

# Indo Cotspin Limited

BSE SCRIP CODE - 538838 - ICL



# 23rd

*Annual  
Report*

---

**2016 - 2017**

---

## **23rd Annual Report 2016-17**

### **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

Sh. Sahil Aggarwal

Sh. Arpan Aggarwal

Sh. Sanil Aggarwal

##### **DIRECTOR**

Sh. Ankush Aggarwal

Sh. Anil Aggarwal

Sh. Vinod Kumar Garg

Sh. Pawas Aggarwal

Mrs. Saroj Garg

##### **AUDITORS**

M/s Manish Jain & Associates  
Chartered Accountants

##### **RTA**

**Skyline Financial Services Pvt. Ltd.**  
D-153 A, 1st Floor, Okhla Industrial Area,  
Phase-I, New Delhi-110020  
Ph:- 011-26812681, Fax:- 011-64732682  
Email Id : viren@skylinerta.com  
Website : www.skylinerta.com

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

Delhi Mile Stone, 78 K.M., G.T. Road,  
NH-1, Village Jhattipur, Post Box-3,  
Post Office Samalkha,  
Distt. Panipat-132103 Haryana (INDIA)  
Website : www.indocotspin.com  
Email Id : rajpalaggarwal2000@yahoo.com  
info@indocotspin.com  
cs@indocotspin.com

<b>CONTENTS</b>	<b>Page No.</b>
Not i ce	3
Boar d' s Repor t	13
Annexur e- I	19
Annexur e- II	22
Annexur e- III	23
Annexur e- IV	26
Annexur e- V	27
Annexur e- VI	35
Annexur e- VII	38
Audi t or' s Repor t	41
Bal ance Sheet	47
Pr of it & Loss Account	48
Schedul es	55
Cash Fl ow St at ement	61
Pr oxy For mand At t endance Sl ip	62

**INDO COTSPIN LIMITED**

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

**NOTICE TO THE 23<sup>rd</sup> ANNUAL GENERAL MEETING**

**Notice** is hereby given that the 23<sup>rd</sup> Annual General Meeting of the Members of the Company will be held on **Friday, 29<sup>th</sup> September, 2017** at 10.00 A.M. at the registered office of the Company at Delhi Mile Stone 78 K.M, G.T, Road, N.H.-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 31<sup>st</sup> March, 2017, including the audited balance sheet as at 31<sup>st</sup> March 2017 and Statement of Profit and Loss Account for the year ended on that date together with the Reports of the Auditors and Directors' thereon.

**Item no. 2: Appointment of Director**

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

**Item no. 3: Ratification of 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 ratifies the appointment of 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 2019 at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors."

**Special business**

**Item no. 4: Increase in remuneration of Mr Bal Kishan Aggarwal, Managing Director.**

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

**"Resolved That** pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder, as amended from time to time, read with Schedule V to the Act, consent of the members be and is hereby accorded for increase in the remuneration of Mr. Bal Kishan Aggarwal as the Managing Director of the Company upto a sum of Rs. 40,000/- (Rupees Forty Thousand only) per month, whether paid as salary, allowance(s), perquisites or a combination thereof, with effect from 01.05.2017 for a period of three years or till the date of his remaining tenure as Managing Director, whichever is earlier.

**Resolved Further That** payment towards the following perquisites will not be included in the aforesaid limit of remuneration:

- a. Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961;

- b. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and
- c. Encashment of leave at the end of tenure

**Resolved Further That** in case of inadequacy of profit in any financial year, the remuneration payable to the Managing Director shall be limited to the extent, as provided under of Part-II of Schedule V of the Companies Act, 2013.

**Resolved Further That** the Nomination and Remuneration Committee of the Board of Directors of the Company be and is hereby authorized to fix and vary the remuneration from time to time within the aforesaid limit to the extent it may deem appropriate.

**Resolved Further that** the Board of Directors of the Company (including Nomination and Remuneration Committee) be and is hereby authorized to take all necessary steps to give effect to the aforesaid resolution.”

**Item no. 5: Increase in remuneration of Mr. Sahil Aggarwal, Whole Time Director**

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

“**Resolved That** pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder, as amended from time to time, read with Schedule V to the Act, consent of the members be and is hereby accorded for increase in the remuneration of Mr. Sahil Aggarwal, the Whole Time Director of the Company upto a sum of Rs. 40,000/- (Rupees Forty Thousand only) per month, whether paid as salary, allowance(s), perquisites or a combination thereof, with effect from 01.05.2017 for period of three years or till the date of his remaining tenure, whichever is earlier.

**Resolved Further That** payment towards the following perquisites will not be included in the aforesaid limit of remuneration:

- a. Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961;
- b. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and
- c. Encashment of leave at the end of tenure

**Resolved Further That** in case of inadequacy of profit in any financial year, the remuneration payable to the Whole Time Director shall be limited to the extent, as provided under of Part-II of Schedule V of the Companies Act, 2013.

**Resolved Further That** the Nomination and Remuneration Committee of the Board of Directors of the Company be and is hereby authorized to fix and vary the remuneration from time to time within the aforesaid limit to the extent it may deem appropriate.

**Resolved further that** the Board of Directors of the Company (including Nomination and Remuneration Committee) be and is hereby authorized to take all necessary steps to give effect to the aforesaid resolution.”

**Item no. 6: Increase in remuneration of Mr. Raj Pal Aggarwal, Whole Time Director**

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

“**Resolved That** pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder, as amended from time to time, read with Schedule V to the Act, consent of the members be and is hereby accorded for increase in the remuneration of Mr. Raj Pal Aggarwal, the Whole Time Director of the Company upto a sum of Rs. 40,000/- (Rupees Forty Thousand only) per month, whether paid as salary, allowance(s), perquisites or a combination thereof, with effect from 01.05.2017 for period of three years or till the date of his remaining tenure, whichever is earlier.

**Resolved Further That** payment towards the following perquisites will not be included in the aforesaid limit of remuneration:

- a. Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961;
- b. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and
- c. Encashment of leave at the end of tenure

**Resolved Further That** in case of inadequacy of profit in any financial year, the remuneration payable to the Whole Time Director shall be limited to the extent, as provided under of Part-II of Schedule V of the Companies Act, 2013.

**Resolved Further That** the Nomination and Remuneration Committee of the Board of Directors of the Company be and is hereby authorized to fix and vary the remuneration from time to time within the aforesaid limit to the extent it may deem appropriate.

**Resolved further that** the Board of Directors of the Company (including Nomination and Remuneration Committee) be and is hereby authorized to take all necessary steps to give effect to the aforesaid resolution.”

**Item no. 7: Increase in remuneration of Mr. Arpan Aggarwal, Whole Time Director**

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

“**Resolved That** pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder, as amended from time to time, read with Schedule V to the Act, consent of the members be and is hereby accorded for increase in the remuneration of Mr. Arpan Aggarwal, the Whole Time Director of the Company upto a sum of Rs. 40,000/- (Rupees Forty Thousand only) per month, whether paid as salary, allowance(s), perquisites or a combination thereof, with effect from 01.05.2017 for period of three years or till the date of his remaining tenure, whichever is earlier.

**Resolved Further That** payment towards the following perquisites will not be included in the aforesaid limit of remuneration:

- a. Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961;
- b. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and
- c. Encashment of leave at the end of tenure

**Resolved Further That** in case of inadequacy of profit in any financial year, the remuneration payable to the Whole Time Director shall be limited to the extent, as provided under of Part-II of Schedule V of the Companies Act, 2013.

**Resolved Further That** the Nomination and Remuneration Committee of the Board of Directors of the Company be and is hereby authorized to fix and vary the remuneration from time to time within the aforesaid limit to the extent it may deem appropriate.

**Resolved further that** the Board of Directors of the Company (including Nomination and Remuneration Committee) be and is hereby authorized to take all necessary steps to give effect to the aforesaid resolution.”

**Item no. 8: Increase in remuneration of Mr. Sanil Aggarwal, Whole Time Director**

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

“**Resolved That** pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder, as amended from time to time, read with Schedule V to the Act, consent of the members be and is hereby accorded for increase in the remuneration of Mr. Sanil Aggarwal, the Whole Time Director of the Company upto a sum of Rs. 40,000/- (Rupees Forty Thousand only) per month, whether paid

as salary, allowance(s), perquisites or a combination thereof, with effect from 01.05.2017 for period of three years or till the date of his remaining tenure, whichever is earlier.

**Resolved Further That** payment towards the following perquisites will not be included in the aforesaid limit of remuneration:

- a. Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961;
- b. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and
- c. Encashment of leave at the end of tenure

**Resolved Further That** in case of inadequacy of profit in any financial year, the remuneration payable to the Whole Time Director shall be limited to the extent, as provided under of Part-II of Schedule V of the Companies Act, 2013.

**Resolved Further That** the Nomination and Remuneration Committee of the Board of Directors of the Company be and is hereby authorized to fix and vary the remuneration from time to time within the aforesaid limit to the extent it may deem appropriate.

**Resolved further that** the Board of Directors of the Company (including Nomination and Remuneration Committee) be and is hereby authorized to take all necessary steps to give effect to the aforesaid resolution.”

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

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

**Date : 12<sup>th</sup> May, 2017**  
**Place : Panipat**

**NOTES:**

- a. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
- b. **APPOINTMENT OF PROXY: A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF / HERSELF, AND THE PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY.THE INSTRUMENT APPOINTING THE PROXY, DULY COMPLETED, MUST BE DEPOSITED AT THE COMPANY'S REGISTERED OFFICE DULY COMPLETED AND SIGNED, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM FOR THE 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 **Thursday, 28<sup>th</sup> September, 2017 to Friday, 29<sup>th</sup> September, 2017** 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.

- I. 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.



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

**Item no.: 4 to 8:**

Mr Bal Kishan Aggarwal is the Managing Director and one of core promoters of the Company. Similarly, Mr Raj Pal Aggarwal, Mr Sahil Aggarwal, Mr Arpan Aggarwal and Mr. Sanil Aggarwal are Whole Time Directors of the Company. All these persons are instrumental to the growth of the Company. The remuneration of the aforesaid directors were increased w.e.f. 1<sup>st</sup> May, 2017 to Rs. 40,000 per month. The payment of remuneration was also been approved by the Nomination and Remuneration Committee of the Board of Directors of the Company.

**Further details as required under Section II of Part-II of Schedule V of the Companies Act, 2013 are as below:**

**I. General Information**

1.	Nature of Industry	Manufacture of Textile Material
2.	Date or expected date of commencement of commercial production	The Company is already in existence and is in operation since February, 1995.
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A.
4.	Financial Performance in the FY 2016-17	Amount (Rs. In lacs)
	Net Sales	728.43
	Other Income	9.83
	<b>Total Revenue</b>	<b>738.26</b>
	Total Expenditure	731.86
	Profit before tax	6.40
	Provision for tax	6.14
	Deferred Tax	-3.62
	<b>Profit after tax</b>	<b>3.88</b>
	EPS (Rs.)	0.12
5.	Export performance and net foreign exchange collaborations	Nil
6.	Foreign investments or collaborators, if any	Nil

**II. Information about the Appointee**

S.no	Particulars	Mr. Bal Kishan Aggarwal	Mr. Raj Pal Aggarwal	Mr. Sahil Aggarwal	Mr. Arpan Aggarwal	Mr. Sanil Aggarwal
(1)	Background details	Mr. Bal Kishan Aggarwal, aged about 55 years is a graduate by qualification having 30 years of experience in non woven fabric and other related industry. He is Managing Director of the Company.	Mr. Raj Pal Aggarwal, aged about 53 years is a graduate by qualification having 26 years of experience in non woven fabric and other related industry.	Mr. Sahil Aggarwal, aged about 30 years is a graduate by qualification having 11 years of experience in non woven fabric and other related industry.	Mr. Arpan Aggarwal, aged about 30 years is a graduate by qualification having 11 years of experience in non woven fabric and other related industry.	Mr. Sanil Aggarwal, aged about 26 years is a graduate by qualification having 6 years of experience in non woven fabric and other related industry.
(2)	Recognition or awards	N.A.	N.A.	N.A.	N.A.	N.A.

**INDO COTSPIN LIMITED****ANNUAL REPORT 2016-17**

CIN NO.: L17111HR1995PLC032541

3)	Job profile and his suitability	Mr. Bal Kishan Aggarwal, being the Managing Director of the Company is entrusted with substantial powers in relation to normal business matters. He is having rich experience of over 30 years in the Industry.	Mr. Raj Pal Aggarwal is Whole Time director of the Company with 26 years of experience.	Mr. Sahil Aggarwal is Whole Time director of the Company with 11 years of experience.	Mr. Arpan Aggarwal is Whole Time director of the Company with 11 years of experience.	Mr. Sanil Aggarwal is Whole Time director of the Company with 6 years of experience.
4)	Remuneration proposed	Rs. 40,000/- per month	Rs. 40,000/- per month	Rs. 40,000/- per month	Rs. 40,000/- per month	Rs. 40,000/- per month
5)	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	The exact figures are not readily available. However, the proposed remuneration is reasonably justified in comparison with the general market trends and remuneration package of top-level managerial persons having comparative qualifications and experience.				
7)	P e c u n i a r y relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	The appointees are promoters of the Company. Save as the managerial remuneration and their shareholding in the Company they do not have any other material pecuniary relationship with the Company.				

**III. Other Information**

1.	Reasons for loss or inadequate profits	The Company is in profit. However fixed remuneration is proposed to be paid as minimum remuneration in the event of loss/absence/inadequacy of profits due to unavoidable circumstances.
2.	Steps taken or proposed to be taken for improvement	The Board of directors of the Company is taking their best efforts to improve the business and profitability of the Company.
3.	Expected increase in productivity and profits in measurable terms	The company is expected to have improved sales and profitability figures in the next financial years.

**IV. Disclosures**

**Necessary disclosure regarding the remuneration is as below:**

Name of Director	Designation	Sitting fees (In Rs.)	Salaries & Perquisites (In Rs.)	Commission, Bonus Ex-gratia (In Rs.)	Total Amount (In Rs.)	No. of Shares held & %
Mr. Sahil Aggarwal	Whole Time Director	Nil	264000	Nil	264000	21900(2.90)%
Mr. Bal Kishan Aggarwal	Managing Director	Nil	264000	Nil	264000	495100 (11.79)%
Mr. Raj Pal Aggarwal	Whole Time Director	Nil	264000	Nil	264000	488900(11.64)%
Mr. Arpan Aggarwal	Whole Time Director	Nil	264000	Nil	264000	124500(2.96)%
Mr. Sanil Aggarwal	Whole Time Director	Nil	264000	Nil	264000	184200(4.39)%

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

None of the directors, key managerial personnel or their relatives, except Mr. Bal Kishan Aggarwal, Mr. Raj Pal Aggarwal, Mr. Sahil Aggarwal, Mr. Arpan Aggarwal and Mr. Sanil Aggarwal are interested or concerned in the resolution.

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

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

Date: 12<sup>th</sup> May, 2017  
Place: Panipat

# INDO COTSPIN LIMITED

# ANNUAL REPORT 2016-17

CIN NO.: L17111HR1995PLC032541

## ANNEXURE TO ITEMS 4, 5, 6, 7 & 8 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. Sahil Aggarwal	Mr. Bal Kishan Aggarwal	Mr. Raj Pal Aggarwal	Mr. Arpan Aggarwal	Mr. Sanil Aggarwal
DIN	00456260	00456219	00456189	00456309	03073407
Age	30	55	53	30	26
Nationality	Indian	Indian	Indian	Indian	Indian
Date of appointment on the Board	04/11/2005	08/02/1995	08/02/1995	04/11/2005	01/04/2010
Father's Name	Raj Pal Aggarwal	Shri Ram Aggarwal	Shri Ram Aggarwal	Bal Kishan Aggarwal	Raj Pal Aggarwal
Date of Birth	17/10/1987	03/11/1962	10/09/1965	20/06/1987	02/09/1991
Address	H.NO.1324, SECTOR-2, HUDA PANIPAT 132103	1870, NEW HOUSING BOARD COLONY PANIPAT 132103	1870, N.H.B.C. PANIPAT 132103 HR	H.NO. 1870, N.H.B.C. PANIPAT 132103	SIRIRAMMANSION, H.NO. 1324, HUDA SECTOR 12 PANIPAT 132103
Designation	Whole Time Director	Managing Director	Whole Time Director	Whole Time Director	Whole Time Director
Education/Qualifications-	Graduate	Graduate	Graduate	Graduate	Graduate
Expertise in specific functional area	Mr. Sahil Aggarwal is having 11 years of experience in non woven fabric and other related industry.	Mr. Bal Kishan Aggarwal is having 30 years of experience in non woven fabric and other related industry.	Mr. Raj pal Aggarwal is having 26 years of experience in non woven fabric and other related industry.	Mr. Arpan Aggarwal is having 11 years of experience in non woven fabric and other related industry..	Mr. Sanil Aggarwal is having 6 years of experience in non woven fabric and other related industry.
Experience	11 Years	30 years	26 Years	11 Years	6 years
Companies in which holds Directorship	Nil	INDO NONWOVEN PRIVATE LIMITED	INDO NONWOVEN PRIVATE LIMITED	Nil	Nil
Companies* in which holds membership/ chairmanship of committees	Nil	Nil	Nil	Nil	Nil
Shareholding in the Company (No. & %)	121,900 equity shares(2.90)%	495,100 equity shares(11.79)%	488,900 equity shares(11.64)%	124,500 equity shares(2.96)%	184,200 equity shares(4.39)%
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Son of Raj Pal Aggarwal, whole Time Director and brother of Sanil Aggarwal, Whole Time Director	Brother of Raj Pal Aggarwal, Whole Time Director	Brother of Bal Kishan Aggarwal, Managing Director	Son of Bal Kishan Aggarwal, Managing Director	Son of Raj Pal Aggarwal, whole Time Director and brother of Sahil Aggarwal, Whole Time Director
No of Board meetings attended during the Financial year 2016-17	4	4	4	4	4

\* Public Companies

**BOARD'S REPORT**

**Dear Members**

Your Directors have pleasure in presenting the 23<sup>rd</sup> Annual Report of your Company together with the Audited financial Statements for the financial year ended 31<sup>st</sup> March, 2017.

**1. Financial Highlights**

The financial performance of your Company for the year ended 31<sup>st</sup> March, 2017 is summarized below:

Particulars	Amount (Rs. in lacs)	
	FY 2016-17	FY 2015-16
Net Sales	728.43	747.83
Other Income	9.83	12.81
<b>Total Revenue</b>	<b>738.26</b>	<b>760.64</b>
Total Expenditure	731.86	752.19
Profit before tax	6.40	8.44
Provision for tax	6.14	1.61
Deferred Tax	-3.62	-5.79
<b>Profit after tax</b>	<b>3.88</b>	<b>12.55</b>
EPS (Rs.)	0.12	0.16
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)	180.64	176.76

**2. Year in Retrospect**

During the year under review, total income of the Company was Rs. 738.26 lacs as against Rs. 760.64 lacs in the previous year. The Company was able to earn a profit after tax of Rs. 3.88 lacs in the current financial year as against a profit of Rs. 12.55 lacs in the financial year 2016-17. 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 2016-17 and the previous year are as follows:

Particulars	(Rs. In lacs)	
	FY 2016-17	FY 2015-16
Securities Premium Account	49.95	49.95
Capital Reserves	77.28	77.28
Profit & Loss A/c (Cr.)	53.41	49.53
<b>Total</b>	<b>180.64</b>	<b>176.76</b>

**4. Public deposits**

During the financial year 2016-17, 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-31<sup>st</sup> March, 2017 till the date of this report.

**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 31<sup>st</sup> March 2017, 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 Annual General Meeting of your Company held on 30<sup>th</sup> September, 2014 to hold office up to 5 (five) consecutive years up to 31st March, 2019.:

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

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. Sahil Aggarwal, Whole Time Director
- ◆ Mr. Arpan Aggarwal, Whole Time Director
- ◆ Mr. Sanil Aggarwal, Whole Time Director
- ◆ Mr. Vijay Pal, Chief Financial Officer
- ◆ Mr. Sonu Gupta, Company Secretary

There is no change in the Board of Directors and the Key Managerial Personnel, during the year under review.

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	Four (4)	30.05.2016, 30.07.2016, 31.10.2016 & 31.01.2017

All the ten 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

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

**Audit Committee:**

1. Mr. Anil Aggarwal– Chairman (Independent Director)
2. Mr. Ankush 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 30.05.2016, 30.07.2016, 31.10.2016 & 31.01.2017, where all the committee members were present.

**Stakeholders Relationship Committee:**

1. Mr. Anil Aggarwal– Chairman (Independent Director)
2. Mr. Ankush Aggarwal– Member (Independent Director)
3. Mr. Raj Pal Aggarwal– Member (Executive Director)

There was one meeting of the Stakeholders Relationship Committee held during the previous year on 31.10.2016, where all the committee members were present.

**Nomination and Remuneration Committee:**

1. Mr. Anil Aggarwal– Chairman (Independent Director)
2. Mr. Ankush Aggarwal– Member (Independent Director)
3. Mr. Pawas Aggarwal– Member (Independent Director)

There were two meetings of the Nomination & Remuneration Committee held during the previous year on 30.07.2016 & 31.12.2016, 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, 2017: As disclosed in the Audited financial statement for the financial year ended 31<sup>st</sup> March, 2017.
- B. Details of loans given by the Company as on 31st March, 2017: Nil
- 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:**

M/s. Manish Jain & Associates, Chartered Accountants, Panipat were appointed as the Auditors of the Company to hold office till the conclusion of the Annual general Meeting to be held in 2019. In terms of section 139 and other applicable provisions, the Audit Committee and the Board of Directors recommend the ratification of appointment of M/s. Manish Jain & Associates, Chartered Accountants as the Auditors of your Company.

The Auditors' Report for the financial year 2016-17, 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 2016-17, 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 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 31<sup>st</sup> March, 2017, 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 31<sup>st</sup> March, 2017 and of the profit and loss of the Company for the financial year ended 31<sup>st</sup> March, 2017;
- 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 2017-18 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 31<sup>st</sup> March, 2017, 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: 12<sup>th</sup> May, 2017  
Place: Panipat

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

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

**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.

**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.

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

- 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 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 2016-17	0.00
(b)	Total Foreign Exchange outgo in 2016-17	\$64050

**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 2016-17 is as follows:

Name of the Director to the	Total Remuneration (Rs.)	Ratio of remuneration of director Median remuneration
Mr Bal Kishan Aggarwal	264000.00	1.20
Mr Raj Pal Aggarwal	264000.00	1.20
Mr Sahil Aggarwal	264000.00	1.20
Mr Arpan Aggarwal	264000.00	1.20
Mr Sanil Aggarwal	264000.00	1.20
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.

B. Details of percentage increase in the remuneration of each Director and CFO & Company Secretary in the financial year 2016-17 is as follows:

Name	Designation	Remuneration* (Rs.)		Increase (%)
		2016-17	2015-16	
Mr Bal Kishan Aggarwal	Managing Director	264000	264000	Nil
Mr Raj Pal Aggarwal	Whole Time Director	264000	264000	Nil
Mr Sahil Aggarwal	Whole Time Director	264000	264000	Nil
Mr Arpan Aggarwal	Whole Time Director	264000	264000	Nil
Mr Sanil Aggarwal	Whole Time Director	264000	264000	Nil
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	180000	180000	Nil
Mr. Sonu Gupta	Company Secretary	180000	180000	Nil

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

C. Percentage increase in the median remuneration of all employees in the financial year 2016-17:

	2016-17	2015-16	Increase (%)
Median remuneration of all employees per annum	220476	158100	39.45%

**D. Number of permanent employees on the rolls of the Company as on 31<sup>st</sup> March, 2017:**

S.No.	Category	Number of Employee
1	Executive Manager Cadre	7
2	Staff	4
3	Other lower level employees	4
	<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 2016-17 as compared to the financial year 2015-16 was 28.80%.

The key indices of Company's performance are:

	2016-17	2015-16	Growth (%)
Total Revenue	73826178.89	76063650.60	-2.94%
Profit Before Tax	640349.92	844404.94	-24.17%
Profit after Tax	387745.64	1255499.90	-69.12%

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 0.00% in 2016-17, compared to 2015-16, whereas the Profit before Tax decreased by 24.17% in 2016-17, compared to 2015-16.

**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 31 <sup>st</sup> March, 2016	As on 31 <sup>st</sup> March, 2017	Increase/ (decrease) in %
Market Price (Rs.)	14.36	11.93*	- 16.92%
EPS (Rs.)	0.16	0.12	-25.00%
Market Capitalisation (Amount in Rs. Cr)*	6.03	5.01	-16.92%
Networth (Amount in Rs. Cr)*	5.97	6.01	0.67%

\* Closing price of 6<sup>th</sup> March, 2017 [no trading during 7<sup>th</sup> to 31<sup>st</sup> March, 2017]

\*\* 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, 2017:** 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:**

	2015-16	2016-17	(Amount in Rs.) Increase (%)
Average salary of all Employees (other than Key Managerial Personnel)	78,546	161,649	105.80%
Salary of MD & CEO	2,64,000	2,64,000	0%
Salary of CFO & CS	3,60,000	3,60,000	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 per annum (INR)
1.	BAL KISHAN AGGARWAL	264000
2.	RAJPAL AGGARWAL	264000
3.	SAHIL AGGARWAL	264000
4.	ARPAN AGGARWAL	264000
5.	SANIL AGGARWAL	264000
6.	NAIMUDEN	258000
7.	SANJEEV CHAUHAN	220476
8.	RAJESH SINGLA	220476
9.	SURJEET KUMAR	206400
10.	VIJAY PAL	180000
11.	SONU GUPTA	180000

List of employees of the Company employed throughout the financial year 2016-17 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 2016-17 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.**

<b>S. No.</b>	<b>Particulars</b>	<b>Details</b>
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**

<b>S. No</b>	<b>Particulars</b>	<b>Details</b>
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 Limited**

**Date: 12<sup>th</sup> May, 2017**  
**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 31<sup>st</sup> March, 2017**

*[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, N.H-1 , Village Jhattipur, Post Box No.3 ,Post Office: Samalkha, Panipat-132103(Haryana) Website : <a href="http://www.indocotspin.com">www.indocotspin.com</a> Email Id : <a href="mailto:info@indocotspin.com">info@indocotspin.com</a>
vii)	Whether listed company (Yes/No)	Yes; Listed
viii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	<b>Skyline Financial Services Private Limited</b> D-153A, 1 <sup>st</sup> Floor, Okhla Industrial Area Phase – I New Delhi - 110 020 Ph:- 011-64732681-88; Fax:- 011-26812682 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 products / services	% 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	98.67

**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 31/03/2016]				No. of Shares held at the end of the year [As on 31/03/2017]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
(1) Indian									
a) Individual/ HUF	2282000	0	2282000	54.33	2318487	0	2318487	55.20	0.87
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>3006000</b>	<b>0</b>	<b>3006000</b>	<b>71.56</b>	<b>3042487</b>	<b>0</b>	<b>3042487</b>	<b>72.43</b>	<b>0.87</b>
(2) Foreign									
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>3006000</b>	<b>0</b>	<b>3006000</b>	<b>71.56</b>	<b>3042487</b>	<b>0</b>	<b>3042487</b>	<b>72.43</b>	<b>0.87</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	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	21271	0	21271	0.51	0	0	0	0.00	-0.51
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	33094	191815	224909	5.35	34864	191815	226679	5.40	0.05
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	900798	47300	948098	22.57	864170	47300	911470	21.70	-0.87
c) Others (specify)	222	0	222	0.00	19864	0	19864	0.47	0.47
<b>Sub-total (B)(2):-</b>	<b>955385</b>	<b>239115</b>	<b>1194500</b>	<b>28.44</b>	<b>918898</b>	<b>239115</b>	<b>1158013</b>	<b>27.57</b>	<b>-0.87</b>
<b>Total Public</b>	<b>955385</b>	<b>239115</b>	<b>1194500</b>	<b>28.44</b>	<b>918898</b>	<b>239115</b>	<b>1158013</b>	<b>27.57</b>	<b>-0.87</b>
<b>Shareholding (B)=(B)(1)+ (B)(2)</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>3961385</b>	<b>239115</b>	<b>4200500</b>	<b>100</b>	<b>0.00</b>

**b) Shareholding of Promoter:**

SN	Shareholder's Name	Shareholding 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 Pledge / encumbered to total shares	No. of shares	% of total shares of the company to total shares	% of shares Pledge/ encumbered	
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	0.00	0.00	0.00	36487	0.87	0.00	0.87
14	Indo Non-Woven Pvt Ltd	724000	17.24	0.00	724000	17.24	0.00	0.00
	<b>Total</b>	<b>3006000</b>	<b>71.56</b>	<b>0.00</b>	<b>3042487</b>	<b>72.43</b>	<b>0.00</b>	<b>0.87</b>

**c) Change in Promoters' Shareholding**

SN	Shareholder's Name	Shareholding		Date of change	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (01.04.2016 to 31.03.2017)	
		No. of Shares the beginning (01.04.2016/ end of the year (31.03.2017)	% of total shares of the company				No. of Shares	% of total shares of the company
1	Sanil Aggarwal HUF	0.00	NA	12/08/2016	36487	Purchase	36487	0.87

**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 (01.04.2016 to 31.03.2017)	
		No. of Shares the beginning (01.04.2016/end of the year (31.03.2017)	% of total shares of the company				No. of Shares	% of total shares of the company
1	Monika Singla	208600	4.97	No Change	Nil	N.A.	208600	4.97
2	Shama	182000	4.33	No Change	Nil	N.A.	182000	4.33
3	Ashish Anand	87453	2.06	17/06/2016	534	Purchase	87987	2.09
4	Ankush	80000	1.90	No Change	Nil	N.A.	80000	1.90
5	Neha Aggarwal	78910	1.88	17/06/2016	300	Purchase	79210	1.89
				05/08/2016	110	Purchase	79320	1.89
				19/08/2016	100	Purchase	79420	1.89
				23/09/2016	100	Purchase	79520	1.89
				30/09/2016	200	Purchase	79720	1.9
				11/11/2016	420	Purchase	80140	1.91
				10/03/2017	40	Purchase	80180	1.91
6	Palak Aggarwal	75575	1.80	17/06/2016	100	Purchase	75675	1.8
				02/09/2016	-2000	Sale	73675	1.75
				23/09/2016	-45	Sale	73630	1.75
7	Indu Anand	70000	1.67	No Change	Nil	N.A.	70000	1.67
8	Vinod Kumar Aggarwal	42150	1.00	No Change	Nil	N.A.	42150	1.00
9	Nishchay Sareen	36487	0.87	05/08/2016	36487	Sale	0	0.00
10	Rajiv Sareen	25000	0.60	No Change	Nil	N.A.	25000	0.60
11	Vishakha Aggarwal	20000	0.48	No Change	Nil	N.A.	20000	0.48

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

SN	Name of the Directors and KMP's	Shareholding		Date of change	Increase/Decrease in shareholding	Reason	Cumulative Shareholding during the year (01.04.2016 to 31.03.2017)	
		No. of Shares at the beginning (01.04.2016/end (31.03.2017)	% of total shares of the company				No. of Shares company	% of total shares of the year
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. Sonu Gupta	0	0	N.A.	N.A.	N.A.	0	0

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	0	0	0	0
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>	0	0	0	0
<b>Change in Indebtedness during the financial year</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
· Addition	1262881.67	0	0	1262881.67
· Reduction (Repayments)	0	0	0	0
<b>Net Change</b>	1262881.67	0	0	1262881.67
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	1262881.67	0	0	1262881.67
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>	1262881.67	<b>0</b>	<b>0</b>	1262881.67

**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/WTD/ Manager					Total Amount (in Rs.)
		Mr. Bal Krishan Aggarwal	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	264000	264000	264000	264000	264000	1320000
	(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>264000</b>	<b>264000</b>	<b>264000</b>	<b>264000</b>	<b>264000</b>	<b>1320000</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 Director					Total Amount (in Rs.)
		Mr. Anil Aggarwal	Mr. Ankush Aggarwal	Mr. Vinod Kumar Garg	Mr. Saroj Garg	Mr. Pawas Aggarwal	
1	<b>Independent Directors</b>						
	Fee for attending board committee meetings	8000	8000	8000	8000	8000	40000
	Commission	0	0	0	0	0	0
	Others, please specify	0	0	0	0	0	0
	<b>Total (1)</b>	<b>8000</b>	<b>8000</b>	<b>8000</b>	<b>8000</b>	<b>8000</b>	<b>40000</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.
	Total (2)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total (B)=(1+2)	8000	8000	8000	8000	8000	40000
	<b>Total Managerial Remuneration</b>	<b>8000</b>	<b>8000</b>	<b>8000</b>	<b>8000</b>	<b>8000</b>	<b>40000</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/WTD (Amount in Rs.)**

SN	Particulars of Remuneration	Key Managerial Personnel			Total
		CEO	CS	CFO	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	N.A.	1,80,000	1,80,000	3,60,000
	(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.	12,000	12,000	24,000
	<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					

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

**FORM NO. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2017**

[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, N.H.-1, G.T, Road, Village Jhattipur, Post Box No. 3, 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 31<sup>st</sup> March, 2017, 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 31<sup>st</sup> March, 2017, 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;
  - 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**

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

**Place: Panipat**  
**Date: 12<sup>th</sup> May, 2017**

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**

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

**Place: Panipat**  
**Date: 12<sup>th</sup> May, 2017**

**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 Textile Products. 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. The uncertainties in the export policy of Government of India related to cotton fibre and cotton yarn have added to the woes of the Textile Industry.

**Our Industry Segment:**

The primary business of our company is manufacturing of Textile products.

Textile Products 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 Textile Products. Textile materials typically lack strength unless or reinforced by a backing.

Textile Products 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 Textile Products 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 Textile Products 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 Textile markets for fibers.

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

With the Textile Products 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 Textile field.

**Business**

Incepted in the year 1995, the Company is one of a significant player in Textile Products.

**Product Range**

Textile Material

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

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

**Risks & Concern**

There is stiff competition in the Textile Products 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.



**INDEPENDENT AUDITOR'S REPORT**

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, 2017, 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**

The Company's Board of Directors are responsible for the matters stated in section 134(5) of the Company's Act, 2013 ("The Act") with respect to the preparation and presentation of these financial statements that give a true and fair view of financial position, financial performance and cash flows of the company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies, making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, 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 have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those standards require that we comply with the 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 about the amounts and disclosures in the financial statements. The procedures selected depend upon the auditor's judgments, including the assessment of the risks of material misstatements of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the company has in place and adequate internal financial controls system over financial reporting and the operating the effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the company's Directors, 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 on the financial statement.

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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:

- (i) In the case of Balance Sheet, of state of affairs of the Company as at 31<sup>st</sup> March, 2017.
- (ii) In the case of Profit & Loss Account, of the profit for the year ended on that date; and
- (iii) In the case of Cash Flow Statement, of Cash Flows for the year ended on that date.

**Report on Other Legal and Regulatory Matters**

1. As required by the Companies (Auditor's Report) Order, 2017 ("the order") issued by Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "**Annexure A**", a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. 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 accounts as required by law have been kept by the company so far as it appears from our examination of those books;
  - c) The Balance Sheet, the Profit & Loss Statement and Cash Flow Statement dealt with by this report are in agreement with the books of accounts;
  - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
  - e) On the basis of written representations received from the directors as on 31 March, 2017 and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2017 from being appointed as a director in terms of Section 164(2) of the Act
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**" ; and
  - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i) The Company does not have any pending litigations which would impact its financial position.
    - ii) The Company did not have any long term contracts including derivative contracts; as such question of commenting on any material foreseeable losses thereon does not arise.
    - iii) There are no amounts, which are required to be transferred, to the Investor Education and Protection Fund by the Company.
    - iv) The company has provided requisite disclosure in its financial statements as to holdings as well as dealings in Specified Bank Notes during the period 8th November, 2016 to 30th December, 2016 and these are in accordance with the books of accounts maintained by the company.

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



**FCA Parveen Bansal**  
**Partner**  
**M. No. 097408**  
**Firm Regd. No. 015608N**  
**Panipat: 12<sup>th</sup> May, 2017**

**“Annexure A” to Auditor’s Report**

1. In respect of its Fixed Assets:
  - (a) The Company had maintained proper records showing full particulars, including quantitative details and situation of fixed assets on the basis of available information.
  - (b) As explained to us, the fixed assets have been physically verified by the management during the year, in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the company and nature of its fixed assets. No material discrepancies were noticed on such physical verification.
  - (c) The Title deeds of immovable properties are held in the name of the company.
2. In respect of its Inventories:

As explained to us, inventories have been physically verified by the management at regular intervals during the year and there was no material discrepancies noticed on physical verification of inventory as compared to the book records.
3. In respect of Loans:

As per the information furnished, the company has not granted any loans, secured or unsecured, to the company, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Companies Act, 2013. Accordingly, the provisions of clause 3(iii)(a) to 3(iii)(c) of the Companies (Auditor’s Report) Order, 2017 are not applicable to the company.
4. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
5. The company has not accepted any deposits from the public and hence 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 and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
6. We have broadly reviewed the cost records maintained by the company pursuant to the Companies (Cost Accounting Records) Rules, 2011 prescribed by the Central Government under Section 148 (1) of the Companies Act, 2013 and are of the opinion that prima facie the prescribed cost records have been maintained. We have however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
7. In respect of Statutory Dues:
  - (a) According to the records of the Company, undisputed statutory dues including Provident Fund, Investor Education, and Protection Fund, Employees State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Cess and other Statutory Dues have been generally regularly deposited with the appropriate authorities.
  - (b) According to the information and explanations given to us, no disputed amounts payable in respect of the aforesaid dues were outstanding as at 31<sup>st</sup> March, 2017 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, the company has not defaulted in repayment of dues to financial institutions, banks or any other organization.
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. To the best of our knowledge and belief, and according to the information and explanations given to us, and considering the size and nature of the Company's operations, no fraud by the Company and no fraud of material significance on the Company by its officers/ employees has been noticed or reported during the year that causes the financial statements to be materially misstated.
11. In our opinion and according to the information and explanations given to us, Managerial Remuneration has been paid/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. Therefore, the provisions of clause (xii) of the Companies (Auditor's Report) Order, 2017 is not applicable to the company.
13. Based on our audit procedure and according to the information and explanation given to us, we are of the opinion that all the transactions with the related parties are in compliance with section 177 and 188 of the Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements as required by the accounting standards and Companies Act, 2013.
14. The company has not made any preferential allotment / private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Companies (Auditor's Report) Order, 2017 is not applicable to the company.
15. Based on our audit procedure and according to the information and explanation given to us, during the year the Company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of Section 192 of the Companies Act, 2013 are not applicable.
16. In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Companies (Auditor's Report) Order, 2017 is not applicable to the company.

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



**FCA Parveen Bansal**  
**Partner**  
**M.No. 097408**  
**Firm Regd. No. 015680N**  
**Panipat: 12<sup>th</sup> May, 2017**

**“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.**

We have audited the internal financial controls over financial reporting of Indo Cotspin Limited (“the Company”) as of March 31, 2017 in conjunction with our audit of the standalone 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 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 authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised 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, 2017, 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**



**FCA Parveen Bansal**  
**Partner**  
**M.No. 097408**  
**Firm Regd. No. 015680N**  
**Panipat: 12<sup>th</sup> May, 2017**

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

**ANNUAL REPORT 2016-17**

MANISH JAIN & ASSOCIATES  
Chartered Accountants

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

**BALANCE SHEET AS AT 31ST MARCH, 2017**

PARTICULARS	NOTE NO.	AS AT	AS AT
		31.03.2017	31.03.2016
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholder's Funds</b>			
(a) Share Capital	2.01	42,005,000.00	42,005,000.00
(b) Reserves & Surplus	2.02	18,063,847.69	17,676,102.05
<b>(2) Non-Current Liabilities</b>			
(a) Deferred Tax Liabilities (Net)	2.31	0.00	30,373.35
(b) Long Term Borrowings	2.39	825,294.42	0.00
(c) Long Term Provisions	2.03	756,012.00	701,766.00
<b>(3) Current Liabilities</b>			
(a) Short Term Borrowings	2.04	437,587.25	0.00
(b) Trade Payables	2.05	23,991,480.00	14,503,288.00
(c) Other Current Liabilities	2.06	465,932.00	343,195.73
(d) Short-Term Provisions	2.07	122,019.00	160,901.00
<b>Total Equity &amp; Liabilities</b>		<b>86,667,172.36</b>	<b>75,420,626.12</b>
<b>II. ASSETS</b>			
<b>(1) Non-Current Assets</b>			
(a) Fixed Assets	2.08		
(i) Tangible Assets		18,085,603.65	13,647,350.81
(ii) Intangible Assets		0.00	0.00
(iii) Capital Work-in Progress		0.00	0.00
(b) Non Current Investments	2.09	8,030,614.00	80,306,14.00
(c) Deffered Tax Assets (Net)		331,293.37	0.00
(d) Long Term Loans & Advances	2.10	219,094.00	219,094.00
<b>(2) Current Assets</b>			
(a) Current Investments	2.11	6,680,133.77	1,226,594.39
(b) Inventories	2.12	14,613,020.00	24,612,831.50
(c) Trade Receivables	2.13	12,364,552.00	9,054,066.00
(d) Cash & Cash Equivalents	2.14	23,946,966.97	17,005,610.23
(e) Short -Term Loans & Advances	2.15	1,721,424.60	470,376.20
(f) Other Current Assets	2.16	602,470.00	1,082,089.00
<b>Total Assets</b>		<b>86,667,172.36</b>	<b>75,420,626.13</b>
		0.00	0.00
<b>Significant Accounting Policies</b>	1		
<b>Notes to Accounts</b>	2		
As per our separate report of even date.			

For Manish Jain & Associates  
Chartered Accountants

For and on Behalf of the Board  
For Indo Cotspin Limited

FCA Parveen Bansal  
Partner  
Membership No. 097408  
Firm's Regn. No. 015608 N

Raj Pal Aggarwal  
Whole Time Director  
DIN: 00456189

Bal Kishan Aggarwal  
Managing Director  
DIN: 00456219

Place : Panipat  
Date : 12<sup>th</sup> May, 2017

Vijay Pal  
Chief Financial Officer  
PAN: AAPPP6485R

Sonu Gupta  
Company Secretary  
ACS No. 29507

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

**ANNUAL REPORT 2016-17**

MANISH JAIN & ASSOCIATES  
Chartered Accountants

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

**INDO COTSPIN LIMITED**  
REGD. OFFICE : DELHI MILSTONE 78KM, G. T. ROAD, NH-1,  
VILLAGE-JATTIPUR, POST BOX NO.-3, POST OFFICE SAMALKHA, PANIPAT  
**MANUFACTURING, TRADING & PROFIT & LOSS FOR THE YEAR ENDED ON 31.03.2017**

PARTICULARS	NOTE NO.	AS AT	AS AT
		31.03.2017	31.03.2016
I. Revenue from Operations	2.17	<b>72,842,702.00</b>	74,782,832.00
II. Other Income	2.18	<b>983,476.89</b>	1,280,818.60
<b>Total Income</b>		<b>73,826,178.89</b>	<b>76,063,650.60</b>
<b>III. Expenditure</b>			
Cost of Material Consumed	2.19	<b>47,329,846.97</b>	48,843,772.18
Purchase of Stock-in-Trade	2.20	<b>3,670,850.00</b>	17,394,160.22
(Increase)/Decrease in F.G.,WIP & Stock in Trade	2.21	<b>7,939,923.50</b>	-4,609,473.50
Employee Benefit Expenses	2.22	<b>3,342,044.00</b>	2,698,586.00
Finance Costs	2.23	<b>49,069.08</b>	37,021.93
Depreciation & Amortisation Expense	2.24	<b>2,853,720.08</b>	3,165,690.00
Other Expenses	2.25	<b>8,000,375.34</b>	7,689,488.83
<b>Total Expenses</b>		<b>73,185,828.97</b>	<b>75,219,245.66</b>
<b>IV Profit/(Loss) for the year Before Tax</b>		<b>640,349.92</b>	<b>844,404.94</b>
<b>V Tax Expense:</b>			
(1) Current Tax		<b>122,019.00</b>	160,901.00
(2) Previous Year Tax		<b>492,252.00</b>	6,619.00
(3) Deferred Tax		<b>-361,666.72</b>	-578,614.96
<b>VI Profit/(Loss) for the year After Tax</b>		<b>387,745.64</b>	<b>1,255,499.90</b>
<b>VII Earning Per Equity Share:</b>			
Basic/Diluted		<b>0.12</b>	<b>0.16</b>

Significant Accounting Policies 1  
Notes to Accounts 2

As per our separate report of even date.

For Manish Jain & Associates  
Chartered Accountants

For and on Behalf of the Board  
For Indo Cotspin Limited

FCA Parveen Bansal  
Partner  
Membership No. 097408  
Firm's Regn. No. 015608 N  
Place : Panipat  
Date : 12 May, 2017

Raj Pal Aggarwal  
Whole Time Director  
DIN: 00456189  
Vijay Pal  
Chief Financial Officer  
PAN: AAPPP6485R

Bal Kishan Aggarwal  
Managing Director  
DIN: 00456219  
Sonu Gupta  
Company Secretary  
ACS No. 29507



---

**INDO COTSPIN LIMITED**  
**SIGNIFICANT ACCOUNTING POLICIES**

**Note:1**

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

The financial statements are prepared on historical cost method , in accordance with the generally accepted accounting principles in India and the provisions of the Companies Act , 2013 .

**B. Fixed Assets**

**(i) Tangible Assets**

Fixed assets are stated at cost less accumulated depreciation.

**(ii) Intangible Assets**

There is no intangible asset.

**C. Depreciation and Amortisation**

Depreciation on fixed assets is provided to the extent of depreciable amount on the basis useful life prescribe in shedule II of the company act 2013.

**D. Investments**

Long term investments are stated at cost.

**E. Inventories**

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

**F. Revenue Recognition**

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

**G. Sales Tax / Value Added Tax**

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

**H. Provision for Current and Deffered Tax**

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

**I. Contingent Liabilities and Contingent Assets**

There is no contingent liability & assets.

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

**ANNUAL REPORT 2016-17**

MANISH JAIN & ASSOCIATES  
Chartered Accountants

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

BALANCE SHEET AS AT 31ST MARCH, 2017

Notes to Accounts Forming Integral Part of the Balance Sheet As At 31st March, 2017

<u>PARTICULARS</u>	<u>AS AT</u> <u>31.03.2017</u>	<u>AS AT</u> <u>31.03.2016</u>
<b>Note : 2.01 Share Capital</b>		
<b>A.AUTHORISED SHARE CAPITAL</b>		
50,00,000 Equity Shares of Rs 10/- each.	<b>50,000,000.00</b>	50,000,000.00
	<b>50,000,000.00</b>	50,000,000.00
<b>ISSUED &amp; SUBSCRIBED SHARE CAPITAL</b>		
42,00,500 Equity Shares of Rs 10/- each.	<b>42,005,000.00</b>	42,005,000.00
	<b>42,005,000.00</b>	42,005,000.00
<b>PAID UP SHARE CAPITAL</b>		
42,00,500 Equity Shares of Rs 10/- each. Fully Paid-Up	<b>42,005,000.00</b>	42,005,000.00
<b>Total</b>	<b>42,005,000.00</b>	<b>42,005,000.00</b>

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

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

Number of Shares Outstanding at the beginning of the year	<b>42,00,500.00</b>	42,00,500.00
Add : Number of Shares allotted & paid up during the year	<b>0.00</b>	0.00
	<b>42,00,500.00</b>	42,00,500.00
Less : Number of Shares Bought Back during the year	<b>0.00</b>	0.00
Number of Shares outstanding at the end of the year.	<b>42,00,500.00</b>	42,00,500.00

**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 , 2017		As at 31st March , 2016	
	No. of Shares Held	% of Shareholding	No. of Shares Held	% of Shareholding
Indo Non Woven Pvt. Ltd.	7,24,000	17.24	724,000	17.24
Bal Kishan Aggarwal	4,95,100	11.78	4,95,100	11.78
Raj pal Aggarwal	4,88,900	11.64	4,88,900	11.64

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

PARTICULARS	2016-2017	2015-2016	2014-15	2013-14	2012-13
Fully Paid up by way of Bonus Shares	Nil	Nil	Nil	Nil	Nil
Shares Bought Back	Nil	Nil	Nil	Nil	Nil
Shares Forfeited during the year	Nil	Nil	Nil	Nil	Nil

**Note : 2**

**Notes to Accounts Forming Integral Part of the Balance Sheet As At 31st March, 2017.**

**Note : 2.02 Reserves & Surplus**

<b>1</b>	<b>Securities Premium Reserve</b>	<b>4,995,000.00</b>	4,995,000.00
	<b>Sub Total (A)</b>	<b>4,995,000.00</b>	<b>4,995,000.00</b>
<b>2</b>	<b>Capital Reserve</b>	<b>7,728,036.00</b>	7,728,036.00
	<b>Sub Total (B)</b>	<b>7,728,036.00</b>	<b>7,728,036.00</b>
	Amount on account of forfeited shares have been transferred to Capital Reserve.		
<b>3</b>	<b>Surplus (Profit &amp; Loss Account)</b>		
	Balance Brought forward from Previous Year	<b>4,953,066.05</b>	3,697,566.15
	Add : Profit for the year	<b>387,745.64</b>	1,255,499.90
	Less : Opening Depreciation	-	-
	<b>Sub Total (C)</b>	<b>5,340,811.69</b>	<b>4,953,066.05</b>
	<b>Total (A+B+C)</b>	<b>18,063,847.69</b>	<b>17,676,102.05</b>

**Note : 2.39 Long Term Provisions**

<b>1</b>	Car Loan	<b>825,294.42</b>	0.00
		<b>825,294.42</b>	<b>0.00</b>

**Note : 2.03 Long Term Provisions**

<b>1</b>	Retirement Benefits (Gratuity)	<b>756,012.00</b>	701,766.00
		<b>756,012.00</b>	701,766.00

**Note : 2.04 Short Term Borrowings**

<b>1</b>	<b>Secured</b>		
	(a) <b>Loan Repayable On Demand</b>		
	- From Banks	<b>0.00</b>	0.00
	- From Other Parties	-	-
	(b) <b>Current Liabilities of Long Term Debt (Car Loan)</b>	<b>437,587.25</b>	-
	(Due within one year)		
	<b>Sub Total (A)</b>	<b>437,587.25</b>	0.00
<b>2</b>	<b>Unsecured</b>		
	(a) <b>Loan Repayable On Demand</b>		
	- From Directors	-	-
	- From Other Parties	-	-
	<b>Sub Total (B)</b>	-	-
	<b>Total (A+B)</b>	<b>437,587.25</b>	<b>0.00</b>

**Note : 2.05 Trade Payables**

<b>1</b>	Micro, Small and Medium Enterprises	<b>23,798,627.00</b>	14,503,288.00
<b>2</b>	Others	<b>192,853.00</b>	0.00
	<b>Total</b>	<b>23,991,480.00</b>	<b>14,503,288.00</b>

**Note : 2.06 Other Current Liabilities**

<b>1</b>	<b>Statutory Dues</b>		
	(a) Auditor Remuneration Payable	<b>40,500.00</b>	40,500.00
	(b) T.D.S. Payable	<b>0.00</b>	0.00
	(c) Stock Exchange Fees Payable	-	0.00
	(d) Electricity Charges Payable	<b>247,882.00</b>	182,282.00

<b>2 Employee Expenses</b>		
(a) Wages Payable	113,917.00	65,432.00
(b) Salary Payable	49,791.00	20,000.00
(c) Labour Welfare Payable	250.00	160.00
(d) EPF Payable	5694.00	18,070.00
(e) ESI Payable	1,898.00	2,158.00
<b>3 Creditors for Other Expenses</b>		
(a) Telephone Bill Payable	000	14,593.73
(b) Security Service Exp. Payable	0.00	0.00
(c) Fees & Taxes Payable	6000.00	0.00
<b>4 Advance from Customers</b>	0.00	0.00
<b>Total</b>	<b>465,632.00</b>	<b>343,195.73</b>

**Note : 2.07 Short Term Provisions**

1 Provision for Taxation	122,019.00	160,901.00
<b>Total</b>	<b>122,019.00</b>	<b>160,901.00</b>

**Note : 2.09 Non Current Investments**

1 Investment In Popular Plant	48,627.00	48,627.00
2 Investment In Plots	7,981,987.00	7,981,987.00
<b>Total</b>	<b>8,030,614.00</b>	<b>8,030,614.00</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	7,981,987.00	7,239,114.00
Add : Installments paid during the year	0.00	742,873.00
Less: Refund for Non Acception of Booking	0.00	-
Less : Plot sold during the year	0.00	0.00
<b>Total</b>	<b>7,981,987.00</b>	<b>7,981,987.00</b>

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

**Note : 2.10 Long Term Loans & Advances**

<b>1 Security Deposits</b>		
(a) Secured Considered Good	291,094.00	291,094.00
(b) Unsecured Considered Good	-	-
(c) Doubtful	-	-
<b>Total</b>	<b>291,094.00</b>	<b>291,094.00</b>

**NOTE : 2**

**Notes to Accounts Forming Integral Part of the Balance Sheet As At 31st March, 2017**

**Note : 2.11 Current Investments**

1 Investment in Quoted Shares	1,043,050.76	1,126,594.39
SBI ARBITRAGE OPP DIVIDEND	0.00	100,000.00
ICICI Prudential Mutual Fund	5,637,083.01	0.00
<b>Total</b>	<b>6,680,133.77</b>	<b>1,126,594.39</b>

**Note : 2.12 Inventories**

1 Raw Materials	4,754,015.00	7,302,250.00
2 Work-In-Progress	57,800.00	55,900.00
3 Finished Goods	8,078,013.00	14,598,728.00
4 Trading Stock	0.00	1,421,108.00
5 Consumable Stores & Spares	1,505,512.00	1,234,845.00
6 Power & Fuel	217,680.00	0.00
<b>Total</b>	<b>14,613,020.00</b>	<b>24,612,831.50</b>

**Note : 2.13 Trade Receivables**

<b>1 Outstanding for more than six months</b>		
(a) Secured Considered Good	0.00	0.00
(b) Unsecured Considered Good	-	-
(c) Doubtful	-	-
<b>Sub Total (A)</b>	<b>0.00</b>	<b>0.00</b>

<b>2 Others</b>		
(a) Secured Considered Good	12,364,552.00	9,054,066.00
(b) Unsecured Considered Good	-	-
(c) Doubtful	-	-
<b>Sub Total (B)</b>	<b>12,364,552.00</b>	<b>9,054,066.00</b>
<b>Total (A + B)</b>	<b>12,364,552.00</b>	<b>9,054,066.00</b>
<b>Note : 2.14 Cash &amp; Cash Equivalents</b>		
<b>1 Cash-in-Hand</b>		
Cash-in-Hand	241,300.88	111,895.88
<b>Sub Total (A)</b>	<b>241,300.88</b>	<b>111,895.88</b>
<b>2 Bank Balances</b>		
<b>Balance with Scheduled Banks</b>		
Union Bank of India - 39100	0.00	273,746.00
Union Bank of India - 36374	0.00	21,181.65
Union Bank of India - 19054	259,433.06	27,016.15
Union Bank of India - Auto Sweep	0.00	-
State Bank of India	1,148,188.70	27,929.68
HDFC Bank Limited	1,947,472.97	1,531,367.39
Axis Bank Limited	265,551.35	323,525.65
SBI Premium Liquid Fund Account	19,454,165.01	8,751,876.90
<b>3 FDR's</b>	<b>630,855.00</b>	<b>5,621,000.00</b>
<b>4 Accrued Interest on FDR's</b>	<b>0.00</b>	<b>316,070.62</b>
<b>Sub Total (B)</b>	<b>23,705,666.09</b>	<b>16893714.35</b>
<b>Total (A+B)</b>	<b>23,946,966.97</b>	<b>17,005,610.23</b>
<b>Note : 2.15 Short Term Loans &amp; Advances</b>		
<b>1 Other Advances (Secured)</b>		
(a) Balance with Income Tax(Advance Tax)	100,000.00	100,000.00
(b) Other Advances	1,284,141.13	0.00
(c) Prepaid Expenses	172,665.00	226,440.00
(d) TDS Receivable	10,099.00	73,534.00
(e) TCS Receivable	16,254.00	-
(f) VAT Receivable	138,265.47	70,402.20
(g) Additional Duty Refundable	0.00	-
(h) Duty Paid	0.00	-
<b>Total</b>	<b>1,721,424.60</b>	<b>470,376.20</b>
<b>Note : 2.16 Other Current Assets</b>		
<b>1 Income Tax Refund</b>		
F.Y. 2013-14	60,2470.00	1,067,522.00
F.Y. 2014-15	0.00	14,567.00
F.Y. 2015-16	0.00	0.00
<b>Total</b>	<b>60,2470.00</b>	<b>1,082,089.00</b>
<b>Note : 2.17 Revenue from Operations</b>		
<b>1 Domestic Sales</b>	<b>72,842,702.00</b>	<b>74,782,832.00</b>
<b>2 Export Sales</b>	<b>0.00</b>	<b>0.00</b>
Add: Excise Duty	-	-
<b>Total</b>	<b>72,842,702.00</b>	<b>74,782,832.00</b>

**Note : 2.18 Other Income**

1	Interest On FDR's	134,145.38	697,518.00
2	Profit on Sale of Plot	0.00	19,273.44
3	Duty Drawback	-	15,799.00
4	Dividend Income	907.53	4,331.25
5	Profit on Sale of Machine	146,135.88	-
6	Other Income	0.00	37,020
7	Interest on SBI Premier Liquid Fund	702,288.10	506,877
	<b>Total</b>	<b>983,476.89</b>	<b>1,280,0818.60</b>

**Note : 2.19 Cost Of Material Consumed**

1	Raw Material Consumed	30,279,650.00	31,838,388.50
2	Consumable Stores & Spares	17,050,196.97	17,005,383.68
	<b>Total</b>	<b>47,329,846.97</b>	<b>48,843,772.18</b>

**Note : 2.20 Purchase Of Stock-in-Trade**

1	Finished Goods	3,670,850.00	17,030,335.22
2	Machinery	-	0.00
3	Raw Material	-	363,825.00
4	Stores & Spares	-	0.00
	<b>Total</b>	<b>3,670,850.00</b>	<b>17,394,160.22</b>

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

<b>1</b>	<b>Opening Stock</b>		
	(a) <b>Finished Goods</b>		
	Manufactured Goods	14,598,728.50	8,293,407.00
	Trading Stock	1,421,108.00	3,114,156.00
	(b) <b>Work in Progress</b>	55,900.00	58,700.00
		<b>16,075,736.50</b>	<b>11,466,263.00</b>
<b>2</b>	<b>Closing Stock</b>		
	(a) <b>Finished Goods</b>		
	Manufactured Goods	8,078,013.00	14,598,728.50
	Trading Stock	0.00	1,421,108.00
	(b) <b>Work in Progress</b>	57,800.00	55,900.00
		<b>8,135,813.00</b>	<b>16,075,736.50</b>
	<b>Total (1 - 2)</b>	<b>7,939,923.50</b>	<b>-4,609,473.50</b>

**Note : 2.22 Employee Benefit Expenses**

<b>1</b>	<b>Direct Expenses</b>		
	(a) Wages	1,173,702.00	575,116.00
	(b) E.P.F. on Wages	67,984.00	65,431.00
	(c) E.S.I. on Wages	23,400.00	21,677.00
	(d) Welfare Account	0.00	0.00
<b>2</b>	<b>Indirect Expenses</b>		
	(a) Salaries	660,742.00	622,116.00
	(b) Director's Remuneration	1,320,000.00	1,320,000.00
	(c) Sitting Fees of Directors	40,000.00	40,000.00
	(c) Staff Welfare	1,970.00	0.00
	(d) Gratuity	54,246.00	54,246.00
	<b>Total</b>	<b>3,342,044.00</b>	<b>2,698,586.00</b>

NOTE -2  
FIXED ASSETS  
Notes to Accounts Forming Integral Part of the Balance Sheet As At 31st March, 2016.  
(Amount in Rupees)

PARTICULARS	GROSS BLOCK					DEPRECIATION BLOCK					NETBLOCK	
	As On 01.04.2016	Addition During the Year	Deduction During the Year	As On 31.03.2017 the Year	As On 01.04.2016 the Year	Addition During the Year	Adjusted Against Reserves	Deduction During the Year	As On 31.03.2017	WDV as on 31.03.2017	WDV as on 31.03.2016	
<b>I. Tangible Assets</b>												
1 Land	4,548,411.00	0.00	0.00	4,548,411.00	0.00	0.00	0.00	0.00	0.00	4,548,411.00	4,548,411.00	
2 Building	7,307,794.30	221,920.00	0.00	7,529,714.30	4,610,550.99	462,225.34	0.00	0.00	5,072,776.33	2,456,937.97	2,697,243.31	
3 Plant & Machinery Nil	43,956.00	0.00	0.00	43,956.00	41,758.00	0.00	0.00	0.00	41,758.00	2,198.00	2,198.00	
4 Plant & Machinery (New)	7,876,137.81	5,123,249.92	0.00	12,999,387.73	4,079,503.30	1,190,854.27	0.00	0.00	5,270,357.57	7,729,030.16	3,769,634.51	
5 Furniture & Fixtures	388,281.00	0.00	0.00	388,281.00	336,746.24	17,215.00	0.00	0.00	353,961.24	34,319.76	51,534.76	
6 Vehicles	9,079,389.00	1,886,022.00	0.00	10,965,411.00	6,540,728.02	1,160,645.04	0.00	0.00	7,701,373.06	3,264,037.94	2,538,660.98	
7 Computer	24,900.00	43,500.00	0.00	68,400.00	12,711.00	20,871.75	0.00	0.00	33,528.75	34,817.25	12,189.00	
8 Fire Extinguishers	11,900.00	17,281.00	0.00	29,181.00	11,420.75	1,908.68	0.00	0.00	13,329.43	15,851.57	479.25	
<b>Total</b>	<b>29,280,769.11</b>	<b>7,291,972.92</b>	<b>-</b>	<b>36,572,742.03</b>	<b>15,633,418.30</b>	<b>2,853,720.08</b>	<b>0.00</b>	<b>0.00</b>	<b>18,487,136.38</b>	<b>18,085,603.65</b>	<b>13,647,350.81</b>	

**A) FIXED ASSETS**

Fixed assets are stated at cost less depreciation.

**Note : 2.23 Finance Costs**

1	Interest on Working Capital Loan	-	0.00
2	Interest on Car Loan	41,641.67	0.00
3	Bank & Financial Charges	7,424.41	37,021.93
	<b>Total</b>	<b>49,069.08</b>	<b>37,021.93</b>

**Note : 2.24 Depreciation & Amortisation Expenses**

1	Depreciation	2,853,720.08	3,165,690.00
2	Amortisation	0.00	0.00
	<b>Total</b>	<b>2,853,720.08</b>	<b>3,165,690.00</b>

**Note : 2.25 Other Expenses**

<b>1</b>	<b>Manufacturing Expenses</b>		
(a)	Power & Fuel	984,528.00	432,922.00
(b)	Machinery Repairs & Spares	1,177,575.23	619,973.00
(c)	Diesel Expenses	167,563.00	84,370.00
(d)	Electricity Expenses	2,365,827.00	2,094,768.00
(e)	Electrical Repair Expenses	-	-
(f)	Freight Expenses	414,626	755,976.00
	<b>Sub-Total (A)</b>	<b>5,110,119.23</b>	<b>3,988,009.00</b>
<b>2</b>	<b>Selling &amp; Distribution Expenses</b>		
(a)	Advertisement Expenses	35,568.00	45,812.00
(b)	Freight & Cartage (Outward)	-	0.00
(c)	Packing Expenses	918,676.00	2,412,016.00
(d)	Clearing Charges	0.00	0.00
(e)	Rebate & Discount	87,174.00	123.58
	<b>Sub-Total (B)</b>	<b>1,041,418.00</b>	<b>2,457,951.58</b>

**NOTE : 2**

**Notes to Accounts Forming Integral Part of the Profit & Loss Account for the Year Ended 31st March,2017**

**3. Establishment Expenses**

(a)	Accounting Charges	0.00	45,000.00
(b)	Auditor Remuneration	45,000.00	45,000.00
(c)	Building Repair	152,076.00	139,653.00
(d)	Computer Repair	500.00	
(e)	Conveyance Expense	0.00	0.00
(f)	Fees & Taxes	323,023.00	312,515.00
(g)	WEB EXP	-	0.00
(h)	Insurance	261,116.00	219,068.00
(i)	Courier Expenses	14,824.00	7,602.00
(j)	Printing & Stationary	-	0.00
(l)	Security Expenses	0.00	119,927.00
(l)	Stock Exchange Fees	0.00	0.00
(m)	Foreign Tour Expenses	-	0.00
(n)	Travelling Expenses	817,415.64	113,477.00
(o)	Telephone Charges	179,558.38	192,529.61
(p)	BUSINESS PROMOTION	-	0.00
(q)	Miscellaneous Expenses	10,899.09	8,756.64
(r)	Exhibition Charges	10,000.00	40,000.00
(s)	Previous year Exp.	34,426.00	
(t)	Electricity Expense(Office)	0.00	0.00
	<b>Sub-Total (C)</b>	<b>1,848,838.11</b>	<b>1,243,528.25</b>
	<b>Total Other Expenses (A+B+C)</b>	<b>8,000,375.34</b>	<b>7,689,488.83</b>



**NOTE : 2**

**Notes to Accounts Forming Integral Part of the Profit & Loss Account for the Year Ended 31st March, 2017**

**2.26** Provision for Taxation of Rs.1,60,901.00 for the financial year 2016-17 represents Income Tax computed as per, MAT prescribed under the Income Tax Act, 1961.

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

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

Particulars	Year Ended 31st March, 2017	Year Ended 31st March, 2016
Director's Remuneration	1,320,000.00	1,320,000.00

**2.29** Remuneration paid / payable to Auditors

Particulars	Year Ended 31st March, 2017	Year Ended 31st March, 2016
Statutory Audit Fees	45,000.00	45,000.00

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

**NOTE : 2**

**Notes to Accounts Forming Integral Part of the Balance Sheet as at 31st March 2017**

**2.31 Deferred Taxation**

Particulars	Year Ended 31st March, 2017	Year Ended 31st March, 2016
<b>Computation of Deferred Tax Assets/ Liabilities</b>		
Deferred Tax Liabilities on Account of Depreciation Difference	(331,293.37)	30,373.35
Less : Deferred Tax Assets on Account of Disallowances under Income Tax Act, 1961	0.00	0.00
<b>Net Deferred Tax Liabilities</b>	<b>-331,293.37</b>	<b>30,373.35</b>

**2.32 Related Party Disclosures for the Year Ended 31st March, 2017.**

(a)	Particulars	Year Ended 31st March, 2017	Year Ended 31st March, 2016
1	Key Management Personnel	Sh. Bal Kishan Aggarwal Sh. Raj Pal Aggarwa Mr. Arpan Aggarwal Mr. Sanil Aggarwal Mr. Sahil Aggarwal	Sh. Bal Kishan Aggarwal Sh. Raj Pal Aggarwal Mr. Arpan Aggarwal Mr. Sanil Aggarwal Mr. Sahil Aggarwal
2	Relative of Key Management Personnel	Nil	Nil
3	Enterprises that directly/indirectly through one or more intermediaries control or controlled by, or under common control with, the company.	Nil	Nil
4	Associate Company	Indo non Woven Pvt. Ltd	Indo non-Woven Pvt. Ltd.
5	Members or their relatives having significant influence cover the company by having an interest in the voting power of the company.	Nil	Nil
6	Enterprises in which substantial interest in the voting power is owned directly/indirectly by the key personnel or their relatives including directors and senior management of the company.	Nil	Nil

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

Particulars	Year Ended 31st March, 2017	Year Ended 31st March, 2016
1 Key Management Personnel	Rs. 1,320,000.00 (Remuneration Paid)	Rs. 1,320,000.00 (Remuneration Paid)
2 Relative of Key Management Personnel	Nil	Nil
3 Associate Company	Nil	Nil
4 Members or their relatives having significant influence	Nil	Nil
5 Enterprises in which substantial interest	Nil	Nil

**2.33 Earning per Share**

Particulars	Year Ended 31st March, 2017	Year Ended 31st March, 2016
Profit After Tax	518,330.92	683,503.94
Weighted Average No. of Equity Shares	42,00,500	42,00,500
Basics/ Diluted EPS	0.12	0.16

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

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

**C. Statement of Finished Goods**

S.No.	Particulars	Opening Stock as on 01.04.2016	Purchase Production	/Sales	(Quantity)
					Closing Stock as on 31.03.2017
1	<b>Manufactured</b> Textile Product	294,923.91	1,125,820.00	1,125,820.00	169,237.23
2	<b>Trading Stock</b> Handloom (In Mtrs)	14,089.73	15,547.00	29,636.73	0.00
3	Handloom ( InPcs.)	2,001.00	0.00	2,001.00	0.00

**NOTE 2: Notes to Accounts Forming Integral Part of the Profit & Loss Account for the Year Ended 31st March, 2017.**

**D. Cost of Material Consumed**

Particulars	Year Ended 31st March, 2017		
	Unit	Quantity	Amount
Poly Fiber	KGS	322,993.30	13,434,370.00
Cbc clothes	MTRS	170,758.00	6,712,854.00
Marble Powder	KGS	677,000.00	877,700.00
Jute Yarn	KGS	157,786.00	10,132,426.00
Paper	MTRS	14,200.00	255,000.00
Oil & Chemicals	KGS	214,151.60	15,917,496.97
<b>Total</b>			<b>47,329,846.97</b>

**E. Value of Imported & Indigenous Raw Material Consumed, Purchases and Percentage with Total Consumption.**  
(Amount in Rupees)

Particulars	Year Ended 31st March , 2017	
	%	Amount
Imported	0.00	0.00
Indigenous	100.00	66,237,932.40
<b>Total</b>	<b>100.00</b>	<b>66,237,932.40</b>

**F. Expenditure in Foreign Currency (on payment basis)**

Particulars	Year Ended 31st March , 2017
Raw Material	0.00

**G. Earnings in Foreign Currency -Nil**

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

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

S.No.	Particulars	Amount
1	Raw Material & Stock-in-Trade	Nil
2	Capital Goods	\$64,050.00
3	Components & Spare Parts	Nil

**2.35 A. Registration Details**

Registration Number	<b>32541</b>	32541
State Code	<b>5</b>	5
Balance Sheet Date	<b>31.03.2017</b>	31.03.2016

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

<b>Total Equity &amp; Liabilities</b>	<b>86,667,172.36</b>	75,420,626.12
Total Assets	<b>86,667,172.36</b>	75,420,626.13
<b>Equity &amp; Liabilities</b>		
Paid Up Capital	<b>4,20,05,000.00</b>	4,20,05,000.00
Forfeited Shares	<b>0.00</b>	0.00
Reserves and Surplus	<b>18,063,847.69</b>	17,676,102.05
Share Application Money	<b>0.00</b>	0.00
Non Current Liabilities	<b>756,012.00</b>	732,139.35
Current Liabilities	<b>25,017,018.25</b>	15,007,384.73
<b>Assets</b>		
Net Fixed Assets	<b>18,085,603.65</b>	13,647,350.81
Non Current Assets other than Fixed Assets	<b>8,321,708.00</b>	8,321,708.00

	Net Current Assets	<b>53,248,433.57</b>	52,224,972.93
<b>2.37</b>	<b>C. Performance of Company</b>		
	Revenue From Operations	<b>72,842,702.00</b>	74,782,832.00
	Other Income	<b>983,476.00</b>	1,280,818.60
	Total Expenditure	<b>73,185,828.97</b>	75,219,245.66
	Profit before tax	<b>640,349.92</b>	844,404.94
	Provision for Taxation		
	-Current Tax	<b>122,019.00</b>	160,901.00
	-Previous Year Tax	<b>492,252.00</b>	6,619.00
	-Deferred Tax	<b>-361,666.72</b>	-578,614.96
	Profit after Tax	<b>387,745.64</b>	1,255,499.90

<b>2.38</b>	<b>D. Generic Name of the Principal Product of Co.</b>	<b>N.A.</b>
	(As per monetary Terms)	<b>Manufacturing of Textile Material</b>
	Item Code No.	<b>&amp; Trading of Textiles Goods</b>
	Product Description	

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

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

**FCA Praveen Bansal**  
 Partner  
 Membership No. 097408  
 Firm's Regn. No. 015608 N

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

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

Place : Panipat  
 Date : 12<sup>th</sup> May, 2017

**Vijay Pal**  
**Chief Financial Officer**  
**PAN: AAPPP6485R**

**Sonu Gupta**  
**Company Secretary**  
**ACS No. 29507**

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

**ANNUAL REPORT 2016-17**

**MANISH JAIN & ASSOCIATES**  
Chartered Accountants

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

**CASH FLOW STATEMENT FOR THE PERIOD ENDED ON 31.03.2017**

<u>PARTICULARS</u>	<u>YEAR ENDED MARCH 31, 2017</u>	<u>YEAR ENDED MARCH 31, 2016</u>
<b>A CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit for the year	387,745.64	1,255,499.90
Add: Depreciation	2,853,720.08	3,165,690.00
Financial Expenses	49,069.08	37,021.93
Provision for Taxation	122,019.00	160,901.00
Provision For Gratuity	54,246.00	54,246.00
Loss on Sale of Fixed Assets (Car)	-	-
Deferred Tax Liability	(361,666.72)	(578,614.96)
	<u>3,105,133.08</u>	<u>4,094,743.87</u>
Less: Profit on sale of Fixed Assets/ Plots	-	19,273.44
Operating Profit before working capital changes	3,105,133.08	4,075,470.43
Less: Increase/(Decrease) in Current Assets	(5,917,896.10)	4,179,569.56
Add: Increase/(Decrease) in Current Liabilities	9,572,046.27	(2,419,077.99)
Operating Profit After Working Capital Changes	18,595,075.45	(2,523,177.12)
Less: Provision for Taxation	122,019.00	160,901.00
Net Cash from Operating Activities	<u>18,473,056.45</u>	<u>(2,684,078.12)</u>
<b>B. CASH FROM INVESTING ACTIVITIES</b>		
Sale of Fixed Assets (Computer)	-	-
Sale of Plant & Machinery	-	-
Sale of Shares	-	19,273.44
Electricity Deposits	-	(94,344.00)
Purchase of Current Investments	(5,453,539.38)	(173,958.45)
Purchase of Fixed Assets	(7,291,972.92)	(24,900.00)
Plot Installment	-	(742,873.00)
Net Cash from Investing Activities	<u>(12,745,512.30)</u>	<u>(1,016,802.01)</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)	1,400,000.00	2,100,844.59
Proceeds from Unsecured Loans	-	-
Net Cash from Financing Activities	<u>1,400,000.00</u>	<u>2,100,844.59</u>
Less: Repayment of Loans	-	-
Less: Repayment of Car Loan	137,118.33	-
Less: Financial Charges	49,069.08	37,021.93
Net Cash Flow from Financing Activities	<u>1,213,812.59</u>	<u>2,063,822.66</u>
<b>Net increase in Cash &amp; Cash Equivalents</b>	<u>6,941,356.74</u>	<u>(1,637,057.47)</u>
<b>Cash &amp; Cash Equivalents at the Beginning of the Year</b>	<u>17,005,610.23</u>	<u>18,642,667.70</u>
<b>Cash &amp; Cash Equivalents at the End of the Year</b>	<u>23,946,966.97</u>	<u>17,005,610.23</u>

**For Manish Jain & Associates**  
Chartered Accountants

(FCA Parveen Bansal)  
Partner  
Membership No. 097408  
Firm's Regn. No. 015608 N

Place : Panipat  
Date : 12<sup>th</sup> May, 2017

**For Indo Cotspin Limited**

(Raj Pal Aggarwal)  
Whole Time Director  
DIN: 00456189

(Vijay Pal)  
Chief Financial Officer  
PAN: AAPPP6485R

(Bal Kishan Aggarwal)  
Managing Director  
DIN: 00456219

(Sonu Gupta)  
Company Secretary  
ACS No. 29507

**INDO COTSPIN LIMITED**  
 CIN: L17111HR1995PLC032541  
 Regd. Off.: Delhi Mile Stone 78 K.M, G.T, Road, N.H.-1, Village Jhattipur  
 Post Box No. 3 ,Post Office, Samalkha, Panipat-132103(Haryana)  
 website: www.indocotspin.com

**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 Friday, **29<sup>th</sup> September, 2017** at 10:00 A.M.at the registered office of the Company at Delhi Mile Stone 78 K.M, N.H-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:

<b>Resolution number</b>	<b>Resolution</b>
	<b>Ordinary Business</b>
1	Adoption of Financial Statements for the year ended March, 31 2017
2	Appointment of a Director in place of Mr. Rajpal Aggarwal, Director liable to retire by rotation
3	Appointment of Statutory Auditors and authorize Board of Directors to fix their remuneration.
	<b>Special Business</b>
4	Increase in remuneration of Mr Bal Kishan Aggarwal, Managing Director
5	Increase in remuneration of Mr. Sahil Aggarwal, Whole Time Director
6	Increase in remuneration of Mr. Raj Pal Aggarwal, Whole Time Director
7	Increase in remuneration of Mr. Arpan Aggarwal, Whole Time Director
8	Increase in remuneration of Mr. Sanil Aggarwal, Whole Time Director

Signed this..... day of..... 2017

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: L17111HR1995PLC032541

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

Post Box No. 3 ,Post Office, Samalkha, Panipat-132103(Haryana)

website: www.indocotspin.com

**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 Friday, **29<sup>th</sup> September, 2017** at 10:00 A.M.at the registered office of the Company at Delhi Mile Stone 78 K.M, G.T, Road, Village Jhattipur, Post Office, Samalkha, Panipat-132103 (Haryana).

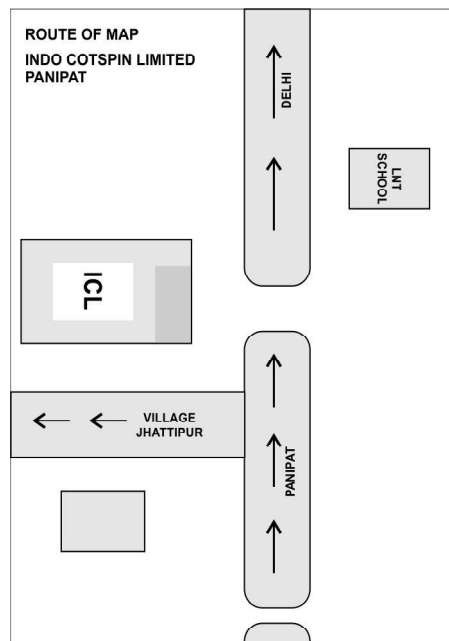
.....  
Member's / Proxy's Name in Block Letters

.....  
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



*If undelivered please return to :*

### **Indo Cotspin Limited**

Delhi Mile Stone 78 K.M., G. T. Road,  
NH-1, Village Jhatipur, Post Box No 3, Post Office,  
Samalkha Distt, Panipat (Haryana)  
Website : [www.indocotspin.com](http://www.indocotspin.com)  
Email Id : [rajpalaggarwal2000@yahoo.com](mailto:rajpalaggarwal2000@yahoo.com)  
[info@indocotspin.com](mailto:info@indocotspin.com)  
[cs@indocotspin.com](mailto:cs@indocotspin.com)

By J D Arts & Graphics, New Delhi.  
Ph.: 9810581234