

Indo Cotspin Limited



20th *Annual Report*

2013 - 2014

20th Annual Report 2013-14

Indo Cotspin Limited

BOARD OF DIRECTORS

CHAIRMAN CUM MANAGING DIRECTOR

Sh. Bal Kishan Aggarwal

WHOLE TIME DIRECTOR

Sh. Raj Pal Aggarwal
Sh. Sahil Aggarwal
Sh. Arpan Aggarwal
Sh. Sanil Aggarwal

DIRECTOR

Sh. Ankush Aggarwal
Sh. Anil Aggarwal
Sh. Vinod Kumar Garg
Sh. Pawas Aggarwal
Mrs. Saroj Garg

AUDITORS

M/s Manish Jain & Associates
Chartered Accountants

RTA

Skyline Financial Services Pvt. Ltd.
D-153 A, 1st Floor, Okhla Industrial Area,
Phase-I, New Delhi-110020
Ph:- 011-26812681, Fax:- 011-64732682

REGISTERED OFFICE & WORKS

Delhi Mile Stone, 78 K.M., G.T. Road,
NH-1, Village Jhattipur, Post Box-3,
Post Office Samalkha,
Distt. Panipat-132103
Haryana (INDIA)

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INDO COTSPIN LIMITED

Regd. Office: Delhi Mile Stone 78 K.M, G.T. Road, NH-1
Village Jhattipur, Post Box-3, Post Office, Samalkha, Panipat-132103(Haryana)

NOTICE TO THE 20TH ANNUAL GENERAL MEETING

Notice is hereby given that the 20th Annual General Meeting of the Members of the Company will be held on Tuesday, 30th September, 2014 at 11.30 A.M. at Delhi Mile Stone 78 K.M, G.T. Road, NH-1, Village Jhattipur, Post Box-3, Post Office, Samalkha, Panipat-132103(Haryana) to transact the following business:

Ordinary Business

Item no.1: Adoption of Financial Statements

To receive, consider and adopt the audited financial statements of the Company for the year ended 31st March, 2014, including the audited balance sheet as at 31st March 2014 and Statement of Profit and Loss Account for the year ended on that date together with the Reports of the Auditors and Directors' thereon.

Item no. 2: Appointment of Director

To appoint a Director in place of Mr. Raj Pal Aggarwal (DIN 00456189), who retires by rotation and, being eligible, offers himself for re-appointment.

Item no. 3: Appointment of Auditors

To re-appoint the Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next annual general meeting and to authorize the Board to fix their remuneration

The present Statutory Auditors M/s. Manish Jain & Associates, Chartered Accountants, Panipat, are holding the office till the conclusion of the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment.

Special business

Item no. 4: Appointment of Mr. Pawas Aggarwal as an Independent Director

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 Sections 149, 152 and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder read with Schedule IV to the Companies Act, 2013, Mr. Pawas Aggarwal (DIN-00456416), Director of the Company, in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 31st March, 2019 (not liable to retire by rotation).

Item no. 5: Appointment of Mr. Vinod Kumar Garg as an Independent Director

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 Sections 149, 152 and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder read with Schedule IV to the Companies Act, 2013, Mr. Vinod Kumar Garg (DIN-01112355), Director of the Company in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 31st March, 2019 (not liable to retire by rotation).

Item no. 6: Appointment of Mrs. Saroj Garg as an Independent Director

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 Sections 149, 152 and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder read with Schedule IV to the Companies Act, 2013, Mrs. Saroj Garg (DIN-01052300), Director of the Company in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 31st March, 2019 (not liable to retire by rotation).

Item no. 7: Appointment of Mr. Anil Aggarwal as an Independent Director

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 Sections 149, 152 and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder read with Schedule IV to the Companies Act, 2013, Mr. Anil Aggarwal (DIN-03060777), Director of the Company in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 31st March, 2019 (not liable to retire by rotation).

Item no. 8: Appointment of Mr. Ankush Aggarwal as an Independent Director

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 Sections 149, 152 and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder read with Schedule IV to the Companies Act, 2013, Mr. Ankush Aggarwal (DIN-03060781), Director of the Company in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 31st March, 2019 (not liable to retire by rotation).

For and on Behalf of the Board
For Indo Cotspin Limited

Bal Kishan Aggarwal
Chairman & Managing Director
DIN: 00456219

Date: 11th August, 2014
Place: Panipat

NOTES:

- A. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
- B. **APPOINTMENT OF PROXY: A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF / HERSELF, AND THE PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY, DULY COMPLETED, MUST BE DEPOSITED AT THE COMPANY'S REGISTERED OFFICE DULY COMPLETED AND SIGNED, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM FOR THE AGM IS ENCLOSED.**
- C. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
- D. **Corporate Members:** Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing the representatives to attend and vote at the Annual General Meeting.
- E. Members/Proxies attending the meeting are requested to bring their copy of Annual Report to the Meeting.
- F. **Queries at the Annual General Meeting:** Queries proposed to be raised at the Annual General Meeting may be sent to the Company at its registered office at least seven days prior to the date of AGM to enable the management to compile the relevant information to reply the same in the meeting.
- G. **Book Closure:** The Register of Members and Share Transfer Books of the Company will remain closed from Monday, 29th September, 2014 to Tuesday, 30th September, 2014 for the purpose of the Annual General Meeting.
- H. All the documents, transfers, dematerialization requests and other communications in relation thereto should be addressed direct to the Company's Registrar and Transfer Agent, M/s. Skyline Financial Services Private Limited at D-153A, 1st Floor, Okhla Industrial Area, Phase - I, East of Kailash, New Delhi - 110 020, Ph:- 011-26812681, Fax:- 011-64732682
- I. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the Company.
- J. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose e-mail IDs are registered with the Company or the Depository Participant(s) unless the Members have registered their request for a hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their e-mail IDs with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit duly filled Attendance Slip at the registration counter to attend the AGM.

The procedure for the same is as under:

(a) In case of Members receiving an e-mail from NSDL:

- (i) Open the PDF file '**ICL e-Voting.pdf**' attached to the e-mail, using your Client ID / Folio No. as password. The PDF file contains your User ID and Password for e-voting. Please note that the Password provided in PDF is an 'Initial Password'.
- (ii) Launch an internet browser and open <https://www.evoting.nsdl.com>
- (iii) Click on Shareholder - Login.
- (iv) Insert 'User ID' and 'Initial Password' as noted in step (i) above and click 'Login'.
- (v) Password change menu will appear. Change the Password with a new Password of your choice. Please keep a note of the new Password. It is strongly recommended not to share your Password with any person and take utmost care to keep it confidential.
- (vi) Home page of e-voting will open. Click on e-Voting - Active Voting Cycles.
- (vii) Select 'EVEN' of Indo Cotspin Limited.
- (viii) Now you are ready for e-voting as 'Cast Vote' page opens.
- (ix) Cast your vote by selecting appropriate option and click on 'Submit'. Click on 'Confirm' when prompted.
- (x) Upon confirmation, the message 'Vote cast successfully' will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) 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, along with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer by an e-mail at csparveenbansal@gmail.com with a copy marked to evoting@nsdl.co.in.

(b) In case of Shareholders receiving physical copy of the Notice of AGM.

- (i) Initial Password is provided, as follows, alongwith Notice of AGM.

EVEN (E-Voting Event Number)	USER ID	PASSWORD
-	-	-

- (ii) Please follow all steps from Sr. No. (ii) to Sr. No. (xii) above, to cast vote.
- II. In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) and 'e-voting user manual' available in the downloads section of NSDL's e-voting website www.evoting.nsdl.com.
- III. If you are already registered with NSDL for e-voting then you can use your existing User ID and Password for casting vote.

General Instructions:

- A. The e-voting period commences on Monday, 22nd September, 2014 (10.00 a.m. IST) and ends on Wednesday, 24th September, 2014 (6.00 p.m. IST). 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 15th August, 2014 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once, the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- B. Since the Company is required to provide members the facility to cast their vote by electronic means, the shareholders holding shares either in physical form or in dematerialized form as on the cut-off date and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
- C. Ms. Lalita Bansal, Practicing Company Secretary, G-3, Industrial Area, Sarawati Vihar, Panipat, 132103, has been appointed as the Scrutinizer to scrutinize the e voting process in fair and transparent manner.
- D. 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 make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- E. The voting rights of the shareholders shall be in proportion to their shares of paid up equity share capital of the Company as on the cut-off date.
- F. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.indocotspin.com and on the website of NSDL within three(3) days of passing of the resolutions at the AGM of the Company.
- G. **Inspection of Documents:** Documents referred to in the Notice etc., are open for inspection at the registered office of the Company at all working days except Saturdays between 11 A.M. and 2 P.M. up to the date of Annual General Meeting.
- H. The information required to be provided under the Listing Agreement regarding the Directors proposed to be appointed/ reappointed is enclosed herewith.

ADDITIONAL INFORMATION IN TERMS OF CLAUSE 49 OF THE LISTING AGREEMENT

Name/ Particulars	Mr. Pawas Aggarwal	Mr. Vinod Kumar Garg	Mrs. Saroj Garg
DIN	00456416	01112355	01052300
Father's Name	Mr. Vinod Aggarwal	Mr. Girish Pal Garg	Mr. LT. Dhani Ram
Date of Birth	01/07/1982	17/08/1955	22/02/1959
Designation	Director	Director	Director
Education	Post Graduate	Law Graduate	Graduate
Experience	10 Years	32 Years	7 Years
Other Companies in which holds Directorship	Nil	Vinod Kumar Garg Marketing P Ltd. Shri Ganpati Woollen Pvt. Ltd.	Vinod Kumar Garg Marketing P Ltd. Shri Ganpati Woollen Pvt. Ltd.
Other Companies in which holds membership of committees	Nil	Nil	Nil
Shareholding in the Company	25 (0.00%)	1000 (0.02%)	1000 (0.02%)

Name/ Particulars	Mr. Anil Aggarwal	Mr. Ankush Aggarwal	Mr. Raj Pal Aggarwal
DIN	03060777	03060781	00456189
Father's Name	Late Shri Hari Krishan Aggarwal	Shri Anil Aggarwal Aggarwal	Lt. Shri Ram Aggarwal Aggarwal
Date of Birth	05/08/1958	13/07/1985	10/09/1965
Designation	Director	Director	Director
Education	Graduate	Graduate	Graduate
Experience	26 Years	6 Years	23 Years
Other Companies in which holds Directorship	Nil	Nil	Indo Nonwoven Private Ltd.
Other Companies in which holds membership of committees	Nil	Nil	Nil
Shareholding in the Company (No. &%)	4000 (0.09%)	80000 (1.90%)	488900 (11.64%)

Note: None of the promoters and directors of the Company is relative in terms of the Companies Act or SEBI (ICDR) Regulations, 2009 except Mr. Bal Kishan Aggarwal and Mr. Raj Pal Aggarwal are brothers. Mr. Arpan Aggarwal is son of Mr. Bal Kishan Aggarwal, Mr. Sanil Aggarwal and Mr. Sahil Aggarwal are sons of Mr. Raj Pal Aggarwal. Mr. Ankush Aggarwal is son of Mr. Anil Aggarwal. Mrs. Saroj Garg is wife of Mr. Vinod Kumar Garg.

INDO COTSPIN LIMITED

Regd. Office: Delhi Mile Stone 78 K.M, G.T. Road, NH-1
Village Jhattipur, Post Box-3, Post Office, Samalkha, Panipat-132103(Haryana)

Explanatory Statement pursuant to section 102 of the Companies Act, 2013 annexed to the notice

Item no.: 4 to 8

The Company had, pursuant to the provisions of clause 49 of the Listing Agreements entered with the Stock Exchanges, has appointed Mr. Pawas Aggarwal, Mr. Vinod Kumar Garg, Mrs. Saroj Garg, Mr. Anil Aggarwal and Mr. Ankush Aggarwal, as Independent Directors, in compliance with the requirements of the said clause.

Pursuant to the provisions of section 149 of the Companies Act, 2013, which came in to effect from April 1, 2014, every listed public company is required to have at least one-third of the total number of directors as independent directors, who are not liable to retire by rotation.

The Nominations and Remuneration Committee of the Board of Directors has recommended the appointment of Mr. Pawas Aggarwal, Mr. Vinod Kumar Garg, Mrs. Saroj Garg, Mr. Anil Aggarwal and Mr. Ankush Aggarwal as Independent Directors for a period of five years till 31st March, 2019.

Mr. Pawas Aggarwal, Mr. Vinod Kumar Garg, Mrs. Saroj Garg, Mr. Anil Aggarwal and Mr. Ankush Aggarwal have given a declaration to the Board that they meet the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, each of these directors fulfil the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and they are independent of the management.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of these directors as Independent Directors is now being placed before the Members for their approval.

The terms and conditions of appointment of the above Directors shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

A brief profile of the Independent Directors to be appointed is given in the annexure to this notice.

The Board considers that continued association of Mr. Pawas Aggarwal, Mr. Vinod Kumar Garg, Mrs. Saroj Garg, Mr. Anil Aggarwal and Mr. Ankush Aggarwal would be of immense benefit to the Company.

The Board recommends the resolution set forth in Item no. 4 to 8 for the approval of the members.

None of the directors, key managerial personnel or their relatives, except Mr. Pawas Aggarwal, Mr. Vinod Kumar Garg, Mrs. Saroj Garg, Mr. Anil Aggarwal and Mr. Ankush Aggarwal, to whom the resolution relates, are interested or concerned in the resolution.

For and on Behalf of the Board
For Indo Cotspin Limited

Bal Kishan Aggarwal
Chairman & Managing Director
DIN: 00456219

Date: 11th August, 2014
Place: Panipat

INDO COTSPIN LIMITED

Regd. Office: Delhi Mile Stone 78 K.M, G.T. Road, NH-1
Village Jhattipur, Post Box-3, Post Office, Samalkha, Panipat-132103(Haryana)

DIRECTORS' REPORT

Dear Members

Your Directors have pleasure in presenting the 20th Annual Report of your Company together with the Audited Annual Accounts for the financial year ended 31st March, 2013.

Financial Highlights

Particulars	Amount (Rs. in lacs)	
	FY 2013-14	FY 2012-13
Net Sales	742.97	605.74
Other Income	162.23	7.18
Total Revenue	905.20	612.93
Total Expenditure	748.61	606.22
Profit before tax	156.59	6.70
Provision for tax	31.70	1.35
Deferred Tax	0.84	1.63
Profit after tax	124.04	3.72
EPS (Rs.)	2.97	0.13
Transfer to Reserve	Nil	Nil
Paid-up Share Capital	420.05	420.05
Reserves and Surplus (excluding revaluation reserve)	157.52	33.48

Year in Retrospect

During the year under review, total income of the Company was Rs. 742.97 lacs as against Rs. 605.74 lacs in the previous year. The Company was able to earn a profit after tax of Rs. 124.04 lacs in the current financial year as against a profit of Rs. 3.72 lacs in the financial year 2012-13. Your Directors are putting in their best efforts to improve the performance of the Company.

The detailed Management Discussion & Analysis Report is attached hereto with the Director's Report and should be read as part of this Directors Report.

Material Changes after the close of the financial year

Save as mentioned elsewhere in this Report, no material changes and commitments affecting the financial position of the Company has occurred between the end of the financial year of the Company-31st March, 2014.

Dividend

The Board of Directors of your Company has decided to retain and plough back the profits into the business of the Company, thus no dividend is being recommended for this year.

Corporate Governance

A Report on Corporate Governance is attached as a part of this Directors Report along with the Auditors' Certificate on compliance of Clause 49 of the Listing Agreement.

Public Deposits

During the year under report, your Company did not accept any deposits from the public in terms of the provisions of section 58A of the Companies Act, 1956.

Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo

Information as required under Section 217(1)(e) of the Companies Act, 1956, read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 is given in **Annexure A**, forming part of this report.

Particulars of Employees

During the financial year under review, none of the Company's employees was in receipt of remuneration as prescribed under section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975, and hence no particulars are required to be disclosed in this Report.

Directors

After the last Annual General Meeting, there has been no change in the Board of directors of the Company.

In accordance with the provisions of section 149 of the Companies Act, 2013 all the independent directors will be non rotational. Accordingly, the proposal for the same is placed in the ensuing annual general meeting of the Company. Mr. Raj Pal Aggarwal is liable to retire by rotation and being eligible offer himself for re-appointment. Directors recommend their re-appointment.

Committees of the Board of Directors

The Board of Directors of the Company has constituted the following committees in terms of the provisions of the Companies Act and clause 49 of the listing agreement:

I. Audit Committee

Name of the Director	Category
Mr. Anil Aggarwal	Chairman(Non Executive Independent)
Mr. Ankush Aggarwal	Member (Non Executive Independent)
Mr. Raj Pal Aggarwal	Member(Promoter & Executive)

II. Nomination and Remuneration Committee

Name of the Director	Category
Mr. Anil Aggarwal	Chairman(Non Executive Independent)
Mr. Ankush Aggarwal	Member (Non Executive Independent)
Mr. Pawas Aggarwal	Member (Non Executive Independent)

III. Stakeholders Relationship Committee

Name of the Director	Category
Mr. Anil Aggarwal	Chairman(Non Executive Independent)
Mr. Ankush Aggarwal	Member (Non Executive Independent)
Mr. Raj Pal Aggarwal	Member(Promoter & Executive)

Auditors

M/s Manish Jain & Associates, Chartered Accountants, Statutory Auditors of the Company hold office until the conclusion of the ensuing Annual General Meeting and being eligible offer themselves for re-appointment. A certificate under the Companies Act, 2013 regarding their eligibility for the proposed re-appointment has been obtained from them. Your Directors recommend their re-appointment.

Auditors' Report

Comments made by the Statutory Auditors in the Auditors' Report are self-explanatory and do not require any further clarification.

Directors' Responsibility Statement

In terms of the provisions of section 217(2AA) of the Companies Act, 1956, and to the best of their knowledge and belief and according to the information and explanations obtained by them and save as mentioned elsewhere in this Report, the attached Annual Accounts and the Auditors' Report thereon, your Directors confirm that:

- a. in preparation of the annual accounts, the applicable accounting standards have been followed;
- 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 as at 31st March, 2014 and of the profit of the Company for the year ended on that date;
- c. the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
- d. the Directors have prepared the Annual Accounts on a going concern basis.

Stock Exchange Listing

The shares of the Company are listed on the Delhi Stock Exchange Ltd (DSE), Jaipur Stock Exchange Ltd (JSE) and Ahmedabad Stock Exchange Ltd (ASE). The listing fee for the financial year 2014-15 has been paid to the stock exchanges.

Acknowledgement

Your Directors take this opportunity to place on record their sincere appreciation for the co-operation and assistance the Company has received from Banks and various Government Departments. The Board also places on record its appreciation of the devoted services of the employees, support and co-operation extended by the valued business associates and the continuous patronage of the customers of the Company.

For and on Behalf of the Board
For **Indo Cotspin Limited**

Date: 11th August, 2014
Place: Panipat

Bal Kishan Aggarwal
Chairman & Managing Director
DIN: 00456219

Raj Pal Aggarwal
Whole Time Director
DIN: 00456189

ANNEXURE A

Report on conservation of energy, technology absorption and foreign exchange earnings and outgo in the manner prescribed as per Companies (Disclosure of Particulars in respect of Board of Directors) Rules, 1988, read with provision of section 217(1)(e) of the Companies Act, 1956

A. CONSERVATION OF ENERGY

a. Energy conservation measures taken

- (i) The Company has already installed plant and machinery, which is energy efficient.
- (ii) Use of automatic power factor correction system
- (iii) Uninterrupted power supply system are being used
- (iv) Lighting devices are sodium vapour, which effect saving in lighting energy usage

b. additional investments and proposals, if any, being implemented for reduction of consumption of energy;

- (i) general measures for conservation of energy are pursued on an ongoing basis
- (ii) no specific investment is proposed in immediate future

c. impact of the measures at (a) and (b) above for reduction of energy consumption and consequent impact on the cost of production of goods

- (i) reduction in cost of production, though exact quantification is not felt necessary
- (ii) improvement in energy usage efficiency
- (iii) improvement in plant efficiency

d. total energy consumption and energy consumption per unit of production as per Form A below:

Form A

Form for Disclosure of Particulars with respected to Conservation of Energy

A. Power and fuel consumption

1.	<i>Electricity</i>		
	(a) <i>Purchased</i>	Current Year 2013-14	Previous Year 2012-13
	Unit	146868	138478
	Total amount	1235936	993091
	Rate/unit	8.41	7.17
	(b) <i>Own generation</i>		
	(i) Through diesel generator		
	Unit	Nil	Nil
	Units per ltr. of HSD oil	Nil	Nil
	Cost/unit	Nil	Nil
	(ii) Through steam turbine/generator		
	Units	Nil	Nil
	Units per ltr. of fuel oil/gas	Nil	Nil
	Cost/units	Nil	Nil

2.	<i>Coal</i>		
	Quantity (tones)	Nil	Nil
	Total cost	Nil	Nil
	Average rate	Nil	Nil
3.	<i>Furnace Oil</i>		
	Quantity (K/Ltrs.)	Nil	Nil
	Total cost	Nil	Nil
	Average rate	Nil	Nil
4.	<i>Others/internal generation</i>		
	Quantity (Fire Wood)	NA	NA
	Total cost	601929	1093374
	Rate/unit	NA	NA

B. Consumption per unit of production

	Standards	Current Year	Previous Year
Product: Non Woven Fabrics	In Meters	976174.99	778129.24
Electricity	-	-	-
Coal	-	-	-
Furnace Oil	-	-	-
Others/internal generation (Fire Wood)	-	-	-

B. TECHNOLOGY ABSORPTION:

Details are mentioned as per Form B below:

Form B
Form for disclosure of particulars with respect to absorption

I. Research and development (R & D)

- i. Specific areas in which R & D carried out by the company : NIL
- ii. Benefits derived as a result of the above R&D :NIL
- iii. Future plan of action: NIL
- iv. Expenditure on R & D
 - Capital : NIL
 - Recurring: NIL
 - Total: NIL
 - Total (as % of total sales): NIL

II. Technology, absorption, adaptation and innovation

- i. Efforts, in brief, made towards technology absorption, adaptation and innovation: No new Technology has been adopted during the year under review

- ii. Benefits derived as a result of the above efforts, e.g., product improvement, cost reduction, product development, import substitution, etc.: NA
- iii. In case of imported technology (imported during the last 5 years reckoned from the beginning of the financial year), following information may be furnished:
 - a. Technology imported : NA
 - b. Year of import: NA
 - c. Has technology been fully absorbed: NA
 - d. If not fully absorbed, areas where this has not taken place, reasons there for and future plans of action:NA

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

I. activities relating to exports; initiatives taken to increase exports ; development of new export markets for products and services ; and export plans:

There is no export activities by the Company. Further there is no plan in immediate future for export of products by the Company.

II. Details of Foreign Exchange earnings & Outgo is as below

	2013-14	2012-13
Total Foreign Exchange Earnings	Nil	Nil
Total Foreign Exchange outgo (import of Raw material & Stock)	Nil	Nil

For and on Behalf of the Board
 For **Indo Cotspin Limited**

Date: 11th August, 2014
 Place: Panipat

Bal Kishan Aggarwal
 Chairman & Managing Director
 DIN: 00456219

Raj Pal Aggarwal
 Whole Time Director
 DIN: 00456189

COMPANY SECRETARIES

G-3, Industrial Area, Sarawati Vihar, PANIPAT-132 103 (HARYANA),
M 09254107191, e.mail.: csparveenbansal@gmail.com

COMPLIANCE CERTIFICATE

CIN: L17111HR1995PLC032541

Authorised Capital: Rs. 5,00,00,000/-

Paid-up Capital: Rs. 4,20,05,000/-

The Members of

Indo Cotspin Ltd.

Delhi Mile Stone 78 K.M, G.T, Road

NH-1, Village Jhattipur, Post Box-3,

Post Office, Samalkha,

Panipat-132103(Haryana)

We have examined the registers, records, books and papers of **Indo Cotspin Ltd** (the Company) as required to be maintained under the Companies Act, 1956 (the Act) and the rules made there under, the provisions contained in the Memorandum & Articles of Association of the Company for the financial year ended on 31st March, 2014. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that in respect of the financial year ended on 31st March, 2014:

1. The Company has kept and maintained registers as stated in “**Annexure: A**” to this Certificate, as per the provisions of the Act and the rules made there under and all entries therein have been duly recorded.
2. The Company has duly filed the forms and returns as stated in “**Annexure: B**” to this certificate, with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities within the time prescribed under the Act and the rules made there under save as mentioned in the aforesaid “Annexure: B”.
3. The Company is a public limited company listed with Delhi Stock Exchange Limited and Jaipur Stock Exchange Limited and Ahmedabad Stock Exchange Ltd.
4. The Board of Directors and the Operations Committee duly met on the following dates in respect of which meetings proper notices were given and the proceedings were properly recorded including the resolutions passed by circulation in the Minutes Book maintained for the purpose:
 - a. **Meeting of Board of Directors:** 15-05-2013, 31-07-2013, 25-08-2013, 31-10-2013, 31-01-2014 and 03-02-2014;
 - b. **Meeting of Audit Committee:** 15-05-2013, 31-07-2013, 31-10-2013 and 31-01-2014;
 - c. **Meeting of Shareholder’s Grievances Committee:** 05-04-2013, 28-11-2013 and 01-03-2014;
 - d. **Meeting of Remuneration Committee:** 25-08-2013

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5. The Company has closed its Register of Members from 27th September 2013 to 30th September 2013 (both days inclusive) and complied with the provisions of section 154 of the Act in this regard. The Company did not have any debentures.
 6. The annual general meeting for the financial year ended on 31st March, 2013 was held on 30th September, 2103 after giving due notice to the members of the Company and the resolutions passed thereat were duly recorded in the Minutes Book maintained for the purpose.
 7. One extra ordinary general meeting was held during the financial year on 28-02-2014 after giving due notice to the members of the Company and the resolutions passed thereat were duly recorded in the Minutes Book maintained for the purpose.
 8. The Company has not advanced any loans to its directors and/or persons or firms or companies referred to in section 295 of the Act.
 9. The Company has not entered into any contracts falling within the purview of section 297 of the Act
 10. The Company has made necessary entries in the register(s) maintained under section 301 of the Act.
 11. As there were no instances falling within purview of Section 314 of the Act, the company has not obtained any approvals from the Board of directors, members or Central Government.
 12. The Company has not issued any duplicate share certificate.
 13.
 - a. The Company has delivered all the certificates on allotment and transfers of shares in accordance with the provisions of the Act during the financial year under scrutiny.
 - b. The Company has not declared any dividend during the financial year.
 - c. Since the Company has not declared any dividend during the financial year, postage of dividend warrants, etc., was not applicable. The Company was not required to transfer any unclaimed/unpaid dividend to Unpaid Dividend Account with the Bank.
 - d. The Company was not required to transfer any amount on account of un-paid dividend account, application money due for refund, matured deposits, matured debentures and the interest accrued thereon which have remained un-claimed or un-paid for a period of seven years to the Investor Education and Protection Fund.
 - e. The Company has duly complied with the requirements of section 217 of the Act.
 14. The Board of Directors of the Company is duly constituted. Appointment, re-appointment of director(s), additional director(s) etc., have been duly made.
 15. The Company has not appointed any managing director, whole time director or manager during the financial year, except that Mr. Sanil Aggarwal was appointed as a whole Time Directors of the Company. The Company has complied with relevant provisions of the Act in this regard.
 16. The Company has not appointed any sole-selling agents during the financial year.
 17. The Company was not required to obtain any approvals of the Central Government, Company Law Board, Regional Director, Registrar of Companies or other prescribed authorities under the various provisions of the Act during the financial year.
 18. The Directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of the Act and the rules made there under.
 19. The Company has not issued any shares during the financial year.

20. The company has not bought back any shares during the financial year.
21. There was no redemption of preference shares or debentures during the financial year as the Company did not have any preference shares or debentures.
22. The Company was not required to keep in abeyance rights to dividend, rights shares and bonus shares pending registration of transfer of shares, as there was no such offering from the Company during the financial year.
23. The Company has not invited or accepted any public deposits including un-secured loans taken, falling under section 58A of the Act during the financial year.
24. The amount borrowed by the Company from directors, members, public, financial institutions, banks and others was within the borrowing limits of the Company.
25. The Company has complied with applicable provisions of the Act in making loans and investments or giving guarantees or providing securities to other bodies corporate and has made necessary entries in the register kept for the purpose.
26. The Company has not altered the provisions of the Memorandum with respect to situation of the Registered Office of the Company from one State to another during the year under scrutiny.
27. The Company has not altered the provisions of the Memorandum with respect to the Objects Clause of the Company during the year under scrutiny.
28. The Company has not altered the provisions of the Memorandum with respect to the Name of the Company during the year under scrutiny.
29. The Company has not altered the provisions of the Memorandum with respect to the Authorised Share Capital of the Company during the year under scrutiny.
30. The Company has not altered its Articles of Association during the financial year.
31. There was no prosecution initiated against or show cause notice received by the Company for alleged offenses under the Act. Similarly, no fines, penalties or punishment was imposed on the Company under the Act during the financial year.
32. The Company has not received any amount as security from its employees in terms of section 417(1) of the Act.
33. Since the Company has not constituted any provident fund under section 418 of the Act, provisions of section 418 are not applicable to Indo Cotspin Ltd.

PLACE : PANIPAT
DATE : 21TH AUGUST, 2014

FOR LALITA BANSAL
COMPANY SECRETARIES

(Lalita Bansal)
(ACS,CP) Prop.
ACS - 32489; C.P. No. 12307
Mobil No.09254107191.
Email:csparveenbansal@gmail.com
G-3,Industrial Area,Saraswati Vihar,
Panipat-132103.

Annexure: A

Registers maintained by the Company

Sl. NO	Particulars	Relevant Section
1.	Minutes Book of the meetings of the Board of Directors, Shareholders of the Company and the Committee(s) of the Board of Directors	193 159
2.	Copies of Annual Returns	150
3.	Register of Members	
4.	Register of Transfer	-
5.	Register of Particulars of Directors, Managing Director, Manager and Secretary	303
6.	Register of Directors' Share holding	307
7.	Register(s) of contracts, companies and firms in which Directors are interested	301
8.	Register of Charge	130

Annexure: B

A. Forms & Returns filed with the Registrar of Companies, New Delhi

S.No.	Particulars of Forms & Returns Filed	Date of Filing	Whether filed within prescribed time	Additional Fees paid
1.	Form 66 for filing Compliance Certificate u/s 383A for the financial year ended 31 st March, 2013	12.10.2013	Yes	N.A.
2.	Form 23AC XBRL and 23ACA XBRL for filing Annual Accounts u/s 220 for the financial year ended 31 st March, 2013	06.11.2013	N.A.	Yes
3.	Form 20B for filing Annual Return u/s 159 for the Annual General Meeting held on 30-09-2013	12.10.2013	Yes	N.A.
4.	Form 25C u/s 269 for appointment of Mr. Sahil Aggarwal as Whole Time Director of the Company w.e.f 01-10-2013	08.10.2013	Yes	N.A.
5.	Form 32 u/s 303 (2) for appointment of Mr. Sahil Aggarwal as Whole Time Director w.e.f 01-10-2013	08.10.2013	Yes	N.A.
6.	Form 23C u/s 233B for appointment of Cost Auditor for the financial year 2013-2014	29.06.2013	Yes	N.A.

B. Forms & Returns filed with the Regional Director, Central Government or other authorities

Nil

INDO COTSPIN LIMITED

Regd. Office: Delhi Mile Stone 78 K.M, G.T. Road, NH-1
Village Jhattipur, Post Box-3, Post Office, Samalkha, Panipat-132103(Haryana)

REPORT ON CORPORATE GOVERNANCE

Pursuant to Clause 49 of the Listing Agreement a Report on Corporate Governance is given below:

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Our Company's philosophy on Corporate Governance envisages attainment of highest levels of accountability, transparency, responsibility and fairness in all aspects of its operations. Our business culture and practices are founded upon a common set of values that govern our relationships with customers, employees, shareholders, suppliers and the communities in which we operate. The Company believes that all its actions must serve the underlying goal of enhancing overall shareholder value on a sustained basis.

The Company is conscious of its responsibility as a good corporate citizen. The Company values transparency, professionalism and accountability.

2. BOARD OF DIRECTORS

The Company maintains an optimum combination of Executive, Non Executive and Independent Directors. The Board consists of total ten (10) directors on 31st March, 2014, out of which five (5) are independent. Mr Bal Kishan Aggarwal is the Chairman cum Managing Director of the Company and Mr Raj Pal Aggarwal, Mr Sahil Aggarwal, Mr. Sanil Aggarwal and Mr Arpan Aggarwal are the Whole Time Directors. The Constitution of the Board as on 31st March 2014 was as follows:

Name	Designation	Category	No. of positions held in other Public Companies		
			Board	Committee	
				Membership	Chairmanship
Mr Bal Kishan Aggarwal	Chairman & Managing Director	Promoter (Executive)	Nil	Nil	Nil
Mr Raj Pal Aggarwal	Whole-Time Director	Promoter (Executive)	Nil	Nil	Nil
Mr Sahil Aggarwal	Whole-Time Director	Promoter (Executive)	Nil	Nil	Nil
Mr Arpan Aggarwal	Whole-Time Director	Promoter (Executive)	Nil	Nil	Nil
Mr Sanil Aggarwal	Director	Promoter (Executive)	Nil	Nil	Nil
Mr Anil Aggarwal	Director	Independent (Non Executive)	Nil	Nil	Nil
Mr Ankush Aggarwal	Director	Independent (Non Executive)	Nil	Nil	Nil
Mr Vinod Kumar Garg	Director	Independent (Non Executive)	Nil	Nil	Nil
Mrs Saroj Garg	Director	Independent (Non Executive)	Nil	Nil	Nil
Mrs Pawas Agarwal	Director	Independent (Non Executive)	Nil	Nil	Nil

Directors' Attendance Record

During the Financial Year 2013-14, six meetings of the Board of Directors were held on 15-05-2013, 31-07-2013, 25-08-2013, 31-10-2013, 31-01-2014 and 03-02-2014. The Board was duly supplied with the agenda of the meetings incorporating all material information for facilitating meaningful and focused discussions at the meeting. The intervening period between the Board Meetings was well within the maximum time gap of four months as prescribed in clause 49 of the Listing Agreement. Details of attendance of Directors in the Board meeting during the financial year 2013-14 are as under:

Name of the Director	No. of Board Meeting	Attendance at the Board Meeting	Whether attended Last AGM
Mr Bal Kishan Aggarwal	6	6	Yes
Mr Raj Pal Aggarwal	6	6	Yes
Mr Sahil Aggarwal	6	6	Yes
Mr Arpan Aggarwal	6	6	Yes
Mr Sanil Aggarwal	6	6	Yes
Mr Anil Aggarwal	6	6	Yes
Mr Ankush Aggarwal	6	6	Yes
Mr Vinod Kumar Garg	6	6	Yes
Mrs Saroj Garg	6	6	Yes
Mr Pawas Aggarwal	6	6	Yes

3. AUDIT COMMITTEE

(a) Terms of Reference

The Audit Committee was constituted as per Section 292A of the Companies Act, 1956 and the provisions of the Clause 49 of the Listing Agreement. The Audit Committee has authority to investigate into any matter that may be prescribed and the matters listed below and for this purpose the Audit Committee shall have full access to information contained in the records of the Company and external professional advice, if necessary:

- To review the Company's financial reporting process and ensure that the financial statements give a true and fair view of the affairs of the Company.
- To review the Company's audit procedures and techniques.
- To review with the management, external and internal procedures and the adequacy of internal control systems.
- To review the quarterly and annual financial statements and submit the same to the Board.
- Any other matter that may be delegated by the Board from time to time.

(b) Composition

The Audit Committee comprises of the following Directors:

Name of the Director	Category
Mr Anil Aggarwal	Chairman(Non Executive Independent)
Mr Ankush Aggarwal	Member (Non Executive Independent)
Mr Raj Pal Aggarwal	Member(Promoter & Executive)

(c) Attendance

The Committee met four (4) times during the Financial Year 2013-2014 on 15-05-2013, 31-07-2013, 31-10-2013 and 31-01-2014. Details of attendance of Directors in the Audit Committee meeting are as under:

Name of the Director	Number of Audit Committee Meeting	Attendance at the Audit Committee Meeting
Mr Anil Aggarwal	4	4
Mr Ankush Aggarwal	4	4
Mr Raj Pal Aggarwal	4	4

After the close of the financial year the terms of reference was modified in terms of the provisions of section 177 of the Companies Act, 2013.

4. REMUNERATION COMMITTEE

(a) Composition & Terms of Reference

The Remuneration Committee comprises of the following Directors:

Name of the Director	Category
Mr Anil Aggarwal	Chairman (Non Executive Independent)
Mr Ankush Aggarwal	Member (Non Executive Independent)
Mr Pawas Aggarwal	Member (Non Executive Independent)

The Remuneration Committee has been constituted to recommend/ review and approve the remuneration payable to Managing Director, Whole time Director or other directors of the Company based on their performance.

There was one Remuneration Committee meeting held on 25.08.2013 during the Financial Year 2013-2014. where all the Committee members were present.

(b) Remuneration Policy of the Company

The remuneration policy of the Company is directed towards rewarding performance. The Managing Director and the Whole Time Director of the Company are entitled for payment of Remuneration as decided by the Board and approved by the members as per the provisions of the Companies Act, 1956. Directors are also entitled for the sitting fee for attending Board Meeting except the Managing Director and Whole Time Director. However, no sitting fee is paid for attending any committee meeting by the Committee members.

(c) Details of the Directors' Remuneration for the financial year ended 31st March, 2013.

Name of Director	Designation	Sitting fees (In Rs.)	Salaries & Perquisites (In Rs.)	Commission, Bonus Ex-gratia	Total Amount (In Rs.)	No. of Shares held & %
Mr Bal Kishan Aggarwal	Managing Director	Nil	264000	Nil	264000	495100 (11.79%)
Mr Raj Pal Aggarwal	Whole Time Director	Nil	264000	Nil	264000	488900 (11.64%)
Mr Sahil Aggarwal	Whole Time Director	Nil	264000	Nil	264000	121900 (2.90%)
Mr Arpan Aggarwal	Whole Time Director	Nil	264000	Nil	264000	124500 (2.96%)

Mr Sanil Aggarwal	Whole Time Director	Nil	132000	Nil	132000	184200 (4.39%)
Mr Anil Aggarwal	Director	8000	Nil	Nil	8000	4000 (0.09%)
Mr Ankush Aggarwal	Director	8000	Nil	Nil	8000	80000 (1.90%)
Mr Vinod Kumar Garg	Director	8000	Nil	Nil	8000	1000 (0.02%)
Mrs Saroj Garg	Director	8000	Nil	Nil	8000	1000 (0.02%)
Mr Pawas Aggarwal	Director	8000	Nil	Nil	8000	Nil

After the close of the financial year the name of the Committee has been changed to Nomination and Remuneration Committee and further the terms of reference was also modified in terms of the provisions of section 178 of the Companies Act, 2013.

5. INVESTORS' GRIEVANCE COMMITTEE

- (i) The Company has constituted an "Investors' Grievance Committee" to look into redressal of Shareholder's / investors' complaints, to approve share transfer, share transmission etc and to oversee all matters connected with the Shareholders.

- (ii) **Composition:** The Investor's Grievance Committee comprises of the following Directors:

Name of the Director	Category
Mr Anil Aggarwal	Chairman(Non Executive Independent)
Mr Ankush Aggarwal	Member (Non Executive Independent)
Mr Raj Pal Aggarwal	Member(Promoter & Executive)

- (iii) Mr. Sonu Gupta, Company Secretary has been appointed as the Compliance Officer of the Company for the purpose of Clause 47 of the Listing Agreements to look after the compliances under the Listing Agreement and other SEBI Rules & Regulations etc.
- (iv) There was three Investor's Grievance Committee meeting held on 05-04-2013, 28-11-2013 and 01-03-2014 during the Financial Year 2013-14, where all the Committee members were present.
- (v) There was no investor's complaints pending as on 31st, March, 2014.

After the close of the financial year the name of the Committee has been changed to Stakeholders Relationship Committee and further the terms of reference was also modified in terms of the provisions of section 178 of the Companies Act, 2013.

6. GENERAL BODY MEETINGS

- a). **Annual General Meetings:** Particulars of past three Annual General Meetings of the Company:

Year	Date	Venue	Time	No. of Special Resolution(s) passed
2013	30.09.2013	Delhi Mile Stone 78 K.M, G.T. Road, NH-1, Village Jhattipur, Post Box-3, Post Office, Samalkha, Panipat-132103(Haryana)	11:00 AM	NIL
2012	29.09.2012	Delhi Mile Stone 78 K.M, G.T. Road, NH-1, Village Jhattipur, Post Box-3, Post Office, Samalkha, Panipat-132103(Haryana)	11:30 AM	NIL

2011	30.09.2011	Delhi Mile Stone 78 K.M, G.T. Road, NH-1, Village Jhattipur, Post Box-3, Post Office, Samalkha, Panipat-132103(Haryana)	11:30 AM	NIL
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- b). Postal Ballot:** No resolution has been passed through postal ballot process during the last three years. Further, there is no resolution proposed in the proposed AGM to the passed through postal ballot process.

7. DISCLOSURES

(a) Related Party Transactions

There are no materially significant related party transactions with its Promoters, the Directors or the Management, their Subsidiaries or Relatives etc., which may have potential conflict with the interest of the company at large.

(b) Non compliance by the Company, Penalties, Structures

There were no instances of non-compliance by the Company, penalties, structures imposed on the Company by the Stock Exchange or SEBI or any statutory authority on any matter related to capital markets during the last three years.

(c) Non mandatory requirements

The Company proposes to adopt the non-mandatory requirements including adoption of Whistle Blower Policy given in Annexure-3 of Clause 49 of the listing agreement in due course of time.

8. CODE OF CONDUCT

The Board has formulated a code of conduct for the Board members and senior management of the Company. All Board members and senior management personnel have affirmed their compliance with the code.

Declaration on compliance with code of conduct by the Chairman & Managing Director:

The Board has formulated a code of conduct for the Board members and senior management of the Company.

It is hereby affirmed that all the Directors and senior management personnel have complied with the code of conduct framed by the Company and a confirmation to that effect has been obtained from the directors and senior management.

Sd/-

Bal Kishan Aggarwal
Chairman & Managing Director

9. MEANS OF COMMUNICATION

- (a)** At present quarterly/ half-yearly reports are not being sent to each household of shareholders.

- (b)** The Quarterly / half-yearly / annual accounts results are published in the English and Hindi Newspapers.

- Which newspaper normally published in Pioneer (English) &
Hari Bhoomi (Hindi)
- Any website where displayed Yes –
www.indocotspin.com

- (c)** The Management Discussion and Analysis forms a part of the Annual Report.

10. GENERAL SHAREHOLDERS INFORMATION

i) Annual General Meeting

Day & Date

Monday, September 30, 2014

Time

11.30 A.M.

Venue

Delhi Mile Stone 78 K.M, G.T.Road, NH-1, Village
Jhattipur, Post Box-3, Post Office, Samalkha,
Panipat-132103(Haryana)

ii) Financial Calendar

Events	Tentative time frame
Financial Reporting for the first quarter ended 30 th June, 2012	31 st July, 2014 (actual)
Financial Reporting for the second quarter ending 30 th September, 2012	By 14 th November 2014
Financial Reporting for the third quarter ending 31 st December, 2013	By 14 th February 2015
Financial Reporting for the fourth quarter ending 31 st March, 2013	By 15 th May 2015

iii) Dates of Book Closure

29th September, 2014 to
30th September, 2014
(Both days inclusive)

iv) Dividend Payment Date

Not applicable

v) Listing on Stock Exchanges: The Shares of the Company is listed on the Delhi Stock Exchange Ltd, Jaipur Stock Exchange Ltd and Ahmedabad Stock Exchange Ltd.

vii) Market Price Data : As there is no trading on Delhi, Jaipur of Ahmedabad stock exchanges, the stock market data, pertaining to Monthly High and Low prices of Equity shares of the Company, during the previous financial year are not available.

viii) Registrar and Share Transfer Agent & Share Transfer System

The Company has appointed Skyline Financial Services Private Limited as the Registrar & Share Transfer Agent. All the physical as well as the demat Share registry works are handles by the Registrar of Share Transfer Agent

ix) Distribution of Shareholding as on 31st March 2014

Share Range		Shareholders						
		Number	% to Total	Share			Total	%
				Physical	NSDL	CDSL	Share	to Total
Up to 500		454	77.61	22775	25	125	22925	0.55
501	1000	64	10.94	49200	2700	0.00	51900	1.24
1001	2000	13	2.22	16200	0.00	0.00	16200	0.39
2001	3000	4	0.68	10900	0.00	0.00	10900	0.26
3001	4000	4	0.68	10600	0.00	4000.00	14600	0.35
4001	5000	13	2.22	64500	0.00	0.00	64500	1.54
5001	10000	6	1.03	45500	0.00	0.00	45500	1.08
10001 and above		27	4.62	1081300	730400.00	2162275.00	3973975	94.61
Total		585	100	1300975	733125.00	2166400.00	4200500.00	100%

- x) **Dematerialization of shares and liquidity:** The Company has admitted with both the Depositories namely National Security Depositories Ltd. (NSDL) or Central Depository Services Ltd. (CDSL). Any shareholder wishes to get their shares dematerialized, can get their shares demated.
- xi) There are no outstanding GDRs/ ADRs/ Warrants or any Convertible other Instruments as on the date.
- xii) **Factory Locations:** The Company has its manufacturing plant located at:
Delhi Mile Stone 78 K.M, G.T, Road, NH-1, Village Jhattipur,
Post Box No-3, Post Office, Samalkha, Panipat-132103(Haryana)
- xiii) **Address for Correspondence:** The shareholders may send their communication grievances/ queries to the Registrar and Share Transfer Agents or to the Company at

Investor Relation Centre

Indo Cotspin Limited

Delhi Mile Stone 78 K.M, G.T, Road, NH-1, Village Jhattipur,
Post Box No-3, Post Office, Samalkha, Panipat-132103(Haryana)
Phone: 0180 – 400 1287; Fax: 0180 – 400 1287

Skyline Financial Services Private Limited

D-153A, 1st Floor, Okhla Industrial Area,
Phase - I, East of Kailash
New Delhi - 110 020
Ph:- 011-26812681, Fax:- 011-64732682

11. NON-MANDATORY REQUIREMENTS

The Company proposes to adopt the non-mandatory requirements given in Annexure-3 of Clause 49 of the listing agreement in due course of time.

CEO/CFO Certification

We, Bal Kishan Aggarwal, Managing Director and Raj Pal Aggarwal, Whole Time Director, responsible for the finance function certify that:

- (a) We have reviewed financial statements and the cash flow statement for the year ended 31st March 2014 and that to the best of our knowledge and belief:
- (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) To the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and they have disclosed to the auditors and the Audit Committee, deficiencies in the design or

operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.

- (d) We have indicated to the auditors and the Audit committee
- (i) significant changes in internal control over financial reporting during the year;
 - (ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (iii) instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

For and on Behalf of the Board
For **Indo Cotspin Limited**

Place : Panipat
Date : 11th August, 2014

Bal Kishan Aggarwal
Chairman & Managing Director
DIN: 00456219

Raj Pal Aggarwal
Whole Time Director
DIN: 00456189

LALITA BANSAL
COMPANY SECRETARIES
G-3, Industrial Area, Sarawati Vihar, PANIPAT-132 103 (HARYANA),
M 09254107191, e.mail.: csparveenbansal@gmail.com

To be taken on the letter head of practicing Company secretary

CERTIFICATE OF COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE

To
The Members of
Indo Cotspin Ltd.

We have examined the compliance of conditions of Corporate Governance by Indo Cotspin Ltd. (hereinafter referred as "the Company") for the year ended March 31, 2014, as stipulated in clause 49 of the listing agreement of the said Company with the stock exchanges on Corporate Governance.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above mentioned Listing Agreement on Corporate Governance.

We further state that no investor grievance(s) are pending for a period exceeding one month against the Company as per the records maintained by the Investor's Grievance Committee.

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

PLACE: PANIPAT
DATE : 11TH AUGUST, 2014.

For Lalita Bansal
Company Secretaries

(Lalita Bansal)
(ACS,CP) Prop.
ACS - 32489; C.P. No. 12307

INDO COTSPIN LIMITED

Regd. Office: Delhi Mile Stone 78 K.M, G.T. Road, NH-1
Village Jhattipur, Post Box-3, Post Office, Samalkha, Panipat-132103(Haryana)

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Cautionary Statement:

The management Discussion and Analysis Report may contain certain statements that might be considered forward looking. These statements are subject to certain risks and uncertainties. Actual results may differ materially from those expressed in the statement as important factors could influence Company's operations such as Government policies, economic development, political factors and such other factors beyond the control of the Company.

Industry Overview:

The Textile industry is a major export earner for the country by export of cotton yarn, garments, fabrics including non-woven fabrics (Coated). The textile industry occupies a unique position in the Indian economy being one of the oldest and largest industry in India and is highly fragmented. It is divided in four segments spinning, weaving or knitting, processing and garmenting. It provides one of the most basic needs of people.

The Indian economy including the Textile Industry has been facing unprecedented period of difficulty, due to slowing down of GDP growth rate, rupee depreciation and increasing current account deficit. The uncertainties in the export policy of Government of India related to cotton fibre and cotton yarn have added to the woes of the Textile Industry.

Our Industry Segment:

The primary business of our company is manufacturing of non woven fabric (Coated) products.

Nonwoven fabric is a fabric-like material made from recycle fibers, bonded together by chemical, mechanical, heat or solvent treatment. The term is used in the textile manufacturing industry to denote fabrics, such as felt, which are neither woven nor knitted. Nonwoven materials typically lack strength unless densified or reinforced by a backing. In recent years, nonwovens have become an alternative to polyurethane foam.

Nonwoven fabrics are engineered fabrics that may be a have a limited life, single-use fabric or a very durable fabric. Nonwoven fabrics provide specific functions such as absorbency, liquid repellence, resilience, stretch, softness, strength, flame retardancy, washability, cushioning, thermal insulation, acoustic insulation, filtration, use as a bacterial barrier and sterility. These properties are often combined to create fabrics suited for specific jobs, while achieving a good balance between product use-life and cost. They can mimic the appearance, texture and strength of a woven fabric and can be as bulky as the thickest paddings. In combination with other materials they provide a spectrum of products with diverse properties, and are used alone or as components of apparel, home furnishings, health care, engineering, industrial and consumer goods.

A large number of fibers are available in the market, but the Nonwovens market is mainly dominated by three fibers, namely polyolefin's, polyester, and rayon. These three fiber types make up a substantial part of the overall Nonwovens markets for fibers.

Nonwovens find numerous applications ranging from baby diapers to industrial high performance textiles. Some of the important areas where nonwovens are treated as primary alternative for traditional textiles as Geotextiles, materials for building, thermal and sound insulating materials, hygienic and health care textiles and automotive industries. Nonwovens are also used in cover stocks, agriculture, aerospace, home furnishings etc

With the nonwovens successfully moving into more technical end-uses, the fiber requirements have also become more important with regard to the fiber properties. The cooperation between fiber supplier and fabric producers is now seen as important criteria for more advancement to come about in the nonwovens field.

Business

Incepted in the year 1995, the Company is a leading player in Non-Woven Products such as Non-Woven Fabrics (Coated)

Product Range

- Non-Woven Fabrics (Coated)

Factory Location

The Company has its manufacturing plant located at Delhi Mile Stone 78 K.M, G.T, Road, NH-1, Village Jhattipur, Post Box No.3, Post Office, Samalkha, Panipat-132103(Haryana)

Our Quality

Maintaining high quality standards in every stage of business is the trademark of our company. We do obey quality dimensions from the beginning of collecting raw materials to delivering the products. Exporting premium quality of products is the hallmark of our corporate entity.

For manufacturing the products, our production team normally use pp, polyester staple fiber as the raw materials. Our export quality inspection team is well equipped with our in-house latest tools and techniques as well. We usually import products like latex chemicals, textile material and stock lots of textiles, etc.

Infrastructure

Our well-arranged infrastructure includes expert manufacturing team and experienced production unit. Here, our engineers use several equipments like raw material processing machines, designing machines, quality checking machines and many useful tools.

We also have high-tech lab, quality control room, site office in order to strengthening our business. We make different design of carpet items at affordable price, so that customers from across the world get benefited by our creativity.

Product wise performance

Product wise performance of the Company has been mentioned in the attached balance sheet of the Company.

Opportunities & Threats

The new age Indian consumer, the organized retail potential, which is creating the huge consumption opportunity, is by far the biggest Opportunity for companies like us. With the aspirational and rich class in India having a better penetration, our product led growth will help the company in both the immediate and long run. Also, with the rural India being revisited by marketers through the modern retail philosophy, the opportunity is huge.

Competition from Indian and global players remain a matter of concern and probable threat; while the company is well prepared to tackle such issues on an ongoing basis.

Risks & Concern

There is stiff competition in the Non-woven fabrics market with new national and international entrants. On a macro level business continues to be impacted by changes in Government Policy and International Markets.

- i. Factors that may affect results of operations
- ii. Fluctuation and increase in raw material prices.
- iii. Non-availability of raw material and other resources
- iv. Supply of Power
- v. New Competitive products
- vi. Government rules and regulations relating to Textiles Industry
- vii. Any slowdown in the economic growth in general in particular

The Company continues to follow a suitable strategy to modify its risk profile by eliminating and significantly reducing key business risks.

Outlook

From the reports available in public domain, it is believed that the global economic recovery is in its way. It is only hoped that the growth momentum gathers, steam soon and fast. Indian textile industry is generally competitive and considering the positive business conditions developing, outlook for cotton textiles appears to be good.

Human resource / Industrial relations

The Company recognizes the importance and contribution of its human resources for its growth and development and is committed to the development of its people.

The Company has cordial relations with employees and staff. There are no industrial relations problems during the year and the Company does not anticipate any material problems on this count in the current year. The management is also committed to help the employees and workers to sharpen their skills and to improve their knowledge base.

Internal Control Systems and Adequacy

The Company has disciplined approach to cost and follows prudential norms in every sphere of its activities. The Profit making is put at the center of decision making. The cost are budgeted, reviewed and monitored. The Company has established internal control systems for ensuring optimum use of resources and safeguarding the assets. The Internal Control Systems and procedure are adequate and commensurate with the size of the Company. These business control procedures ensure efficient use and protection of the resources and compliance with the policies, procedures and status.

MANISH JAIN & ASSOCIATES
Chartered Accountants

BEHIND HOTEL REGENCY,
G.T. ROAD, PANIPAT-132103.
PH. NO. 0180-4003410

INDEPENDENT AUDITOR'S REPORT

To
The Shareholders
Indo Cotspin Limited
Panipat

Report on Financial Statements

1. We have audited the accompanying financial statements of Indo Cotspin Limited, which comprise of the Balance Sheet as at 31 March, 2014 and the Statement of Profit & Loss and the Cash Flow Statement for the year ended 31 March, 2014 and summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

2. Management is responsible for the preparation of these financial statements in accordance with the provisions of Companies Act, 1956. This responsibility includes the design, implementation and maintenance of Internal Control relevant to the preparation of the financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

3. Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those standards require that we comply with the ethical requirement and plan & perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
4. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend upon the auditor's judgement, including the assessment of the risks of material misstatements of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the management, as well as evaluating the overall presentation of the financial statements.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

6. In our opinion and to the best of our information and according to the explanations given to us, the said accounts together with the notes thereon give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
 - (i) In the case of Balance Sheet, of state of affairs of the company as at 31 March, 2014.

- (ii) In the case of Profit & Loss Account , of the profit for the year ended on that date; and
- (iii) In the case of Cash Flow Statement, of Cash Flows for the year ended on that date.

Report on Other Legal and Regulatory Matters

7. The Balance Sheet and the Profit & Loss Account have been drawn up in accordance with the provisions of section 211 of the Companies Act, 1956.
8. We report that:
 - (i) We have obtained all the information and explanations which, to the best of our knowledge and belief, were necessary for the purpose of our audit and have found them to be satisfactory.
 - (ii) In our opinion, proper books of accounts as required by the law have been kept by the company, so far, as appears from our examination of such books.
9. In our opinion, the Balance Sheet, Profit & Loss Account and the Cash Flow Statement comply with the Accounting Standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956.
10. We further report that:
 - (i) The Balance Sheet and the Profit & Loss Account dealt with by this report are in agreement with the books of accounts.
 - (ii) On the basis of written representations received from the directors, as on 31 March, 2014 and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2014 from being appointed as a director in terms of clause(g) of sub-section (1) of section 274 of the Companies Act, 1956.

For Manish Jain & Associates.
Chartered Accountants

FCA Manish Jain
Partner
M.No. 96014
Firm Regd. No. 015608N
Panipat: May 30, 2014

MANISH JAIN & ASSOCIATES
Chartered Accountants

BEHIND HOTEL REGENCY,
G.T. ROAD, PANIPAT-132103.
PH. NO. 0180-4003410

Annexure to Auditor's Report

1. In respect of its Fixed Assets:

- (a) The Company had maintained proper records showing full particulars, including quantitative details and situation of fixed assets on the basis of available information.
- (b) As explained to us, the fixed assets have been physically verified by the management during the year, in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the company and nature of its fixed assets. No material discrepancies were noticed on such physical verification.
- (c) In our opinion, the company has not disposed of substantial part of fixed assets during the year and the going concern status of the company is not affected.

2. In respect of its Inventories:

- (a) As explained to us, inventories have been physically verified by the management at regular intervals during the year.
- (b) In our opinion and according to the information and explanations given to us, the procedure of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
- (c) The company has maintained proper records of inventories. As explained to us, there was no material discrepancies noticed on physical verification of inventory as compared to the book records.

3. In respect of Loans:

- (a) As per the information furnished, the company has not granted any loans, secured or unsecured, to the company, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956.
- (b) As the party has not granted any loans, secured or unsecured to the companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956, the clause (iii) (b) of the order is not applicable.
- (c) As the company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956, the clause (iii) (c) of the order is not applicable.
- (d) As the company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956, the clause (iii) (d) of the order is not applicable.
- (e) As per the information furnished, the company has not taken any loans, secured or unsecured, from the companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956.

- (f) As the company has not taken any loans, secured or unsecured from the companies, firms or the other parties covered in the register maintained under section 301 of the Companies Act, 1956, the clause (f) of the order is not applicable.
 - (g) As the company has not taken any loans, secured or unsecured from the companies, firms or the other parties covered in the register maintained under section 301 of the Companies Act, 1956, the clause (g) of the order is not applicable.
 - (h) There is no overdue amount outstanding regarding loans.
4. In our opinion and according to the information and explanations given to us, there are adequate internal control systems commensurate with the size of the company and the nature of its business for the purchase of inventory, fixed assets and also for the sale of goods. During the course of audit, we have not observed any major weaknesses in internal controls.
5. In respect of the transactions covered under Section 301 of the Companies Act, 1956.
- (a) In our opinion and according to the information and explanations given to us, particulars of contracts or arrangements, referred to in section 301 of the Act have been entered in the register required to be maintained under that section, and
 - (b) The transactions made in pursuance of such contracts or arrangements have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time.
6. The company has not accepted any deposits from the public and therefore section 58A, 58AA or any other relevant provisions of the Companies Act, do not apply.
7. In our opinion, the internal audit system of the Company is commensurate with its size and nature of the business.
8. We have broadly reviewed the cost records maintained by the company pursuant to the Companies (Cost Accounting Records) Rules, 2011 prescribed by the Central Government under Section 209 (1) (d) of the Companies Act, 1956 and are of the opinion that prima facie the prescribed cost records have been maintained. We have however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
9. In respect of Statutory Dues:
- (a) According to the records of the Company, undisputed statutory dues including Provident Fund, Investor Education, and Protection Fund, Employees State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Cess and other Statutory Dues have been generally regularly deposited with the appropriate authorities.
 - (b) According to the information and explanations given to us, no disputed amounts payable in respect of the aforesaid dues were outstanding as at 31st March, 2014 for a period of more than six months from the date of becoming payable.
10. The company has no accumulated business losses as on 31st March, 2014 and the company has not incurred any cash losses during the financial year covered by our audit or in the immediately preceding financial year.
11. Based on our audit procedure and according to the information and explanation given to us, we are of the opinion that the company has not defaulted in repayment of dues to financial institutions, banks or any other organization.

-
12. In our opinion and according to the information and explanation given to us, no loans & advances have been granted by the company on the basis of security by way of pledge of shares, debentures and other securities.
 13. In our opinion, the company is not a chit fund or a nidhi/mutual benefit fund/society. Therefore clause 4(xiii) of the Companies (Auditor's Report) Order 2003 is not applicable.
 14. In our opinion, the company is not engaged in trading of securities, debentures and other investments, etc. Therefore clause 4(xiv) of the Companies (Auditor's Report) Order 2003 is not applicable to the Company.
 15. The company has not given any guarantee for loan taken by others from bank or financial institutions.
 16. The Company has not raised any term loan during the year.
 17. According to the information and explanations given to us, on overall basis, funds raised on short term basis have, prima facie, not been used during period for long term investments.
 18. During the year, the company has not made any preferential allotment of shares to parties and companies covered in the Register maintained under section 301 of the Companies Act, 1956.
 19. The company has not issued any debentures during the year.
 20. The company has not raised any money by way of public issue during the year.
 21. In our opinion and according to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the year that causes the financial statements to be materially misstated.

For Manish Jain & Associates.
Chartered Accountants

FCA Manish Jain
Partner
M.No. 096014
Firm Regd. No. 015608N
Panipat : May 30, 2014

INDO COTSPIN LIMITED
CIN NO.: L17111HR1995PLC032541

ANNUAL REPORT 2013-14

MANISH JAIN & ASSOCIATES
Chartered Accountants

BEHIND HOTEL REGENCY,
G.T. ROAD, PANIPAT-132103.
PH. NO. 0180-4003410

INDO COTSPIN LIMITED
REGD. OFFICE : DELHI MILSTONE 78KM, G. T. ROAD, NH-1,
VILLAGE-JATTIPUR, POST BOX NO.-3, POST OFFICE SAMALKHA, PANIPAT
BALANCE SHEET AS AT 31ST MARCH, 2014

<u>PARTICULARS</u>	<u>NOTE NO.</u>	<u>AS AT</u> <u>31.03.2014</u>	<u>AS AT</u> <u>31.03.2013</u>
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	2.01	4,20,05,000.00	4,20,05,000.00
(b) Reserves & Surplus	2.02	15,725,077.80	33,47,675.82
(2) Non-Current Liabilities			
(a) Deferred Tax Liabilities (Net)	2.30	1,573,262.42	14,88,832.03
(b) Long Term Provisions	2.03	593,274.00	5,42,667.00
(3) Current Liabilities			
(a) Short Term Borrowings	2.04	(629,934.78)	(53,71,117.80)
(b) Trade Payables	2.05	13,612,901.20	1,57,03,747.60
(c) Other Current Liabilities	2.06	261,560.88	3,70,089.00
(d) Short-Term Provisions	2.07	3,169,900.00	1,34,827.00
Total Equity & Liabilities		76,338,041.51	5,82,21,720.65
II. ASSETS			
(1) Non-Current Assets			
(a) Fixed Assets	2.08		
(i) Tangible Assets		21,255,676.88	2,29,07,049.93
(ii) Intangible Assets		0.00	0.00
(iii) Capital Work-in Progress		0.00	0.00
(b) Non Current Investments	2.09	7,287,741.00	7,789,657.000
(c) Long Term Loans & Advances	2.10	1,96,750.00	1,96,750.00
(2) Current Assets			
(a) Current Investments	2.11	1,052,635.94	-
(b) Inventories	2.12	16,077,944.00	1,16,40,902.00
(c) Trade Receivables	2.13	9,117,230.00	1,11,04,324.94
(d) Cash & Cash Equivalents	2.14	15,424,023.91	41,00,513.22
(e) Short -Term Loans & Advances	2.15	5,919,290.78	4,75,774.56
(f) Other Current Assets	2.16	6,749.00	6,749.00
Total Assets		76,338,041.51	5,82,21,720.65

INDO COTSPIN LIMITED
CIN NO.: L17111HR1995PLC032541

ANNUAL REPORT 2013-14

MANISH JAIN & ASSOCIATES
Chartered Accountants

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INDO COTSPIN LIMITED
REGD. OFFICE : DELHI MILSTONE 78KM, G. T. ROAD, NH-1,
VILLAGE-JATTIPUR, POST BOX NO.-3, POST OFFICE SAMALKHA, PANIPAT
BALANCE SHEET AS AT 31ST MARCH, 2014

<u>PARTICULARS</u>	<u>NOTE NO.</u>	<u>AS AT</u> <u>31.03.2014</u>	<u>AS AT</u> <u>31.03.2013©</u>
Significant Accounting Policies	1		
Notes to Accounts	2		
As per our separate report of even date.			

For Manish Jain & Associates
Chartered Accountants

For Indo Cotspin Limited

(FCA Manish Jain)

Partner
Membership No. 096014
Firm's Regn. No. 015608 N

(Raj Pal Aggarwal)
Whole Time Director
DIN: 00456189

(Bal Kishan Aggarwal)
Managing Director
DIN: 00456219

Place : Panipat
Date : 30 May, 2014

(Vijay Pal)
Chief Financial Officer
PAN: AAPPP6485R

(Sonu Gupta)
Company Secretary
ACS No. 29507

INDO COTSPIN LIMITED
CIN NO.: L17111HR1995PLC032541

ANNUAL REPORT 2013-14

MANISH JAIN & ASSOCIATES
Chartered Accountants

BEHIND HOTEL REGENCY,
G.T. ROAD, PANIPAT-132103.
PH. NO. 0180-4003410

INDO COTSPIN LIMITED
REGD. OFFICE : DELHI MILSTONE 78KM, G. T. ROAD, NH-1,
VILLAGE-JATTIPUR, POST BOX NO.-3, POST OFFICE SAMALKHA, PANIPAT
MANUFACTURING, TRADING & PROFIT & LOSS FOR THE YEAR ENDED ON 31.03.2014

PARTICULARS	NOTE NO.	AS AT 31.03.2014	AS AT 31.03.2013
I. Revenue from Operations	2.17	74,297,065.00	6,05,74,229.00
II. Other Income	2.18	16,223,097.68	7,18,331.00
Total Income		90,520,162.68	6,12,92,560.00
III. Expenditure			
Cost of Material Consumed	2.19	47,911,231.20	3,30,26,034.90
Purchase of Stock-in-Trade	2.20	26,111,991.38	2,27,54,776.95
(Increase)/Decrease in F.G., WIP & Stock in Trade	2.21	(6,225,397.00)	(25,41,390.00)
Employee Benefit Expenses	2.22	2,092,417.00	19,65,630.00
Finance Costs	2.23	6,815.23	22,423.40
Depreciation & Amortisation Expense	2.24	1,519,516.73	13,84,070.53
Other Expenses	2.25	3,444,855.78	40,10,790.42
Total Expenses		74,861,430.32	6,06,22,336.20
IV Profit/(Loss) for the year Before Tax		15,658,732.36	6,70,223.80
V Tax Expense:			
(1) Current Tax		3,169,900.00	1,34,827.00
(2) Deferred Tax		84,430.39	1,63,177.87
VI Profit/(Loss) for the year After Tax		12,404,401.98	3,72,218.93
VII Earning Per Equity Share:			
Basic/Diluted		2.97	0.13
Significant Accounting Policies	1		
Notes to Accounts	2		

As per our separate report of even date.

For Manish Jain & Associates
Chartered Accountants

For Indo Cotspin Limited

(FCA Manish Jain)
Partner
Membership No. 096014
Firm's Regn. No. 015608 N

(Raj Pal Aggarwal)
Whole Time Director
DIN: 00456189

(Bal Kishan Aggarwal)
Managing Director
DIN: 00456219

Place : Panipat
Date : 30 May, 2014

(Vijay Pal)
Chief Financial Officer
PAN: AAPPP6485R

(Sonu Gupta)
Company Secretary
ACS No. 29507

INDO COTSPIN LIMITED

SIGNIFICANT ACCOUNTING POLICIES

Note:1

A. Basis of Preparation of Financial Statements

The financial statements are prepared on historical cost method , in accordance with the generally accepted accounting principles in India and the provisions of the Companies Act , 1956 .

B. Fixed Assets

(i) Tangible Assets

Fixed assets are stated at cost less accumulated depreciation.

(ii) Intangible Assets

There is no intangible asset.

C. Depreciation and Amortisation

Depreciation on fixed assets is provided to the extent of depreciable amount on Straight Line Method (SLM) at the rates and in the manner prescribed in Schedule XIV to the Companies Act , 1956 over their useful life.

D. Investments

Long term investments are stated at cost.

E. Inventories

Items of inventories are measured at lower of cost and net realisable value after providing for obsolescence, if any. Cost of inventories comprises of cost of purchase , cost of conversion and other costs including manufacturing overheads incurred in bringing them to their respective present location and condition. Stock in process is determined at cost upto estimated stage of production and packing material at average sale prices.

F. Revenue Recognition

Revenue is recognized only when it can be reliably measured . Interest income is recognised on the time proportion basis taking into account the amount outstanding and rate applicable.

G. Sales Tax / Value Added Tax

Sales tax/Value added tax is paid on material consumed charged to Profit & Loss account.

H. Provision for Current and Deferred Tax

Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income Tax Act , 1961 . Deferred tax resulting from "timing difference" between taxable and accounting income is accounted for using the tax rates and laws that are enacted or substantively enacted as on the balance sheet date. Deferred tax asset is recognised and carried forward only to the extent that there is a virtual certainty that the asset will be realised in future.

I. Contingent Liabilities and Contingent Assets

There is no contingent liability & assets.

INDO COTSPIN LIMITED
CIN NO.: L17111HR1995PLC032541

ANNUAL REPORT 2013-14

MANISH JAIN & ASSOCIATES
Chartered Accountants

BEHIND HOTEL REGENCY,
G.T. ROAD, PANIPAT-132103.
PH. NO. 0180-4003410

INDO COTSPIN LIMITED
REGD. OFFICE : DELHI MILSTONE 78KM, G. T. ROAD, NH-1,
VILLAGE-JATTIPUR, POST BOX NO.-3, POST OFFICE SAMALKHA, PANIPAT
BALANCE SHEET AS AT 31ST MARCH, 2014

Notes to Accounts Forming Integral Part of the Balance Sheet As At 31st March, 2014

PARTICULARS	AS AT 31.03.2014	AS AT 31.03.2013
Note : 2.01 Share Capital		
A.AUTHORISED SHARE CAPITAL		
50,00,000 Equity Shares of Rs 10/- each.	50,000,000.00	50,000,000.00
	<u>50,000,000.00</u>	<u>50,000,000.00</u>
ISSUED & SUBSCRIBED SHARE CAPITAL		
42,00,500 Equity Shares of Rs 10/- each.	42,005,000.00	42,005,000.00
	<u>42,005,000.00</u>	<u>42,005,000.00</u>
PAID UP SHARE CAPITAL		
42,00,500 Equity Shares of Rs 10/- each. Fully Paid-Up	42,005,000.00	42,005,000.00
Total	<u>42,005,000.00</u>	<u>397,43036.00</u>

The Company has only one class of Equity Share having Par Value of Rs. 10 Per Share and Each Shareholder is eligible for One Vote Per Share.

B. Reconciliation of Number of Equity Shares outstanding at the beginning and at the end of the year.

Number of Shares Outstanding at the beginning of the year	42,00,500.00	32,01,500.00
Add : Number of Shares allotted & paid up during the year		<u>9,99,000.00</u>
	<u>42,00,500.00</u>	<u>4,200,500.00</u>
Less : Number of Shares Bought Back during the year	0.00	<u>0.00</u>
Number of Shares outstanding at the end of the year.	<u>42,00,500.00</u>	<u>4,200,500.00</u>

Forfeited Equity Shares were re-allotted & paid up during the year at a premium of Rs. 5 each. C.

Details of Shares held by Shareholders having more than 5% of the aggregate shares in the company.

	As ast 31st March , 2014		As ast 31st March , 2013	
Name of Shareholder	No. of Shares Held	% of Shareholding	No. of Shares Held	% of Shareholding
Indo Non Woven Pvt. Ltd.	7,24,000	17.24	724,000	17.24
Bal Kishan Aggarwal	4,95,100	11.78	4,95,100	11.78
Raj pal Aggarwal	4,88,900	11.64	4,88,900	11.64
Vishakha Aggarwal			228,000	5.43

D. Details of Shares allotted/forfeited pertaining to following categories

PARTICULARS	2013-14	2012-13	2011-12	2010-11	2009-10
Fully Paid up by way of Bonus Shares	Nil	Nil	Nil	Nil	Nil
Shares Bought Back	Nil	Nil	Nil	Nil	Nil
Shares Forfeited during the year	Nil	Nil	Nil	Nil	Nil

Note : 2.02 Reserves & Surplus

1 Securities Premium Reserve	49,95,000.00	49,95,000.00
Sub Total (A)	49,95,000.00	49,95,000.00
2 Capital Reserve	77,28,036.00	77,28,036.00
Sub Total (B)	77,28,036.00	77,28,036.00
Amount on account of forfeited shares have been transferred to Capital Reserve.		
3 Surplus (Profit & Loss Account)		
Balance Brought forward from Previous Year	(9,375,360.18)	(9,747,579.11)
Add : Profit for the year	12,404,401.98	3,72,218.93
	-	-
Sub Total (C)	(3,029,041.80)	(93,75,360.18)
Total (A+B+C)	15,752,077.80	33,47,675.82

Note : 2.03 Long Term Provisions

1 Retirement Benefits (Gratuity)	593,274.00	5,42,667.00
	593,274.00	5,42,667.00

Note : 2.04 Short Term Borrowings

1 Secured		
(a) Loan Repayable On Demand		
- From Banks	(629,934.78)	(53,71,117.80)
- From Other Parties	-	-
(b) Current Liabilities of Long Term Debt	-	-
(Due within one year)		
Sub Total (A)	(629,934.78)	(53,71,117.80)

Cash Credit Limit of Rs. 48,00,000.00 sanctioned from Union Bank of India was not availed during the year, rather the company have Credit Balance in its Account.

Cash Credit Limit , if availed , is secured by the hypothecation of Current Assets both Current & Future.

2 Unsecured		
(a) Loan Repayable On Demand		
- From Directors	0.00	0.00
- From Other Parties	0.00	0.00
Sub Total (B)	0.00	0.00
Total (A+B)	(629,934.78)	(53,71,117.80)

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Note : 2.05 Trade Payables

1	Micro, Small and Medium Enterprises	0.00.	00
2	Others	13,612,901.20	1,57,03,747.60
	Total	13,612,901.20	1,57,03,747.60

Note : 2.06 Other Current Liabilities

1 Statutory Dues			
(a) Auditor Remuneration Payable	40,500.00	40,500.00	
(b) T.D.S. Payable	4,500.00	4,500.00	
(c) Stock Exchange Fees Payable	-	218,273.00	
2 Employee Expenses			
(a) Wages Payable	53,808.00	54,280.00	
(b) Salary Payable	9,800.00	10,029.00	
(c) Labour Welfare Payable	220.00	240.00	
3 Creditors for Other Expenses			
(a) Telephone Bill Payable	12,188.88	15,885.00	
(b) Security Service Exp. Payable	14,151.00	14,382.00	
(c) Fees & Taxes Payable	26,000.00	12,000.00	
4 Creditors for Capital Goods	0.00	0.00	
5 Advance from Customers	100,393.00	0.00	
Total	261,560.88	370,089.00	

Note : 2.07 Short Term Provisions

1	Provision for Taxation	3,169,900.00	1,34,827.00
	Total	3,169,900.00	1,34,827.00

Note : 2.09 Non Current Investments

1	Investment In Popular Plant	48,627.00	48,627.00
2	Investment In Property (Plots)	7,239,114.00	77,41,030.00
	Total	7,287,741.00	77,89,657.00

1.1 Reconciliation of Investment In Plots at the beginning and at the end of the year.

Investment in Plots at the beginning of the year	7,741,030.00	78,17,859.00
Add : Installments paid during the year	56,376.00	2,33,205.00
Less : Plot sold during the year	558,292.00	3,10,034.00
Total	7,239,114.00	77,41,030.00

1.2 The above investments are stated at cost.

Note : 2.10 Long Term Loans & Advances

1 Security Deposits			
(a) Secured Considered Good	1,96,750.00	1,96,750.00	
(b) Unsecured Considered Good	0.00	0.00	
(c) Doubtful	0.00	0.00	
Total	1,96,750.00	1,96,750.00	

NOTE : 2

Notes to Accounts Forming Integral Part of the Balance Sheet As At 31st March, 2014.

Note : 2.11 Current Investments

1	Investment in Quoted Shares	1,052,635.94	0.00
		<u>1,052,635.94</u>	<u>0.00</u>

Note : 2.12 Inventories

1	Raw Materials	3,467,139.00	56,92,646.00
2	Work-In-Progress	46,400.00	40,530.00
3	Finished Goods	-	-
	(a) Manufactured Goods	5,963,564.00	43,15,318.00
	(b) Trading Stock	5,457,616.00	8,86,335.00
4	Consumable Stores & Spares	1,068,548.00	6,25,551.00
5	Power & Fuel	74,677.00	80,522.00
	Total	<u>16,077,944.00</u>	<u>1,16,40,902.00</u>

Note : 2.13 Trade Receivables

1	Outstanding for more than six months		
	(a) Secured Considered Good	1,384,670.00	18,03,859.94
	(b) Unsecured Considered Good	0.00	0.00
	(c) Doubtful	0.00	0.00
	Sub Total (A)	<u>1,384,670.00</u>	<u>18,03,859.94</u>
2	Others		
	(a) Secured Considered Good	7,732,560.00	92,76,872.00
	(b) Unsecured Considered Good	0.00	0.00
	(c) Doubtful	0.00	0.00
	Sub Total (B)	<u>7,732,560.00</u>	<u>92,76,872.00</u>
	Total (A + B)	<u>9,117,230.00</u>	<u>11,104,324.94</u>

Note : 2.14 Cash & Cash Equivalents

1	Cash-in-Hand		
	Cash-in-Hand	1,049,193.12	130,591.12
	Sub Total (A)	<u>1,049,193.12</u>	<u>130,591.12</u>
2	Bank Balances		
	Balance with Scheduled Banks		
	Union Bank of India - 36374	1,074,816.98	4,54,698.98
	Union Bank of India - 19054	52,257.65	34,848.65

Notes to Accounts Forming Integral Part of the Balance Sheet As At 31st March, 2014.

NOTE -2

FIXED ASSETS

(Amount in Rupees)

PARTICULARS	GROSS BLOCK				DEPRECIATION BLOCK				NETBLOCK			
	RATE	AS ON 01.04.2013	ADDITION DURING THE YEAR	DEDUCTIONS DURING THE YEAR	AS ON 31.03.2014	AS ON 01.04.2013	ADDITION DURING THE YEAR	DEDUCTIONS DURING THE YEAR	AS ON 31.03.2014	WDV AS ON 31.03.2013	WDV AS ON 31.03.2014	WDV AS ON 31.03.2013
A. TANGIBLE ASSETS												
LAND	NIL	4548411.00	0.00	0.00	4548411.00	0.00	0.00	0.00	0.00	4548411.00	4548411.00	4548411.00
BUILDING	3.34%	7307794.30	0.00	0.00	7307794.30	3182876.66	244080.33	0.00	3426956.99	3880837.31	4124917.64	4124917.64
PLANT AND MACHINERY	NIL	43956.00	0.00	0.00	43956.00	0.00	0.00	0.00	0.00	43956.00	43956.00	43956.00
PLANT AND MACHINERY (NEW)	4.75%	7983977.81	0.00	265260.00	7718717.81	1326097.72	388641.26	26293.68	1668445.30	6050272.51	6657880.09	6657880.09
FURNITURE AND FIXTURES	6.33%	372061.00	16220.00	0.00	388281.00	241418.82	24454.42	0.00	2655873.24	122407.76	130642.18	130642.18
VEHICLES	9.50%	8988499.00	90890.00	0.00	9079389.00	1616337.62	862447.33	0.00	2478784.95	6600604.05	7372161.38	7372161.38
COMPUTER	16.21%	209413.51	0.00	0.00	209413.51	190085.37	19328.14	0.00	209413.51	0.00	19328.14	19328.14
FIRE EXTINGUISHERS	4.75%	11900.00	0.00	0.00	11900.00	2146.50	565.25	0.00	2711.75	9188.25	9753.50	9753.50
TOTAL		2946801262	1071000	265260.00	2307762.62	655862.69	1519616.73	26293.68	8052185.74	21255676.88	2297049.93	2297049.93
B. INTANGIBLE ASSETS		0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
TOTAL		0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
CAPITAL WORK IN PROGRESS		0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
TOTAL		0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00

A) FIXED ASSETS

Fixed assets are stated at cost less depreciation.

B) DEPRECIATION

Depreciation on fixed assets is provide on Straight Line Method at the rates and in the manner prescribed in schedule XIV to the companies Act, 1956.

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Union Bank of India - Auto Sweep	5,000,000.00	-
HDFC Bank Limited	541,581.69	5,02,180.21
Axis Bank Limited	144,733.47	58,194.26
3 FDR's	7,420,000.00	29,20,000.00
4 Accured Interest on FDR's	141,441.00	-
Sub Total (B)	14,374,830.79	39,69,922.10
Total (A+B)	15,424,023.91	4,100,513.22

Note : 2.15 Short Term Loans & Advances

1 Other Advances (Secured)		
(a) Balance with Income Tax(Advance Tax)	5,100,000.00	50,000.00
(b) Prepaid Expenses	178,518.00	1,63,227.00
(c) TDS Receivable	31,325.00	3,644.00
(d) VAT Receivable	440,344.78	2,58,903.56
(e) Additional Duty Refundable	169,103.00	0.00
Total	5,919,290.78	4,75,774.56

Note : 2.16 Other Current Assets

1 Income Tax Refund	6,749.00	6,749.00
Total	6,749.00	6,749.00

Note : 2.17 Revenue from Operations

1 Domestic Sales	74,297,065.00	60,574,229.00
2 Export Sales	0.00	0.00
3 Add : Excise Duty	0.00	0.00
Total	74,297,065.00	60,574,229.00

Note : 2.18 Other Income

1 Interest On FDR's	337,961.00	36,435.00
2 Profit on Sale of Plot	841,708.00	6,64,966.00
3 Additional Duty Received	0.00	16,930.00
4 Dividend Income	700.00	0.00
5 Profit on Sale of Machine	46,068.68	0.0
6 Other Income	14,996,660.00	0.00
Total	16,223,097.68	718,331.00

NOTE : 2

Notes to Accounts Forming Integral Part of the Profit & Loss Account for the Year Ended 31st March, 2014.

Note : 2.19 Cost Of Material Consumed

1	Raw Material Consumed	39,989,683.00	2,65,47,434.60
2	Consumable Stores & Spares	7,921,548.20	64,78,600.30
	Total	47,911,231.20	3,30,26,034.90

Note : 2.20 Purchase Of Stock-in-Trade

1	Finished Goods	26,111,991.38	1,91,52,971.00
2	Machinery Imported	0.00	3,601,805.95
	Total	26,111,991.38	22,754,776.95

Note : 2.21 (Increase) / Decrease in Finished Goods, WIP & Stock in Trade

1	<u>Opening Stock</u>		
	(a) Finished Goods		
	Manufactured Goods	4,315,318.00	24,74,858.00
	Trading Stock	886,335.00	1,63,050.00
	(b) Work in Progress	40,530.00	62,885.00
		5,242,183.00	27,00,793.00
2	<u>Closing Stock</u>		
	(a) Finished Goods		
	Manufactured Goods	5,963,564.00	43,15,318.00
	Trading Stock	5,457,616.00	8,86,335.00
	(b) Work in Progress	46,400.00	40,530.00
		11,467,580.00	52,42,183.00
	Total (1 - 2)	(6,225,397.00)	(-25,41,390.00)

Note : 2.22 Employee Benefit Expenses

1	<u>Direct Expenses</u>		
	(a) Wages	609,865.00	6,49,641.00
	(b) E.P.F. on Wages	21,761.00	25,407.00
	(c) E.S.I. on Wages	34,461.00	35,331.00
	(d) Welfare Account	2,650.00	2430.00
2	<u>Indirect Expenses</u>		
	(a) Salaries	114,773.00	120,970.00
	(b) Director's Remuneration	1,228,000.00	1,056,000.00
	(c) Staff Welfare	30,300.00	27,543.00

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(d) Gratuity	50,607.00	48,308.00
Total	2,092,417.00	19,65,630.00
Note : 2.23 Finance Costs		
1 Interest on Working Capital Loan	0.00	375.00
2 Bank & Financial Charges	6,815.23	22,048.40
Total	6,815.23	22,423.40
Note : 2.24 Depreciation & Amortisation Expenses		
1 Depreciation	1,519,516.73	13,84,070.53
2 Amortisation	0.00	0.00
Total	1,519,516.73	13,84,070.53
Note : 2.25 Other Expenses		
1 Manufacturing Expenses		
(a) Power & Fuel	439,029.00	10,93,374.00
(b) Machinery Repairs & Spares	540,022.90	7,54,981.74
(c) Diesel Expenses	162,900.00	79,600.00
(d) Electricity Expenses	1,235,936.00	9,93,091.00
(e) Electrical Expenses	0.00	13,577.00
Sub-Total (A)	2,377,887.90	29,34,623.74
2 Selling & Distribution Expenses		
(a) Advertisement Expenses	55,377.00	89,499.00
(b) Freight & Cartage (Outward)	0.00	6,000.00
(c) Packing Expenses	122,544.00	45,868.00
(d) Rebate & Discount	73,310.0	3,499.00
Sub-Total (B)	251,231.00	1,44,866.00
3 Establishment Expenses		
(a) Auditor Remuneration	45,000.00	45,000.00
(b) Fees & Taxes	129,484.00	1,42,301.00
(c) Loss on sale of Car	0.00	41,538.68
(d) Insurance	199,113.00	2,12,939.00
(e) Courier Expenses	22,575.00	12,495.00

(f) Printing & Stationary	0.00	670.00
(g) Security Expenses	172,115.00	169,560.00
(h) Stock Exchange Fees	8,762.00	15,000.00
(i) Foreign Tour Expenses	0.00	6,600.00
(j) Travelling Expenses	94,913.00	115,924.00
(k) Telephone Charges	139,174.00	139,198.00
(l) Service Charges on Camera's	0.00	22,500.00
(m) Miscellaneous Expenses	4,600.00	7,575.00
Sub-Total (C)	815,736.88	931,300.68
Total Other Expenses (A+B+C)	3444855.78	4010790.42

NOTE : 2

Notes to Accounts Forming Integral Part of the Balance Sheet as at 31st March, 2014.

2.26 Provision for Taxation of Rs.31,69,900.00 for the financial year 2013-14 represents Income Tax computed as per, MAT prescribed under the Income Tax Act, 1961.

2.27 Based on the given by the with the company , in respect of MSME (as defined in the Micro Small & Medium Enterprises Development Act, 2006) there are no outstanding payments to such companies at the end of the year. This has been relied upon by the auditor.

2.28 Remuneration paid/payable to Managing Director and Whole Time Directors.

Particulars	Year Ended	Year Ended
	31st March, 2014	31st March, 2013
Director's Remuneration	1,188,000.00	10,08,000.00

2.29 Remuneration paid / payable to Auditors

Particulars	Year Ended	Year Ended
	31st March, 2014	31st March, 2013
Statutory Audit Fees	45,000.00	45,000.00

2.30 In the opinion of the Board, the Current Assets, Loans & Advances are approximately of the value stated, if realised, in the ordinary course of business.

2.31 Deferred Taxation

Particulars	Year Ended 31st March, 2014	Year Ended 31st March, 2013
Computation of Deferred Tax Assets/ Liabilities		
Deferred Tax Liabilities on Account of Depreciation Difference	1,756,584.08	16,56,516.13
Less : Deferred Tax Assets on Account of Disallowances under Income Tax Act, 1961	183,321.67	1,67,684.10
Net Deferred Tax Liabilities	1,573,262.42	14,88,832.03

2.32 Related Party Disclosures for the Year Ended 31st March, 2014.

(a) Particulars	Year Ended 31st March, 2014	Year Ended 31st March, 2013
1 Key Management Personnel	Sh. Bal Kishan Aggarwal	Sh. Bal Kishan Aggarwal
	Sh. Raj Pal Aggarwal	Sh. Raj Pal Aggarwal
	Mr. Arpan Aggarwal	Mr. Arpan Aggarwal
	Mr. Sanil Aggarwal	Mr. Sahil Aggarwal
	Mr. Sahil Aggarwal	
2 Relative of Key Management Personnel	Nil	Nil
3 Enterprises that directly/indirectly through one or more intermediaries control or controlled by, or under common control with, the company.	Nil	Nil
4 Associate Company	Indo non Woven Pvt. Ltd	Indo non-Woven Pvt. Ltd.
5 Members or their relatives having significant influence cover the company by having an interest in the voting power of the company.	Nil	Nil
6 Enterprises in which substantial interest in the voting power is owned directly/indirectly by the key personnel or their relatives including directors and senior management of the company.	Nil	Nil

(b) Details of Transaction with the Related Parties

(a) Particulars	Year Ended 31st March, 2014	Year Ended 31st March, 2013
1 Key Management Personnel	Rs. 1,188,000.00 (Remuneration Paid)	Rs. 1,008,000.00 (Remuneration Paid)
2 Relative of Key Management Personnel	Nil	Nil
3 Enterprises where Control Exists	Nil	Nil
4 Associate Company	Nil	7,24,000 Shares of Rs .10 Each Plus Rs 5 Premium on Each Share
5 Members or their relatives having significant influence	Nil	Nil
6 Enterprises in which substantial interest	Nil	Nil

2.33 Earning per Share

Particulars	Year Ended 31st March, 2014	Year Ended 31st March, 2013
Profit After Tax	12,488,832.6	5,35,396.80
Weighted Average No. of Equity Shares	42,00,500	42,00,500
Basics/ Diluted EPS	2.97	0.13

2.33 Additional Information, where applicable, pursuant to the provisions of Schedule VI of the Companies Act, 1956, is as under :

A. Licensed Capacity The Company is not required to obtain License under the Industrial Development & Regulation Act, 1951 as informed by the management; therefore the said details are not applicable.

B. Installed Capacity The said details are not applicable.

C. Statement of Finished Goods

(Quantity)

S.No.	Particulars	Opening Stock as on 01.04.2013	Purchase Production	/Sales	Closing Stock as on 31.03.2014
	Manufactured				
1	Jute Mat	84,110.15	0.00	84,110.15	0.00
2	Non Woven Fabric	12,863.31	976,174.99	863,489.56	12125,548.74
	Trading Stock				
3	Handloom (In Mtrs)	8020.60	221,272.83	218,069.68	11,223.75
4	Handloom (In Pcs.)	100.00	0.00	100.00	0.00
5	CBC Rolls	0.00	218233.00	107366.001	1108677.0

D. Cost of Material Consumed

a)	Particulars	Year Ended 31st March, 2014		
		Unit	Quantity	Amount
	Poly Fiber	KGS	826,642.40	28,871,695.00
	Backing Cloth	KGS	524,510.92	11,117,988.00
	Dolomite	KGS	829,570.00	1,352,769.00
	Oil & Chemicals	KGS	97,344.00	6,568,779.00
	Total			47,911,231.20

NOTE : 2

Notes to Accounts Forming Integral Part of the Balance Sheet as at 31st March, 2014.

E Value of Imported & Indigenous Raw Material Consumed, Purchases and Percentage with Total Consumption.

(Amount in Rupees)

Particulars	Year Ended 31st March , 2014	
	%	Amount
Imported	0.00	0.00
Indigenous	100.00	74,023,222.58
Total	100.00	74,023,222.58

F. Expenditure in Foreign Currency (on payment basis)

Particulars	Year Ended 31st March , 2014
Raw Material	4,315,248.18

G. Earnings in Foreign Currency -Nil

H. Amount remitted during the year in foreign currency on dividends and number of non-resident Shareholders - Nil.

I. Value of Imports Calculated on CIF basis by the Company during the financial year in respect of:

S.No.	Particulars	Amount
1	Raw Material & Stock-in-Trade	661114.83 USD
2	Capital Goods	Nil
3	Components & Spare Parts	Nil

2.34 A. Registration Details

Registration Number	32541	32541
State Code	5	5
Balance Sheet Date	31.03.2014	31.03.2013

2.34 B. Position Of Mobilisation & Development of Funds

Total Equity & Liabilities	76,338,041.51	5,82,21,720.65
Total Assets	76,338,041.51	5,82,21,720.65
Equity & Liabilities		
Paid Up Capital	4,20,05,000.00	4,20,05,000.00
Forfeited Shares	0.00	0.00
Reserves and Surplus	15,752,077.80	33,47,675.82
Share Application Money	0.00	0.00
Non Current Liabilities	2,166,536.42	20,31,499.03
Current Liabilities	16,414,427.30	1,08,37,545.80
Assets		
Net Fixed Assets	21,255,676.88	2,29,07,049.93
Non Current Assets other than Fixed Assets	7,484,491.00	79,86,407.00
Net Current Assets	46,545,237.69	2,73,28,263.72

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2.34	C. Performance of Company		
	Revenue From Operations	74,297,065.00	6,05,74,229.00
	Other Income	16,223,097.68	7,18,331.00
	Total Expenditure	74,861,430.32	6,06,22,336.20
	Profit before tax	15,658,732.36	6,70,223.80
	Provision for Taxation		
	-Current Tax	3,169,900.00	1,34,827.00
	-Deferred Tax	84,430.00	1,63,177.87
	Profit after Tax	12,404,401.98	3,72,218.93
2.34	D. Generic Name of the Principal Product of Co.		N.A.
	(As per monetary Terms)		Manufacturing of Non Woven Fabric
	Item Code No.		& Trading of Textiles Goods
	Product Description		

For Manish Jain & Associates
Chartered Accountants

For Indo Cotspin Limited

(FCA Manish Jain)

Partner

Membership No. 096014

Firm's Regn. No. 015608 N

(Raj Pal Aggarwal)

Whole Time Director

DIN: 00456189

(Bal Kishan Aggarwal)

Managing Director

DIN: 00456219

Place : Panipat

Date : 30 May, 2014

(Vijay Pal)

Chief Financial Officer

PAN: AAPPP6485R

(Sonu Gupta)

Company Secretary

ACS No. 29507

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MANISH JAIN & ASSOCIATES
Chartered Accountants

BEHIND HOTEL REGENCY,
G.T. ROAD, PANIPAT-132103.

PH. NO. 0180-4003410

INDO COTSPIN LIMITED

CASH FLOW STATEMENT FOR THE PERIOD ENDED ON 31.03.2014

<u>PARTICULARS</u>	YEAR ENDED MARCH 31, 2014	YEAR ENDED MARCH 31, 2013
A <u>CASH FLOW FROM OPERATING ACTIVITIES</u>		
Net Profit for the year	12,404,401.98	372218.93
Add: Depreciation	1,519,516.73	13,84,070.53
Financial Expenses	6,815.23	22,423.40
Provision for Taxation	3,169,900.00	1,34,827.00
Provision For Gratuity	50,607.00	48,308.00
Loss on Sale of Fixed Assets (Car)	-	41,538.68
Deferred Tax Liability	64,430.39	1,63,177.87
	<u>17,235,671.32</u>	<u>2166564.41</u>
Less: Profit on sale of Fixed Assets/ Plots	<u>887,776.68</u>	<u>6,64,966.00</u>
Operating Profit before working capital changes	16,347,894.64	1501598.41
Less: Increase/(Decrease) in Current Assets	(8,946,099.22)	6727959.79
Add: Increase/(Decrease) in Current Liabilities	<u>835,698.48</u>	<u>(5037003.40)</u>
Operating Profit After Working Capital Changes	8,237,493.90	(1,02,63,364.78)
Less: Provision for Taxation	<u>3,169,900.00</u>	<u>134827.00</u>
Net Cash from Operating Activities	<u>5,067,593.90</u>	<u>(1,03,98,191.78)</u>
B. <u>CASH FROM INVESTING ACTIVITIES</u>		
Sale of Fixed Assets (Car)	-	225,000.00
Sale of Plant & Machinery	285,035.00	-
Sale of Plots	1,400,000.00	975,000.00
Purchase of Fixed Assets	(107,110.00)	(2,606,437.00)
Plot Installment	(56,376.00)	(233,205.00)
Net Cash from Investing Activities	<u>1,521,549.00</u>	<u>(1,639,642.00)</u>

C. CASH FLOW FROM FINANCING ACTIVITIES

Proceeds from Share Capital	-	22,61,964.00
Proceeds From Share Premium	-	49,95,000.00
Proceeds form Forfeiture of Shares	-	77,28,036.00
Proceeds from Secured Loans	4,741,183.02	85,170.30
Net Cash from Financing Activities	4,741,183.02	1,50,70,170.30
Less: Financial Charges	6,815.23	22,423.40
Net Cash Flow from Financing Activities	4,734,367.79	1,50,47,746.90
Net increase in Cash & Cash Equivalents	11,323,510.69	30,09,913.12
Cash & Cash Equivalents at the Beginning of the Year	4,100,513.22	10,90,600.10
Cash & Cash Equivalents at the End of the Year	15,424,023.91	41,00,513.22

For Manish Jain & Associates
Chartered Accountants

For Indo Cotspin Limited

(FCA Manish Jain)
Partner
Membership No. 096014
Firm's Regn. No. 015608 N

(Raj Pal Aggarwal)
Whole Time Director
DIN: 00456189

(Bal Kishan Aggarwal)
Managing Director
DIN: 00456219

Place : Panipat
Date : 30 May, 2014

(Vijay Pal)
Chief Financial Officer
PAN: AAPPP6485R

(Sonu Gupta)
Company Secretary
ACS No. 29507

Indo Cotspin Limited

PROXY FORM

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



INDO COTSPIN LIMITED

Regd. Office: Delhi Mile Stone 78 K.M, G.T. Road, NH-1
Village Jhattipur, Post Box-3, Post Office, Samalkha, Panipat-132103(Haryana)
CIN No.: L17111HR1995PLC032541

20th Annual General Meeting - Sept 30, 2014

Name of member(s) :

Registered address :

E Mail Id:

Folio No. / Client ID:

DP ID:

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

1) Name: _____ E Mail: _____

Address: _____

Signature _____, Or failing him / her

2) Name: _____ E Mail: _____

Address: _____

Signature _____, Or failing him / her

3) Name: _____ E Mail: _____

Address: _____

Signature _____, Or failing him / her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 20th Annual General Meeting of the Members of the Company will be held on Tuesday, 30th September 2014 at 11.30 A.M. at Registered Office of the Company and at any adjournment thereof in respect of such resolutions as are indicated below:

EVEN (E-Voting Event Number)	USER ID	PASSWORD
-	-	-

Resolution No.	Resolutions	Optional*	
Ordinary Business		For	Against
1.	Audited Balance Sheet of the Company as on March 31, 2014 and the Profit and Loss Account for the year ended on that date together with the Reports of Board of Directors and Auditors thereon.		
2.	Appointment of a Director in place of Mr. Raj Pal Aggarwal (DIN 00456189), who retired by rotation and being eligible, offers himself for re-appointment.		
3.	Re-appointment of Auditors and fixation of their remuneration		
Special Business			
4.	Appointment of Mr. Pawas Aggarwal as an Independent Director		
5.	Appointment of Mr. Vinod Kumar Garg as an Independent Director		
6.	Appointment of Mrs. Saroj Garg as an Independent Director		
7.	Appointment of Mr. Anil Aggarwal as an Independent Director		
8.	Appointment of Mr. Ankush Aggarwal as an Independent Director		

Signed this day of 2014.

Signature of the member

Signature of the Proxy Holder(s)

Affix
Re. 1/-
Revenue
Stamp

NOTE:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 20th Annual General Meeting.
- *3. It is optional to put a 'X' in the appropriate column against the Resolution indicated in the Box. If you leave the 'For' and 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he / she think appropriate.
- Please complete all details including detail of member(s) in above box before submission.

INDO COTSPIN LIMITED

CIN L17111HR1995PLC032541

Regd. Office: Delhi Mile Stone 78 K.M., G.T. Road, N.H-1, Village Jhattipur,

Post Box No. 3, Post Office Samalkha, Panipat-132103

Phone./Fax. No. 91-180-4001287

Website: www.indocotspin.com Email ID- cs@indocotspin.com

Attendance Slip

Sr. No.:

Registered Folio No/DP ID No/ Client ID No:

No of share(s) held:

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Dear Member,

Subject: Voting through Electronic means

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 Company is pleased to offer e-voting facility to the members to cast their votes electronically on all resolutions set forth in the Notice convening the 20th Annual General Meeting of the company to be held on Tuesday, 30TH September 2014 at 11.30 a.m. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide e-voting facility.

E-voting facility is available at the link www.evoting.nsdl.com

The e-voting particulars are set out below:

EVEN (E-Voting Event Number)	USER ID	PASSWORD
-	-	-

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

Commencement of e-voting	22 nd September, 2014 at 10.00 A.M.
End of e-voting	24 th September, 2014 at 6.00 P.M.

Please read the instructions printed in the notes to the notice of the Annual General Meeting before exercising the vote electronically.

These details and instructions form integral part of the Notice of the 20th Annual General Meeting to be held on 30TH September, 2014. The cut-off date (i.e. the record date) for the purpose of e-voting is 15th August, 2014.

Yours Faithfully
For Indo Cotspin Limited

Place: New Delhi

Date: 11TH August, 2014

Raj Pal Aggarwal

Director

Book Post

If undelivered please return to :

Indo Cotspin Limited

Delhi Mile Stone 78 K.M., G. T. Road,
NH-1, Village Jhatipur, Post Box No 3, Post Office,
Samalkha Distt, Panipat (Haryana)

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