

CITIZEN YARNS LIMITED



ANNUAL REPORT

2014-2015

REGISTERED OFFICE

UL-10, ANKUR COMPLEX, B/H. TOWN HALL,
OPP. X-RAY HOUSE, ELLISBRIDGE,
AHMEDABAD- 380006, GUJARAT

BOARD OF DIRECTORS

HARIPRASAD KHETAN

RAJUBHAI B. DESAI

SANGITABEN MUKESHBHAI LIMBACHIYA

AUDITOR

D.A.RUPAWALA & ASSOCIATES

BANKER

DHANLAXMI BANK

REGISTRAR AND SHARE TRANSFER AGENT

M/S. LINK INTIME INDIA PVT. LTD.

UNIT NO 303, 3RD FLOOR,
SHOPPERS PLAZA V,
OPP. MUNICIPAL MARKET, BEHIND SHOPPERS PLAZA II,
OFF C G ROAD,
AHMEDABAD - 380009

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NOTICE

NOTICE IS HEREBY GIVEN THAT THE ANNUAL GENERAL MEETING OF CITIZEN YARNS LIMITED WILL BE HELD ON 30TH SEPTEMBER, 2015 AT 3.00 P.M. AT REGISTERED OFFICE OF THE COMPANY TO TRANSACT THE FOLLOWING BUSINESS.

ORDINARY BUSINESS:

- 1) To receive, consider and adopt the Audited Profit and Loss Account for the year ended 31st March, 2015 and Balance sheet as at that date together with Directors Report and Auditors Report thereon.
- 2) To appoint a Director in place of Mr. Rajubhai B. Desai who retires by rotation and being eligible offers himself for reappointment
- 3) To consider and if thought it, to pass with or without modifications, the following Resolution as an ORDINARY RESOLUTION:

“Resolved that pursuant to the provisions of sections 139 (2) and 142(1) of the Companies Act 2013 the retiring Auditor **D A RUPAWALA & ASSOCIATES**, Chartered Accountants, be and are hereby reappointed as Auditors of the Company to hold office for a term of 5 years subject to ratification by members at every Annual General Meeting from the conclusion of this meeting until the conclusion of the next Annual General Meeting at such Remuneration as may be determined by the Board of Directors of the Company from time to time.

SPECIAL BUSINESS:

- 4) To consider and if thought it, to pass with or without modifications, the following Resolution as a SPECIAL RESOLUTION:

RESOLVED THAT pursuant to the relevant section of the Companies Act, 2013 (including any Statutory modification or reenactment for the time being in force) to adopt the New Set of Articles of association of the company by replacing the same with existing set of articles of Association as per New Companies Act, 2013.

Accordingly all the existing clauses of the AOA will be replaced with New Set of Articles of association of the Company

RESOLVED FURTHER THAT any director of the company be and is hereby authorized to sign and submit relevant e-form along with certified true copy of the resolution and New Set of Articles of Association of the company with Registrar of Companies as may be for the necessary purpose.

Dated: 4th September, 2015
Place: AHMEDABAD

BY ORDER OF THE BOARD

SD/-
CHAIRMAN

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND PROXY NEED NOT BE A MEMBER. Proxy in order to be valid must be received by the company not less than forty-eight hours before the time of holding the Meeting.
2. Members/Proxies should bring the Attendance Slip, duly filled in, for attending the meeting.
3. The Register of Members and share transfer books of the Company will remain closed from 23.09.2015 TO 30.09.2015 (both days inclusive)
4. Members desiring any information regarding the accounts are requested to write to the Company at least Seven Days before the meeting so as to enable the management to keep the same ready.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

Ministry of corporate affairs has introduce new companies act, 2013 to cop up with same board has recommend to adopt new set of articles of association of the company in compliance of companies act 2013.

None of the Directors of the company are interested in the said resolution.

DATE : 4TH SEPTEMBER, 2015
PLACE: AHMEDABAD

BY ORDER OF THE BOARD

SD/-
CHAIRMAN

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 26.09.2015 at 2.00 P.M. and ends on 29.09.2015 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23.09.2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. The Sequence Number is printed on Attendance Slip.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none">• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant **CITIZEN YARNS LIMITED** on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

Board's Report

To,
The Members of
M/s. Citizen Yarns Limited

Your Directors have pleasure in presenting the Board's Report of your Company together with the Audited Statement of Accounts and the Auditors' Report of your company for the financial year ended, 31st March, 2015.

FINANCIAL HIGHLIGHTS

(Rs. In Lacs)		
Particulars	Standalone	
Particulars	2014-2015	2013-14
Gross Income	145.83	138.76
Total Expenses	144.49	137.79
Net Profit Before Tax	1.34	0.98
Provision for Tax	0.41	0.30
Net Profit After Tax	0.93	0.68

DIVIDEND

In view to conserve the resources of company the directors are not recommending any dividend.

INFORMATION ABOUT SUBSIDIARY/ JV/ ASSOCIATE COMPANY

Company does not have any Subsidiary, Joint venture or Associate Company.

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

The provisions of Section 125(2) of the Companies Act, 2013 do not apply as there was no dividend declared and paid last year.

MATERIAL CHANGES AND COMMITMENTS

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statements relate on the date of this report

EXTRACT OF ANNUAL RETURN

The Extract of Annual Return as required under section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, in Form MGT-9 is annexed herewith for your kind perusal and information.

MEETINGS OF THE BOARD OF DIRECTORS

During the Financial Year 2014-15, the Company held 14 board meetings of the Board of Directors as per Section 173 of Companies Act, 2013 which is summarized below. The provisions of Companies Act, 2013 and listing agreement were adhered to while considering the time gap between two meetings.

S No.	Date of Meeting	Board Strength	No. of Directors Present
1	20.04.2014	4	4
2	30.04.2014	4	4
3	14.05.2014	4	4
4	30.06.2014	4	4
5	14.08.2014	4	4
6	31.08.2014	4	4
7	01.09.2014	4	4
8	03.09.2014	4	4
9	14.11.2014	4	4
10	15.12.2014	4	4
11	23.01.2015	4	4
12	11.02.2015	4	4
13	12.02.2015	4	4
14	31.03.2015	5	5

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act, 2013 the Board of Directors of the Company confirms that-

- (a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) The directors had 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 at the end of the financial year and of the profit and loss of the company for that period;
- (c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) The directors had prepared the annual accounts on a going concern basis; and
- (e) The directors, in the case of a listed company, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- (f) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

AUDITORS and REPORT thereon

The Auditors, M/s. D. A. Rupawala & Associates, Chartered Accountants, retires at the ensuing Annual General Meeting and, being eligible, offer themselves for reappointment.

Their continuance of appointment and payment of remuneration are to be confirmed and approved in the ensuing Annual General Meeting.

There are no qualifications or adverse remarks in the Auditors' Report which require any clarification/ explanation. The Notes on financial statements are self-explanatory, and needs no further explanation.

Further the Auditors' Report for the financial year ended, 31st March, 2015 is annexed herewith for your kind perusal and information.

LOANS, GUARANTEES AND INVESTMENTS

There were no loans, guarantees made by the Company under Section 186 of the Companies Act, 2013 during the year under review. However the company has made an invest.

RELATED PARTY TRANSACTIONS

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions made by the Company.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE OUTGO:

(A) Conservation of energy and Technology absorption

The particulars as required under the provisions of Section 134(3) (m) of the Companies Act, 2013 in respect of conservation of energy and technology absorption have not been furnished considering the nature of activities undertaken by the company during the year under review.

(B) Foreign exchange earnings and Outgo

There were no foreign exchange earnings and outgo during the year under review.

RISK MANAGEMENT

The Company does not have any Risk Management Policy as the element of risk threatening the Company's existence is very minimal.

DIRECTORS and KMP

During the current financial year the following changes have occurred in the constitution of directors of the company:

S.No	Name	Designation	Date of appointment	Date of cessation	Mode of Cessation
1	Ms. Sangitaben M. Libachiya	Director	31.03.2015	--	--
2	Ms. Rinkal M. Jasani	Company Secretary	20.04.2014	31.08.2014	Resignation

DEPOSITS

The company has not accepted any deposits during the year.

CORPORATE SOCIAL RESPONSIBILITY

The company does not meet the criteria of Section 135 of Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 so there is no requirement to constitute Corporate Social Responsibility Committee.

RATIO OF REMUNERATION TO EACH DIRECTOR

The company is not paying remuneration to any director.

ANNUAL EVALUATION

Pursuant to the provisions of the Companies Act, 2013, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration and Compliance Committees.

A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

CORPORATE GOVERNANCE

Report on Corporate Governance along with the Certificate of the Auditors, M/s. D. A. Rupawala & Associates, confirming compliance of conditions of Corporate Governance as stipulated in the Listing Agreement with the Stock Exchanges forms part of the Board Report.

INDEPENDENT DIRECTORS and DECLARATION

The Board of Directors of the Company hereby confirms that all the Independent directors duly appointed by the Company have given the declaration and they meet the criteria of independence as provided under section 149(6) of the Companies Act, 2013.

NOMINATION AND REMUNERATION COMMITTEE

As per the section 178(1) of the Companies Act, 2013 the Company's Nomination and Remuneration Committee comprises of three Directors. The table sets out the composition of the Committee:

Name of the Director	Position held in the Committee	Category of the Director
Mr. Hiteshbhai H. Parekh	Chairman	Non Executive, Independent Director
Ms. Sangitaben M. Limbachiya	Member	Non Executive, Independent Director
Mr. Rajubhai B. Desai	Member	Non Executive, Independent Director

Terms of Reference

The Terms of Reference of the Nomination and Remuneration Committee are as under:

1. To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every Director's performance.
2. To formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the remuneration for the Directors, Key Managerial

Personnel and other employees.

3. The Nomination and Remuneration Committee shall, while formulating the policy ensure that:
 - a. the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully;
 - b. relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
 - c. remuneration to Directors, Key Managerial Personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals:
4. Regularly review the Human Resource function of the Company
5. Discharge such other function(s) or exercise such power(s) as may be delegated to the Committee by the Board from time to time.
6. Make reports to the Board as appropriate.
7. Review and reassess the adequacy of this charter periodically and recommend any proposed changes to the Board for approval from time to time.
8. Any other work and policy, related and incidental to the objectives of the committee as per provisions of the Act and rules made there under.

REMUNERATION POLICY

Remuneration to Executive Directors:

The remuneration paid to Executive Directors is recommended by the Nomination and Remuneration Committee and approved by Board in Board meeting, subject to the subsequent approval of the shareholders at the General Meeting and such other authorities, as may be required. The remuneration is decided after considering various factors such as qualification, experience, performance, responsibilities shouldered, industry standards as well as financial position of the Company.

Remuneration to Non Executive Directors:

The Non Executive Directors are paid remuneration by way of Sitting Fees and Commission. The Non Executive Directors are paid sitting fees for each meeting of the Board and Committee of Directors attended by them.

AUDIT COMMITTEE

According to Section 177 of the Companies Act, 2013 the company's Audit Committee comprised of three directors. The board has accepted the recommendations of the Audit Committee. The table sets out the composition of the Committee:

Name of the Director	Position held in the Committee	Category of the Director
Mr. Rajubhai B. Desai	Chairman	Non Executive, Independent Director
Ms. Sangitaben M. Limbachiya	Member	Non Executive, Independent Director
Mr. Hiteshbhai H. Parekh	Member	Non Executive, Independent Director

SECRETARIAL AUDIT REPORT

There are no qualifications or adverse remarks in the Secretarial Audit Report which require any clarification/ explanation.

Further the Secretarial Audit Report **as provided by M/s. Khushbu Trivedi & Associates Practicing Company Secretary** for the financial year ended, 31st March, 2015 is annexed herewith for your kind perusal and information.

COST AUDIT

Cost Audit is not applicable to the company.

VIGIL MECHANISM

As per Section 177(9) and (10) of the Companies Act, 2013, and as per the Clause 49 of the Listing Agreement, the company has established Vigil Mechanism for directors and employees to report genuine concerns and made provisions for direct access to the chairperson of the Audit Committee. Company has formulated the present policy for establishing the vigil mechanism/ Whistle Blower Policy to safeguard the interest of its stakeholders, Directors and employees, to freely communicate and address to the Company their genuine concerns in relation to any illegal or unethical practice being carried out in the Company.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company has in place an Anti Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (Permanent, contractual, temporary, trainees) are covered under this policy.

DETAILS OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS

Your company has established adequate internal financial control systems to ensure reliable financial reporting and compliance with laws and regulations.

ACKNOWLEDGEMENT

Your Directors wish to express their grateful appreciation to the continued co-operation received from the Banks, Government Authorities, Customers, Vendors and Shareholders during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the committed service of the Executives, staff and Workers of the Company.

DATE : 04. 09. 2015
PLACE: AHMEDABAD

FOR AND ON BEHALF
OF BOARD

Sd/-
(HARIPRASAD KHETAN)
DIN : 01228538

Sd/-
RAJUBHAI DESAI
DIN : 03148402

FormNo.MGT-9

EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON
31.03.2015

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

I. REGISTRATION AND OTHER DETAILS:

i.	CIN	L17119GJ1990PLC013708
ii.	Registration Date	03/05/1990
iii.	Name of the Company	CITIZEN YARNS LIMITED
iv.	Category/Sub-Category of the Company	COMPAN LIMITED BY SHARES INDIAN NON- GOVERNMENT COMPANY
v.	Address of the Registered office and contact details	UL-10 ANKUR COMPLEX, B/H. TOWN HALL, OPP. X-RAY HOUSE, ELLISBRIDGE, AHMEDABAD- 380 006 Email: -citizenyarns1990@gmail.com PHN NO.:- (M) 9998848345
vi.	Whether listed company	Yes/No
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	LINK INTIME INDIA PRIVATE LIMITED 303, 3RD FLOOR, SHOPPERS PLAZA V, OPP. MUNICIPAL MARKET, B/H. SHPPERS PLAZA II, OFF. C.G. ROAD, AHMEDABAD- 380 009 PHN NO. 079-26465179 Email:-ahmedabad@linkintime.co.in

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:-

Sr. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	Yarns & By- products of Yarns	203/2030/20303	100.00
2			
3			

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name And Address Of The Company	CIN/GLN	Holding/ Subsidiary /Associate	%of shares held	Applicable Section
1.	N.A.	-	-	-	-
2.					

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i. *Category-wise Share Holding*

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during The year
	Demat	Physical	Total	% of Total Shares	Dem at	Physical	Total	% of Total Shares	
A. Promoter									
1) Indian									
a) Individual/ HUF	0	325700	325700	10.34	0	325700	325700	10.34	0.00
b) Central Govt	0	0	0	0.00	0	0	0	0.00	
c) State Govt(s)	0	0	0	0.00	0	0	0	0.00	
d) Bodies Corp	0	0	0	0.00	0	0	0	0.00	
e) Banks / FI	0	0	0	0.00	0	0	0	0.00	
f) Any Other	0	0	0	0.00	0	0	0	0.00	
Sub-total(A)(1):-	0	325700	325700	0.00	0	325700	325700	10.34	0.00
2) Foreign									
g) NRIs- Individuals	0	0	0	0.00	0	0	0	0.00	

h) Other- Individuals	0	0	0	0.00	0	0	0	0.00	
i) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	
j) Banks / FI	0	0	0	0.00	0	0	0	0.00	
k) Any Other....	0	0	0	0.00	0	0	0	0.00	
Sub- total(A)(2):-	0	325700	325700	10.34	0	325700	325700	10.34	0.00
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0.00	0	0	0	0.00	
b) Banks / FI	0	0	0	0.00	0	0	0	0.00	
c) Central Govt	0	0	0	0.00	0	0	0	0.00	
d) State Govt(s)	0	0	0	0.00	0	0	0	0.00	
e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	
g) FIIs	0	0	0	0.00	0	0	0	0.00	
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	
i) Others (specify)	0	0	0	0.00	0	0	0	0.00	
Sub-total(B)(1)	0	0	0	0.00	0	0	0	0.00	0.00
2. Non Institutions									
a) Bodies Corp. (i) Indian (ii) Overseas	0	100000	100000	3.17	400	100000	100400	3.19	0.02
b) Individuals									
(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	0	232300	232300	7.38	6400	242300	248700	7.90	0.52
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	0	2485700	2485700	78.93	14466 00	102190 0	246850 0	78.38	-0.55
c) Others(Specif y)									
1.NRI	0	5500	5500	0.17	400	0	400	0.01	-0.16
2. Clearing Members	0	0	0	0.00	0	5500	5500	0.17	0.17
Sub-total(B)(2)	0	2823500	2823500	89.66	14538 00	136970 0	282350 0	89.66	0.00
	0	2823500	2823500	89.66	14538	136970	282350	89.66	0.00

Total Public Shareholding (B)=(B)(1)+(B)(2)					00	0	0		
C.Shares held by Custodian for GDRs&ADRs	0	0	0	0.00	0	0	0	0.00	0.00
Grand Total (A+B+C)	0	3149200	3149200	100.00	1453800	1695400	3149200	100.00	0.00

ii.Shareholding of Promoters

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	Hariprasad Khetan	172900	5.49	0.00	172900	5.49	0.00	0.00
2.	Ankur Khetan	50100	1.59	0.00	50100	1.59	0.00	0.00
3.	Jaiprakash Khetan	40000	1.27	0.00	40000	1.27	0.00	0.00
4.	Govindram Khetan	37900	1.20	0.00	37900	1.20	0.00	0.00
5.	Usha Khetan	24800	0.79	0.00	24800	0.79	0.00	0.00
	Total	325700	10.34	0.00	325700	10.34	0.00	0.00

iii.Change in Promoters' Shareholding(please specify,if there is no change

Sr. no		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
	At the beginning of the year	No Change	No Change	No Change	No Change
	Date wise Increase / Decrease in Promoters 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				

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	47679505	1396020	-	49075525
ii) Interest due but not paid	672544	-	-	672544
iii) Interest accrued but not	193565	-	-	193565
Total (i+ii+iii)	48545614	1396020	-	49941634
Change in Indebtedness during the financial year				
- Addition				
- Reduction	(48545614)	(1396020)	-	(49941634)
Net Change	0	0	-	0
Indebtedness at the end of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid iii) Interest accrued but not due				
Total (i+ii+iii)	NIL	NIL	NIL	NIL

VI. REMUNERATION OF DIRECTORS AND KEYMANAGERIAL PERSONNEL

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

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
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	-	-	-	-	-
6.	Total (A)	-	-	-	-	-
	Ceiling as per the Act					

B. Remuneration to other directors:

Sl. No.	Particulars of Remuneration	Name of MD / WTD / Manager				Total Amount
	<u>Independent Directors</u> • Fee for attending board committee meetings • Commission • Others, please specify	-	-	-	-	-
	Total(1)	0	0	0	0	0
	<u>Other Non-Executive Directors</u> • Fee for attending board committee meetings • Commission • Others, please specify	-	-	-	-	-
	Total(2)	0	0	0	0	0
	Total(B) = (1+2)	0	0	0	0	0
	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	Company Secretary	CFO	Total
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				
6.	Total				

VII. PENALTIES/PUNISHMENT/COMPOUNDING OFFENCES:- N.A.

Type	Section of the companies Act	Brief description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority[R D /NCLT/Court]	Appeal made. If any(give details)
A.Company					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B.Directors					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C.Other Officers In Default					
Penalty	-	-	-	-	-
Punishment	--	-	-	-	-
Compounding	-	-	-	-	-

Form No. MR-3

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

SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2015

To,
The Members,
M/s. Citizen Yarns Limited

I, Khushbu Trivedi, Company Secretary in Practice, have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. **Citizen Yarns 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 M/s. **Citizen Yarns Limited** 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 31st March, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by M/s. **Citizen Yarns Limited** ("the Company") for the financial year ended on 31st March, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; - Not Applicable
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (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;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; - **Not Applicable**
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - **Not applicable**
 - (f) 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; - **Not Applicable as the Company is not registered as Registrar to an Issue & Share Transfer agent.**

- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; - **Not Applicable** and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; - **Not Applicable**.

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 Bombay Stock Exchange(s), if applicable;

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

- I. **The company did not have CFO during the year.**
- II. **The Company Secretary of the company has resigned during the year and no other company secretary is appointed after the said resignation.**
- III. **The Company has made an investment during the year.**

I further report that

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

Adequate 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.

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

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

I further report that during the audit period the company has;

- I. Changed the Registrar and Transfer Agent.

Place: Ahmedabad
Date :04/09/2015

Signature:
Khushbu Trivedi & Associates
ACS No. 25518
C P No.:9115

APPENDIX - A

To,
The Members
Citizen Yarns Limited

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

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

CITIZEN YARNS LIMITED

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

1. Overall Review

The Growth rate has been on the upward trend as compared to the previous year with favorable market conditions which reflect the positive market.

2. Financial Review

During the year the company has continue the business activities and has profit of Rs. 1.33 Lacs.

3. Risk and Concern

Bullish trend in garment sector will affect volume and profitability of Company. Quick Changes in fashion and trend may create some risk for the Company. However the company has proper planning and management to take care of the risk factors.

4. Internal Control System and their adequacy

The internal control system is looked after by Directors themselves, who also looked after the day to day affairs to ensure compliance of guide lines and policies, adhere to the management instructions and policies to ensure improvements in the system. The Internal Audit reports are regularly reviewed by the management.

5. Environmental Issues

As the company is not in the field of manufacture, the matter relating to produce any harmful gases and the liquid effluents are not applicable.

6. Financial Performance with Respect to Operation Performance

The Company has all the plans for tight budgetary control on key operational performance indication with judicious deployment of funds without resorting to any kind borrowing where ever possible.

7. Cautionary Statement

Statement in this report on Management Discussion and Analysis may be forward looking statements within the meaning of applicable security laws or regulations. These statements are based on certain assumptions and expectations of future events. Actual results could however, differ materially, from those expressed or implied. Important factors that could make a difference to the company's operations include global and domestic demand supply conditions, finished goods prices, raw material cost and availability and changes in government regulation and tax structure, economic development within India and the countries with which the company has business contacts and other factors such as litigation and industrial relations.

The Company assumes no responsibility in respect of forward - looking statements, which may be amended or modified in future on the basis of subsequent developments, information or events.

REPORT ON CORPORATE GOVERNANCE

The company pursuant to the code on Corporate Governance introduced by the Securities and Exchange Board of India (SEBI) furnishes its report as under:

Company's Philosophy on Code of Governance

The Company's philosophy on corporate governance envisages the attainment of the highest level of transparency, accountability and equity, in all facets of its operations, and in all its interactions with its stakeholders, including shareholders, employees, the government and lenders.

BOARD OF DIRECTORS

a) Size and Composition of the Board:

The Company has a proper blend of Executive and Independent Directors to maintain the independence of the Board. As of the year ended 31st March, 2015, the Board of Directors had 5 members comprising of 2 Executive Directors and 3 Non-Executive Directors. All the Non Executive directors are Independent director.

The details in regard to the attendance of Directors at Board Meetings/Shareholders Meetings held during the year as also the number of Directorship/s held by them in other Companies and the position of membership of Committee/s are given below:

Name of Director	Category of Director	No. of Board Meetings attended	Attendance at the last AGM	Directorships in other Indian Public Companies* as at 31 st March 2015	Other Mandatory Committee** membership as at 31 st March 2015	
					Chairman	Member
Mr. Hariprasad Khetan	Executive Director	14	Yes	Yes	Yes	Yes
Mr. Rajubhai B. Desai	Non Executive Director	14	Yes	Yes	Yes	Yes
Mr. Ankur H. Khetan	Executive Director	14	Yes	NIL	NIL	NIL
Mr. Hitesh H. Parekh	Non - Executive Director	14	Yes	NIL	NIL	NIL
Mrs. Sangitaben M. Limbachiya*	Non - Executive Director	1	No	Yes	NIL	NIL

* Mrs. Sangitaben M. Limbachiya appointed as a director of the company w.e.f 31.03.2015

*Excludes Directorships in private/foreign companies and companies incorporated under Section 25 of the Companies Act, 1956.

**Represents Membership/Chairmanship of the Audit Committee, Shareholders/ Investors Grievance Committee and Remuneration Committee of other companies.

CMD-Chairman & Managing Director, WTD- Whole Time Director, NE- Non Executive.

b) Management & Function of the Board:

The day-to-day management of the Company is conducted by the Chairman & Managing Director in consultation with four Whole Time Directors and subject to the supervision and control of the Board of Directors. The required information as enumerated in Annexure I to Clause 49 of the Listing Agreement is made available to the Board of Directors for discussions and consideration at Board Meetings. The Board also reviews the Board Minutes of its Subsidiary Company.

c) Details of Board Meetings held during the Financial Year and the number of Directors present:

Serial No.	Dates on which the Board Meeting was held	Total Strength of the Board	No. of Directors Present
1	20.04.2014	4	4
2	30.04.2014	4	4
3	14.05.2014	4	4
4	30.06.2014	4	4
5	14.08.2014	4	4
6	31.08.2014	4	4
7	01.09.2014	4	4
8	03.09.2014	4	4
9	14.11.2014	4	4
10	15.12.2014	4	4
11	23.01.2015	4	4
12	11.02.2015	4	4
13	12.02.2015	4	4
14	31.03.2015	5	5

d) Committees of the Board

Currently the Board has three committees viz:

1) Audit Committee**Composition:**

According to Section 177 of the Companies Act, 2013 the company's Audit Committee comprised of three directors. The board has accepted the recommendations of the Audit Committee. The table sets out the composition of the Committee:

At present the Audit Committee comprises of three directors. All the directors are Non Executive & Independent. Details of the composition, number of meetings held during the year and attendance thereat are as under:

Name	Position held	Attendance at Audit Committee meeting held on			
		30.06.2014	31.07.2014	31.01.2015	31.03.2015
Mr. Rajubhai B. Desai	Chairman	Yes	Yes	Yes	Yes
Ms. Sangitaben Limbachiya	Member	N.A.	N.A.	N.A.	Yes
Mr. Hiteshbhai H. Parekh	Member	Yes	Yes	Yes	Yes

Minutes of meetings of the Audit Committee are circulated to members of the Committee and the Board is kept apprised.

Members of the Audit Committee have requisite financial and management expertise. The Statutory Auditors, Internal Auditor and the Chief Financial Officer are invited to attend and participate at meetings of the Committee.

Powers of the audit committee includes:

- To investigate any activity within its terms of reference.
- To seek information from any employee.
- To obtain outside legal or other professional advice.
- To secure attendance of outsiders with relevant expertise, if it considers necessary.

The terms of reference are broadly as under:

- a. Oversight of the company's financial reporting process and the disclosure of its financial Information to ensure that the financial statement is correct, sufficient and credible.
- b. Recommending the appointment and removal of external auditor, fixation of audit fee and also approval for payment for any other services.
- c. Reviewing with management the annual financial statements before submission to the Board, focusing primarily on;
 - Matters required to be included in the Director's Report in terms of clause 2AA of Section 217 of the Companies Act, 1956
 - Any changes in accounting policies and practices.
 - Major accounting entries based on exercise of judgment by management.
 - Qualifications in draft audit report.
 - Significant adjustments arising out of audit.
 - The going concern assumption.
 - Compliance with accounting standards.
 - Compliance with stock exchange and legal requirements concerning financial statements
 - Any related party transactions i.e. transactions of the Company of material nature, with promoters or the management, their subsidiaries or relatives etc. that may have potential conflict with the interests of Company at large.
- d. Reviewing with the management, external and internal auditors, the adequacy of internal control systems.
- e. Reviewing the periodical financial statements with management before submission to the board for their approval.
- f. Reviewing the adequacy of internal audit function, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- g. Discussion with internal auditors any significant findings and follow up there on.
- h. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- i. Discussion with external auditors before the audit commences nature and scope of audit as well as has post-audit discussion to ascertain any area of concern.
- j. Reviewing the Company's financial and risk management policies.
- k. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non payment of declared dividends) and creditors.

2) Nomination and Remuneration Committee:

The Company's Nomination and Remuneration Committee comprises of three Non-executive Directors. The table sets out the composition of the Committee:

Name of the Director	Position held in the Committee	Category of the Director
Mr. Hiteshbhai H. Parekh	Chairman	Non Executive, Independent Director
Ms. Sangitaben M. Limbachiya	Member	Non Executive, Independent Director
Mr. Rajubhai B. Desai	Member	Non Executive, Independent Director

Terms of Reference

The Terms of Reference of the Nomination and Remuneration Committee are as under:

1. To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every Director's performance.
2. To formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the remuneration for the Directors, Key Managerial Personnel and other employees.
3. The Nomination and Remuneration Committee shall, while formulating the policy ensure that:
 - a. the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully;
 - b. relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
 - c. remuneration to Directors, Key Managerial Personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals:
4. Regularly review the Human Resource function of the Company
5. Discharge such other function(s) or exercise such power(s) as may be delegated to the Committee by the Board from time to time.
6. Make reports to the Board as appropriate.
7. Review and reassess the adequacy of this charter periodically and recommend any proposed changes to the Board for approval from time to time.
8. Any other work and policy, related and incidental to the objectives of the committee as per provisions of the Act and rules made there under.

REMUNERATION POLICY

Remuneration to Executive Directors:

The remuneration paid to Executive Directors is recommended by the Nomination and Remuneration Committee and approved by Board in Board meeting, subject to the subsequent approval of the shareholders at the General Meeting and such other authorities, as may be required. The remuneration is decided after considering various factors such as qualification, experience, performance, responsibilities shouldered, industry standards as well as financial position of the Company.

Remuneration to Non Executive Directors:

The Non Executive Directors are paid remuneration by way of Sitting Fees and Commission. The Non Executive Directors are paid sitting fees for each meeting of the Board and Committee of Directors attended by them.

3) Shareholders'/Investors' Relations Committee

The Shareholders'/Investors' Grievance Committee of the Company comprises of three directors. Details of the composition, number of meetings held during the year and attendance thereat as under:

Name	Category of Director	Position held	Attendance at Shareholders' Committee meeting held on				
			30.04.2014	30.07.2014	30.09.2014	31.10.2014	31.01.2015
Mr. Rajubhai B. Desai	Non - Executive Director	Chairman	Yes	Yes	Yes	Yes	Yes
Mr. Hitesh Parekh	Non - Executive Director	Member	Yes	Yes	Yes	Yes	Yes
Mr. Ankur H. Khetan	Executive Director	Member	Yes	Yes	Yes	Yes	Yes

The Company addresses all complaints, suggestions and grievances expeditiously and replies have been sent / issues resolved usually within 15 days except in case of dispute over facts or other legal constraints.

During the year complaints were received from SEBI or shareholders were resolved satisfactory.

No requests for share transfers are pending except those that are disputed or sub-judice.

Mr. Hariprasad G. Khetan , Director of the company is the Compliance Officer of the Company.

Code of Conduct for Senior Management

The Company has adopted a Code of Conduct for Directors and Senior Management. It is the responsibility of all employees and Directors to familiarize themselves with the Code and comply with the same.

The Code includes provisions where the employees of the Company can voice their concerns on violation and potential violation of this Code in a responsible and effective manner.

All Board members and senior management personnel have confirmed compliance with the code. A declaration signed by the Managing Director is attached and forms part of the Annual Report of the company.

CEO Certification

Chief Executive Officer (CEO) certification on financial statements pursuant to the provisions of Clause 49 of the listing agreement is annexed and forms part of the Annual Report of the company.

SHAREHOLDERS INFORMATION:

Location and time of Annual General Meetings held in last three years

For the Year	Location	Date & Time	Special Resolution passed Yes Or No
2013-14	UL-10, ANKUR COMPLEX, B/H. TOWN HALL, OPP. X-RAY HOUSE, ELLISBRIDGE, AHMEDABAD-380006	29 th September, 2014 11.00 A.M.	No
2012-13	UL-10, ANKUR COMPLEX, B/H. TOWN HALL, OPP. X-RAY HOUSE, ELLISBRIDGE, AHMEDABAD-380006	26 th September, 2013 11.00. A.M	No
2011-12	UL-10, ANKUR COMPLEX, B/H. TOWN HALL, OPP. X-RAY HOUSE, ELLISBRIDGE, AHMEDABAD-380006	15 th May, 2012 11.00 A.M.	No

Financial year : 1st April 2014 to 31st March 2015

Date & Time of Annual General Meeting : 30th September, 2015 at 3.00 p.m.

Venue : UL – 10, Ankur Complex, B/h. Town Hall, Opp. X- ray House, Ellisbridge, Ahmedabad – 380 006

Book closure date : 23rd September, 2015 to 30th September, 2015 (both days inclusive) for Annual General Meeting.

Dividend payment date : N.A.

Registered office : UL – 10, Ankur Complex, B/h. Town Hall, Opp. X- ray House, Ellisbridge, Ahmedabad – 380 006

Compliance officer : Mr. Hariprasad G. Khetan, Director

Financial calendar

The Company has announced/expects to announce the unaudited quarterly results for the year 2015-16 as per the following schedule:

First quarter	: on or before 31 st July, 2015
Second quarter	: on or before 31 st October, 2015
Third quarter	: on or before 31 st January, 2016
Fourth Quarter	: on or before 30 th April, 2016

Means of communication

The quarterly and half-yearly financial results are published in newspapers.

Listing on Stock Exchange

The shares of the Company are listed on Ahmedabad and Bombay Stock Exchange Limited. However the trading of the securities was suspended.

Stock Code - BSE: 514366
ASE: 11560

Dematerialization Information

M/s. Link Intime India Private Limited is a Registrar and Transfer Agent of the Company for handling the work of shares for transfer/demat/remat and any other specified work.

Categories of Shareholders as on March 31st, 2015

	Category	No. of Shares	% of Shares
A	Promoter's Holding		
1	Indian Promoters	325700	10.34
2	Foreign Promoters	--	--
	Sub total	325700	10.34
B	Non-Promoters		
3	Institutional Investors	--	--
	A Mutual Funds and UTI	--	--
	B Banks, Financial Inst., Insurance Com.	--	--
	(Central State Gov. Inst. /Non- Gov Inst.)	--	--
	C FIIS	--	--
	Sub total	--	--
4	Non – Institutional Investors		
	A Private corporate Bodies	100000	3.17
	B Indian Public	2718000	86.31
	C NRIs / Clearing Member/OCBs	5500	0.17
	Sub total	2823500	89.66
	GRAND TOTAL	3149200	100.00

Distribution Schedule as on 31.03.2015

SHARE OR DEBENTURE HOLDING OF NOMINAL VALUE OF	SHARE/DEBENTURE HOLDERS		SHARE/DEBENTURE	
	Number	% to Total	Number	% to Total
Upto - 5,000	246	56.8129	46200	1.47
5,001 - 10,000	103	23.7875	84600	2.68
10,001 - 20,000	13	3.0023	19800	0.63
20,001 - 30,000	6	1.3857	16000	0.51
30,001 - 40,000	2	0.4619	6900	0.22
40,001 - 50,000	3	0.6928	13900	0.44
50,001 - 1,00,000	9	2.0785	67600	2.15
1,00,001 and above	51	11.7783	2894200	91.90
TOTAL	433	100.00	3149200	100.00

Disclosures

(1) There are no materially significant related party transactions of the Company with key managerial personnel which have potential conflict with the interest of the Company at large.

(2) Details of non-compliance by the Company, penalties, and strictures imposed on the Company by Stock Exchanges or SEBI or any statutory authority, on any matter related to capital markets, during the period from 1st April 2014 to 31st March 2015: NIL.

Unclaimed Dividends

The Company will be required to transfer dividends which have remained unpaid/unclaimed for the period of 7 years to the Investor Education & Protection Fund established by the Government. However there is no such unclaimed/unpaid dividend for which Company has to transfer the same to the Investor Education & Protection Fund in this financial year.

Address for Correspondence

Shareholders can do the correspondence at:

To,

Compliance Officer

Citizen Yarns Limited

UL – 10, Ankur Complex,

B/h. Town Hall, Opp. X – ray House,

Ellisbridge,

Ahmedabad - 380006

DECLARATION

The Board has laid down a code of conduct for all Board Members and Senior Management of the Company. The Board members and Senior Management have affirmed compliance with the code of conduct.

FOR, CITIZEN YARNS LIMITED

SD/-

DIRECTOR

HARI PRASAD KHETAN

DIN:- 01228538

CEO CERTIFICATION

We, Mr. Hariprasad G. Khetan, Director certify to the Board that:

(a) We have reviewed financial statements and the cash flow statement for the year ended on 31.03.2015 and that to the best of their knowledge and belief:

(i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

(ii) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

(b) There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.

(c) We accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the company and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps they have taken or propose to take to rectify these deficiencies.

(d) We have indicated to the auditors and the Audit committee

(i) significant changes in internal control during the year;

(ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

(iii) instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system.

FOR CITIZEN YARNS LIMITED

SD/

DIRECTOR

HARI PRASAD KHETAN

DIN: - 01228538

**CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE
GOVERNANCE UNDER CLAUSE 49 OF THE LISTING AGREEMENT(S)**

1. We have examined the Compliance of conditions of Corporate Governance by **Citizen Yarns Limited** for the period from during the year ended 1st April, 2014 to 31st March, 2015 as stipulated in Clause 49 of the Listing Agreement of the said Company with the stock exchange.
2. The compliance of conditions of corporate governance is the responsibility of the management .Our examination has been limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
3. In our opinion and to the best of our information and according to the explanations given to us , and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.
4. As required by the Guidance Note issued by the Institute of Chartered Accountant of India we have to state that based on the report given by the Registrar of the Company to the Investor's Grievance Committee, as on 31st March, 2014, there were no investor grievance matter against the Company remaining unattended /pending for more than 30 days.
5. We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.
- 6.

Place: Ahmedabad
Date: 04.09.2015

For, D.A. RUPAWALA & ASSOCIATES
Chartered Accountants
Firm Reg. No. 108902W

Sd/-
(D. A. Rupawala)
Proprietor
Mem. No. 37674

FORM A

Format of covering letter of the Annual Audit Report to be filed with the Stock Exchanges

1.	Name of the Company	CITIZEN YARNS LIMITED
2.	Annual Financial Statements for the year ended	31 st March, 2015
3.	Type of Audit Qualification	None
4.	Frequency of Qualification	Not Applicable
5.	To be signed by- CEO/ Managing Director CFO Auditor of the Company Audit Committee Chairman''	

FOR, D.A. RUPAWALA & ASSO.
CHARTERED ACCOUNTANT
FIRM REG. NO. 108902W

FOR, CITIZEN YARNS LIMITED

Sd/-
(D.A.RUPAWALA)
PROPRIETOR
MEM. NO.37674

Sd/-
(HARIPRASAD KHETAN)
DIRECTOR
DIN: - 01228538

Sd/-
(RAJUBHAI DESAI)
DIRECTOR
DIN: - 03148402

DATE : 29.05.2015
PLACE: AHMEDABAD

DATE : 29.05.2015
PLACE: AHMEDABAD

Independent Auditors' Report

**TO THE MEMBERS OF,
CITIZEN YARNS LIMITED,**

➤ Report on the Financial Statements

We have audited the accompanying financial statements of Citizen Yarns Limited, which comprise the Balance Sheet as at 31 March 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

➤ Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the 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 internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

➤ Auditor's Responsibility

(1) Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

(2) We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

(3) An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

(4) We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

➤ **Opinion**

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

1. In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2015;
2. In the case of the Statement of Profit and Loss, of the Profit for the year ended on that date; and
3. In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

➤ **Report on other Legal and Regulatory Requirements**

As required by the Companies (Auditor's Report) Order, 2015 ("the Order) issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure a statement on the matters Specified in Paragraph 3 and 4 of the Order.

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

- we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books ~~{and proper returns adequate for the purposes of our audit have been received from the branches not visited by us-}~~
- ~~[The reports on the accounts of the branch offices of the Company audited under Section 143(8) of the Act by branch auditors have been sent to us and have been properly dealt by us in preparing this report.]~~
 - d) The Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account. ~~{And the returns received from the branches not visited by us.}~~
 - e) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - ~~f) The going concern matter described in sub paragraph (b) under the Emphasis of Matters paragraph above, in our opinion, may have an adverse effect on the functioning of the Company.~~
 - g) On the basis of written representations received from the directors as on 31 March, 2015, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2015, from being appointed as a director in terms of Section 164(2) of the Act.
 - h) In our Opinion and to the best of our information and according to the explanation given to us, we report as under with respect to the other matters included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit & Auditors) Rule 2014 :
 1. The company does not have any pending litigations which would impact its financial statement.
 2. The company did not have any long term contracts including derivative contracts; as such the question of commenting on any material foreseeable losses thereon does not arise.

3. There has not been an occasion in case of the company during the year under report to transfer any sums to the Investors Education and Protection Fund. The question of delay in transferring such sums does not arise.

For, D.A. Rupawala & Associates
Chartered Accountants

Sd/-
(Dawoodi Rupawala)
Proprietor
M. No. 037674
FRN No. 108902w
Date : 29.05.2015
Place : Ahmedabad.

ANNEXURE TO THE AUDITORS' REPORT

The Annexure referred to in our report to the members of CITIZEN YARNS LIMITED for the year ended 31st March, 2015.

On the basis of the information and explanation given to us during the course of our audit, we report that:

1. (a) There is no Fixed Assets, Hence Not Applicable.

(b) N.A.
2. (a) There is No Inventory at the end of the Year, hence Not Applicable.

(b) N.A.

(c) N.A.
3. According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not granted any loans, secured or unsecured, to companies, firms or other parties listed in the register maintained under Section 189 of the Companies Act. Thus sub clauses (a) & (b) are not applicable to the company.
4. In our opinion and according to the information and explanations given to us, there is generally an adequate internal control procedure commensurate with the size of the company and the nature of its business, for the purchase of inventories & fixed assets and payment for expenses & for sale of goods. During the course of our audit, no major instance of continuing failure to correct any weaknesses in the internal controls has been noticed.
5. In our opinion and according to the information and explanations given to us company hasn't accepted any deposits, from the directives issued by the Reserve Bank of India and as per the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act
6. As per information & explanation given by the management, maintenance of cost records has been prescribed by the Central Government under clause (d) of sub-section (1) of section 148 of the Act and we are of the opinion that prima facie the prescribed accounts and records have been made and maintained.
7. (a) According to the records of the company, undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Sales-tax, Wealth Tax, Service Tax, Custom Duty, Excise

Duty, cess to the extent applicable and any other statutory dues have generally been regularly deposited with the appropriate authorities. According to the information and explanations given to us there were no outstanding statutory dues as on 31st of March, 2015 for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us, there is no amounts payable in respect of income tax, wealth tax, service tax, sales tax, customs duty and excise duty which have not been deposited on account of any disputes.
 - (c) In our opinion company has transferred the amount which is required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder within time.
- 8. The Company does not have any accumulated loss and has not incurred cash loss during the financial year covered by our audit and in the immediately preceding financial year.
 - 9. Based on our audit procedures and on the information and explanations given by the management, we are of the opinion that, the Company has not defaulted in repayment of dues to a financial institution, bank or debenture holders.
 - 10. According to the information and explanations given to us, the Company has not given any guarantees for loan taken by others from a bank or financial institution.
 - 11. In our opinion Terms Loans were applied for the purpose for which loans were obtained
 - 12. Based on the audit procedures performed and the information and explanations given to us, we report that no fraud on or by the Company has been noticed or reported during the year, nor have we been informed of such case by the management.

for , D.A. Rupawala & Associates
Chartered Accountants

Sd/-
(Dawoodi Rupawala)
Proprietor
M.No. 37674
FRN No. : 108902w

Place : Ahmedabad
Date : 29th May, 2015

CITIZEN YARNS LIMITED

Balance Sheet as at 31st March, 2015

(Rs.)

Particulars	Note No	As at 31.03.2015	As at 31.03.2014
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	1	31,283,000	31,283,000
(b) Reserves and Surplus	2	(80,601)	(10,481,486)
(c) Money received against share warrant		-	-
(2) Share application money pending allotment			
(3) Non-Current Liabilities			
(a) Long-term borrowing:	3	-	49,941,634
(b) Deferred tax liabilities (Net)		NIL	NIL
(c) Other Long term liabilities		NIL	NIL
(d) Long term provision:		NIL	NIL
(4) Current Liabilities			
(a) Short-term borrowing:			
(b) Trade payables:	4	893,297	35,032,989
(c) Other current liabilities:	5	269,158	677,780
(d) Short-term provision:			
Total		32,364,854	106,453,917
II. Assets			
(1) Non-current assets			
(a) Fixed assets	6		
(i) Tangible assets:		-	37,102,196
(ii) Intangible assets:		NIL	NIL
(iii) Capital work-in-progress:		NIL	NIL
(iv) Intangible assets under development		NIL	NIL
(b) Non-current investments:	7	28,800,000	2,937,268
(c) Deferred tax assets (net)		NIL	NIL
(d) Long term loans and advances		NIL	NIL
(e) Other non-current assets:	8	-	1,759,483
(2) Current assets			
(a) Current investments:			
(b) Inventories:	9	-	6,640,628
(c) Trade receivables:	10	552,823	56,433,579
(d) Cash and cash equivalents:	11	42,726	1,208,895
(e) Short-term loans and advances:	12	452,441	371,868
(f) Other current assets:	13	2,516,864	-
Total		32,364,854	106,453,917

As Per Our Separate Report Of Even Date Attached Herewith

For D.A.Rupawala & Associates:
Firm Registration No :- 108902W
Chartered Accountants

For Citizen Yarns Limited

Sd/-
Dawoodi Rupawala
Proprietor
Membership No. 37674

Sd/-
Director

Sd/-
Director

Place : Ahmedabad
Date : 29th May, 2015

Place : Ahmedabad
Date : 29th May, 2015

CITIZEN YARNS LIMITED

Profit and Loss statement for the year ended 31st March, 2015

		(Rs.)	
Particulars	Note No	For the Year end 31.03.2015	For the Year end 31.03.2014
I. Revenue from operations	14	14,558,390	13,876,597
II. Other Income	15	24,410	NIL
III. Total Revenue (I +II)		14,582,800	13,876,597
IV. Expenses:			
Cost of materials consumed	16	12,955,930	13,201,658
Purchase of Stock-in-Trade		-	-
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade		NIL	NIL
Employee benefit expense	17	332,000	300,000
Financial costs		NIL	NIL
Depreciation and amortization expense		NIL	NIL
Other expenses	18	1,161,124	277,274
Total Expenses		14,449,054	13,778,932
V. Profit before exceptional and extraordinary items and tax	(III - IV)	133,746	97,665
VI. Exceptional Items			
VII. Profit before extraordinary items and tax (V - VI)		133,746	97,665
VIII. Extraordinary Items			
IX. Profit before tax (VII - VIII)	(VII-VIII)	133,746	97,665
X. Tax expense:			
(1) Current tax		41,328	30,178
(2) Deferred tax		-	-
XI. Profit(Loss) from the perid from continuing operations	(IX - X)	92,418	67,487
XII. Profit/(Loss) from discontinuing operations			
XIII. Tax expense of discounting operations			
XIV. Profit/(Loss) from Discontinuing operations	(XII - XIII)		-
XV. Profit/(Loss) for the period	(XI + XIV)	92,418	67,487
XVI. Earning per equity share:			
(1) Basic			
(2) Diluted			

As Per Our Separate Report Of Even Date Attached Herewith

For D.A.Rupawala & Associates
Firm Registration No :- 108902W
Chartered Accountants

Sd/-
Dawoodi Rupawala
Proprietor
Membership No. 37674

Place : Ahmedabad
Date : 29th May, 2015

For Citizen Yarns Limited

Sd/-
Director

Place : Ahmedabad
Date : 29th May, 2015

Note . :1 **SHARE CAPITAL**

	As at March 31,2015	As at March 31,2014
<u>Authorised</u>		
i) 4,000,000 equity shares of Rs. 10 Each	40,000,000	40,000,000
<u>Issued, Share Capital</u>		
i) 3,149,200 equity shares of Rs. 10 Each	31,492,000	31,492,000
<u>Subscribed & Paid up</u>		
i) 3,107,400 equity shares of Rs. 10 Each	31,074,000	31,074,000
<u>Subscribed but not fully Paid up</u>		
i) 41,800 equity shares of Rs. 5 Each	209,000	209,000
Total	31,283,000	31,283,000

a) **Reconciliation of number of Shares**

	No. Of Shares	As at March 31,2015	No. Of Shares	As at March 31,2014
<u>Equity Shares</u>				
Opening Balance	3,149,200	3,149,200	3,149,200	31,492,000
Addition During the Year	NIL	NIL	NIL	NIL
Closing Balance	3,149,200	3,149,200	3,149,200	31,492,000

Note . :2 **RESERVES & SURPLUS**

	As at March 31,2015	As at March 31,2014
a) <u>Profit & Loss / General Reserves</u>		
Opening Balance	(10,481,486)	(10,548,973)
Add : Current Year Profit / Loss	92,418	67,487
Less: Balance Written Off	(10,308,467)	
Closing Balance	(80,601)	(10,481,486)
Total a)		
Total a)	(80,601)	(10,481,486)

Note . : 3 LONG TERM BORROWINGS

Long Term Borrowings Consist of the following	As at March 31,2015	As at March 31,2014
a) Term Loan		
From Banks	-	27,104,738
GIDC A/c. I & II7 [Secured by Mortgage and Hypothicaiton of all Present And Future Movable & Immovable Assets of the Company]		
From G.S.F.C. [Secured by Mortgage and Hypothicaiton of all Present And Future Movable & Immovable Assets of the Company]	-	3,861,716
Working Capital	-	14,125,514
Bank of India Cash Credit & Book Debts A/c. [Secured Against Hypotication of Stock in Trade and Stores & Spares goods in Transit other Present & Future Movable Book Debts]		
From G.I.D.C. [Secured Against Plot No.3413/2, 3414/2, 3415/2,3416/2 G.I.D.C. Phase - IV, Chatral]	-	817,537
G.I.D.C. Funded Interest	-	672,544
G.I.D.C. Interest neither accrued nor due	-	1,770,000
G.I.D.C. Interest neither accrued nor due (of the above, ` ____ is guaranteed by Directors and / or others)	-	193,565
Total a)	-	48,545,614
b) Unsecured		
From Other Parties [Inter Corporate]	-	1,396,020
Total b)	-	1,396,020
Total a) + b)	-	49,941,634

Obligation under finance lease are secured against fixed assets obtained under
finance lease arrangements.

Note . : 4 TRADE PAYABLE

Other Current Liabilities Consists of Following

	As at March 31,2015	As at March 31,2014
a) Trade Payable	893,297	35,032,989
b) Others	-	-
Total	893,297	35,032,989

Note . :5 SHORT - TERM PROVISIONS

Short Term Provisions Consists of Followings

	As at March 31,2015	As at March 31,2014
i) Others [Provisions for Income Tax, expenses & Others]	227,830	537,031
ii) Provision for Current Income Tax	41,328	140,749
Total	269,158	677,780

[illegible]

Note No. : 7**Non-Current Investments**

(Rs,)

	Particulars	As at 31.03.2015	As at 31.03.2014
		Amount Rs.	Amount Rs.
A	Trade Investments (Refer A below)		
	(a) Investment Properties		
	(b) Investment in Equity instruments		
	(c) Investments in preference shares		
	(d) Investments in Government or Trust securities		
	(e) Investments in debentures or bonds		
	(f) Investments in Mutual Funds		
	(g) Investments in partnership firms*		
	(h) Other non-current investments		
	Total (A)	-	-
B	Other Investments (Refer B below)		
	(a) Investment Properties		
	(b) Investment in Equity instruments		
	(c) Investments in preference shares		
	(d) Investments in Government or Trust securities		
	(e) Investments in debentures or bonds		
	(f) Investments in Mutual Funds		
	(g) Investments in partnership firms*		
	(h) Other non-current investments	28,800,000	2,937,268
	Total (B)	28,800,000	2,937,268
	Grand Total (A + B)	28,800,000	2,937,268
	Less : Provision for dimunition in the value of Investments		
	Total	28,800,000	2,937,268

Note . : 8 OTHER NON CURRENT ASSETS

Misc. Expenses consist of Following

	As at March 31,2015	As at March 31,2014
A) Opening Balance	1,759,483	1,759,483
Add: Expenses incurred During The Year		-
Less: Expenses W/O	1,759,483	-
Closing Balance	-	1,759,483

Note . :9 INVENTORIES

Inventories consist of Following

	As at March 31,2015	As at March 31,2014
a) Finished Goods	-	6,640,628
Total	-	6,640,628

Note . :10 TRADE RECEIVABLES (unsecured)

Trade Receivable consist of Following

	As at March 31,2015	As at March 31,2014
A) Less than Six Months from the date of they due Considered Good	-	-
Over Six Months from the date of they due	552,823	56,433,579
Total	552,823	56,433,579

Note . : 11 CASH AND BANK BALANCES

Cash & Bank Balances consist of Following

	As at March 31,2015	As at March 31,2014
A) Cash & Cash Equivalents		
Bank Balance with Banks		
i) In Current Accounts	40,583	10,676
ii) Cash on Hand	2,143	1,198,219
Total	42,726	1,208,895

Note . :12 SHORT - TERM LOANS AND ADVANCES (unsecured)

Short Term loans & Advances consist of Following

	As at March 31,2015	As at March 31,2014
A) Considered good		
i) Advances recoverable in Cash Or in Kind Or For Value to be Received	452,441	371,868
Total	452,441	371,868

Note . : 13 OTHER CURRENT ASSETS

Misc. Expenses consist of Following

	As at March 31,2015	As at March 31,2014
Opening Balance	-	-
Add: Expenses incurred during the year	3,146,080	-
Less: Expenses W/o	629,216	-
Closing Balance	2,516,864	-

Note No. : 14**Revenue from operations**

(Rs)

Particulars	For the year ended 31 March 2015	For the year ended 31 March 2014
	Amount (Rs.)	Amount (Rs.)
Sale of products	14,558,390	13,876,597
Sale of services	-	-
Other operating revenues	-	-
Less:		
Excise duty (net)	-	-
Total	14,558,390	13,876,597

Note No. : 15**Other Income**

(Rs)

Particulars	For the year ended 31 March 2015	For the year ended 31 March 2014
	Amount (Rs.)	Amount (Rs.)
Interest Income	24,410	-
Total	24,410	-

Note No. : 16**Cost Of Goods Sold**

(Rs)

Particulars	For the year ended 31 March 2015	For the year ended 31 March 2014
Opening Stock	6,640,628	6,640,628
Gross Purchases	6,315,302	13,201,658
Less : Inter - Divisional	-	-
Less : Closing Stock	-	(6,640,628)
Total	12,955,930	13,201,658

Note No. : 17**Employee Benefits Expense**

(Rs)

Particulars	For the year ended 31 March 2015	For the year ended 31 March 2014
(i) salaries and wages,	332,000	300,000
(ii) contribution to provident and other funds, (ESOP) and Employee Stock Purchase Plan	-	-
(iii) staff welfare expenses		
Total	332,000	300,000

Note No. : 18**Administrative Expenses**

(Rs)

Particulars	For the year ended 31 March 2015	For the year ended 31 March 2014
Audit Fees	30,000	15,000
Bank Charges	1,588	60
Annual Fee (stock Exchange)	112,360	-
CDSL Charges	18,436	29,487
CS Salary	18,933	-
Listing Fees Expenses	-	168,263
Misc. Expenses	220,436	36,364
Internet Expenses	4,489	-
Pre Operative Expenses W/O	629,216	-
Processing Fees Expenses	1,120	28,100
ROC Expenses	9,818	-
Share Registry Expenses	41,228	-
Vakil Fee Expenses	10,000	-
Rent Expenses	60,000	-
Website Expenses	3,500	-
Total	1,161,124	277,274

Disclosure pursuant to Note no. 6(U) of Part I of Schedule VI to the Companies Act, 1956

Particulars	Total `	Per share `
Dividends proposed to be distributed to equity shareholders	NIL	NIL
Dividends proposed to be distributed to preference shareholders	NIL	NIL
Arrears of fixed cumulative dividends on preference shares	NIL	NIL

Disclosure pursuant to Note no. 6(V) of Part I of Schedule VI to the Companies Act, 1956

Where in respect of an issue of securities made for a specific purpose, the whole or part of the amount has not been used for the specific purpose at the
NIL

Disclosure pursuant to Note no. 6(W) of Part I of Schedule VI to the Companies Act, 1956

In the opinion of the Board, all assets other than fixed assets and non current investments, have a realisable value in the ordinary course of business which

Name of Assets	Realisable Value	Value in Balance Sheet	Opinion of Board

Employee Benefits Expense . : Note. 1	For the year ended 31st December 2011	For the year ended 31st December 2010
	、	、
(a) Salaries and incentives	368,957	368,000
(b) Contributions to -		
(ii) Superannuation scheme	NIL	NIL
(c) Gratuity fund contributions	NIL	NIL
(d) Social security and other benefit plans for overseas employees	NIL	NIL
(e) expense on Employee Stock Option Scheme (ESOP) and Employee Stock Purchase Plan (ESPP),	NIL	NIL
(f) Staff welfare expenses	NIL	NIL
Total	368,957	368,000

Disclosure pursuant to Note no. 5(i)(g) of Part II of Schedule VI to the Companies Act, 1956

Payments to the auditor as . : Note.2	For the year ended 31st December 2011	For the year ended 31st December 2010
	、	、
a. auditor	15,000	15,000
b. for taxation matters	5,000	5,000
c. for company law matters	-	-
d. for management services	NIL	NIL
e. for other services	NIL	NIL
f. for reimbursement of expenses	NIL	NIL
Total	20,000	20,000

5	Additional Information		Remarks
	A Company shall disclose by way of notes additional information regarding aggregate expenditure and income on the following items:-		
(i)	(a)	Employee Benefits Expense [showing separately] : (i) salaries and wages, (ii) contribution to provident and other funds, (iii) expense on Employee Stock Option Scheme (ESOP) and Employee Stock Purchase Plan (ESPP), (iv) staff welfare expenses	Note 1
	(b)	Depreciation and amortization expense;	NIL
	(c)	Any item of income or expenditure which exceeds one per cent of the revenue from operations or Rs.1,00,000, whichever is higher;	Amendment
	(d)	Interest Income;	0
	(e)	Interest Expense;	0
	(f)	Dividend Income;	NIL
	(g)	Net gain/ loss on sale of investments;	NIL
	(h)	Adjustments to the carrying amount of investments;	NIL
	(i)	Net gain or loss on foreign currency transaction and translation (other than considered as finance cost);	0
	(j)	Payments to the auditor as a. auditor, b. for taxation matters, c. for company law matters, d. for management services, e. for other services, f. for reimbursement of expenses;	Note 2
	(k)	Details of items of exceptional and extraordinary nature;	NIL
	(l)	Prior period items;	2500

(ii)	(a)	In the case of manufacturing companies,-	N.A.
	(1)	Raw materials under <u>broad heads</u> .	
	(2)	goods purchased under broad heads.	
	(b)	Depreciation and amortization expense. In the case of trading companies, purchases in respect of goods traded in by the company under broad heads.	
	(c)	In the case of companies rendering or supplying services, gross income derived from services rendered or supplied under broad heads.	
	(d)	In the case of a company, which falls under more than one of the categories mentioned in (a), (b) and (c) above, it shall be sufficient compliance with the requirements herein if purchases, sales and consumption of raw material and the gross income from services rendered is shown under broad heads.	
	(e)	In the case of other companies, gross income derived under broad heads.	
(iii)		In the case of all concerns having works in progress, works-in-progress under broad heads.	
(iv)	(a)	The aggregate, if material, of any amounts set aside or proposed to be set aside, to reserve, but not including provisions made to meet any specific liability, contingency or commitment known to exist at the date as to which the balance-sheet is made up.	Same as Old Schedule VI
	(b)	The aggregate, if material, of any amounts withdrawn from such reserves.	
(v)	(a)	The aggregate, if material, of the amounts set aside to provisions made for meeting specific liabilities, contingencies or commitments.	
	(b)	The aggregate, if material, of the amounts withdrawn from such provisions, as no longer required.	
(vi)		Expenditure incurred on each of the following items, separately for each item:-	
	(a)	Consumption of stores and spare parts.	
	(b)	Power and fuel.	NIL
	(c)	Rent.	NIL
	(d)	Repairs to buildings.	--
	(e)	Repairs to machinery.	NIL
	(g)	Insurance .	NIL
	(h)	Rates and taxes, excluding, taxes on income.	
	(i)	Miscellaneous expenses,	
(vii)	(a)	Dividends from subsidiary companies.	Same as Old Schedule VI
	(b)	Provisions for losses of subsidiary companies.	

(Viii)		The profit and loss account shall also contain by way of a note the following information, namely:-	Same as Old Schedule
	a)	Value of imports calculated on C.I.F basis by the company during the financial year in respect of –	
		I. Raw materials; II. Components and spare parts; III. Capital goods;	NIL
	b)	Expenditure in foreign currency during the financial year on account of royalty, know-how, professional and consultation fees, interest, and other matters;	NIL
	c)	Total value if all imported raw materials, spare parts and components consumed during the financial year and the total value of all indigenous raw materials, spare parts and components similarly consumed and the percentage of each to the total consumption;	
	d)	The amount remitted during the year in foreign currencies on account of dividends with a specific mention of the total number of non-resident shareholders, the total number of shares held by them on which the dividends were due and the year to which the dividends related;	NIL
	e)	Earnings in foreign exchange classified under the following heads, namely:-	
		I. Export of goods calculated on F.O.B. basis; II. Royalty, know-how ,professional and consultation fees; III. Interest and dividend; IV. Other income, indicating the nature thereof	
Note:-		<u>Broad heads shall be decided taking into account the concept of materiality and presentation of true and fair view of financial statements,".</u>	

CITIZEN YARNS LIMITED

NOTES FORMING PARTS OF ACCOUNTS SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS :

A. SIGNIFICANT ACCOUNTING POLICIES:

The significant accounting policies followed by the company are as stated below:

I. ACCOUNTING CONVENTION :

The financial statement is prepared under the historical cost convention and follows the mercantile system of accounting and recognizes income and expenditure on the accrual basis except those with significant uncertainties. Sales & Purchase is accounted exclusive of excise duty.

II. FIXED ASSETS :

There is no fixed assets available.

III. DEPRECIATION :

Depreciation on fixed assets is not provided.

IV. INVENTORIES :

There is no inventory at the year ended 31-03-2015, hence not applicable.

V. INVESTMENT :

All the Investments are Long Term and stated at Cost.

VI. MISCELLANEOUS EXPENSES :

At the end of the year the balance of Miscellaneous Expenditure is W/O and the Balance is NIL.

VII. CONTINGENT LIABILITIES :

No Provision is made for liabilities, which are contingent in nature but, if material, the same all disclosed by way notes to the accounts.

B. NOTES ON ACCOUNTS:

- I. Previous years figures have been regrouped wherever necessary.
- II. Balances of creditors, Loans & Advances and Debtors are subject to confirmation by the parties concerned.
- III. In respect of sales tax / income tax liability company does not expect any more liability than provided in the books of accounts.
- IV. Expenditure on Employees getting remuneration not less Rs.332000/- per year employed throughout the year and Rs.25000/- per month employed for part of year :

a. <u>No. of Employees</u>	<u>Amount Rs.</u>	<u>Amount Rs.</u>
b. Employed through out the year	Nil	Nil
	(Nil)	(Nil)
c. Employed for a part of a year	Nil	Nil
	(Nil)	(Nil)

V. Value of import calculates on CIF basis:

1. Raw Material	Nil	(Nil)
2. Components & Spare Parts	Nil	(Nil)
3. Capital Goods.	Nil	(Nil)

- VI. Expenditure in Foreign Currency on account of :

1. Royalty	Nil	(Nil)
2. Knowhow.	Nil	(Nil)
3. Professional Consultancy	Nil	(Nil)
4. Other Matters	Nil	(Nil)
(c) The amount remitted in foreign currency on Account of dividends to non- residents	Nil	(Nil)

VII. Auditor's Remuneration.

	31-03-2015	31-03-2014
a. As Auditors	30000.00	15000.00
a. Tax Audit Fees	NIL	NIL
In other Capacity		
1. For Income Tax	NIL	NIL
2. For Company Law - Matter	NIL	NIL
3. For Certification Work	NIL	NIL
4. For Other Works	NIL	NIL

VIII. We relied on vouchers duly certified by the Assessee wherever original bills are not available during the test checked conducted in the course of our audit.

IX. In the opinion of the Directors of the Company the current assets, Loans & Advances appearing in the balance sheet are approximately of the value as stated if realized in the ordinary course of business.

- X. Cash on hand at the year end certified by the management. Moreover we are not physically Verified the Cash Balance as on 31-03-2015.
- XI. We are unable to express our opinion regarding diminution, if any, in the value of the investments as no documentary evidence were available or verification / judgment of the same.
- XII. During the year 1997-1998 company has taken loan from Different Institute like GIDC, GNFC, Bank of India Cash Credit, GSFC, and Management has not provided any data for same loan. So, we are unable to express any opinion on the Status of Loans Taken & Repayment as the same were outstanding for a long Period. This all loan are also Personally Granted by Shri H.P. Khetan, and Govindram Khetan and All the Fixed Assets Settled against loan taken and balance amount transfer to reserve & surplus A/c.

FOR, D.A. Rupawala & Associates

FOR, CITIZEN YARNS LIMITED

CHARTERED ACCOUNTANTS

Sd/-
(Dawoodi Rupawala)
PROPRIETOR

Sd/-
DIRECTOR

Sd/-
DIRECTOR

Membership # 37674

FRN No. 108902W

PLACE: AHMEDABAD

PLACE : AHMEDABAD

DATE : 29th May, 2015

DATE : 29th May, 2015

CITIZEN YARNS LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31ST MARCH, 2015
PURSUANT TO CLAUSE 32 OF LISTING AGREEMENT

[Rs. In Lakhs]		
Particulars	3/31/2015	3/31/2014
<u>A. CASH FLOW FROM OPERATIONG ACTIVITIES</u>		
Net profit / (Loss) After Tax & Extra ordinary Items	1.33	0.67
Adjustment for ;		
Depreciaiton	0.00	0.00
Preliminary & Public Issue Exp. Written off	0.00	0.00
Operation Profit / Loss Before Working Capital Change	1.33	0.67
Adjustment for		
Long Term, Loans Raised	(499.42)	2.00
(Increase) / Decreased in current Assets	616.83	(3.40)
(Increase) / Decreased in current Liabilities	(345.56)	(0.05)
Cash Flow from operations	(226.82)	
Less: Taxes Paid	0.33	
<u>NET CASH FLOW FROM OPERATION : (A)</u>	(227.15)	(0.78)
<u>B. CASH FLOW FROM INVESTING ACTIVITIES</u>		
Sales / (Purchase) of Fixed Assets	371.02	0.00
Sales / (Purchase) of Fixed Investment	(258.62)	0.00
<u>NET CASH FLOW FROM INVESTING AVTIVITIES : (B)</u>	112.40	0.00
<u>C. CASH FLOW FROM FINANCING ACTIVITIES</u>		
Reserves and Surplus W/o	103.09	
<u>NET CASH FLOW FROM INVESTING AVTIVITIES : (C)</u>	103.09	
<u>D. NET INCREASE / DECREASE IN CASH AND CASH EQUIVALENTS (A+B+C)</u>	(11.66)	(0.78)
Opening Cash & Cash Equivalents	12.08	12.86
Closing Cash & Cash Equivalents	0.42	12.08

As per our report of even date Annexed

For D.A.Rupawala & Associates
Firm Registration No :- 108902W
Chartered Accountants

For Citizen Yarns Limited

Sd/-
Dawoodi Rupawala
Proprietor
Membership No. 37674

Sd/- Sd/-
Director Director

Place : Ahmedabad
Date : 29th May, 2015

Place : Ahmedabad
Date : 29th May, 2015

ATTENDANCE SLIP

I/We.....R/o.....
hereby record my/our presence at the Annual General Meeting of the Company on Wednesday, 30th day of September, 2015 at 3.00 P.M at UL-10, Ankur Complex, B/H. Town Hall, OPP. X-Ray House, Ellisbridge, Ahmedabad-380006.

DPID * :	Folio No. :
Client Id * :	No. of Shares :

* Applicable for investors holding shares in electronic form.

Signature of shareholder(s)/proxy

Note:

1. Please fill this attendance slip and hand it over at the entrance of the hall.
2. Please complete the Folio / DP ID-Client ID No. and name, sign this Attendance Slip and hand it over at the Attendance Verification Counter at the ENTRANCE OF THE MEETING HALL.
3. Electronic copy of the Annual Report for 2015 and Notice of the Annual General Meeting (AGM) along with Attendance Slip and Proxy Form is being sent to all the members whose email address is registered with the Company/ Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.
4. Physical copy of the Annual Report for 2015 and Notice of the Annual General Meeting along with Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email is not registered or have requested for a hard copy.

PROXY FORM

Name of the member (s):	E-mail Id:
	No. of shares held
Registered address:	Folio No.
	DP ID*.
	Client ID*.

* Applicable for investors holding shares in electronic form.

I/We being the member(s) of the above named Company hereby appoint:

S. No.	Name	Address	Email address	
1				or failing him
2				or failing him
3				

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company on Wednesday, 30th day of September, 2015 at 3.00 P.M at UL-10, Ankur Complex, B/H. Town Hall, OPP. X-Ray House, Ellisbridge, Ahmedabad-380006, and at any adjournment thereof in respect of such resolutions as are indicated below:

** I wish my above Proxy to vote in the manner as indicated in the box below:

S. No.	Resolution	For	Against
1	Adoption of the Audited Profit and Loss Account And Balance sheet for the year ended 31stMarch, 2015		
2	Reappointment of a Director retires by rotation : 1.Mr. Rajubhai B. Desai		
3	Appointment of D. A. RUPAWALA & ASSOCIATES,		

	Chartered Accountants, as Auditor of the Company.		
	SPECIAL BUSINESS :-		
4	Adoption of New Set of Articles of association of the company as per Companies Act 2013, by replacing the same with existing set of articles of Association.		

** It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

Signed this day of..... 2015

Signature of shareholder.....

Signature of Proxy holder(s) (1).....

Signature of Proxy holder(s) (2).....

Signature of Proxy holder(s) (3).....

Affix
Revenue
Stamp not
less than
Re.0.15

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

2. A Proxy need not be a member of the company.

3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

4. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

5. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Annual General Meeting.

5. Please complete all details including details of member(s) in above box before submission.