

## **M V COTSPIN LIMITED**

32 Chowringhee Road  
Om Tower, 8th floor  
Kolkata - 700071  
CIN-L18101WB1993PLC060752  
Phone No.- 03322263780  
E-mail Id: compliance.mvcl@gmail

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Date: 17.08.2020

To  
The Manager  
Department of Corporate Services  
BSE Ltd.  
Dalal Street, Fort  
Mumbai - 400 001

**Sub. :- Notice of Annual General Meeting and Annual Report for FY 2019-20**

**Ref. :- Scrip Code - 531286**

Dear Sir / Madam,

With regards to the captioned subject find enclosed herewith Notice of the 27th Annual General Meeting and Annual Report for the FY 2019-2020 of **M V COTSPIN LIMITED** to be held on 10<sup>th</sup> September, 2020.

Kindly take the same on your records.

Thanking you,

Yours faithfully,

**For M V Cotspin Ltd.**



**Payal Bansal**  
**(Company Secretary)**

Encl: as above

**27<sup>th</sup> ANNUAL REPORT**  
**2019-20**

**M V COTSPIN LTD**

# Book Post

*If undelivered please return to:*  
**MV COTSPIN LIMITED**  
32, CHOWRINGHEE ROAD  
OM TOWER, 8<sup>th</sup> Floor, Room No-805  
Kolkata-700071

# **M V COTSPIN LTD**

**27<sup>th</sup> Annual Report**

**2019-20**

## **BOARD OF DIRECTORS**

Vivek Agarwala

Vinay Dalmia

Smita Agarwal

Sumit Uthra

## **KEY MANAGERIAL PERSONNEL**

Payal Bansal (Company Secretary and Compliance officer)

Vijaya Kumari (Chief Financial Officer)

## **AUDITORS**

P. K. Ajitsaria & Co.

Chartered Accountants

White Towers, 115, College Street, Kolkata-700012

## **BANKERS**

Oriental Bank of Commerce

## **AUDIT COMMITTEE**

Mr. Sumit Uthra-Chairman

Mr. Vivek Agarwala-Member

## **NOMINATION AND REMUNERATION COMMITTEE**

Mr. Sumit Uthra-Chairman

Mr. Vivek Agarwala-Member

**REGISTERED OFFICE**

32, Chowringhee Road, "OM" Towers, 8<sup>th</sup> Floor, Room No-805  
Kolkata- 700 071

Contact No-03322263780,

E-mail Id:compliance.mvcl@gmail.com

Website: [www.mvcotspinltd.com](http://www.mvcotspinltd.com)

**REGISTRAR AND SHARE TRANSFER AGENT**

A B S Consultant Private Limited

4, B. B. D. Bagh(East), Stephen House, Room No 99

6<sup>th</sup> Floor

Kolkata- 700 001

**M V COTSPIN LIMITED**  
**N O T I C E**

Notice is hereby given that **TWENTY SEVENTH ANNUAL GENERAL MEETING** of M/s. **M V COTSPIN LIMITED** will be held on Thursday, the 10th day of September 2020 at its Registered Office situated at 32, Chowringhee Road, "OM Tower", Room No-805, Floor-8<sup>th</sup>, Kolkata-700071 to transact the following business :-

**AS AN ORDINARY BUSINESS :**

1. To receive, consider and adopt the Audited Statement of Annual Accounts and Directors' Report for the year ended 31<sup>st</sup> March, 2020.
2. To appoint Mr. Vivek Agarwala (DIN- 00595954), Director who retires by rotation and being eligible, offers himself for re-appointment.
3. **Appointment of Statutory Auditors of the Company**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

**"RESOLVED that** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s. P.K. Ajitsaria & Co., Chartered Accountants (Firm Registration No. 317046E), be and is hereby re-appointed as Auditors of the Company from the conclusion of this Annual General Meeting ("AGM") till the conclusion of the thirty first AGM to be held in the year 2024, at such remuneration, as may be mutually agreed between the Board of Directors of the Company and the Auditors.

**AS A SPECIAL BUSINESS:**

4. **To fix the remuneration of Mr. Vivek Agarwala, Director of the Company**

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 Section 196, 197 and 203 and all other applicable provisions, if any, of the Companies Act, 2013, ("the Act") read with Schedule V of the Companies Act, 2013 and Regulation 17(6)(e) of the Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements), Regulations, 2018 and as per the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, consent of the Company be and is hereby accorded for the payment of remuneration subject to a maximum of Rs. 25,00,000/- (Rupees Twenty Five Lakhs only) p.a to Mr. Vivek Agarwala, (DIN- 00595954) who is promoter of the Company w.e.f. 01.07.2020 for a period of two years from 01.07.2020 to 31.06.2022 as per Section II (A) of Part II of Schedule V to the Companies Act, 2013.

The remuneration may be revised as per policy of the Company and subject to applicable provisions of the Companies Act, 2013 and Rules framed therein, amended from time to time

**I. FIXED COMPENSATION**

1. Salary: Rs.1,00,000/- (Rupees One Lakh only) per month.
2. Perquisites and allowances : Perquisites and allowances in addition to salary shall be as per follows:-
  - a. Leave Travel Allowance will be allowable two times in a block of 4 years for the shortest route fare either by Air/Rail/private car etc. for himself, spouse & family.
  - b. House Rent Allowance will be allowable Rs. 25,000/- per month with effect from 1st July, 2020.
  - c. 1.5 (one and a half month) leave or leave encashment in lieu thereof.
  - d. Bonus/incentive to the extent of 2 month of Basic Salary as may be declared by the Company.

**I. FLEXIBLE COMPENSATION**

**In addition to the Fixed Compensation the above-mentioned director shall be entitled to the following allowances, perquisites, benefits, facilities and amenities as per the policy and Rules of the Company.**

- i. Furnishing at Residence
- ii. Supplementary Allowance based on performance and profit of the Company.
- iii. Payment and reimbursement of medical expenses for self and family
- iv. Payment and reimbursement of food vouchers, fuel reimbursement
- v. The Director shall be entitled for the Gratuity as per the provisions of payment of Gratuity Act, 1972.
- vi. Apart from the above remuneration the Director shall also be provided with a car for office use.
- vii. TDS will be deducted as applicable.

The maximum cost to the Company for the aggregate of the allowances listed above will be subject to maximum of Rs. 25,00,000/- (Rupees Twenty Lakhs) only.

By Order of the Board

SD/-

Payal Bansal

Company Secretary

Membership No-A56643

Date:- 30th Day of July , 2020

Place: Kolkata

**NOTES :**

- 1) A Member entitled to attend and vote at this meeting may appoint a Proxy to attend and vote in his stead. A proxy need not be a Member of the Company. Proxies, in order to be effective, must be received at the Company's Registered Office not less than forty-eight hours before the meeting. A person can act as a proxy on behalf of Members not exceeding 50(fifty) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
- 2) Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.
- 3) In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 27th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM will be provided by National Securities Depository Limited (NSDL).
- 4) Members who still hold share certificates in physical form are advised to dematerialise their shareholding to also avail of numerous benefits of dematerialisation, which include easy liquidity, ease of trading and transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
- 5) The Share Transfer Books and Register of Members of the Company will remain closed from 4th September to 10th September 2020.
- 6) The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item No 4 of the accompanying Notice, is annexed hereto.
- 7) To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.



- 8) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.

#### **A) Voting through electronic means**

- I In compliance with the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015'), Regulation 44 of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the ICSI, the Company is pleased to provide its members facility to exercise their right to vote on resolutions proposed to be considered at the 27th 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).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 07th September, 2020 (9:00 am) and ends on 09th September, 2020 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 3<sup>rd</sup> Day of September, 2020, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. A person who is not a member as on the cut-off date should treat this Notice of the AGM for information purpose only.
- VI. The details of the process and manner for remote e-voting are explained herein below:  
  
Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>  
  
Step 2 : Cast your vote electronically on NSDL e-Voting system.

**Details on Step 1 is mentioned below:**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the "initial password" or have forgotten your password:
  - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com). If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

**Details on Step 2 is given below:**

How to cast your vote electronically on NSDL e-Voting system?

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

## General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to artibhadani1@gmail.com with a copy marked to compliance.mvcl@gmail.com.
  2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
  3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990. Members may also write to the Company Secretary at the email address: [compliance.mvcl@gmail.com](mailto:compliance.mvcl@gmail.com) or contact at telephone no. 033 22263780.
- VII. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 3<sup>rd</sup> Day of September, 2020.
- VIII. Mrs. Arti Vyas, Practicing Company Secretary (Membership No. A38496), has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- IX. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of the Scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- X. The Scrutinizer shall after the conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 (forty eight) hours from the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes if any and whether the resolution has been carried or not, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XII. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.mvcotspintltd.com](http://www.mvcotspintltd.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the declaration of Results by the Chairman or a person authorized by him in writing. The Results shall also be immediately forwarded to the BSE Limited, Mumbai.

- 9) All documents referred to in the accompanying Notice of the AGM shall be open for inspection without any fee at the Registered Office of the Company during normal business hours (9:00 am to 5:00 pm) on all working days, except Saturday, up to and including the date of the AGM of the Company.
- 10) The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act, shall be made available at the commencement of the meeting and shall remain open and accessible to the members during the continuance of the meeting.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice

**ITEM NO.4**

In view of the overall growth of company under leadership of Mr. Vivek Agarwala, the Company has achieved extraordinary growth in performance in a fiercely competitive environment. Significant improvements were noted in sales turnover, product mix, cost reduction, operational efficiencies and bottom line figures. In the FY 2019-20, Company had earned profit before tax of Rs. One Crore Twenty Seven Lakhs Ninety One Thousand Fifty Six Only .

In view of the aforesaid facts, the Board of Directors of the Company at their Meeting held on 30.07.2020 on the recommendations of the Nomination and Remuneration Committee had approved the Payment of remuneration of Mr. Vivek Agarwala as set out in the Resolution.

In accordance with the provisions of Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2018, the fees or compensation payable to executive Directors who are promoters or members of the Promoter Group, shall be subject to the approval of Shareholders by Special Resolution in the General Meeting

In Consideration of the continued valuable contribution of Mr. Vivek Agarwala in the growth and sustainability of the Company, the proposed remuneration is justified.

In terms of provisions contained in section II of Part II (A) of Schedule V of the Companies Act, 2013, the relevant details is furnished hereunder:

**I. General Information**

**1. Nature of Industry**

The Company is carrying on the business of manufacturers, spinners, processor of cotton, yarns, fibre, wool, nylon, jute and jute products, timber and other allied activities.

**2. Date or expected date of commencement of commercial production**

The Company has started its production since incorporation.

**3. In Case of new Companies, expected date of commencement of activities as per the object approved by the financial Institution appearing in the Prospectus**

Not applicable

**4. Financial Performance based on given indicators**

The Company has earned total revenue of Rs. 13,73,14,542/- during the Financial Year 2019-2020 as compared to total revenue of Rs. 15,99,27,290/- during the Financial Year 2018-2019. The Company has earned total profit of Rs. 1,27,91,056/- during the financial Year 2019-2020 as compared to total profit of Rs.2,78,20,078/- during the Financial Year 2018-2019.

**5. Foreign investments or collaboration:**

NA

**II. INFORMATION ABOUT THE DIRECTOR**

**1. Background Details:**

1. Mr. Vivek Agarwala is Bachelor in Commerce & ICWA and with his consistent efforts, dedication and experience, Company is expanding rapidly.

**2. Past Remuneration:**

Mr. Vivek Agarwala was drawing remuneration of Rs. 3,00,000/- (Three Lakhs only) during the financial year 2019-20.

**3. Recognition or awards:**

Mr. Vivek Agarwala is well recognized for his leadership, visionary, and entrepreneur skills in managing business activities and has been efficiently managing overall affairs of the Company.

**4. Job Profile and his suitability**

Mr. Vivek Agarwala is the Director of the Company and devotes whole time attention to the management of the affairs of the Company and exercises powers under the supervision and superintendence of the Board of the Company.

**5. Remuneration Proposed**

Mr. Vivek Agarwala will be paid overall remuneration subject to maximum of Rs. 25,00,000 /- (Rupees Twenty Five Lakhs only) under the Provisions of Schedule V of the Act, for a period of two years w.e.f 01.07.2020 to 31.06.2022

**6. Comparative remuneration profile with respect to industry, size of the Company, Profile of the position and person:**

Taking into account the size of the Company, position, responsibilities, capabilities, experience and the involvement of directors in the Company the proposed remuneration is reasonable and in line with the remuneration levels in the Industry.

**7. Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any**

Mr. Vivek Agarwala is the Promoter of the Company and is holding 2,20,400 equity shares of the Company.

**III. OTHER INFORMATION**

**1. Reason of loss or inadequate Profits**

Company is primarily engaged in timber and other related products, wherein margins remain stretched.

**2. Steps taken or Proposed to be taken for improvement**

Focus has been placed on promotion and marketing of products so as to increase the sales turnover of the Company and efforts are being made to reduce overheads and fixed costs as compared to variable costs and this will result into increase in profits of the Company. Also management continues to explore avenues to increase revenues through increase in the production.

**3. Expected Increase in Productivity and Profits**

Looking at the past performance and efforts being made during the year the company is expected to increase in the turnover and profits of the company

#### IV. REASONS AND JUSTIFICATION FOR PAYMENT BEYOND LIMITS SPECIFIED IN SCHEDULE V:

To retain the talented and experienced managerial personnel, the Company needs to revise the managerial remuneration as prevailing in the industry.

Considering contribution of Mr. Vivek Agarwala, the proposed remuneration is reasonable keeping in view his qualification, experience and contribution in growth of the Company.

In view of the aforesaid facts, the Board of Directors of the Company at their Meeting held on 30th July, 2020 on the recommendations of the Nomination and Remuneration Committee had approved the revision of remuneration of Directors.

#### Information pursuant to Secretarial Standard on General Meetings (SS- 2)

##### Details of Mr. Vivek Agarwala

Age:	53
Qualifications :	B.com & ICWA
Experience	20 years
Terms and conditions of appointment or reappointment	Terms and conditions of appointment are as per the letter of appointment.
Last drawn remuneration	Mr. Vivek Agarwala was drawing remuneration of Rs. 3,00,000/- ( during the financial year 2019-20.
Date of first appointment on the Board	17.11.1993
No. of share held	2,20,400
Relationship with Directors Managers & KMP	Relative
Number of Board Meeting attended during FY 2018-2019	9
Other Directorship	List attached

**Responsibilities:** Subject to the supervision and control of the Board of Directors of the Company, Mr. Vivek Agarwala will be responsible for developing new projects in the area of Agro food and shall have substantial powers of management and shall perform such duties and exercise such powers, authorities and discretions as the Board shall from time to time delegate to him.

Except Mr. Vivek Agarwala, none of the other Directors or Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.



The Board recommend the Passing of Special Resolution as Set out in Item no 4 of the Notice for the approval by members.

By Order of the Board

**SD/-**  
**Payal Bansal**  
**Company Secretary**

**Date:- 30th Day of July , 2020**  
**Place: Kolkata**

ANNEXURE TO THE NOTICE

Details of Directors seeking appointment / reappointment at the 27<sup>th</sup> Annual General Meeting in pursuance of provisions of the Companies Act, 2013 & Regulation 36 (3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

Name of the Director	VIVEK AGARWALA
Date of Birth	10-04-1967
Nationality	Indian
Date of Appointment on the Board	17-11-1993
Qualification	B.com & ICWA
List of Directorship in other companies as on July 30, 2020	M.V.Credit Capital Private Limited Purushottam Investments Private Limited A.M.Computech Private Limited Mahalaya Infocom Private Limited Soni Exports Private Limited VNS Marketing Pvt Ltd

# M V COTSPIN LIMITED

(CIN -L18101WB1993PLC060752)  
32, Chowringhee Road, Om Tower, 8<sup>th</sup> Floor,  
Room No-805  
Kolkata - 700071, Ph- 03322263780  
Email Id: compliance.mvcl@gmail.com

## DIRECTORS REPORT

**To the Members,**

Your Directors have pleasure in presenting 27<sup>th</sup> Annual Report together with the Audited Statement of accounts for the year ended 31<sup>st</sup> March, 2020.

### 1. FINANCIAL RESULTS

(Rs. In Lacs)

Particulars	STANDALONE	
	For the year ended 31 <sup>st</sup> March 2020	For the year ended 31 <sup>st</sup> March 2019
<b>Financial Results</b>		
<b>Sales &amp; Other Income</b>	1373.14	1599.27
<b>Profit/(Loss) before interest, depreciation &amp; Taxation</b>	137.88	284.13
<b>Less: Interest</b>		
<b>Less: Depreciation</b>	13.58	6.21
<b>Profit/(Loss) before Tax</b>	124.30	277.92
<b>Less: Deferred Tax</b>	(3.61)	(0.28)
<b>Profit/Loss after Tax but before Extra Ordinary Items</b>	127.91	278.20
<b>Add/(Less) Other Items</b>	-	-
<b>Profit/Loss after Tax and Extra Ordinary Items</b>	127.91	278.20

### 1. REVIEW OF OPERATIONS

The Company has adopted IND-AS from April 1, 2017. Financial statements have been prepared as per the IND-AS presented by Institute of Chartered Accountant of India (ICAI). During the current year of operations, your company has registered revenue of Rs. 13,73,14,542 /- as against revenue of Rs. 15,99,27,290/- during the previous financial year. Your company posted Profits after Taxes of Rs.1,27,91,056/- as against profit of Rs. 2,78,20,078/- during the previous financial year. Your Directors are continuously looking forward for future growth avenues.

## **2. DIVIDEND**

In view of future requirement of funds, your directors have not recommended any dividend for the financial year 2019-2020.

## **3. TRANSFER TO RESERVES:**

No amount has been transferred to reserves and surplus during the year.

## **4. DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES**

The Company does not have any subsidiary, joint venture and associated Companies.

## **5. MATERIAL CHANGE IN NATURE OF BUSINESS**

No material change and commitment have occurred from the date of close to the financial year till the date of this report, which affect the financial position of the companies.

## **6. RISK MANAGEMENT**

A detailed review of business risk and the corporation's plan to mitigate them is presented to the Board. The Corporation has been taking steps to mitigate foreseeable business risks. Business risk evaluation and management is an ongoing and continuous process within the Company and regularly updated to the Board.

## **7. INTERNAL CONTROL SYSTEM AND ADEQUACY**

The Company has proper and adequate system of internal control which is commensurate with the size and the nature of business, to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposal and commercial transaction are authorized, recorded and reported correctly. The internal control is supplemented by an extensive program of internal and external audits. The company accords greatest importance to the security of its information assets and has the requisite security controls and checks. Adequate storage and back-up system is maintained to ensure security and availability of data at all times.

## **8. DIRECTORS AND KEY MANGERAL PERSONNEL**

As per the Companies Act 2013, Mr. Vivek Agarwala (DIN- 00595954) Director of the company will retire by rotation at the ensuring AGM and being eligible, has offered himself for reappointment.

Mr. Vinay Dalmia (DIN- 01219851), Mr. Vivek Agarwala (DIN- 00595954), Mr. Sumit Uthra (DIN- 00389984), Mrs. Smita Agarwal (DIN- 00200242) are the Directors of the Company of the company.

Pursuant to the provisions of Section 203 of the Act, the Key Managerial Personnel of the Company are: Mr. Vinay Dalmia Whole time Director, Ms, Vijaya Kumari, Chief Financial Officer and Ms. Payal Bansal , Company Secretary of the Company.

Ms. Payal Bansal was appointed as a Company Secretary on 30.07.2020.

Mr. Ravikesh Kumar Sinha (DIN- 06573624) was resigned from the Board of Directors of the Company w.e.f. 10.06.2019.

## **9. PUBLIC DEPOSITS**

During the year under review, your company has not accepted any deposit within the meaning of provision of Chapter V- Acceptance of Deposits by Companies of the Companies Act 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

## **10. WHISTLE BLOWER POLICY /VIGIL MECHANISM**

The Company has a Whistle Blower Policy, which enables its directors and employees to report their concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy and provides safeguards against victimization of director(s)/employee(s), who avail of the mechanism.

## **11. CORPORATE SOCIAL RESPONSIBILITY**

No CSR policy has been adopted by the company in the current financial year as the same is not applicable to the company.

## **12. HUMAN RESOURCES**

Your Company considers its Human Resources as the key to achieve its objectives. Keeping this in view, your Company takes utmost care to attract and retain quality employees. The employees are sufficient empowered and such work environment propels them to achieve higher level of performance. The unflinching commitment of the employees is the driving force behind the Company's vision. Your Company appreciates the spirit of its dedicated employees.

### **13. DIRECTORS RESPONSIBILITY STATEMENT**

- a) in the preparation of the annual accounts for the year ended March 31, 2020, the applicable accounting standards read with requirements set out under Schedule III to the Act, 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 the Company as at March 31, 2020 and of the profit of the Company for the year ended on that date;
- c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the Directors have prepared the annual accounts on a 'going concern' basis;
- e) that proper internal financial controls were followed by the Company and that such internal financial controls are adequate and were operating effectively ; and
- f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

### **14. PARTICULARS OF EMPLOYEES**

Since, the company does not fall under the prescribed limit of the aforesaid provisions under Section 197(12) of the Act read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Therefore, this requirement is not applicable to the Company.

### **15. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND:**

Since there was no unpaid/ unclaimed Dividend declared and paid last year, the provisions of Section 125 of the Companies Act, 2013 do not apply.

### **16. NO OF BOARD MEETINGS**

9 (Nine) meetings of the Board of Directors were held during the year.

## **17. AUDIT COMMITTEE**

The Audit Committee Comprises of Mr. Sumit Uthra-Independent Director (DIN-00389984) chairman of the Committee and Mr. Vivek Agarwala (DIN-00595954) as other member.

## **18. NOMINATION AND REMUNERATION COMMITTEE**

The Nomination and Remuneration Committee of the Company identifies the persons, who are qualified to become Directors of the Company / who may be appointed in Senior Management in accordance with the criteria laid down and recommend to the Board their appointment and removal. The Committee also carries out evaluation of every Director's performance. The Committee has formulated the criteria for determining qualifications, positive attributes, independence of the Director send recommend to the Board a Policy, relating to the remuneration for the Directors, Key Managerial Personnel and other employees.

## **19. EXTRACT OF ANNUAL RETURN**

The details of the extract of the Annual Return in form MGT-9 is annexed herewith and forms part of this report and marked as "Annexure-A"

## **20. COVERVATION OF ENERGY AND TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

The information on conservation of energy, technology absorption stipulated under Section 134(3)(m) of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014, is annexed herewith as **Annexure 'B'** to the Board's Report. The Foreign exchange earnings amount to Rs. NIL and foreign Exchange Outgo amount to Rs. 7,93,12,574 /- during the year.

## **21. AUDITORS:**

### **Statutory Auditors:**

M/s. P.K. Ajitsaria & Co., Chartered Accountants (Firm Registration No. 317046E), Statutory Auditor of the Company, has been appointed as Statutory Auditor of the company at Annual General Meeting held on 10.06.2019 to hold office for a period of five years from the conclusion of that AGM till the conclusion of the thirty first AGM of the Company to be held in the year 2024.

During the year, the Statutory Auditors have confirmed that their appointment, was in conformity with the limits specified in the said Section.

### **Secretarial Audit:**

Pursuant to the provision of Section 204 of the Companies act 2013 and the companies (Appointment and Remuneration personnel) Rules 2014, the Company has appointed Mrs. Arti Vyas, practicing Company Secretary as its Secretarial Auditors to undertake the Secretarial Audit for the financial year 2019-20.. The Secretarial Audit Report certified by our Secretarial Auditors, in specified form MR-3 is annexed herewith and forms part of this Report.

### **22. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENT UNDER SECTION 186 OF THE COMPANIES ACT 2013:**

Details of Loans, Guarantees and investments covered under the provision of section 186 of the Companies' Act 2013 are given in the Notes to the financial statements

### **23. DECLARATION BY INDEPENDENT DIRECTORS**

The Company has received declarations from all the Independent Directors of the company, confirming that they meet the criteria of independence as provided under section 149(6) of the Companies Act, 2013.

### **24. QUALIFICATION OR RESERVATION OR ADVERSE MARK IN STATUTORY AUDIT REPORT**

There is no such qualification or reservation or adverse remark reported by the Statutory Auditors of the Company.

### **25. RELATED PARTY TRANSACTION**

The Company has entered into any transaction with the related parties during the year. The Details of Transaction has been mentioned in **Note no. 24** of the Financial Statement.

All related party transactions that were entered into by the Company during the financial year under review were generally on arms' length basis and in the ordinary course of business. All related party transactions are placed before the meeting(s) of Audit Committee for its approval.



## **26. PREVENTION OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE**

The Company has zero tolerance for sexual harassment at workplace and has adopted a policy on prevention , prohibition and redressal of sexual harassment at workplace in line with the provision of the Sexual Harassment of Woman at workplace (Prevention , Prohibition and redressal) Act, 2013 and the Rules thereunder for prevention and Redressal of Complaints of sexual harassment at workplace . The Company has not received any complaint on sexual Harassment during the financial year 2019-20.

## **27. DISCLOSURE OF RATIO OF REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL, ETC.**

As required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Statement of Disclosure of Remuneration and such other details as prescribed therein are given in **Annexure-B**, which is attached hereto and forms a part of the Directors' Report.

## **28. SIGNIFICANT AND MATERIAL ORDER PASSED BY THE REGULATION**

There was no instance of any material order passed by the regulators or court or tribunals impacting the going concern status of the company.

## **29. MAINTENANCE OF COST RECORDS U/S 148 OF THE COMPANIES ACT, 2013**

The Provisions of Section 148 (1) pertaining to the maintenance of Cost Records is not applicable to our Company.

## **30. ACKNOWLEDGEMENT**

Your directors take this opportunity to offer thanks to government and semi government organizations and bankers for their continued supports and valuable assistance at all times

The Director also wish to place on record their deep sense of appreciation for the devoted services rendered by the officers, employees and workers of the Company.

**Place: Kolkata**

**For and on behalf of the Board of Directors**

**Dated: 30.07.2020**

**SD/-  
Payal Bansal  
Company Secretary  
Membership No-A56643**

**ANNEXURE - A TO THE DIRECTORS' REPORT:**

**Form No. MGT-9**

**EXTRACT OF ANNUAL RETURN**

as on the financial year ended on 31<sup>st</sup> March, 2020

of **M V COTSPIN LTD.**

[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:**

S.NO.	PARTICULARS	REMARKS
i.	CIN	L18101WB1993PLC060752
ii.	Registration Date	17/11/1993
iii.	Name of the Company	M V COTSPIN LTD.
iv.	Category/Sub-Category of the Company	Category- Company limited by shares Sub-category-Indian Non-Government Company
v.	Address of the Registered office and contact details	32,CHOWRINGHEE ROAD OM TOWER, 8th FLOOR, ROOM NO- 805, KOLKATA-700071 Telephone No :- 033-22263780 compliance.mvcl@gmail.com
vi.	Whether listed Company	Yes
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	ABS Consultant Pvt Ltd, Stephen House, Room No-99, 6th floor, 4, B.B.D Bag (East), Kolkata-700001, Phone No. 033-22301043, E-mail Id: absconsultant99@gmail.com

**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:-

Sl. No.	Name and Description of main products /services	NIC Code of the Product/ service	% to total turnover of the Company
1	Wholesale of wood in the rough and products of primary processing of wood	46631	100

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -**

S.NO	Name and Address of the Company	CIN/GLN	Holding/Subsidiary/Associate	% of shares held	Applicable Section
1.	NIL	N/A	N/A	N/A	N/A



i)Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(1):-</b>	-	<b>2,50,000</b>	<b>2,50,000</b>	<b>5.30</b>	-	<b>2,50,000</b>	<b>2,50,000</b>	<b>5.30</b>	<b>NA</b>
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	8400	57,900	66,300	1.41	8400	57,900	66,300	1.41	NA
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	2,01,700	4,98,100	6,99,800	14.84	2,08,300	4,91,500	6,99,800	14.84	
c) Others(NRI)	1,000	2,700	3700	0.08	1,000	2,700	3700	0.08	-
<b>Sub-Total (B)(2):-</b>	<b>2,11,100</b>	<b>5,58,700</b>	<b>7,69,800</b>	<b>16.32</b>	<b>2,17,700</b>	<b>5,52,100</b>	<b>7,69,800</b>	<b>16.32</b>	<b>-</b>
Total Public Shareholding (B)=(B)(1)+(B)(2)	<b>2,11,100</b>	<b>8,08,700</b>	<b>10,19,800</b>	<b>21.62</b>	<b>2,17,700</b>	<b>8,02,100/-</b>	<b>10,19,800</b>	<b>21.62</b>	<b>-</b>
C. Shares held by Custodian for GDRs & ADRs									
Grand Total (A+B+C)	<b>16,15,600</b>	<b>30,99,900</b>	<b>47,15,500</b>	<b>100</b>	<b>31,22,000</b>	<b>15,93,500</b>	<b>47,15,500</b>	<b>100</b>	<b>NA</b>

**(ii) Shareholding of Promoters**

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the Year			% change in share holding during the year
		No. of Shares	% of Total Shares of the Company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1.	Vivek Agarwal	220400	4.67	-	220400	4.67	-	NA
2.	Mahesh Chandra Agarwal	50000	1.06	-	50000	1.06	-	NA
3.	Vandita Dalmia	50000	1.06	-	50000	1.06	-	NA
4	Shashi Kumar	10000	0.21	-	10000	0.21	-	NA
5	VNS Projects LLP	1235000	26.19	-	1235000	26.19	-	NA
6	M V Credit Capital Pvt Ltd	1769900	37.53	-	1769900	37.53	-	NA
7	Mahesh Chandra Agarwal (HUF)	20000	0.42	-	20000	0.42	-	NA
8	Smita Agarwal	40200	0.85	-	40200	0.85	-	NA
9	Amrit Agarwal	190200	4.03	-	190200	4.03	-	NA
10	Vivek Agarwal (HUF)	110000	2.33	-	110000	2.33	-	NA

**(iii) Change in Promoters' Shareholding (please specify, if there is no change)- No Change**

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

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
<b>1</b>	<b>RAJASTHAN STATE INDUSTRIAL DEVELOPMENT &amp; I CORP</b>				
	At the beginning of the year	2,50,000	5.30	2,50,000	5.30
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase/decrease(e.g. allotment /transfer / bonus / sweat equity etc):	-	-	-	-
	At the End of the year ( or on the date of separation, if Separated during the year)	2,50,000	5.30	2,50,000	5.30
<b>2</b>	<b>MANISH KUMAR AGARWAL</b>				
	At the beginning of the year	42,000	0.89	42,000	0.89
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase/decrease(e.g. allotment /transfer / bonus / sweat equity etc):	-	-	-	-
	At the End of the year ( or on the date of separation, if Separated during the year)	42,000	0.89	42,000	0.89
<b>3</b>	<b>TFC FINCONS PVT LTD</b>				
	At the beginning of the year	39,500	0.84	39,500	0.84
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase/decrease(e.g. allotment /transfer / bonus / sweat equity etc):	-	-	-	-
	At the End of the year ( or on the date of separation, if Separated during the year)	39,500	0.84	39,500	0.84
<b>4</b>	<b>NILESHKUMAR HAZARIMAL SHAH</b>				
	At the beginning of the year	35,000	0.74	35,000	0.74
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase/decrease(e.g. allotment /transfer / bonus / sweat equity etc):	-	-	-	-
	At the End of the year ( or on the date of separation, if Separated during the year)	35,000	0.74	35,000	0.74
<b>5</b>	<b>HAZARIMAL PUMJALAL SHAH</b>				
	At the beginning of the year	30,500	0.65	30,500	0.65
	Date wise Increase/Decrease in Share holding during the year specifying the				

	reasons for increase/decrease(e.g. allotment /transfer / bonus / sweat equity etc):	-	-	-	-
	At the End of the year ( or on the date of separation, if Separated during the year)	30,500	0.65	30,500	0.65
<b>6</b>	<b>MANISH KUMAR</b>				
	At the beginning of the year	20,000	0.42	20,000	0.42
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase/decrease(e.g. allotment /transfer / bonus / sweat equity etc):	-	-	-	-
	At the End of the year ( or on the date of separation, if Separated during the year)	20,000	0.42	20,000	0.42
<b>7</b>	<b>BHANWAR LALL SARDA</b>				
	At the beginning of the year	18,900	0.40	18,900	0.40
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase/decrease(e.g. allotment /transfer / bonus / sweat equity etc):	-	-	-	-
	At the End of the year ( or on the date of separation, if Separated during the year)	18,900	0.40	18,900	0.40
<b>8</b>	<b>MASTER UDIT KUMAR (MINOR)</b>				
	At the beginning of the year	18,800	0.40	18,800	0.40
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase/decrease(e.g. allotment /transfer / bonus / sweat equity etc):	-	-	-	-
	At the End of the year ( or on the date of separation, if Separated during the year)	18,800	0.40	18,800	0.40
<b>9</b>	<b>SAJAN KUMAR AGARWAL</b>				
	At the beginning of the year	17,200	0.36	17,200	0.36
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase/decrease(e.g. allotment /transfer / bonus / sweat equity etc):	-	-	-	-
	At the End of the year ( or on the date of separation, if Separated during the year)	17,200	0.36	17,200	0.36
<b>10</b>	<b>JAY KARAN BACHHAWAT</b>				
	At the beginning of the year	17,000	0.36	17,000	0.36
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase/decrease(e.g. allotment /transfer / bonus / sweat equity etc):	-	-	-	-
	At the End of the year ( or on the date	17,000	0.36	17,000	0.36

	of separation, if Separated during the year)				
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(v). Shareholding of Directors and Key Managerial Personnel:

Sl. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1.	<b>VIVEK AGARWALA</b>				
	At the beginning of the year	2,20,400	4.67	-	-
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment /transfer / bonus/ sweat equity etc):	-	-	-	-
	At the end of the year	2,20,400	4.67	2,20,400	4.67

**V. INDEBTEDNESS**

**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	1,83,71,441/-	1,02,74,238/-		2,86,45,679/-
ii) Interest due but not paid	-	-		-
iii) Interest accrued but not due	-	-		-
<b>Total (i+ii+iii)</b>	<b>1,83,71,441/-</b>	<b>1,02,74,238/-</b>	<b>-</b>	<b>2,86,45,679/-</b>
<b>Change in Indebtedness during the financial year</b>				
• Addition	-	2,49,219/-	-	2,49,219/-
• Reduction	(23,46,213)/-	-	-	(23,46,213)/-
<b>Net Change</b>	<b>(23,46,213)/-</b>	<b>2,49,219/-</b>	<b>-</b>	<b>20,96,994/-</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	1,60,25,228/-	1,05,23,457/-	-	2,65,48,685/-
ii) Interest due but not paid	-	-		-
iii) Interest accrued but not due	-	-		-
<b>Total (i+ii+iii)</b>	<b>1,60,25,228/-</b>	<b>1,05,23,457/-</b>	<b>-</b>	<b>2,65,48,685/-</b>

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

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

Sl. No.	Particulars of Remuneration	Name of MD/WTD/Manager				Total Amount
						Rs.
1.	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-	-
	(c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	-	-	-	-	-
2.	Stock Option	-	-	-	-	-
3.	Sweat Equity	-	-	-	-	-
4.	Commission - as % of profit - others, specify...	-	-	-	-	-
5.	Others, please specify	-	-	-	-	-
	Total (A)	-	-	-	-	-
	Ceiling as per the Act	-	-	-	-	-

**B. Remuneration to other directors:**

Sl. No.	Particulars of Remuneration	Name of Directors				Total Amount
1.	Independent Directors • Fee for attending board/committee meetings • Commission • Others, please specify	-	-	-	-	-
	Total (1)	-	-	-	-	-
2.	Other Non-Executive Directors • Fee for attending board/committee meetings • Commission • Others, please specify	-	-	-	-	-
	Total (2)	-	-	-	-	-
	Total (B)=(1+2)	-	-	-	-	-
	Total Managerial Remuneration	-	-	-	-	-
	Overall Ceiling as per the Act	-	-	-	-	-

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD / MANAGER/WTD**

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CFO Vijaya Kumari	CS Abhishek Shaw	Total
1	Gross salary	-	-	-	-
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	3,18,851/-	27,500/-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-



	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-		-
2	Stock Option	-	-		-
3	Sweat Equity	-	-		-
4	Commission - as % of profit - others, specify...	-	-		-
5	Others, please specify	-	-		-
	Total	-	<b>3,18,851/-</b>	<b>27,500/-</b>	-

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

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 TO THE DIRECTORS' REPORT  
ANNEXURE-B**

**CONSERVATION OF ENERGY, TECHNOLOGY AND FOREIGN EXCHANGE OUTGO:**

Particulars of conservation of energy and technology absorption in terms of Section 134 (3) (m) of the Companies Act, 2013 forming part of the Directors' Report for the year ended on 31st March, 2020.

**A. CONSERVATION OF ENERGY**

The Company is making all round efforts for the Conservation of energy, which will reduce consumption of energy in per unit of production. No specific investment is contemplated for reduction of consumption of energy.

**FORM —A  
FORM FOR DISCLOSURE OF PARTICULARS WITH RESPECT OF CONSERVATION OF  
ENERGY**

<b>Power and Fuel Consumption</b>	<b>Current Year</b>	<b>Previous Year</b>
<b>1. Electricity</b>		
(a) Purchased Unit	-	-
Total Cost	-	-
Rate /Unit	-	-
(b) Own Generation		
(i) Through Diesel Generator Units	-	-
Unit per ltrs of Diesel Cost/Unit	-	-
(ii) Through Steam Turbine/Generator Unit	-	-
(iii) Unit per ltrs of Fuel	-	-
<b>2. Coal</b>		
Quantity	-	-
Total Cost	-	-
Average Cost	-	-

3. Furnace Oil		
Quantity	-	-
Total Cost	-	-
Average Cost	-	-
4. Others/Internal Generation	-	-

**B. DISCLOSURE OF PARTICULARS WITH RESPECT TO TECHNOLOGY ABSORPTION**

Efforts made in technology absorption - as per Form - B given below

**FORM NO. B**  
**FORM FOR DISCLOSURE OF PARTICULARS WITH RESPECT TO TECHNOLOGY ABSORPTION  
ADAPTATION AND INNOVATION, RESEARCH AND DEVELOPMENT(R & D)**

**Research and Development (R & D)**

During the year under review no significant research work has been undertaken by the Company.

**Benefits Derived**

Not Applicable

**Technology absorption, adaptation and innovation effort**

During the year under review no significant technology absorption, adaptation and innovation effort has been undertaken by the Company

**Benefits**

Not Applicable

**Foreign Exchange Earnings and Outgo :**

	Current Year	Previous Year
Foreign Exchange outgo	7,93,12,574/- (Purchase of Materials and Freight on Import)	9,61,76,376/- (Purchase of Materials)
Foreign Exchange Earned	-	-

**Place: Kolkata**

For and on behalf of the Board of Directors

**Dated: 30.07.2020**

SD/-  
**Payal Bansal**  
**Company Secretary**

**"ANNEXURE C"**

**DETAILS OF REMUNERATION**

**Details pertaining to remuneration as required under section 197(12) read with Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**

i. The percentage increase in remuneration of each Director and Company Secretary during the Financial Year 2019-20, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the Financial Year 2019-20 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

SL. No	Name of Director/KMP	Designation	Remuneration of Director/KMP for the Financial Year 2019-20 (In Rs.)	% increase in Remuneration in the Financial Year 2019-20	Ratio of Remuneration of each Director to median remuneration
1.	Vivek Agarwala	Executive Director	3,00,000/-	NIL	2.39:1
2.	Smita Agarwal	Director	NIL	NIL	-
3.	Vinay Dalmia	Whole time Director	4,20,000/-	NIL	3.34:1
4.	Abhishek Shaw	Company Secretary	27,500/-	NIL	0.21:1
5.	Vijaya Kumari	CFO	3,18,851/-	NIL	2.54:1

- ii. The Median remuneration of the employee of the Company during the financial year was Rs. 1,25,438/-.
- iii. In the Financial Year, there was increase in the median remuneration of employees.
- iii. There were 6 Permanent employees on the rolls of the Company as on March'2020
- iv. a.) Variation in the market capitalization of the Company- The Market capitalization rate is Nil as the company has not traded any shares.  
b) price earning ratio-Nil
- v. It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, key Managerial personnel and other Employees.

**General Shareholders Information**

**1. Annual General Meeting, Date And Time & Venue**

Thursday, the 10th Day of September, 2020 at 11.00 A.M., 32 Chowringhee Road Om Tower, 8th Floor, Room No-805 Kolkata -700071.

**2. Financial Year**

01<sup>st</sup> April 2019 to 31<sup>st</sup> March 2020

**3. Book Closure Notice:**

4th Day of September 2020 to 10th Day of September 2020

**4. CIN-L18101WB1993PLC060752**

**5. ISIN No- INE586D01014**

**6. STOCK CODE-531286**

**7. Listing on Stock Exchange**

**Distribution Schedule as on 31<sup>st</sup> March 2020**

No. of Shares	Number of shareholders	% to total Holders	Numbers of shares
01 - 500	152	36.89	61300
501 - 1000	158	38.35	131900
1001 - 2000	40	9.71	65700
2001 - 3000	11	2.67	29300
3001 - 4000	6	1.46	21000
4001 - 5000	3	0.73	14600
5001 - 10000	17	4.13	136800
10001 - 50000	19	4.61	479400
50001 - 100000	NIL	NIL	NIL
100000 to above	6	1.46	3775500

## 8. Market Price date

Due to Suspension for trading in company's share for the last few years, there is no available market price/Data

## 9. General Body Meeting of Last three financial years.

Financial Year	Details of Location	Date	Time
2016-17	32 Chowringhee Road Om Tower, 8 <sup>th</sup> Floor, Room No-805 Kolkata -700071	29 <sup>th</sup> Sept 2017	11:00 A.M.
2017-18	32 Chowringhee Road Om Tower, 8 <sup>th</sup> Floor, Room No-805 Kolkata -700071	29 <sup>th</sup> Sept 2018	11:00 A.M.
2018-19	32 Chowringhee Road Om Tower, 8 <sup>th</sup> Floor, Room No-805 Kolkata -700071	10 <sup>th</sup> June 2019	11:00 A.M.

## 10. Share Transfer System

The Company's RTA transfers the shares within 15 days of receipt of request, subject to documents being valid and complete in all respects. Dematerialization is done within 15 days of receipt of request along with the shares through the Depository Participant of the shareholder.

## 11. Services of Documents through electronic Mode

As a part of Green Initiatives, the members who wish to receive the notice/documents through email, may kindly inform their address to the company as its email-ID i.e., [compliance.mvcl@gmail.com](mailto:compliance.mvcl@gmail.com)

## 12. Nomination

Individuals shareholders holdings shares singly or jointly in physical form can nominate a persons in whose name the shares shall be transferable in the event of death of the registered shareholder(s). Nomination facility in respect of shares held in electronic form is also available with the depository participants with the depository Participant as per the bye laws and business rules applicable to NSDL and CDSL. Nomination forms can be obtained from the Company Registers & Share Transfer Agent.

## 13. Dematerialisation of Shares & liquidity

The Company has entered into agreements with both National security Depository Services (NSDL) and Central Depository Services (India) Limited (CDSL) whereby shareholders have an option dematerialize their shares with either of the Depositories.

#### 14. (i) Shareholding Pattern

The Shareholding pattern (Equity Shares) of the Companies is as follows:

<b>Sl.No</b>	<b>Particulars of Shareholder</b>	<b>No. of shares held</b>	<b>% of Shareholding</b>
1.	Promoters & Promoters Group	36,95,700	78.37
2.	Financial Institution , Banks	2,50,000	5.30
3.	Others/ Indian public	76,98,00	16.33

#### (ii) Shareholding Profile as on 31st March 2020

<b>Mode of Holding</b>	<b>No. of Shares</b>	<b>% of Total Issued Capital</b>
Physical	15,93,500	33.79
NSDL	29,93,050	63.47
CDSL	1,28,950	2.7

#### 15. Outstanding GDR/Warrant and conversion Dates and likely impact on Equity shares:

We have no GDRs/ADRs or any commercial instrument.

#### 16. Commodity Price Risk or Foreign Exchange Risk and Hedging Activities

The Company is not carrying on any Commodity Business and has not undertaken any hedging activities.

#### 17. Dividend

The company has not proposed or declared any dividend during the year.

#### 18. Address for correspondence

Regd. office: 32 Chowringhee Road, Om Tower Kolkata – 700071, 8<sup>th</sup> Floor, Room No-805  
E- mail ID of the company :compliance.mvcl@gmail.com  
Telephone Number (033) 22263780  
Website:www.mvcotspinltd.com

**For and on behalf of the Board**

Place: Kolkata  
Dated:30.07.2020

SD/-  
(Payal Bansal)  
Company Secretary



Form No. MR - 3  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2020**

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies  
(Appointment and Remuneration of Managerial Personnel) Rules, 2015]

To,  
The Members,  
**M V COTSPIN LIMITED.**  
32 Chowringhee Road Om  
Tower Kolkata -700071

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. M V COTSPIN LIMITED.** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's 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 secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31<sup>st</sup> March 2020, 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:

1. I have examined the books, papers, minute books, forms and returns filed and other records maintained by M/s. **M V COTSPIN LIMITED** ("the Company") for the financial year ended on 31<sup>st</sup> March 2020, according to the provisions of:
  2. Applicable Acts and Regulation:
    - I. The Companies Act, 2013 (the Act) and the rules made thereunder subject to the following:
      - (a) has filed Report on Annual General Meeting to be filed in MGT-15 for the year 2018-2019.
      - (b) The Company has not Complied with the provisions of Section 203, Section 138 of the Companies Act, 2013.
    - 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. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable to the Company:-

(a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (Not Applicable as the Company has not made any substantial acquisition of Shares and Takeover during the period under review)

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (Not Applicable as the Company has not issued any further share capital during the period under review).

(d) 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.

(e) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;

(f) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not Applicable as there was no reportable event during the period under review)

(g) The Company has not complied with the requirements under the Equity Listing Agreements with Bombay Stock Exchange Calcutta Stock Exchange.

And

(h) The Memorandum and Article of Association.

**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 the Bombay Stock Exchange and Calcutta Stock Exchange.

(iii) During the period under review the Company has complied with the provisions of Listing Agreements, mentioned above. The Company has been Suspended by the Bombay Stock Exchange.

**I further report that**

- a) The Board of Directors of the Company is not duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.
- b) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days 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.
- c) All the decisions of the carried out requisite majority.
- d) Committees as per the provisions of Companies Act, 2013 and SEBI are NOT duly constituted during the period.

**I further report** that, the Compliance by the Company of applicable financial laws like Direct and Indirect Tax laws and maintenance of financial records and books of accounts has not been reviewed in this audit since the same have been subject to review by statutory financial audit and other designated professional.

**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. Further I report that there were no instances of:

- i) Public / Right / Preferential issue of shares / debentures / sweat equity, etc.
- ii) Redemption / buy-back of securities.
- iii) Merger / amalgamation / reconstruction, etc.
- iv) Foreign technical collaborations

Date: 30.07.2020  
Place: Kolkata

SD/-  
Arti Vyas  
Practicing Company Secretary  
CP NO-14482

To Members  
**M V COTSPIN LIMITED**

My report of even date is to be read along with this supplementary testimony.

1. Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and processes 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. I believe that the processes and practices, the company had followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, I 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. My examination was limited to the verification of procedures 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.

**Date: 30.07.2020**  
**Place: Kolkata**

**Arti Vyas**  
**Practicing Company Secretary**  
**CP NO-14482**  
**UDIN-A038496B000529734**

**Form No. MGT-11**

**Proxy form**

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

**CIN: L18101WB1993PLC060752**

**Name of the Company: M V COTSPIN LIMITED**

**Registered office: 32 Chowringhee Road, Om Tower, Room No-805, Floor-8th Kolkata - 700071**

Name of the Member(s):
Registered address:
E-mail Id:
Folio No/ Clint Id:
DP ID:

I/ We being the member of ....., holding.....shares, hereby appoint

1. Name: .....  
Address:  
E-mail Id:  
Signature: ....., or failing him
2. Name: .....  
Address:  
E-mail Id:  
Signature: ....., or failing him
3. Name: .....  
Address:  
E-mail Id:  
Signature: ....., or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at 27<sup>th</sup> Annual General Meeting of members of the Company, to be held on Thursday, 10<sup>th</sup> Day of September 2020 at the **32 Chowringhee Road, Om Tower Kolkata - 700071** at the registered office of the Company at 11.00 A.M. ,and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

**Ordinary Business:**

- 1 Adoption of Directors' Report and Audited Statement of Annual Accounts for the year ended 31st March, 2020.
2. Appointment Mr. Vivek Agarwala, who retires by rotation.
- 3 Appointment of M/s. P.K. Ajitsaria & Co., Chartered Accountants as Statutory Auditors of the Company.

**Special Business:**

- 4 Payment of Remuneration to Mr. Vivek Agarwala Director of the Company.

Signed this ..... day of..... 2020

Signature of Shareholder

Signature of Proxy holder(s)

Affix  
Revenue  
Stamp

**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, before the commencement of the Meeting.**

**ATTENDANCE SLIP**

**27<sup>th</sup> Annual General Meeting**

**CIN: L18101WB1993PLC060752**

**Name of the Company: M V COTSPIN LIMITED**

**Registered office: 32 Chowringhee Road, Om Tower, Room No-805, Floor-8<sup>th</sup>, Kolkata - 700071**

Regd. Folio No. \_\_\_\_\_/DP ID \_\_\_\_\_ Client ID/Ben. A/C \_\_\_\_\_

No. of shares held \_\_\_\_\_

I certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the 27<sup>th</sup> Annual General Meeting of the Company on September, 10<sup>th</sup> Day of Sepetember 2020 at 11.00 A.M. at **32 Chowringhee Road, Om Tower, Room No-805, Floor-8<sup>th</sup>, Kolkata - 700071**

Member's/Proxy's name in Block Letters

Member's/Proxy's Signature

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

**INDEPENDENT AUDITOR'S REPORT**

To the Members of

**MV COTSPIN LIMITED****Report on the Financial Statements****Opinion**

I have audited the standalone financial statements of M/S M V COTSPIN LIMITED (CIN: L18101WB1993PLC060752) (“the Company”), which comprise the balance sheet as at 31st March 2020, and the statement of Profit and Loss (including the Comprehensive Income), statement of Changes in Equity and statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information .

In my opinion and to the best of my information and according to the explanations given to me, the aforesaid standalone 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, of the state of affairs of the Company as at March 31, 2020, and profit/loss, the statement of changes in equity and its cash flows for the year ended on that date.

**Basis for Opinion**

I have conducted my audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. My responsibility under those Standards is further described in the Auditor’s Responsibilities for the Audit of the Financial Statements section of my report. I am independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to my audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and I have fulfilled my other ethical responsibilities in accordance with these requirements and the Code of Ethics. I believe that the audit evidence i have obtained is sufficient and appropriate to provide a basis for my opinion.

**Management Responsibility for the standalone financial statements**

The Company’s Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 (“the Act”) with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, changes in equity and Cash Flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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.

In preparing the financial statements, management is responsible for assessing the Company’s ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. That Board of Directors are also responsible for overseeing the Company’s financial reporting process.

**Auditor’s Responsibilities for the Audit of the Financial Statements**

My objective is to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor’s report that includes my opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.



As part of an audit in accordance with SAs, I exercise professional judgment and maintain professional skepticism throughout my audit. I also:

- a) Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- b) Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, I am also responsible for expressing my opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- c) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- d) Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my audit report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- e) Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

I communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that I have identified during my audit.

I also provide those charged with governance with a statement that I have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on my independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, I determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. I describe these matters in my auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, I determine that a matter should not be communicated in my report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **Report on Other Legal & Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, I give in "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by section 143(3) of the Act, I report that:

- a) I have obtained all the information and explanations which to the best of my knowledge and belief were necessary for the purpose of my audit;
- b) In my opinion proper books of account as required by law have been kept by the Company so far as appears from my examination of those books
- c) The Balance Sheet, Statement of Profit & Loss, Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In my opinion, aforesaid standalone financial statements comply with the Indian 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 31st March, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2020 from being appointed as a director in terms 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 my separate Report in “**Annexure B**”
- 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 my opinion and to the best of my information and according to the explanations given to me:
  - 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 for which there were any material foreseeable losses;
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

Place: Kolkata  
Dated: 30th Day of July, 2020

**For P. K. Ajitsaria & Co.**  
**Chartered Accountant**  
*Firm Regn. No. 317046E*

**(Pawan Kr. Ajitsaria)**  
**Proprietor**  
*Membership No. 53109*  
*UDIN- 20053109AAAAAG8425*

**The Annexure A referred to in paragraph 1 of my Report of even date to the members of MV COTSPIN LIMITED on the accounts of the company for the year ended 31<sup>st</sup> March, 2020.**

On the basis of such checks as I considered appropriate and according to the information and explanation given to me during the course of my audit, I report that:

- i. The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
- ii. According to the explanations and information given to me, the Management has physically verified the inventory at reasonable intervals and no material discrepancies have been noticed on physical verification.
- iii. As informed, the Company has granted Loan, secured or unsecured, to Companies, firms, Limited Liability Partnership or other parties listed in the Register maintained under Section 189 of The Companies Act, 2013,
  - A. The terms and conditions on the basis of which the loan has been granted are not prejudicial to the company's interest
  - B. The receipt of the principal amount and the interest are regular
- iv. The company has complied with the provision of section 185 and 186 of the Companies Act, 2013 regarding the loans investments, guarantees and security.
- v. In my opinion and according to the information and explanations given to me, the Company has not accepted any deposits from the public within the meaning of the Companies Act, 2013 hence this clause is not applicable to the Company.
- vi. In my opinion and according to the information & explanation given to me, maintenance of cost records has not been prescribed by the Central Government under section 148(1) of the Companies Act, 2013; hence clause (vi) is not applicable to the Company.
- vii. (a) According to the information and explanations given to me and the records examined by me, the Company is regular in depositing the undisputed statutory dues such as Income-tax, GST, Custom Duty, Cess and any other statutory dues with the appropriate authorities. There are no arrears of outstanding dues as at the last day of the financial year for the period of 6 months from the date they became payable.  
  
(b) According to the information and explanations given to me there were no disputed amount payable in respect of statutory dues such as Income-tax, GST, Custom Duty, Cess.
- viii. According to the information and explanation given to me, the company has not defaulted in repayment of dues to a financial institution or government or bank or debenture holders.
- ix. According to the information and explanations given to me, the company has not raised money by way of initial public offer (including debt instruments) and term loans, hence clause (ix) is not applicable to the Company.
- x. According to the information and explanations given to me, no frauds has been noticed or reported by the Company or any fraud on the Company by its officers/ employees during the year that causes the financial statements to be materially misstated.
- xi. The Company has paid /provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with schedule V to the act.
- xii. The Company is not a Nidhi Company, hence clause (xii) is not applicable to the Company.
- xiii. In my opinion all the transaction with related parties are in compliance with the Section 177 And 188 of the Companies Act, 2013 and have been disclosed in the financial statements for the year as required by the applicable accounting standards.

- xiv. The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review; hence clause (xiv) is not applicable to the Company.
- xv. The Company has not entered into any non-cash transactions with Directors or persons connected with him; hence this clause (xv) is not applicable to the Company.
- xvi. In my opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and hence clause (xvi) is not applicable to the Company.

Place: Kolkata  
Dated: 30th Day of July, 2020

**For P. K. Ajitsaria & Co.**  
**Chartered Accountant**  
*Firm Regn. No. 317046E*

**(Pawan Kr. Ajitsaria)**  
**Proprietor**  
*Membership No. 53109*  
*UDIN- 20053109.AAAAAG8425*

**Annexure B to the Independent Auditor's Report of even date on the Financial Statements of MV COTSPIN LIMITED**

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

I have audited the internal financial controls over financial reporting of **MV COTSPIN LIMITED** ("the Company") as of March 31, 2020 in conjunction with My audit of the financial statements of the Company for the year ended on that date.

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

The Company's management is responsible for establishing and maintaining internal financial controls based on the 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. 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 and as per the norms issued by RBI.

**Auditors' Responsibility**

My responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on my audit. I have conducted 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 i 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.

My audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. My 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 judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my 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 authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become

inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In my 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, 2020, based on the 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.

Place: Kolkata  
Dated: 30th Day of July, 2020

**For P. K. Ajitsaria & Co.**  
**Chartered Accountant**  
*Firm Regn. No. 317046E*

**(Pawan Kr. Ajitsaria)**  
**Proprietor**  
*Membership No. 53109*  
*UDIN- 20053109.AAAAAG8425*

# **MV COTSPIN LIMITED**

*32, Chowringhee Road,*

*OM Towers*

*Kolkata - 700 071*

Financials for the Period ended 31st March, 2020

**P.K. AJITSARIA & CO**

**Chartered Accountant**

*White Towers, 3rd Floor, 115 College Street*

*Kolkata - 700012*

*E-mail: pkajitsaria@hotmail.com*

**M V COTSPIN LIMITED**

CIN - L18101WB1993PLC060752

**Balance Sheet as at 31st March, 2020**

(Amount in Rupees)

Particulars	Note No	As at 31-Mar-20	As at 31-Mar-19
<b>I. ASSETS</b>			
<b><u>Non Current Assets</u></b>			
(a) Property, Plant and Equipment	2	33,46,507	46,86,108
(b) Investment Property	3	9,15,190	9,15,190
(c) Financial Assets			
(i) Investments	4	19,98,000	19,98,000
(d) Deferred Tax Assets (net)	5	3,88,408	27,821
(e) Other Non Current Financial Assets	6	35,00,000	1,37,00,000
<b><u>Current Assets</u></b>			
(a) Inventories	7	3,13,05,985	2,47,56,786
(b) Financial Assets	8		
(i) Trade Receivables		3,48,04,441	3,08,47,393
(ii) Cash and Cash Equivalents		1,42,944	5,97,604
(iii) Bank balances other than Cash and cash equivalents		1,65,00,000	63,00,000
(iv) Loans		7,62,987	5,52,801
(c) Other Current Assets	9	18,15,551	8,83,868
<b>Total Assets</b>		9,54,80,013	8,52,65,571
<b>II. Equity and Liabilities</b>			
<b><u>Equity</u></b>			
(a) Equity Share Capital	10	4,71,55,000	4,71,55,000
(b) Other Equity	11	1,06,48,285	(21,42,771)
<b><u>Liabilities</u></b>			
<b><u>Non-Current Liabilities</u></b>	12		
(a) Financial Liabilities			
(i) Borrowings		1,13,92,305	1,16,39,558
<b><u>Current Liabilities</u></b>			
(a) Financial Liabilities	13		
(i) Borrowings		4,90,405	4,47,297
(ii) Trade Payables		92,29,883	25,45,827
(b) Other Current Liabilities	14	1,65,64,135	2,56,20,660
<b>Total</b>		9,54,80,013	8,52,65,571

Significant Accounting Policies Note 1

Accompanying notes forming part of financial statement are attached "1" to "28"

In terms of our report attached

for and on behalf of the Board of Directors of MV Cotspin Limited

**For P.K Ajitsaria & Co.**  
Chartered Accountant

**(Vijaya Jha)**  
Chief Financial Officer

**(Vivek Agarwal)**  
DIN - 00595954

**(Pawan Kr. Ajitsaria)**  
Proprietor

Place : Kolkata  
Dated : 30th July 2020

**(Payal Bansal)**  
Company Secretary

**(Vinay Dalmia)**  
DIN - 01219851



**M V COTSPIN LIMITED**

CIN - L18101WB1993PLC060752

**Profit and Loss Statement for the year ended 31st March, 2020**

(Amount in Rupees)

Particulars	Note No	For the year ended 31-Mar-20	For the year ended 31-Mar-19
<b>I. Revenue from Operations</b>	<b>15</b>	13,58,96,481	15,92,83,984
<b>II. Other Income</b>	<b>16</b>	14,18,061	6,43,306
<b>Total Revenue</b>		13,73,14,542	15,99,27,290
<b>III. Expenses:</b>			
Purchase of traded goods	<b>17</b>	8,51,98,930	9,89,08,477
Change in inventories of finished goods, work-in-progress and traded goods	<b>18</b>	(65,49,199)	(2,31,81,140)
Employee Benefit Expense	<b>19</b>	27,39,287	18,45,567
Finance Cost	<b>20</b>	24,78,049	8,09,424
Depreciation	<b>2</b>	13,57,570	6,21,010
Other Expenses	<b>21</b>	3,96,59,437	5,31,31,695
<b>Total Expenses</b>		12,48,84,074	13,21,35,033
Profit before exceptional items and tax		1,24,30,468	2,77,92,257
Exceptional Items			
Less: Extraordinary Items		-	-
Profit/ (Loss) before tax & after extraordinary items		1,24,30,468	2,77,92,257
Tax expense:			
(1) Current tax		-	-
(2) Deferred tax		(3,60,587)	(27,821)
Profit(Loss) from continuing operations		1,27,91,056	2,78,20,078
Earning per equity share before extraordinary item	<b>27</b>		
(1) Basic		2.71	5.90
(2) Diluted		2.71	5.90
Earning per equity share after extraordinary item	<b>27</b>		
(1) Basic		2.71	5.90
(2) Diluted		2.71	5.90

Significant Accounting Policies Note 1

Accompanying notes forming part of financial statement are attached "1" to "28"

In terms of our report attached

for and on behalf of the Board of Directors of MV Cotspin Limited

**For P.K Ajitsaria & Co.**  
**Chartered Accountant**

**(Pawan Kr. Ajitsaria)**  
**Proprietor**

Place : Kolkata

Dated : 30th July 2020

**(Vijaya Jha)**  
Chief Financial Officer

**(Vivek Agarwal)**  
DIN - 00595954

**(Payal Bansal)**  
Company Secretary

**(Vinay Dalmia)**  
DIN - 01219851

**MV COTSPIN LIMITED**

CIN - L18101WB1993PLC060752

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2020**

(Amount in Rupees)

	Particulars	As At 31-Mar-20	As At 31-Mar-19
<b>A.</b>	<b>Cash Flow from Operating Activities</b>		
	<u>Net Profit / (Loss) before Tax and extraordinary items</u>	1,24,30,468	2,77,92,257
	Adjustments for :		
	Depreciation	13,57,570	6,21,010
	Interest Paid	24,78,049	8,05,424
	Interest Received	(14,18,061)	(6,40,156)
	<u>Operating Profit / (Loss) before Working Capital change</u>	1,48,48,026	2,85,78,535
	Adjustments for :		
	Inventories (Decrease)	(65,49,199)	(2,31,81,140)
	Trade & other Receivables (Decrease)	(39,57,047)	(3,08,47,393)
	Loans, advances and other Current Assets (Increase)	(10,00,063)	55,36,236
	Trade Payables (Increase)	66,84,056	25,19,396
	Current Liabilities (Increase)	(33,87,217)	51,89,877
	Provisions (Increase)	(37,76,459)	37,76,459
	Net Cash generated from operations	28,62,097	(84,28,031)
	Less : Income Tax Paid / Refund	(1,41,806)	(27,700)
	<u>Net cash from operating activities</u>	(A) 27,20,291	(84,55,731)
<b>B.</b>	<b>Cash Flow from Investing Activities</b>		
	Purchase of Fixed Assets	(17,969)	(53,07,118)
	Investment Property	-	(9,15,190)
	Interest Received	14,18,061	6,40,156
	<u>Net Cash used in Investing Activities</u>	(B) 14,00,092	(55,82,152)
<b>C.</b>	<b>Cash Flow from Financing Activities</b>		
	Proceeds of Secured Long Term Borrowings	-	20,00,000
	Repayment of Secured Long Term Borrowings	(4,53,364)	(1,87,383)
	Proceeds from Unsecured Long Term Borrowings	10,00,000	1,07,00,000
	Repayments from Unsecured Long Term Borrowings	(7,50,781)	(4,25,762)
	Investment in Fixed Deposits	-	(1,35,00,000)
	Overdraft with Bank	(18,92,849)	1,51,93,704
	Interest Paid	(24,78,049)	(8,05,424)
	<u>Net Cash used in financing activities</u>	(C) (45,75,043)	1,29,75,135
	<b>Net Increase in Cash and Cash equivalents</b>	(A+B+C) (4,54,660)	(10,62,747)
	<b>Cash &amp; Cash equivalents</b>		
	Opening Cash and Bank Balances as at 1.4.2019 (1.4.2018)	5,97,604	16,60,351
	Closing Cash and Bank Balances as at 31.3.2020 ( 31.3.2019 )	1,42,944	5,97,604
		4,54,660	10,62,748
1. The Cash Flow Statement has been prepared under the Indirect method as per Indian Accounting Standard - 7 on Cash Flow Statements issued by the Institute of Chartered Accountants of India.			

In terms of our report attached

for and on behalf of the Board of Directors of MV Cotspin Limited

For P.K Ajitsaria & Co.  
Chartered Accountant(Vijaya Jha)  
Chief Financial Officer(Vivek Agarwal)  
DIN - 00595954(Pawan Kr. Ajitsaria)  
Proprietor(Payal Bansal)  
Company Secretary(Vinay Dalmia)  
DIN - 01219851Place : Kolkata  
Dated : 30th July 2020

**M V COTSPIN LIMITED**

CIN - L18101WB1993PLC060752

**Standalone Statement of Changes in Equity for the year ended 31st March, 2020****A. Equity Share Capital (Amount in Rupees)**

Particulars	As at 31-Mar-20
<b>Balance at April 01,2019</b>	4,71,55,000
Changes of Equity Share Capital during the year	-
<b>Balance at March 31,2020</b>	4,71,55,000

**B. Other Equity (Amount in Rupees)**

Particulars	Capital Redemption Reserve	Retained Earnings	Total
<b>Balance at April 01,2019</b>	67,42,000	(88,84,771)	(21,42,771)
Changes of Equity Share Capital during the year	-	1,27,91,056	1,27,91,056
<b>Balance at March 31,2020</b>	67,42,000	39,06,285	1,06,48,285

Summary of significant accounting policies (refer note 1)

Refer accompanying notes. These notes are an integral part of the financial statements.

for and on behalf of the Board of Directors of MV Cotspin Limited

**For P.K Ajitsaria & Co.**  
Chartered Accountant

**(Vijaya Jha)**  
Chief Financial Officer

**(Vivek Agarwal)**  
DIN - 00595954

**(Pawan Kr. Ajitsaria)**  
Proprietor  
Place : Kolkata  
Dated : 30th July 2020

**(Payal Bansal)**  
Company Secretary

**(Vinay Dalmia)**  
DIN - 01219851

## **M V COTSPIN LIMITED**

CIN - L18101WB1993PLC060752

### **Note : 1 Significant Accounting Policies**

#### **1) Company Overview**

M V Cotspin Limited (the Company) is a public limited company listed with the Bombay Stock Exchange and is primarily engaged in the business of trading in Timber.

#### **2)Basis Of Preparation**

##### **(i) Compliance with Ind As:**

The standalone financial statements comply in all material aspects with Indian Accounting Standards ("Ind AS") notified under Section 133 of the Companies Act, 2013 ("the Act"), and relevant rules issued thereunder and relevant provisions of the Act. In accordance with proviso to the Rule 4A of the Companies (Accounts) Rules, 2014, the terms used in these financial statements are in accordance with the definitions and other requirements specified in the applicable Accounting standards.

(ii)The Ind AS Financial Statements have been prepared on a going concern basis using historical cost convention and on an accrual method of accounting, except for certain financial assets and liabilities as specified have been measured at actuarial valuation as required by relevant Ind AS.

##### **3) Basis for Classification of Assets & Liabilities:**

All the assets and liabilities have been classified as current or non current as per the Company's normal operating cycle and other criteria set out in Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets or processing and their realization in cash and cash equivalent, the Company has ascertained its operating cycle to be 12 months for the purpose of current – non current classification of assets and liabilities.

##### **4) Use Of Judgements, Estimates & Assumptions**

While preparing standalone financial statements in conformity with Ind AS, the management makes certain estimates and assumptions that require subjective and complex judgments. These judgments affect the application of accounting policies and the reported amount of assets, liabilities, income and expenses, disclosure of contingent liabilities at the statement of financial position date and the reported amount of income and expenses for the reporting period. Financial reporting results rely on our estimate of the effect of certain matters that are inherently uncertain. Future events rarely develop exactly as forecast and the best estimates require adjustments, as actual results may differ from these estimates under different assumptions or conditions. The management continually evaluate these estimates and assumptions based on the most recently available information.

Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected. In particular, information about significant areas of estimation uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the standalone financial statements are as below:

##### **Key sources of estimation uncertainty**

###### **(i) Financial instruments;**

The Financial Instruments are measured as financial assets in terms of Ind AS 109. Considering the financial statements of earlier years and the future plans of Soni Exports Pvt Ltd, the management is of the view that fair value of the equity shares of Soni Exports Pvt Ltd would be at least equal to its carrying amount and have been valued at the same. The carrying amounts of trade receivables, trade payables, current loans, capital creditors and cash and cash equivalents, other financial liabilities are considered to be the same as their fair values, due to their short-term nature. The fair values of non-current borrowings and non current Loans are same as their amortised cost since the borrowings are interest bearing at the prevalent market rate.

###### **(ii) Valuation of inventories;**

Stock are valued on First In First Out (FIFO) basis and are stated at lower of cost or net realisable value. Closing Stock includes Custom Duty and other cost incurred in bringing the inventories to their present location and conditions. It is also inclusive of GST.

###### **(iii) Property Plant and Equipment;**

Management assesses the remaining useful lives and residual value of property, plant and equipment. Management believes that the assigned useful lives and residual values are reasonable.

## 5) Cash and Cash Equivalents

For the purpose of Cash Flow Statement, cash and cash equivalents includes cash on hand, deposits held at call with banks or financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

## 6) Financial Instruments

### Initial Recognition and Measurement – Financial Assets and Financial Liabilities

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss and ancillary costs related to borrowings) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in the Statement of Profit and Loss.

### Classification and Subsequent Measurement: Financial Assets

The Company classifies financial assets as subsequently measured at amortised cost, fair value through other comprehensive income ("FVTOCI") or fair value through profit or loss ("FVTPL") on the basis of following:

- the entity's business model for managing the financial assets and the contractual cash flow characteristics of the financial asset.

#### Amortised Cost:

A financial asset is classified and measured at amortised cost if both of the following conditions are met:

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

#### FVTOCI:

A financial asset is classified and measured at FVTOCI if both of the following conditions are met:

- the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

#### FVTPL:

A financial asset is classified and measured at FVTPL unless it is measured at amortised cost or at FVTOCI.

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

### Classification and Subsequent measurement: Financial Liabilities

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

#### Financial Liabilities at FVTPL:

Financial liabilities are classified as at FVTPL when the financial liability is held for trading or are designated upon initial recognition as FVTPL.

Gains or losses on financial liabilities held for trading are recognised in the Statement of Profit and Loss.

#### Other Financial Liabilities:

Other financial liabilities (including borrowings and trade and other payables) are subsequently measured at amortised cost using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

### 7) Property Plant and Equipments

Initial Recognition: The initial cost of property plant and equipment comprises of purchase price, including non-refundable taxes, import duty, costs directly attributable of bringing the asset to a working condition and location for its intended use. It also included the initial estimate of costs of dismantling and removing the item and restoring the site on which it was located.

Subsequent expenses and Recognition: Expenditure incurred after the property, plant and equipment have been put to use such as repair and maintenance are normally charged to the Statement of Profit and Loss in the period in which such costs are incurred. Major expenditure and overhaul expenditure is capitalised if other recognition criteria is fulfilled. Subsequently Property, Plant and Equipment are carried at costs less accumulated depreciation and accumulated impairment losses if any.

Depreciation: Depreciation is the systematic allocation of the depreciable amount of an asset over its useful life and is provided on a straight line basis or a written down value method. Property Plant and Equipment is depreciated at Written Down Value method.

### 8) Investment Property

Initial Recognition: An investment property shall be measured initially at its cost. Transaction costs shall be included in the initial measurement. The cost of a purchased investment property comprises its purchase price and any directly attributable expenditure. Directly attributable expenditure includes, for example, professional fees for legal services, property transfer taxes and other transaction costs.

The Company recognised its Investment property initially at its cost.

Subsequent expenses and Recognition: Ind As 40 permits entities to choose between (a) Fair Value Model, and (b) Cost Model. After Initial recognition, an entity is required to measure all of its investment property in accordance with Ind AS 16's requirement for cost model, other than those that meet the criteria to be classified as held for sale or included in a disposal group that is classified as held for sale in accordance with Ind As 105, *Non- Current Assets held for sale and discontinued operations*.

Entities are required to measure the fair value of Investment Property, for the purpose of disclosure even though they are required to follow the cost model. An entity is encouraged, but not required, to measure the fair value of Investment Property on the basis of the valuation by an independent valuer who holds a recognised and relevant professional qualification and has recent experience in the location and category of the Investment Property being valued.

### 9) Foreign Currency Transaction

The financial statements are presented in Indian Rupees, which is the Company's functional and presentation currency. Transactions denominated in foreign currency are normally recorded at the exchange rate prevailing at the time of the transaction. Monetary items denominated in foreign currency at the year end and not covered by forward contracts are translated at the year end rates.

### 10) Employee retirement benefits

Short term employee benefits are recognised as an expense on accrual basis.

### 11) Revenue Recognition -- Sale of goods

Revenue from the sale of goods is recognised when significant risks and rewards of ownership of the goods have passed to the buyer. Revenue from sale of goods is measured at the fair value of consideration received or receivable, net of returns and allowances, trade discounts and volume rebates.

### 12) Other Income

a) Interest : Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

b) Other Income: Other income is recognised when no significant uncertainty as to determination or realisations exists.

### 13) Earnings per share

Basic earnings per share is computed using the net profit for the year attributable to the shareholders and weighted average number of shares outstanding during the year.

Diluted earnings per share is computed using the net profit for the year attributable to the shareholders and weighted average number of equity and potential equity shares outstanding during the year, except where the results would be anti-dilutive.

**Note 2****PROPERTY, PLANT AND EQUIPMENT****(Amount in Rupees)**

PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As on 01.04.19	Additions	Deductions	As on 31.03.20	As on 01.04.19.	For the Yr.	Adjustments	As on 31.03.20	As on 31.03.20	As on 31.03.19
<b>Tangible Assets</b>										
Plant and Machinery	11,98,800	-	-	11,98,800	73,993	2,03,630	-	2,77,623	9,21,177	11,24,807
Furniture and Fittings	23,594	-	-	23,594	3,913	5,096	-	9,009	14,585	19,681
Motor Car	38,71,816	-	-	38,71,816	4,90,534	10,56,123	-	15,46,657	23,25,159	33,81,282
Office Equipments	1,18,412	17,969	-	1,36,381	29,203	47,796	-	76,999	59,382	89,209
Computers	94,496	-	-	94,496	23,367	44,925	-	68,292	26,204	71,129
<b>TOTAL</b>	<b>53,07,118</b>	<b>17,969</b>	<b>-</b>	<b>53,25,087</b>	<b>6,21,010</b>	<b>13,57,570</b>	<b>-</b>	<b>19,78,580</b>	<b>33,46,507</b>	<b>46,86,108</b>
For the FY 2018-19	-	53,07,118	-	53,07,118	-	6,21,010	-	6,21,010	46,86,108	-

**M V COTSPIN LIMITED**

<b>NOTE "3"</b>	<b>Investment Property</b>	<b>(Amount in Rupees)</b>	
	<b>Particulars</b>	<b>2020</b>	<b>2019</b>
	Property (Flat)	9,15,190	9,15,190
		9,15,190	9,15,190

<b>NOTE "4"</b>	<b>Investments</b>	<b>(Amount in Rupees)</b>			
<b>Non-Current Investments in equity instrument designated at cost - unquoted (fully paid)</b>	<b>As at 31.03.2020</b>			<b>As at 31.03.2019</b>	
	<b>Face Value per Unit</b>	<b>Qty.</b>	<b>Amount</b>	<b>Qty.</b>	<b>Amount</b>
	Soni Exports Private Limited	100	370	19,98,000	370
			<b>19,98,000</b>		<b>19,98,000</b>

<b>NOTE "5"</b>	<b>Deferred Tax Asset</b>	<b>(Amount in Rupees)</b>		
	<b>Particulars</b>	<b>Liab./ (Asset)</b>	<b>Current year</b>	<b>Liab./ (Asset)</b>
	(ii) Difference between books and tax depn	27,821	3,60,587	3,88,408
	<b>Deferred Tax Assets ( Net )</b>	27,821	3,60,587	3,88,408
a) Pursuant to Indian Accounting Standard (Ind AS) -12 Income Tax, the increase / (decrease) in Deferred Tax Liability for the year ended 31st March, 2020 has been debited /(credited) to Profit & Loss Account.				

<b>NOTE "6"</b>	<b>Other Non Current Financial Asset</b>	<b>(Amount in Rupees)</b>	
	<b>Particulars</b>	<b>2020</b>	<b>2019</b>
	Fixed Deposits	35,00,000	1,37,00,000
	<i>(Deposits maturing in more than 12 months)</i>	35,00,000	1,37,00,000

<b>NOTE "7"</b>	<b>Inventories</b>	<b>(Amount in Rupees)</b>	
	<b>Particulars</b>	<b>2020</b>	<b>2019</b>
	Finished Goods	3,13,05,985	2,47,56,786
	<i>(As taken valued &amp; Certified by Management)</i>	3,13,05,985	2,47,56,786



**M V COTSPIN LIMITED**

<b>NOTE "8"</b>	<b>Financial Assets</b>	<b>(Amount in Rupees)</b>	
<b>Particulars</b>		<b>2020</b>	<b>2019</b>
<b><u>(A) Trade Receivables</u></b>			
<i>Unsecured, considered good unless stated otherwise</i>		3,48,04,441	3,08,47,393
		3,48,04,441	3,08,47,393
<b><u>(B) Cash and Cash Equivalent</u></b>			
(a) Cash on Hand (as certified by Management)		35,052	2,51,259
(b) Balance with Bank			
-in Current Accounts		1,07,892	3,46,345
		1,42,944	5,97,604
<b><u>(C) Bank balances other than Cash and cash equivalents</u></b>			
Fixed Deposits maturing in more than 3 months but less than 12 months		1,65,00,000	63,00,000
		1,65,00,000	63,00,000
<b><u>(D) Loans</u></b>			
<i>Unsecured, considered good unless stated otherwise</i>			
Loan Given		7,62,987	5,52,801
		7,62,987	5,52,801

<b>NOTE "9"</b>	<b>Other Current Asset</b>	<b>(Amount in Rupees)</b>	
<b>Particulars</b>		<b>2020</b>	<b>2019</b>
<b><u>Advances Other Than Capital Advances</u></b>			
<i>Unsecured, considered good unless stated otherwise</i>			
Sundry Advances		17,606	3,50,000
Other		10,000	-
<u>Security Deposits</u>		1,76,000	1,76,000
<u>Balance with Statutory Authorities</u>			
Advance Income Tax/ TDS (Net of Provision)		4,13,043	2,71,237
GST Input Credit		11,33,937	-
<u>Prepaid Expenses</u>		64,965	86,631
		18,15,551	8,83,868

<b>NOTE "10"</b>	<b>Equity Share Capital</b>	<b>(Amount in Rupees)</b>	
<b>Particulars</b>		<b>As At 31-Mar-20</b>	<b>As At 31-Mar-19</b>
<b><u>(i) EQUITY SHARE CAPITAL</u></b>			
Authorised :			
8500000 Equity Shares of Rs. 10/- each			
(Previous year 8500000 Equity Shares of Rs 10/- each)		8,50,00,000	8,50,00,000
Issued, Subscribed & Paid up :			
4715500 (Previous year 4715500) Equity Shares of Rs 10/- each		4,71,55,000	4,71,55,000
Fully Paid up in Cash		4,71,55,000	4,71,55,000

The Company has only one class of equity shares having a par value of Rs. 10 per share. Each share is eligible for one vote per share. The dividend proposed by the Board of Director subject to the approval of shareholders, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the company, after distribution of all preferential amounts in proportion of their shareholdings.

<b>Details of shares held by each shareholder holding more than 5% shares:</b>				
Name of shareholders	<b>31.03.2020</b>		<b>31.03.2019</b>	
	Number of shares held	% holding	Number of shares held	% holding
VNS Projects LLP	1235000	26.19	1235000	26.19
MV Credit Capital Private Limited	1769900	37.53	1769900	37.53
Rajasthan State Industrial Development Co. Ltd.	250000	5.30	250000	5.30

**M V COTSPIN LIMITED**

<b>NOTE "11"</b>	<b><u>Other Equity</u></b>	<b>(Amount in Rupees)</b>	
<b><u>Particulars</u></b>		<b>As At 31-Mar-20</b>	<b>As At 31-Mar-19</b>
Retained Earnings		39,06,285	(88,84,771)
Capital Redemption Reserve		67,42,000	67,42,000
		<b>1,06,48,285</b>	<b>(21,42,771)</b>

<b>NOTE "12"</b>	<b><u>Non- Current Financial Liabilities</u></b>	<b>(Amount in Rupees)</b>	
<b><u>Particulars</u></b>		<b>As At 31-Mar-20</b>	<b>As At 31-Mar-19</b>
<b><u>Borrowings</u></b>			
Secured Borrowings (Secured against Car)		8,68,848	13,65,320
Unsecured Borrowings- Body Corporate		1,05,23,457	1,02,74,238
		<b>1,13,92,305</b>	<b>1,16,39,558</b>

<b>NOTE "13"</b>	<b><u>Financial Liabilities</u></b>	<b>(Amount in Rupees)</b>	
<b><u>Particulars</u></b>		<b>As At 31-Mar-20</b>	<b>As At 31-Mar-19</b>
<b><u>(i) Borrowings</u></b>			
Secured Borrowings- Current Maturities (Secured against Car)		4,90,405	4,47,297
		4,90,405	4,47,297
<b><u>(ii) Trade Payable</u></b>		92,29,883	25,45,827
		92,29,883	25,45,827

<b>NOTE "14"</b>	<b><u>Other Current Liabilities</u></b>	<b>(Amount in Rupees)</b>	
<b><u>Particulars</u></b>		<b>As At 31-Mar-20</b>	<b>As At 31-Mar-19</b>
<b><u>Current Borrowings</u></b>			
<b>Secured</b>			
Overdraft with Bank (Secured against Fixed Deposits)		1,46,65,975	1,65,58,824
<b>Other Liabilities</b>			
Audit Fees Payable		50,000	50,000
Legal and Professional Payable		-	59,500
Salary Payable		3,95,390	1,38,000
Advances From Debtors		13,86,551	26,53,861
Duties and Taxes		66,219	23,84,016
Provisions on GST on Closing Stock		-	37,76,459
		<b>1,65,64,135</b>	<b>2,56,20,660</b>

**M V COTSPIN LIMITED**

**Notes to Statement of Profit and Loss**

**(Amount in Rupees)**

	For the year ended	For the year ended
	<b>31-Mar-20</b>	<b>31-Mar-19</b>
<b>NOTE "15"</b>		
<b>Revenue from Operations</b>		
Sales	13,58,96,481	15,92,83,984
	13,58,96,481	15,92,83,984
<b>Details of Sales</b>		
Timber	13,58,96,481	15,87,56,679
Others	-	5,27,305
	13,58,96,481	15,92,83,984

**(Amount in Rupees)**

	<b>31-Mar-20</b>	<b>31-Mar-19</b>
<b>NOTE "16"</b>		
<b>Other Income</b>		
Interest on Fixed Deposits	13,51,188	5,92,656
Interest on I.T Refund	-	3,150
Interest on Loans	66,873	47,500
	14,18,061	6,43,306

**(Amount in Rupees)**

	<b>31-Mar-20</b>	<b>31-Mar-19</b>
<b>NOTE "17"</b>		
<b>Purchase of Stock-in-Trade</b>		
Purchases		
- Import	7,87,53,950	9,61,76,376
- Local	64,44,980	27,32,101
	8,51,98,930	9,89,08,477
<b>Details of Purchases</b>		
Timber	8,51,98,930	9,89,08,477
	8,51,98,930	9,89,08,477

**(Amount in Rupees)**

<b>Changes in inventories of finished goods, work-in-progress and Stock-in-</b>	<b>2020</b>	<b>2019</b>
<b>NOTE "18"</b>		
<b>Opening Stock</b>		
Finished Goods	2,47,56,786	15,75,646
	2,47,56,786	15,75,646
<b>Closing Stock</b>		
Finished Goods	3,13,05,985	2,47,56,786
	3,13,05,985	2,47,56,786
	(65,49,199)	(2,31,81,140)

**(Amount in Rupees)**

	<b>2020</b>	<b>2019</b>
<b>NOTE "19"</b>		
<b>Employee Benefit Expense</b>		
Directors' Remuneration	7,20,000	-
Employee Benefit Expenses	17,55,984	15,24,167
Staff Welfare Expenses	1,88,303	2,75,738
Ex- Gratia	75,000	45,662
	27,39,287	18,45,567

**M V COTSPIN LIMITED**

**NOTE "20"**

**(Amount in Rupees)**

Finance Cost	2020	2019
	Interest on Secured Loan	1,51,518
Interest on Unsecured Loan	10,15,619	2,96,724
Interest on O/D Account	13,10,912	4,41,609
Loan Processing Fees	-	4,000
	<b>24,78,049</b>	<b>8,09,424</b>

**(Amount in Rupees)**

NOTE "21"	For the year ended	For the year ended
	31-Mar-20	31-Mar-19
<b>Other Expenses</b>		
Freight and Forwarding	2,29,21,126	2,95,55,041
Custom Duty	94,72,786	1,18,34,419
Godown Expense	10,30,848	13,99,150
Loading/ Unloading and Packing Charges	91,000	5,73,859
<b>Audit Fees</b>		
- Statutory Audit Fee	30,000	30,000
- Tax Audit Fee	20,000	20,000
Advertisement Expenses	2,29,515	-
Bank Charges	80,159	1,93,124
Business Promotion	6,13,930	2,91,990
Consultancy Fees	15,00,000	-
Donation Paid	3,25,700	-
Electricity Charges	1,90,485	1,42,495
Exchange Rate Difference	1,70,060	(13,42,071)
Registration Expense	22,505	13,370
Filing Fees	16,100	7,400
Legal & Professional Charges	4,60,880	4,85,020
Motor Car Expenses	3,39,344	1,63,487
Rates & Taxes	3,33,040	17,82,297
General Expenses	6,52,585	1,38,870
Office Maintenance Expenses	1,82,685	2,36,382
Printing, Stationery & Postage	18,630	42,835
Rent Paid	16,99,750	14,79,000
Repair & Maintenance Expenses	1,61,668	1,01,470
Telephone Expenses	29,023	35,920
Travelling & Conveyance Expenses	25,95,291	18,72,544
Late fee and Penalty	1,32,625	2,32,504
Interest on Tds/Tcs	8,983	7,105
Miscellaneous Expenses	1,10,179	55,099
Balances written off	(3,001)	3,927
Provision on GST on Closing Stock	(37,76,459)	37,76,459
	<b>3,96,59,437</b>	<b>5,31,31,695</b>

**Note "22"**

Contingent Liabilities not provided for

Current Year (Rs)

Nil

Previous Year (Rs)

Nil

**Note "23"**

Reconciliation of GST Return : Purchase, Sales, Input & Output Tax are subject to Reconciliation with GST Returns.

The reconciliation process is in progress and in the opinion of the management the impact of reconciliation, if any, on the accounts of the company will not be material.

**M V COTSPIN LTD**

**Note "24"**

**Related Party Disclosure**

In Compliance with the Ind AS-24, the disclosure regarding related party are as follows:

- a) Vivek Agarwal ( KMP )
- b) Vinay Dalmia ( KMP )
- c) MV Credit Capital Pvt. Ltd ( Associate )
- d) VNS Project LLP (Associate)
- e) Poters Creation Pvt Ltd (Associate)
- f) Purushottam Investments Pvt Ltd (Associate)
- g) Soni Exports Pvt Ltd.(Associate)

<b>1. Transaction with Related Parties</b>	<b><u>2019-20</u></b>	<b><u>2018-19</u></b>
<b>Loan Taken</b>		
Purushottam Investment Pvt. Ltd	-	42,00,000
Poters Creation Pvt Ltd	10,00,000	55,00,000
MV Credit Capital Pvt Ltd	-	10,00,000
<b>Interest on Loan</b>		
Purushottam Investment Pvt. Ltd	3,27,718	1,26,325
Poters Creation Pvt Ltd	5,21,642	78,514
MV Credit Capital Pvt Ltd	64,633	62,212
<b>Repayment of Interest &amp; Loan</b>		
Purushottam Investment Pvt. Ltd	12,75,955	1,26,325
Poters Creation Pvt Ltd	3,40,257	78,514
MV Credit Capital Pvt Ltd	48,562	4,87,974
<b>Sales</b>		
Vivek Agarwal	-	16,87,845
<b>Car Purchased</b>		
VNS Projects LLP	-	6,25,000
<b>Directors Remuneration</b>		
Vivek Agarwal	3,00,000	-
Vinay Dalmia	4,20,000	-
<b>2. Outstanding Balances</b>		
<b>Loan Taken</b>		
Purushottam Investment Pvt. Ltd	32,51,763	42,00,000
Poters Creation Pvt Ltd	66,81,385	55,00,000
MV Credit Capital Pvt Ltd	5,90,309	5,74,238

**Note "25"**

<b>Foreign Currency Transactions</b>	<b>2020</b>	<b>2019</b>
Purchase of Materials	7,87,53,950	9,61,76,376
Freight on Import	5,58,624	-
	7,93,12,574	9,61,76,376

**Note "26"**

<b>C. I. F Value of Imports during the year</b>	<b>2020</b>	<b>2019</b>
Purchase of Materials	7,93,12,574	9,61,76,376

**M V COTSPIN LTD****Note "27"**

Earning Per Share

**(Amount in Rupees)**

Description	31.03.2020	31.03.2019
	(Rs.)	(Rs.)
Profit before Tax & extraordinary items	1,27,91,056	2,78,20,078
Profit after Tax & extraordinary items	1,27,91,056	2,78,20,078
Number of Equity Shares outstanding (weighted)	47,15,500	47,15,500
Nominal Value of Shares	10	10
Earning Per Shares (before extraordinary item)	2.71	5.90
Earning Per Shares (after extraordinary item)	2.71	5.90

**Note "28"**

Figures in brackets represent previous year's figures. Figures for the previous year have been recasted, rearranged, regrouped wherever considered necessary.

for and on behalf of the Board of Directors of MV Cotspin Limited

**For P.K Ajitsaria & Co.**  
Chartered Accountants

**(Vijaya Jha)**  
Chief Financial Officer

**(Vivek Agarwal)**  
DIN - 00595954

**(Pawan Kr. Ajitsaria)**  
Proprietor

Place : Kolkata  
Dated : 30th July 2020

**(Payal Bansal)**  
Company Secretary

**(Vinay Dalmia)**  
DIN - 01219851

