

INDO COTSPIN LIMITED

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) INDIA

CIN: L17111HR1995PLC032541 , ISIN: INE407P01017
SCRIP CODE: 538838 , SCRIP ID: ICL , PAN NO. AAACI4596A
EMAIL ID: rajpalaggarwal2000@yahoo.com , www.indocotspin.com
EMAIL ID : info@indocotspin.com

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company: INDO COTSPIN LIMITED

Quarter ending on: 30TH JUNE, 2015

| Particulars | Clause of Listing agreement | Compliance Status Yes/No/ N.A | Remarks |
|---|-----------------------------|-------------------------------|---|
| II. Board of Directors | 49 (II) | | |
| (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 | |
| | | | |
| III. Audit Committee | 49 (III) | | |
| (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 | |
| | | | |
| IV. Nomination and Remuneration | 49 (IV) | Yes | |
| | | | |
| V. Subsidiary Companies | 49 (V) | N.A. | There is no subsidiary. |
| | | | |
| VI. Risk Management | 49 (VI) | Yes | Risk Management Committee not constituted; as clause 49(VI) C not Applicable. |
| | | | |
| VII. Related Party Transactions | 49 (VII) | Yes | |
| | | | |
| VIII. Disclosures | 49 (VIII) | | |
| (A) Related Party transactions | 49 (VIIIA) | Yes | |
| (B) Disclosure of Accounting Treatment | 49 (VIIIB) | N.A. | No treatment in the financial statement, in deviation from Accounting Standard. |

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|---|---------------|------|---|
| (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. |
| | | | |
| X. Report on Corporate Governance | 49 (X) | N.A. | Annual Corporate Governance Report will be complied in the next Annual Report. Company submits the quarterly corporate governance report to stock exchange. |
| | | | |
| XI. Compliance | 49 (XI) | N.A. | Will be complied in the next Annual Report. |

For HINDO COVANTA Limited



Date: 06-07-2015

Place: Panipat