

# **Kotia Enterprises Limited**

## **Annual Report**

**Financial Year- 2020-21**

**KOTIA ENTERPRISES LIMITED**

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**Board of Directors**

Mr. Ankit Agarwal : Managing Director  
Mr. Anil Gupta : Chairperson Cum (Independent Director)  
Ms. Khushboo Agarwal : Independent Director  
Mr. Manoj Kumar Bansal : Non-Executive Director  
Mr. Paaven Bansal : Non-Executive Director

**Auditors**

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

**Secretarial Auditor**

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

**Internal Auditor**

M/s APSA & Co.  
D-11/48 First Floor Sector - 7  
Rohini, Delhi – 110085

**Bankers**

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

**Registrar & Share Transfer Agent**

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

**Registered & Corporate Office**

905, New Delhi House, 27  
Barakhamba Road, New Delhi - 110001  
Ph. No.011 – 40045955  
Email ID: [compliance@kotiaenterprises.com](mailto:compliance@kotiaenterprises.com)  
Website: [www.kotiaenterprises.com](http://www.kotiaenterprises.com)

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***NOTICE***

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

**ORDINARY BUSINESS:**

**Item No. 1**

To receive, consider and adopt the Financial Statements of the Company for the year ended 31<sup>st</sup> March 2021 including Audited Balance Sheet for the year ended 31<sup>st</sup> March 2021 and the Statement of Profit and Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.

**Item No. 2**

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

**Item No. 3**

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

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

**SPECIAL BUSINESS:**

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

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

“RESOLVED THAT pursuant to the provisions of Section 2(54), 152, 196, 203, Schedule V and other

applicable provisions of Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014 and pursuant to the provisions of the (Listing Obligations and Disclosure Requirement) Regulations 2015 (including any statutory modification or re-enactment thereof for the time being in force) and Articles of Association of the Company and subject to such approvals, permissions, and sanctions, as may be required, approval of the shareholders be and is hereby accorded to the appointment of Mr. Manoj Kumar Bansal (holding DIN 00272806) as the Managing Director of the Company without any remuneration to hold office for a period of 5 years from 25<sup>th</sup> August, 2021 to 24<sup>th</sup> August, 2026 on the terms and conditions mentioned in the Explanatory Statement annexed to this Notice.

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

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

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

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of section 152, of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and rules & regulations made there under, approval of the members of the Company be and is hereby accorded to the change in designation of Mr. Ankit Agarwal from Managing Director to Non-Executive Director (Non Independent) of the company, liable to retire by rotation of Directors, effective from 25th August, 2021 on such terms and conditions as per Letter of Appointment given to Mr. Ankit Agarwal by the Company.

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

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

**Sd/-  
Ayush jindal  
Company Secretary  
M. No. A600494**

**Date: 25/08/2021  
Place: New Delhi**

**NOTES:**

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

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

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

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

Company, investors should register their e-mail addresses with RTA if shares are held in physical mode or with the Depository Participant if the shares are held in electronic mode.

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

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-**

**The remote e-voting period begins on 19<sup>th</sup> September 2021 at 9:00 A.M. and ends on 21<sup>st</sup> September, 2021 at 5:00 P.M The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., 15<sup>th</sup> September 2021 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being., 15<sup>th</sup> September 2021**

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

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

**Step 1: Access to NSDL e-Voting system**





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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in	1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a



<p>demat mode with NSDL.</p>	<p>mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <ol style="list-style-type: none"> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div data-bbox="755 1323 1258 1627" style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p> <p>  <b>App Store</b>                  <b>Google Play</b> </p> <div style="display: flex; justify-content: space-around;">   </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or</li> </ol>

	<p><a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</p> <p>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e., <b>NSDL</b> where the e-Voting is in progress.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period</p>

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

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

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

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

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

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

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

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial

- password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

**General Guidelines for shareholders**

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

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

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

**ADDITIONAL INFORMATION WITH RESPECT TO ITEM NO. 2.****Item No 2**

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

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

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

**EXPLANATORY STATEMENT TO SPECIAL BUSINESS**

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**Item No. 3**

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

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

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

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

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

**Item No. 4**

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

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

1. Term and Termination:

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

2. Duties & Powers:

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

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

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

The Resolution above is placed before the shareholders for approval.

**Item No. 5**

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

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

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

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

**Sd/-  
Ayush jindal  
Company Secretary  
M. No. A600494**

**Date: 25/08/2021  
Place: New Delhi**



**KOTIA ENTERPRISES LIMITED**

CIN: L74110DL1980PLC010678

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

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

Email: [compliance@kotiaenterprises.com](mailto:compliance@kotiaenterprises.com) , Website: [www.kotiaenterprises.com](http://www.kotiaenterprises.com)

**Form No. MGT - 11**

**PROXY FORM**

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

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

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

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

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

as my/our proxy to attend and vote (on a ballot/poll) for me/us and on my/our behalf at the 41<sup>st</sup> Annual General Meeting of the Company, to be held on Wednesday, September 22, 2021 at 11:00 A.M. at 905, New Delhi House, 27, Barakhamba Road, New Delhi-110001 and at any adjournment thereof in respect of such resolutions as are indicated below:

<b>Resolution Number</b>	<b>Resolution</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>
1.	Adoption and Approval of Balance Sheet, Statement of Profit and Loss and the Reports of the Board of Directors and Auditors thereon for the financial period ended on March 31, 2021			

2. Re-appointment of Mr. Paaven Bansal, as Director liable to retire by rotation.
  
3. Appointment of M/s Ajay Rattan & Co., Chartered Accountants in place of Retiring Auditor.

**Special Business**

4. Appointment of Manoj Kumar Bansal as Managing Director of the Company.
  
5. Change in designation of Mr. Ankit Agarwal from Managing Director to non-independent non-executive director of the company

Signed this ..... Day of ..... 2021

Affix revenue stamp of not less than Rs. 1.00
---

\_\_\_\_\_  
Signature of 1<sup>st</sup> proxy Holders(s)    Signature of 2<sup>nd</sup> proxy Holders(s)    Signature of 3<sup>rd</sup> proxy Holders(s)

**Notes:**

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

**KOTIA ENTERPRISES LIMITED**

**CIN: L74110DL1980PLC010678**

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

**Email: [compliance@kotiaenterprises.com](mailto:compliance@kotiaenterprises.com), Website: [www.kotiaenterprises.com](http://www.kotiaenterprises.com)**

**ELECTRONIC VOTING PARTICULARS**

<b>Commencement of remote e-voting</b>	<b>From 9.00 a.m. (IST) on Sunday, September 19, 2021</b>
<b>End of remote e- voting</b>	<b>Up to 5.00 p.m. (IST) on Tuesday, September 21, 2021</b>

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

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

- **The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be disabled by NSDL upon expiry of aforesaid period.**
- **The cut-off date for the purpose of remote e-voting and voting at the Meeting is Wednesday, September 15, 2021.**
- **Please read the instructions given below carefully before exercising the vote through e-voting.**

.....TEAR HERE .....

**KOTIA ENTERPRISES LIMITED**

**CIN: L74110DL1980PLC010678**

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

**Email: [compliance@kotiaenterprises.com](mailto:compliance@kotiaenterprises.com), Website: [www.kotiaenterprises.com](http://www.kotiaenterprises.com)**

**ATTENDANCE SLIP**

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

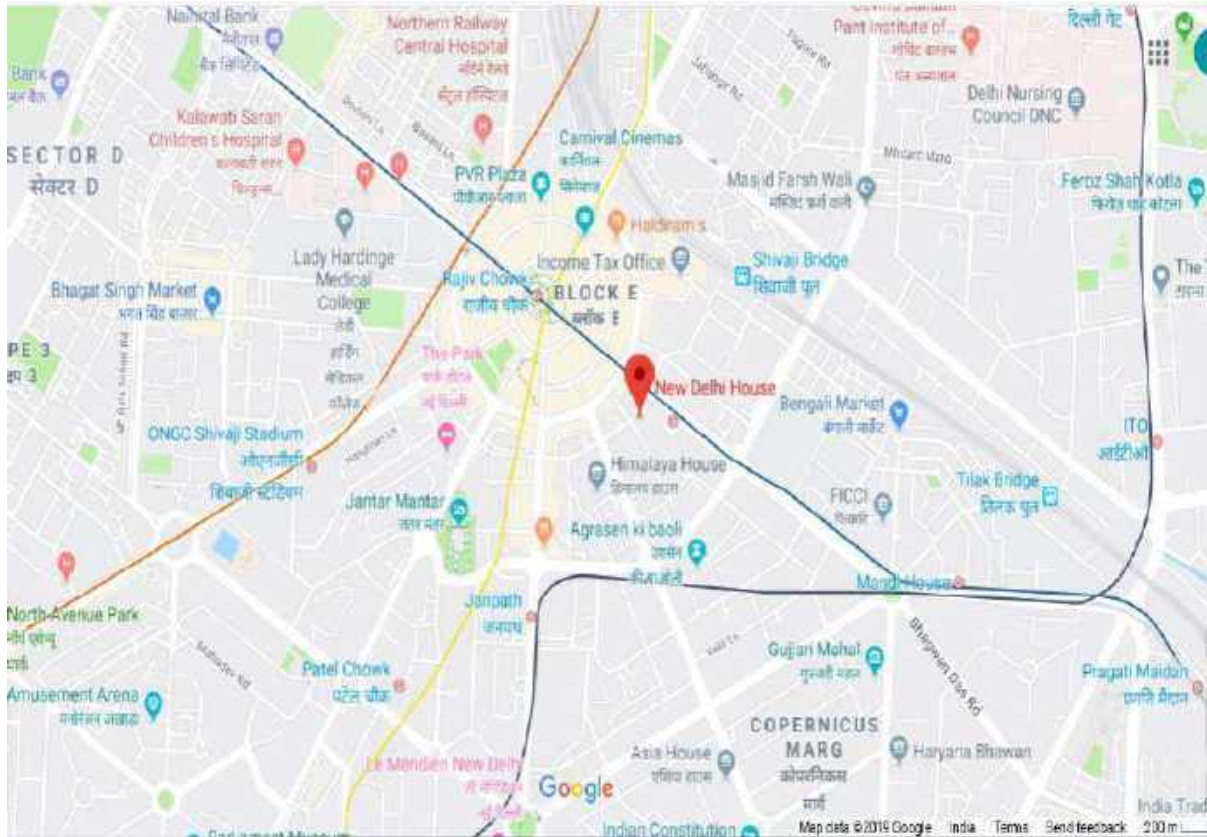
\_\_\_\_\_  
Name & Address of First/Sole Member :

\_\_\_\_\_  
No. of Shares held :

I/We hereby record my/our presence at the 41<sup>st</sup> Annual General Meeting (AGM) of the Company scheduled to be held on Wednesday, September 22, 2021 at 11:00 a.m. at its registered office at 905, New Delhi House, 27, Barakhamba Road, New Delhi -110001, Tel: - 91-11 - 40045955.

\_\_\_\_\_  
Signature of Member/Proxy

**ROUTE MAP FOR AGM VENUE**



**DIRECTORS' REPORT**

**To**  
**The Members**  
**Kotia Enterprises Limited**

Your Board of Directors have pleasure to presenting the 41<sup>st</sup> Annual Report of the Company together with Audited Financial Statement for the year ended 31st March 2021.

**Operational Performance****Bleached Hardwood Kraft Pulp**

Your company entered into trading of Bleached Hardwood Kraft Pulp. The Company performed excellent in this sector. The positive response motivates the company management for making more R&D in the new segment. Your company is looking for expansion of business operations in this segment in the upcoming financial years.

**Construction and Civil Works**

Your Company operating in construction and civil works traditionally. The Company always leads in providing construction and civil work solutions in the Indian market. The Revenue generated from Construction and civil works not up to the marks in the current financial year. The Revenue generated from the Construction and civil work is Rs. 76,23,479/- as against Rs. 9,57,44,970/- for the previous Financial Year 2019-2020.

The Total Revenue Generated from all the operations of the company for the current financial year stood at Rs 76,23,479/- as against Rs. 40,93,02,543/- for the previous financial year.

**Financial Highlights (Standalone)**

(₹ in Thousand)

Particulars	2020-2021	2019-2020	2018 – 2019
<b>Income from Operations</b>	7623.48	40,93,02.54	8,83,537.85
<b>Other Income</b>	9190.28	2,20,03.43	17,013.680
<b>Total Income</b>	16813.76	43,13,05.98	9,00,551.53
<b>Total Expenditure`</b>	13016.06	41,80,77.61	8,86,726.319
<b>Profit/(loss) before tax</b>	3797.70	1,32,28.36	13,829.84
<b>Less: Provision for Taxation</b>			
<b>(i) Current Year</b>	(998.49)	(36,23.95)	(3,752.61)
<b>(ii) Earlier Year Adjustment</b>		-	-

<b>(iii) Deferred Tax</b>	36.45	(69.58)	(1,51.12)
<b>Profit/(Loss) After Tax</b>	2835.66	95,34.82	9,925.11

Net Profit for the Financial Year Ended 2020 – 2021 stood at Rs. 28,35,660 as against Rs. 97,61,809 for the Financial Year 2019-2020.

**Reserves**

During the year under review, Company has not created any General Reserve.

**Capital Structure**

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

**Dividend**

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

**Cash Flow Statement**

As required by Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 Cash Flow Statement for the financial year ended March 31, 2021, is enclosed with the Balance Sheet and Statement of Profit and Loss of the Company.

**Corporate Governance and Management Discussion & Analysis Report**

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

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

**Changes in Nature of Business if any**

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

**Capital Projects**

The Company was not working on any kind of capital projects for the financial year 2020-21.

**Internal control systems and their adequacy**

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

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

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

**Loans, Guarantees or Investments**

Details of Loans, Guarantees and Investments under the provisions of Section 186 of the companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014, as on 31st March 2021 are set out in the Standalone Financial Statements forming part of this report.

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

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

**Extract of the Annual Return**

Pursuant to the provisions of Section 92 of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the extract of the Annual Return as on 31st March, 2021 is enclosed as Annexure "D" to the Directors' Report and also uploaded on the website of the company i.e. [www.kotiaenterprises.com](http://www.kotiaenterprises.com). The link for annual return as follows: <http://www.kotiaenterprises.com/notice-for-shareholders.php>

**Board Meetings**

During the year under review, Eight Board meetings were held on 15<sup>th</sup> May 2020, 30<sup>th</sup> June 2020, 25<sup>th</sup> August 2020, 01<sup>st</sup> September 2020, 11<sup>th</sup> November 2020, 26<sup>th</sup> November 2020, 02<sup>nd</sup> January 2021 and 9<sup>th</sup> February, 2021 and. The details of the composition of the board and attendance of the directors at the board meeting are provided in the Corporate Governance Report.

**Audit Committee**

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

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

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

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

**Stakeholders Relationship Committee**

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

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

**Risk Management**

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

**Vigil Mechanism/Whistle Blower Policy**

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



**Related Party Transactions**

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

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

**Subsidiary, Associate and Joint Venture**

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

**Particulars of employees and related disclosures**

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

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

**Corporate Social Responsibility (CSR)**

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

**Directors and Key Managerial Personnel**

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

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

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

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

### **Performance Evaluation**

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

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

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

### **Fixed Deposits**

During the Financial Year 2020 -21, your company has not invited or accepted any deposits from the public and as such, no amount on account of principal or interest on public was outstanding as on the date of the Balance Sheet.

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

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

### **Adequacy of internal financial controls with reference to financial statements**

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

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

**Disclosure Requirement**

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

**Statutory Auditors**

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

As rotation of M/s V N Purohit & Co, Chartered Accountants, the existing Statutory Auditors of the Company, the Audit Committee of the Company vide its meeting held on 25th August, 2021 had approved and recommended the appointment of M/s Ajay Rattan & Co., Chartered Accountants, New Delhi, as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM), till the conclusion of AGM of the company to be held in the year 2026 as approved by the Board of Directors vide its meeting dated on 25<sup>th</sup> August 2021 subject to approval of the shareholders in the forthcoming AGM.

Accordingly, the Board, on the recommendation of the Audit Committee, proposed the appointment of M/s Ajay Rattan & Co., Chartered Accountants, as Auditor of the Company.

**Cost Audit**

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

**Secretarial Audit Report**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Mr. Amit Kumar, Practicing Company Secretary as Secretarial Auditor, to undertake the Secretarial Audit of the Company. The Secretarial Audit Report for the financial year 2020-21 is enclosed as **Annexure “E”** to this Directors’ Report.

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

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

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

Number of Complaints Received During the Year – Nil

**Employees' Stock Option Scheme**

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

**Rights Issue of Shares**

No Right Issue was made during the financial year 2020-21.

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

Company not required consolidate its accounts.

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

S.No.	Name	Designation	Date of Appointment/Cessation	Reasons
1.	Mr. Sunil Kumar	Company Secretary	25.08.2020 to 24.11.2020	Appointment & Cessation
2.	Mr. Ayush Jindal	Company Secretary	25.11.2020	Appointment

**Corporate Governance**

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

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

**Particulars of Employees and Related Disclosures**

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

- i) The ratio of the remuneration of each Director to the median remuneration of the employees of the company for the financial year: Not Applicable, as no remuneration was paid to any Director during the financial year under review.
- ii) The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year: Not Applicable as the Company has not paid any remuneration to Directors during the financial year under review. Further, there is no increase in the remuneration of CFO and Company Secretary and Compliance officer of the Company during the year.
- iii) The percentage increase in the median remuneration of employees in the financial year: Not Applicable
- iv) The number of permanent employees on the rolls of company: 3
- v) Average percentiles increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration: Nil
- vi) the key parameters for any variable component of remuneration availed by the directors: Nil
- vii) affirmation that the remuneration is as per the remuneration policy of the company: It is hereby affirmed that the remuneration paid during the year is as per the Remuneration Policy of the Company.

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

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

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

Name & Designation	Age (in Years)	Remuneration Received	Nature of Employment	Qualification & Experience	Date of commencement of Employment	Date of Cessation	% of Equity Share held	Whether related to Director or Manager
Mr. Sunil Kumar	32	1,85,891	Whole Time	Company Secretary	25 <sup>th</sup> August 2020	24 <sup>th</sup> November 2020	Nil	No
Mr. Ayush Jindal	28	1,57,090	Whole Time	Company Secretary	25 <sup>th</sup> November 2020	-	Nil	No
Mr. Pankaj Kumar Sharma, Accounts Head	42	3,06,110	Whole Time	Graduation		-	Nil	No

\*Mr. Sunil Kumar was appointed as Company secretary w.e.f. 25<sup>th</sup> August 2020 and he has resigned from his position on 24<sup>th</sup> November 2020.

Note:

B. Details of other employees under aforesaid Rules:

Nil.

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

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

- None

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

- None

c. if employed throughout the financial year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in

excess of that drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the company.

- None

**Conservation Of Energy/Technology Absorption/Foreign Exchange Earnings and Outgo****A. Conservation of Energy**

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

**B. Technology Absorption**

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

**C. Foreign Exchange and Outgo:**

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

**Environment and Safety**

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

As part of the safety performances following parameters were considered:

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

**Directors' Responsibility Statement**

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

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

**Acknowledgements**

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

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

**Place: New Delhi  
Date: 25.08.2020**

**Sd/-  
Ankit Agarwal  
Managing Director  
DIN: 05254327**

**Sd/-  
Khushboo Agarwal  
Director  
DIN: 06792261**



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

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

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

**Board of Directors**

The Board of Directors of the Company comprises 5 members including, the Managing Director and Non-Executive Directors. Half of the Board comprises of Independent Directors and Non-Executive Directors. The other related information concerning the Board is given hereunder. During the year under review, Eight Board meetings were held on 15th May, 2020, 30<sup>th</sup> June, 2020, 25th August, 2020, 01st September, 2020, 11th November, 2020, 26th November, 2020, 02nd January 2021 and 9th February, 2021 and.

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

Director	Category of Director-ship #	No. of Director-ships in other Companies**	No. of Board Meetings Attended	No. of shares held	Attendance at last AGM	No. of Board Committees of other Companies. *	
Mr. Ankit Agarwal	PROMOTER , MD	NA	8	336200	Yes	-	-
Mr. Anil Gupta	I, NED	NA	8	-	Yes	-	-
Ms. Khusbhoo Agarwal	I, NED	1	8	-	Yes	-	-
Mr. Harshit Agarwal *	NED	NA	6	-	Yes	-	-

Mr. Manoj Kumar Bansal *	NED	5	2	65900	No		
Mr. Paaven Bansal	NED	NA	2	-	Yes	-	-

\* Mr. Harshit Agarwal has resigned from the Board of Directors on 31<sup>st</sup> December 2020 and Mr. Manoj kumar Bansal has been appointed as an Additional Director from 02<sup>nd</sup> January 2021.

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

\* Includes Audit Committee and Stakeholders’ Relationship Committee.

\*\* Includes Directorship in other public and private Companies.

### **Board Agenda**

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

### **Formal letter of appointment to Independent Directors**

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

### **Annual Performance evaluation**

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

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

The performance evaluation of the Board and the Committees, viz. Audit Committee, Nomination and Remuneration Committee and Stakeholders’ Relationship Committee was done by all the Directors. The performance evaluation of the Independent Directors was carried

out by the Board excluding the Director being evaluated. The performance evaluation of the Chairman and Executive Directors was carried out by all the Independent Directors. The Directors expressed their satisfaction over the entire evaluation process.

**Independent Directors' Familiarization Programme**

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

**Board Diversity Policy**

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

**Independent Directors' Meeting**

In compliance with Schedule IV to the Companies Act, 2013 and regulation 25(3) of the SEBI Listing Regulations, 2015, During the year the Meeting of the Independent Directors were held on 09<sup>th</sup> February 2021, without the attendance of non-independent directors and members of the Management, inter alia, to discuss the following:

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

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

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

**Board Committees**

The Committees of the Board are as follows

**Audit Committee**

The Audit Committee comprises two independent Directors and one Executive Director. The Company Secretary is the Secretary of the Committee. During the year, 4 meetings were held on 30<sup>th</sup> June 2020, 01<sup>st</sup> September, 2020, 11<sup>th</sup> November, 2020, 09<sup>th</sup> February 2021.

**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**

<b>Names of the members</b>	<b>Status</b>	<b>Nature of Directorship</b>	<b>No. of meetings attended</b>
Mr. Anil Gupta	Chairman	Non- Executive Independent Director	4
Ms. Khushboo Agarwal	Member	Non- Executive Independent Director	4
Mr. Harshit Agarwal *	Member	Non- Executive Director	3
Mr. Manoj Kumar Bansal	Member	Non- Executive Director	1

\*Mr. Harshit Agarwal has resigned from the Board w.e.f. 31<sup>st</sup> December 2020.

**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 2 times during the financial year ended 31st March 2021 on 26<sup>th</sup> November 2020, 02<sup>nd</sup> Jan, 2021.

**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**

<b>Name of the member</b>	<b>Status</b>	<b>Nature of Directorship</b>	<b>No. of meetings attended</b>
Ms. Khushboo Agarwal	Chairman	Non- Executive Independent Director	2
Mr. Anil Gupta	Member	Non- Executive Independent Director	2
Mr. Paaven Bansal	Member	Non- Executive Director	2

**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, and contribution to the Provident Fund, Superannuation Fund, Gratuity and others.

**In Rupees**

<b>Managing Director</b>	<b>Salary including joining bonus</b>	<b>Perquisites</b>	<b>Retirement benefits</b>	<b>Total Remuneration</b>
Mr. Ankit Agarwal	6,00,000	-	-	6,00,000

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 2021 for attending the meetings of the Board and the Committees thereof is given below:

<b>Sr. No.</b>	<b>Name of Director</b>	<b>Amount in (Rs.) p.a</b>
1.	Ms. Khushboo Agarwal	-
2.	Mr. Anil Gupta	-
3.	Mr. Manoj Kumar Bansal	-
4.	Mr. Paaven Bansal	-

**Pecuniary relationship of Directors:**

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

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

**Stakeholders' Relationship Committee**

Stakeholders' Relationship Committee comprises two Independent Directors and Executive Director. The Board has designated Company Secretary as the Compliance Officer. The Committee met 4 times during the financial year ended 31st March 2020 on 30<sup>th</sup> June 2020, 01<sup>st</sup> September 2020, 11<sup>th</sup> November, 2020, 09<sup>th</sup> February 2021.

**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 2021.

The attendance of the members at the meeting is as follows

Name of the member	Status	Nature of Directorship	No. of meetings attended
Mr. Ankit Agarwal	Chairman	Managing Director	4
Mr. Harshit Agarwal *	Member	Non- Executive Director	3
Mr. Manoj kumar Bansal *	Member	Non- Executive Director	1
Mr. Anil Gupta	Member	Non- Executive Independent Director	4

\*Mr. Harshit Agarwal has resigned from the company w.e.f. from 31<sup>st</sup> December 2020. Mr. Manoj Kumar Bansal has been appointed w.e.f. 02<sup>nd</sup> January 2021.

#### 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
2019-20	905, New Delhi House, 27, Barakhamba Road, New Delhi-110001	22.12.2020	11:30	No
2018-19	905, New Delhi House, 27, Barakhamba Road, New Delhi-110001	27.09.2018	11:30 A.M	YES
2017-18	905, New Delhi House, 27, Barakhamba Road, New Delhi-110001	28.09.2018	11:30 A.M	Yes

**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:

<b>Financial Year</b>	<b>Date of AGM</b>	<b>Particulars of Special Resolution passed</b>
2019-20	22.12.2020	No
2018-19	27.09.2018	YES
2017-18	28.09.2018	YES

**Details of Special Resolutions were passed in during the financial year 2018-19**

<b>Date of Passing Notice</b>	<b>Details of the Resolution passed</b>	<b>Result of the Postal Ballot</b>
27-09-2019	Approval u/s 186 of the Companies Act, 2013 for an amount of Rs. 20 crores over and above the limits specified in Sec 186 (2) of the Companies Act 2013 and the aggregate outstanding amount of loans/guarantees/securities given / provided to wholly owned subsidiary companies and /or joint venture companies and investment made in wholly owned subsidiaries from time to time..	Special Resolution has been passed by the shareholders with requisite majority.

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

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

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



**Disclosures**

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

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

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

**b. Website on which the results are displayed: [www.kotiaenterprises.com](http://www.kotiaenterprises.com)**

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

**Code of Conduct**

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

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

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

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

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

The Annual General Meeting of the Company will be held on Tuesday, the 22<sup>nd</sup> day of September 2021.

**Financial Year:** 1<sup>st</sup> April 2020 to 31<sup>st</sup> March 2021.

**b) Financial calendar (Tentative):**

<b>Financial Period</b>	<b>Declaration of Financial Results</b>
Results for the quarter ended 30 <sup>th</sup> June, 2020	Within 45 days of the end of the quarter or such prescribed period
Results for the half-year ended 30 <sup>th</sup> Sept. 2020	Within 45 days of the end of the quarter or such prescribed period
Results for the quarter ended 31 <sup>st</sup> Dec. 2020	Within 45 days of the end of the quarter or such prescribed period
Audited Annual Results 2020-21	Within 60 days of the end of the quarter or such prescribed period

**d) Date of book closure:** Thursday 16<sup>th</sup> day of September, 2021 to Monday, 22<sup>nd</sup> day of September, 2021 (inclusive of both days).

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

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

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

BSE Limited, Mumbai: 539599

BSE Limited, Mumbai

BSE Limited (Bombay Stock Exchange)

Phiroze Jeejeebhoy Towers

Metropolitan Stock Exchange of

India Limited, Mumbai: KEL

MESI (Metropolitan Stock Exchange

Dalal Street, MUMBAI – 400 023

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

Depository Connectivity

NSDL and CDSL

Listing Fees

Paid for Both the Exchanges for the  
financial year 2020 – 21.

Registered office

905, New Delhi House, 27,  
Barakhamba Road, New Delhi –  
110001

Corporate Identification Number

L74110DL1980PLC010678

International Standard Identification Number (ISIN): INE079C01012

**h) Stock Market Data****(a) Monthly High and Low Along With Volume Of Shares**

S. No	Month	Bombay Stock Exchange (BSE)			Bombay Stock Exchange (BSE)		
		High	Low	Volumes	High	Low	Volumes
1	April, 2020	11.03	10	14539	17		
2	May, 2020	12.12	10.5	176111	55		
3	June, 2020	11.56	10.65	28597	31		
4	July, 2020	12.05	11.5	6956	5		
5	August, 2020	12	11.4	10000	9		
6	September, 2020	11.4	10.99	700	4		
7	October, 2020	11.97	11.97	150	1		
8	November, 2020	13.65	12.22	138775	77		
9	December, 2020	13.3	12.36	37321	16		
10	January, 2021	13.65	13.25	62605	7		
11	February, 2021	13.25	13.25	1	1		
12	March, 2021	11.03	10	540	3		

**(b) Distribution of Shareholding as on March 31, 2021 (Amount Wise)**

Share or Debenture holding Nominal Value	Number of Shareholders	% to Total Numbers	Share or Debenture holding Amount	% to Total Amount
(Rs.)			(Rs.)	
1	2	3	4	5
Up To 5,000	379	66.49	665440.00	0.95
5001 To 10,000	50	8.77	4465700.00	6.36
10001 To 20,000	26	4.56	412900.00	0.59
20001 To 30,000	15	2.63	392490.00	0.56
30001 To 40,000	14	2.46	496270.00	0.71
40001 To 50,000	6	1.05	278410.00	0.40
50001 To 1,00,000	28	4.91	2398260.00	3.42
1,00,000 and Above	52	9.12	65114660.00	92.75
<b>Total</b>	<b>570</b>	<b>100</b>	<b>70205000</b>	<b>100</b>

**i) Shareholding Pattern as on 31st March, 2021**

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	448	0.01
Private Bodies Corporate	4924578	70.14
Public	1759274	25.05
<b>TOTAL</b>	<b>70,20,500</b>	<b>100</b>

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

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

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

**k) Dematerialization of shares and liquidity**

62,53,200 equity shares (89.07%) have been dematerialized as on 31<sup>st</sup> March, 2021.

**l) Share Transfer System**

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

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

**m) The Address for correspondence is**

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

**Company's Address**

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

**Registrar and Share Transfer Agent**

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

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

**n) Other Disclosures**

- i. All transactions entered by the Company with its related parties during the Financial Year 2020 - 21 were on arms' length basis. The disclosure of material related party transactions u/s 188 of the Companies Act, 2013 in Form AOC-2 is enclosed as Annexure F of the Directors Report. There was no material transactions related party transactions during the year which was in conflict with the Interest of the Company. The Board has approved a policy for related party transactions which can be accessed at the Company's website.: [www.kotiaenterprises.com](http://www.kotiaenterprises.com)
- ii. The Company has complied with the requirements of the Stock Exchanges/ SEBI and Statutory Authorities on all matters related to the capital markets during the last three years. No penalty or strictures were imposed on the Company by these Authorities.
- iii. The Company has complied with the requirements specified in SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.
- iv. The Company has also formulated a Whistle Blower Policy ("Policy") which provides for adequate safeguard against victimization of persons and has a provision for direct access to the Chairperson of the Audit Committee. The Company has not denied any person from having access to the Chairman of the Audit Committee.
- v. The Company has Related Party Transaction Policy which is available on the website of the Company.

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

<b>Name of Director</b>	<b>Mr. Ankit Agarwal</b>
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 2020 – 21	8

**ANNEXURE 'B' TO THE DIRECTORS' REPORT**

**DECLARATION BY THE MANAGING DIRECTOR**

Pursuant to Regulation 26(3) of SEBI (LODR) Regulations, 2015, I Ankit Agarwal, Managing Director of Kotia Enterprises Limited, declare that all Board Members and Senior Executives of the Company have affirmed their compliance with the Code of Conduct and Ethics during the year 2020-21.

**Place: New Delhi**  
**Date: 25<sup>th</sup> August 2021**

**Sd/-**  
**ANKIT AGARWAL**  
**MANAGING DIRECTOR**



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

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

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

**Enterprise Risk Management (ERM):**

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

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

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

**Material development in human resources:**

People remain the most valuable asset of your Company. Your Company is professionally managed with senior management personnel having rich experience and long tenure with the

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

**Financial Review:**

The Company's overall financial performance for the year 2020-21 has improved significantly. The total revenues from operations in 2020 - 21 stood at Rs. 76,23,479/- as compared to Rs. 40,93,02,543/- in 2019-20.

The Company had a profit before tax of Rs. 37,97,695/- in 2020 - 21 as compared to a profit before tax of Rs. 1,32,28,368 /- for 2019 - 20. The profit after tax for 2020-21 at Rs. 97,61,809/- as against a Profit after tax of Rs. 28,35,660/- for 2019-20.

**Opportunities and Threats:**

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

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

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

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

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

**Cautionary Statement:**

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

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

**As on the financial year ended on 31.03.2021 (Pursuant to sec 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014)**

**I.CORPORATE INFORMATION:**

i)	CIN:-	L74110DL1980PLC010678
ii)	Registration Date:	19.07.1980
iii)	Name of the Company	KOTIA ENTERPRISES LIMITED
iv)	Category / Sub-Category of the Company	COMPANY LIMITED BY SHARES
v)	Address of the Registered office and contact details	905, New Delhi House, 27, Barakhamba Road, New Delhi-110001
vi)	Whether listed company	YES
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	SKYLINE FINANCIAL SERVICES PRIVATE LIMITED D-153, 1ST FLOOR OKHLA INDUSTRIAL AREA, PHASE-I, NEW DELHI - 110 020. TEL: 011-2681268

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	
<b>A</b>	<b>Promoters</b>									
	<b>1 Indian</b>									
	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	-
	<b>2 Foreign</b>									
	a) NRIs – Individuals	-	-	-	-	-	-	-	-	-
	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)	<b>336200</b>	-	<b>336200</b>	<b>4.79</b>	<b>336200</b>	-	<b>336200</b>	<b>4.79</b>	
<b>B</b>	<b>Public Shareholding</b>									
	<b>1 Institutions</b>									
	a) Mutual Funds	-	-	-	-	-	-	-	-	-
	b) Banks / FI	-	-	-	-	-	-	-	-	-
	c) Central Govt	-	-	-	-	-	-	-	-	-
	d) State Govt(s)	-	-	-	-	-	-	-	-	-
	e) Venture Capital	-	-	-	-	-	-	-	-	-
	f) Insurance	-	-	-	-	-	-	-	-	-
	g) FIIs	-	-	-	-	-	-	-	-	-
	h) Foreign Venture	-	-	-	-	-	-	-	-	-

	i) Others (specify)	-	-	-	-	-	-	-	-	-
	i-i Foreign Bank	-	-	-	-	-	-	-	-	-
	Sub-total (B)(1):-	-	-	-	-	-	-	-	-	-
<b>2</b>	<b>Non-Institutions</b>									
	a) Bodies Corp.									
	i) Indian	486062	-	486062	69.23	49,24,57	-	49,24,578	70.15	
	ii) Overseas									
	b) Individuals									
	i) Individual shareholders holding nominal share capital upto 2 lakh	402720	182900	585620	8.34	404314	182900	587214	8.37	
	ii) Individual shareholders holding nominal share capital in excess of 2 lakh	886551	174500	106105	15.11	830816	174500	1005316	14.32	
	c) Others (specify)	-	-	-	-	-	-	-	-	-
	i) Clearing Members	10915	-	10915	-	-	-	-	-	-
	ii) Non Resident Indians	448	-	448	-	448	-	448	-	-
	iii) Overseas Bodies	-	-	-	-	-	-	-	-	-
	iv) Trusts	-	-	-	-	-	-	-	-	-
	v)HUF	91945	73700	15645	2.37	93044	73700	166744	2.37	
	Sub-total (B)(2) :	<b>625320</b>	<b>431100</b>	<b>668430</b>	<b>95.21</b>	<b>6253200</b>	<b>431100</b>	<b>6684300</b>	<b>95.21</b>	-
	Total Public Shareholding (B)=(B)(1)+ (B)(2)	<b>625320</b>	<b>431100</b>	<b>668430</b>	<b>95.21</b>	<b>6253200</b>	<b>431100</b>	<b>6684300</b>	<b>95.21</b>	-
	TOTAL (A)+(B)	<b>658940</b>	<b>431100</b>	<b>702050</b>	<b>100</b>	<b>6589400</b>	<b>431100</b>	<b>7020500</b>	<b>100</b>	-
<b>C</b>	Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
	Grand Total (A+B+C)	<b>658940</b>	<b>431100</b>	<b>702050</b>	<b>100</b>	<b>6589400</b>	<b>431100</b>	<b>7020500</b>	<b>100</b>	-

**II.PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

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

Sr. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1.	Trading of Bleached Hardwood craft Pulp	99883210	-
2.	Construction and civil work		100

**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**

**ii)Shareholding of Promoters:**

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

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

**No Change in Promoters' Shareholding during the financial year 2020-21.**

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
<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>

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

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Panchsheel Portfolio Consultants Private Limited				
	At the beginning of the year	710600	10.12%		
	Increase/Decrease During the Year	-	-		
	At the end of the year	710600	10.12%		
2	Lydia Buildcon Private Limited				
	At the beginning of the year	654400	9.32%		
	Increase/Decrease During the Year	-	-		
	At the end of the year	654400	9.32%		
3	Pavaki Propbuild Private Limited				
	At the beginning of the year	613552	8.74%		
	Increase/Decrease During the Year	-	-		
	At the end of the year	613552	8.74%		
4	Jubilation Hotel Management Private Limited				
	At the beginning of the year	595900	8.49%		
	Increase/Decrease During the Year	-	-		
	At the end of the year	595900	8.49%		
5	AVS Alloy India Private Limited				
	At the beginning of the year	499000	7.11%		
	Increase/Decrease During the Year	(100000)	-		
	At the end of the year	399000	5.68%		
6	Himarsh Infra Reality Private Limited				
	At the beginning of the year	494300	7.04%		
	Increase/Decrease During the Year				
	At the end of the year	494300	7.04%		
7	Exprezer Infotech Private Limited				
	At the beginning of the year	310050	4.42%		

	Increase/Decrease During the Year	0	0		
	At the end of the year	310050	4.42%		
8	Cea consultants pvt ltd.				
	At the beginning of the year	299400	4.26%		
	Increase/Decrease During the Year	0	0		
	At the end of the year	299400	4.26%		
9	Eaves Trade Services Private Limited				
	At the beginning of the year	267050	3.8%		
	Increase/Decrease During the Year	-	-		
	At the end of the year	267050	3.8%		
10	High Spirits sales Agencies Private Limited				
	At the beginning of the year	134059	1.91%		
	Increase/Decrease During the Year	-	-		
	At the end of the year	164559	2.34%		

**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	-	-
	<b>Total</b>	<b>336200</b>	<b>4.79</b>	-	-

**V.INDEBTEDNESS**

In Rs.

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>		90,13,335	-	90,13,335
i) Principal Amount	-	90,13,335	-	90,13,335
ii) Interest due but not paid	-	-	-	-



iii) Interest accrued but not due	-	-	-	-
<b>Total(i+ii+iii)</b>	-	90,13,335	-	90,13,335
<b>Change in Indebtedness during the financial year</b>				
Addition	-	1,12,92,204	-	1,12,92,204
Reduction	-	-	-	-
<b>Net Change</b>	-	1,12,92,204	-	1,12,92,204
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	-	2,03,05,539	-	2,03,05,539
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	2,03,05,539	-	2,03,05,539

**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
		<b>Ankit Agarwal</b>
1.	Gross salary	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	6,00,000
	(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	-
	Stock Option	-
	Sweat Equity	-

	Commission - as % of profit - others, specify...	-
	Others, please specify(Retirement Benefits)	-
	Total(A)	<b>6,00,000</b>

**B. Remuneration to other Directors:****In Rs.**

<b>Sr. No</b>	<b>Particulars of Remuneration</b>	<b>Name of Directors</b>		<b>Total Amount (Rs)</b>
1	Independent Directors	<b>Khushboo Agarwal</b>	<b>Anil Gupta</b>	
	Fee for attending board committee meetings	Nil	Nil	Nil
	Commission	Nil	Nil	Nil
	Others, please specify	Nil	Nil	Nil
	Total (1)	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>
2.	Other Non-Executive Directors	-	-	-
	Fee for attending board committee meetings	-	-	-
	Commission	-	-	-
	Others, please specify	-	-	-
	Total (2)	-	-	-
	Total (B)=(1+2)	-	-	-
	Total Managerial Remuneration	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>
	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**

Sl. No.	Particulars of Remuneration	Company Secretary
	<b>Company Secretary</b>	<b>Company Secretary</b>
	Gross salary	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1,57,090
	(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	-
<b>2</b>	Stock Option	-
<b>3</b>	Sweat Equity	-
<b>4</b>	Commission - as % of profit - others, specify...	-
<b>5</b>	Others, please specify (Retirement Benefits)	-
	Total(A)	<b>1,57,090</b>

**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)
<b>A. Company</b>					
Penalty			None		

Punishment	
Compounding	
<b>B. Directors</b>	
Penalty	None
Punishment	
Compounding	
<b>C. Other Officers in Default</b>	
Penalty	None
Punishment	
Compounding	

**Form No. MR-3**

**SECRETARIAL AUDIT REPORT**

**FOR THE FINANCIAL YEAR ENDED MARCH 31, 2021**

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

To,

The Members,

**Kotia Enterprises Limited**

905, New Delhi House,

27 Barakhamba Road,

New Delhi-110001

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

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on **March 31, 2021** ("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, 2021** according to the provisions of –

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

- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 notified on October 28, 2014 – **Not Applicable to the Company during the Audit Period;**
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 – **Not Applicable to the Company during the Audit Period;**
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 – **Not Applicable to the Company during the Audit Period;** and
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 – **Not Applicable to the Company during the Audit Period;**

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

- i. Secretarial Standards issued by The Institute of Company Secretaries of India.
- ii. The Listing Agreements entered into by the Company with the BSE Limited and Metropolitan Stock Exchange of India Limited.
- iii. Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (with effect from December 01, 2015);

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

I further report that:

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

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

I further report that:

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

I further report that during the audit period there were no specific events/actions having a major bearing on the company's affairs during the year 2019-20.

For **Kumar A & Associates**  
Company Secretaries

**(AMIT KUMAR)**  
Proprietor  
CP No. 16877

**Date: August 21, 2021**  
**Place: Delhi**  
**UDIN: A028804C000813588**

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

**Annexure A to the Secretarial Audit Report**

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

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

For **Kumar A & Associates**  
Company Secretaries

**(AMIT KUMAR)**  
Proprietor  
CP No. 16877

**Date: August 21, 2020**  
**Place: Delhi**  
**UDIN: A028804C000813588**



**ANNEXURE 'F' TO THE DIRECTORS' REPORT****Form No. AOC - 2**

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

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

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

There were no contracts / arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 which are not at arm's length basis during the year ended March 31, 2021.

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

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

<b>S. No.</b>	<b>Particulars</b>	<b>Name of Related party</b>
1.	Enterprises owned or significantly influenced the key Management	Iesus Marketing Pvt Ltd.

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

**Place: New Delhi  
Date: 25.08.2020**

**Sd/-  
Ankit Agarwal  
Managing Director  
DIN: 05254327**

**Sd/-  
Khushboo Agarwal  
Director  
DIN: 06792261**

**Independent Auditor's Report**

To  
The members of  
**KOTIA ENTERPRISES LIMITED**  
(Formerly known as International Pumps & Projects Limited)

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

We have audited the accompanying financial statements of **KOTIA ENTERPRISES LIMITED** (formerly known as International Pumps & Projects Limited) ("the Company"), which comprise the balance sheet as at 31<sup>st</sup> March 2021, the statement of profit and loss, statement of changes in equity and the statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at 31<sup>st</sup> March, 2021, and the **net profit** (including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

**Basis for Opinion**

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

**Key Audit Matters**

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

<b>S. No.</b>	<b>Key audit matters</b>	<b>Auditor's response</b>
1.	<b><u>Measurement of Revenue</u></b> The Company identifies recognises revenue from contracts with customers	Our audit procedures inter-alia included the following: -

	<p>based on the principles laid down in Ind AS 115 - 'Revenue from contracts with customers'.</p> <p>The Company identifies contract(s) with a customer and its performance obligations under the contract, determines the transaction price and its allocation to the performance obligations in the contract and recognises revenue only on satisfactory completion of performance obligations. Revenue is measured at fair value of the consideration received or receivable.</p>	<ul style="list-style-type: none"> <li>• We assessed the overall control environment relevant for measurement of revenue.</li> <li>• We performed testing of journal entries, with particular focus on manual adjustment to revenue account, to mitigate the risk of manipulation of revenue and profit figures.</li> <li>• We performed year end cut off procedures to determine whether amounts were recorded in the correct period.</li> <li>• We checked the relevance of the judgment made while selecting the method for measuring progress towards successful satisfaction of performance obligations for recognizing revenue over a period of time in the case of construction and civil works services provided.</li> </ul>
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#### **Information other than the Financial Statements and Auditor's Report thereon**

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

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

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

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

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

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in

accordance with the AS and the other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that are operating effectively for insuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatements, whether due to fraud or error.

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

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

#### **Auditor's Responsibilities for the Audit of the Financial Statements**

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

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

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

report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- (v) Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

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

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

#### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 ('the Order'), as amended, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the **Annexure A**, a statement on the matters specified in paragraphs 3 and 4 of the order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - c. the Balance Sheet, the Statement of Profit and Loss, Statement of Changes in Equity and the Cash Flow Statement dealt with by this report are in agreement with the books of account;
  - d. In our opinion, the aforesaid financial statements comply with the accounting standards specified under Section 133 of the Act;

- e. On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2021 from being appointed as a director in terms of Section 164 (2) of the Act.
- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in **Annexure B**. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has disclosed the impact, if any of pending litigations on its financial position, in its financial statements (Refer note no. 35 of the financial statements).
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. The Company is not required to transfer any amount to the Investor Education and Protection Fund.

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

**O.P. Pareek**  
Partner  
Membership No. 014238  
UDIN: - 21014238AAAAIV4491

New Delhi, the 28<sup>th</sup> day of June, 2021

**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 & Projects Limited) for the year ended on 31<sup>st</sup> March 2021.

- (i) (a) As per information and explanation given to us, the company is maintaining proper records showing full disclosures of 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 year 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 such physical verification;
- (iii) According to information and explanation given to us, the Company has not granted any loans to parties covered in register maintained under section 189 of the Companies Act, 2013;
- (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 to the extent applicable in respect of loans, advances, guarantees and securities 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 thereunder are not applicable to the Company;
- (vi) According to information and explanations given to us, the Company is not liable to maintain cost records as prescribed under section 148(1) of the Companies Act, 2013;
- (vii) (a) According to information and explanations given to us, the company is generally regular in depositing undisputed statutory dues including income-tax and any other applicable statutory dues to the appropriate authorities and there are no outstanding statutory dues as on the last day of the financial year concerned for a period of more than six months from the date they became payable;  
  
(b) According to information and explanation given to us, there are no outstanding statutory dues on the part of the Company which is not deposited on account of dispute.
- (viii) According to information and explanations given to us, the company has not defaulted in repayment of loans and borrowings from any financial institution, bank, government or dues to debenture holders;
- (ix) According to information and explanations given to us, the Company has not raised money by way of initial public offer or further public offer. The Company has not taken any term loans 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;
- (xv) According to information and explanations given to us, the Company has not entered into non-cash transactions with directors or persons connected with him;
- (xvi) According to information and explanations given to us, the Company is not a Non- Banking Financial Company and is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

Signed for the purpose of identification

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

**O.P. Pareek**  
Partner  
Membership No. 014238  
UDIN: - 21014238AAAAIV4491

New Delhi, the 28<sup>th</sup> day of June, 2021



**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 & Projects Limited) as on 31<sup>st</sup> March 2021 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

**Management's Responsibility for the Internal Financial Controls**

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

**Auditor's Responsibility**

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

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

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

**Meaning of Internal Financial Controls over Financial Reporting**

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

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

#### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

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

#### **Opinion**

In our opinion, the Company has, in all material aspects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March 2021, 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  
UDIN: - 21014238AAAAIV4491

New Delhi, the 28<sup>th</sup> day of June, 2021

**KOTIA ENTERPRISES LIMITED**

(Formerly known as International Pumps & Projects Limited)

CIN: L74110DL1980PLC010678

**BALANCE SHEET AS AT 31ST MARCH 2021**

		(Rs. in '000')	
	Notes	As at 31st March 2021	As at 31st March 2020
<b>ASSETS</b>			
<b>Non- current assets</b>			
Property, plant and equipment	3	687.79	1,013.78
<b>Financial assets</b>			
Investments	4	647.33	765.33
Deferred tax assets (net)	5	74.62	38.17
Other non current assets	6	504.99	504.99
<b>Current assets</b>			
Inventories	7	71,079.93	-
<b>Financial assets</b>			
Investment	8	-	33,642.69
Trade receivables	9	1,134.49	17,387.01
Cash and cash equivalents	10	90,787.93	81,219.12
Loans	11	46,169.29	-
Other financial assets	12	1,868.85	3,589.87
Current tax assets (net)		1,022.72	4,843.43
Other current assets	13	962.36	390.96
<b>Total</b>		<b>2,14,940.30</b>	<b>1,43,395.35</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity share capital	14	70,205.00	70,205.00
Other equity	15	22,620.22	21,149.04
<b>Current liabilities</b>			
<b>Financial liabilities</b>			
Borrowings	16	20,305.54	9,013.34
Trade payables			
- total outstanding dues of creditors other than micro enterprises and small enterprises	17	71,091.70	19,761.10
Other financial liabilities	18	11,372.63	21,122.73
Other current liabilities	19	19,345.21	2,144.14
<b>Total</b>		<b>2,14,940.30</b>	<b>1,43,395.35</b>

Notes to the financial statements 1-42

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

As per our report of even date

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

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

O. P. Pareek  
Partner  
Membership No. 014238  
UDIN: - 21014238AAAAIV4491

Ankit Agarwal  
Managing Director & CFO  
DIN: 05254327

Anil Gupta  
Director  
DIN: 00468470

New Delhi, the 28th day of June, 2021

Khushboo Agarwal  
Director  
DIN: 06792261

Ayush Jindal  
Company Secretary  
M. No. A60494

**KOTIA ENTERPRISES LIMITED**

(Formerly known as International Pumps & Projects Limited)

CIN: L74110DL1980PLC010678

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON 31ST MARCH 2021**

(Rs. in '000')

	Notes	For the year ended on 31st March 2021	For the year ended on 31st March 2020
<b>REVENUE</b>			
Revenue from operations	20	7,623.48	4,09,302.55
Other income	21	9,190.28	22,003.44
<b>Total Revenue (I)</b>		<b>16,813.76</b>	<b>4,31,305.99</b>
<b>EXPENSES</b>			
Cost of materials consumed	22	7,260.45	13,683.90
Purchases of stock-in-trade	23	71,079.93	1,96,370.86
Changes in inventories of stock in trade	24	(71,079.93)	1,09,050.65
Operating expenses	25	-	79,752.54
Employee benefit expenses	26	1,565.48	1,582.57
Finance costs	27	59.18	10,035.83
Depreciation and amortization expenses	3	325.99	400.09
Other expenses	28	3,804.97	7,201.16
<b>Total Expenses (II)</b>		<b>13,016.07</b>	<b>4,18,077.61</b>
<b>Profit/ (loss) before exceptional items and tax (I-II)</b>		<b>3,797.69</b>	<b>13,228.39</b>
Exceptional items		-	-
<b>Profit/ (loss) before tax</b>		<b>3,797.69</b>	<b>13,228.39</b>
Tax expense			
Current tax		(998.49)	(3,396.97)
Deferred tax		36.45	(69.59)
<b>Profit/ (loss) after tax (III)</b>		<b>2,835.65</b>	<b>9,761.83</b>
<b>OTHER COMPREHENSIVE INCOME</b>			
(i) Items that will not be reclassified to profit or loss			
Re-measurement of Equity Instruments through FVTOCI - Gain/(loss)		-	1,843.90
Income tax relating to items that will not be reclassified to profit or loss		-	(479.41)
<b>Total Other Comprehensive Income (IV)</b>		<b>-</b>	<b>1,364.49</b>
<b>Total Comprehensive Income (III+IV)</b>		<b>2,835.65</b>	<b>11,126.31</b>
<b>Earning per equity share (EPS)</b>			
[nominal value of share Rs. 10]			
Basic (in Rupees)		0.40	1.39
Diluted (in Rupees)		0.40	1.39

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

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

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

**O. P. Pareek**  
Partner  
Membership No. 014238  
UDIN: - 21014238AAAAIV4491

**Ankit Agarwal**  
Managing Director & CFO  
DIN: 05254327

**Anil Gupta**  
Director  
DIN: 00468470

New Delhi, the 28th day of June, 2021

**Khushboo Agarwal**  
Director  
DIN: 06792261

**Ayush Jindal**  
Company Secretary  
M. No. A60494

**KOTIA ENTERPRISES LIMITED**

(Formerly known as International Pumps & Projects Limited)

CIN: L74110DL1980PLC010678

**CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31ST MARCH 2021**

	(Rs. in '000')	
	<u>For the year ended on 31st March 2021</u>	<u>For the year ended on 31st March 2020</u>
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net profit/ (loss) before tax and after		
Extra- ordinary items	3,797.69	13,495.01
<b>Adjustments for items: -</b>		
Derecognition of financial assets	(1,843.90)	-
Liability written back	(3.49)	-
Gain on Sale of Investments	(1,633.92)	(4,278.07)
Interest received	(5,707.47)	(14,976.48)
Interest on borrowings	59.18	10,035.83
Depreciation on property, plant & equipment	325.99	400.09
Operating Profit before working capital changes	(5,005.92)	4,676.38
<b>Working capital adjustments: -</b>		
(Increase)/ decrease in inventories	(71,079.93)	1,09,062.45
(Increase)/ decrease in trade receivables	16,252.52	(17,244.62)
(Increase)/ decrease in other financial assets	1,721.02	7,338.00
(Increase)/ decrease in other current assets	(571.40)	45,834.55
(Increase)/ decrease in loans	(46,169.29)	-
Increase/ (decrease) in other bank balance other than cash & cash equivalent	-	2,39,009.36
Increase/ (decrease) in trade payables	51,334.09	18,458.03
Increase/ (decrease) in other financial liabilities	(9,750.10)	(11,013.37)
Increase/ (decrease) in other current liabilities	17,201.07	(84,605.99)
Cash generated from operations	(46,067.94)	3,11,514.79
Direct Taxes Paid	3,301.62	(3,077.94)
<b>Net cash flow from operating activities (A)</b>	<b>(42,766.32)</b>	<b>3,08,436.85</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
Sale/ (Purchase) of property, plant & equipment	-	(713.50)
Sale/ (Purchase) of current investments	35,394.61	(28,000.13)
Interest received	5,707.47	14,976.48
<b>Net cash flow from investing activities (B)</b>	<b>41,102.08</b>	<b>(13,737.15)</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
Interest on borrowings	(59.18)	(10,035.83)
Net proceeds from borrowings	11,292.20	(3,31,445.38)
<b>Net cash flow from financing activities (C)</b>	<b>11,233.02</b>	<b>(3,41,481.21)</b>
<b>Net cash flow during the year (A + B + C)</b>	<b>9,568.78</b>	<b>(46,781.52)</b>
Add: Opening cash and cash equivalents	81,219.12	1,28,001
<b>Closing cash and cash equivalents</b>	<b>90,787.90</b>	<b>81,219.13</b>
<b>Components of cash and cash equivalents</b>		
Cash in hand	85.31	108.26
Balances with banks		
In current accounts	2,951.46	7,281.78
In fixed deposits	87,751.16	73,829.08
<b>Total cash and cash equivalents (Note 10)</b>	<b>90,787.93</b>	<b>81,219.12</b>

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

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

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

**O. P. Pareek**  
Partner  
Membership No. 014238  
UDIN: - 21014238AAAAIV4491

**Ankit Agarwal**  
Managing Director & CFO  
DIN: 05254327

**Anil Gupta**  
Director  
DIN: 00468470

New Delhi, the 28th day of June, 2021

**Khushboo Agarwal**  
Director  
DIN: 06792261

**Ayush Jindal**  
Company Secretary  
M. No. A60494

**KOTIA ENTERPRISES LIMITED**

(Formerly known as International Pumps & Projects Limited)

CIN: L74110DL1980PLC010678

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED ON 31ST MARCH 2021

**A. Equity Share Capital**

(Rs. in '000)

Balance as at 1st April 2019	Changes in equity share capital during the year	Balance at the 31st March 2020
70,205.00	-	70,205.00
Balance as at 1st April 2020	Changes in equity share capital during the year	Balance at the 31st March 2021
70,205.00	-	70,205.00

**B. Other Equity**

(Rs. in '000)

Particulars	Reserves & Surplus			Equity Instruments through other comprehensive Income	Total
	Securities Premium	General Reserves	Retained Earnings		
Balance as at 1st April 2019	16,956.84	4,062.21	(10,996.30)	-	16,956.84
Profit/(loss) for the year	-	-	9,761.81	-	16,956.84
<b>Other Comprehensive Income</b>					
Re-measurement of Equity Instruments through FVTOCI	-	-	-	1,364.48	1,364.48
Other comprehensive income	-	-	-	1,364.48	1,364.48
Total comprehensive income	-	-	9,761.81	1,364.48	11,126.29
Balance as at 31st March 2020	16,956.84	4,062.21	(1,234.49)	1,364.48	21,149.04
Balance as at 1st April 2020	16,956.84	4,062.21	(1,234.49)	1,364.48	21,149.04
Profit/(loss) for the year	-	-	-	-	2,835.66
<b>Other Comprehensive Income</b>					
Re-measurement of Equity Instruments through FVTOCI	-	-	-	(1,364.48)	(1,364.48)
Total comprehensive income	-	-	-	(1,364.48)	(1,364.48)
Total other comprehensive income	-	-	2,835.66	(1,364.48)	1,471.18
Balance as at 31st March 2021	16,956.84	4,062.21	1,601.17	-	22,620.22

Notes to the financial statements

1-42

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

As per our report of even date

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

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

O. P. Pareek  
Partner  
Membership No. 014238  
UDIN: - 21014238AAAAIV4491

Ankit Agarwal  
Managing Director & CFO  
DIN: 05254327

Anil Gupta  
Director  
DIN: 00468470

New Delhi, the 28th day of June, 2021

Ayush Jindal  
Company Secretary  
M. No. A60494

Khushboo Agarwal  
Director  
DIN: 06792261

**KOTIA ENTERPRISES LIMITED**

(Formerly known as International Pumps & Projects Limited)

CIN: L74110DL1980PLC010678

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021****1 Corporate Information:**

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

**2 Significant Accounting Policies:****(a) Statement of Compliance:**

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

**(b) Basis for preparation of financial statements:**

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

**(c) Use of Estimates:**

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

Critical accounting estimates:

**(i) Income Taxes:**

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

**(ii) Impairment of Investments:**

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

**(iii) Provisions:**

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

**(d) Property, Plant and Equipment**

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

The Company has chosen the cost model for recognition and this model is applied to all class of assets. After recognition as an asset, an item of PPE is carried at its cost less any accumulated depreciation and any accumulated impairment losses.

Depreciable amount of an asset is the cost of an asset less its estimated residual value.

Depreciation on Property, Plant and Equipment, including assets taken on lease, other than freehold land is charged based on Written down method on an estimated useful life as prescribed in Schedule II to the Companies Act, 2013. The useful life of asset taken into consideration as per Schedule II for the purpose of calculating depreciation is as follows: -

<b>Particulars of Property, Plant &amp; Equipment</b>	<b>Useful life (in years)</b>
Furniture	10
Motor Vehicle	8
Office Equipment	5
Computer	3

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

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

**(e) Revenue recognition:**

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



**Sale of goods:** -

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

**Civil Contracts:** -

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

**(f) Foreign currency transactions:**

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

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

-

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

**Subsequent measurement:** -

Financial assets are subsequently classified and measured at

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

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

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

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

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

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

**De- recognition of Financial Assets**

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

**Financial Liabilities: -****Recognition and initial measurement: -**

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

**Subsequent measurement:**

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

**De-recognition of Financial liabilities**

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

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

**Offsetting of Financial Instruments**

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

**(h) Impairment of Financial Assets**

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

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

**(i) Inventories**

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

**(j) Cash & Cash equivalent**

Cash and cash equivalents in the balance sheet comprise of cash at bank and on hand and short term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

**(k) Taxation**

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

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

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

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

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

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

**(l) Earnings per share:**

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

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

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

**(m) Provision, Contingent Liabilities and Contingent Assets:**

A provision is recognised when the company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which reliable estimate can be made. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingent Assets and Contingent Liabilities are not recognized in the financial statements.

5	Deferred Tax Asset (net)	As at 31st March 2021 (Rs. in '000')	As at 31st March 2020 (Rs. in '000')
	Asset/(Liab.) at the beginning of the year	38.17	107.76
	Transferred to the Statement of Profit & Loss	36.45	(69.59)
	Asset/(Liability) at the end of year	74.62	38.17

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

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

(Rs. in '000')

Particulars	For the year ended 31st March 2021			
	As at 1st April 2020	Recognized in Profit and loss	Recognized in OCI	As at 31st March 2021
Written down value of property, plant and equipment	38.17	36.45	-	74.62
Expenses u/s 35D of the Income Tax Act, 1961	-	-	-	-
<b>Total</b>	<b>38.17</b>	<b>36.45</b>	<b>-</b>	<b>74.62</b>

Particulars	For the year ended 31st March 2020			
	As at 1st April 2019	Recognized in Profit and loss	Recognized in OCI	As at 31st March 2020
Written down value of property, plant and equipment	(19.65)	57.82	-	38.17
Expenses u/s 35D of the Income Tax Act, 1961	127.41	(127.41)	-	-
<b>Total</b>	<b>107.76</b>	<b>(69.59)</b>	<b>-</b>	<b>38.17</b>

6	Other non current assets	As at 31st March 2021 (Rs. in '000')	As at 31st March 2020 (Rs. in '000')
	Security deposits	455.63	455.63
	Earnest money deposits	49.36	49.36
		504.99	504.99

7	Inventories	As at 31st March 2021 (Rs. in '000')	As at 31st March 2020 (Rs. in '000')
	Stock in trade	71,079.93	-
		71,079.93	-

8	Investment: current	As at 31st March 2021 (Rs. in '000')	As at 31st March 2020 (Rs. in '000')
	Investment in mutual funds (Quoted)		
	Nil Units (31st March 2020: 29,57,755.1000 ) of IDFC Ultra Short Term Fund-	-	33,642.69
		-	33,642.69

8.1	Aggregate amount of quoted investments (at cost)	-	31,798.79
8.2	Aggregate market value of quoted investments	-	33,642.69
8.3	Investments in quoted mutual funds is recognized at 'Fair value through Other Comprehensive Income' (FVTOCI)		

9	Trade receivables: current	As at 31st March 2021	As at 31st March 2020
		(Rs. in '000')	(Rs. in '000')
	Trade receivables considered good - unsecured	1,134.49	17,387.01
		<u>1,134.49</u>	<u>17,387.01</u>
10	Cash and cash equivalents	As at 31st March 2021	As at 31st March 2020
		(Rs. in '000')	(Rs. in '000')
	Cash on hand	85.31	108.26
	Balances with banks:	-	
	In current accounts	2,951.46	7,281.78
	In fixed deposits (with original maturity of less than 3 months)	87,751.16	73,829.08
		<u>90,787.93</u>	<u>81,219.12</u>
11	Loans: Current	As at 31st March 2021	As at 31st March 2020
		(Rs. in '000')	(Rs. in '000')
	Considered good - unsecured		
	Loans to: -		
	- Body Corporates	46,169.29	-
		<u>46,169.29</u>	<u>-</u>
12	Other financial assets: current	As at 31st March 2021	As at 31st March 2020
		(Rs. in '000')	(Rs. in '000')
	Interest accrued on:		
	Fixed deposits	1,868.85	3,589.87
		<u>1,868.85</u>	<u>3,589.87</u>
13	Other current assets	As at 31st March 2021	As at 31st March 2020
		(Rs. in '000')	(Rs. in '000')
	Advance to supplier	17.28	-
	Prepaid expenses	-	35.09
	Input tax credit of GST	910.08	349.87
	Staff advance	35.00	6.00
		<u>962.36</u>	<u>390.96</u>

14 Equity share capital	As at 31st March 2021		As at 31st March 2020	
	Nos.	(Rs. in '000')	Nos.	(Rs. in '000')
<b>Authorized shares</b>				
Equity shares of Rs. 10 each with voting	80,00,000	80,000.00	80,00,000	80,000.00
Issued, subscribed and fully paid- up	70,20,500	70,205.00	70,20,500	70,205.00

**14.1 Reconciliation of number of equity shares and amount outstanding**

	As at 31st March 2021		As at 31st March 2020	
	Nos.	(Rs. in '000')	Nos.	(Rs. in '000')
<b>Equity Shares</b>				
- At the beginning of the period	70,20,500	70,205.00	70,20,500	70,205.00
- Issued during the year	-	-	-	-
<b>Total outstanding at the end of the</b>	<b>70,20,500</b>	<b>70,205.00</b>	<b>70,20,500</b>	<b>70,205.00</b>

**14.2 Terms and rights attached to equity shares**

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

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

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

	As at 31st March 2021		As at 31st March 2020	
	Nos.	% holding	Nos.	% holding
Panchsheel Portfolio Consultant Private	7,10,600	10.12%	7,10,600	10.12%
Lydia Buildcon Private Limited	6,54,400	9.32%	6,54,400	9.32%
Pavaki Propbuild Private Limited	6,13,552	8.74%	6,13,552	8.74%
Jubilation Hotel Management Private	-	0.00%	5,95,900	8.49%
Sarvashree Hotel Management Private	5,95,900	8.49%	-	0.00%
AVS Alloy India Private Limited	3,99,000	5.68%	4,99,000	7.11%
Ostrich Infra Reality Private Limited	-	0.00%	4,94,300	7.04%
Himarsh Infra Reality Private Limited	4,94,300	7.04%	-	0.00%

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

15 Other equity	As at 31st March 2021		As at 31st March 2020	
		(Rs. in '000')		(Rs. in '000')
<b>Securities premium:-</b>				
Balance at the beginning of the year	16,956.84		16,956.84	
Add/(less): Transfer/(utilize) during the year	-		-	
Balance at the end of the year		16,956.84		16,956.84
<b>General Reserve:-</b>				
Balance at the beginning of the year	4,062.21		4,062.21	
Add/(less): Transfer/(utilize) during the year	-		-	
Balance at the end of the year		4,062.21		4,062.21
<b>Retained earnings:-</b>				
Balance at the beginning of the year	(1,234.49)		(10,996.30)	
Add/(less): Profit/ (loss) for the year	2,835.66		9,761.81	
Balance at the end of the year		1,601.17		(1,234.49)
<b>Equity Instruments through Other</b>				
Balance at the beginning of the year	1,364.48		-	
Derecognition of financial asset measured at FVTOCI	(1,364.48)			
Remeasurement of equity instruments at FVTOCI	-		1,364.48	
Balance at the end of the year		-		1,364.48
		<b>22,620.22</b>		<b>21,149.04</b>

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16	<b>Borrowings: current</b>	<b>As at 31st March 2021</b>	<b>As at 31st March 2020</b>
		<b>(Rs. in '000')</b>	<b>(Rs. in '000')</b>
	<u>Loans repayable on demand</u>		
	Bank overdraft (secured)	-	-
	Loans from body corporate (unsecured)	20,305.54	9,013.34
		<u>20,305.54</u>	<u>9,013.34</u>
16.1	Bank overdraft is secured against fixed deposits lying with bank as margin money.		
17	<b>Trade Payables: current</b>	<b>As at 31st March 2021</b>	<b>As at 31st March 2020</b>
		<b>(Rs. in '000')</b>	<b>(Rs. in '000')</b>
	Outstanding dues of creditors other than micro enterprises and small enterprises (Note 15.1)	71,091.70	19,761.10
		<u>71,091.70</u>	<u>19,761.10</u>
17.1	There are no dues to Micro and Small Enterprises as defined under Micro, Small & Medium Enterprises Development Act, 2006 which are outstanding for a period more than 45 days as on the balance sheet date.		
18	<b>Other financial liabilities: current</b>	<b>As at 31st March 2021</b>	<b>As at 31st March 2020</b>
		<b>(Rs. in '000')</b>	<b>(Rs. in '000')</b>
	Audit fee payable	36.00	36.00
	Retention money payable	11,197.02	20,930.81
	Salary payable	77.82	81.87
	Director remuneration payable	50.00	50.00
	Expenses payable	11.79	24.05
		<u>11,372.63</u>	<u>21,122.73</u>
19	<b>Other current liabilities</b>	<b>As at 31st March 2021</b>	<b>As at 31st March 2020</b>
		<b>(Rs. in '000')</b>	<b>(Rs. in '000')</b>
	TDS payable	20.47	954.14
	Advance received from customers	19,324.74	1,190.00
		<u>19,345.21</u>	<u>2,144.14</u>
20	<b>Revenue from operations</b>	<b>For the year ended</b>	<b>For the year ended</b>
		<b>on 31st March 2021</b>	<b>on 31st March 2020</b>
		<b>(Rs. in '000')</b>	<b>(Rs. in '000')</b>
	<u>Sale of products: -</u>		
	Polypropylene film	-	58,990.76
	Bleached hardwoodkraft pulp	-	2,54,566.82
	<u>Rendering of service:-</u>		
	Construction and civil works	7,623.48	95,744.97
		<u>7,623.48</u>	<u>4,09,302.55</u>



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		For the year ended on 31st March 2021 (Rs. in '000')	For the year ended on 31st March 2020 (Rs. in '000')
<b>21</b>	<b>Other income</b>		
	Derecognition of financial assets	1,843.90	-
	Discount	1.50	-
	Documentation charges	-	348.95
	Gain on sale of investments	1,633.92	4,278.07
	Handling charges	-	2,324.06
	Interest income	5,707.47	14,976.48
	Liability written back	3.49	-
	Material management fees	-	75.88
		<b>9,190.28</b>	<b>22,003.44</b>
<b>22</b>	<b>Cost of material consumed</b>		
	Civil work		
	Purchase of goods	7,260.45	13,672.10
	Add: - opening stock of work in progress	-	11.80
	Less: - closing stock of work in progress	-	-
		<b>7,260.45</b>	<b>13,683.90</b>
<b>23</b>	<b>Purchase of stock-in-trade</b>		
	Polypropylene film	71,079.93	57,594.53
	Bleached hardwoodkraft pulp	-	1,38,776.33
		<b>71,079.93</b>	<b>1,96,370.86</b>
<b>24</b>	<b>Changes in inventories</b>		
	Opening balance of stock in trade	-	1,09,050.65
	Less: closing balance of stock in trade	(71,079.93)	-
		<b>(71,079.93)</b>	<b>1,09,050.65</b>
<b>25</b>	<b>Operating expenses</b>		
	Sub- contracting of civil work	-	79,752.54
		<b>-</b>	<b>79,752.54</b>

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26	Employee benefit expenses	For the year ended	For the year ended
		on 31st March 2021	on 31st March 2020
		(Rs. in '000')	(Rs. in '000')
	Director remuneration (basic)	600.00	600.00
	Salaries & allowances	912.97	948.23
	Staff welfare expenses	52.51	34.34
		<b>1,565.48</b>	<b>1,582.57</b>
27	Finance cost	For the year ended	For the year ended
		on 31st March 2021	on 31st March 2020
		(Rs. in '000')	(Rs. in '000')
	Interest paid on bank overdraft	-	861.42
	Interest paid on loan	59.18	9,174.41
		<b>59.18</b>	<b>10,035.83</b>
28	Other expenses	For the year ended	For the year ended
		on 31st March 2021	on 31st March 2020
		(Rs. in '000')	(Rs. in '000')
	Advertisement & publications	56.03	65.08
	Bank charges	7.13	4.97
	Business promotion expense	-	96.97
	Conveyance expenses	85.14	29.64
	Courier & postage	17.61	22.00
	Documentation charges	-	348.95
	Electricity & water charges	58.70	66.89
	Filing fees	8.50	10.64
	Foreign Currency exchange differences (Note 32)	-	180.50
	Handling Charges	-	2,324.06
	Import bank charges	-	2.50
	Insurance	9.89	77.41
	Interest on TDS	10.30	48.21
	LC commission charges	273.20	174.18
	Legal & professional charges	406.39	135.63
	Listing fees	355.00	564.00
	Material management fees	-	75.88
	Miscellaneous expenses	104.91	79.60
	Office maintenance expense	73.43	205.95
	Payment to statutory auditors (Note 33)	149.00	68.00
	Property tax	-	132.95
	Registrar & depository charges	45.20	14.49
	Rent expense	2,005.88	2,032.88
	Repairs & maintenance	26.50	279.88
	Telephone and internet	12.98	14.87
	Travelling expenses	12.48	69.85
	Vehicle expense	50.87	75.18
	Website & software expenses	35.83	-
		<b>3,804.97</b>	<b>7,201.16</b>

29

**Related Parties: -**

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

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

A.	Key Management Personnel	Sh. Anil Gupta (Director)
		Sh. Ankit Agarwal (Managing Director & CFO)
		Ms. Khushboo Agarwal (Director)
		Mr. Paaven Bansal (Director)
		Sh. Manoj Kumar Bansal (Director)
		Sh. Ayush Jindal (Company Secretary)
		Ms. Pooja Tyagi (Past Company Secretary)
		Ms. Pooja Solanki (Past Company Secretary)
B.	Relatives of Key Management Personnel	None
C.	Enterprises owned or significantly influenced by the Key Management Personnel or their Relatives	Iesus Marketing (P) Ltd.

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

S.No.	Transaction With	Nature of Transaction	Transactions during the year	
			31-Mar-2021	31-Mar-2020
			(Rs. In "000")	(Rs. In "000")
(i)	Key Management Personnel: -			
	Ankit Agarwal	Remuneration	600.00	600.00
	Pooja Tyagi	Remuneration	-	160.79
		Bonus	-	25.17
	Ayush Jindal	Remuneration	157.09	-
	Pooja Solanki	Remuneration	51.26	170.51
(ii)	Relatives of Key Management Personnel:- None			
(iii)	Enterprises in which Key Management Personnel and their relatives are having significant influence:- None			

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

S.No.	Transaction With	Description	Balance as on	
			31-Mar-2021	31-Mar-2020
			(Rs. In "000")	(Rs. In "000")
(i)	Key Management Personnel: -			
	Ankit Agarwal	Remuneration	50.00	50.00
	Ayush Jindal	Remuneration	16.25	-
	Pooja Solanki	Remuneration	-	36.93
(ii)	Relatives of Key Management Personnel:- None			
(iii)	Enterprises in which Key Management Personnel and their relatives are having significant influence:- None			

**30 Segment Information :**

The Company has identified three reportable segments viz., PP film and injection, Bleached Hardwood Pulp and construction & civil work after taking into account the nature of product and services and the differing risk and returns on such products and services. The accounting policies adopted for segment reporting are in line with the accounting policy of the company with following additional policies for segment reporting:-

(i) Revenue and expenses have been identified to a segment on the basis of relation to operating activities of the segment. Revenue and expenses that relate to enterprise as a whole and are not allocable to a segment on reasonable basis have been disclosed as "Un-allocable".

(ii) Segment Assets and Segment Liabilities represent Assets and Liabilities in respective segments. Assets and liabilities that cannot be allocated to a segment on reasonable basis have been disclosed as "Un-allocable".

**a) Segment Information**

Particulars	For the year ended on 31st March 2021 (Rs. In "000")	For the year ended on 31st March 2020 (Rs. In "000")
<b>1. Segment Revenue</b>		
a) Polypropylene film	-	58,990.76
b) Bleached hardwoodkraft pulp	-	2,54,566.82
c) Construction and civil works	7,623.48	95,744.97
d) Un-allocable	9,190.28	22,003.45
<b>Total</b>	<b>16,813.76</b>	<b>4,31,306.00</b>
Less: Inter segment revenue	-	-
<b>Net Sales/Income From Operations</b>	<b>16,813.76</b>	<b>4,31,306.00</b>
<b>2. Segment Results</b>		
<b>Profit before Interest and Tax</b>		
a) Polypropylene film	-	1,396.23
b) Bleached hardwoodkraft pulp	-	6,739.84
c) Construction and civil works	363.02	2,308.54
d) Un-allocable	9,190.28	22,003.45
<b>Total</b>	<b>9,553.30</b>	<b>32,448.06</b>
<b>Less:</b>		
(a) Interest	(59.18)	(10,035.83)
(b) Other un-allocable expenditure net of un-allocable income and other comprehensive	(5,696.43)	(9,183.84)
<b>Total Profit before Tax</b>	<b>3,797.69</b>	<b>13,228.39</b>
<b>1. Segment Assets</b>		
a) Polypropylene film	-	13,886.51
b) Bleached hardwoodkraft pulp	-	2.00
c) Construction and civil works	1,134.49	3,498.50
d) Un-allocable	2,13,731.17	1,25,476.58
<b>Total</b>	<b>2,14,865.66</b>	<b>1,42,863.59</b>
<b>2. Segment Liabilities</b>		
a) Polypropylene film	71,079.93	-
b) Bleached hardwoodkraft pulp	-	-
c) Construction and civil works	9.01	19,761.10
d) Un-allocable	51,026.14	32,280.21
<b>Total</b>	<b>1,22,115.08</b>	<b>52,041.31</b>
<b>3. Capital employed (Segment assets-segment liabilities)</b>		
a) Polypropylene film	(71,079.93)	13,886.51
b) Bleached hardwoodkraft pulp	-	2.00
c) Construction and civil works	1,125.48	(16,262.60)
d) Un-allocable	1,62,705.03	93,196.37
<b>Total</b>	<b>92,750.58</b>	<b>90,822.28</b>

**b. Secondary Segment information: -**

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

31 Categories of Financial Instruments and its fair value measurement		(Rs. in '000)	
	As at March 31, 2021	As at March 31, 2020	
<b>Financial assets</b>			
<b>Measured at amortised cost</b>			
(i) Trade receivables	1,134.49		17,387.01
(ii) Cash and Bank balance	90,787.93		81,219.12
(iii) Loans	46,169.29		-
(iv) Other financial assets	1,868.85		3,589.87
<b>Measured at fair value through other comprehensive income</b>			
(i) Investment in mutual funds (quoted)	-		33,642.69
<b>Measured at Cost</b>			
(i) Investment in subsidiaries	-		-
<b>Total</b>	<b>1,39,960.56</b>		<b>1,35,838.69</b>

	As at March 31, 2021	As at March 31, 2020	
<b>Financial liabilities</b>			
<b>Measured at amortised cost</b>			
(i) Borrowings	20,305.54		9,013.34
(ii) Other financial liabilities	11,372.63		21,122.73
(iii) Trade and other payables	71,091.70		19,761.10
<b>Total</b>	<b>1,02,769.87</b>		<b>49,897.17</b>

**Fair value Measurement**

(Rs. in '000)

Particulars	Fair value as at		Fair value	Valuation technique(s) and key input(s)
	As at March 31, 2021	As at March 31, 2020		
<b>Financial assets</b>				
Investment in subsidiaries	0.00	-	Level 2	Fair Market Value
Loans	46169.29	-	Level 2	Discounted estimated cash flow through the expected life of
<b>Financial Liabilities</b>				
Borrowings	20305.54	-	Level 2	Discounted estimated cash flow through the expected life of

32 Particulars	Wednesday, 31 March, 2021 (Rs. In '000')	Tuesday, 31 March, 2020 (Rs. In '000')
Expenditure in foreign currency (Import)	Nil	1,95,720.69
Receipts in foreign currency (Export)	Nil	Nil

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

Particulars	Wednesday, 31 March, 2021 (Rs. In '000')	Tuesday, 31 March, 2020 (Rs. In '000')
In respect of Audit fees	40.00	40.00
In respect of Certification	9.00	8.00
In respect of GST Audit fees	100.00	20.00
<b>Total</b>	<b>149.00</b>	<b>68.00</b>

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

Particulars	31-Mar-21 (Rs. In '000')	31-Mar-20 (Rs. In '000')
In respect of Audit fees	40.00	40.00
In respect of Certification	9.00	8.00
In respect of GST Audit fees	100.00	20.00
Total	149.00	68.00

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Particulars	31-Mar-21 (Rs. In '000')	31-Mar-20 (Rs. In '000')
Contingent Liabilities not provided for	Nil	Nil
Pending litigations by/ against the Company	None	None

36 India is currently witnessing the second wave of COVID-19 pandemic with significant increase in the number of infected cases. The resultant lockdowns are less restrictive for economic activity and are concentrated in the most-hit states. The Company has not experienced any significant impact on its liquidity position due to the sufficiency of working capital. The Company continues to be well geared to meet its funding needs.

In view of the above, the Management believes that there will not be significant impact of this outbreak in continuing its business operations, in maintaining its financial position and in its ability to continue as a going concern. The Company shall also continue to closely monitor any material changes arising of future economic conditions and potential impact on its business.

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

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

39 The financial statements were approved for issue by the Board of Directors on 28th June, 2021.

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

41 Figures have been rounded off to the nearest thousands of rupees.

42 Figures in brackets indicate negative (-) figures.

Signed for the purpose of Identification

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

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

**O. P. Pareek**  
Partner  
Membership No. 014238  
UDIN: - 21014238AAAAIV4491

**Ankit Agarwal**  
Managing director & CFO  
DIN: 05254327

**Anil Gupta**  
Director  
DIN: 00468470

New Delhi, the 28th day of June, 2021

**Khushboo Agarwal**  
Director  
DIN: 06792261

**Ayush Jindal**  
Company Secretary  
M. No. A60494