

Kotia Enterprises Limited
Notice of 38th AGM

NOTICE

Notice is hereby given that the Thirty Eighth Annual General Meeting of KOTIA ENTERPRISES LIMITED (Formerly Known as International Pumps and Projects Limited) will be held on Friday, the 28th day of September, 2018 at 11:30 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, 2018 including Audited Balance Sheet for the year ended 31st March, 2018 and the Statement of Profit and Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Ankit Agarwal (DIN – 05254327), who retires by rotation and being eligible, offers himself for re – appointment.

SPECIAL BUSINESS:

3. **To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution for Regularisation of Additional Director, Mr. Harshit Agarwal.**

“RESOLVED THAT Mr. Harshit Agarwal, who was appointed as an Additional Director with effect from April 03, 2018 on the Board of the Company in terms of Section 161 of the Companies Act, 2013, who holds office upto the date of this Annual General Meeting, and in respect of whom a notice has been received from a member in writing, under Section 160 of the Companies Act, 2013 along with requisite deposit, proposing his candidature for the office of a Director, be and is hereby appointed as director of the company.

RESOLVED FURTHER THAT any director of the company be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give complete effect to this resolution.”

4. **To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution for Regularisation of Additional Director, Mr. Paaven Bansal**

“RESOLVED THAT Mr. Paaven Bansal, who was appointed as an Additional Director with effect from April 03, 2018 on the Board of the Company in terms of Section 161 of the Companies Act, 2013, who holds office upto the date of this Annual General Meeting, and in respect of whom a notice has been received from a member in writing, under Section 160 of the Companies Act, 2013 along with requisite deposit, proposing his candidature for the office of a Director, be and is hereby appointed as director of the company.

RESOLVED FURTHER THAT any director of the company be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give complete effect to this resolution.”

5. **To consider, and if thought fit, to pass the following resolution with or without modification**

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as Special Resolution for approving the Borrowing Limit under Section 180 (1) (c) of Companies Act, 2013.

“RESOLVED THAT pursuant to provisions of Section 180 (1)(c) of the Companies Act, 2013, the consent of the Company is accorded to the Board of Directors of the Company to borrow any sum or sums of money from time to time, on such terms and conditions and with or without security as the Board of Directors may deem fit from banks, financial institutions or any other kind of lenders notwithstanding that the money or money to be borrowed together with the money already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid up share capital of the Company and its free reserves, that is to say, reserves not so set aside for any specific purposes, provided however that the total amount so borrowed and remaining outstanding at any particular time shall not exceed 100 crores.”

RESOLVED FURTHER THAT Mr. Ankit Agarwal, Managing Director (DIN: 05254327), and Mr. Vijay, Company Secretary of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable or expedient to give effect to above resolution.”

- 6. To approve the expenses for service of documents to members and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to provisions of Section 20 and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules prescribed thereunder, the consent of the Company be and is hereby accorded to charge from a member fee in advance, a sum equivalent to the estimated actual expenses of delivery of the documents through a particular mode if any request has been made by such member for delivery of such document to him through such mode of service provided that such request along with the requisite fee has been duly received by the Company at least one week in advance of the dispatch of the document by the Company.

RESOLVED FURTHER THAT the company Secretary or any director of the Company be and is hereby authorized to estimate the actual expenses and intimate the member for payment of appropriate fee in advance.

RESOLVED FURTHER THAT Mr. Ankit Agarwal, Managing Director (DIN: 05254327), and/or Mr. Vijay, Company Secretary of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to above resolution.”

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

Date: 30/08/2018
Place: New Delhi

Sd/-
Vijay
Company Secretary

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NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE, INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS UPTO AND NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY.**

FURTHER, A MEMBER HOLDING MORE THAN TEN PERCENT 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 PROXY FOR ANY OTHER PERSON OR MEMBER. THE INSTRUMENT APPOINTING PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF HOLDING THE MEETING.

2. **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. The relevant details as required by Regulation 36 of the SEBI (LODR), 2015, entered into with the stock exchanges, of persons seeking re-appointment as directors under items no 2, 3, 4 of the notice are annexed.

4. During the period beginning twenty four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the company, provided not less than three days' notice is given to the company.

5. The Company's Registrar & Share Transfer Agents (RTA) are:

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

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

7. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

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8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or RTA.
9. Electronic copy of the Annual Report for 2017-18 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 2017-18 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 ID's 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 2017-18 will also be available on the Company's website www.kotiaenterprises.com for download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in New Delhi for inspection during normal business hours on working days, excluding Saturday upto the date of AGM. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, free of cost.
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, 2018, 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

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the Company's website or send their queries at least 10 days in advance before the AGM to the Secretary of the Company.

15. The Notice, Proxy Form and Attendance sheet is also available on the website of the company. The Website of the company is www.kotiaenterprises.com. The Link for the Notice, Proxy Form and Attendance sheet is <http://www.kotiaenterprises.com/notice-for-shareholders.php>
16. **E-Voting:** In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended vide notification dated 19th March 2015, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and detailed procedure is mentioned below:

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Tuesday, 25th September, 2018 at 10.00 a.m and ends on Thursday, 27th September, 2018 at 05.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 21st September, 2018 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

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

- (ii) The shareholders should login on to the e-voting website <https://www.evoting.nsdl.com/>

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 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**
Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

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 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification

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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. Your password details 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

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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, your 'initial password' is communicated to you on your postal address.
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.
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.

Details on Step 2 is given below:

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

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.

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5. 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.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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 _____ <Please mention the e-mail ID of Scrutinizer> 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.: 1800-222-990 or send a request at evoting@nsdl.co.in

Other Instructions

- (i) M/s Kumar A & Associates through its Proprietor Mr. Amit Kumar, Practicing Company Secretary (Membership No. 28804, COP No. 16877), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (ii) The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and will make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairman / Managing Director of the Company.
- (iii) The results on resolutions shall be declared on or after the AGM of the Company and the

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resolution will be deemed to be passed on the AGM date, subject to receipt of the requisite number of votes in favour of the Resolution(s).

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

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. Ankit Agarwal
DIN	05254327
Date of Birth	21/01/1986
Qualification	M.COM
Date of Appointment on the Board	20/07/2016
Experience & Brief profile and nature of their expertise in specific functional areas	9 Years experience in Account, Finance Trading Activities
Directorship held in other companies	Nil
Membership/Chairmanship of committees across all other public companies	Nil
Relationship with other Directors/Manager/Key Managerial Personnel	Having blood relationship with Mr. Harshit Agarwal, Additional Director of the company
Shareholding of the Company (Promoter Group)	4.79%
No of Board Meeting Attended during the Financial Year 2017 – 18	9

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

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

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

EXPLANATORY STATEMENT TO SPECIAL BUSINESS

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

Item No. 3

Mr. Harshit Agarwal was appointed as an Additional Director w.e.f. April 03, 2018 in accordance with the provisions of Section 161 of the Companies Act, 2013. Pursuant to Section 161 of the

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Companies Act, 2013 the above director holds office up to the date of the ensuing Annual General Meeting. In this regard the Company has received request in writing from a member of the company proposing Mr. Harshit Agarwal candidature for appointment as Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013. The Board feels that presence of Mr. Harshit Agarwal on the Board is desirable and would be beneficial to the company and hence recommend resolution No. 3 for adoption. None of the Directors, except Mr. Harshit Agarwal and Mr. Ankit Agarwal, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

The Board recommends resolutions under Item No. 3 to be passed as an ordinary resolution.

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. Harshit Agarwal
DIN	06946506
Date of Birth	05/08/1988
Qualification	B.COM
Date of Appointment on the Board	03/04/2018
Experience & Brief profile and nature of their expertise in specific functional areas	5 Years experience in Account, Finance and Marketing
Directorship held in other companies	1
Membership/Chairmanship of committees across all other public companies	Nil
Relationship with other Directors/Manager/Key Managerial Personnel	Having blood relationship with Mr. Ankit Agarwal, Managing Director of the company
Shareholding of the Company (Promoter Group)	Nil
No of Board Meeting Attended during the Financial Year 2017– 18	-

Item No. 4

Mr. Paaven Bansal was appointed as an Additional Director w.e.f. April 03, 2018 in accordance with the provisions of Section 161 of the Companies Act, 2013. Pursuant to Section 161 of the Companies Act, 2013 the above director holds office up to the date of the ensuing Annual General Meeting. In this regard the Company has received request in writing from a member of the company proposing Mr. Paaven Bansal candidature for appointment as Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013. The Board feels that presence of Mr. Paaven Bansal on the Board is desirable and would be beneficial to the company and hence recommend resolution No. 4 for adoption.

None of the Directors, except Mr. Paaven Bansal and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

The Board recommends resolutions under Item No. 4 to be passed as an ordinary resolution.

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

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Date of Birth	03/12/1999
Qualification	Pursuing MBA
Date of Appointment on the Board	03/04/2018
Experience & Brief profile and nature of their expertise in specific functional areas	2 Years experience in Account and Finance
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)	Nil
No of Board Meeting Attended during the Financial Year 2017 – 18	-

Item No. 5

The Company requires to borrow funds from time to time to meet both its short term and long terms business objectives, from various external agencies like banks, financial institutions, bodies corporate, individuals or other kind of lenders. According to section 180 (1) (c) of the Companies Act, 2013, the total amount of such borrowings as well as the outstanding at any time cannot exceed the aggregate of paid up capital and free reserves of the Company, except with the consent of the members. The company felt that the said limit is not adequate and needs enhancement, accordingly the resolution having no. 5 has been proposed to increase the limits of borrowing to 100 Crore.

It is recommended that the resolution be passed as special resolution. None of the directors is interested or concerned in the resolution.

Item No. 6

As per the provisions of Section 20 of the Companies Act, 2013, a document may be served on any member by sending it to him by post or by registered post or by speed post or by courier or by delivery at his office or residence address or by such electronic or other mode as may be prescribed. Further, proviso to subsection (2) of Section 20 states that a member may request for delivery of any document through a particular mode, for which shareholder shall pay such fees in advance as may be determined by the company in its Annual General Meeting. Accordingly, the Board of Directors in their meeting held on August 30, 2018 has proposed that a sum equivalent to the estimated actual expenses of delivery of the documents through a particular mode, if any request has been made by any member for delivery of such documents to him through such mode of service, be taken to cover the cost of such delivery.

The Board recommends the Ordinary Resolution as set out at Item No. 6 of the Notice for approval of the members. None of the Directors or Key Managerial Personnel and their relatives, are concerned or interested (financially or otherwise) in the resolution as set out at Item No. 6 of the Notice.

By Order of the Board
KOTIA ENTERPRISES LIMITED
(Formerly Known as International Pumps and Projects Limited)
Sd/-
Vijay
Company Secretary

Date: 30.08.2018
Place: New Delhi

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KOTIA ENTERPRISES LIMITED
(Formerly Known as International Pump and Projects 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

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ELECTRONIC VOTING PARTICULARS

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

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

Commencement of remote e-voting	From 10.00 a.m. (IST) on Tuesday, September 25, 2018
End of remote e- voting	Up to 5.00 p.m. (IST) on Thursday, September 27, 2018

- 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 21, 2018.
- Please read the instructions given below carefully before exercising the vote through e-voting.

.....TEAR HERE

KOTIA ENTERPRISES LIMITED
(Formerly Known as International Pump and Projects 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

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 38th Annual General Meeting (AGM) of the Company scheduled to be held on Friday, September 28, 2018 at 11:30 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

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

Registered Address:

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

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

1. Name: Address.....

Email ID:

Signature.....

Or failing him/her

2. Name: Address.....

Email ID:

Signature.....

Or failing him/her

3. Name: Address.....

Email ID:

Signature.....

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as my/our proxy to attend and vote (on a ballot/poll) for me/us and on my/our behalf at the 38th Annual General Meeting of the Company, to be held on Friday, September 28, 2018 at 11:30 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	Vote (Optional see Note 2)		
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, 2018	For	Against	Abstain
2.	Re-appointment of Mr. Ankit Agarwal, as Managing Director liable to retire by rotation.			
Special Business				
3.	Appointment of Mr. Harshit Agarwal (DIN: 06946506), as a Director of the company.			
4.	Appointment of Mr. Paaven Bansal (DIN: 08098647), as a Director of the company.			
5.	Approval Under Section 180(1)(c) of the companies act, 2013			
6.	Approval of the expenses for service of documents to Members under Section 20 of companies act, 2013			

Signed this Day of 2018

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Signature of proxy Holders(s)

.....

Signature of Shareholder/Member

Notes:

1. This form duly filled up, stamped and signed by the appointer or his attorney duly authorized in writing or if the appointer is a Body Corporate, under the seal or signed by an attorney duly authorized by it shall be deposited at the Registered Office of the Company along with the power of Attorney, if any under which the Proxy Form is signed, not less than 48 hours before the time for holding the meeting.
2. It is optional to indicate your reference, if you leave the for, against column or abstain column blank against or abstain column blank against any or all resolutions, your proxy will be entitled in the manner as he/she may deem appropriate.

Affix revenue stamp of not less than Rs. 1.00

**Kotia Enterprises Limited
Notice of 38th AGM**

ROUTE MAP FOR AGM VENUE

