

# Indo Cotspin Limited

BSE SCRIP CODE -538838 - ICL



## 25th *Annual Report*

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### 2018 - 2019

## **25th Annual Report 2018-19**

### **Indo Cotspin Limited**

ISIN/INE 407P01017, BSE SCRIP CODE - 538838-ICL

#### **BOARD OF DIRECTORS**

##### **CHAIRMAN CUM MANAGING DIRECTOR**

Sh. Bal Kishan Aggarwal

##### **WHOLE TIME DIRECTOR**

Sh. Raj Pal Aggarwal

##### **INDEPENDENT DIRECTOR**

Ms. Shally Aggarwal

Sh. Shubham Singla

##### **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:- 011-40450193 - 97, Fax:- 011-41044923

Email Id : viren@skylinerta.com

Website : www.skylinerta.com

##### **REGISTERED OFFICE & WORKS**

Delhi Mile Stone, 78 K.M., NH-1, G.T. Road,

Village Jhattipur, Post Box-3,

Post Office Samalkha,

Distt. Panipat-132103 Haryana (INDIA)

Website : www.indocotspin.com

Email Id : rajpalaggarwal2000@yahoo.com

info@indocotspin.com

cs@indocotspin.com

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**NOTICE**

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**NOTICE TO THE 25<sup>TH</sup> ANNUAL GENERAL MEETING**

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**Notice** is hereby given that the 25th Annual General Meeting of the Members of the Company will be held on **Thursday, 29th August, 2019** at 11.30 A.M. at the registered office of the Company at Delhi Mile Stone 78 K.M, GT Road, NH-1, Village: Jhattipur, Post Box No. 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, 2019, including the audited balance sheet as at 31st March 2019 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 (DIN00456189), who retires by rotation and, being eligible, offers himself for re-appointment.

**Item no. 3: Appointment of Auditors**

To appoint the Statutory Auditors of the Company and to authorize the Board to fix their remuneration and to pass the following resolution thereof, as an **Ordinary Resolution**

**"Resolved** that, pursuant to the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, pursuant to the recommendations of the audit committee of the Board, the company hereby appoints M/s. Manish Jain & Associates, Chartered Accountants, Panipat (Firm Registration No. 015608N) as the Auditors of the company to hold office till the conclusion of the Annual General Meeting (AGM) to be held in the calendar year 2021 at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors."

**Special business**

**Item no. 4: Appointment of Ms. Shally Aggarwal as Woman Independent Director**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Ordinary Resolution**:

**"RESOLVED** THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), **Ms. Shally Aggarwal** (DIN: 08392797), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 25th March, 2019 in terms of Section 161(1) of the Act and whose term of office expires at the Annual General Meeting and who has submitted a declaration that she meets the criteria for independence as provided in the Act and Listing Regulations, be and is hereby appointed as an Woman Independent Non-Executive Director of the Company to hold office for a term of five consecutive years with effect from 25th March, 2019 to 25th March, 2024."

**Item no. 5: Appointment of Mr. Shubham Singla as an Independent Director**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Ordinary Resolution**:

**"RESOLVED** THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of

the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), **Mr. Shubham Singla** (DIN: 08390196), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 25th March, 2019 in terms of Section 161(1) of the Act and whose term of office expires at the Annual General Meeting and who has submitted a declaration that she meets the criteria for independence as provided in the Act and Listing Regulations, be and is hereby appointed as an Independent Non-Executive Director of the Company to hold office for a term of five consecutive years with effect from 25th March, 2019 to 25th March, 2024."

For and on Behalf of the Board  
For Indo Cotspin Limited

Date: 30<sup>th</sup> May, 2019  
Place: Panipat

Bal Kishan Aggarwal  
Chairman & Managing Director  
DIN: 00456219

**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 ANNUAL GENERAL MEETING (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. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- f. Members/Proxies attending the meeting are requested to bring their copy of Annual Report to the Meeting.
- g. **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.

- h. **Book Closure:** The Register of Members and Share Transfer Books of the Company will remain closed from **Friday, 28th August, 2019 to Saturday, 29th August, 2019** for the purpose of the Annual General Meeting.
- i. 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, New Delhi - 110 020.
- j. 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.
- k. 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.
- l. In compliance with provisions of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and the SEBI (ICDR) Regulations, 2015, the Company is pleased to provide Members facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL). Members who have not cast their vote through remote e-voting facility may cast the vote at the annual general meeting Company the Company through Polling Paper. Resolution(s) passed by Members through Polling Papers or e-voting is / are deemed to have been passed as if they have been passed at the AGM. Detailed instructions with regard to remote e-voting process are enclosed with this AGM Notice.

Subject:-Indo Cotspin Limited/ Annual General Meeting (AGM)/ Delhi Mile Stone 78 K.M, NH-1 , G.T, Road, Village Jhattipur, Post Box No. 3 , Post Office, Samalkha, Panipat-132103 (Haryana), Date of AGM Thursday, 29th August, 2019 at 11.30 A.M.

Dear (Name of Shareholder),

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

The Company has approached NSDL for providing e-voting services through our e-voting platform. In this

regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting on resolution placed by the Company on e-Voting system.

The Notice of the Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form can be downloaded from the link <https://www.evoting.nsdl.com> or <https://www.indocotspin.com>

The e-voting period commences on August 26, 2019 (9:00 am) and ends on August 28, 2019 (5:00 pm). During this period shareholders' of the Company, may cast their vote electronically. The e-voting module shall also be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 22nd August, 2019. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 22nd August, 2019, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [viren@skylinerta.com](mailto:viren@skylinerta.com) or [rajpalaggarwal2000@yahoo.com](mailto:rajpalaggarwal2000@yahoo.com).

The facility for voting through remote e-voting / ballot paper / Poling Paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

The procedure to login to e-Voting website consists of two steps as detailed hereunder:

**Step 1 : Log-in to NSDL e-Voting system**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details will be as per details given below :
  - a) For Members who hold shares in demat account with NSDL: 8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300\*\*\* and Client ID is 12\*\*\*\*\* then your user ID is IN300\*\*\*12\*\*\*\*\*).
  - b) For Members who hold shares in demat account with CDSL: 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12\*\*\*\*\* then your user ID is 12\*\*\*\*\*).
  - c) For Members holding shares in Physical Form: EVEN Number followed by Folio Number registered with the company (For example if folio number is 001\*\*\* and EVEN is 101456 then user ID is 101456001\*\*\*).
5. Your password details are given below:
  - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.

- c. How to retrieve your 'initial password'?
- i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a. Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b. "Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c. If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

General Guidelines for shareholders:

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

A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

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A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith

Other information:

- o Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
- o It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800-222-990.

Assuring you of our best services,

Regards,  
e-Voting support desk  
National Securities Depository Limited ([www.nsdl.co.in](http://www.nsdl.co.in))

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

**Item No. 4 :**

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors, appointed Ms. Shally Aggarwal (DIN: 08392797) as an Additional Director with effect from 25th March, 2019 under Section 161(1) of the Companies Act, 2013 as an Independent Non-Executive Director of the Company under Section 149 of the Companies Act, 2013 for a term of five consecutive years to hold office from 25th March, 2019 till 25th March, 2024.

Her appointment is subject to the approval of the members. The Company has received a notice from a member proposing Ms. Shally Aggarwal as a candidate for the office of Director of the Company.

Ms Shally Aggarwal is an Indian National, born in 1987 and holds B.SE Interior Designing from Annamalai University with passing year 2008.

She has expertise in sketching preliminary design blueprints and proficient in using computer applications for Interior Design. Also, She possess superb visualization skills and supervisory skills. Having good knowledge of



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Finance and Textile products makes her beneficiary person for any organization.

In the opinion of the Board, Ms. Shally Aggarwal fulfils the conditions specified in the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations for her appointment as an Independent Non-Executive Director of the Company and is independent of the management. Copy of the draft letter for appointment of Ms. Shally Aggarwal as an Independent Non-Executive Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (9:00 am to 5:00 pm) on any working day, excluding Saturday. The Board considers that her association would be of immense benefit to the Company and it is desirable to avail services of Ms. Shally Aggarwal as an Woman Independent Non-Executive Director for a term of five consecutive years from 25th March, 2019 till 25th March, 2024.

Ms. Shally Aggarwal would bring with her immense experience to the Company in the areas of investment strategy, operations and portfolio development. Accordingly, based on recommendation of Nomination and Remuneration Committee, the Board recommends Ordinary Resolution as set out at Item No. 4 of the Notice of the AGM for the approval by the members.

Except Ms. Shally Aggarwal, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the accompanying Notice of the AGM. Ms. Shally Aggarwal is not related to any Director of the Company. This Explanatory Statement together with the accompanying Notice may also be regarded as a disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) of ICSI.

**Item No. 5:**

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors, appointed Mr Shubham Singla (DIN: 08390196) as an Additional Director with effect from 25th March, 2019 under Section 161(1) of the Companies Act, 2013 as an Independent Non-Executive Director of the Company under Section 149 of the Companies Act, 2013 for a term of five consecutive years to hold office from 25th March, 2019 till 25th March, 2024.

His appointment is subject to the approval of the members. The Company has received a notice from a member proposing Mr Shubham Singla as a candidate for the office of Director of the Company.

Mr Shubham Singla is an Indian National, born in 1994 and holds B. Tech Mechanical Engineering from Kurukshetra university with passing year 2016.

He is highly analytical, performance-driven engineering professional with 2+ years' experience creating innovative, cost-efficient designs. Also, he is team spirited with effective communication and presentation skills with knowledge of Finance who is able to coordinate with management, vendors, and staff to achieve goals

In the opinion of the Board, Mr Shubham Singla fulfils the conditions specified in the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations for his appointment as an Independent Non-Executive Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr Shubham Singla as an Independent Non-Executive Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (9:00 am to 5:00 pm) on any working day, excluding Saturday. The Board considers that her association would be of immense benefit to the Company and it is desirable to avail services of Ms. Shally Aggarwal as an Woman Independent Non-Executive Director for a term of five consecutive years from 25th March, 2019 till 25th March, 2024.

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Mr Shubham Singla would bring with her immense experience to the Company in the areas of investment strategy, operations and portfolio development. Accordingly, based on recommendation of Nomination and Remuneration Committee, the Board recommends Ordinary Resolution as set out at Item No. 4 of the Notice of the AGM for the approval by the members.

Except Mr Shubham Singla , being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the accompanying Notice of the AGM. Mr Shubham Singla is not related to any Director of the Company. This Explanatory Statement together with the accompanying Notice may also be regarded as a disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) of ICSI.

For and on Behalf of the Board  
For Indo Cotspin Limited

Date: 30<sup>th</sup> May, 2019  
Place: Panipat

Bal Kishan Aggarwal  
Chairman & Managing Director  
DIN: 00456219

**ANNEXURE TO ITEMS 4 & 5 OF THE NOTICE**

**Details of Directors seeking appointment/re-appointment or increase in remuneration at the forthcoming Annual General Meeting  
(in pursuance of Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 of the Listing Agreement)**

Particulars	Mr. Shubham Singla	Ms. Shally Aggarwal
DIN	08390196	08392797
Age	30	55
Nationality	Indian	Indian
Date of appointment on the Board	25/03/2019	25/03/2019
Father's Name	Sanjay Singla	Dinesh Bansal
Date of Birth	05-05-1994	07-10-1987
Address	449 , Vikalpura < Sadar Bazar, KarnTal, Karnal- (Haryana)	Aggarwal Bhawan, Cross Road No.1, Opp. MK Dutta Hospital, Ambala Cantt - 133001 ( Haryana )
Designation	Independent Director	Independent Director
Education/Qualifications-	Gradate	Gradate
Expertise in specific functional area	knowledge of Finance	knowledge of Finance
Experience	3 Years	5 Years
Companies in which holds Directorship	Nil	Zenes Biotech Private Limited
Companies* in which holds membership/ chairmanship of committees	Nil	NIL
Shareholding in the Company (No. & %)	NIL	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	N.A	N.A
No of Board meetings attended during the Financial year 2018-19	1	1

\* Public Companies

**BOARD'S REPORT**

**Dear Members**

Your Directors have pleasure in presenting the 25th Annual Report of your Company together with the Audited financial Statements for the financial year ended 31st March, 2019.

**1. Financial Highlights**

The financial performance of your Company for the year ended 31st March, 2019 is summarized below:

Particulars	Amount (Rs. in lakhs)	
	FY 2018-19	FY 2017-18
Net Sales	1037.02	1102.47
Other Income	40.06	17.31
<b>Total Revenue</b>	<b>1077.08</b>	<b>1119.78</b>
Total Expenditure	1059.16	1112.29
Profit before tax	17.92	7.50
Provision for tax	4.01	1.45
Deferred Tax	-0.14	-3.01
<b>Profit after tax</b>	<b>14.05</b>	<b>9.05</b>
EPS (Rs.)	0.34	0.14
Proposed Dividend	Nil	Nil
Transfer to Reserve	Nil	Nil
<b>Paid-up Share Capital</b>	<b>420.05</b>	<b>420.05</b>
Reserves and Surplus (excluding revaluation reserve)	203.74	189.69

**2. Year in Retrospect**

During the year under review, total income of the Company was Rs.738.26 lakhs as against Rs. 1119.78 lakhs in the previous year. The Company was able to earn a profit after tax of Rs.14.05 lakhs in the current financial year as against a profit of Rs. 9.05 lakhs in the financial year 2017-18. Your Directors are putting in their best efforts to improve the performance of the Company.

**3. Reserves & Surplus**

The net movement in the major reserves of the Company for FY 2018-19 and the previous year are as follows:

Particulars	(Rs. In lakhs)	
	FY 2018-19	FY 2017-18
Securities Premium Account	49.95	49.95
Capital Reserves	77.28	77.28
Profit & Loss A/c (Cr.)	76.51	62.46
<b>Total</b>	<b>203.74</b>	<b>189.69</b>

**4. Public deposits**

During the financial year 2018-19, your Company has not accepted any deposit within the meaning of Sections 73 and 74 of the Companies Act, 2013 read together with the Companies (Acceptance of Deposits) Rules, 2014.

**5. 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, 2019 till the date of this report.

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#### **6. 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.

#### **7. Subsidiaries/ Joint Ventures/ Associates**

As on 31st March 2019, the Company had no Subsidiaries, Joint Ventures (JVs) or Associate Companies. Accordingly statement containing the salient feature of the financial statement of a company's subsidiary or subsidiaries, associate company or companies and joint venture or ventures in Form AOC-1 is not applicable.

The names of companies which have become or ceased to be its Subsidiaries, joint ventures or associate companies during the year: Nil

Policy for determining material subsidiaries of the Company has been provided on the website [www.incocotspin.com](http://www.incocotspin.com) at the link <http://indocotspin.com/reports/Policy%20for%20Determining%20Material%20Subsidiary.pdf>

#### **8. Change in the nature of business**

There has been no major change in the nature of business of your Company. Further since there is no subsidiary, joint venture and associate company, there is no question for mentioning of change in nature of business of such companies.

#### **9. Directors and Key Managerial Personnel**

In terms of Section 149 of the Companies Act, 2013, the Company has appointed the following as Independent Directors of the Company at the Board Meeting of your Company held on 25th March, 2019 to hold office up to 5 (five) consecutive years with effect from 25th March, 2019, subject to approval of the shareholders of the Company at the ensuing Annual General Meeting:

- Ms. Shally Aggarwal
- Mr. Shubham Singla

In accordance with the provisions of section 149 of the Companies Act, 2013 all the independent directors are non rotational. The details of the familiarization programmes for Independent Directors are disclosed on the Company's website – [www.indocotspin.com](http://www.indocotspin.com) at link <http://indocotspin.com/reports/Independent%20Director%20-%20Familiarisation%20Programme.pdf>

In terms of Section 203 of the Act, the following were designated as Key Managerial Personnel of your Company by the Board:

- Mr. Bal Kishan Aggarwal, Managing Director
- Mr. Raj Pal Aggarwal, Whole Time Director
- Mr. Vijay Pal, Chief Financial Officer
- Mr. Rahul Khurana, Company Secretary\*

*\*Mr. Sonu Gupta has resigned from the company w.e.f April 28, 2018.*

*\*\* Mr. Rahul Khurana has been appointed as Company secretary w.e.f April 28, 2018 and resigned on 31.03.2019*

*\*\*\*Mr. Nitin Nandwani has been appointed as Company secretary w.e.f April 01, 2019*

During the year under review following Executive directors has resigned w.e.f 25.03.2019 :

- Mr. Arpan Aggarwal
- Mr. Sahil Aggarwal
- Mr. Sanil Aggarwal

During the year under review following Independent directors has resigned due to completion of their term of 5 years as Independent Directors. w.e.f 31.03.2019 :

- Mr. Pawas Aggarwal
- Mr. Anil Aggarwal
- Mr. Ankush Aggarwal
- Mrs. Saroj Garg
- Mr. Vinod Kumar Garg

Mr. Raj Pal Aggarwal is liable to retire by rotation in the ensuing Annual general Meeting and being eligible offer himself for re-appointment. Directors recommend his re-appointment.

**10. Declaration of Independence**

Your Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence as prescribed under the provisions of Companies Act, 2013.

**11. Disclosure of commission paid to managing or Whole Time Directors**

There is no commission paid or payable by your company to the managing director or the whole time director.

**12. Meetings of the Board of Directors**

The details of the number of Board of Directors of your Company are as below:

Meeting	No. of Meeting	Dates of Meeting
Board of Directors	Six (6)	28.04.2018, 14.05.2018, 21.07.2018, 31.10.2018, 30.01.2019 & 25.03.2019

All the directors of the Company were present in all the Board Meetings of the Company held during previous year.

**13. Annual Evaluation of Board performance and performance of its committees and individual directors**

Pursuant to the provisions of the Companies Act, 2013 and the Listing Agreement, the Board has carried out an annual evaluation of its own performance, performance of the Directors individually as well as the evaluation of the working of its Committees. Feedback was sought from Directors about their views on the performance of the Board covering various criteria. Feedback was also taken from directors on his assessment of the performance of the other Directors. The Nomination and Remuneration Committee (NRC) then discussed the above feedback received from all the Directors. Based on the inputs received, the Chairman of the NRC also made a presentation to the Independent Directors at their meeting, summarizing the inputs received from the Directors as regards Board performance as a whole, and of the Chairman. Post the meeting of the Independent Directors, their collective feedback on the performance of the Board (as a whole) was discussed by the Chairman of the NRC with the Chairman of the Board.

Every statutorily mandated committee of the Board conducted a self-assessment of its performance and these assessments were presented to the Board for consideration. Areas on which the Committees of the Board were assessed included degree of fulfillment of key responsibilities, adequacy of Committee composition and effectiveness of meetings. Feedback was provided to the Directors, as appropriate. Significant highlights, learning and action points arising out of the evaluation were presented to the Board.

**14. Remuneration Policy for the Directors, Key Managerial Personnel and other employees**

In accordance with Section 178 and other applicable provisions if any, of the Companies Act, 2013 read with the Rules issued thereunder the Board of Directors of the Company has formulated the Nomination and Remuneration Policy of your Company on the recommendations of the Nomination and Remuneration Committee.

The Nomination and Remuneration Policy, covering the policy on appointment and remuneration of Directors and other matters is set-out in Annexure-I to this Report.

**15. Committees of the Board**

The Committees of the Board focus on certain specific areas and make informed decisions in line with the delegated authority. The following Committees constituted by the Board function according to their respective roles and defined scope:

- 
- Audit Committee
  - Nomination and Remuneration Committee
  - Stakeholders Relationship Committee\* Appointed have been Mr. Shubham Singla, Ms. Shally Aggarwal Independent Director with effective as on 25-03-2019.

Composition of the Committee of the Board of Directors of the Company is as below:

**Audit Committee:**

1. Mr. Shubham Singla – Chairman (Independent Director)
2. Ms. Shally Aggarwal – Member (Independent Director)
3. Mr. Raj Pal Aggarwal– Member (Executive Director)

There were four meetings of the Audit Committee held during the previous year on 14.05.2018, 21.07.2018, 31.10.2018 & 30.01.2019, where all the committee members were present.

**Stakeholders Relationship Committee:**

1. Mr. Shubham Singla – Chairman (Independent Director)
2. Ms. Shally Aggarwal – Member (Independent Director)
3. Mr. Raj Pal Aggarwal– Member (Executive Director)
- 4.

There was one meeting of the Stakeholders Relationship Committee held during the previous year on 14.05.2018, where all the committee members were present.

**Nomination and Remuneration Committee:**

1. Mr. Shubham Singla – Chairman (Independent Director)
2. Ms. Shally Aggarwal – Member (Independent Director)
3. Mr. Raj Pal Aggarwal – Member (Executive Director)

There were three meetings of the Nomination & Remuneration Committee held during the previous year on 28.04.2018, 14.05.2018 & 25.03.2019, where all the committee members were present.

**16. Audit Committee Recommendations**

During the year all the recommendations of the Audit Committee were accepted by the Board.

**17. Conservation of Energy, Technology Absorption**

The information on conservation of energy and technology absorption stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, is attached as Annexure-II.

**18. Particulars of Employees and Remuneration**

The information required under Section 197 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of Directors/ employees of your Company is set out in Annexure-III to this Report.

**19. Related Party Transactions**

In line with the requirements of the Companies Act, 2013 and the Listing Agreement, the Company has formulated a Policy on Related Party Transactions and the same is uploaded on the Company's website: [www.indocotspin.com](http://www.indocotspin.com) at the link <http://indocotspin.com/reports/RPT%20Policy.pdf>. Details of Related Party Transactions as per AOC-2 are provided in Annexure-IV.

**20. Loans and investments**

The details of loans, guarantees and investments under Section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 are as follows:

- A. Details of investments made by the Company as on 31st March, 2019: As disclosed in the the Audited financial statement for the financial year ended 31st March, 2019.
- B. Details of loans given by the Company as on 31st March, 2019: 1011357.00
- C. Details of guarantees issued by your Company in accordance with Section 186 of the Companies Act, 2013 read with the Rules issued thereunder: Nil

**21. Extract of Annual Return**

Pursuant to Section 92 of the Act and Rule 12 of The Companies (Management and Administration) Rules, 2014, the extract of Annual Return in Form MGT-9, is provided in Annexure-V.

**22. Auditors and auditors' report:**

At the last Annual General Meeting of the Company, M/s. Manish Jain & Associates, Chartered Accountants, Panipat were appointed as the Auditors of the Company. Their term of 5 Year shall be completed at the ensuing AGM. Your Company has received written consent and a certificate stating that they satisfy the criteria provided under Section 141 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and that the appointment, if made, shall be in accordance with the applicable provisions of the Companies Act, 2013 and rules issued thereunder. The Audit Committee and the Board of Directors recommend the appointment of M/s. Manish Jain & Associates, Chartered Accountants as the Auditors of your Company. The Board propose to appoint them as Statutory Auditors of the company till the AGM to be held in the Year 2021.

The Auditors' Report for the financial year 2018-19, does not contain any qualification, observation or adverse remarks and accordingly no comments required by your Board of Directors on the same.

**23. Secretarial Audit Report**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014; the Secretarial Audit Report provided by the Secretarial Auditors is annexed as Annexure-VI.

The Secretarial Auditors' Report for the financial year 2018-19, does not contain any qualification, observation or adverse remarks and accordingly no comments required by your Board of Directors on the same.

**24. Internal Control Systems and adequacy of Internal Financial Controls**

The Company has a proper and adequate system of internal controls. This ensures that all transactions are authorized, recorded and reported correctly, and assets are safeguarded and protected against loss from unauthorized use or disposition. The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations.

In terms of section 138 of the Companies Act, 2013, M/s R.S. Gahlyan & Associates, Chartered Accountants has been appointed as the Internal Auditors of your Company. The Company also has an Audit Committee, who interacts with the Statutory Auditors, Internal Auditors and Management in dealing with matters within its terms of reference.

**25. Risk management**

Your Company recognizes that risk is an integral part of business and is committed to managing the risks in a proactive and efficient manner. Your Company periodically assesses risks in the internal and external environment. Your Company, through its risk management process, strives to contain impact and likelihood of the risks within the risk appetite as decided by the management.

There are no risks which in the opinion of the Board threaten the existence of your Company.

**26. Cost Records and Cost Audit Report**

In terms with the provisions of section 148 of the Companies act, 2013 read with the Companies (Cost records



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and audit) Rules 2014, maintenance of cost records and appointment of Cost Auditors are not applicable on your Company.

**27. Vigil mechanism**

The Company believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behaviour.

Pursuant to Section 177(9) of the Companies Act, 2013 a vigil mechanism was established for directors and employees to report to the management instances of unethical behavior, actual or suspected, fraud or violation of the Company's code of conduct or ethics policy. The copy of vigil mechanism policy is uploaded on the website of your company.

**28. Management Discussion & Analysis Report**

The Management Discussion & Analysis Report is annexed as Annexure-VII.

**29. Code of Conduct for Prevention of Insider Trading**

Your Company's Code of Conduct for Prevention of Insider Trading covers all the Directors, senior management personnel, persons forming part of promoter(s)/promoter group(s) and such other designated employees of the Company, who are expected to have access to unpublished price sensitive information relating to the Company. The Directors, their relatives, senior management personnel, persons forming part of promoter(s)/promoter group(s), designated employees etc. are restricted in purchasing, selling and dealing in the shares of the Company while in possession of unpublished price sensitive information about the Company as well as during the closure of trading window.

The Board of Directors has approved and adopted the Code of Conduct to Regulate, Monitor and Report Trading by Insiders in line with SEBI (Prohibition of Insider Trading) Regulation, 2015 and the same can be accessed through the following link:

<http://indocotspin.com/reports/New%20Insider-Trading-Code-2015.pdf>

Your Board of Directors has also approved the Code for Fair Disclosure and the same can be accessed through the following link:

<http://indocotspin.com/reports/Code%20of%20Fair%20Disclosure.pdf>

**30. Corporate Social Responsibility**

Provisions of the Corporate Social Responsibility as mentioned under the Companies Act, 2013 is not applicable on the Company.

**31. Significant/material orders passed by the regulators**

There are no significant/material orders passed by the Regulators or Courts or Tribunals impacting the going concern status of your Company and its operations in future.

**32. General**

Your Board of Directors confirms that (a) Your Company has not issued equity shares with differential rights as to dividend, voting or otherwise; (b) Your Company does not have any ESOP scheme for its employees/Directors; and, (c) there is no scheme in your Company to finance any employee to purchase shares of your Company.

**33. Directors' Responsibility Statement**

Pursuant to Section 134(3)(c) and 134(5) of the Companies Act, 2013, the Directors confirm that:

- a. in the preparation of the annual accounts for the financial year ended 31st March, 2019, the applicable accounting standards and Schedule III of the Companies Act, 2013, have been followed and there are no material departures from the same;

- 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 your Company as at 31st March, 2019 and of the profit and loss of the Company for the financial year ended 31st March, 2019;
- c. proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. the annual accounts have been prepared on a 'going concern' basis;
- e. proper internal financial controls laid down by the Directors were followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- f. proper systems to ensure compliance with the provisions of all applicable laws were in place and that such systems were adequate and operating effectively.

**34. Stock Exchange Listing**

The shares of the Company are listed on BSE Limited (BSE). The listing fee for the financial year 2018-19 has been paid to BSE.

**35. Disclosure under the sexual harassment of women at workplace (Prevention, Prohibition And Redressal) Act, 2013**

Your Company has always believed in providing a safe and harassment free workplace for every individual working in the Company through various interventions and practices. The Company always endeavors to create and provide an environment that is free from discrimination and harassment including sexual harassment. The Company has in place proper policy on prevention of sexual harassment at workplace. The policy aims at prevention of harassment of employees as well as contractors and lays down the guidelines for identification, reporting and prevention of sexual harassment. There is Internal Complaint Committee (ICC) which is responsible for redressal of complaints related to sexual harassment and follows the guidelines provided in the policy. During the year ended 31st March, 2019, the ICC has not received any complaints pertaining to sexual harassment.

**36. 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: 30<sup>th</sup> May, 2019**  
**Place: Panipat**

**Bal Kishan Aggarwal**  
**Chairman & Managing Director**  
**DIN: 00456219**

**Raj Pal Aggarwal**  
**Whole Time Director**  
**DIN: 00456189**

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**ANNEXURE-I TO THE BOARD'S REPORT**

**NOMINATION AND REMUNERATION POLICY**

This Nomination and Remuneration Policy is formulated in compliance with Section 178 of the Companies Act, 2013 as amended from time to time. This policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration Committee (NRC or the Committee) and has been approved by the Board of Directors.

**Definitions:**

**“Remuneration”** means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961;

**“Key Managerial Personnel”** means:

- i. Managing Director, or Chief Executive Officer or Manager and in their absence, a Whole-time Director;
- ii. Chief Financial Officer;
- iii. Company Secretary; and
- iv. Such other officer as may be prescribed.

**“Senior Managerial Personnel”** mean the personnel of the company who are members of its core management team excluding Board of Directors comprising all members of management, one level below the Executive Directors, including the functional heads.

**Objective:**

The objective of the policy is to ensure that

- the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
- relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- Remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

**Role of the Committee:**

The role of the NRC are inter alia, includes the following:

- To formulate criteria for determining qualifications, positive attributes and independence of a Director.
- To formulate criteria for evaluation of Independent Directors and the Board.
- To identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in this policy.
- To carry out evaluation of Director's performance.
- To recommend to the Board the appointment and removal of Directors and Senior Management.
- To recommend to the Board policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.
- To devise a policy on Board diversity, composition, size.
- Succession planning for replacing Key Executives and overseeing.
- To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.
- To perform such other functions as may be necessary or appropriate for the performance of its duties.

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**APPOINTMENT AND REMOVAL OF DIRECTOR, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT**

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend his / her appointment, as per Company's Policy.
- b) A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has authority to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the position.
- c) The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution.

**TERM/ TENURE**

**a) Managing Director/Whole-time Director:**

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

**b) Independent Director:**

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms of upto maximum of 5years each, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director.

Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

**EVALUATION**

The Committee shall carry out evaluation of performance of Director, KMP and Senior Management Personnel yearly or at such intervals as may be considered necessary.

**REMOVAL**

The Committee may recommend with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the Companies Act, 2013, rules and regulations and the policy of the Company.

**RETIREMENT**

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

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**POLICY FOR REMUNERATION TO DIRECTORS/KMP/SENIOR MANAGEMENT PERSONNEL**

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**1) Remuneration to Managing Director / Whole-time Directors:**

- a) The Remuneration/ Commission etc. to be paid to Managing Director / Whole-time Directors, etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force and the approvals obtained from the Members of the Company.
- b) The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration to Managing Director / Whole-time Directors.

**2) Remuneration to Non- Executive / Independent Directors:**

- a) The Non-Executive / Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of Companies Act, 2013. The amount of sitting fees shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.
- b) All the remuneration of the Non- Executive / Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197 (5) of the Companies Act, 2013) shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force. The amount of such remuneration shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors or shareholders, as the case may be.
- c) An Independent Director shall not be eligible to get Stock Options and also shall not be eligible to participate in any share based payment schemes of the Company.
- d) Any remuneration paid to Non- Executive / Independent Directors for services rendered which are of professional in nature shall not be considered as part of the remuneration for the purposes of clause (b) above if the following conditions are satisfied:
  - i) The Services are rendered by such Director in his capacity as the professional; and
  - ii) In the opinion of the Committee, the director possesses the requisite qualification for the practice of that profession.
- e) The Compensation Committee of the Company, constituted for the purpose of administering the Employee Stock Option/ Purchase Schemes, shall determine the stock options and other share based payments to be made to Directors (other than Independent Directors).

**3) Remuneration to Key Managerial Personnel and Senior Management:**

- a) The remuneration to Key Managerial Personnel and Senior Management shall consist of fixed pay and incentive pay, in compliance with the provisions of the Companies Act, 2013 and in accordance with the Company's Policy.
- b) The Fixed pay shall include monthly remuneration, employer's contribution to Provident Fund, contribution to pension fund, pension schemes, etc. as decided from time to time.
- c) The Incentive pay shall be decided based on the balance between performance of the Company and performance of the Key Managerial Personnel and Senior Management, to be decided annually or at such intervals as may be considered appropriate.

**IMPLEMENTATION**

- The Committee may issue guidelines, procedures, formats, reporting mechanism and manuals in supplement and for better implementation of this policy as considered appropriate.
- Company shall disclose the remuneration policy and evaluation criteria in its Annual Report.
- The Committee may Delegate any of its powers to one or more of its members.

**ANNEXURE-II TO THE BOARD'S REPORT**

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014

<b>A. Conservation of energy</b>		
(i)	<b>The steps taken or impact on conservation of energy</b>	
(ii)	The steps taken by the company for utilising alternate sources of energy	N.A. (General measures for conservation of energy are pursued on an ongoing basis)
(iii)	The capital investment on energy conservation equipments	N.A.
<b>B. Technology absorption</b>		
(i)	The efforts made towards technology absorption	No new Technology has been adopted during the year under review
(ii)	The benefits derived like product improvement, cost reduction, product development or import substitution	N.A.
(iii)	In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)	
(a)	The details of technology imported	N.A.
(b)	The year of import	N.A.
(c)	Whether the technology been fully absorbed	N.A.
(d)	If not fully absorbed, areas where absorption has not taken place, and the reasons thereof	N.A.
(iv)	Expenditure on Research & Development	N.A.
<b>C. Foreign exchange earnings and Outgo</b>		
(a)	Total Foreign Exchange Earnings in 2018-19	0.00
(b)	Total Foreign Exchange outgo in 2018-19	Rs. 9369546.30

**ANNEXURE-III TO THE BOARD'S REPORT**

**INFORMATION REQUIRED UNDER SECTION 197 OF THE COMPANIES ACT, 2013 READ WITH COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

**A. Ratio of remuneration of each Director to the median remuneration of all the employees of Your Company for the financial year 2018-19 is as follows:**

Name of the Director	Total Remuneration* (Rs.)	Ratio of remuneration of director to the Median remuneration
Mr Bal Kishan Aggarwal	480000.00	2.5
Mr Raj Pal Aggarwal	480000.00	2.5
Mr Sahil Aggarwal	480000.00	2.5
Mr Arpan Aggarwal	480000.00	2.5
Mr Sanil Aggarwal	480000.00	2.5
Mr Anil Aggarwal	Nil	N.A.
Mr Ankush Aggarwal	Nil	N.A.
Mr Vinod Kumar Garg	Nil	N.A.
Mrs Saroj Garg	Nil	N.A.
Mr Pawas Agarwal	Nil	N.A.

\* Does not include sitting fee paid to the non executive directors.

**B. Details of percentage increase in the remuneration of each Director and CFO & Company Secretary in the financial year 2018-19 are as follows:**

Name	Designation	Remuneration* (Rs.)		Increase
		2018-19	2017-18	%
Mr Bal Kishan Aggarwal	Managing Director	480000	462000	3.90
Mr Raj Pal Aggarwal	Whole Time Director	480000	462000	3.90
Mr Sahil Aggarwal	Whole Time Director	480000	462000	3.90
Mr Arpan Aggarwal	Whole Time Director	480000	462000	3.90
Mr Sanil Aggarwal	Whole Time Director	480000	462000	3.90
Mr Anil Aggarwal	Director	Nil	Nil	Nil
Mr Ankush Aggarwal	Director	Nil	Nil	Nil
Mr Vinod Kumar Garg	Director	Nil	Nil	Nil
Mrs Saroj Garg	Director	Nil	Nil	Nil
Mr Pawas Agarwal	Director	Nil	Nil	Nil
Mr Vijay Pal	Chief Financial Officer	192000	192000	Nil
Mr. Rahul Khurana/ Sonu Gupta	Company Secretary	192000	192000	Nil

\* Does not include sitting fee paid to the non executive directors.

\*Mr. Sonu Gupta has resigned from the company w.e.f April 28,2018.Paid salary one month Rs. 16000.00

\*\* Mr. Rahul Khurana has been appointed as Company secretary w.e.f April 28,2018 and resigned on 31.03.2019 Paid salary eleven months Rs. 176000.00

**C. Percentage increase in the median remuneration of all employees in the financial year 2017-18:**

	2018-19	2017-18	Increase (%)
Median remuneration of all employees per annum	192000	192000	Nil

**D. Number of permanent employees on the rolls of the Company as on 31st March, 2019:**

SN	Category	Number of Employee
1	Executive Manager Cadre	7
2	Staff	2
3	Other lower level employees	6
	<b>Total</b>	<b>15</b>

**E. Explanation on the relationship between average increase in remuneration and Company Performance:**

The increase in average remuneration of all employees in the financial year 2018-19 as compared to the financial year 2017-18 was -8.4%.

The key indices of Company's performance are:

	2018-19	2017-18	Growth (%)
Total Revenue	107708764.43	111978496.01	-3.81%
Profit Before Tax	1792234.04	749678.60	139.07%
Profit after Tax	1405178.39	905271.49	55.22%

Your Company is committed in ensuring fair pay and a healthy work environment for all its employees. Your Company offers competitive compensation to its employees.

**F. Comparison of the remuneration of the Key Managerial Personnel against the performance of Your Company:**

The remuneration of Key Managerial Personnel increased by 3.90% in 2018-19, compared to 2017-18, whereas the Profit before Tax increased by 139.07% in 2018-19, compared to 2017-18.

**G. Details of Share price and market capitalization:**

The details of variation in the market capitalization and price earnings ratio as at the closing date of the current and previous financial years are as follows:

	As on 31st March, 2018	As on 31st March, 2017	Increase/ (decrease) in %
Market Price (Rs.)	19.50*	12.00*	0.59%
EPS (Rs.)	0.14	0.14	16.67%
Market Capitalisation (Amount in Rs. Cr)**	5.04	5.04	0.60%
Networth (Amount in Rs. Cr)**	6.10	6.10	1.50%

\* Closing price of 16th May, 2018 (no trading during 17th May 2018 to 31st March, 2019).

\*\* Based on the closing price of shares of the Company at BSE.

**Comparison of share price at the time of first public offer and market price of the share of 31st March, 2019:** Not Applicable; there is no public issue made by the Company in the last more than 10 years.



**H. Comparison of average percentage increase in salary of employees other than the key managerial personnel and the percentage increase in the key managerial remuneration:**

	(Amount in Rs.)		
	2018-19	2017-18	Increase (%)
Average salary of all Employees (other than Key Managerial Personnel)	9,82,50	1,16,601	-15.74 %
Salary of MD & CEO	48,00,00	46,20,00	3.9%
Salary of CFO & CS	3,84,000	3,84,000	0%

The increase in remuneration of employees other than the managerial personnel is in line with the increase in remuneration of managerial personnel.

**I. Key parameters for the variable component of remuneration paid to the Directors:**

There is no variable component of remuneration payable to any director of your Company.

**J. There are no employees of the Company who receive remuneration in excess of the highest paid Director of the Company.**

**K. Affirmation:**

Pursuant to Rule 5(1)(xii) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, it is affirmed that the remuneration paid to the Directors, Key Managerial Personnel and senior management is as per the Remuneration Policy of your Company.

**L. Statement containing the particulars of employees in accordance with Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:**

Names of the top ten employees in terms of remuneration drawn:

Sr. No.	Name	Salary withdrawn (INR)
1.	BAL KISHAN AGGARWAL	480000.00
2.	RAJPAL AGGARWAL	480000.00
3.	SAHIL AGGARWAL	480000.00
4.	ARPAN AGGARWAL	480000.00
5.	SANIL AGGARWAL	480000.00
6.	NAIMUDEN	224758.00
7.	RAJESH	203226.00
8.	HARIPAL	117887.00
9.	SABUL	89051.00
10.	RAHUL KHURANA	176000.00
11.	VIJAYPAL	192000.00

List of employees of the Company employed throughout the financial year 2018-19 and were paid remuneration not less than Rs. One crore and two lakhs per annum: **Nil**

Employees employed for the part of the year and were paid remuneration during the financial year 2018-19 at a rate which in aggregate was not less than Rs. Eight lakh and Fifty Thousand per month: **Nil**

**ANNEXURE-IV TO THE BOARD'S REPORT**

**FORM NO. AOC -2**

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

Form for Disclosure of particulars of contracts/ arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto

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

S. No.	Particulars	Details
1	Name (s) of the related party & nature of relationship	N.A.
2	Nature of contracts/ arrangements/ transaction	
3	Duration of the contracts/ arrangements/ transaction	
4	Salient terms of the contracts or arrangements or transaction including the value, if any	
5	Justification for entering into such contracts or arrangements or transactions'	
6	Date of approval by the Board	
7	Amount paid as advances, if any	
8	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	

**2. Details of contracts or arrangements or transactions at Arm's length basis**

S. No	Particulars	Details
1	Name (s) of the related party & nature of relationship	N.A.
2	Nature of contracts/ arrangements/ transaction	
3	Duration of the contracts arrangements/ transaction	
4	Salient terms of the contracts or arrangements or transaction including the value, if any	
5	Date of approval by the Board	
6	Amount paid as advances, if any	

For and on Behalf of the Board  
For Indo Cotspin Ltd

Date: 30<sup>th</sup> May, 2019  
Place: Panipat

Bal Kishan Aggarwal  
Chairman & Managing Director  
DIN: 00456219

Raj Pal Aggarwal  
Whole Time Director  
DIN: 00456189

**ANNEXURE-V TO THE BOARD'S REPORT**

**FORM NO. MGT-9**

**Extract of Annual Return**

**As on the financial year ended 31st March, 2019**

*[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]*

**I. Registration and other details:**

i)	CIN	L17111HR1995PLC032541
ii)	Registration Date	08/02/1995
iii)	Name of the Company	INDO COTSPIN LIMITED
iv)	Category/Sub Category of the Company	Public Limited Company
v)	Address of the Registered office and contact details	Delhi Mile Stone 78 K.M, G.T. Road, NH-1, Village Jhattipur, Post Box No.3, Post Office: Samalkha, Panipat-132103(Haryana)
vii)	Whether listed company (Yes/No)	Yes; Listed
viii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	Skyline Financial Services Private Limited D-153A, 1st Floor, Okhla Industrial Area Phase – I, New Delhi - 110 020 Ph:- 011-40450193 Fax:- 011-41044923 email:- <a href="mailto:virens@skylinerta.com">virens@skylinerta.com</a> ; website : <a href="http://www.skylinerta.com">www.skylinerta.com</a>

**II. Principal business activities of the company**

(All the business activities contributing 10% or more of the total turnover of the company shall be stated)

SN	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1.	Manufacture of other textiles/textile products n.e.c [Non-Woven Products such as Non-Woven Fabrics, Non-Woven Felts, Non-Woven Designer]	13999	98.45

**III. Particulars of holding, subsidiary and associate companies: NIL**

S. No	Name and address of the company	CIN/GLN	Holding/ subsidiary / associate	% age of shares held	Applicable section
1.					
2.					
3.					

**IV. Share Holding Pattern (Equity Share Capital Breakup as Percentage of Total Equity)**

**a) Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31/03/2018]				No. of Shares held at the end of the year [As on 31/03/2019]				%Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/ HUF	2318487	0	2318487	55.20	2346787	0	2346787	55.87	0.67
b) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
c) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
d) Bodies Corp.	724000	0	724000	17.24	724000	0	724000	17.24	0.00
e) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
f) Any other	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub-total (A)(1)</b>	<b>3042487</b>	<b>0</b>	<b>3042487</b>	<b>72.43</b>	<b>3070787</b>	<b>0</b>	<b>3070787</b>	<b>73.11</b>	<b>0.68</b>
<b>(2) Foreign</b>									
a) NRIs Individual	0	0	0	0.00	0	0	0	0.00	0.00
b) Other Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c) Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00
d) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
e) Any other	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub-total (A)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>Total Shareholding of Promoter A=A(1)+A(2)</b>	<b>3042487</b>	<b>0</b>	<b>3042487</b>	<b>72.43</b>	<b>3070787</b>	<b>0</b>	<b>3070787</b>	<b>73.11</b>	<b>0.68</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00
b) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
c) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
d) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
g) FIs	0	0	0	0.00	0	0	0	0.00	0.00
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
i) Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub-total (B)(1):-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>2. Non-Institutions</b>									
a) Bodies Corporate									
i) Indian	10227	0	10227	0.24	10227	0	10227	0.24	0.24
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs 1 lakh	34864	191815	226679	5.40	45490	114965	160455	3.82	-1.58
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	873615	47300	920915	21.92	931464	27375	958839	22.83	0.91
c) Others (specify) HUF	192	0	192	0.00	192	0	192	0.00	0.00
<b>Sub-total (B)(2):-</b>	<b>918898</b>	<b>239115</b>	<b>1194500</b>	<b>27.57</b>	<b>987373</b>	<b>142340</b>	<b>1129713</b>	<b>26.89</b>	<b>-0.68</b>
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	<b>955385</b>	<b>239115</b>	<b>1194500</b>	<b>27.57</b>	<b>987373</b>	<b>142340</b>	<b>1129713</b>	<b>26.89</b>	<b>-0.68</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>Grand Total (A+B+C)</b>	<b>3961385</b>	<b>239115</b>	<b>4200500</b>	<b>100</b>	<b>4058160</b>	<b>142340</b>	<b>4200500</b>	<b>100</b>	<b>0.00</b>

**b) Shareholding of Promoter:**

SN	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shared	No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shared	
1	Rajpal Aggarwal	488900	11.64	0.00	488900	11.64	0.00	0.00
2	Balkishan Aggarwal	495100	11.79	0.00	495100	11.79	0.00	0.00
3	Anita Aggarwal	71700	1.71	0.00	71700	1.71	0.00	0.00
4	Ritu Garg	130400	3.10	0.00	130400	3.10	0.00	0.00
5	Sahil Aggarwal	121900	2.90	0.00	121900	2.90	0.00	0.00
6	Sanil Aggarwal	184200	4.39	0.00	184200	4.39	0.00	0.00
7	Vasudha Garg	115400	2.75	0.00	115400	2.75	0.00	0.00
8	Arpan Aggarwal	124500	2.96	0.00	124500	2.96	0.00	0.00
9	Sulbha Aggarwal	115400	2.75	0.00	115400	2.75	0.00	0.00
10	Balkishan Aggarwal H.U.F	117100	2.79	0.00	117100	2.79	0.00	0.00
11	Rajpal Aggarwal H.U.F	119000	2.83	0.00	119000	2.83	0.00	0.00
12	Sanjay Kumar Singla	198400	4.72	0.00	198400	4.72	0.00	0.00
13	Sanil Aggarwal HUF	36487	0.87	0.00	36487	0.87	0.00	0.00
14	Sahil Aggarwal HUF	0	0	0.00	28300	0.67	0.00	0.67
15	Indo Non-Woven Pvt Ltd	724000	17.24	0.00	724000	17.24	0.00	0.00
	<b>Total</b>	<b>3042487</b>	<b>72.43</b>	<b>0.00</b>	<b>3070787</b>	<b>73.11</b>	<b>0.00</b>	<b>0.67</b>

**c) Change in Promoters' Shareholding**

SN	Shareholder's Name	Shareholding		Date of change	Increase/ (Decrease) in shareholding	Reason	Cumulative Shareholding during the year (01.04.2018 to 31.03.2019)	
		No. of Shares at the beginning (01.04.2018)/ end of the year (31.03.2019)	% of total Shares of the Company				No. of Shares	% of total Shares of the Company
1	Sahil Aggarwal HUF	0	0	08/07/2018	5000			
				08/21/2018	1300			
				08/31/2018	22000			
					28300	Purchase	28300	0.67

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

SN	Shareholder's Name	Shareholding		Date of change	Increase/ (Decrease) in shareholding	Reason	Cumulative Shareholding during the year (01.04.2018 to 31.03.2019)	
		No. of Shares at the beginning (01.04.2018)/ end of the year (31.03.2019)	% of total Shares of the Company				No. of Shares	% of total Shares of the Company
1	S L GARG	15200	0.36	NA	NA	N.A.	15200	0.36
2	ASHISH ANAND	87987	2.09	9/7/2018	25	Purchase	88012	2.10
						<b>Balance</b>	<b>88012</b>	
3	VINOD KUMAR AGGARWAL	42150	1.00					
						<b>Balance</b>	<b>42150</b>	
4	RAJIV SAREEN	25000	0.60					
						<b>Balance</b>	<b>25000</b>	
5	ANKUSH .	80000	1.90	10/29/2018	-79975	Sale	25	0.00
				11/2/2018	79975	Purchase	80000	1.90
						<b>Balance</b>	<b>80000</b>	
6	NEHA AGGARWAL	80190	1.91	4/20/2018	-200	Sale	79990	1.90
				4/27/2018	-500	Sale	79490	1.89
				5/4/2018	900	Purchase	80390	1.91
				5/11/2018	239	Purchase	80629	1.92
				5/18/2018	-50	Sale	80579	1.92
				9/22/2018	15000	Purchase	95579	2.28
				10/5/2018	-15000	Sale	80579	1.92
				10/19/2018	15000	Purchase	95579	2.28
				12/31/2018	26000	Purchase	121579	2.89
				1/4/2019	-26000	Sale	95579	2.28
				2/8/2019	26025	Purchase	121604	2.89
						<b>Balance</b>	<b>121604</b>	
7	INDU ANAND	70000	1.67					
						<b>Balance</b>	<b>70000</b>	
8	VISHAKHA AGGARWAL	20000	0.48	11/30/2018	-20000	Sale	0	0.00
						<b>Balance</b>	<b>0</b>	
9	MONIKA SINGLA	208600	4.97					
						<b>Balance</b>	<b>208600</b>	
10	PALAK AGGARWAL	73640	1.75	4/27/2018	1100	Purchase	74740	1.78
				5/4/2018	-900	Sale	73840	1.76
				5/11/2018	110	Purchase	73950	1.76
				5/18/2018	100	Purchase	74050	1.76
				9/30/2018	10000	Purchase	84050	2.00
				10/5/2018	-10000	Sale	74050	1.76
				10/29/2018	-64050	Sale	10000	0.24
				10/31/2018	5000	Purchase	15000	0.36
				11/2/2018	59050	Purchase	74050	1.76
				11/16/2018	10000	Purchase	84050	2.00
				11/30/2018	5000	Purchase	89050	2.12
				12/31/2018	1000	Purchase	90050	2.14
				1/4/2019	-1000	Sale	89050	2.12
				2/8/2019	1000	Purchase	90050	2.14
				3/31/2019	75	Purchase	90125	2.15
						<b>Balance</b>	<b>90125</b>	
11	SHAMA	191425	4.56	5/18/2018	-5000	Sale	186425	4.44
				11/2/2018				
					5000	Purchase	191425	4.56

**e) Shareholding of Directors and Key Managerial Personnel:**

SN	Name of the Directors and KMPs	Shareholding		Date of change	Increase/ (Decrease) in shareholding	Reason	Cumulative Shareholding during the year (01.04.2018 to 31.03.2019)	
		No. of Shares at the beginning (01.04.2018)/ end of the year (31.03.2019)	% of total Shares of the Company				No. of Shares	% of total Shares of the Company
1	Mr Bal Kishan Aggarwal	495100	11.79	N.A.	N.A.	N.A.	495100	11.79
2	Mr Raj Pal Aggarwal	488900	11.64	N.A.	N.A.	N.A.	488900	11.64
3	Mr Sahil Aggarwal	121900	2.90	N.A.	N.A.	N.A.	121900	2.90
4	Mr Arpan Aggarwal	124500	2.96	N.A.	N.A.	N.A.	124500	2.96
5	Mr Sanil Aggarwal	184200	4.39	N.A.	N.A.	N.A.	184200	4.39
6	Mr Anil Aggarwal	4000	0.09	N.A.	N.A.	N.A.	4000	0.09
7	Mr Ankush Aggarwal	80000	1.90	N.A.	N.A.	N.A.	80000	1.90
8	Mr Vinod Kumar Garg	1000	0.02	N.A.	N.A.	N.A.	1000	0.02
9	Mrs Saroj Garg	1000	0.02	N.A.	N.A.	N.A.	1000	0.02
10	Mr Pawas Agarwal	25	0	N.A.	N.A.	N.A.	25	0.00
11	Mr Vijay Pal	700	0.01	N.A.	N.A.	N.A.	700	0.01
12	Mr. Rahul Khurana	0	0	N.A.	N.A.	N.A.	0	0

**V) Indebtedness of the company including interest outstanding/ accrued but not due for payment**

(Rs.)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	1011357	0	0	1011357
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	1011357	0	0	1011357
<b>Change in Indebtedness during the financial year</b>	0	0	0	0
• Addition	872637	0	0	872637
• Reduction (Repayments)	0	0	0	0
<b>Net Change</b>	872637	0	0	872637
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	138720	0	0	138720
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	138720	0	0	138720

**VI. Remuneration of directors and key managerial personnel**

**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

SN.	Particulars of Remuneration	Name of MD/WT/ Manager					Total Amount (in Rs.)
		Mr. Bal Kishan	Mr. Raj Pal Aggarwal	Mr. Sahil Aggarwal	Mr. Sanil Aggarwal	Mr. Arpan Aggarwal	
1	Gross salary						
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	480000	480000	480000	480000	480000	2400000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	0	0	0	0
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	0	0	0	0	0	0
2	Stock Option	0	0	0	0	0	0
3	Sweat Equity	0	0	0	0	0	0
4	Commission	0	0	0	0	0	0
	- as % of profit	0	0	0	0	0	0
	- others, specify...	0	0	0	0	0	0
5	Others, please specify	0	0	0	0	0	0
	<b>Total (A)</b>	<b>480000</b>	<b>480000</b>	<b>480000</b>	<b>480000</b>	<b>480000</b>	<b>2400000</b>
	<b>Ceiling as per the Act</b>	It is in accordance with the ceiling as specified under section 197 read with Schedule V of the Companies Act, 2013.					

**B. Remuneration to other directors**

SN.	Particulars of Remuneration	Name of Directors					Total Amount (in Rs.)
		Mr. Anil Aggarwal	Mr. Ankush Aggarwal	Mr. Vinod Kumar Garg	Mrs. Saroj Garg	Mr. Pawas Aggarwal	
1	<b>Independent Directors</b>						
	Fee for attending board committee meetings	12000	12000	12000	12000	12000	60000
	Commission	0	0	0	0	0	0
	Others, please specify	0	0	0	0	0	0
	<b>Total (1)</b>	<b>12000</b>	<b>12000</b>	<b>12000</b>	<b>12000</b>	<b>12000</b>	<b>60000</b>
2	<b>Other Non-Executive Directors</b>	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Fee for attending board committee meetings	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Commission	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Others, please specify	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total (2)</b>	<b>N.A.</b>	<b>N.A.</b>	<b>N.A.</b>	<b>N.A.</b>	<b>N.A.</b>	<b>N.A.</b>
	<b>Total (B)=(1+2)</b>	<b>12000</b>	<b>12000</b>	<b>12000</b>	<b>12000</b>	<b>12000</b>	<b>60000</b>
	<b>Total Managerial Remuneration</b>	<b>12000</b>	<b>12000</b>	<b>12000</b>	<b>12000</b>	<b>12000</b>	<b>60000</b>
	<b>Overall Ceiling as per the Act</b>	It is in accordance with the ceiling as specified under section 197 read with Schedule V of the Companies Act, 2013.					



**C. Remuneration to key managerial personnel other than MD/Manager/WTB**

(Amount in Rs.)

SN	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	N.A.	1,92,000	1,92,000	3,84,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	N.A.	0	0	0
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	N.A.	0	0	0
2	Stock Option	N.A.	0	0	0
3	Sweat Equity	N.A.	0	0	0
4	Commission	N.A.	0	0	0
	- as % of profit	N.A.	0	0	0
	others, specify...	N.A.	0	0	0
5	Others, please specify	N.A.	0	0	0
	<b>Total</b>	<b>N.A.</b>	<b>1,92,000</b>	<b>1,92,000</b>	<b>3,84,000</b>

**VII. Penalties/ punishment/ compounding of offences: Nil** [No penalties/punishment/compounding of offences were levied under the Companies Act, 2013.]

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
<b>A. Company</b>					
Penalty					
Punishment					
Compounding					
<b>B. Directors</b>					
Penalty					
Punishment					
Compounding					
<b>C. Other officers in default</b>					
Penalty					
Punishment					
Compounding					

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**Kumar Dinesh & Associates**  
**Company Secretaries**

**ANNEXURE-VI TO THE BOARD'S REPORT**

**FORM NO. MR-3**  
**SECRETARIAL AUDIT REPORT**

**FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2019**

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To  
The Members  
**INDO COTSPIN LIMITED**

In terms of the provisions of section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014, and other applicable provisions, if any, I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **INDO COTSPIN LIMITED**, a Company incorporated under the provisions of the Companies Act, 1956, vide **CIN L17111HR1995PLC032541** and having its registered office at Delhi Mile Stone 78 K.M, G.T, Road, Village Jhattipur, Post Office, Samalkha, Panipat-132103(Haryana) (hereinafter referred to as "**the Company**").

Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of the Secretarial Audit, I hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on **31st March, 2019**, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on **31st March, 2019**, according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (Not applicable to the Company during the Audit Period);
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
  - a. The Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015;

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- b. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - c. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - d. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (Not applicable to the Company during the Audit Period);
  - e. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 notified on 28th October, 2014 (Not applicable to the Company during the Audit Period);
  - f. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during the Audit Period);
  - g. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - h. The Securities and Exchange Board of India (De-listing of Equity Shares) Regulations, 2009; (Not applicable to the Company during the Audit Period);
  - i. The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 1998; (Not applicable to the Company during the Audit Period);
- vi. Other laws, applicable to the Company as per the representation given by the Company

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

- i. Secretarial Standards issued by The Institute of Company Secretaries of India;
- ii. The Listing Agreements entered into by the Company with Stock Exchanges;

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

**I further report that**

During the period under review, the Board of Directors of the Company was duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notices were given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent adequately in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes, wherever applicable.

**I further report that** there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and

guidelines.

**I further report that** during the audit period, the Company has entered into/carried out the following specific events/actions which may have a major bearing on the Company's affairs: N.A.

**For Kumar Dinesh & Associates**  
**Company Secretaries**

**Place: Panipat**  
**Date: 30<sup>th</sup> May, 2019**

**Lalita Bansal**  
**ACS - 32489; C.P. No. 12307**

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

**'Annexure A'**

To  
The Members  
**INDO COTSPIN LIMITED**

Our report of even date is to be read along with this letter.

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

**For Kumar Dinesh & Associates**  
**Company Secretaries**

**Place: Panipat**  
**Date: 30<sup>th</sup> May, 2019**

**Lalita Bansal**  
**ACS - 32489; C.P. No. 12307**

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**ANNEXURE-VII TO THE BOARD'S REPORT**

**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. The Indian textile industry is one the most important industries for the Indian economy considering its contribution to employment generation, industrial output and foreign exchange earnings. The textile industry occupies a unique position in the Indian economy being one of the oldest and largest industries 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. Considering the importance of the textile sector, the Central Government has implemented important policies that are expected to catalyse the growth of the Indian textile. Under the 'Make in India' initiative, investment opportunities for foreign companies and entrepreneurs are available across the entire value chain of synthetics, value-added and specialty fabrics, fabric processing setups for all kinds of natural and synthetic textiles, technical textiles, garments, and retail brands.

**Our Industry Segment:**

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

Nonwoven fabric is a fabric-like material made from long 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 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

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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 one of a significant player in Non-Woven Products such as Non-Woven Fabrics, Non-Woven Carpets, Non-Woven Felts, Non-Woven Designer Carpets and many others.

**Product Range**

- Non-Woven Fabrics
- Non-Woven Carpets
- Non-Woven Felt
- Non-Woven Designer Carpets
- Non-Woven Geo Textiles

**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 uses 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 future for the Indian textile industry looks promising, buoyed by both strong domestic consumption as well as export demand. 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.

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**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.

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**INDEPENDENT AUDITOR'S REPORT**

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To  
The Shareholders  
Indo Cotspin Limited  
Panipat

**Report on Financial Statements**

We have audited the accompanying financial statements of Indo Cotspin Limited ("the company") which comprise of the Balance Sheet as at 31 March, 2019, the Profit & Loss Statement, Cash Flow Statement for the year ended and a summary of significant accounting policies and other explanatory information.

**Management's Responsibility for the Financial Statements**

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards notified under section 133 of the Companies Act 2013 and the Companies (Indian Accounting Standards) Rules, 2015 ('Ind AS Rules') and its amendments, of the Companies Act, 2013. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

**Auditor's Responsibility**

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 ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence, on a test basis, about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement 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, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2019;
- (b) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- (c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

**Report on Other Legal and Regulatory Matters**

- 1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government



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- of India in terms of sub-section (11) of section 143 of the Companies Act 2013, we give in the "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. We have inquired into the matters specified under section 143(1) and based on the information and explanations given to us, there is no matter to be reported under this section.
3. As required by section 143(3) of the Act, we report that:
- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
  - c) The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
  - d) In our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards notified under section 133 of the Companies Act 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014;
  - e) In our opinion and based on the information and explanations given to us, there are no financial transactions or matters which have any adverse effect on the functioning of the company.
  - f) On the basis of written representations received from the directors as on March 31, 2019, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018, from being appointed as a director in terms of subsection (2) of Section 164 of the Companies Act, 2013.
  - g) There is no qualification, reservation or adverse remark relating to the maintenance of accounts and other matters connected therewith.
  - h) With regards to the adequacy and operating effectiveness of the internal financial controls over financial reporting system in place and their operating effectiveness, a report as "**Annexure B**" giving our responsibilities and opinion has been annexed herewith.
    - i) Such other matters as are prescribed by the Companies (Audit and Auditors) Rules, 2014 namely:-
      - i) The company has disclosed the impact, if any, of pending litigations on its financial position in its financial statements.
      - ii) The company has made provision, as required under any law or accounting standards, for material foreseeable losses, if any, on long term contracts including derivative contracts.
      - iii) There has been no any delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the company.

**For Manish Jain & Associates.**  
**Chartered Accountants**

**Sd/-**  
**FCA Manish Jain**  
**Partner**  
**M. No. 096014**  
**Firm Regd. No. 015608N**  
**Panipat: May 30, 2019**

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**"Annexure A" to Auditor's Report**

**[Referred to in above the Auditor's Report of even date for M/s Indo cotspin Limited on the Financial Statements for the year ended 31st March 2019]**

1. a) The Company is maintaining proper records showing full particulars including quantitative details and situation of fixed assets.  
  
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) According to the information and explanation given to us and on verification, the title deeds of immovable properties are held in the name of the company.
2. In respect of its Inventories: As per the information provided to us, Inventory has been physically verified by the management during the year and no material discrepancies were noticed.
3. a) According to information and explanation given to us, the Company has not granted any secured or unsecured loans to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Act.

In view of the above, provisions of clause 3(iii) (b) and (c) are not applicable to the company.

4. In our opinion and according to information and explanation given to us, the company has, in respect of loans, investments, guarantees, and security provisions, complied with section 185 and 186 of the Companies Act, 2013.
5. According to the information and explanation given to us, the company has not accepted any deposits, whether the directives issued by the Reserve Bank of India, and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013. Hence the provisions of clause 3(v) are not applicable to the company.
6. Pursuant to the rules made by the Central Government, the maintenance of Cost Records have been prescribed u/s 148(1) of the Companies Act, 2013. We are of the view that prima facie the prescribed accounts and records have been maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.
7. In respect of Statutory Dues:
  - a) According to the books and records as produced and examined by us in accordance with generally accepted auditing practices in India and also management representations, undisputed statutory dues in respect of Provident fund, employees' state insurance, Income Tax, Sales Tax, Service tax, Custom duty, Excise duty, Value added tax, Cess and other statutory dues, if any, applicable to it, has been regularly deposited with the appropriate authorities.
  - b) According to the information and explanations given to us, no disputed amounts payable in respect of

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the aforesaid dues were outstanding as at 31st March, 2019 for a period of more than six months from the date of becoming payable.

8. In our opinion and according to the information and explanation given to us and the books of accounts verified by us, the company has not defaulted in repayment of dues to a financial institution, bank, Government or dues to debentureholders.
9. The Company has neither raised moneys by way of public issue/ follow-on offer (including debt instruments) nor taken any term loans during the year. Accordingly, the provisions of clause 3(ix) are not applicable to the Company.
10. During the course of our examination of the books of account carried in accordance with the generally accepted auditing standards in India, we have neither come across any instance of fraud on or by the Company, either noticed or reported during the year, nor have we been informed of such case by the Management.
11. According to the information and explanation given to and the books of accounts verified by us, the Managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.
12. The Company is not a Nidhi Company, hence the provision of clause 3(xii) are not applicable to the company.
13. According to the information and explanation given to us and the record produced before us, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards.
14. According to information and explanation given to us, the Company during the year, has not made any preferential allotment or private placement of shares or fully or partly convertible debentures, hence the provision of clause 3(xiv) are not applicable to the company.
15. According to the information and explanation given to us and the books of accounts verified by us, the company has not entered into any non-cash transactions with directors or persons connected with him.
16. The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

**For Manish Jain & Associates.**  
**Chartered Accountants**

**Sd/-**  
**FCA Manish Jain**  
**Partner**  
**M.No. 096014**  
**Firm Regd. No. 015608N**  
**Panipat: May 30, 2019**

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**"Annexure B" to Auditor's Report**

**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013.**

**To**  
**The Shareholders**  
**Indo Cotspin Limited**  
**Panipat**

We have audited the internal financial controls over financial reporting of Indo Cotspin Limited ("the Company") as of March 31, 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

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

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

**Auditors' Responsibility**

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

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

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

**Meaning of Internal Financial Controls Over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable

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assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls Over Financial Reporting**

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

**Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For Manish Jain & Associates.**  
**Chartered Accountants**

**Sd/-**  
**FCA Manish Jain**  
**Partner**  
**M.No. 096014**  
**Firm Regd. No. 015608N**  
**Panipat: May 30, 2019**

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**REPORT OF AUDITORS ON CORPORATE GOVERNANCE**

To  
The Shareholders  
Indo Cotspin Limited  
Panipat

We have examined the compliance of the conditions of Corporate Governance by Indo Cotspin Limited for the year ended 31st March 2019, as stipulated in Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

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 explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Regulations, as applicable

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

**For Manish Jain & Associates.**  
**Chartered Accountants**

Sd/-  
FCA Manish Jain  
Partner  
M.No. 096014  
Firm Regd. No. 015608N  
Panipat: May 30, 2019

**INDO COTSPIN LIMITED**  
**CIN NO.: L17111HR1995PLC032541**

**ANNUAL REPORT 2018-19**

Indo Cotspin Limited  
CIN: L17111HR1995PLC032541

**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, 2019**

PARTICULARS	Sch No.	As At 31.03.2019	As At 31.03.2018
<b>I. ASSETS</b>			
<b>(1) Non-Current Assets</b>			
(a) Property, Plant and Equipment	1	2,95,08,659.56	1,74,02,250.98
(b) Capital Work in Progress		0.00	0.00
(c) Non Current Investments	2	39,248.00	81,63,635.00
(d) Intangible Assets Under Development		0.00	0.00
(e) Financial Assets			
(i) Long Term Loans and Advances	3	13,62,494.00	2,91,094.00
(ii) Other Non- Current Financial Assets		0.00	0.00
(f) Deferred Tax Assets (Net)	4	6,46,377.61	6,31,887.26
(g) Other Non-Current Assets		0.00	0.00
		<b><u>3,15,56,779.17</u></b>	<b><u>2,64,88,867.24</u></b>
<b>(2) Current Assets</b>			
(a) Inventories	5	87,88,247.66	69,08,952.50
(b) Financial Assets			
(i) Trade Receivables	6	1,95,50,004.80	1,56,17,507.13
(ii) Cash and Cash Equivalents	7	1,65,51,235.92	89,38,795.27
(iii) Bank Balances other than (iii) above		0.00	0.00
(iv) Short Term Loans and Advances	8	24,56,943.55	22,64,306.07
(c) Current Investments	9	3,98,62,014.18	3,64,41,667.31
(d) Other Current Assets	10	4,334.00	6,06,804.00
		<b><u>8,72,12,780.11</u></b>	<b><u>7,07,78,032.28</u></b>
<b>Total Assets</b>		<b><u>11,87,69,559.27</u></b>	<b><u>9,72,66,899.52</u></b>
<b>II. EQUITY AND LIABILITIES</b>			
<b>(1) Equity</b>			
(a) Equity Share Capital	11	4,20,05,000.00	4,20,05,000.00
(b) Other Equity	12	<u>2,03,74,297.57</u>	<u>1,89,69,119.18</u>
		<b><u>6,23,79,297.57</u></b>	<b><u>6,09,74,119.18</u></b>
<b>(2) Non-Current Liabilities</b>			
(a) Financial Liabilities			
(i) Long Term Borrowings	13	1,38,720.96	10,11,357.32
(ii) Non current Financial Liabilities	14	0.00	0.00
(b) Other Non Current Liabilities	15	0.00	0.00
(c) Long Term Provisions	16	9,65,958.00	8,50,943.00
		<b><u>11,04,678.96</u></b>	<b><u>18,62,300.32</u></b>

**(3) Current Liabilities**

(a) Financial Liabilities			
(i) Short Term Borrowings	17	8,72,636.32	9,62,837.15
(ii) Trade Payables	18	5,34,61,845.42	3,28,79,806.00
(b) Other Current Liabilities	19	6,06,275.00	4,44,985.87
(c) Short Term Provisions		0.00	0.00
(d) Current Tax Liabilities (Net)	20	3,44,826.00	1,42,851.00
		<b><u>5,52,85,582.74</u></b>	<b><u>3,44,30,480.02</u></b>

**Total Equity & Liabilities**

**11,87,69,559.27**      **9,72,66,899.52**

0.00

0.00

As per our separate report of even date.

**For Manish Jain & Associates**  
**Chartered Accountants**

**Sd/-**  
**(FCA MANISH JAIN)**  
**Partner**  
**Membership No. 096014**  
**Firm's Regn. No. 015608N**

**Place : Panipat**  
**Date : 30.05.2019**

**For Indo Cotspin Limited**

**Sd/-**  
**(Raj Pal Aggarwal)**  
**Whole Time Director**  
**DIN: 00456189**

**Sd/-**  
**(Vijay Pal)**  
**Chief Financial Officer**  
**Pan: AAPPP6485R**

**Sd/-**  
**(Bal Kishan Aggarwal)**  
**Managing Director**  
**DIN: 00456219**

**Sd/-**  
**(Nitin Nandwani)**  
**Company Secretary**  
**ACS No. 44756**



**INDO COTSPIN LIMITED**  
CIN NO.: L17111HR1995PLC032541

**ANNUAL REPORT 2018-19**

Indo Cotspin Limited  
CIN: L17111HR1995PLC032541

**PROFIT & LOSS ACCOUNT**  
**FOR THE YEAR ENDED ON 31ST MARCH, 2019**

PARTICULARS	Sch. No.	Year Ended 31st March, 2019	Year Ended 31st March, 2018
I. Revenue from Operations	21	10,37,02,713.56	11,02,47,231.23
II. Other Income	22	40,06,050.87	17,31,264.78
<b>Total Income</b>		<b>10,77,08,764.43</b>	<b>11,19,78,496.01</b>
<b>III. Expenses</b>			
Cost of Material Consumed	23	7,71,23,794.49	7,69,22,111.66
Purchase of Stock-in-Trade	24	68,26,756.76	1,36,35,808.28
(Increase)/Decrease in F.G., WIP & Stock in Trade	25	9,84,110.00	30,55,231.00
Employee Benefit Expenses	26	40,57,285.00	42,75,860.00
Finance Costs	27	1,43,393.02	1,89,363.71
Depreciation & Amortisation Expense	28	43,86,608.53	36,63,830.43
Other Expenses	29	1,23,94,582.59	94,86,612.33
<b>Total Expenses</b>		<b>10,59,16,530.39</b>	<b>11,12,28,817.41</b>
<b>IV Profit/(Loss) for the year Before Exceptional Items &amp; Tax</b>		<b>17,92,234.04</b>	<b>7,49,678.60</b>
Exceptional Items- (Income)/ Expenses- Net		0.00	0.00
<b>V Profit/(Loss) for the year Before Tax</b>		<b>17,92,234.04</b>	<b>7,49,678.60</b>
<b>VI Tax Expense:</b>			
(1) Current Tax		3,44,826.00	1,42,851.00
(2) Previous Year Tax		56,720.00	2,150.00
(3) Deferred Tax		-14,490.35	-3,00,593.89
<b>VII Profit/(Loss) for the year After Tax</b>		<b>14,05,178.39</b>	<b>9,05,271.49</b>
<b>VIII Other Comprehensive Income</b>			
i) Items that will not be reclassified to profit or loss		0.00	0.00
ii) Income tax relating to Items that will not be reclassified to profit or loss		0.00	0.00
iii) Items that will be reclassified to profit or loss		0.00	0.00
iv) Income tax relating to Items that will be reclassified to profit or loss		0.00	0.00
		0.00	0.00
<b>IX Total Comprehensive Income (VII+VIII)</b>		<b>1405178.39</b>	<b>905271.49</b>
<b>X Earning Per Equity Share:</b>			
Basic/Diluted		0.34	0.14

As per our separate report of even date.

**For Manish Jain & Associates**  
**Chartered Accountants**  
Sd/-  
(FCA MANISH JAIN)  
Partner  
Membership No. 096014  
Firm's Regn. No. 015608N

Place : Panipat  
Date : 30.05.2019

**For Indo Cotspin Limited**

Sd/-  
(Raj Pal Aggarwal)  
Whole Time Director  
DIN: 00456189

Sd/-  
(Vijay Pal)  
Chief Financial Officer  
Pan: AAPPP6485R

Sd/-  
(Bal Kishan Aggarwal)  
Managing Director  
DIN: 00456219

Sd/-  
(Nitin Nandwani)  
Company Secretary  
ACS No. 44756

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Indo Cotspin Limited

CIN: L17111HR1995PLC032541

Notes to Accounts Forming Integral Part of the Balance Sheet As At 31st March, 2019.

**NOTE : 1**

**CORPORATE INFORMATION**

Indo Cotspin Limited "The Company" is domiciled in India and was incorporated under the provisions of The Companies Act, 1956.

The Company is having its registered office and manufacturing at Village Jhattipur, Samalkha, Panipat

The Company is primarily engaged in the business of manufacturing & trading of textile goods.

**NOTE : 2**

**SIGNIFICANT ACCOUNTING POLICIES**

**A. Basis of Preparation of Financial Statements**

The financial statements of the company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Companies Act, 2013 "the Act". For all periods upto and including the year ended March 31, 2017, Financial Statements were prepared in accounting standards notified under the section 133 of the Companies Act, 2013 and other relevant provisions of the Act. The financial statements for the year ended March 31, 2018 and March 31, 2019 are financial statements under Ind AS. The financial statements are prepared on a historical cost basis, except where the financial assets and liabilities had to be measured at fair value.

**B. Use of estimates**

The preparation of financial statements is in conformity with the Ind AS which requires the management to make judgements, estimates and assumptions that affect the reported amount of assets, liabilities, revenues and expenses and disclosure of contingent liabilities at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amount of assets or liabilities in future periods.

**C. Fixed Assets**

**(i) Tangible Assets**

Fixed assets are carried at cost less accumulated depreciation and impairment losses, if any.

**(ii) Intangible Assets**

There is no intangible asset.

**D. Depreciation and Amortisation**

Depreciation on fixed assets is provided to the extent of depreciable amount on the basis of useful life prescribed in Schedule II to the Companies Act, 2013.

**E. Investments**

Long term investments are stated at cost. Short term investments in SBI Mutual Fund are stated at cost Rs 37877551.97.

Fair Market value of investments in SBI Mutual Fund is Rs 40389569.14

**F. 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.

**G. Revenue Recognition**

Sales are recognised, net of returns and trade discounts, on transfer of significant risks and rewards of ownership to the buyer, which generally coincides with the delivery of goods to customers.

**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 assets 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.

**Schedule : 2 Non Current Investments**

1 Investment In Popular Plant	39,248.00	13,648.00
2 Investment In Plots	0.00	81,49,987.00
<b>Total</b>	<b>39,248.00</b>	<b>81,63,635.00</b>

**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	81,49,987.00	79,81,987.00
Add : Installments paid during the year	3,13,202.00	1,68,000.00
Less : Refund for Non Acception of Booking	0.00	0.00
Less : Plot sold during the year	1,19,23,910.00	0.00
Profit on sale	34,60,721.00	
Less : Transferred to other Income	34,60,721.00	
<b>Total</b>	<b>0.00</b>	<b>81,49,987.00</b>

**1.2 The above investments are stated at cost.**

**Schedule : 3 Long Term Loans & Advances**

**1 Security Deposits**

(a) Secured Considered Good (Electricity Security)	13,62,494.00	2,91,094.00
(b) Unsecured Considered Good	0.00	0.00
(c ) Doubtful	0.00	0.00
<b>Total</b>	<b>13,62,494.00</b>	<b>2,91,094.00</b>

**Schedule : 4 Deferred Taxation**

**Deferred Taxation**

Particulars	Year Ended 31st March, 2019	Year Ended 31st March, 2018
<b>Computation of Deferred Tax Assets/ Liabilities</b>		
Deferred Tax Liabilities on Account of Depreciation Difference	-6,46,377.61	-6,31,887.26
Less : Deferred Tax Assets on Account of Disallowances under Income Tax Act, 1961	0.00	0.00
<b>Net Deferred Tax Liabilities</b>	<b>-6,46,377.61</b>	<b>-6,31,887.26</b>

**Schedule : 5 Inventories**

**( At lower of cost and net realisable value)**

1 Raw Materials	33,19,919.50	14,27,400.50
2 Work-In-Progress	40,980.00	40,980.00
3 Finished Goods	40,55,492.00	50,39,602.00
4 Trading Stock	0.00	0.00
5 Consumable Stores & Spares	10,00,700.00	4,00,970.00
6 Power & Fuel	3,71,156.16	0.00
<b>Total</b>	<b>87,88,247.66</b>	<b>69,08,952.50</b>

**Schedule : 6 Trade Receivables**

**1 Outstanding for more than six months**

(a) Secured Considered Good	0.00	0.00
(b) Unsecured Considered Good	0.00	0.00
(c) Doubtful	0.00	0.00
Less: Provision for doubtful trade receivables	0.00	0.00
<b>Sub Total (A)</b>	<b>0.00</b>	<b>0.00</b>

**2 Others**

(a) Secured Considered Good	1,95,50,004.80	1,56,17,507.13
(b) Unsecured Considered Good	0.00	0.00
(c) Doubtful	0.00	0.00
Less: Provision for doubtful trade receivables	0.00	0.00
<b>Sub Total (B)</b>	<b>1,95,50,004.80</b>	<b>1,56,17,507.13</b>

**Total (A + B)**

**1,95,50,004.80** **1,56,17,507.13**

**Schedule : 7 Cash & Cash Equivalents**

**1 Cash-in-Hand**

Cash-in-Hand	1,42,522.02	12,83,470.30
<b>Sub Total (A)</b>	<b>1,42,522.02</b>	<b>12,83,470.30</b>

**2 Bank Balances**

**Balance with Scheduled Banks**

Union Bank of India - 19054	46,054.39	2,87,065.86
State Bank of India	44,75,305.64	2,13,384.14
HDFC Bank Limited	1,14,39,665.70	66,26,248.72
Axis Bank Limited	27,688.17	1,08,626.25

**3 FDR's**

4,20,000.00 4,20,000.00

**4 Accrued Interest on FDR's**

0.00 0.00

<b>Sub Total (B)</b>	<b>1,64,08,713.90</b>	<b>76,55,324.97</b>
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**Total (A + B)**

**1,65,51,235.92** **89,38,795.27**

**Schedule : 8 Short Term Loans & Advances**

**1 Other Advances (Secured)**

(a) Balance with Income Tax(Advance Tax)	0.00	1,00,000.00
(b) Other Advances	0.00	0.00
(c) Prepaid Insurance	1,92,108.00	1,59,697.00
(d) TDS Receivable	85,190.00	3,780.00
(e) TCS Receivable	0.00	16,243.00
(f) VAT Receivable	25,026.23	25,026.23
(g) GST Receivable	21,54,619.32	19,59,559.84

<b>Total</b>	<b>24,56,943.55</b>	<b>22,64,306.07</b>
<b><u>Schedule : 9 Current Investments</u></b>		
1 Investments in Quoted Shares	10,43,050.76	10,43,050.76
2 Share Investment Account(P.C. Jewellers Ltd)	9,41,411.44	0.00
3 SBI Premier Liquid Fund Account	3,78,77,551.98	2,92,61,533.54
4 ICICI Prudential Mutual Fund	0.00	61,37,083.01
	<b>3,98,62,014.18</b>	<b>3,64,41,667.31</b>
<b><u>Schedule : 10 Other Current Assets</u></b>		
1 Income Tax Refund		
F.Y. 2013-14	0.00	6,02,470.00
F.Y. 2016-17	4,334.00	4,334.00
<b>Total</b>	<b>4,334.00</b>	<b>6,06,804.00</b>
<b><u>Schedule : 11 Share Capital</u></b>		
<b>A. AUTHORISED SHARE CAPITAL</b>		
50,00,000 Equity Shares of Rs 10/- each.	5,00,00,000.00	5,00,00,000.00
	<b>5,00,00,000.00</b>	<b>5,00,00,000.00</b>
<b>ISSUED &amp; SUBSCRIBED SHARE CAPITAL</b>		
42,00,500 Equity Shares of Rs 10/- each.	4,20,05,000.00	4,20,05,000.00
	<b>4,20,05,000.00</b>	<b>4,20,05,000.00</b>
<b>PAID UP SHARE CAPITAL</b>		
42,00,500 Equity Shares of Rs 10/- each. Fully Paid-Up	4,20,05,000.00	4,20,05,000.00
	<b>4,20,05,000.00</b>	<b>4,20,05,000.00</b>
<b>FORFEITED SHARES</b>		
Shares of Rs 10/- each.	0.00	0.00
<b>Less: Calls In Arrears</b>	0.00	0.00
	<b>0.00</b>	<b>0.00</b>
<b>Total</b>	<b>4,20,05,000.00</b>	<b>4,20,05,000.00</b>

The Company has only one class of Equity Share having Par Value of Rs. 10 Per Share and Each Shareholder is eligible or 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	42,00,500.00
Add : Number of Shares allotted & paid up during the year	0.00	0.00
	<b>42,00,500.00</b>	<b>42,00,500.00</b>
Less : Number of Shares Bought Back during the year	0.00	0.00
Number of Shares outstanding at the end of the year.	<b>42,00,500.00</b>	<b>42,00,500.00</b>

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

Name of Shareholder	As at 31st March, 2019		As at 31st March, 2018	
	No. of Shares Held	% of Shareholding	No. of Shares Held	% of Shareholding
Indo Non Woven Pvt. Ltd.	7,24,000	17.24	7,24,000	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

<b>D. Details of Shares allotted/forfeited pertaining to following categories</b>					
<b>PARTICULARS</b>	<b>2018-2019</b>	<b>2017-2018</b>	<b>2016-2017</b>	<b>2015-2016</b>	<b>2014-2015</b>
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

**Schedule : 12 Other Equity**

<b>1 Securities Premium Reserve</b>	49,95,000.00	49,95,000.00
<b>Sub Total (A)</b>	<b>49,95,000.00</b>	<b>49,95,000.00</b>
<b>2 Capital Reserve</b>	77,28,036.00	77,28,036.00
<b>Sub Total (B)</b>	<b>77,28,036.00</b>	<b>77,28,036.00</b>
Amount on account of forfeited shares have been transferred to Capital Reserve.		
<b>3 Surplus (Profit &amp; Loss Account)</b>		
Balance Brought forward from Previous Year	62,46,083.18	53,40,811.69
Add : Profit for the year	14,05,178.39	9,05,271.49
<b>Sub Total (C)</b>	<b>76,51,261.57</b>	<b>62,46,083.18</b>
<b>Total (A+B+C)</b>	<b>2,03,74,297.57</b>	<b>1,89,69,119.18</b>

**Schedule : 13 Long Term Borrowings**

<b>1 Car Loan</b>	1,38,720.96	10,11,357.32
	<b>1,38,720.96</b>	<b>10,11,357.32</b>

**Schedule : 16 Long Term Provisions**

<b>1 Retirement Benefits (Gratuity)</b>	9,65,958.00	8,50,943.00
	<b>9,65,958.00</b>	<b>8,50,943.00</b>

**Schedule : 17 Short Term Borrowings**

<b>1 Secured</b>		
(a) Loan Repayable On Demand		
- From Banks	0.00	0.00
- From Other Parties	0.00	0.00
(b) Current Liabilities of Long Term Debt (Car Loan)	8,72,636.32	9,62,837.15
(Due within one year)		
<b>Sub Total (A)</b>	<b>8,72,636.32</b>	<b>9,62,837.15</b>
<b>2 Unsecured</b>		
(a) Loan Repayable On Demand		
- From Directors	0.00	0.00
- From Other Parties	0.00	0.00
<b>Sub Total (B)</b>	<b>0.00</b>	<b>0.00</b>
<b>Total (A+B)</b>	<b>8,72,636.32</b>	<b>9,62,837.15</b>

**Schedule : 18 Trade Payables**

<b>1 Micro, Small and Medium Enterprises</b>	0.00	0.00
<b>2 Others</b>	5,30,29,816.42	3,28,66,203.00
<b>3 Advances from Customers</b>	4,32,029.00	13,603.00
<b>Total</b>	<b>5,34,61,845.42</b>	<b>3,28,79,806.00</b>

**Schedule : 19 Other Current Liabilities**

1 Statutory Dues		
(a) Auditor Remuneration Payable	40,500.00	48,600.00
(b) T.D.S. Payable	0.00	4,500.00
(c) Stock Exchange Fees Payable	0.00	0.00
(d) Electricity Charges Payable	5,41,652	2,10,376.00
<b>2 Employee Expenses</b>		
(a) Wages Payable	0.00	96,543.00
(b) Salary Payable	0.00	51,148.00
(c) Labour Welfare Payable	6,495.00	310.00
(d) EPF Payable	9,294.00	10,801.00
(e) ESI Payable	2,334.00	6,394.00
<b>3 Creditors for Other Expenses</b>		
(a) Telephone Bill Payable	0.00	10,313.87
(b) Security Service Exp. Payable	0.00	0.00
(c) Fees & Taxes Payable	6,000.00	6,000.00
<b>4 Advance from Customers</b>	0.00	0.00
<b>Total</b>	<b>6,06,275.00</b>	<b>4,44,985.87</b>

**Schedule : 20 Short Term Provisions**

1 Provision for Taxation	3,44,826.00	1,42,851.00
<b>Total</b>	<b>3,44,826.00</b>	<b>1,42,851.00</b>

**Schedule : 21 Revenue from Operations**

1 Domestic Sales	10,37,02,713.56	11,02,47,231.23
2 Export Sales	0.00	0.00
<b>Total</b>	<b>10,37,02,713.56</b>	<b>11,02,47,231.23</b>

**Schedule : 22 Other Income**

1 Interest On FDR's	37,800.00	47,698.10
2 Profit on Sale of Poplar Plant	0.00	6,84,287.93
3 Profit on Sale of Car (Swift)	0.00	71,987.00
4 Profit on Sale of Machinery	0.00	3,72,263.60
5 Profit/Interest on Mutual Funds	9,98,149.23	5,50,055.64
6 Rebate & Discount	-	4,972.51
7 Dividend Income	5,200.00	-
8 Profit on Sale of Plot	34,60,721.00	-
9 Interest accrued on Mutual Funds	0.00	0.00
10 Interest on Income Tax Refund	1,36,450.00	0.00
11 Loss on Sale of Shares (PCJ Shares)	-6,32,269.36	0.00
12 Interest accrued on SBI Premier Liquid Fund	0.00	0.00
<b>Total</b>	<b>40,06,050.87</b>	<b>17,31,264.78</b>

**Schedule : 23 Cost Of Material Consumed**

1 Raw Material Consumed		
Opening Stock	14,27,400.50	40,03,583.00
Add: Purchases	7,17,60,252.49	4,63,92,905.89
Less: Closing Stock	33,19,919.50	14,27,400.50
Less: Trading Stock	38,41,174.00	12,78,176.50
	<b>6,60,26,559.49</b>	<b>4,76,90,911.89</b>
2 Consumable Stores & Spares		
Opening Stock	4,00,970.00	22,55,944.00

**INDO COTSPIN LIMITED**  
**CIN NO.: L17111HR1995PLC032541**

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Add: Purchases	1,37,99,428.81	3,00,40,666.77
Less: Closing Stock	10,00,700.00	4,00,970.00
Less: Trading Stock	21,02,463.81	26,64,441.00
	<u>1,10,97,235.00</u>	<u>2,92,31,199.77</u>
<b>Total (1+2)</b>	<b><u>7,71,23,794.49</u></b>	<b><u>7,69,22,111.66</u></b>
<b><u>Schedule : 24 Purchase Of Stock-in-Trade</u></b>		
1 Finished Goods	8,83,118.95	96,93,190.78
2 Raw Material	38,41,174.00	12,78,176.50
3 Stores & Spares	21,02,463.81	26,64,441.00
<b>Total</b>	<b><u>68,26,756.76</u></b>	<b><u>1,36,35,808.28</u></b>
<b><u>Schedule : 25 (Increase) / Decrease in Finished Goods, WIP &amp; Stock in Trade</u></b>		
<b>1 Inventories at the beginning of the year</b>		
<b>(a) Finished Goods</b>		
Manufactured Goods	50,39,602.00	80,78,013.00
Trading Stock	0.00	0.00
<b>(b) Work in Progress</b>	<u>40,980.00</u>	<u>57,800.00</u>
	<b><u>50,80,582.00</u></b>	<b><u>81,35,813.00</u></b>
<b>2 Inventories at the end of the year</b>		
<b>(a) Finished Goods</b>		
Manufactured Goods	40,55,492.00	50,39,602.00
Trading Stock	0.00	0.00
<b>(b) Work in Progress</b>	<u>40,980.00</u>	<u>40,980.00</u>
	<b><u>40,96,472.00</u></b>	<b><u>50,80,582.00</u></b>
<b>Total (1 - 2)</b>	<b><u>9,84,110.00</u></b>	<b><u>30,55,231.00</u></b>
<b><u>Schedule : 26 Employee Benefit Expenses</u></b>		
<b>1 Direct Expenses</b>		
(a) Wages	7,60,905.00	11,36,051.00
(b) E.P.F. on Wages	46,292.00	45,665.00
(c) E.S.I. on Wages	25,474.00	22,119.00
(d) Welfare Account	0.00	2,340.00
<b>2 Indirect Expenses</b>		
(a) Salaries	6,49,599.00	6,14,754.00
(b) Director's Remuneration	24,00,000.00	23,10,000.00
(c) Sitting Fees of Directors	60,000.00	50,000.00
(d) Staff Welfare	0.00	0.00
(e) Gratuity	1,15,015.00	94,931.00
<b>Total</b>	<b><u>40,57,285.00</u></b>	<b><u>42,75,860.00</u></b>
<b><u>Schedule : 27 Finance Costs</u></b>		
1 Interest on Car Loan	1,38,342.81	1,86,587.80
2 Bank & Financial Charges	5,050.21	2,775.91
<b>Total</b>	<b><u>1,43,393.02</u></b>	<b><u>1,89,363.71</u></b>
<b><u>Schedule : 28 Depreciation &amp; Amortisation Expenses</u></b>		
1 Depreciation	43,86,608.53	36,63,830.43
2 Amortisation	0.00	0.00
<b>Total</b>	<b><u>43,86,608.53</u></b>	<b><u>36,63,830.43</u></b>



**Schedule : 29 Other Expenses**

<b>1 Manufacturing Expenses</b>		
(a) Power & Fuel	16,09,116.37	12,86,998.05
(b) Machinery Repairs & Spares	9,87,865.24	11,04,338.12
(c) Diesel Expenses	0.00	2,75,981.00
(d) Electricity Expenses	34,19,705.00	24,74,274.00
(e) Freight Expenses	20,070.00	3,79,584.20
(f) Agency Charges	50,650.00	0.00
(g) Custom Duty	9,41,372.00	0.00
(h) Clearing & Forwarding Charges	9,26,929.00	0.00
(i) Generator rent	20,000.00	0.00
<b>Sub-Total (A)</b>	<b>79,75,707.96</b>	<b>55,21,175.37</b>
<b>2 Selling &amp; Distribution Expenses</b>		
(a) Advertisement Expenses	30,600.00	52,280.00
(b) Freight & Cartage (Outward)	10,170.00	1,88,500.00
(c) Packing Expenses	20,86,995.75	16,16,756.60
(d) Clearing Charges	0.00	0.00
(e) Rebate & Discount	3,45,619.08	0.00
<b>Sub-Total (B)</b>	<b>24,73,384.83</b>	<b>18,57,536.60</b>
<b>3 Establishment Expenses</b>		
(a) Auditor Remuneration	45,000.00	45,000.00
(b) Building Repair	73,069.48	11,000.00
(c) Computer Repair	0.00	510.00
(d) Conveyance Expense	3,00,450.23	2,80,260.79
(e) Fees & Taxes	2,81,629.89	1,49,913.15
(f) White wash Charges	0.00	77,305.88
(g) Insurance	2,24,045.00	2,09,188.00
(h) Courier Expenses	21,398.00	8,692.00
(i) Printing & Stationary	9,000.00	8,000.00
(j) Stock Exchange Fees	2,50,000.00	2,87,500.00
(k) Travelling Expenses	6,90,851.94	8,72,062.53
(l) Telephone Charges	44,386.26	1,49,945.44
(m) Miscellaneous Expenses	5,659.00	8,522.57
<b>Sub-Total (C)</b>	<b>19,45,489.80</b>	<b>21,07,900.36</b>
<b>Total Other Expenses (A+B+C)</b>	<b>1,23,94,582.59</b>	<b>94,86,612.33</b>

**30** Provision for Taxation of Rs. 344826 for the financial year 2018-19 represents Income Tax computed as per MAT provisions prescribed under section 115JB of the Income Tax Act, 1961.

**31** Based on the information 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.

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

Particulars	Year Ended 31st March, 2019	Year Ended 31st March, 2018
Director's Remuneration	24,00,000.00	23,10,000.00
SH. BAL KISHAN AGGARWAL	4,80,000.00	4,62,000.00
SH. RAJ PAL AGGARWAL	4,80,000.00	4,62,000.00
SH. ARPAN AGGARWAL	4,80,000.00	4,62,000.00
SH. SAHIL AGGARWAL	4,80,000.00	4,62,000.00
SH.SANIL AGGARWAL	4,80,000.00	4,62,000.00

**33 Remuneration paid / payable to Auditors**

Particulars	Year Ended 31st March, 2019	Year Ended 31st March, 2018
Payment to Auditor(Manish Jain & Associates)	45,000.00	45,000.00

Payments to auditors comprises of Statutory Audit fees and fees for taxation matters.

**34 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.**

**35 Related Party Disclosures for the Year Ended 31st March, 2018.**

(a)	Particulars	Year Ended 31st March, 2019	Year Ended 31st March, 2018
1	Key Management Personnel	Sh. Bal Kishan Aggarwal Sh. Raj Pal Aggarwal	Sh. Bal Kishan Aggarwal Sh. Raj Pal Aggarwal
			Mr. Arpan Aggarwal
			Mr. Sanil Aggarwal
			Mr. Sahil Aggarwal
2	Independent Directors	Sh. Shubham Singla Smt. Shelly Aggarwal	Mr. Anil Aggarwal Mr. Ankush Aggarwal
			Mr. Pawas Aggarwal
			Smt. Saroj Garg
			Smt. Vinod Kumar Garg
3	Relative of Key Management Personnel	Nil	Nil
4	Enterprises that directly/indirectly through one or more intermediaries control or controlled by, or under common control with, the company.	Nil	Nil
5	Associate Company	Indo Non Woven Pvt Ltd.	Indo Non Woven Pvt Ltd.
6	Members or their relatives having significant influence over the company by having an interest in the voting power of the company.	Nil	Nil
7	Enterprises in which substantial interest in the voting power is owned directly/ indirect by the key management personnel or their relatives including directors and senior management of the company.	Nil	Nil

**(b) Details of Transaction with the Related Parties**

	Particulars	Year Ended 31st March, 2019	Year Ended 31st March, 2018
1	Key Management Personnel	Rs. 24,00,000.00 (Remuneration Paid)	Rs. 23,10,000.00 (Remuneration Paid)
	SH. BAL KISHAN AGGARWAL	4,80,000.00	4,62,000.00
	SH. RAJ PAL AGGARWAL	4,80,000.00	4,62,000.00
	SH. ARPAN AGGARWAL	4,80,000.00	4,62,000.00
	SH. SAHIL AGGARWAL	4,80,000.00	4,62,000.00
	SH.SANIL AGGARWAL	4,80,000.00	4,62,000.00
2	Relative of Key Management Personnel	Nil	Nil
3	Enterprises where Control Exists	Nil	Nil
4	Associate Company	Nil	Nil
5	Members or their relatives having significant influence	Nil	Nil
6	Enterprises in which substantial interest	Nil	Nil

**36 Earning per Share**

Particulars	Year Ended 31st March, 2019	Year Ended 31st March, 2018
Profit After Tax	14,47,408.04	6,06,827.60
Weighted Average No. of Equity Shares	42,00,500.00	42,00,500.00
Basics/ Diluted EPS	0.34	0.14

**37 Statement of Finished Goods**

S.No.	Particulars	Opening Stock as on 01.04.2018	Purchase/ Production	Sales/ Consumed	Closing Stock as on 31.03.2019
1	<b>Manufactured</b>				
	Non Woven Fabrics	87,962.42	14,26,436.54	14,44,309.27	70,089.69
2	Tufted Carpet	22,970.33	5,18,394.52	5,17,937.99	23,426.86
	<b>Trading Stock</b>				
1	Handloom (In Mtrs)	0.00	0.00	0.00	0.00
2	Pet Flakex (In Kgs.)	0.00	0.00	0.00	0.00

**38 Cost of Material Consumed**

(Amount in Rupees)

Particulars	Year Ended 31st March , 2019		
	Unit	Quantity	Amount
Poly Fiber	KGS	5,53,212.40	2,25,72,343.75
Cbc clothes	MTRS	75,360.56	9,99,445.33
Polyster Yarn	KGS	27,607.80	26,56,716.00
Mono Filament Yarn	KGS	55,626.40	58,13,472.02
Fabrics	KGS	5,28,147.60	1,97,48,722.75
Marble Powder	KGS	6,81,000.00	9,03,550.00
Jute Yarn	KGS	1,35,899.50	1,16,25,187.64
Paper	ROLLS	305.00	17,92,696.79
Oil & Chemicals	KGS	99,725.00	84,00,988.21
Plastic Dana	KGS	11,680.00	10,08,119.00
PVC Sheeting	MTRS	28,962.00	16,02,553.00
<b>Total</b>			<b>7,71,23,794.49</b>

**39 Details of consumption of imported and indigenous items:-**

(Amount in Rupees)

Particulars	Year Ended 31st March, 2019	
	%	Amount
Imported	11.16	93,69,546.30
Indigenous	88.84	7,45,81,004.95
<b>Total</b>	<b>100.00</b>	<b>8,39,50,551.25</b>

**40 Expenditure in Foreign Currency (on payment basis)**

Particulars	Year Ended 31st March, 2019
Raw Material	93,69,546.30

**41 Earnings in Foreign Currency -Nil**

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

**42 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	\$1,34,862.23
2	Capital Goods	\$71,326.00
3	Components & Spare Parts	Nil

**42 A. Registration Details**

Registration Number	32541	32541
State Code	5	5
Balance Sheet Date	31.03.2019	31.03.2018

**43 B. Position Of Mobilisation & Development of Funds**

Total Equity & Liabilities	11,87,69,559.27	9,72,66,899.52
Total Assets	11,87,69,559.27	9,72,66,899.52
<b>Equity &amp; Liabilities</b>		
Paid Up Capital	4,20,05,000.00	4,20,05,000.00
Forfeited Shares	0.00	0.0
Other Equity	2,03,74,297.57	1,89,69,119.18
Non Current Liabilities	11,04,678.96	18,62,300.32
Current Liabilities	5,52,85,582.74	3,44,30,480.02
<b>Assets</b>		
Net Fixed Assets	2,95,47,907.56	2,55,65,885.98
Non Current Assets other than Fixed Assets	20,08,871.61	9,22,981.26
Net Current Assets	8,72,12,780.11	7,07,78,032.28

**44 C. Performance of Company**

Revenue From Operations	10,37,02,713.56	11,02,47,231.23
Other Income	40,06,050.87	17,31,264.78
Total Expenditure	10,59,16,530.39	11,12,28,817.41
Profit before tax	17,92,234.04	7,49,678.60
Provision for Taxation		
-Current Tax	3,44,826.00	1,42,851.00
-Previous Year Tax	56,720.00	2,150.00
-Deferred Tax	-14,490.35	-3,00,593.89
Profit after Tax	14,05,178.39	9,05,271.49

**INDO COTSPIN LIMITED**  
**CIN NO.: L17111HR1995PLC032541**

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<b>45 D. Generic Name of the Principal Product of Co.</b> (As per monetary Terms) Item Code No. Product Description	<b>N.A.</b> <b>Manufacturing &amp; Trading of Textiles Goods</b>
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As per our separate report of even date.

**For Manish Jain & Associates**  
**Chartered Accountants**  
**Sd/-**  
**(FCA MANISH JAIN)**  
**Partner**  
**Membership No. 096014**  
**Firm's Regn. No. 015608N**

**Place : Panipat**  
**Date : 30.05.2019**

**For Indo Cotspin Limited**

**Sd/-**  
**(Raj Pal Aggarwal)**  
**Whole Time Director**  
**DIN: 00456189**

**Sd/-**  
**(Vijay Pal)**  
**Chief Financial Officer**  
**Pan: AAPPP6485R**

**Sd/-**  
**(Bal Kishan Aggarwal)**  
**Managing Director**  
**DIN: 00456219**

**Sd/-**  
**(Nitin Nandwani)**  
**Company Secretary**  
**ACS No. 44756**

**INDO COTSPIN LIMITED**  
**CIN NO.: L17111HR1995PLC032541**

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Indo Cotspin Limited  
CIN: L17111HR1995PLC032541

**CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31.03.2019**

		(Amount in Rupees)	
PARTICULARS	Year Ended 31st March 2019	Year Ended 31st March 2018	
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>			
Net Profit / (Loss) after extraordinary items and tax	14,05,178.39	9,05,271.49	
Add: Depreciation	43,86,608.53	36,63,830.43	
Financial Cost	1,43,393.02	1,89,363.71	
Provision for Current Taxation	3,44,826.00	1,42,851.00	
Provision for Previous Year Taxation	56,720.00	2,150.00	
Provision For Gratuity	1,15,015.00	94,931.00	
Loss on Sale of Fixed Assets (Car)	-	-	
Deferred Tax Liability	(14,490.35)	(3,00,593.89)	
	64,37,250.59	46,97,803.74	
Less: Profit on sale of Fixed Assets/ Plots	34,60,721.00	11,28,538.53	
Less: Profit/Interest on Mutual Funds	9,98,149.23	5,50,055.64	
Less: Interest on FDR	37,800.00	47,698.10	
Less: Dividend Received	5200.00	0.00	
Add: Loss on Sale of PCJ Shares	(6,23,269.36)	0.00	
Operating Profit before working capital changes	13,03,111.00	29,71,511.47	
Less: Increase/(Decrease) in Current Assets			
Inventories	18,79,295.16	(77,04,067.50)	
Trade receivables	39,32,497.67	32,52,955.13	
Short-term loans and advances	1,92,637.48	5,42,881.47	
Other current assets	(6,02,470.00)	4,334.00	
Add: Increase/(Decrease) in Current Liabilities			
Trade payables	2,05,82,039.42	88,88,326.00	
Other current liabilities	1,61,289.13	(20,946.13)	
Operating Profit After Working Capital Changes	1,66,44,479.24	1,57,42,788.24	
Add: Net income tax (paid) / refunds	6,401.00	1,22,019.00	
Previous Year Expenses	56,720.00	2,150.00	
Net Cash from Operating Activities	1,65,81,358.24	1,56,18,619.24	
<b>B. CASH FROM INVESTING ACTIVITIES</b>			
Sale of Poplar Plants	0.00	7,19,266.93	
Purchase of Poplar Plants	0.00	0.00	
Sale of Plant & Machinery	0.00	6,25,000.00	
Interest on FDR	37,800.00	47,698.10	
Dividend Received	5,200.00	0.00	
Sale of Car	0.00	1,00,000.00	
Sale of Mutual Funds	1,25,19,213.87	1,10,37,687.11	
Purchase of Mutual Funds	(1,40,00,000.00)	(2,07,95,000.00)	
Sale of Shares	15,11,657.64	0.00	
Purchase of Shares	(30,85,338.40)	0.00	
Additions to Building	(9,55,564.00)	(1,79,860.00)	
Purchase of Furniture	(1,01,510.20)	(3,85,565.72)	
Purchase of Fire Extinguisher	0.00	0.00	
Purchase of Vehicle	0.00	(18,60,210.00)	
Purchase of Plant & Machinery	(1,54,22,468.33)	(7,66,099.91)	

**INDO COTSPIN LIMITED**  
**CIN NO.: L17111HR1995PLC032541**

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Purchase of Computer	(13,474.58)	(69,491.53)
Plot Installment	(3,13,202.00)	(1,68,000.00)
Sale of Plots	1,19,23,910.00	0.00
Net Cash from Investing Activities	<u>(78,93,776.00)</u>	<u>(1,16,94,575.02)</u>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from Share Capital	-	-
Proceeds From Share Premium	-	-
Proceeds form Forfeiture of Shares	-	-
Proceeds from Secured Loans(Car Loan)	-	14,84,680.00
Proceeds from Unsecured Loans	-	-
Net Cash from Financing Activities	<u>-</u>	<u>14,84,680.00</u>
Less: Repayment of Loans	-	-
Less: Repayment of Car Loan	11,01,180.00	7,73,367.20
Less: Financial Charges	1,43,393.02	1,89,363.71
Net Cash Flow from Financing Activities	<u>(12,44,573.02)</u>	<u>5,21,949.09</u>
<b>Net increase in Cash &amp; Cash Equivalents</b>	74,43,009.22	44,45,993.31
<b>Cash &amp; Cash Equivalents at the Beginning of the Year</b>	89,38,795.27	44,92,801.96
<b>Cash &amp; Cash Equivalents at the End of the Year</b>	<u>1,63,81,804.49</u>	<u>89,38,795.27</u>

As per our separate report of even date.

**For Manish Jain & Associates**  
**Chartered Accountants**  
**Sd/-**  
**(FCA MANISH JAIN)**  
**Partner**  
**Membership No. 096014**  
**Firm's Regn. No. 015608N**

**Place : Panipat**  
**Date : 30.05.2019**

**For Indo Cotspin Limited**

**Sd/-**  
**(Raj Pal Aggarwal)**  
**Whole Time Director**  
**DIN: 00456189**

**Sd/-**  
**(Vijay Pal)**  
**Chief Financial Officer**  
**Pan: AAPPP6485R**

**Sd/-**  
**(Bal Kishan Aggarwal)**  
**Managing Director**  
**DIN: 00456219**

**Sd/-**  
**(Nitin Nandwani)**  
**Company Secretary**  
**ACS No. 44756**

1231-A, BINDLE BHAWAN,  
I.B. SCHOOL LANE, G.T. ROAD,  
PANIPAT-132103.

**INDO COTSPIN LIMITED**  
**Notes to Accounts Forming Integral Part of the Balance Sheet As At 31st March, 2018.**

**Note : 1 Property, Plant and Equipment**

(Amount in Rupees)

S.No.	Particulars	GROSS B L O C K				DEPRECIATION B L O C K				NET B L O C K	
		As On 01.04.2018	Addition During the Year	Deduction During the Year	As On 31.03.2019	As On 01.04.2018	Addition During the Year	Adjusted Against Reserves	Deduction During the Year	As On 31.03.2019	WDV as on 31.03.2018
I.	Tangible Assets										
1	Land	45,48,411.00	0.00	0.00	45,48,411.00	0.00	0.00	0.00	0.00	0.00	45,48,411.00
2	Building	77,09,574.30	9,55,564.00	0.00	86,65,138.30	54,71,334.29	3,46,297.53	0.00	0.00	58,17,631.82	22,38,240.01
3	Plant & Machinery	43,956.00	0.00	0.00	43,956.00	43,956.00	0.00	0.00	0.00	43,956.00	0.00
4	Plant & Machinery (New)	1,32,68,407.64	1,54,22,468.33	0.00	2,86,90,875.97	66,14,461.21	27,34,074.09	0.00	0.00	93,48,535.31	66,53,946.43
5	Furniture & Fixtures	7,73,846.72	1,01,510.20	0.00	8,75,356.92	4,12,114.12	1,15,130.27	0.00	0.00	5,27,244.38	3,61,732.60
6	Vehicles	1,23,23,704.00	0.00	0.00	1,23,23,704.00	87,99,056.04	11,44,906.23	0.00	0.00	99,43,962.27	35,24,647.96
7	Computer	1,37,891.53	13,474.58	0.00	1,51,366.11	71,325.94	42,276.00	0.00	0.00	1,13,601.93	66,565.59
8	Fire Extinguishers	29,181.00	0.00	0.00	29,181.00	20,473.62	3,924.42	0.00	0.00	24,398.03	8,707.38
	<b>Total</b>	<b>3,88,34,972.19</b>	<b>1,64,93,017.11</b>	<b>-</b>	<b>5,53,27,989.30</b>	<b>2,14,32,721.21</b>	<b>43,86,608.53</b>	<b>-</b>	<b>-</b>	<b>2,58,19,329.74</b>	<b>1,74,02,250.98</b>

a) Fixed assets are stated at cost less depreciation.



**INDO COTSPIN LIMITED**  
**CIN NO.: L17111HR1995PLC032541**

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**INDO COTSPIN LIMITED**

CIN: L17111HR1995PLC032541

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

**PROXY FORM**

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

**Name of Member:**

**Registered Address:**

**Regd. Folio No./ D.P. ID / Client ID:**

**E-mail Id:**

I / WE, being a member(s) of \_\_\_\_\_ equity shares of the above named Company, hereby appoint

Name: \_\_\_\_\_ Email: \_\_\_\_\_  
Address: \_\_\_\_\_

Signature: \_\_\_\_\_ or failing him/her  
Name: \_\_\_\_\_ Email: \_\_\_\_\_  
Address: \_\_\_\_\_

Signature: \_\_\_\_\_ or failing him/her  
Name: \_\_\_\_\_ Email: \_\_\_\_\_  
Address: \_\_\_\_\_

Signature: \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual general meeting of the company, to be held on the Thursday, 29th August, 2019 at 11.30 A.M. at the registered office of the Company at Delhi Mile Stone 78 K.M, NH-1 , G.T, Road, Village Jhattipur, Post Box No. 3, Post Office, Samalkha, Panipat-132103(Haryana) and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution number	Resolution
	<b>Ordinary Business</b>
1	Adoption of Financial Statements for the year ended March, 31 2019
2	Appointment of a Director in place of Mr. Rajpal Aggarwal, Director liable to retire by rotation
3	Ratification of appointment of Statutory Auditors and authorize Board of Directors to fix their remuneration
	<b>Special Business</b>
4	Appointment of Ms. Shally Aggarwal as Woman Independent Director
5	Appointment of Mr. Shubham Singla as an Independent Director

Signed this..... day of..... 2019

Affixed  
Revenue  
Stamp

Signature of shareholder

Signature of Proxy holder(s)

**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.**

**INDO COTSPIN LIMITED**  
**CIN NO.: L17111HR1995PLC032541**

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**INDO COTSPIN LIMITED**

CIN: L17111HR1995PLC032541

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

**Attendance Slip for Attending Annual General Meeting**

**Name of Member:**

**Registered Address:**

**Regd. Folio No./ D.P. ID / Client ID:**

**No. of Shares held:**

I certify that I am a member / proxy for the member(s) of the Company.

I hereby record my presence at the Annual General Meeting of the Company to be held on Thursday, **29th August, 2019** at 11.30 A.M.at the registered office of the Company at Delhi Mile Stone 78 K.M, NH-1 , G.T. Road, Village Jhattipur, Post Box No. 3 , Post Office, Samalkha, Panipat-132103(Haryana).

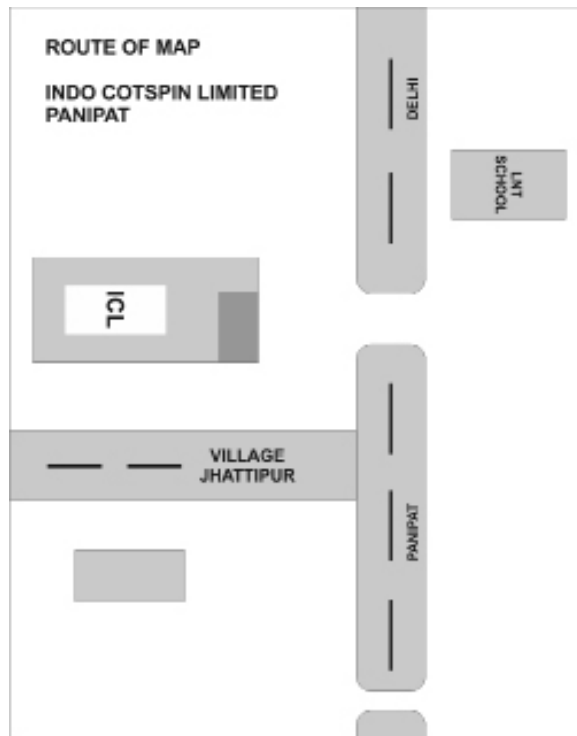
.....  
Member's / Proxy's Name in Block Letters

.....  
Signature of Member/ Proxy

Note: Please fill up this attendance slip and hand over at the entrance of the meeting hall.

**NOTE: IN CASE ANY SHAREHOLDER WISH TO CAST HIS/ HER VOTE THROUGH EVOTING, PLEASE REFERE TO THE DETAILS MENTIONED IN THE NOTICE OF THE ANNUAL GENERAL MEETING.**

## Book Post



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**Indo Cotspin Limited**

Delhi Mile Stone, 78 K.M., NH-1, G.T. Road,  
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