees)	As at 31 st March, 2016 (Rupees)
<u>Share Premium</u>		
Balance as per the last financial statement	1,69,56,835	1,69,56,835
Add/Less:	-	-
Addition/Utilisations during year		

		1,69,56,835	1,69,56,835
<u>General Reserve</u>			
Balance as per the last financial statement	40,62,212	40,62,212	
Add/Less: Utilised/transfer during the period	-	-	
		40,62,212	40,62,212
<u>Surplus/(deficit) in statement of profit & loss</u>			
Balance as per last financial statements	(3,03,76,689)	(2,95,24,536)	
Add: Profit/(loss) for the year	29,02,232	(8,52,153)	
Net(deficit) in statement of profit and loss	(2,74,74,457)	(3,03,76,689)	
		<u>(64,55,407)</u>	<u>(93,57,639)</u>
4. Trade Payables		As at 31 st March, 2017 (Rupees)	As at 31 st March, 2016 (Rupees)
Trade Payable		6,85,42,477	1,26,55,896
Audit Fees Payable		23,000	22,900
TDS Payable		20,78,919	-
Service Tax Payable		8,38,267	-
Expenses Payable		65,040	-
		<u>7,15,47,703</u>	<u>1,26,78,796</u>
5. Tangible Fixed Assets		As at 31 st March, 2017 (Rupees)	As at 31 st March, 2016 (Rupees)
(As per annexure attached)		5,65,231	88,048
		5,65,231	88,048
6. Deferred tax assets		As at 31 st March, 2017 (Rupees)	As at 31 st March, 2016 (Rupees)
Deferred tax assets (Net)			
Shown as tax effect on timing difference between Taxable Income and accounting income account of: -			
Written Down Value of Fixed Assets under Companies Act, 2013 and under Income Tax Act, 1961		19,744	7,294
Expenses Allowable U/s 35D		4,24,566	5,66,088
Deferred Tax Assets(net)		4,04,822	5,58,794
7. Non Current Investments		As at 31 st March, 2017	As at 31 st March, 2016

	(Rupees)	(Rupees)
Investments in Equity Shares (Unquoted)		
60,000 (31 st March, 2016: Nil Equity Shares of Rs. 10 Each in Iseous Marketing Private Limited)	6,00,000	-
7,000 (31 st March 2016: Nil Equity Shares of Rs. 10 each in Professional Outsourcing Private Limited)	14,000	-
15,000 (31 st March 2016: Nil Equity Shares of Rs. 10 each in Puru Infrastructure Private Limited)	30,000	-
8,000 (31 st March 2016: Nil Equity Shares of Rs. 10 each in Puru Steels Private Limited)	16,000	-
48,000 (31 st March 2016: Nil Equity Shares of Rs. 10 each in Saryu Securities Private Limited)	72,000	-
3,333 (31 st March 2016: Nil Equity Shares of Rs. 10 each in SBK Trade and Infrastructure Private Limited)	33,330	-
	7,65,330	-
8. Long Term Loans and Advances	As at	As at
	31 st March, 2017	31 st March, 2016
	(Rupees)	(Rupees)
<u>Unsecured, considered good</u>		
Advances recoverable in cash or kind or for which value to be received	2,31,74,593	2,14,58,741
Deposits with Corporate and others	49,360	1,19,360
	<u>2,32,23,953</u>	<u>2,15,78,101</u>
9. Trade Receivables	As at	As at
	31 st March, 2017	31 st March, 2016
	(Rupees)	(Rupees)
Unsecured, Considered Good		
Outstanding for a period more than 6 Months (from the date they were due for payment)	-	-
Other Receivables	6,54,76,520	1,06,16,345
	<u>6,54,76,520</u>	<u>1,06,16,345</u>
10. Cash and Cash Equivalents	As at	As at
	31 st March, 2017	31 st March, 2016
	(Rupees)	(Rupees)
Cash in Hand (as certified)	1,60,308	4,06,404
11. Short Term loans and advances	As at	As at
	31 st March, 2017	31 st March, 2016
	(Rupees)	(Rupees)
Advance Income tax (net of provisions)	12,64,473	2,76,965
	<u>12,64,473</u>	<u>2,76,965</u>
12. Other Current Assets	As at	As at
	31 st March, 2017	31 st March, 2016
	(Rupees)	(Rupees)

Receivables against sale of investments	5,25,000	-
Interest accrued on fixed deposits	9,38,907	-
	<u>14,63,907</u>	-
13. Revenue from operations	As at	As at
	31st March, 2017	31st March, 2016
	(Rupees)	(Rupees)
Sale of goods	16,96,96,081	20,16,20,510
Construction and civil works	10,66,02,577	-
	<u>27,62,98,658</u>	<u>20,16,20,510</u>
14. Other Income	As at	As at
	31st March, 2017	31st March, 2016
	(Rupees)	(Rupees)
Interest on fixed deposits	28,08,774	29,85,968
Interest on loans & advances	19,06,500	19,06,500
Interest on Income tax refund	22,012	-
	<u>47,37,286</u>	<u>48,92,468</u>
15. Purchase of Stock – in Trade	As at	As at
	31st March, 2017	31st March, 2016
	(Rupees)	(Rupees)
Purchase of goods	17,01,87,670	20,37,13,896
	<u>17,01,87,670</u>	<u>20,37,13,896</u>
16. Other operating expenses	As at	As at
	31st March, 2017	31st March, 2016
	(Rupees)	(Rupees)
Sub – contracting of civil work	10,49,92,903	-
	<u>10,49,92,903</u>	-
17. Employee benefit expenses	As at	As at
	31st March, 2017	31st March, 2016
	(Rupees)	(Rupees)
Salaries, wages and bonus	5,99,780	5,29,958
Director remuneration	1,72,500	-
Staff welfare	21,576	19,017
	<u>7,93,856</u>	<u>5,48,975</u>
18. Other administrative expenses	As at	As at
	31st March, 2017	31st March, 2016
	(Rupees)	(Rupees)
Listing Fess	2,57,625	25,69,990
Rent	1,98,000	2,64,000
Legal & Professional Charges	1,13,119	1,82,405
Advertisement & Publications	53,975	68,749
Filing Fees	44,040	25,800
Payment to Auditors	30,944	30,318

Repairs & Maintenance	22,519	14,794
Travelling Expenses	19,331	-
Telephone and Internet	17,656	9914
Conveyance Expenses	15,192	13,958
Miscellaneous Expenses	10,321	11,305
Website Expenses	8,000	6,571
Electricity & Water Charges	4,242	18,292
Bank Charges	230	931
Business Promotion	-	1,56,500
Interest on delay payments	-	58,104
Postage & Courier	-	5,105
Printing & Stationery	-	7,821
	<u>7,95,194</u>	<u>34,44,557</u>

19. Exceptional and Extraordinary items	As at	As at
	31 st March, 2017	31 st March, 2016
	(Rupees)	(Rupees)
Income tax adjustments for earlier years	-	22,695
	-	22,695

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CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2017

	As at 31 st March, 2017 (Rupees)	As at 31 st March, 2016 (Rupees)
CASH FLOW FROM OPERATING ACTIVITIES		
Net profit before tax and after extra – ordinary items (As per profit & loss account)	42,33,504	(12,33,217)
<u>Adjustments for items not included:</u>		
Depreciation	32,817	16,072
Interest Received	(47,37,286)	(48,92,568)
Operating Profit before working capital changes	(4,70,965)	(61,09,613)
<u>Working capital adjustments:</u>		
(Increase)/decrease in Trade receivables	(5,48,60,175)	17,71,103
(Increase)/decrease in Loan and Advances	(16,45,852)	(19,59,817)
(Increase)/decrease in other current assets	(14,63,907)	-
Increase/(decrease) in Trade Payables	5,88,68,907	1,26,40,872
Increase/(decrease) in Other Liabilities	-	(84,76,773)
Cash generated from operations	4,28,008	(21,34,228)
Direct Taxes Paid	(21,64,811)	(6,62,487)
Net cash flow from operating activities (A)	(17,36,803)	(27,96,715)
 CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	(5,10,000)	(69,574)
Purchase of non – current investments	(7,65,330)	-
Interest received	47,37,286	48,92,468
Net Cash Flow from investing activities (B)	34,61,956	48,22,894
 CASH FLOW FROM FINANCING ACTIVITIES		
Net Cash Flow from financing activities (C)	-	-
 Net Cash flow during the year (A+B+C)	 17,25,153	 20,26,179
Add: Opening cash and cash equivalents	40,40,790	3,83,81,725
Closing cash and cash equivalents	4,21,33,057	4,04,07,904
 Components of cash and cash equivalents		
Cash in Hand	1,60,308	4,06,404
Balance with banks	4,19,72,752	4,00,01,500
Total cash and cash equivalents (Note 10)	4,21,33,057	4,04,07,904

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

As per our report of even date

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

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

Gaurav Joshi
Partner
Membership No. 516027

Khushboo Agarwal
Director
DIN: 06792261

Ankit Agarwal
Managing Director
DIN: 05254327

New Delhi, the 27th day of May 2017

1. Significant Accounting Policies

A. Basis of preparation of financial statements

These financial statements have been prepared to comply with the Generally Accepted Accounting Principles (Indian GAAP), including Accounting Standards notified under the relevant provisions of the Companies Act, 2013.

The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies not specifically referred, are consistently applied from the past accounting periods.

B. Use of estimates

The preparation of financial statements in conformity with Indian GAAP requires judgments, estimates and assumptions to be made that affect the reported amount of assets and liabilities, disclosure of contingent liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognised in the period in which the results are known/materialised.

C. Fixed assets

Fixed Assets are stated at cost net of recoverable taxes, trade discounts and rebates and include amounts added on revaluation, less accumulated depreciation and impairment loss, if any. The cost of Fixed Assets comprises its purchase price, borrowing cost and any cost directly attributable to bringing the asset to its working condition for its intended use, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the assets.

Subsequent expenditures related to an item of Fixed Asset are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance.

Projects under which assets are not ready for their intended use are disclosed under Capital Work-in-Progress.

D. Depreciation

Depreciation on Fixed Assets is provided to the extent of depreciable amount on the Straight Line Method (SLM). Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013. However, no Depreciation is being charged on asset depreciated upto 95% of its historical cost.

E. Revenue recognition

Having regard to the size, nature and level of operation of the business, the company is applying accrual basis of accounting for recognition of income earned and expenses incurred in the normal course of business.

F. Borrowing Costs

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalized as part of the cost of that asset. Borrowing costs are capitalized as part of the cost of a qualifying asset when it is probable that they will result in future economic benefits to the enterprise and the costs can be measured reliably. Other borrowing costs are recognized as an expense in the period in which they are incurred.

G. Income Taxes

Tax expense comprises of current tax and deferred tax. Current tax is measured at the amount expected to be paid to the tax authorities, using the applicable tax rates. Deferred income tax reflect the current period timing differences between taxable income and accounting income for the period and reversal of timing differences of earlier years/period.

H. Earnings Per Share

Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post-tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share is computed by dividing the profit / (loss) after tax (including the post-tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.

20. There is no Micro, Small and Medium Enterprises as defined under Micro, Small & Medium Enterprises Development Act, 2006 to which Company owes dues which are outstanding for a period more than 45 days as on Balance Sheet Date.

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

21. Disclosure of Specified Bank Notes

	Specified Bank Notes	Other Denomination Notes	Total
Closing Cash in Hand as on 08/11/2016	3,00,000	1,30,334	4,30,334
Add: Permitted Receipts	Nil	24,000	24,000
Less: Permitted Payments	Nil	26,739	27,619
Less: Amount Deposited in Banks	3,00,000	Nil	3,00,000

Closing Cash in Hand as on 30/12/2016	Nil	1,27,595	1,27,595
----------------------------------------------	-----	-----------------	-----------------

22. **Segment Information:**

(a) The Company has identified two reportable segments viz., trading of goods and construction & civil works after taking into account the nature of product and services and the differing risk and returns on such products and services. The accounting policies adopted for segment reporting are in line with the accounting policy of the company with following additional policies for segment reporting: -

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

(b) Primary Segment information: -

Particulars	31/03/2017 (Rs.)	31/03/2016 (Rs.)
(i) Segment Revenue: -		
Trading of Cotton Fabrics	16,96,96,081	20,16,20,510
Construction & civil works	10,66,02,577	Nil
Un-allocable	47,37,286	48,92,468
Total Revenue	28,10,35,944	20,65,12,978

(ii) Segment Results: - (Profit before interest and taxes)		
Trading of Cotton Fabrics	(4,91,589)	(20,93,386)
Construction & civil works	16,09,674	Nil
Un-allocable	31,15,419	8,82,864
Less: Interest	Nil	Nil
Less: other Un-allocable expenditure (net)	Nil	Nil
Less: other Un-allocable income (net)	Nil	Nil
Total Profit Before Taxes	42,33,504	(12,10,522)
(iii) Capital Employed: - (Segment Assets – Segment Liabilities)		
Trading of Cotton Fabrics	29,75,701	(20,39,551)
Construction & civil works	(60,41,658)	Nil
Un-allocable	6,68,15,550	6,28,86,912
Total	6,37,49,593	6,08,47,361

23. In the opinion of the management, the current assets, loans and advances have a realisable value in the ordinary course of business is not less than the amount at which they are stated in the Balance Sheet.

24. Transaction entered with the related party covered by the Accounting Standard (AS) – 18 on 'Related Party Disclosure' during the period covered by these financial statements.

(a) Related Parties Covered: -

(i)	Key Management Personnel	Mr.Ankit Agarwal- Managing Director; Ms.Payal Saxena- Company Secretary
(ii)	Relatives of Key Management Personnel	None
(iii)	Enterprises owned or significantly influenced by the Key Management Personnel or their Relatives	Iesus Marketing (P) Ltd. SBK Trade & Infrastructure (P) Ltd.

(b) Transaction with Related Parties: -

Transactions With	Nature of Transaction	31/03/2017 (Rs.)	31/03/2016 (Rs.)
AnkitAgarwal	Remuneration	1,50,000	Nil
Iesus Marketing(P) Ltd.	Purchase of Cotton Fabrics	1,01,38,250	Nil
SBK Trade & Infrastructure (P) Ltd.	Sale of Cotton Fabrics	49,75,410	Nil

25. Balance shown under head Sundry Debtors, Creditors and Advances are subject to confirmation.
26. Break- up of Payments made to Statutory Auditors (including Service Tax) is disclosed as under: -

Particulars	31/03/ 2017 (Rs.)	31/03/ 2016 (Rs.)
In respect of Audit fees	23,000	22,900
In respect of Certification	7,944	7,418
TOTAL	30,944	30,318

27. Break- up of Payments made to Directors is disclosed as under: -

Transactions With	Nature of Transaction	31/03/2017 (Rs.)	31/03/2016 (Rs.)
KhushbooAgarwal	Sitting Fee	22,500	Nil
AnkitAggarwal	Remuneration	1,50,000	Nil

28. **Particulars** **31/03/2017** **31/03/2016**
- (Rs.)** **(Rs.)**
- Contingent Liability provided for Nil Nil

29. Previous Year's Figures have been re- arranged or re- grouped wherever considered necessary.
30. Figures have been rounded off to the nearest rupees.
31. Figures in brackets indicate negative (-) figures unless specified otherwise.

Signed for the purpose of Identification

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

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

O P Pareek
Partner
Membership No. 014238

Ankit Agarwal
Managing Director
DIN: 05254327

Khushboo Agarwal
Director
DIN:06792261

New Delhi, the 27th day of May 2017

KOTIA ENTERPRISES LIMITED
(Formerly Known as International Pump and Projects Limited)

CIN: L74110DL1980PLC010678

Regd. Off: Flat No. 116, Surya Kiran Building, 19 K.G. Marg
New Delhi-110001, Tel:- 91-11 -65651802

Email: internationalpump@gmail.com, Website: www.kotiaenterprises.com

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):

Registered Address:

Email Id: Folio No. / Client ID:.....

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

1. Name: Address.....

Email ID:

Signature.....

Or failing him/her

2. Name: Address.....

Email ID:

Signature.....

Or failing him/her

3. Name: Address.....

Email ID:

Signature.....

as my/our proxy to attend and vote (on a ballot/poll) for me/us and on my/our behalf at the 37th Annual General Meeting of the Company, to be held on Friday, September 29, 2017 at 11:30 A.M. at Flat No. 116, Surya Kiran Building, 19 KG Marg, New Delhi-110001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Resolution	Vote (Optional see Note 2)		
Ordinary Business				
1.	To receive, consider and adopt the: Audited Financial Statements, Reports of Board of directors and Auditors thereon for the financial year ended March 31, 2017;	For	Against	Abstain
2.	To appoint a Director in place of Mr. Ankit Agarwal (DIN - 05254327)), who retires by rotation and being eligible, offers himself for re-appointment			
3.	To re - appoint Statutory Auditors of the Company and to fix their remuneration			
Special Business				
4.	Alteration in Articles of Association of Company			

Signed this Day of 2017

.....

Signature of proxy Holders(s)

.....

Signature of Shareholder/Member

<p>Affix revenue stamp of not less than Rs. 1.00</p>

Notes:

1. This form duly filled up, stamped and signed by the appointer or his attorney duly authorized in writing or if the appointer is a Body Corporate, under the seal or signed by an attorney duly authorized by it shall be deposited at the Registered Office of the Company along with the power of Attorney, if any under which the Proxy Form is signed, not less than 48 hours before the time for holding the meeting.
2. 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.