

To
The Chairperson
Mrs. Khushboo Agarwal

38th Annual General Meeting of the
Equity Shareholders of **Kotia Enterprises Limited**
held on Friday, September 28, 2018 at 11:30 A.M.
at 905, New Delhi House, 27, Barakhamba Road, New Delhi - 110001

Re.: Kotia Enterprises Limited (formerly known as International Pumps and Projects Limited)

Sub.: Scrutinizer Report on the voting at the 38th Annual General Meeting of **Kotia Enterprises Limited (formerly known as International Pumps and Projects Limited)** ("Company") held on Friday, September 28, 2018 at 11:30 A.M. at registered office at 905, New Delhi House, 27, Barakhamba Road, New Delhi - 110001

Madam,

In relation to the 38th Annual General Meeting of the Company, please find enclosed Consolidated Scrutinizers' Report on voting through remote E-voting and the voting conducted at the Annual General Meeting of the shareholders of the company.

Kindly acknowledge the same and take on your records.

Thanking you

Yours Faithfully

For **Kumar A & Associates**
Company Secretaries

Amit Kumar
(AMIT KUMAR)
Proprietor
Membership No. 28804
CP No. 16877



Date: September 28, 2018
Place: Delhi

**CONSOLIDATED REPORT OF SCRUTINIZER ON VOTING THROUGH REMOTE E-VOTING
AND VOTING AT AGM**

To
The Chairperson
Mrs. Khushboo Agarwal

38th Annual General Meeting of the
Equity Shareholders of **Kotia Enterprises Limited**
held on Friday, September 28, 2018 at 11:30 A.M.
at 905, New Delhi House, 27, Barakhamba Road, New Delhi - 110001

Re.: Kotia Enterprises Limited (formerly known as International Pumps and Projects Limited)

Sub: Consolidated Scrutinizer's Report on remote e- Voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Rules, 2015 and voting pursuant to the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 as amended at the Annual General Meeting of the Company

BACKGROUND

I, Amit Kumar, proprietor of Kumar A & Associates, Company Secretaries (Membership No. 28804), was appointed as the Scrutinizer(s) for the purpose of scrutinizing the remote E-voting pursuant to section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended thereto as well as voting conducted at the AGM pursuant to section 109 of the Companies Act, 2013 ("the Act") read with Rule 21 of the Companies (Management and Administration) Rules, 2014, as amended thereto of the equity shareholders of Kotia Enterprises Limited (formerly known as International Pumps and Projects Limited) held on Friday, September 28, 2018 at 11:30 A.M. at 905, New Delhi House, 27, Barakhamba Road, New Delhi - 110001 in a fair and transparent manner and ascertaining the requisite majority on the resolutions as set out in the notice of AGM dated August 30, 2018 along with statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolutions passed at the 38th Annual General Meeting of the Company.

DATE OF DISPATCH OF NOTICE AND CONVENING OF THE MEETING

The Company has informed me that Company has completed the dispatch of Notice of the said AGM to the all the shareholders whose names were appearing on August 24, 2018.

CUT-OFF DATE

The voting rights were reckoned on Friday, September 21, 2018 being the "**Cut-off date**" for the purpose of determining the entitlement of shareholders to vote on the resolutions as contained in the Notice of the 38th Annual General Meeting through remote E-voting and voting at the AGM.

REMOTE E-VOTING

- a) The Company has provided remote e-voting facility to the shareholders present at the Annual General Meeting in terms of Section 108 of the Companies Act, 2013 read with



Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Rules, 2015 and Regulation 44(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 enable them to cast their vote at the AGM

- b) The Remote E-voting was open for three days from Tuesday, September 25, 2018 at 10:00 A.M. to Thursday, September 27, 2018 at 05:00 p.m. and the NSDL e- Voting platform was blocked thereafter.
- c) The Company has availed the e- Voting facility offered by National Securities Depository Limited (NSDL) for conducting remote e- Voting to the shareholders of the Company.

VOTING AT THE AGM

- a) At the venue of the AGM, the facility to vote through poll has been provided to those members who were present at the AGM and have not exercised the option of casting their vote through E-voting.
- b) I had locked and sealed an empty polling box for voting at the AGM in the presence of members. Thereafter, members cast their votes and dropped at the polling box.
- c) After the closure of the Voting at the Annual General Meeting, the report of voting done after the conclusion of the meeting is generated in my presence and the voting is diligently scrutinized.

COUNTING PROCESS

- a) The locked polling box subsequently opened in my presence and in presence of two witnesses Mr. Rajnish Chauhan and Ms. Jyoti Rajput and the polling papers diligently scrutinized.
- b) After counting the votes casted by the members present at the AGM, the votes cast under remote e- Voting facility were thereafter unblocked from the website of National Securities Depository Limited (NSDL) in the presence of Two witnesses Mr. Rajnish Chauhan and Ms. Jyoti Rajput, who are not in the employment of the Company on September 28, 2018.
- c) Then, after scrutinizing and review, I have compiled the results of remote E-voting and voting at the AGM and the report has been prepared on the basis of details provided above.

I, now submit my Consolidated Scrutinizers' Report as under on the result of the remote e- Voting and voting at the meeting in respect of the said Resolutions.

ORDINARY BUSINESS:

Resolution 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, 2018 (Ordinary Resolution).

(i) Votes **in favour** of the resolution:

Mode of Voting	Number of Members voted	Total Votes cast (Shares)	% of total Number of votes cast
E voting	17	637132	70.918%
Polling	16	261252	29.079%
Total	33	898384	99.997%

(ii) Votes **against** the resolution:

Mode of Voting	Number of Members voted	Total Votes cast (Shares)	% of total Number of votes cast
E voting	1	25	0.003%
Polling	NIL	NIL	NIL
Total	1	25	0.003%



(iii) **Invalid** votes:

Total Number of Members whose votes were declared invalid	Total Number of votes cast by them
NIL	NIL

Resolution 2: Re-appointment of Mr. Ankit Agarwal, as Managing Director liable to retire by rotation. (Ordinary Resolution)

(i) Votes **in favour** of the resolution:

Mode of Voting	Number of Members voted	Total Votes cast (Shares)	% of total Number of votes cast
E voting	16	300932	53.527%
Polling	16	261252	46.469%
Total	32	562184	99.996%

(ii) Votes **against** the resolution:

Mode of Voting	Number of Members voted	Total Votes cast (Shares)	% of total Number of votes cast
E voting	1	25	0.004%
Polling	NIL	NIL	NIL
Total	1	25	0.004%

(iii) **Invalid** votes:

Total Number of Members whose votes were declared invalid	Total Number of votes cast by them
NIL	NIL

Resolution 3: Appointment of Mr. Harshit Agarwal (DIN: 06946506) as a Director of the company (Ordinary Resolution).

(i) Votes **in favour** of the resolution:

Mode of Voting	Number of Members voted	Total Votes cast (Shares)	% of total Number of votes cast
E voting	16	300932	53.527%
Polling	16	261252	46.469%
Total	32	562184	99.996%

(ii) Votes **against** the resolution:

Mode of Voting	Number of Members voted	Total Votes cast (Shares)	% of total Number of votes cast
E voting	1	25	0.004%
Polling	NIL	NIL	NIL
Total	1	25	0.004%

(iii) **Invalid** votes:

Total Number of Members whose votes were declared invalid	Total Number of votes cast by them
NIL	NIL



Resolution 4: Appointment of Mr. Paaven Bansal (DIN: 08098647) as a Director of the company (Ordinary Resolution).

(iv) Votes **in favour** of the resolution:

Mode of Voting	Number of Members voted	Total Votes cast (Shares)	% of total Number of votes cast
E voting	17	637132	70.918%
Polling	16	261252	29.079%
Total	33	898384	99.997%

(v) Votes **against** the resolution:

Mode of Voting	Number of Members voted	Total Votes cast (Shares)	% of total Number of votes cast
E voting	1	25	0.003%
Polling	NIL	NIL	NIL
Total	1	25	0.003%

(vi) **Invalid** votes:

Total Number of Members whose votes were declared invalid	Total Number of votes cast by them
NIL	NIL

Resolution 5: Approval Under Section 180 (1) (c) of the companies act 2013 (Special Resolution).

(vii) Votes **in favour** of the resolution:

Mode of Voting	Number of Members voted	Total Votes cast (Shares)	% of total Number of votes cast
E voting	17	637132	70.918%
Polling	16	261252	29.079%
Total	33	898384	99.997%

(viii) Votes **against** the resolution:

Mode of Voting	Number of Members voted	Total Votes cast (Shares)	% of total Number of votes cast
E voting	1	25	0.003%
Polling	NIL	NIL	NIL
Total	1	25	0.003%

(ix) **Invalid** votes:

Total Number of Members whose votes were declared invalid	Total Number of votes cast by them
NIL	NIL

Resolution 6: Approval of the expenses for service of documents to Members under Section 20 of companies act 2013 (Ordinary Resolution).

(x) Votes **in favour** of the resolution:

Mode of Voting	Number of Members voted	Total Votes cast (Shares)	% of total Number of votes cast
E voting	17	637132	70.918%
Polling	16	261252	29.079%



Total	33	898384	99.997%
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(xi) Votes **against** the resolution:

Mode of Voting	Number of Members voted	Total Votes cast (Shares)	% of total Number of votes cast
E voting	1	25	0.003%
Polling	NIL	NIL	NIL
Total	1	25	0.003%

(xii) **Invalid** votes:

Total Number of Members whose votes were declared invalid	Total Number of votes cast by them
NIL	NIL

All the resolutions voted through remote e-voting and ballot/poll was passed with requisite majority.

The Register, all others paper and relevant records relating to e-voting shall remain in our safe custody until the chairman consider, approves and signs the Minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Company Secretary of the Company.

For **Kumar A & Associates**
Company Secretaries

Amit Kumar
(**AMIT KUMAR**)
Proprietor
Membership No. 28804
CP No. 16877



Date: September 28, 2018
Place: Delhi