

**Quarterly Compliance Report on Corporate Governance**

Name of the Company: **INDO COTSPIN LIMITED**

CIN: **L17111HR1995PLC032541**

Quarter ending on: **31<sup>ST</sup> DECEMBER, 2014**

<b>Particulars</b>	<b>Clause of Listing agreement</b>	<b>Compliance Status Yes/No/ N.A</b>	<b>Remarks</b>
<b>II. Board of Directors</b>	<b>49 (II)</b>		
(A) Composition of Board	49 (IIA)	Yes	
(B) Independent Directors	49 (IIB)	Yes	
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	Yes	
(D) Other provisions as to Board and Committees	49 (IID)	Yes	
(E) Code of Conduct	49 (IIE)	Yes	
(F) Whistle Blower Policy	49 (IIF)	Yes	
<b>III. Audit Committee</b>	<b>49 (III)</b>		
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	
(B) Meeting of Audit Committee	49 (IIIB)	Yes	
(C) Powers of Audit Committee	49 (IIIC)	Yes	
(D) Role of Audit Committee	49 (IIID)	Yes	
(E) Review of Information by Audit	49 (IIIE)	Yes	
<b>IV. Nomination and Remuneration</b>	<b>49 (IV)</b>	Yes	
<b>V. Subsidiary Companies</b>	<b>49 (V)</b>	N.A.	There is no subsidiary.
<b>VI. Risk Management</b>	<b>49 (VI)</b>	Yes	Risk Management Committe not constituted; as clausre 49(VI) C not Applicable.
<b>VII. Related Party Transactions</b>	<b>49 (VII)</b>	Yes	
<b>VIII. Disclosures</b>	<b>49 (VIII)</b>		



(A) Related party transactions	49 (VIII A)	Yes	
(B) Disclosure of Accounting Treatment	49 (VIII B)	N.A.	No treatment in the financial statement, in deviation from Accounting Standard.
(C) Remuneration of Directors	49 (VIII C)	N.A.	Will be complied in the next Annual Report
(D) Management	49 (VIII D)	N.A.	Will be complied in the next Annual Report.
(E) Shareholders	49 (VIII E)	Yes	
(F) Proceeds from public issues, rights issue, preferential issues, etc	49 (VIII F)	N.A.	No fund raised through Public/ right/ preferential issue etc.
IX. CEO/CFO Certification	49 (IX)	N.A.	Will be complied in the next Annual Report.
<b>X. Report on Corporate Governance</b>	<b>49 (X)</b>	N.A.	Annual Corporate Governance Report will be complied in the next Annual Report. Company submits the quarterly corporate governance report to stock exchange.
<b>XI. Compliance</b>	49 (XI)	N.A.	Will be complied in the next Annual Report.

FOR. INDO COTSPIN LIMITED



**Raj Pal Aggarwal**  
Director

**Date: 08-01-2015**

**Place: Panipat**