



KOTIA ENTERPRISES LIMITED

Formerly known as INTERNATIONAL PUMPS AND PROJECTS LIMITED

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 42ND ANNUAL GENERAL MEETING OF THE MEMBERS OF KOTIA ENTERPRISES LIMITED WILL BE HELD ON FRIDAY, 30TH SEPTEMBER 2022 AT 11:00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 905, NEW DELHI HOUSE, 27, BARAKHAMBA ROAD, NEW DELHI - 110001 TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS:

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

SPECIAL BUSINESS:

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Neelam Rani
Neelam Rani
Company Secretary
M. No. A61959



Date: 03.09.2022
Place: New Delhi

NOTES:

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

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

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

8. Details under Regulation 36 of the SEBI (LODR), 2015, in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, is given in the Corporate Governance Report along with the details of their shareholding.
9. Electronic copy of the Annual Report for 2021-22 is being sent to all the members whose email IDs are registered with the Company / Depository Participant(s) for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2021-22 are being sent in the permitted mode.
10. The Notice of the Annual General Meeting of the Company and instructions for e-voting, along with Attendance Slip and Proxy Form is being sent to all the members by electronic mode, whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the aforementioned documents are being sent in the permitted mode.
11. Members may also note that the Notice of the Annual General Meeting and the Annual Report for 2021-22 will also be available on the Company's website www.kotiaenterprises.com for download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in New Delhi for inspection during normal business hours on working days, excluding Saturday up to the date of AGM. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, free of cost.
12. Shareholders are requested to notify any change of address:
 - (i) To their Depository Participants (DPs) in respect of the shares held in Demat form; and
 - (ii) To the Company at its Registered Office at 905, New Delhi House, 27, Barakhamba Road, New Delhi – 110001
 - (iii) In case the mailing address mentioned on this Annual Report is without the PIN Code, kindly inform the same to DP of the Company
13. To support the 'Green Initiative' in the Corporate Governance taken by the Ministry of Corporate Affairs, to contribute towards the Greener Environment and to receive all documents, Notices, including Annual Reports and other communications of the Company, investors should register their e-mail addresses with RTA if shares are held in physical mode or with the Depository Participant if the shares are held in electronic mode.
14. The Statement of Profit and Loss for the year ended 31st March 2022, the Balance Sheet as at that date, the Auditors' Report, the Directors' Report and all other documents annexed or attached to the Balance Sheet are available for inspection by the Members at the Registered Office of the Company between 11.00 A.M. and 01.00

P.M. on all working days up to this AGM. Members who wish to obtain information on the Company or view the Accounts for the previous years may visit the Company's website or send their queries at least 10 days in advance before the AGM to the Secretary of the Company.

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

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

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

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

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

Step 1: Access to NSDL e-Voting system

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

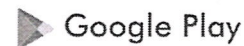
In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode.with NSDL.	<ol style="list-style-type: none"> 1. Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nSDL.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDEAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nSDL.com. Select "Register

Online for IDeAS Portal” or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>

3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> 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 **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.
4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.
2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of **e-Voting service provider i.e. NSDL**. Click on **NSDL** to cast your vote.
3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e., **NSDL** where the e-Voting is in progress.

Individual Shareholders (holding securities in demat mode) login through their depository participants	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
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

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

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

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

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

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

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

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

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

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

- b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nSDL.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - a) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to amitkumar0811@yahoo.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or

“Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in

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

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

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

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

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

ITEM NO 3

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

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

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

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

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

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

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

ITEM NO 4

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

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

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

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

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

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

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

ITEM NO 5

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

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

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

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

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

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

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

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

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

- 1) together, hold more than ten percent of the total voting rights in the listed entity;
- 2) exercise control over the affairs of the listed entity directly or indirectly;
- 3) have any special rights with respect to the listed entity through formal or informal arrangements including through any shareholder agreements;
- 4) be represented on the board of directors (including not having a nominee director) of the listed entity;
- 5) act as a key managerial person in the listed entity;

- 6) be a 'wilful defaulter' as per the Reserve Bank of India Guidelines;
- 7) be a fugitive economic offender.

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

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

Date: 03.09.2022
Place: New Delhi

By Order of the Board
KOTIA ENTERPRISES LIMITED

Neelam
Neelam Rani
Company Secretary



ANNEXURE TO THE NOTICE

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

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

excluding foreign companies as of the date of this Notice.			4. Goalpost Industries Limited 5. Valecha Engineering Limited 6. Associated Electronics Research Foundation 7. Golden Biofuels Limited 8. Lemon Electronics Limited
Name of listed entities from which the person has resigned in the past three years	Nil	Nil	Elitecon International Limited
Memberships / Chairmanships of committees of other companies including listed companies (^) and excluding foreign companies as of the date of this Notice	Nil	Nil	Nil
Relationship with other Directors, Managers, and other Key Managerial Personnel of the Company	Son of Mr. Manoj Kumar Bansal, who is Managing Director of the Company	Nil	Nil
Shareholding in the Company including shareholding as a beneficial owner	Nil	Nil	Nil
Terms and Conditions of appointment / reappointment	Re-appointment as a Non-Executive, Non-Independent Director	Appointment as a Non-Executive, Independent Director, not liable to retire by rotation for a term of 5 years commencing from 03 rd September, 2022 to 02 nd September, 2027.	Appointment as a Non-Executive, Independent Director, not liable to retire by rotation for a term of 5 years commencing from 03 rd September, 2022 to 02 nd September, 2027.
Details of Remuneration sought to be paid	Nil	They shall be paid remuneration in the capacity of Non-Executive, Independent Director, by way of fee for attending meetings of the Board or Committees thereof, reimbursement of expenses for participating in the Board and other meetings, and profit related commission within the limits stipulated under Section 197 of the Companies Act, 2013, as may be decided by the Board from time to time.	
In the case of independent directors, the skills and capabilities required for the role and the	Nil	The role and capabilities as required in the case of an independent director are well defined in the Policy on Nomination, Appointment, and Removal of Directors.	

<p>manner in which the proposed person meets such requirements</p>		<p>Further, the Board has a defined list of core skills/expertise/ competencies, in the context of its business and sector for it to function effectively.</p> <p>The Nomination and Remuneration Committee of the Board has evaluated the profile of Ms. Shobha Rustagi and Mr. Achal Kapoor possess the relevant skill and capabilities to discharge the role of Independent Directors.</p>
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KOTIA ENTERPRISES LIMITED

CIN: L74110DL1980PLC010678

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

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

Form No. MGT - 11**PROXY FORM**

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

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

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

1.Name

1.Name

1.Name

Address:

Address:

Address:

Email Id:

Email Id:

Email Id:

Signature:, or failing
him/herSignature:, or failing
him/herSignature:, or failing
him/her

as my/our proxy to attend and vote (on a ballot/poll) for me/us and on my/our behalf at the 42nd Annual General Meeting of the Company, to be held on Friday, September 30, 2022 at 11:00 A.M. at 905, New Delhi House, 27, Barakhamba Road, New Delhi-110001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Resolution			
Ordinary Business				
1.	Adoption and Approval of Balance Sheet, Statement of Profit and Loss and the Reports of the Board of Directors and Auditors thereon for the financial period ended on March 31, 2022	For	Against	Abstain
2.	Re-appointment of Mr. Paaven Bansal, as Director liable to retire by rotation.			

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

Signed this Day of 2022

Affix revenue stamp of not less than Rs. 1.00

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

Notes:

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

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ELECTRONIC VOTING PARTICULARS

Commencement of remote e-voting From 09.00 a.m. (IST) on Tuesday, September 27, 2022

End of remote e- voting Up to 5.00 p.m. (IST) on Thursday, September 29, 2022

EVEN (Remote E-Voting Event Number)	USER ID	PASSWORD/PIN	NO. OF SHARES
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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 Friday, September 23, 2022.
- Please read the instructions given below carefully before exercising the vote through e-voting.

.....TEAR HERE

KOTIA ENTERPRISES LIMITED

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ATTENDANCE SLIP

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

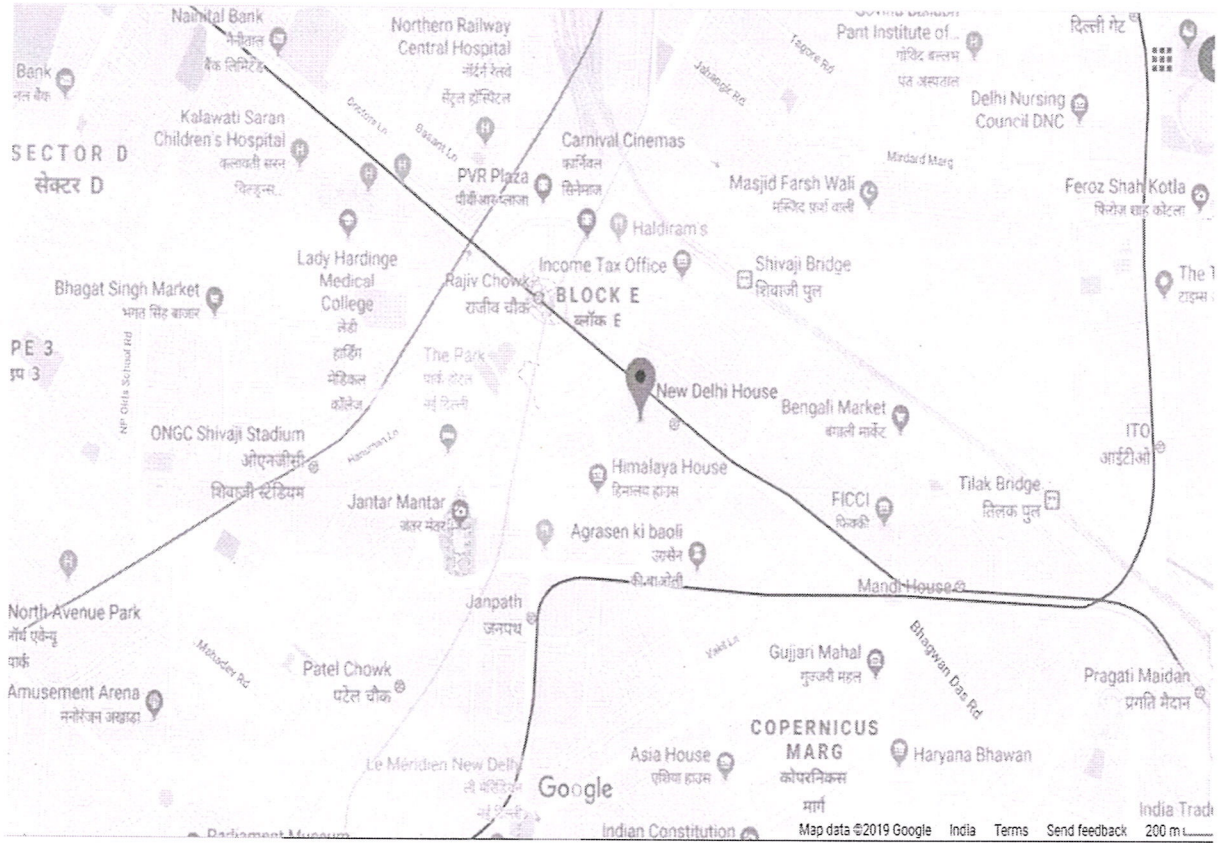
Name & Address of First/Sole Member :

No. of Shares held :

I/We hereby record my/our presence at the 42nd Annual General Meeting (AGM) of the Company scheduled to be held on Friday, September 30, 2022 at 11:00 a.m. at its Registered office at 905, New Delhi House, 27, Barakhamba Road, New Delhi -110001.

Signature of Member/Proxy

ROUTE MAP FOR AGM VENUE



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