

Modipon Limited

Hapur Road, Modinagar, Ghaziabad - 201 204 (UP)
Phone (+91) 9582388706

August 04, 2025

To,
The BSE Limited
Corporate Relation Department,
New Trading Ring, Rotunda Building,
P.J. Tower, Dalal Street, Fort, Mumbai-400001

Ref: INE 170C01019

Scrip Code: 503776

Sub: Notice of 58th Annual General Meeting and Annual Report of Modipon Limited for the Financial Year 2024-25

Dear Sirs,

We wish to inform you that the 58th Annual General Meeting ("AGM") of Modipon Limited ("the Company") is scheduled to be held on **Tuesday, August 26, 2025 at 2:00 p.m. IST through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM")** in accordance with the circulars/notifications issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India to transact the business as set forth in the Notice dated August 02, 2025 convening the AGM ("Notice").

The record date for the purpose of e-voting is Tuesday, August 19, 2025. The remote e-voting facility will be available during the following voting period:

Commencement of remote e-voting	From 9:00 a.m. IST Saturday, August 23, 2025
End of remote e-voting	Upto 5:00 p.m. IST Monday, August 25, 2025

Pursuant to section 91 of the Companies Act, 2013 read with rule 10 of the Companies (Management and Administration) Rules, 2014, the Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, August 20, 2025, to Tuesday, August 26, 2025 (both days inclusive) for the purpose of AGM.

Pursuant to Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time, please find enclosed herewith the Annual Report for the Financial Year 2024-25 ("Annual Report") along with the AGM Notice being sent to all Members in electronic mode.

The same is also uploaded on the website of the Company and can be accessed at www.modipon.net.

This is for your kind information and records.

Thanking you

Yours sincerely,
For Modipon Limited

Vineet Kumar Thareja
Company Secretary & Compliance Officer
Enclosed: As above

CIN: L65993UP1965PLC003082 E-mail: modipon@modimangal.in Website: www.modipon.net



**modipon
limited**

58TH ANNUAL REPORT 2024-25

BOARD OF DIRECTORS	
Mr. Manish Modi	Chairman & Managing Director
Mrs. Aditee Modi	Non-Executive Director
Mr. Mayur Maheshwari	Nominee Director
Mr. Shashi Kant Ranjan	Non-Executive Independent Director
Ms. Kavita Rani	Non-Executive Independent Director
Mr. Nitesh Kumar	Non-Executive Independent Director
CHIEF FINANCIAL OFFICER, COMPANY SECRETARY & COMPLIANCE OFFICER	
Mr. Vineet Kumar Thareja	
BANKERS	
HDFC Bank	
AUDITORS	
B. M. Chatrath & CO LLP Chartered Accountants D-26, 2 nd Floor, Sector -3, Noida 201301 (U.P.) Ph. : 0120-4593360 to 4593366 Website: www.bmchatrath.com	
REGISTERED OFFICE	
Hapur Road, Modinagar - 201204 District : Ghaziabad (U.P.) Ph. : +91-9582388706	
REGISTRAR AND TRANSFER AGENT	
MAS Services Limited T-34, 2 nd Floor, Okhla Industrial Area, Phase-II, New Delhi - 110 020 Ph. : 011-26387281/82/83 Website: www.masserv.com E-mail : investor@masserv.com	

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MODIPON LIMITED

CIN: L65993UP1965PLC003082

Registered Office: Hapur Road, Modinagar- 201 204 (U.P.)

Email: modipon@modimangal.in; vkthareja@modimangal.inWebsite: www.modipon.net**NOTICE**

Notice is hereby given that the **58th Annual General Meeting ("AGM")** of Modipon Limited ("**the Company**") will be held on **Tuesday, August 26, 2025, at 2:00 p.m. IST** through video conferencing ("**VC**") / other Audio-Visual Means ("**OAVM**") to transact the following business:

Ordinary Business:

1. To receive, consider, approve and adopt the audited financial statements of the Company for the financial year ended on March 31, 2025, along with the report of board of directors and independent auditors' thereon and in this regard pass the following resolution as an **Ordinary Resolution**.

"RESOLVED THAT the audited financial statements of the Company for the financial year ended March 31, 2025, and the reports of the board of directors and auditors thereon, as circulated to the Members, be and are hereby received, considered and adopted."

Special Business:

2. To consider and approve the appointment of Ranjeet Verma & Associates, Company Secretaries as Secretarial Auditor of the Company effective from April 01, 2025 to March 31, 2030 and in this regard, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 204 of the Companies Act, 2013, and rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and based on the recommendation of the Audit Committee and approval of the Board of Directors of the Company, Ranjeet Verma & Associates, Practicing Company Secretaries bearing membership no.: F6814, COP no. 7463, be and is hereby appointed as the Secretarial Auditor of the Company, for a term of five consecutive financial years commencing from April 01, 2025 till March 31, 2030, at such terms and conditions as detailed in the explanatory statement annexed hereto.

RESOLVED FURTHER THAT the Board of Directors, on the recommendation of Audit Committee be and are hereby authorised to finalise and fix the remuneration of the Secretarial Auditors as may be mutually agreed and to do all such acts, deeds, matters and things as may be necessary, incidental or ancillary to the foregoing resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), be and is hereby authorised to delegate all or any of the powers to any officer(s)/authorised representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

3. To consider and approve the re-appointment of Mrs. Kavita Rani (DIN: 08853423) as an Independent Director of the Company for a second term of five consecutive years w.e.f. July 31, 2025 and in this regard, pass the following resolution as **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), the Companies (Appointment and Qualification of Director) Rules, 2014 and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-

enactment thereof for the time being in force), and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mrs. Kavita Rani (DIN 08853423), who was appointed as an Independent Director of the Company for a term of five years up to July 30, 2025 and is eligible for being re-appointed as an Independent Director, who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing her candidature for the office of a director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years, with effect from July 31, 2025 to July 30, 2030.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and take all such steps as may be required to give effect to this resolution."

4. To consider and approve the re-appointment of Mr. Nitesh Kumar (DIN: 06439789) as an Independent Director of the Company for a second term of five consecutive years w.e.f. March 02, 2026 and in this regard, pass the following resolution as **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), the Companies (Appointment and Qualification of Director) Rules, 2014 and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Nitesh Kumar (DIN: 06439789), who was appointed as an Independent Director of the Company for a term of five years up to March 01, 2026 and is eligible for being re-appointed as an Independent Director, who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of a director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years, with effect from March 02, 2026 to March 01, 2031.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and take all such steps as may be required to give effect to this resolution."

5. To consider and approve the re-appointment of Mr. Manish Modi (DIN: 00030036) as Chairman & Managing Director of the Company and in this regard, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with Schedule V thereof and the rules made there under, as amended from time to time, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and in accordance with the articles of association of the Company and based on the recommendation of the Nomination & Remuneration Committee and approval of the board of directors of the Company and subject to the completion of the necessary formalities, the approval of the Central Government and such other authorities as may be required, the consent of the members of the Company be and is hereby accorded to reappoint Mr. Manish Modi,

(DIN: 00030036) as the Chairman & Managing Director of the Company for a period of five (5) years with effect from May 31, 2025 on the terms and conditions as set out in the explanatory statement annexed to the notice.

RESOLVED FURTHER THAT Mr. Manish Modi shall be entitled to such remuneration as set out in the Explanatory Statement annexed to the notice for a period of three (3) years from the date of his appointment, which shall be paid even in case of loss or inadequacy of profits in any financial year.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "the Board") (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution), be and hereby authorized to alter and vary terms and conditions of the said appointment including remuneration in such manner as may be agreed to between the Board and Mr. Manish Modi subject to the same not exceeding the applicable limits as specified in Section 197 read with Schedule V of the Act or any statutory modification(s) or re-enactment(s) thereto.

RESOLVED FURTHER THAT any of the Board Members and Company Secretary be and are hereby severally authorized to take such steps as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution".

6. To consider and approve Material Related Party Transactions of the Company and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("**Listing Regulations**"), the applicable provisions of the Companies Act, 2013 ("**Act**") read with rules made thereunder, other applicable laws/ statutory provisions, if any, (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), the Company's policy on Related Party Transactions and on dealing with related party transactions and on the basis of approval of the Audit Committee and recommendation of the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded to the Company to enter into and/or continue to enter into the related party transaction(s) /contract(s)/ arrangement(s) /agreement(s) (in terms of Regulations 2(1) (zc)(i) of the listing regulations) in terms of the explanatory statement to this resolution more specifically set out in tabular form in the explanatory statement to this resolution on the respective material terms & conditions.

RESOLVED FURTHER THAT the board of directors of the Company (hereinafter referred to as "Board" which term shall be deemed to include any duly constituted committee empowered to exercise its powers including powers conferred under this resolution) be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director/CFO/CS or any officer/executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

By Order of the Board of Directors
For Modipon Limited

Dated: August 02, 2025

Place: New Delhi

Vineet Kumar Thareja
Company Secretary & Compliance Officer

ANNEXURE TO THE NOTICE

STATEMENT PURSUANT TO SECTION 102(1) OF THE ACT AND REGULATION 36(3) OF THE SEBI LISTING REGULATIONS:

Item No.2: To consider and approve the appointment of Ranjeet Verma & Associates, Company Secretaries as Secretarial Auditor of the Company effective from April 01, 2025 to March 31, 2030

Pursuant to provisions of Section 204 of the Act, and relevant rules thereunder, read with Regulation 24A of the Listing Regulations, every listed Company is required to annex with its Board's Report, a secretarial audit report, issued by a Practising Company Secretary. For this purpose, the Board of Directors of the Company had appointed Ranjeet Verma & Associates, a peer reviewed firm of Practising Company Secretaries, as Secretarial Auditors of the Company for the FY 2024-25 and they have issued their report which is annexed to the report of the Board of Directors of the Company as a part of the Annual Report.

SEBI vide its notification dated 12 December 2024, amended the Listing Regulations. As per the amended Listing Regulations, on the basis of recommendation of the Board of Directors, a listed entity shall appoint or re-appoint a Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years, subject to approval of the shareholders in the AGM. Further, such a Secretarial Auditor must be a peer-reviewed company secretary and should not have incurred any of the disqualifications as specified by SEBI.

In light of the aforesaid, the Board of Directors of the Company, pursuant to the recommendations of the Audit Committee ("Committee"), has recommended appointment of Ranjeet Verma & Associates, a firm of Practising Company Secretaries, as the Secretarial Auditors of the Company for the first term of five consecutive financial years commencing from 01 April 2025 till 31 March 2030.

Ranjeet Verma & Associates is a reputed firm of Practising Company Secretaries, registered with the Institute of Company Secretaries of India (ICSI), with over 14 years of professional experience in corporate and allied laws. The firm specializes in providing integrated legal and secretarial services, with a strong focus on corporate law, securities law, the Insolvency and Bankruptcy Code (IBC), mergers and acquisitions, foreign investments, exchange control regulations, GST, and capital markets.

The firm has extensive experience in handling assignments involving secretarial audits, corporate compliance management, due diligence, listing regulations, and advisory services related to regulatory approvals from key government departments, including the Ministry of Corporate Affairs (MCA), Registrar of Companies (RoC), Reserve Bank of India (RBI), and other regulatory bodies.

Headquartered in Ghaziabad, Ranjeet Verma & Associates has a proven track record of advising and supporting a diverse clientele, including domestic and international corporations. The firm's team of professionals brings an average of over 12 years of experience in addressing complex legal and regulatory matters with a practical and solutions-oriented approach.

Furthermore, in terms of the amended regulations, Ranjeet Verma & Associates has provided a confirmation that they have subjected themselves to the peer review process of the Institute of Company Secretaries of India and hold a valid peer review certificate. Ranjeet Verma & Associates has confirmed that they are not disqualified from being appointed as Secretarial Auditors and that they have no conflict of interest. Ranjeet Verma & Associates has further furnished a declaration that they have not taken up any prohibited non-secretarial audit assignments for the Company.

The proposed remuneration to be paid to Ranjeet Verma & Associates for FY 2025-26, is ₹ 50,000/- (Rupees Fifty Thousand only) plus applicable taxes and out of pocket expenses. Besides the audit services, the Company would also obtain certifications which are to be mandatorily received from the Secretarial Auditors under various statutory regulations from time to time, the fee for which will be paid separately.

The Board of Directors and the Committee shall approve revisions to the remuneration of the Secretarial Auditors, for balance of the tenure based on review and any additional efforts on account of changes in regulations, restructuring or other considerations.

The Board of Directors in consultation with the Committee may alter or vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Secretarial Auditors.

None of the Directors and Key Managerial Personnel of the Company and their relatives, are, in any way, concerned or interested, financially or otherwise, in this resolution set out in Item No. 2 of the Notice.

The Board of Directors recommends the Ordinary resolution as set out in Item No. 2 of the Notice for approval of the Members.

Item No. 3: To consider and approve re-appointment of Mrs. Kavita Rani (DIN: 08853423) as an Independent Director of the Company for a second term of five consecutive years w.e.f. July 31, 2025

Mrs. Kavita Rani was appointed as a Non-Executive Independent Director of the Company, by the Members at 53rd Annual General Meeting of the Company held on December 28, 2020, for a period of 5 (five) years, with effect from July 31, 2020 to July 30, 2025, in terms of the provisions of Section 149, 152 and other applicable provisions of the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). Accordingly, the first term of five consecutive years of Mrs. Kavita Rani, as a Non-Executive Independent Director of the Company, is due to expire on July 30, 2025. In terms of the provisions of Section 149 of the Act, an Independent Director may hold office for two terms of up to five consecutive years.

Considering the eligibility, knowledge, experience, time commitment, attendance and contributions in the Board and Committee meetings during her tenure, and based on the performance evaluation and on the recommendation of the Nomination and Remuneration Committee of the Company, the Board is of the opinion that her continuance as an Independent Director would be beneficial to the Company.

Accordingly, based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors of the Company, at their meeting held on May 30, 2025, re-appointed Mrs. Kavita Rani (DIN: 08853423) as a Non-Executive Independent Director for a second consecutive term of five years with effect from July 31, 2025 up to July 30, 2030, not liable to retire by rotation, subject to the approval of the Members by way of a Special Resolution.

Mrs. Kavita Rani is qualified to be appointed as a Director in terms of Section 164 of the Companies Act, 2013 (the "Act") and has given her consent to act as a Director. The Company has also received declaration from Mrs. Kavita Rani that she meets the criteria of independence as prescribed, both, under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") and that she is not debarred from holding the office of director by virtue of any order from Securities and Exchange Board of India ("SEBI") or any such authority.

Further, in terms of Regulation 25(8) of SEBI Listing Regulations, Mrs. Kavita Rani has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge his duties as an Independent Director of the Company. She has also confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

The Company has received a notice under Section 160(1) of the Act proposing her candidature for the office of Director of the Company.

In the opinion of the Board, Mrs. Kavita Rani fulfils the conditions for re-appointment as an Independent Director as specified in the Act and the Listing Regulations. Mrs. Kavita Rani is independent of the management and possesses appropriate skills, experience, knowledge and capabilities required for the role of Independent Director. Mrs. Kavita Rani is a qualified Company Secretary with a Commerce degree from Delhi University and a Law degree from CCU. She is a dynamic professional with experience in corporate secretarial practices and legal affairs.

The requisite details and information pursuant to the provisions of (i) the Listing Regulations; and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are provided in the "Annexure" to the Notice. In accordance with the provisions of Section 149 read with Schedule IV of the Act and other applicable provisions of the Act and in terms of Regulation 25(2A) of the Listing Regulations, re-appointment of Mrs. Kavita Rani as an Independent Director requires approval of members of the Company by passing a special resolution. Accordingly, the approval of members is sought for re-appointment of Mrs. Kavita Rani as an Independent Director.

A copy of the draft letter of re-appointment of Mrs. Kavita Rani setting out the terms and conditions of re-appointment is available for inspection at the registered office of the Company on all working days (except Saturdays, Sundays and Public Holidays) upto the date of AGM and will also be available for inspection during the AGM.

Except Mrs. Kavita Rani, none of the Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the Resolution set out at Item No. 3 of the accompanying Notice.

The Board commends the Special Resolution set out at Item No. 3 of the Notice for approval by the Members.

Item No. 4: To consider and approve re-appointment of Mr. Nitesh Kumar (DIN: 06439789) as an Independent Director of the Company for a second term of five consecutive years w.e.f. March 02, 2026

Mr. Nitesh Kumar was appointed as a Non-Executive Independent Director of the Company, by the Members at 54th Annual General Meeting of the Company held on September 27, 2021, for a period of 5 (five) years, with effect from March 02, 2021 to March 01, 2026, in terms of the provisions of Section 149, 152 and other applicable provisions of the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). Accordingly, the first term of five consecutive years of Mr. Nitesh Kumar, as a Non-Executive Independent Director of the Company, is due to expire on March 01, 2026. In terms of the provisions of Section 149 of the Act, an Independent Director may hold office for two terms of up to five consecutive years.

Considering the eligibility, knowledge, experience, time commitment, attendance and contributions in the Board and Committee meetings during his tenure, and based on the performance evaluation and on the recommendation of the Nomination and Remuneration Committee of the Company, the Board is of the opinion that his continuance as an Independent Director would be beneficial to the Company.

Accordingly, based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors of the Company, at their meeting held on August 02, 2025, re-appointed Mr. Nitesh Kumar (DIN: 06439789) as a Non-Executive Independent Director for a second consecutive term of five years with effect from March 02, 2026 up to March 01, 2031, not liable to retire by rotation, subject to the approval of the Members by way of a Special Resolution.

Mr. Nitesh Kumar is qualified to be appointed as a Director in terms of Section 164 of the Companies Act, 2013 (the "Act") and has given his consent to act as a Director. The Company has also received declaration from Mr. Nitesh Kumar that he meets the criteria of independence as prescribed, both, under Section 149(6)

of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”) and that he is not debarred from holding the office of director by virtue of any order from Securities and Exchange Board of India (“SEBI”) or any such authority.

Further, in terms of Regulation 25(8) of SEBI Listing Regulations, Mr. Nitesh Kumar has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. He has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

The Company has received a notice under Section 160(1) of the Act proposing his candidature for the office of Director of the Company.

In the opinion of the Board, Mr. Nitesh Kumar fulfils the conditions for re-appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Nitesh Kumar is independent of the management and possesses appropriate skills, experience, knowledge and capabilities required for the role of Independent Director. A Chartered Accountant by profession Mr. Nitesh Kumar has long and enriching experience of 18 years in Corporate Compliance, Taxation and Financial Management. He has worked with Omaxe TDI and Pacific Group at higher management level. Year 2017 onwards he has started his own advisory Firm for specialised service in GST Litigation matter. Additionally, he is a well-qualified Forensic Auditor. He has played key role for many start up in mitigating their financial risk.

The requisite details and information pursuant to the provisions of (i) the Listing Regulations; and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are provided in the “Annexure” to the Notice. In accordance with the provisions of Section 149 read with Schedule IV of the Act and other applicable provisions of the Act and in terms of Regulation 25(2A) of the Listing Regulations, re-appointment of Mr. Nitesh Kumar as an Independent Director requires approval of members of the Company by passing a special resolution. Accordingly, the approval of members is sought for re-appointment of Mr. Nitesh Kumar as an Independent Director.

A copy of the draft letter of re-appointment of Mr. Nitesh Kumar setting out the terms and conditions of re-appointment is available for inspection at the registered office of the Company on all working days (except Saturdays, Sundays and Public Holidays) upto the date of AGM and will also be available for inspection during the AGM.

Except Mr. Nitesh Kumar, none of the Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the Resolution set out at Item No. 4 of the accompanying Notice.

The Board commends the Special Resolution set out at Item No. 4 of the Notice for approval by the Members.

Details of the Director seeking re-appointment

[In pursuance of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 on General Meetings]

Name of Director	Kavita Rani	Nitesh Kumar
Director Identification Number (DIN)	08853423	06439789
Date of Birth (Age in Years)	24/09/1984 (40 years)	01/01/1979 (46 years)
Date of first appointment on the Board	July 31, 2020	March 02, 2021
Qualifications	Company Secretary with a Commerce degree from Delhi University and a Law degree from CCU	Chartered Accountant

Expertise in specific functional areas and Profile (Brief Resume)	Mrs. Kavita Rani is a qualified Company Secretary with a Commerce degree from Delhi University and a Law degree from CCU. She is a dynamic professional with experience in corporate secretarial practices and legal affairs.	A Chartered Accountant by profession Mr. Nitesh Kumar has long and enriching experience of 18 years in Corporate Compliance, Taxation and Financial Management. He has worked with Omaxe TDI and Pacific Group at higher management level. Year 2017 onwards he has started his own advisory Firm for specialised service in GST Litigation matter. Additionally, he is a well-qualified Forensic Auditor. He has played key role for many start up in mitigating their financial risk.
Terms and conditions of appointment	Re-appointment as an Non-Executive Independent Director for a second consecutive term of five years, with effect from July 31, 2025, to July 30, 2030, not liable to retire by rotation.	Re-appointment as an Non-Executive Independent Director for a second consecutive term of five years, with effect from March 02, 2026, to March 01, 2031, not liable to retire by rotation.
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Please refer the explanatory statement set out of item no. 3 of the Notice	Please refer the explanatory statement set out of item no. 4 of the Notice
Remuneration last drawn	During financial year 2024-25, Mrs. Kavita Rani was paid ₹ 1.80 lakh towards Sitting fees	During financial year 2024-25, Mr. Nitesh Kumar was paid ₹ 1.80 lakh towards Sitting fees
Details of remuneration sought to be paid	₹ 1.80 Lakhs per annum	₹ 1.80 Lakhs per annum
Number of Meetings of Board attended	4	4
Directorship in other companies (excluding foreign companies)	•Seasons Textiles Limited •Sugs Llyod Limited	•Vass Auto Venture Private Limited •Greenrth Waste Recycler Private Limited •Wellomine Medisolutions Private Limited
Membership / Chairmanship of Committees in other companies (excluding foreign companies)	Seasons Textiles Limited Audit Committee – Member Nomination & Remuneration Committee – Chairperson Sugs Llyod Limited Audit Committee – Member Nomination & Remuneration Committee – Chairperson Stakeholders Relationship Committee – Member Corporate Social Responsibility Committee – Member	None

Listed entities from which the Director has resigned/ term completion from Directorship in last three (3) years	None	None
Inter-se relationship with other Directors/ KMP	Not Applicable	Not Applicable
No. of shares held: (a) Own (b) For other persons on beneficial basis	Nil	Nil

Item No. 5: To consider and approve the re-appointment of Mr. Manish Modi (DIN: 00030036) as Chairman & Managing Director of the Company

The Board of directors of the Company, on the recommendation of the Nomination & Remuneration Committee of the Company, in their meeting held on May 29, 2023 approved the re-appointment of Mr. Manish Modi as the Chairman & Managing Director of the Company for a period of 5 years effective from June 1, 2023 and remuneration payable to him. The said appointment was also approved by the members in the 56th Annual General Meeting of the Company held on September 27, 2023, subject to the approval of the Central Government, considering his NRI status.

Due to technical difficulty and errors encountered during the transition of the MCA portal from version 2 to version 3, the Company was unable to file form MR-2 within prescribed timeline. As a result, MCA rejected the said application citing a delay of filing the form after a period of 90 days.

Despite regular follow up with the MCA for resolving the said issue, the form could not be re-submitted due to disposal of the earlier application. It is now proposed to proceed with a fresh application and in view of the same, Mr. Manish Modi resigned from his position as Chairman & Managing Director with effect from close of business hours on May 30, 2025 and re-appointed as Chairman & Managing Director of the Company by the board of directors of the Company on the recommendation of the Nomination & Remuneration Committee of the Company, with effect from May 31, 2025.

Accordingly, approval of the members is being sought for re-appointment of Mr. Manish Modi as Chairman & Managing Director of the Company.

A brief profile of Mr. Manish Modi along with other details as required under regulation 36 of SEBI Listing Regulations and secretarial standard on general meetings issued by Institute of Company Secretaries of India is enclosed as part of this Notice.

Mr. Manish Modi plays a pivotal role in the Company, being both the visionary and operational leader. He is responsible for setting the Company's strategic direction and making key decisions. He has extensive experience in scale and business transformation, brand building, organization change management, reimagining business processes, strong customer engagement, and building high-performing teams which align well with Company's growth ambition.

Brief terms and conditions of appointment of Mr. Manish Modi is provided below:

Mr. Manish Modi, as Chairman & Managing Director of the Company, shall be paid the following remuneration for a period of 3 years with effect from May 31, 2025:

- Salary: Nil
- Commission on Net Profit: Nil
- Perquisites: In addition, he shall be entitled to the following perquisites:

CATEGORY 'A':

- HOUSING:** Free Furnished Accommodation; the hiring monthly expenditure of which shall not increase Rs. 1,00,000. The expenditure incurred by the Company on gas, electricity, water and furnishing etc. shall be on actual basis.

- MEDICAL:** Expenses incurred for self and his family members subject to a ceiling of Rs. 75,000 in a year or Rs. 2,25,000 over a period of three years.

- LEAVE TRAVEL CONCESSION:** For self and his family members once in a year incurred in accordance with the rules specified by the Company.

- CLUB FEES:** Fees of clubs subject to maximum of two clubs.

- PERSONAL ACCIDENT INSURANCE:** As per the Company Policy.

CATEGORY 'B':

He shall also be entitled for the following, which will not be considered as perquisites:

- Provision of car with driver for use on Company's business.
- Two telephones and Wi-Fi at his residence and a mobile phone.

He shall also be entitled to the reimbursement of all the expenses actually and properly incurred by him for or in connection with the Company's business.

The perquisites as payable to Mr. Manish Modi, as Chairman & Managing Director of the Company shall be paid even in case of loss or inadequacy of profits subject to compliance of the applicable provisions of the Act.

The board of directors of the Company may at their discretion revise or restructure the remuneration or revise other terms and conditions, from time to time, in accordance with provisions of the section 197 of the Act read with Schedule V thereto.

The members are also informed that during the earlier tenure of Mr. Manish Modi, he has not drawn any remuneration, by way of salary and / or by way of any perquisites, from the Company since June 01, 2023.

The Company has received necessary consent and declaration from Mr. Manish Modi that he is not disqualified from being appointed as a director pursuant to any order of SEBI or any other authority.

Mr. Manish Modi also satisfies the conditions for being appointed as the Chairman & Managing Director of the Company, as set out in section 196(3) of the Act and part I of Schedule V thereto except clause (e) of part I of Schedule V.

The Members may note that during the financial year 2019-20, the residential status of Mr. Manish Modi changed from an Indian Resident to a Non-Resident Indian and accordingly the Company will be making an application to the Central Government for its approval. Therefore, the approval of the Members for re-appointment of Mr. Manish Modi as Chairman & Managing Director of the Company shall be subject to the approval of the Central Government.

In terms of section 2(77) of the Companies Act, 2013, read with rule 4 of Companies (Specification of Definition Details) Rules, 2014, Mr. Manish Modi is the spouse of Mrs. Aditee Modi (Director of Modipon Limited). Further, Mr. Manish Modi is not related inter-se with any other member of the board of directors of the Company.

Save and except Mr. Manish Modi and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other directors/ key managerial personnel/ their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out in Item No. 5.

The Board is of the view that the association of Mr. Manish Modi would benefit the Company, given the knowledge, experience and performance of Mr. Manish Modi, and contribution to the Board processes by him. In the opinion of the Board, Mr. Manish Modi fulfils the conditions specified in the Act, the Rules thereunder and the SEBI Listing Regulations for appointment as Chairman & Managing Director of the Company. Mr. Manish Modi holds 39,339 equity shares of the Company having face value of Rs. 10/- each.

The Board recommends resolutions under Item No. 5 for approval of members as an Ordinary Resolution.

Statement of information as per Section II of Part II of Schedule V of the Companies Act, 2013:

GENERAL INFORMATION:

Nature of industry	Real Estate Business		
Date or expected date of commencement of commercial production	The manufacturing operations of the Fibre unit of the Company was closed in the year 2007 and thereafter Company is in to the business of real estate & development of its vacant land/adjacent land to factory after taking requisite permissions from the Uttar Pradesh (UP) Government from time to time. The said development was later on stopped by the UP Government vide its order dated 18.01.2019 on which hearing is sub-judice before the Industrial Department, Uttar Pradesh.		
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable		
Financial performance based on given indicators	The Financial performance of the Company for Financial Year ended on March 31, 2025 and March 31, 2024 is as under:		
	All the figures are in "INR Lakhs." except Earnings per share.		
	Particulars	Current Year (FY 2024-25)	Previous Year (FY 2023-24)
	Profit (Loss) After Tax	(66.16)	(58.38)
	Net-worth including balance in profit and loss account	(9,174.51)	(9,108.35)
	Earnings per share — basic (in Rs.)	(0.57)	(0.50)
Foreign investments or collaborations, if any	Turnover (Revenue from Operations)	0	0
	The Company has not entered into any foreign collaboration and no direct investment has been made in the Company during the previous three financial years. The foreign investors mainly comprised of foreign institutional investors, foreign portfolio investor, FDI and NRI's.		

Information about the Directors:

Background Details	Particulars	
	Particulars	Information
	Name	Mr. Manish Modi
	Father's Name	Sh. Mahendra Kumar Modi
Past Experience	Qualification	Bachelor's degree in computer science and MBA from Columbia University
	Mr. Manish Modi has founded Net Across in 1996 in New Delhi with a vision to create an innovative, learning organization and its growth has featured in several international publications including Red Herring, Forbes, Newsweek, and Asia Week. He founded Exevo Inc., USA and Exevo India Limited in the year 2002. Exevo was a new breed of outstanding company and had grown leaps and bounds since it was founded. He was the CEO of Exevo Inc., USA. He is a member of various professional bodies including YPO, IACC, CII, etc., and currently an active early-stage investor focusing on rural and Agri-tech.	

Past Remuneration	Nil remuneration was paid to Mr. Manish Modi during the financial year 2024-25.
Recognition or awards	Dataquest Magazine (India) named him as one of the years 15 "Magical People" in 1997 and in 1998 he was included amongst Asia's top 50 young IT Entrepreneurs by the Institute for the future.
Job profile and his suitability	Mr. Manish Modi has been the Managing Director of the Company since last 12 (twelve) years. He plays a pivotal role in the Company, being both the visionary and operational leader. He is responsible for setting the Company's strategic direction and making key decisions. He has extensive experience in scale and business transformation, brand building, organization change management, reimagining business processes, strong customer engagement, and building high-performing teams which align well with Company's growth ambition.
Remuneration proposed	As stated in the explanatory statement above.
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Mr. Manish Modi will be paid Nil remuneration and commission. He will be paid perquisites as per details provided above. The remuneration as proposed for Mr. Manish Modi is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and nature of its businesses. Moreover, in his position as Managing Director of the Company, Mr. Manish Modi is responsible for overseeing the overall operations of the Company.
Pecuniary relationship directly or indirectly with the company, or relation with the managerial personnel, if any.	Besides remuneration proposed and current equity holding in the Company, Mr. Manish Modi does not have any pecuniary relationship with the Company. Mr. Manish Modi is the spouse of Mrs. Aditee Modi (director of Modipon Limited). Further, Mr. Manish Modi is not related inter-se with any other member of the Board.

Other Information:

Reason of loss or inadequate profits	The loss incurred in the financial year 2024-25 is Rs 66.16 Lakhs. The manufacturing operations of the Fibre unit of the Company was closed in the year 2007 and thereafter Company is into the business of real estate & development of its vacant land/adjacent land to factory after taking requisite permissions from Uttar Pradesh (UP) Government time to time. The said development was later on stopped by the UP Government vide its order dated 18.01.2019 on which hearing is subjudice before the Industrial Department, Uttar Pradesh.
Steps taken or proposed to be taken for improvement	The Company is making all its efforts to get the Government order dated 18.01.2019 restored back. Further, Company has also filed applications in the year 2018-19 & 2022-23 to express its interest for the new project on the vacant factory land of the Company.
Expected increase in productivity and profits in measurable terms	It is difficult to forecast the productivity and profitability in measurable terms as the same is subject to the outcome of land matter sub-judice before the Industrial Department

Details of director seeking Re-appointment at the Annual General Meeting

[In pursuance of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 on General Meetings]

Name of Director	Manish Modi
Date of Birth and Age	27.07.1968 (57 years)

Expertise in specific functional area	Entrepreneur & having good expertise in the manufacturing industries and IT and Start-ups
Date of first appointment on the Board	August 1, 2005
Qualifications and experience	Bachelor's degree in computer science and MBA from Columbia University. Further details in this connection are already provided above
No. of shares held in the Company either directly or as beneficial owner	39,339
Directorship in other companies in past 3 years	13 The details of directorship in other companies during last 3 financial year is provided below: i. Modipon Estates Private Limited ii. Status Mark Finvest Limited iii. Netacross Holdings And Investments Private Limited iv. Daisy Investment Private Limited v. Mangal Greens Private Limited vi. Hesa Enterprises Private Limited vii. Modi Intercontinental Private Limited viii. Modimangal Estates Private Limited ix. Weld Excel India Limited x. Rai Bahadur Gujarmal Modi And Bros Private Limited xi. The Modi Trading And Industrial Syndicate Private Limited xii. Modi Paint Private Limited xiii. Anati Technologies Private Limited
Membership/ Chairmanship of committees in other companies in past 3 years	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Mr. Manish Modi is the spouse of Mrs. Aditee Modi (director of Modipon Limited). Further, Mr. Manish Modi is not related inter-se with any other member of the Board.
Terms and conditions of appointment including remuneration sought to be paid	As detailed in explanatory statement enclosed with the Notice
Remuneration last drawn	Nil
Number of Board meeting attended during the financial year 2024-25	4
Brief Resume	Mr. Manish Modi, Chairman & Managing Director of the Modipon Limited, joined Modipon Fibre unit in the year 2009. He has a Bachelor's Degree in Computer Science from Bangalore University. He is also MBA in Marketing from Columbia University. Dataquest Magazine (India) named him as one of the years 15 "Magical People" in 1997 and in 1998 he was included amongst Asia's top 50 young IT Entrepreneurs by the institute for the future. He founded NetAcross in 1996 in New Delhi with a vision to create an innovative, learning organization and its growth has featured in several international publications including Red Herring, Forbes, Newsweek and Asiaweek. He founded Exevo Inc., USA and Exevo India Limited in the year 2002.

Exevo was a new breed of outstanding company and had grown leaps and bounds since it was founded. He was the CEO of Exevo Inc., USA. He is the member of various professional bodies including YPO, IACC, CII etc. and currently an active early-stage investor focusing on rural and Agri tech.

Item No.6 To consider and approve Material Related Party Transactions of the Company

As per regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") shareholders' approval should be obtained for related party transactions which, in a financial year, exceed the lower of (i) Rupees 1,000 crore; and (ii) 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity.

The Company proposes to enter and / or continue to enter into certain related party transaction(s) as mentioned below, on mutually agreed terms & condition, and the aggregate of such transaction(s), are expected to cross the applicability materiality thresholds as mentioned above. Accordingly, as per the Listing Regulations, approval of the members is being sought for all such arrangements/transactions undertaken/proposed to be undertaken by the Company. All transactions entered into by the Company with Related Parties as mentioned below.

The details of Transactions as required under regulation 23(4) of Listing Regulations read with Section III B of the SEBI Circular Regulation bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 ("SEBI Master Circular") are set forth below:

S. No.	Particulars	Status Mark Finvest Limited	Ashoka Mercantile Limited
(a)	Name of Director or Key Managerial Personnel who is related	Manish Modi and Aditee Modi	Aditee Modi
(b)	Nature of Relationship	Mr. Manish Modi and Mrs. Aditee Modi, Director of the Company are also directors on the board of Status Mark Finvest Limited Further, Mr. Manish Modi holds 7,54,000 (37.70%) equity shares and Mrs. Aditee Modi holds 1 (0.0%) equity share of Status Mark Finvest Limited. Mr. Manish Modi and Mrs. Aditee Modi are part of promoter group.	Mrs. Aditee Modi, Director of the Company is also a director on the board of Ashoka Mercantile Limited. Mr. Manish Modi and Mrs. Aditee Modi, are part of promoter group.
(c)	Nature of Transactions	Availing or rendering of services	Availing or rendering of services
(d)	Material Terms of Contracts/ arrangements/ transactions	The Company has availed secured and / or unsecured loan from Status Mark Finvest Limited and Ashoka Mercantile Limited to meet its day-to-day expenses in view of the closure of its manufacturing operations. Due to the pending One-Time Settlement (OTS) issue with Punjab National Bank (PNB) and unresolved land matters with the Government of Uttar Pradesh, the Company is currently unable to service the interest on the said loan. Further, as per the agreement between the parties, repayment of the principal and any applicable interest will be made upon resolution of the OTS issue with PNB. The OTS, however, has been challenged and is currently sub judice before the Hon'ble High Court of Delhi.	

(e)	Value of the proposed transaction and % of Company's audited consolidated turnover of FY 2024-2025 and duration/tenure of the proposed transaction	Value of the proposed transaction is upto ₹1 crore from the date of this AGM till the next AGM of the Company to, be held in the year 2026 and the Company's audited consolidated turnover of FY 2024-2025 is Nil.	Value of the proposed transaction is upto ₹1 crore from the date of this AGM till the next AGM of the Company to, be held in the year 2026 and the Company's audited consolidated turnover of FY 2024-2025 is Nil.
(f)	If the transaction relates to any loans, Inter corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	Not Applicable	Not Applicable
(g)	Justification as to why the RPT is in the interest of the Company	The proposed loan is essential for meeting the Company's day-to-day expenses in view of the permanent closure of operations of the unit of the Company since the year 2007. It will help the Company manage its ongoing statutory and administrative obligations. The transaction is in the best interest of the Company.	The proposed loan is essential for meeting the Company's day-to-day expenses in view of the permanent closure of operations of the unit of the Company since the year 2007. It will help the Company manage its ongoing statutory and administrative obligations. The transaction is in the best interest of the Company.
(h)	Copy of the valuation or other external party report, if any such report has been relied upon.	Not Applicable	Not Applicable
(i)	Any Other information relevant or important for the members to make a decision on proposed transaction	All relevant information has been provided above	All relevant information has been provided above

The Board is of the opinion that the aforesaid related party transaction is in the best interests of the Company and therefore, recommends the resolution set out at item No. 6 of the notice for the approval of the members in terms of regulation 23(4) of the Listing Regulations.

Except Mr. Manish Modi, Chairman & Managing Director and Mrs. Aditee Modi, Non-Executive Director and their relatives, none of the other directors and the Key Managerial Personnel or their relatives are interested or concerned, financially or otherwise in the Resolution set out at Item No. 6 of the Notice. No related party will vote to approve the transaction, whether the entity is a related party to the transaction or not.

The board is of the opinion that the proposed Related Parties Transactions is in the best interests of the Company, and therefore, recommends the Ordinary Resolution set out in the Notice for the approval of the members.

Notes:

1. For holding general meetings through VC/OAVM, the Ministry of Corporate Affairs ("MCA") vide General Circular No. 09/2024 dated September 19, 2024, read with previous

circulars issued by MCA in this regard (collectively referred to as "MCA Circulars") and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by the Securities and Exchange Board of India ("SEBI") read together with other circulars issued by SEBI in this regard (collectively referred to as "SEBI Circulars"), the Companies are allowed to hold Annual General Meeting ("AGM") through VC or OAVM, without the physical presence of Members at a common venue till September 30, 2025. Hence, in compliance with the said circulars and provisions of the Companies Act, 2013 (the "Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the AGM of the Company is being held through VC/OAVM. The deemed venue for the AGM shall be the registered office of the Company.

The instructions for participation by Members are provided in detail in the Notice.

2. The Explanatory Statement pursuant to Section 102(1) of the Act setting out the material facts relating to the special businesses to be transacted at the AGM is annexed hereto, Item No. 02 to 06 is included as Special Business to be considered in the ensuing AGM.
3. The Company has engaged the services of National Securities Depository Limited ("NSDL") as the agency for providing e-voting facility (remote e-voting and voting at AGM) to the members of the Company ("Members") in order to cast their votes electronically in terms of the aforesaid MCA Circulars.
4. Since this AGM is being held through VC/OAVM pursuant to the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence, the proxy form, attendance slip and route map of the venue are not annexed to this Notice.
5. Institutional/Corporate Members are entitled to appoint authorised representatives to attend the AGM through VC/ OAVM and cast their votes through e-voting. Institutional/ Corporate Members intending to attend AGM are requested to send a scanned copy in pdf/jpg format of duly certified copy of board resolution/authority letter with attested specimen signature of duly authorized signatory(ies) authorizing its representatives to attend and vote at the AGM pursuant to section 113 of the Act. The said resolution/ authorization shall be sent to the Scrutinizer by email through its registered email address at ranjeet@ranjeets.com with a copy marked to evoting@nsdl.com, investor@masserv.com and vkthareja@modimangal.in. Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) can also upload their Board Resolution/ Power of Attorney/ Authority Letter etc. by clicking on "Upload Board Resolution/ Authority Letter" displayed under "e-voting" tab in their login.
6. The relevant details, pursuant to Regulation 36(3) of Listing Regulations and Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and approved by the Central Government under Section 118(10) of the Act, in respect of Directors seeking appointment/re-appointment at this AGM are also annexed herewith.
7. Participation of Members through VC/OAVM will be reckoned for the purpose of quorum for the AGM
8. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
9. The register of members and share transfer books of the Company will remain closed from Wednesday, August 20, 2025 to Tuesday, August 26, 2025 (both days inclusive).

DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE AND REGISTRATION OF E-MAIL ID

10. In compliance with the MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report is being sent only through electronic mode to those Members

whose email Id is registered with the Company/ Depository Participants (DP). Members may also note that the Notice and Annual Report will also be available on the Company's website at <https://www.modipon.net>, website of the Stock Exchange, i.e., BSE Limited at www.bseindia.com and on the website of NSDL at www.evoting.nsdl.com. No physical copy of the Notice and the Annual Report has been sent to Members who have not registered their e-mail addresses.

11. Members whose e-mail Id is not registered and who wish to receive the Notice of the AGM, Annual Report and all other communications by the Company, from time to time may get their e-mail Id registered by submitting Form ISR-1 to Registrar & Transfer Agent of the Company, MAS Services Limited ("MAS") at investor@masserv.com or to the Company at vkthareja@modimangal.in. However, for the shares held in demat form, Members are requested to write to their respective DPs.

PROCEDURE FOR JOINING THE AGM THROUGH VC/OAVM

12. The Company has engaged the services of NSDL. Members will be able to attend the AGM through VC/OAVM by following the instructions provided in the notes to the Notice of the AGM.
13. Facility to join the Meeting shall be opened thirty (30) minutes before the scheduled time of the commencement of the Meeting and shall be kept open throughout the proceedings of the Meeting.
14. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on a first come first served basis.
15. Members requiring any assistance/support for participation before or during the AGM, can contact NSDL on evoting@nsdl.com or can call at 022-48867000 or can contact Mr. Amit Vishal, at the designated E-mail ID at evoting@nsdl.com.

PROCEDURE FOR SPEAKER REGISTRATION OR TO RAISE QUESTIONS/QUERIES

16. The Members who have any questions on the financial statements or on any agenda item proposed in the notice of AGM are requested to send their queries in advance, latest by Saturday, August 16, 2025 (5:00 p.m. IST) to the Company Secretary & Compliance Officer through email at vkthareja@modimangal.in with a copy to investor@masserv.com by mentioning their name, DP Id and Client Id/Folio No., e-mail Id, mobile number. Such questions shall be taken up during the meeting or replied by the Company suitably.
17. Members who would like to express their views or ask questions during the AGM may register themselves as speaker by sending their request from their registered e-mail address mentioning their name, DP Id and Client Id/Folio No., no. of shares, PAN, mobile number at vkthareja@modimangal.in with a copy to investor@masserv.com on or before Saturday, August 16, 2025 (5:00 pm IST). Those Members who have registered themselves as a speaker will only be allowed to express their views, ask questions during the AGM. The Company reserves the right to restrict the number of speakers as well as the speaking time depending upon the availability of time at the AGM.
18. All Members attending the AGM will have the option to post their comments/queries through a dedicated Chat box that will be available on the meeting screen.
19. The Register of Directors and Key Managerial Personnel and their shareholding under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested under Section 189, and other statutory registers and relevant documents, shall be made available for inspection upon request by the members during the AGM.
20. Members who are holding shares in physical form are requested to address all correspondence concerning transmissions, sub-division, consolidation of shares or any other share related matters and/or change in address

or updation of details thereof with MAS, Company's RTA. Members, whose shareholding is in electronic mode are requested to intimate the change of address, registration of e-mail address and updation of bank account details to their respective DPs.

21. ADDITIONAL INFORMATION:

- i. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTABM/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in demat only while processing service request i.e. issue of duplicate certificates, claim from unclaimed suspense account, renewal/exchange of securities certificates, sub-division/split and consolidation of securities certificate/folio, transmission, and transposition. Accordingly, Members are requested to make the mentioned service requests by submitting duly filled Form ISR-4.

Individual letters have been sent to all the Members holding shares of the Company in physical mode to enable them to furnish/update their e-mail ID, Mobile Number, PAN and other KYC details through Form ISR-1, to furnish the Nomination as provided in Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014 through Form SH-13 or to opt out from giving the Nomination through Form ISR-3 and to change the Nomination through Form SH-14 pursuant to SEBI Master Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/91 dated June 23, 2025

THE INSTRUCTION FOR MEMBERS FOR E-VOTING AND JOINING ANNUAL GENERAL MEETING ARE AS UNDER:

22. Pursuant to the provisions of section 108 and other applicable provisions, if any, of the Act read with the Companies (Management and Administration) Rules, 2014, as amended, and regulation 44 of SEBI Listing Regulations read with circular of SEBI on e-voting facility provided by listed entities dated December 09, 2020, the Company is providing to its Members, the facility to exercise their right to vote on resolutions proposed to be passed at the AGM by electronic means.
23. Members may cast their votes remotely, using an electronic voting system on the dates mentioned herein below ("remote e-voting"). Further, the facility for voting through electronic voting system will also be made available at the Meeting and Members attending the Meeting who have not cast their vote(s) by remote e-voting will be able to vote at the Meeting.
24. Mr. Ranjeet Verma, Practicing Company Secretary, Ranjeet Verma & Associates (FCS No. 6814, CP No. 7463) has been appointed as the Scrutinizer for conducting the e-voting process including remote e-voting in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
25. The remote e-Voting facility will be available during the following period:

Commencement of remote e-Voting	From 9:00 am (IST) on Saturday, August 23, 2025
End of remote e-Voting	Upto 5:00 pm (IST) on Monday, August 25, 2025

- (a) A member can opt for only single mode of voting, i.e., through remote e-Voting or during the Meeting;
- (b) Once the vote on a resolution is casted by a Member, the Member shall not be allowed to change it subsequently or cast the vote again;
- (c) The Members may please note that the remote e-Voting shall not be allowed beyond the above-mentioned date and time;
- (d) Any person holding shares in physical form and non-individual shareholders who acquire shares of the Company and become member of the Company after the Notice is sent through e-mail and holding shares as

of the cut-off date i.e. Tuesday, August 19, 2025, may obtain the login ID and password by sending a request at evoting@nsdl.com. However, if you are already registered with NSDL for remote e-Voting, then you can use your existing User ID and password for casting your vote. If you have forgotten your Password, you could reset your password by using “**Forgot User Details/Password**” or “**Physical User Reset Password**” option available on www.evoting.nsdl.com or call at 022-48867000. In case of Individual Shareholders holding securities in demat mode, who acquire shares of the Company and become a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e., Tuesday, August 19, 2025, may follow steps mentioned in the Notice of the AGM under “**Access to NSDL e-Voting system**”.

- (e) A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
- (f) A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of e-Voting. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote during the Meeting;
- (g) During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Tuesday, August 19, 2025 may cast their vote by remote e-voting.
- (h) The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date (record date) i.e., Tuesday, August 19, 2025.
- (i) The e-voting facility at the Meeting shall be operational till all the resolution(s) proposed in the Notice are considered and voted upon at the Meeting and may be used for voting only by the Members holding shares as on the cut-off date who are attending the Meeting and who have not already cast their vote(s) through Remote e-Voting;
- (j) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “**Forgot User Details/Password?**” or “**Physical User Reset Password?**” option available on www.evoting.nsdl.com to reset the password;
- (k) In case of any queries, you may refer the Frequently Asked Questions (“**FAQs**”) and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on 022-48867000 or send a request at evoting@nsdl.com or contact Mr. Amit Vishal, at the designated e-mail Id - evoting@nsdl.com, who will also address the grievances connected with the voting by electronic means;
- (l) The details of the process and manner for remote e-Voting are explained below:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “**Two Steps**” which are mentioned below:

Step 1: ACCESS TO NSDL E-VOTING SYSTEM

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding shares in demat mode

In terms of SEBI circular dated December 09, 2020 on e-voting facility provided by listed companies, individual shareholders holding shares in demat mode are allowed to vote through their demat account maintained with depositories and depository participants. Shareholders are advised to update their mobile number and email Id in their

demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding shares in demat mode with NSDL	<ol style="list-style-type: none"> For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Type of shareholders	Login Method
Individual Shareholders holding shares in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding shares in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon **"Login"** which is available under 'Shareholder/ Member' section.
- A new screen will open. You will have to enter your User ID, your password/OTP and a verification code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDeAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

- Your User ID details are given below:

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

- Password details for shareholders other than Individual shareholders are given below:
 - If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids is not registered.**
- If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - "Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

- c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: CAST YOUR VOTE ELECTRONICALLY AND JOIN GENERAL MEETING ON NSDL E-VOTING SYSTEM

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

PROCESS FOR THOSE SHAREHOLDERS WHOSE E-MAIL ID IS NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF E-MAIL ID FOR E-VOTING FOR THE RESOLUTIONS SET OUT IN THIS NOTICE:

1. In case shares are held in physical mode, please provide Folio No., Name of Shareholder, scanned copy of the share certificate (front and back), PAN Card (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar Card) by email to investor@masserv.com.
2. In case shares are held in demat mode, please provide DP Id Client Id (16 digit DP Id + Client Id or 16 digit beneficiary Id), name, client master list or copy of consolidated account statement, PAN (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar Card) to investor@masserv.com. If you are an Individual Shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual Shareholders holding securities in demat mode**.
3. Alternatively, Shareholders/Members may send a request to evoting@nsdl.com for procuring User Id and Password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and E-mail ID correctly in their demat account in order to access e-Voting facility.

INSTRUCTIONS FOR E-VOTING DURING THE AGM

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-Voting.
2. Only those Members/Shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
3. Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-voting on the day of the AGM shall be the same person mentioned for remote e-Voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "Join Meeting" menu against Company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through laptops for better experience.
3. Further Members will be required to allow camera and use internet with a good speed to avoid any disturbance during the Meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

E-VOTING RESULT

1. The Scrutinizer will, after conclusion of e-voting at the meeting, scrutinize the votes cast at the Meeting through e-Voting and remote e-Voting and make a consolidated scrutinizer's report of the votes cast in favour or against, if any, and submit the same to the Chairman of the meeting or a person authorized by him in writing who shall countersign the same. The Chairman or any other person authorized by the Chairman, shall declare the results within prescribed timelines under applicable law. The said results along with the report of the scrutinizer will also be placed on the website of the Company <https://www.modipon.net>, the website of NSDL <https://www.evoting.nsdl.com/> and shall also be displayed at the registered office of the Company. The results shall simultaneously be submitted to the Stock Exchange and available at www.bseindia.com. The resolutions will be deemed to be passed on the date of AGM subject to receipt of the requisite number of votes in favour of the resolution.
2. Subject to receipt of requisite number of votes, the resolutions proposed in the Notice shall be deemed to be passed on the date of the Meeting i.e., Tuesday, August 26, 2025.

By Order of the Board of Directors
For Modipon Limited

Dated: August 02, 2025
Place: New Delhi

Vineet Kumar Thareja
Company Secretary & Compliance Officer

Board of Directors

Manish Modi – Chairman & Managing Director

Mr. Manish Modi, Chairman & Managing Director of the Modipon Limited, joined Modipon Fibre unit in the year 2009. He has a bachelor's degree in computer science from Bangalore University. He is also MBA in Marketing from Columbia University. Dataquest Magazine (India) named him as one of the years 15 "Magical People" in 1997 and in 1998 he was included amongst Asia's top 50 young IT Entrepreneurs by the institute for the future. He founded NetAcross in 1996 in New Delhi with a vision to create an innovative learning organization and its growth has featured in several international publications including Red Herring, Forbes, Newsweek and Asiaweek. He founded Exevo Inc., USA and Exevo India Limited in the year 2002. Exevo was a new breed of outstanding company and had grown leaps and bounds since it was founded. He was the CEO of Exevo Inc., USA. He is the member of various professional bodies including YPO, IACC, CII etc. and currently an active early-stage investor focusing on rural and Agri tech.

Aditee Modi – Non- Executive Director

Mrs. Aditee Modi has exposure to industrial and management practices with experience in areas such as budgeting, financial management, industrial relations, and corporate training. She has also undertaken training programs and visited select industrial units, including international sites, which have contributed to his understanding of business operations and compliance-related aspects.

Shashi Kant Ranjan – Non-Executive Independent Director

Member of Institute of Company Secretaries of India and having good experience in the field of Finance, Accounts, SEBI Laws, RBI Laws, Stock Exchange, Auditing, Financial planning & analysis , Credit and Risk function.

Mayur Maheshwari – Non-Executive Nominee Director

Mr. Mayur Maheshwari, IAS, took charge as Chief Executive Officer of Uttar Pradesh State Industrial Development Authority (UPSIDA) and was nominated by UPSIDA as Director on the Board of Company. Mr. Mayur Maheshwari has rich and varied experience in diverse areas including administration and management of large corporations, which will be useful for the company and its business.

Kavita Rani – Non-Executive Independent Director

Ms. Kavita Rani is a qualified Company Secretary with a Commerce degree from Delhi University and a Law degree from CCU. She is a dynamic professional with experience in corporate secretarial practices and legal affairs.

Nitesh Kumar – Non-Executive Independent Director

A Chartered Accountant by profession Mr. Nitesh Kumar has long and enriching experience of 18 years in Corporate Compliance, Taxation and Financial Management He has worked with Omaxe TDI and Pacific Group at higher management level. Year 2017 onwards he has started his own advisory Firm for specialised service in GST Litigation matter. Additionally, he is a well-qualified Forensic Auditor. He has played key role for many start up in mitigating their financial risk.

DIRECTORS' REPORT

To
The Members,

Your directors take pleasure in presenting the 58th Annual Report ("Report") and annual audited financial statements of Modipon Limited (the "Company") for the financial year ended March 31, 2025.

FINANCIAL HIGHLIGHTS

The audited financial statements of the Company for the financial year ended March 31, 2025, are prepared as per Indian Accounting Standards ("Ind AS") and in accordance with the applicable provisions of the Companies Act, 2013 (the "Act") and Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") forms part of this Annual Report.

Particulars	2024-25 (Rs. Lakhs)	2023-24 (Rs. Lakhs)
Turnover	-	-
Other Income	4.82	0.03
Gross Profit / (Loss) before depreciation	(66.16)	(58.38)
Depreciation	-	-
Profit/(Loss) after depreciation	(66.16)	(58.38)
Add/(Less) exceptional income/ (Losses)	-	-
Profit/ (Loss) before tax	(66.16)	(58.38)
Less/Add: Provision for Tax and extraordinary items	-	-
Net Profit/(Loss) after Tax	(66.16)	(58.38)

CLOSURE OF MANUFACTURING OPERATIONS

As reported earlier, the factory of the Company had been permanently closed down after seeking requisite permission from the Government of Uttar Pradesh (UP Government) under the provisions of the Uttar Pradesh Industrial Disputes Act, 1947. The Company is now exploring to develop the industrial project in Modinagar to have optimal utilization of its real estate. The Company is also pressing its land matter pending with the UP Government.

CURRENT STATUS OF OPERATIONS

Since the Company owns substantial real estate, in its endeavor to rehabilitate the Company and to tap its resources to augment finances in order to be able to liquidate its liabilities and to utilize the surplus for taking up new business activity in the Company, as authorized by the memorandum of association of the Company, the Company proposes to commence a new industrial project at an opportune time after the due approvals from the UP Government and post resolving the land matter pending with the UP Government.

BOARD MEETINGS

The board of directors ("Board"/ "Directors") of the Company met 4 (Four) times during the financial year 2024-25. The meeting details are provided in the Corporate Governance Report forming part of this Annual Report. The maximum interval between any two meetings did not exceed 120 days, as prescribed under the Act.

DIVIDEND

The Company has not declared dividend, keeping in view the losses suffered by the Company in the past.

OPERATIONS

During the year under review, the Company has not earned revenue from operations and has reported a loss of Rs. 66.16 Lakhs.

SHARE CAPITAL

The authorized share capital of the Company as on March 31, 2025, was Rs. 25,00,00,000 divided into 2,00,00,000 equity shares of Rs. 10 each and 5,00,000 preference shares of Rs.

100 each. There was no change in the capital structure of the Company during the period under review. All equity shares of the Company carry equal voting rights. During the year under review, the issued, subscribed and paid-up share capital of the Company consist of 1,15,76,689 equity shares of Rs. 10 each and 71,792 preference shares of Rs. 100 each.

DIRECTORS & KEY MANAGERIAL PERSONNEL (KMP)

The composition of board of directors and KMP of the Company as on March 31, 2025 is detailed in the Corporate Governance Report forming part of this Report. There has been no change in the composition of the directors and KMP during the financial year.

KEY MANAGERIAL PERSONNEL

In terms of section 203 of the Act, Mr. Manish Modi, Chairman & Managing Director and Mr. Vineet Kumar Thareja, Chief Financial Officer, Company Secretary & Compliance Officer of the Company are designated Key Managerial Personnel of the Company.

DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS

The Company has received necessary declaration from each independent director that he / she meets the criteria of independence laid down in section 149(6), code for independent directors and regulation 16(1)(b) of the Listing Regulations.

LISTING ON STOCK EXCHANGE

The Company's shares are listed on BSE Limited.

COMMITTEES OF THE COMPANY

As on March 31, 2025, the Board had four committees: Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Risk Management Committee.

During the year, all recommendations made by the committees were approved by the board of directors of the Company. A detailed note on the composition of the Board and its committees is provided in the Corporate Governance Report, which forms part of this Annual Report.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

In compliance with section 177(9) of the Act and regulation 22 of Listing Regulations, the Company has in place a whistleblower policy including vigil mechanism to report genuine concerns and grievances and providing direct access to the Chairperson of the Audit Committee.

The Whistle Blower Policy has been posted on the Company's website and can be accessed at <http://www.modipon.net/company-policies/whistle-blower-policy/>.

It is affirmed that no person has been denied access to the Audit Committee.

INTERNAL FINANCIAL CONTROL

The Company has managed its own the internal accounts due to acute business losses over the last several years and there was no revenue from operation to the Company.

NOMINATION & REMUNERATION POLICY

The details about the Nomination & Remuneration Policy of the Company as formulated by the Nomination & Remuneration Committee of the Company is detailed in the Corporate Governance Report forming part of this Report. The Policy governs the criteria for nomination and appointment including criteria for determining their qualifications, positive attributes, their independence and remuneration for the directors, key managerial personnels and other employees of the Company. The Nomination and Remuneration Policy is available on the Company's website at <http://www.modipon.net/company-policies/nomination-remuneration-policy/>

PARTICULARS OF LOAN, GUARANTEES OR INVESTMENTS

Details of loan(s), guarantees and investments form part of the notes to the Financial Statements provided in the Annual Report.

TRANSFER TO RESERVES

During the year under review, the Company has not transferred any money towards General Reserve.

CHANGES IN THE NATURE OF BUSINESS

The Company did not undergo any change in the nature of its business during the financial year 2024-25.

PARTICULARS OF REMUNERATION

The percentage increase in remuneration, ratio of remuneration of each director and key managerial personnel (KMP) (as required under the Act) to the median of employees' remuneration, as required under section 197(12) of the Act, read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided below:

a. Ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year

Name of Director/ KMP	Designation	Remu- neration of Direc- tors/ KMPs for FY 2024-25 (Rs. Lakhs)	% in- crease in re- muner- ation in FY 2024-25	Ratio of Remunera- tion to the median remunera- tion of em- ployee*
Mr. Manish Modi	Chairman & Managing Director	Nil	NA	NA
Mrs. Aditee Modi	Non-Executive Director	Nil	NA	NA
Mr. Mayur Maheshwari	Nominee Director	Nil	NA	NA
Mr. Shashi Kant Ranjan	Non-Executive Independent Director	1.80	Nil	Refer Note below*
Ms. Kavita Rani	Non-Executive Independent Director	1.80	Nil	
Mr. Nitesh Kumar	Non-Executive Independent Director	1.80	Nil	

*Since Non Executive Directors did not receive any remuneration during the financial year 2024-25, except sitting fees for attending the board and committee meetings, the required details are not applicable.

b. Percentage increase in remuneration of Company Secretary, Chief Financial Officer in the financial year

Name of Director/ KMP and Designation	Remuneration of Directors/ KMPs for FY 2024-25 (Rs. Lakhs)	% increase in remuneration in FY 2024-25
Vineet Kumar Thareja – Chief Financial Officer, Company Secretary & Compliance Officer	18.00	Nil

*Remuneration to be paid includes bonus and excludes traveling expense.

c. The percentage increase in the median remuneration (based on salary) of employees in the financial year 2024-25. As on March 31, 2025, there are two whole-time key managerial personnels in the Company and one employee. Information is not comparable and hence, not stated.**d. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration**

As on March 31, 2025, there are two whole-time key managerial personnels in the Company and one employee. Information is not comparable and hence, not stated.

e. No. of permanent employees on the rolls of the Company

As on March 31, 2025, the Company had 4 (four) employees, out of which two are on retainer basis.

Subsequent to the closure of the manufacturing operations of the Company, all issues of ex-workmen/employees have been amicably resolved. The total dues of these workmen/employees (other than 5 workmen who have not yet collected their payment) have been paid. These 5 ex-workmen/employees had approached Debt Recovery Tribunal (DRT) - II, New Delhi seeking order for payment of dues in excess of the legal dues as paid to the other workmen/employees. Hon'ble DRT had directed them to approach the Labour Commissioner for adjudication of their dues. None of the workmen/ ex-employees has approached the Labour Commissioner till date. However, as directed by the DRT, the Company deposited Rs. 27 Lakhs being the amount payable to the workmen/ ex-employees with DRT which in the absence of any claim by these workmen, has been released by DRT to Punjab National Bank (PNB). Recently, Deputy Labour Commissioner has passed its detailed order dated September 8, 2022 and the said order has also been submitted with the Special Secretary, Industrial Department, Lucknow as part of land issue matter which was pending before the Industrial Department since 2019. In the aforesaid order, the total dues to be paid to worker was Rs. 21,74,758 only against the alleged dues of Rs. 2,84,75,199. In Compliance of the aforesaid order dated September 08, 2022, the Company has duly deposited cheque of an amount of Rs. 21,74,758 in the name of each workmen as mentioned in the detailed order. The aforesaid order was challenged by the workers before Hon'ble High Court of Allahabad which is pending for hearing.

None of the employees were in receipt of remuneration of Rs. 1.02 crores or more per annum or none of the employees employed for part of the year and in receipt of remuneration of Rs. 8.5 Lakhs or more, as required under section 197(12) of the Act, read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The employees are neither relatives of any directors of the Company, nor hold 2% or more of the paid-up equity share capital of the Company as per rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

f. Affirmation with Remuneration Policy

It is hereby affirmed that the remuneration paid is as per the Remuneration Policy of the Company.

FIXED DEPOSITS

Your Company has not accepted any fixed deposits, including from the public, and, as such, no amount of principal or interest was outstanding as of the balance sheet date. Further, there were no deposit liable to be transferred to the credit of Investors' Education and Protection Fund.

MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION BETWEEN THE END OF FINANCIAL YEAR AND TILL THE DATE OF THIS REPORT

There have been no material change and commitment which affect the financial position of the Company that have occurred between the end of the financial year to which the Financial Statements relate and the date of this Report.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

In view of the permanent closure of the manufacturing operations, provisions relating to furnishing of the details of (i) conservation of energy, (ii) research and development and technology absorption and (iii) foreign exchange earning and outgo are not applicable.

AUDITORS AND AUDIT REPORT

B.M. Chatrath & Co. LLP, Chartered Accountants, Noida (Firm Regn. No. E300025) were appointed as the statutory auditors

of the Company to hold the office for a second term of five consecutive years from the conclusion of the 54th annual general meeting held on September 27, 2021 till the conclusion of 59th AGM to be held in the year 2026, as required under section 139 of the Act read with The Companies (Audit and Auditors) Rules, 2014.

With reference to the qualifications contained in the Auditors' Report, your Directors wish to state that the Notes on Accounts and Significant Accounting Policies referred to by the Auditors in their Report are self-explanatory and hence do not call for any further comment

COST AUDIT

In view of permanent closure of operations, the Company had applied for exemption from the requirement of cost audit. Accordingly, the appointment of cost auditor is not envisaged.

MAINTAINANCE OF COST RECORDS

In view of permanent closure of operations, the maintenance of cost records as specified by the Central Government under sub-section (1) of section 148 of the Act is not applicable on the Company and hence such accounts and records are not maintained

REPORTING OF FRAUDS

During the financial year under review, the statutory auditor and the secretarial auditor has not reported any instance of fraud committed in the Company by its officers or employees.

DIRECTORS' RESPONSIBILITY STATEMENT

The Directors of your Company confirm that:

- (i) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- (ii) they have selected such accounting policies and applied them consistently, and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit/ loss of the Company for that period;
- (iii) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) that in view of the permanent closure of the manufacturing operations of the Company, the annual accounts are not prepared on a going concern basis.
- (v) they have laid down internal financial controls which are adequate and operating effectively;
- (vi) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

SUBSIDIARY COMPANIES

The Company does not have any subsidiary company.

ANNUAL RETURN

In accordance with the provisions of the Act, the annual return in the prescribed format is available on website of the Company at <http://www.modipon.net/> and can be accessed at <http://www.modipon.net/corporate-filings/>.

SECRETARIAL AUDIT

Mr. Ranjeet Kumar Verma, Ranjeet Verma & Associates, Practicing Company Secretary (FCS No. 6814 and CP No.7463) has been appointed as Secretarial Auditor of the Company for a period of five consecutive years commencing from FY 2025-26 till FY 2029-

30, based on the recommendation of the Audit Committee and subject to the approval of the shareholders at the forthcoming Annual General Meeting of the Company.

The Secretarial Auditors' Report for financial year 2024-25 does not contain any qualification, reservation, or adverse remark. The Secretarial Auditors' Report is enclosed as Annexure I to the Director's Report forming part of Annual Report.

SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS

During the year under review, there have been no significant and material orders passed by any regulators/courts/tribunals that could impact the Company's operations in future, except the pendency of litigation before the UP Government, High Court and Supreme Court.

DISCLOSURES UNDER COMPANIES (ACCOUNTS) RULES, 2014

With respect to details required under rule 8 sub rule 5 clause (xi) and (xii) of Companies (Accounts) Rules, 2014 please refer note no. VI and VII of the independent auditors' report forming part of the Annual Report.

RELATED PARTY TRANSACTIONS

The Company has in place a policy on related party transactions and the said policy can be accessed on Company's website at <http://www.modipon.net/related-party-transaction/>.

No contracts or arrangements have been entered with related party in the context of section 188 of the Act during the year under review. Further, the details of other related party transaction as approved by the audit committee and board of directors of the Company entered during the financial year 2024-25 forms part of the notes (refer note no. 41) to financial statements.

FORMAL ANNUAL EVALUATION

The details about the performance evaluation are provided in Corporate Governance Report forming part of this Report.

DISCLOSURE ON CONFIRMATION WITH THE SECRETARIAL STANDARDS

Your directors confirm that the Secretarial Standards issued by the Institute of Company Secretaries of India have been duly complied with.

CORPORATE GOVERNANCE

Our report on corporate governance for the financial year 2024-25 is annexed hereto and forms part of this Annual Report.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

The compliance with section 135 is applicable to specific class or classes of the Companies falling under the threshold mentioned under the Act and rules framed there under. However, the Company does not fall under the requisite threshold as mentioned under Section 135 during the financial year under review and thus the compliance with the relevant provision of the Companies Act, 2013 is not applicable.

MATERNITY BENEFIT ACT, 1961

The provisions of the Maternity Benefit Act, 1961 are not applicable to the Company as the number of employees does not meet the minimum threshold prescribed under the Act.

POLICY ON SEXUAL HARASSMENT OF WOMEN AT WORKPLACE

The Company has also adopted the mandatory policy on Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013. Employees have been sensitized on the provisions of this enactment and the Company has complied with the provision of internal complaints committee to deal with complaints, if any, under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Details of complaints received during the financial year is provided below:

(a)	Number of complaints of sexual harassment received in the year;	Nil
(b)	Number of complaints disposed off during the year; and	Nil
(c)	Number of cases pending for more than ninety days	Nil

ISSUE OF SHARES

During the year under review, the Company has not issued any sweat equity shares or shares with differential rights or under Employee Stock Option Scheme nor did it buy-back any of its shares.

STATUTORY DISCLOSURES

None of the Directors are disqualified under the provisions of section 164(2) of the Act. The Directors have made the requisite

disclosures, as required under the provisions of the Act.

APPRECIATION

Your Directors would like to express their sincere appreciation for the cooperation and assistance received from the various departments of the Central and State Governments, UP State Industrial Development Authority (UPSIDA) and investors for their continued valuable support and assistance. Your directors also wish to thank all the officers and staff of the Company at all levels for their contribution, support and continued co-operation throughout the year.

For and on behalf of the Board,

Sd/-

Manish Modi

Chairman & Managing Director

Place: New Delhi

Dated: August 02, 2025

ANNEXURE-I FORM NO.- MR-3 SECRETARIAL AUDIT REPORT

(FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2025)

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

To,
The Members,

Modipon Limited

Hapur Road, Modinagar – 201204

Dear Sir/ Madam,

I have conducted the secretarial audit of Modipon Limited ("the Company") with respect to the compliance of applicable statutory provisions and the adherence to good corporate practices by the Company for the financial year ended March 31, 2025. The Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I, hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2025 complied with the statutory provisions listed hereunder and also that the Company has proper board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms, and returns filed, and other records maintained by the Company for the financial year ended March 31, 2025 ("period under review") according to the provisions of:

- The Companies Act, 2013 ("the Act") and the rules made thereunder including re-enactments thereof;
- The Securities Contracts (Regulations) Act, 1956 ("SCRA") and the rules made thereunder;
- The Depositories Act, 1996 and the regulations and byelaws framed thereunder to the extent of regulation 76 of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- 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 borrowing;
- The following other Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act"):
 - The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

- The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018*;
- The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021*;
- The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021*;
- The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 to the extent of the Act and dealing with client to the extent of securities issued;
- The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021*;
- The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018*;

Note: Since the Company is not under operation, hence most of the acts which would be specifically applicable on this sector are not applicable in this situation.

**During the period under review, the Company did not entered into any transactions requiring applicability of the abovementioned regulations.*

I have also examined compliance with the applicable clauses and regulations of the following:

- Secretarial Standards issued by The Institute of Company Secretaries of India.
- The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Listing Agreement entered into by the Company with BSE Limited;

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

- Redemption of Preference Shares under the Companies Act, 2013**

During the year under scrutiny, the Company has 15%

redeemable preference shares of Rs. 100 each preference share due for redemption since March 31, 1996 but not redeemed till date as per the earlier order of the High Court and later closure of operations of the manufacturing unit of the Company in the year 2007 till date and non-implementation of agreement/ scheme by Indofil Industries Limited.

2. Other Relevant Matters

During the year in our opinion, and to the best of our information and according to the records and explanation provided to us, we have found the following defaults / litigation are pending in the various courts/forum:-

- (i) Litigation filed by Gujarat State Fertilizers & Chemicals Limited (GSFC) in the court of Vadodara and suit in Mumbai for the recovery of due amount. GSFC has also filed the execution before the Ghaziabad Court, the same is pending for further hearing.

Amount Due	:	224783286/-
Principal Amount	:	123149933/-
Interest Amount	:	101633353/-

- (ii) Criminal Complaints- 30 Criminal complaints have been filed by Gujarat State Fertilizers & chemicals Limited for bouncing of 90 cheques vide compliant no. 49661 to 49680/2015, 49687/2015, 49682/2015 and 49742 to 49749/2015.

- (iii) 13 cases have been filed by the Company against the illegal occupants of the Company's residential quarter pending before the Meerut Court.

- (iv) 5 cases have been filed by the workers of the Company regarding the termination, misconduct and pre-retirement, two cases have been filed Singhal Transport Corporation regarding recovery of transportation dues during the time of closure of Modipon Fibre Unit and Excise duty matters pending before the Supreme Court of India challenging the validity of the proviso to rule 3(4) of the CENVAT Credit Rules, 2002.

- (v) The Punjab National Bank has initiated proceedings against the Company under section 7 of the Insolvency and Bankruptcy Code, 2016 before the National Company Law Tribunal (NCLT), Allahabad Bench. NCLT vide its order dated September 22, 2023 dismissed the proceedings due to non-appearance on behalf of financial creditor (PNB), the matter has been dismissed for non-prosecution. The Company has filed a writ petition before the Hon'ble Delhi High Court against the order of Debt Recovery Appellate Tribunal (DRAT) dated August 20, 2019. The Hon'ble High Court of Delhi vide its order dated October 24, 2019, stayed the DRAT and NCLT proceedings filed by PNB till the next date of hearing. On February 19, 2020 an interim order dated October 24, 2019 was made absolute during the pendency of the writ petition. The matter is sub-judice before Hon'ble High Court of Delhi for further hearing.

- (vi) That the land matter in reference to the order dated October 18, 2019 of the Industrial Department, Lucknow, Uttar Pradesh regarding excess sale of land is pending for further hearing before the Special Secretary, Industrial Department, Lucknow. The Hon'ble High Court vide its order dated February 20, 2019 has stayed the order dated January 18, 2019 with respect to (i) taking back the vacant land of the Company and (ii) cancellation of the permission for sale of land.

- (vii) During the year under scrutiny, the Company has filed all required returns, forms with MCA/disclosures in BSE Limited except MGT-7 for the financial year 2021-22 which was not filed due to non-availability of documents from UP Statement Industrial Development Authority

(UPSIDA) required for filing appointment related forms with MCA as on date. The Company is requesting the UPSIDA since long for the required information and now checking with concerned department of MCA for the resolution of the same.

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 including Woman Director as on date. There were no changes in the composition of the board of directors during the period under review.

Adequate notices were given to all directors to schedule the board and committee meetings. Agenda and detailed notes on agenda were sent at least seven days in advance (except in cases where meetings were convened at shorter notice for which necessary approvals were obtained as per applicable provisions), 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.

All decisions at meetings of the Board and its committees are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committees thereof, as the case may be.

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

Further, I report that there were no instances of:

- Redemption / buy back of securities;
- Major decisions taken by the members in pursuance to section 180 of the Act.

Assumption and Limitation of Scope and Review

- 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.
- The audit practices and processes followed were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on random test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, followed provide a reasonable basis for my opinion.
- I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
- The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of Management. My examination was limited to the verification of procedures on random test basis.
- The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the Management has conducted the affairs of the Company.

For Ranjeet Verma & Associates
Company Secretaries

Sd/-
CS Ranjeet Kumar Verma
Proprietor
M.No- F6814
CP No- 7463

Place: Noida
Date: July 31, 2025
UDIN: F006814G000904491

CORPORATE GOVERNANCE REPORT

COMPANY'S PHILOSOPHY

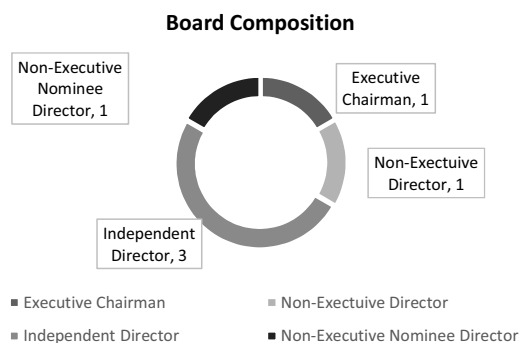
Your Company firmly believes in and continues to ensure adherence to good corporate governance practices. The Company continuously endeavors to improve transparency, professionalism and accountability on an ongoing basis.

BOARD OF DIRECTORS

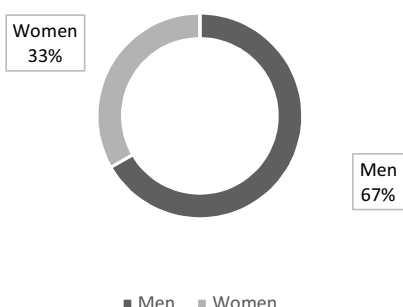
As on March 31, 2025, the board of director comprises of Six (6) directors, including three (3) independent directors, one (1) non-executive director and one (1) nominee director appointed by Uttar Pradesh State Industrial Development Authority ("UPSIDA") and one (1) Chairman & Managing Director.

The composition of the Board of Directors ("Board") is in conformity with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the Companies Act, 2013 ("Act") and the Rules made thereunder. The board of directors comprises of an optimum mix of executive, non-executive and independent directors, including independent woman director, from diverse background possessing considerable experience and expertise.

Board Composition



Board Diversity



Changes in board of director/ Key Managerial Personnel of the Company

During the year, there was no change in the composition of the board of directors of the Company. However, the following changes took place post FY2024-25:

- Mr. Manish Modi, Chairman & Managing Director was re-appointed as Chairman & Managing Director of the Company by the board of directors on the recommendation of Nomination & Remuneration Committee of the Company and by the shareholders in the 56th annual general meeting of the Company held on September 27, 2023 for a further term of 5 years effective June 1, 2023, subject to approval of Central Government.

On November 1, 2023, the Company submitted an application to the Central Government in Form MR-2. However, the said application was rejected by the authorities, due to a delay in filing the application beyond the prescribed timeline of 90 days. This delay was caused by technical difficulties arising from the migration of the MCA portal to version 3 and the Company was in an ongoing communication with MCA authorities to resolve the issue.

Considering the situation, and in order to proceed with a fresh application, it was decided that Mr. Manish Modi will resign from his position as Chairman & Managing Director with effect from close of business hours on May 30, 2025 and will be re-appointed as an Additional Director designated as Chairman & Managing Director of the Company with effect from May 31, 2025, subject to the approval of the members of the Company and the Central Government. Accordingly, the Board of Directors of the Company have approved the re-appointment of Mr. Manish Modi as an Additional Director designated as Chairman & Managing Director of the Company, with effect from May 31, 2025, subject to approval of the members of the Company and the Central Government.

- Ms. Kavita Rani (DIN: 08853423) has been re-appointed as Non-Executive Independent Director of the Company for a further term of five (5) consecutive years with effect from July 31, 2025, based on the recommendation of the Nomination & Remuneration Committee and subject to the approval of the shareholders at the forthcoming Annual General Meeting of the Company.
- Mr. Nitesh Kumar (DIN: 06439789) has been re-appointed as Non-Executive Independent Director of the Company for a further term of five (5) consecutive years with effect from March 02, 2026, based on the recommendation of the Nomination & Remuneration Committee and subject to the approval of the shareholders at the forthcoming Annual General Meeting of the Company.

Further, during FY 2024-25 there were no appointments/cessations of KMPs. As on March 31, 2025, following are the KMPs:

- Manish Modi – Chairman & Managing Director
- Vineet Kumar Thareja – Chief Financial Officer, Company Secretary & Compliance Officer

Particulars of Senior Management Personnel (SMPs) including changes therein during FY2024-25:

During FY 2024-25 there were no appointments/cessations of SMPs. As on March 31, 2025 following are the SMPs:

SMP	Designation
Vineet Kumar Thareja	Chief Financial Officer, Company Secretary & Compliance Officer

Key Board Qualifications, Skills and Attributes

The table below summarises the key qualifications, skills and attributes which are taken into consideration while nominating a director to serve on the Board and to function effectively. While all the Board members possess the identified skills, their domain of core expertise is given in the table:

Business Leadership & Entrepreneurship	Sustainable success in business at a senior executive level, including founding, scaling, or leading organizations through different growth phases.
Financial Expertise & Management	Proficiency in financial accounting and reporting, corporate finance, budgeting, internal controls, funding structures, and financial risk management.
Corporate Governance	Strong grasp of governance best practices, board protocols, and independent oversight to uphold transparency, ethics, and shareholder interests.
Merger & Acquisitions	Experience in corporate transactions and actions

Legal & Regulatory Compliance	Deep understanding of legal frameworks, regulatory environments (SEBI, RBI, Companies Act), and corporate secretarial practices.
Industry Experience & Operational Knowledge	Practical understanding of relevant industry operations, supply chain, infrastructure, and exposure to global or domestic business environments.
Risk Management & Forensic Oversight	Experience in identifying, assessing, and mitigating business risks, including forensic accounting, compliance breaches, and litigation exposure.

Board of Directors

As on March 31, 2025, the composition and other details of board of directors of the Company is provided below:

Particulars	Manish Modi	Aditee Modi	Mayur Maheshwari	Shashi Kant Ranjan	Kavita Rani	Nitesh Kumar
Composition and category of directors	Chairman & Managing Director	Non-Executive Director	Nominee Director appointed by UPSIDA	Non-Executive Independent Director	Non-Executive Independent Director	Non-Executive Independent Director
Initial Date of Appointment	August 1, 2005	August 14, 2014	September 10, 2020	December 27, 2017	July 31, 2020	March 02, 2021
Date of Reappointment	May 31, 2025	September 29, 2022	-	December 27, 2022	July 31, 2025	March 02, 2026
Number of directorships in other companies¹	11	8	2	Nil	2	3
No. of membership/Chairmanship in various companies including the listed entity, in which a director is a member or chairperson^{2,3}	-	Member: 2	-	Chairman: 2 Member: 2	Member: 5	Member: 1
Names of other listed entities where the person is a director and the category of directorship	None	None	None	None	None	None
Disclosure of relationships between directors inter-se	None of the director is related to other Directors except Mrs. Aditee Modi and Mr. Manish Modi. Mrs. Aditee Modi is the spouse of Mr. Manish Modi.					
Number of equity shares held	39,339	5,448	Nil	Nil	Nil	Nil
Key Board Qualifications, Skills and Attributes	• Business Leadership & Entrepreneurship • Industry Experience & Operational Knowledge	• Financial Expertise & Management • Industry Experience & Operational Knowledge	• Business Leadership & Entrepreneurship • Corporate Governance • Industry Experience & Operational Knowledge	• Financial Expertise & Management • Legal & Regulatory Compliance • Corporate Governance • Risk Management & Forensic Oversight	• Legal & Regulatory Compliance • Corporate Governance	• Financial Expertise & Management • Corporate Governance • Industry Experience & Operational Knowledge • Risk Management & Forensic Oversight

1. The number of directorship stated above includes directorship in public companies and private companies and excludes foreign companies and companies under Section 8 of the Act.

2. For the membership and chairpersonship in Committees, only Audit Committee and Stakeholders' Relationship Committee have been considered as per regulation 26 of the Listing Regulations. Also, all public limited companies, whether listed or not, have been included and all other companies including private limited companies, foreign companies, high value debt listed entities and companies under Section 8 of the Act, have been excluded.
3. The number of directorships and committee membership includes the directorship and committee position held in the Company. In the committee details provided, every chairpersonship is also considered as a membership.

Declaration and Confirmations

With respect to directorship and membership of the board of directors, it is hereby confirmed that:

1. None of the directors:
- a) is a director in more than ten public limited companies in terms of section 165 of the Act;
 - b) holds directorship in more than seven listed entities pursuant to regulation 17A(1) of Listing Regulations;
 - c) acts as an independent director in more than seven listed entities pursuant to regulation 17A(1) of Listing Regulations;
 - d) who serves as a whole-time director/managing director of the Company, is serving as an independent director in more than three listed entities pursuant to regulation 17A(2) of Listing Regulations;
 - e) is a member of more than ten board level committees of Indian public limited companies pursuant to regulation 26(1) of Listing Regulations;
 - f) is a chairperson of more than five committees across all companies in which he/ she is a director pursuant to regulation 26(1) of Listing Regulations;
 - g) who is serving as a non-executive director of the Company, has attained the age of seventy five years pursuant to Regulation 17(1A) of Listing Regulations.
2. The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence prescribed under the Act and Listing Regulations.
3. Basis the declarations received from the directors, the Board is of the opinion that the Independent Directors fulfill the conditions specified in the Act and the Listing Regulations and that they are independent of the management

Databank Registration of Independent Directors

Requisite confirmations have been received from all the Independent Directors of the Company with respect to their registration on the Independent Directors' Databank.

COMPOSITION OF BOARD AND ITS COMMITTEES

The composition of the Board and committees of the Board as on March 31, 2025, is provided below:

Name	Designation	Board	Audit Committee	Nomination & Remuneration Committee	Stakeholders' Relationship Committee	Risk Management Committee
Mr. Manish Modi	Chairman & Managing Director	C	-	-	-	C
Mrs. Aditee Modi	Non-Executive Director	M	M	M	M	M
Mr. Mayur Maheshwari	Nominee Director	M	-	-	-	-
Mr. Shashi Kant Ranjan	Non-Executive Independent Director	M	C	C	C	M
Ms. Kavita Rani	Non-Executive Independent Director	M	M	M	M	-

Name	Designation	Board	Audit Committee	Nomination & Remuneration Committee	Stakeholders' Relationship Committee	Risk Management Committee
Mr. Nitesh Kumar	Non-Executive Independent Director	M	M	-	-	-

C: Chairperson

M: Member

The Company Secretary acts as the Secretary of the Board and its committees.

The composition of the committees is in compliance with applicable provisions of the Act and Listing Regulations.

There was no change in the composition of the committees during the financial year.

During the financial year, all the recommendations made by the committees were approved by the Board.

The terms of reference of Audit, Nomination & Remuneration Committee and Stakeholders Relationship Committee were amended by the board of directors of the Company in their meeting held on August 02, 2025 to align them with the provisions of the amended SEBI (Listing Obligations and Disclosure Requirements) Regulations and other applicable regulatory updates.

BOARD AND COMMITTEE MEETINGS HELD DURING FY 2024-25

	Board Meeting	Audit Committee	Nomination & Remuneration Committee	Stakeholders' Relationship Committee
No. of meetings held during FY 2024-25	4	4	1	1
Date of Meetings	May 29, 2024 August 14, 2024 November 14, 2024 February 14, 2025	May 29, 2024 August 14, 2024 November 14, 2024 February 14, 2025	May 29, 2024	February 14, 2025

The maximum time gap between any two board meetings was not more than one hundred and twenty days.

The necessary quorum was present for all the board and committee meetings.

ATTENDANCE FOR BOARD AND COMMITTEE MEETINGS AND AGM FOR FY 2024-25

Director	Whether attended AGM held on September 26, 2024	Board Meeting (Attended / Entitled)	Audit Committee (Attended / Entitled)	Nomination & Remuneration Committee (Attended / Entitled)	Stakeholders Relationship Committee (Attended / Entitled)
Mr. Manish Modi	Yes	4/4	-	-	-
Mrs. Aditee Modi	Yes	3/4	3/4	1/1	1/1
Mr. Mayur Maheshwari	No	0/4	-	-	-
Mr. Shashi Kant Ranjan	Yes	4/4	4/4	1/1	1/1
Ms. Kavita Rani	Yes	4/4	4/4	1/1	1/1
Mr. Nitesh Kumar	Yes	4/4	4/4	-	-

MEETING OF INDEPENDENT DIRECTORS

During the financial year 2024-25, a separate meeting of independent directors was held on February 13, 2025, without the presence of Non-Independent Directors and the Management to review the performance of Non-Independent Directors and the Board as a whole, review the performance of the Chairman of the Company and had assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board.

BOARD COMMITTEES

A. Audit Committee

The following are the terms of reference of the Audit Committee:

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
- Recommending to the Board, the appointment, remuneration and terms of appointment of auditors.
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- Reviewing with the Management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
 - i. matters required to be included in the directors' responsibility statement;
 - ii. changes, if any, in accounting policies and practices and reasons thereof;
 - iii. Major accounting entries involving estimates based on exercise of judgement by the management;
 - iv. significant adjustments made in the financial statements arising out of audit findings;
 - v. compliance with listing and other legal requirements relating to financial statements;
 - vi. disclosure of any related party transactions;
 - vii. modified opinion(s) in the draft audit report.
- Reviewing, with the management, the quarterly financial statements before submission to the Board for approval.
- Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public issue or rights issue or preferential issue or qualified institutions placement, and making appropriate recommendations to the board to take up steps in this matter;
- reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the listed entity with related parties;
- Scrutiny of inter-corporate loans and investments;
- valuation of undertakings or assets of the listed entity, wherever it is necessary;
- evaluation of internal financial controls and risk management systems;
- reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- reviewing the adequacy of internal audit function, if any, 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;
- Discussion with internal auditors, any significant findings and follow up thereon.
- 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 system of a material nature and reporting the matter to the Board.
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.

- 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.
- to review the functioning of the whistle blower mechanism;
- approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- Carrying out any other function as is mentioned in the terms of reference of the audit committee.
- reviewing the utilization of loans and/ or advances from/ investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.
- consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.
- The audit committee shall mandatorily review the following information:
 - i. management discussion and analysis of financial condition and results of operations;
 - ii. management letters / letters of internal control weaknesses issued by the statutory auditors;
 - iii. internal audit reports relating to internal control weaknesses; and
 - iv. the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
 - v. statement of deviations:
 - a. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
 - b. annual statement of funds utilized for purposes other than those stated in the offer document/ prospectus/notice in terms of Regulation 32(7).
- Discharge any other duties or responsibilities as may be prescribed by the law or as may be delegated to the committee by the board, from time to time.

B. Nomination and Remuneration Committee

The details of the Committee is provided in the table provided in earlier section of this report.

The role of the Committee inter alia includes the following:

- Formulating the criteria for determining the qualifications, positive attributes and independence of a director and recommending to the Board a policy relating to the remuneration of the directors, key managerial personnel and other employees;
- For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
 - a. use the services of an external agencies, if required;
 - b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - c. consider the time commitments of the candidates.
- Formulating the criteria for evaluation of independent directors and the Board;

- Devising a policy on board diversity;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the board their appointment and removal;
- whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- recommend to the board, all remuneration, in whatever form, payable to senior management.
- Ensuring 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;
- Ensuring relationship of remuneration to performance is clear and needs appropriate performance benchmarks;
- Ensuring remuneration to directors key managerial personnel and senior management involves a balance between incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.
- Discharge any other duties or responsibilities as may be prescribed by the law or as may be delegated to the committee by the board, from time to time.

Nomination & Remuneration Policy

The Committee has also formulated the Nomination and Remuneration Policy for inter alia setting up the criteria of nomination and policy for remuneration of directors, key managerial personnel, senior management personnel and other employees.

The salient features of the Policy inter alia are to:

- i. attract, recruit and retain good and exceptional talent;
- ii. list down the criteria for determining the qualifications, positive attributes and independence of the Directors of the Company;
- iii. ensure that the remuneration of the Directors, Key Managerial Personnel and other employees is performance driven, motivates them, recognizes their merits and achievements and promotes excellence in their performance;
- iv. motivate such personnel to align their individual interests with the interests of the Company, and further the interests of its stakeholders;
- v. ensure a transparent nomination process for Directors with the diversity of thought, experience, knowledge, perspective and gender in the Board; and
- vi. fulfill the Company's objectives and goals, including in relation to good corporate governance, transparency and sustained long-term value creation for its stakeholders.

Details of Remuneration to directors

The details of remuneration paid to the directors of the Company during the year ended March 31, 2025, is provided below. Except for the remuneration by way of sitting fees, Non-Executive Directors have no other pecuniary relationship or transactions with the Company.

(In ₹ Lakhs)

Directors	Salary	Sitting Fees*	Commission	Perquisites	Total
Mr. Manish Modi	-	-	-	-	-
Mrs. Aditee Modi	-	-	-	-	-
Mr. Mayur Maheshwari	-	-	-	-	-
Mr. Shashi Kant Ranjan	-	1.80	-	-	1.80
Ms. Kavita Rani	-	1.80	-	-	1.80
Mr. Nitesh Kumar	-	1.80	-	-	1.80

* The aforesaid sitting fee has been shown as without TDS deductions.

Performance Evaluation of Independent Directors

The board of directors had carried out an evaluation of its directors. The evaluation process included the performance evaluation of the board as a whole, its committees and individual directors.

The parameters of evaluation for evaluating the performance of board and its committees included structure and meetings of the board and committees, minutes, governance and compliance, conflict of interest, stakeholder value and responsibility and board committees.

Further, the Independent Directors evaluated performance of the non-independent directors and the Board as a whole. They also reviewed the performance of the Chairman of the Company and also assessed the quality, quantity and timelines of flow of information between the Company Management and the Board that was necessary for the Board to effectively and reasonably perform their duties.

C. Stakeholders' Relationship Committee

The detailed composition and date of the meeting are already provided in the earlier section of this Report. Mr. Vineet Kumar Thareja – Chief Financial Officer & Company Secretary is the Compliance Officer of the Company. The role of the Committee inter alia includes the following:

- to protect and facilitate the exercise of shareholders right;
- to provide adequate and timely information to the shareholders;
- to ensure equitable treatment of all shareholders including minority and foreign shareholders;
- Resolving the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- Review of measures taken for effective exercise of voting rights by shareholders.
- Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.
- Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.
- Discharge any other duties or responsibilities as may be prescribed by the law or as may be delegated to the committee by the board, from time to time.

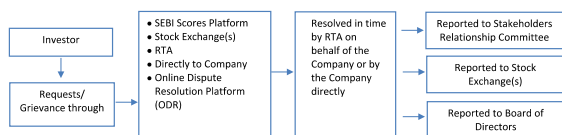
An analysis of investor queries and complaints received and responded/ addressed during the year is provided below.

Investor Complaints

The details of investor complaints received and resolved during the financial year 2024-25 is provided below. An update on the status of complaints is reported to the board members by the Compliance Officer on quarterly basis and is also filed with the stock exchanges.

Nature of Complaint/ Correspondence	Received	Replied	Closing Balance
Complaints received through stock SEBI	4	4	0
Total	4	4	0

Investor Grievance Redressal Management



Common Online Dispute Resolution Mechanism (ODR) Mechanism

SEBI has introduced a Common ODR mechanism to facilitate online resolution of all kinds of grievances/ disputes/ complaints arising in the Indian Securities Market. The said ODR Portal permits the shareholder(s) an additional mechanism to resolve the grievances/ complaints/ disputes as mentioned below:

Level 1: Approach RTA or the Company

At the initial stage, all grievances/disputes/complaints are required to be directly lodged with the RTA/the Company. The shareholder(s) may send an email to investor@masserv.com / vkthareja@modimangal.in or send the physical correspondence addressed to M/s. MAS Services Limited, T-34, Okhla Industrial Area, Phase-II, New Delhi - 110 020

Level 2: Escalate to SEBI SCORES Platform

In case the grievances/disputes/complaints are not redressed to the satisfaction of the shareholder(s) at Level 1, then the shareholder(s) may escalate the same on the SCORES Platform at <https://www.scores.gov.in> in accordance with the process laid out therein.

Level 3: Initiate Dispute Resolution Process on ODR Platform

In case the grievances/disputes/complaints of the shareholder(s) are not resolved at Level 1/Level 2, then the ODR Process may be initiated through the ODR Portal at <https://smartodr.in/login> within the applicable timeframe under law.

D. Risk Management Committee

The details of the risk management committee is provided in the earlier section of this report.

The Company also has in place a Policy on risk management and the same can be accessed on the Company's website at www.modipon.net.

BOARD FAMILIARISATION

The Company has in place an induction process for newly inducted directors which intend to provide introduction to the Company's vision, mission, values, structure, risk and future prospect.

As a part of an ongoing familiarization program, the directors are updated about the significant regulatory/industry changes and about the major developments, if any on quarterly basis.

Upon induction of a new director, the director is provided with a familiarization pack inter alia containing the information about the Company, brief details of the Company's business in past and present, its board of director and committees thereof, shareholding patterns, financial highlights, future prospect, annual report etc.

Additionally, appointment letters are issued to the directors which inter alia covers their role, duties and responsibilities.

The familiarization program is also available on Company's website and the same can be accessed at <http://www.modipon.net/>

GENERAL BODY MEETINGS

The details of last three annual general meetings of Modipon Limited are as under:

Financial Year	Venue	Date	Special resolution passed
2023-24	Through video conferencing	September 26, 2024 at 03:00 PM IST	None
2022-23		September 27, 2023 at 04:30 PM IST	None
2021-22		September 29, 2022 at 03:00 PM IST	To reappoint Mr. Shashi Kant Ranjan (DIN:06651522) as Independent Director

POSTAL BALLOT

None of the businesses proposed to be transacted at the ensuing Annual General Meeting require passing of a special resolution through postal ballot. Further no special resolution has been passed through postal ballot last year.

MEANS OF COMMUNICATION

Annual Report	In compliance with circulars issued by SEBI and MCA from time to time, soft copies of annual reports were sent to the shareholders on their registered e-mail ids. Further, physical copy of the reports were also dispatched to the shareholders upon receipt of request for the same.
Quarterly, half yearly and annual financial results	<p>The quarterly, half yearly and yearly financial results of the Company are filed with stock exchange i.e., BSE Limited immediately after approval of the board.</p> <p>The financial results are also published in atleast one English and one regional newspaper having wide circulation viz. Financial Express and Jansatta within prescribed timelines and duly filed with the stock exchanges as well.</p> <p>The financial results are also uploaded on the website of the Company http://www.modipon.net/.</p>
Website	The Company has a separate section on its website viz. http://www.modipon.net/ which encompasses all the information for the investors like financial results, stock exchange filings, annual reports, annual returns etc.

GENERAL SHAREHOLDER INFORMATION

Annual General Meeting

Day, Date and Tim : Tuesday, August 26, 2025 at 2:00 P.M. IST
Mode : Video Conferencing

Financial Year

The financial year of the Company commences from April 1 and concludes on March 31 every year.

Book Closure

Wednesday, August 20, 2025 to Tuesday, August 26, 2025 (both inclusive).

Unpaid/Unclaimed Dividend

Pursuant to the provisions of section 205A of the Companies Act, 1956, unclaimed dividend for the accounting years upto December 31, 1993 were transferred to the General Revenue Account of the Central Government with the Registrar of Companies, Kanpur, Uttar Pradesh and the unclaimed dividend for the financial year ended March 31, 1995 was transferred to the Investors' Education and Protection Fund of the Central Government established under section 205C(1) of the Companies Act, 1956 in February, 2003.

Listing of equity shares on Stock Exchanges and Payment of Listing Fees

Name of the exchange where the equity shares of the Company are listed	BSE Limited The Corporate Relation Department, New Trading Ring, Rotunda Building, PJ Tower, Dalal Street Fort, Mumbai – 400 001
Scrip Code	503776
ISIN	INE170C01019

The annual listing fees has been paid to BSE Limited for the financial year 2024-25.

Stock Price Data

Month	BSE Limited		
	High Price (in Rs.)	Low Price (in Rs.)	Volume (No. of Shares)
April 2024	43.99	37.15	22,979
May 2024	44.99	37.60	26,347
June 2024	50.00	38.90	25,452
July 2024	101.34	41.00	1,62,460
August 2024	68.99	54.30	19,521
September 2024	72.84	54.95	7,07,905
October 2024	63.40	47.03	6,370
November 2024	69.00	58.00	6,494
December 2024	65.00	52.40	15,280
January 2025	62.95	48.00	7,201
February 2025	54.00	45.13	3,264
March 2025	49.90	42.07	2,727

In case the securities are suspended from trading, the directors report shall explain the reason

Not Applicable

Registrar to an issue and share transfer agent

MAS Services Limited,
T-34, 2nd Floor, Okhla Industrial Area,
Phase-II, New Delhi – 110 020

Share Transfer System

Various shareholders request received by the Company through MAS Services Limited are processed in the following manner:

- Requests relating to transfer, transmission, transposition, change of name, deletion of name are received from shareholders having physical shareholding.
- The Company's RTA verifies the authenticity of documents submitted by shareholders and thereafter sends the requests to the Company for further processing.
- The Company also inspects and confirms the veracity and validity of documents. Requests are then approved by the duly Stakeholders Relationship Committee designated for the share transfer procedures.
- Post Committee's approval, RTA completes the process and communicates to the respective shareholders
- If the documents received are clear and found to be in order in all respects, then requests are generally processed within statutory timelines.

In addition to the above, a compliance certificate is issued on a yearly basis by a Company Secretary in Practice pursuant to regulation 40(9) of Listing Regulations reiterating due compliance of share transfer formalities by the Company within timelines as required under the applicable provisions.

The shareholders are informed that in case of any dispute against the Company and/ or its RTA on delay or default in processing your requests, as per SEBI Circular dated May 30, 2022, an arbitration can be filed with the stock exchanges for resolution.

Reconciliation of Share Capital Audit

As required by the Listing Regulations, quarterly audit of the Company's share capital is being carried out by a Company Secretary in Practice with a view to reconcile the total share capital admitted with NSDL and CDSL and held in physical form, with the issued and listed capital.

The reports for Share Capital Audit Reconciliation and Compliance Certificates obtained in line with the statutory requirements are filed with the stock exchange on a timely basis and also placed before the Board of Directors. The same can also be accessed on the website of the Company at <http://www.modipon.net/>

Distribution of Shareholding

Pattern of shareholding by equity shares class as on March 31, 2025:

Shareholding of nominal value of Rs. 10 each	No. of shareholders	% of total shareholders	No. of shares held	Shareholding (%)
1 - 5000	7119	97.494	443707	3.833
5001 - 10000	83	1.137	62494	0.540
10001 - 20000	45	0.616	61378	0.530
20001 - 30000	9	0.123	23203	0.200
30001 - 40000	3	0.041	10300	0.089
40001 - 50000	5	0.068	22596	0.195
50001 - 100000	10	0.137	63159	0.546
100001 and above	28	0.383	10889852	94.067
Total	7302	100.00	11576689	100.00

Shareholding Pattern as on March 31, 2025					
S. No.	Category	No. of shareholders	Total no. of shares held	No. of shares held in demat mode	% of shareholding
A	Shareholding of Promoters and Promoters Group				
	Individuals/Hindu Undivided Family	7	341207	338683	2.95
	Bodies Corporate	4	7076668	7076668	61.13
	Sub Total (A)	11	7417875	7415351	64.08
	Public Shareholding				
	Institutional				
	Mutual Funds/ UTI	3	7100	0	0.06
	Banks	1	100	100	0.00
	Financial Institutions	4	375	0	0.00
	Insurance Companies	2	141437	141387	1.22
	Foreign Portfolio investors	2	1029235	1029235	8.89
	Sub Total (B)(1)	12	1178247	1170722	10.18
	Central/State Government				
	State Government	1	1301974	1301974	11.25
	Sub Total (B)(2)	1	1301974	1301974	11.25
	Non-Institutions				
	Individuals holding nominal share Capital up to Rs. Two lakhs	7163	741270	457658	6.40
	Individuals holding nominal shares capital in excess of Rs. Two lakhs	5	327729	304788	2.83
	NRIs/OCB	37	4695	4145	0.04
	Bodies Corporate	68	604204	600327	5.22
	Clearing Members	4	645	645	0.01
	Trusts	1	50	50	0.00
	Sub Total (B)(3)	7278	1678593	1367613	14.50
	Total Public Shareholding = B(1) + B(2) + B(3)	7291	4158814	3840309	35.92
	Total (A) + (B)	7302	11576689	11255660	100

Dematerialization of Shares

The shares of the Company are compulsorily traded in dematerialised form on the stock exchanges. As on March 31, 2025, ~97.23% shares of the Company are held in dematerialised form.

Pursuant to the amendment in Listing Regulations, post April 01, 2019, except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository.

The equity shares of the Company are freely tradable in the market.

The quarterly shareholding pattern filed with the stock exchange(s) can also be accessed on the website of the Company at <http://www.modipon.net/>

Outstanding GDRs/ADRs/Warrants or any Convertible Instruments, their Conversion Dates and likely Impact on Equity

Not Applicable

Commodity Price Risk, Foreign Exchange Risk, and Hedging Activities

The Company does not have any significant exposure to commodity price or foreign exchange risks. Accordingly, no hedging activities were undertaken during the financial year.

Credit Rating

As on the date of this report, the Company does not have any outstanding borrowings requiring credit rating from any credit rating agency.

Plant Locations

Modipon Limited, Hapur Road, Modinagar – 201204, Uttar Pradesh

**The Manufacturing operations of the unit of the Company is closed currently.*

Address for correspondence

All the Share Transfer related requests and investors related queries, the shareholder can directly contact to our Registrar and Transfer Agent	MAS Services Limited T-34, Okhla Industrial Area, Phase-II, New Delhi - 110 020 Tel. 011-26387281-83 Fax 011-26387384 Email: investor@masserv.com
In any other matters or in case of any query on corporate governance, secretarial matters	Mr. Vineet Kumar Thareja Company Secretary & Compliance Officer Modipon Limited, Hapur Road, Modinagar - 201 204 M: +91-9582388706 Email: vkthareja@modimangal.in

APPEAL TO SHAREHOLDERS

Demat of Shares:

Shareholders are encouraged to open demat accounts to eliminates bad delivery, saves stamp duty on transfers, ensures faster settlement, eases portfolio management and provides 'on-line' access through internet.

Considering that SEBI has disallowed the physical transfer/ issuance of equity shares in physical mode, shareholders are requested to convert their equity holding into dematerialised form for ease of dealing in securities markets and processing the service requests.

Consolidation of Multiple Folios:

Shareholders who have multiple folios in identical names and order are requested to apply for consolidation of such folios and send the relevant share certificates to the Company.

Registration of Nominations:

Registration of nomination makes easy for dependents to access your investments and set out the proportion of your benefits to the nominees. Accordingly, shareholders who have not availed this facility are requested to submit the requisite nomination form.

Registration and/ or updation of bank mandate ensures the receipt of dividend and/or any other consideration timely, faster and easier and more important avoids fraudulent encashment of warrants.

In respect of the matters pertaining to bank details, ECS mandates, nomination, power of attorney, change in name/ address etc., the members are requested to approach the Company's Registrar & Transfer Agent, in respect of shares held in physical form and the respective Depository Participants, in case of shares held in electronic form. In all correspondence with the Company/Registrar & Transfer Agent, members are requested to quote their folio numbers or DP Id and Client Id for physical or electronic holdings respectively.

Updation of PAN details

Shareholders are requested to update their email ids, PAN and address to ensure faster communication. Shareholders holding shares in physical mode can submit their details with the Company/ RTA and shareholders holding shares in demat mode, are requested connect with their depository participants for the same.

DISCLOSURES

(a) Non-Compliance by the Company, Penalties, Strictures imposed by Stock Exchange or SEBI or any Statutory Authority on any matter related to capital markets during the last three years

There was no non-compliance by the Company, nor any penalties or strictures imposed on the Company by the Stock Exchange, SEBI or any other Statutory Authorities on any matter related to capital markets during the last three years.

During the Financial Year 2024-25, the Company has filed all required disclosures with BSE Limited within prescribed timelines.

The Company is in compliance with all the mandatory requirements of Listing Regulations.

(b) Details of Vigil Mechanism:

The details are provided in Director's Report forming part of this Annual Report.

(c) Policy on Related Party Transactions:

The Company has in place a policy on related party transactions. The said policy is available on the Company's website and can be accessed at <http://www.modipon.net/related-party-transaction/>

There were no materially significant related party transactions entered during the financial year that may have potential conflict with the interests of the Company at large.

(d) Compliance with corporate governance requirements

The Company has complied with all the mandatory corporate governance requirements as specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 of the Listing Regulations. As the Company does not have any subsidiary, Regulation 24 is not applicable to the Company.

(e) Code of Conduct and Ethics for Board of Directors and Senior Management Personnel

The Company has framed the Code of Conduct for Members of the Board and senior management of the Company which is intended to focus the areas of ethical risk, provide guidance and mechanisms to report unethical conduct and help foster a culture of honesty and accountability. The Code of Conduct is available on the Company's website at <http://www.modipon.net/>.

All members of the Board and the senior management have affirmed their compliance with code of conduct for the financial year ended March 31, 2025.

(f) Code of conduct for prevention of insider trading

The Company has also framed the Code of Conduct for Prevention of Insider Trading in the securities of the Company by its Directors and designated Employees pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015. The Code, inter-alia, prohibits purchase/ sale of shares of the Company by the directors and designated employees while in possession of unpublished price sensitive information in relation to the Company. Further, the trading window for dealing in shares of the Company was also closed four times during the year.

(g) Details of Loans and Advances by the Company and its subsidiaries in the nature of loans to firms/ companies in which Directors are interested

The aforesaid details are provided in the financial statements of the Company forming part of this Annual Report. Please refer to Note 41 of the financial statements.

(h) Total fees for all services on a consolidated basis to the statutory auditors

(in ₹ Lakhs)

Particulars	Amount*
Audit Fees	3.49
Total	3.49

*exclusive of GST

(i) Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The detail about the policy is provided in Directors' Report forming part of this Annual Report. Further, nil complaints were received during the year.

(j) Disclosure of certain types of agreements binding listed entities as per clause 5A of paragraph A of Part A of Schedule III of Listing Regulations

Not Applicable

MANAGEMENT DISCUSSION & ANALYSIS

On account of continuous losses incurred in the past, the Company has faced acute financial shortage and had to operate with negative working capital which had deteriorated the performance of the Company. The Company had been finding it difficult to service the interest liability of the banks and was forced to suspend the manufacturing operations w.e.f. May 19, 2007.

The outlook was not bright with the ever-increasing input costs, having no reflection in sales realisation. Therefore, it was thought expedient to permanently close down the manufacturing operations of the unit of Company. Accordingly, after seeking approval from the Government of Uttar Pradesh under UP Industrial Disputes Act, 1947 the manufacturing operations of the unit of the Company i.e., Modipon Fibres have been permanently closed w.e.f. September 8, 2007.

Since the Company owns substantial real estate, in its endeavor to rehabilitate the Company and to tap its resources to augment finances in order to be able to liquidate its liabilities and to utilize the surplus for taking up new business activity in the Company, as authorized by the memorandum of association of the Company, the Company proposes to commence a new industrial project at an opportune time after the due approvals from the UP Government and post resolving the land matter pending with the UP Government.

DECLARATIONS AND CERTIFICATIONS**Declaration on Code of Business Conduct and Ethics**

A declaration stating that the members of the Board of Directors and senior management personnel have affirmed compliance with the Code of Conduct of the Company is enclosed as 'Annexure I' to this Report.

Compliance Certificate

The Compliance Certificate from the Managing Director and the Chief Financial Officer of the Company pursuant to regulation 17(8) of the Listing Regulations is enclosed as 'Annexure II' to this Report.

Certificate of Non-Disqualification of Directors

A certificate from Ranjeet Kumar Verma, Ranjeet Verma & Associates, Company Secretaries, certifying that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by SEBI/MCA or any such statutory authority pursuant to Regulation 34(3) and Clause (10)(i) of Para C of Schedule V of the Listing Regulations is enclosed as 'Annexure III' to this Report.

Certificate on Corporate Governance from Practicing Company Secretary

The certificate of compliance from Practicing Company Secretary regarding compliance with conditions of corporate governance pursuant to the Listing Regulations is enclosed as 'Annexure IV' to this Report

Annexure I**Declaration with respect to compliance with the Code of Business Conduct and Ethics of the Company**

In accordance with the provisions of Listing Regulations, I, Manish Modi, Chairman & Managing Director of Modipon Limited, hereby declare that all members of the Board and senior management have affirmed compliance with the Code of Business Conduct and Ethics of the Company for financial year ended March 31, 2025.

For and on behalf of Modipon Limited

Place: New Delhi
Dated: August 02, 2025

Sd/-
Manish Modi
Chairman & Managing Director

Annexure II**Compliance Certification under Regulation 17(8) read with Part B of Schedule II of SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015 as amended from time to time**

We, Manish Modi, Chairman & Managing Director and Vineet Kumar Thareja, Chief Financial Officer, of the Company hereby certify that:

- A. We have reviewed financial statements and cash flow statement for the year ended March 31, 2025 and that to the best of our knowledge and belief:
- (1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (2) 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 for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the auditors and the Audit committee,
- (1) significant changes in internal control over financial reporting during the year, if any;
 - (2) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (3) instances of significant fraud of which we 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 over financial reporting. (No Instance of any kind of fraud has been detected)

For and on behalf of Modipon Limited

Sd/-	Sd/-
Manish Modi	Vineet Kumar Thareja
Chairman & Managing Director	Chief Financial Officer

Place: New Delhi
Dated: May 30, 2025

Annexure III**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

(Pursuant to Regulation 34(3) and Schedule V, Para C, Sub-clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members
Modipon Limited
Hapur Road, Modinagar - 201204

I have examined the relevant registers, records, forms, returns and disclosures received from the directors of Modipon Limited and having CIN L65993UP1965PLC003082 and having registered office at Hapur Road, Modinagar - 201 204 (Uttar Pradesh) (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V, Para-C, Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status on the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company and its officers, I, hereby, certify that none of the directors on the board of the Company as stated below have been debarred or disqualified from being appointed or continuing as director of the Company by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other statutory authority as on March 31, 2025:

S. No.	Director	DIN
1	Manish Modi	00030036
2	Aditee Modi	00030120
3	Nitesh Kumar	06439789
4	Shashi Kant Ranjan	06651522
5	Kavita Rani	08853423
6	Mayur Maheshwari	08882590

Ensuring the eligibility for the appointment / continuity of every director on the board is the responsibility of the management of the Company. My responsibility is to express an opinion on these, based on my verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Ranjeet Verma & Associates
Company Secretary

Place: Noida	Sd/- Ranjeet Kumar Verma
Dated: July 31, 2025	Membership No.F6814
UDIN: F006814G000904568	CP No. 7463

Annexure IV**CERTIFICATE OF COMPLIANCE FROM PRACTICING COMPANY SECRETARIES AS STIPULATED UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURES REQUIREMENT) REGULATIONS, 2015 WITH THE STOCK EXCHANGE**

To
The Members of
Modipon Limited
Hapur Road, Modinagar - 201204

I have examined the compliance of conditions of corporate governance by Modipon Limited ("the Company") for the year ended on March 31, 2025, as per the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The compliance of conditions of corporate governance is the responsibility of the management. My examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of our information and according to the explanations given to me, I hereby certify that the Company has complied with the conditions of corporate governance for the financial year ended March 31, 2025 as stipulated in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

I 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.

For Ranjeet Verma & Associates
Company Secretary,

Place: Noida	Sd/- Ranjeet Kumar Verma
Dated: July 31, 2025	Membership No. F6814
UDIN: F006814G000904513	CP No. 7463

Independent Auditor's Report

To

The Members of Modipon Limited

Report on the Audit of the Financial Statements

Qualified Opinion

We have audited the Financial Statements of **MODIPON LIMITED** ('the Company'), which comprise the Balance Sheet as at March 31, 2025, the Statement of Profit and Loss for the year (including Other Comprehensive Income), the Statement of Cash Flows and the Statement of Changes in Equity for the year ended and notes to the Financial Statements, including material accounting policies and other explanatory information (hereinafter referred to as "Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matter described in the Basis for Qualified Opinion section of our report, the aforesaid financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the State of Affairs of the Company as at March 31, 2025, the Loss and Total Comprehensive Loss, Changes in Equity and its Cash Flows for the year ended on that date.

Basis for Qualified Opinion

- I. Balance confirmation certificates were not obtained by the Company from creditors, loans and advances given/received, house/shop security depositors, in-operative current accounts with banks and loan account with Punjab National Bank (PNB). Consequent adjustments required, if any, has not been carried out in the financial results.
- II. (a) The Company has not provided interest of ₹ 1000.54 Lakhs up to March 31, 2008 on overdue amounts payable to a supplier resulting in understatement of liabilities and debit balance of reserve and surplus by ₹ 1000.54 Lakhs each; and
(b) The amount of interest to be provided for in the books of account for the period April 1, 2008 to March 31st, 2025 has not been ascertained.
- III. The amount of interest to be provided for in the books of account, if any, for the period April 1, 2007 to March 31, 2025 to Small and Micro Enterprise has not been ascertained.
- IV. During the year ended March 31, 2009, the Company has sold 65,743 sq.yds of its vacant land at Modi Nagar for ₹ 1021.15 Lakhs (original cost ₹ 1.95 Lakhs) for which the approval of bank is pending.
- V. During the year 2011-12, the Company has given physical possession of its vacant 59 (46 as on March 31, 2015) houses located at Modi Nagar, Uttar Pradesh to a lender i.e., Ashoka Mercantile Limited (AML), a related party, (balance outstanding of loan taken from AML as on March 31, 2015 as per books of account: secured loan ₹ 882.29 Lakhs and unsecured loan ₹ 1125.57 Lakhs) for use without any charges/rent/security deposit and no lease rent agreement has been entered into with AML. The Company contends that the temporary possession of houses for use without charges was given to AML as security only as the Company was unable to repay the loans taken from AML.
- VI. The Punjab National Bank (PNB) had approved one time settlement of its outstanding dues of ₹ 1900 lakhs vide its approval letters dated April 02, 2014 and April 12, 2014 respectively. In terms of the settlement, OTS amount of ₹ 1710 lakhs (Net of upfront payment of ₹ 190 lakhs) was to be paid by the company in four quarterly installments with interest during financial year 2014-15. However, the company was able to manage the payment of ₹ 630 lakhs up

to March 31, 2015 and at the request of the Company, PNB condone the delay and revived the OTS vide its letter dated July 02, 2015 requiring the Company to make payment of residual OTS amount of ₹ 1270 lakhs by March 31, 2016 and total interest on OTS payment @ 10.25% (simple) by June 30, 2016. The Company has paid ₹ 1270 lakhs up to December 31st, 2018 along with interest of Rs 2,59,62,100/. The company has already made provision of interest on account of delayed payment of OTS of Rs 94,43,358/- in their books up to 30th September 2018 and booked balance amount of interest in the quarter ending 31 December 2018.

- VII. (a) The Punjab National Bank has initiated the proceeding against the company under section 7 of the Insolvency and Bankruptcy Code, 2016 before the NCLT, Allahabad Bench and other Proceeding before DRT-II and recovery Officer, DRT- II, New Delhi due to non-fulfillment of OTS Terms/ conditions vide OTS letter dated July 02, 2015 issued by PNB.

Further as per Debts Recovery Tribunal-II, Delhi an order dated 30 July, 2018, has been passed in favor of the company and directed PNB to accept ₹ 65 lakhs as outstanding principal of OTS plus ₹ 2,59,62,100/- as interest @10.25% as per revived OTS vide its letter dated July 02, 2015 on delayed payment up to 15 March, 2018 which was later on accepted and paid by the company in terms of the DRAT order.

During the pendency of the appeal, PNB has encashed the said amount of ₹ 65 Lacs towards principal OTS and ₹ 2,59,62,100/- towards interest in term of the order of Debts Recovery Appellate Tribunal (DRAT), New Delhi. Further, the DRAT has reserved the order on 27.12.2018 in the said matter and not pronounced till the date of our reporting, as a result the company has not considered any liability in its books in addition to the dues already settled as per DRT order dated 30 July, 2018.

During the pendency of order before DRAT, the PNB has revived OTS vide letter dated 25.03.2019 against payment of ₹ 459.62 lacs on the following terms & conditions:

Terms & conditions:

1. The proceeds of FDRs amounting to ₹ 65 lacs and ₹ 259.62 lacs kept with us will be appropriated simultaneously on conveying approval of revival of OTS.
2. ₹ 135 lacs will be deposited within one week of receipt of this sanction letter.
3. The party to undertake to pay commercial tax liability as demanded by the Commercial Tax Authority.
4. No Dues Certificate will be issued, Bank's charge on the security/title deeds will be released only after receipt of OTS amount in full and on clearance of commercial tax liability as stated above. (Satisfactory proof/letter from the competent authority in this regard to be submitted).

The company has already deposited balance of OTS amount of ₹ 65 lacs plus delayed period interest of ₹ 259.62 lacs with the bank in terms of DRT & DRAT orders and further ₹ 135 lacs over and above original OTS amount deposited by the company in terms of revived OTS vide letter dated 25.03.2019 within one week of receipt of letter.

In respect of commercial tax liability the company has filed an appeal against the order of Commissioner of Commercial Tax before Hon'ble High Court of Allahabad through Punjab National Bank and the Court has directed vide order dated 26.11.2018 that the operation and effect of the impugned order dated 08.08.2018 passed by the Commercial Tax Tribunal, Ghaziabad in Appeal no 1353 of 2013, shall remain stayed subject to the applicant depositing 50% of the commercial tax liability imposed on it and furnish security for the balance amount other than cash or bank guarantee to the satisfaction of the tribunal within a period of three weeks from the date of direction.

The company deposited Commercial Tax of Rs 54.94 lacs out of Commercial Tax liability of Rs 183.90 lacs along with interest of Rs 3.07 lacs for the period starting from 18.12.2018 to 02.05.2019 as on 03.05.2019 in compliance with order dated 26.11.2018 of the Hon'ble High Court of Allahabad and communicated the same to PNB vide letter dated 03.05.19.

Further, PNB vide letter dated 04.05.2019 requested the company to submit No Dues Certificate from tax authorities after paying the commercial tax liability to bank for compliance of OTS Sanction within 3 days else OTS will be declared as failed. Since the company failed to reply to the same, PNB vide letter dated 04.07.2019 informed that the tax authorities have declared OTS revival as failed and PNB is resuming all recoveries as usual. Further, DRAT allowed appeal of PNB on 20.08.2019. The Company filed Writ Petition in the Delhi High Court against order of the DRAT. The Hon'ble Delhi High Court vide its order dated 24.10.2019, stayed the DRAT and NCLT proceedings filed by the PNB till the next date of hearing which was listed on 19th February, 2020. On 19th February, 2020 interim order dated 24th October, 2019 was made absolute during the pendency of the Writ Petition. The next date of hearing in the matter is 20.08.2025. Further, NCLT matter has been dismissed on 22.09.2023 due to non-appearance on behalf of financial creditor (PNB), the matter has been dismissed for non-prosecution.

(b) The outstanding liability in the books of the company is higher than the OTS amount by ₹ 183.90 lakhs and in the absence of any documentary evidences from the management as well as PNB, we are unable to quantify the amount of interest on the amount of ₹183.90 lakhs; the amount of ₹183.90 lakhs is over and above the loan amount on account of the sales tax liability on PNB on account of the auction held by the bank for old plant and machinery of the company.

The above matter is subjudice before Hon'ble High Court of Allahabad for further hearing.

VIII. The Commissioner Central Excise & Service Tax, Kamla Nehru Nagar CGO, Complex 2 Ghaziabad vide its memorandum order No.31/COMM/CX/GZB/2017-18 dated 31.01.2018 had ordered for payment of

- Amount of central excise duty of ₹ 44,92,663/-
- Amount of interest of ₹ 6,56,116/-
- Amount of penalty of ₹ 6,56,116/- for the period from 1994 to 1997.

The company has not made provision of the said amount & further interest thereon in its books till 31st March,2025, due to which profit is understated by ₹ 66,16,146.19 plus interest.

Further the company has filed appeal against the order of Commissioner Central Excise & Service Tax, Kamla Nehru Nagar CGO, Complex 2 Ghaziabad before custom excise & service tax appellate tribunal, Allahabad.

IX. (a). The amounts paid by the Ashoka Mercantile Limited (AML), a related party, to Abu Dhabi Commercial Bank (ADCB) on account of One Time Settlement (OTS) of dues of the bank was accounted for in the books of the Company to the extent of OTS amount paid to the ADCB by AML and the balance amount of ₹ 153.92 Lakhs is still lying unallocated under unsecured loans in view of pending successful implementation of OTS of the dues of PNB as the settlement of assigned dues with AML is linked to the OTS of dues with PNB.

(b) The amount paid to Karnataka Bank by Ashoka Mercantile Limited (AML), a related party, during the year ended March 31, 2012, on account of OTS of dues of the bank was accounted for in the books of the Company to the extent of OTS amount paid to the Karnataka Bank by AML and the balance amount of ₹

339.20 Lakhs is still lying unallocated under unsecured loans in view of pending successful implementation of OTS of the dues of PNB as the settlement of dues with AML is linked to the OTS of dues with PNB.

(c) The part payment made to Bank of Baroda by Ashoka Mercantile Limited (AML), a related party, during the year ended March 31, 2013 on account of OTS of dues of the bank was accounted for in the books of the company to the extent of OTS amount paid to the Bank of Baroda by AML and the Company and the balance amount of ₹ 232.04 Lakhs is still lying unallocated under unsecured loans in view of pending successful implementation of OTS of the dues of PNB as the settlement of dues with AML is linked to the OTS of dues with PNB.

The effect if any, on the income/expenditure of the company on final OTS with PNB cannot be ascertained.

X. The company has 15% redeemable cumulative preference shares of Rs 100 each. Preference shares due for redemption since 31st March 1996.

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. 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.

Material Uncertainty Related to Going Concern

We draw attention to Note 35 in the financial statements, which indicates that the financial statements of the Company for the year ended March 31, 2025 have not been prepared on a going concern basis since the Company has closed its manufacturing operations since May 19, 2007 (closure of factory w.e.f. September 8, 2007) on account of huge losses incurred and sale of entire plant & machinery during the year ended March 31, 2010. Our opinion is not qualified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matters described in the Basis for Qualified Opinion section and Material Uncertainty Related to Going Concern section, we have determined the matters described below to be the key audit matters to be communicated in our report:

The key audit matters	How our audit addressed the key audit matter
Evaluation of uncertain tax positions	
The Company has material uncertain tax positions including matters under dispute which involves significant judgment to determine the possible outcome of these disputes.	Our audit procedures include the following substantive procedures: <ul style="list-style-type: none"> Obtained understanding of key uncertain tax positions; Obtained details of completed tax assessments and demands for the year ended March 31, 2025 from management; and We along with our internal tax experts-



The key audit matters	How our audit addressed the key audit matter
Refer Notes 2(i), 2(o)(ii) and 33 to the Financial Statements	<ul style="list-style-type: none">○ Discussed with appropriate senior Wmanagement and evaluated management’s underlying key assumptions in estimating the tax provisions; and○ Assessed management’s estimate of the possible outcome of the disputed cases.

Information Other than the Financial Statements and Auditor’s Report thereon

The Company’s management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company’s annual report, but does not include the financial statements and our auditors’ report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Management’s Responsibilities for the Financial Statements

The Company’s Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

The Board of Directors are responsible for overseeing the company’s financial reporting process.

Auditor’s Responsibilities for the Audit of the Financial Statements

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

economic decisions of users taken on the basis of these financial statements.

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

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

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("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**, a statement on the matters specified in the paragraph 3 and 4 of the order.
2. As required by section 143(3) of the Act, based on our audit we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - b. In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c. The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account.
 - d. In our opinion the aforesaid financial statements comply with the IND AS section 133 of the Act.
 - e. On the basis of written representations received from the directors as on March 31, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164(2) of the Act.
 - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
 - g. With respect to the matter to be included in the Auditors' Report under section 197(16) of the Act:
In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act.
 - h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i) The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 33 to the financial statements;
 - ii) The Company did not have any long-term contracts including derivative contracts for which there were any material losses;
 - iii) There were no amounts which were required to be transferred, to the Investor Education and Protection Fund by the company.

- iv) A) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- B) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- C) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v) The company has not declared or paid any dividend during the year in contravention of the provision of Section 123 of Companies Act, 2013.
- vi) Based on our examination, which include test checks, the company has used accounting software for maintaining its books of account for the financial year ended 31st March 2025 which do not has a feature of recording audit trail (edit log) facility.

For B. M. Chatrath & Co. LLP
Chartered Accountants,
FRN: E300025

Sd/-
CA. Sunil Kumar Jha
Partner

Place : New Delhi
Date : May 30, 2025
UDIN: 25543805BMJRGE6341

Membership No.543805

ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT
(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Modipon Limited of even date)

- i) In respect of the Company's fixed assets:
- a) 1. The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
2. According to the information and explanations given to us reporting under clause 3(i) (a) (2) of the Order is not applicable for the year.
- b) The Company has a regular program of physical verification of its fixed assets by which fixed assets are verified at periodic intervals. In accordance with this program for the year, no material discrepancies were noticed on such verification. In our opinion, such periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
- c) On the basis of written representation received from the management of the Company, the title deeds of immovable properties held in the name of the Company are mortgaged with the Banks for securing the long-term borrowings and credit limits raised by the Company.
- d) The company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.
- e) According to the information and explanations given to us any proceedings have not been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- ii) a) In respect of Company's Inventory, on the basis of information and explanation provided by the management, the Company does not hold any inventory. Accordingly, reporting under clause 3 (ii) of the Order is not applicable to the Company.
- b) The company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.
- iii) During the year the Company has not made any investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties. Therefore the provisions of clause 3(iii) of the said Order are not applicable to the Company.
- iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Act, with respect to the loans given, investments made, guarantees and securities given.
- v) The Company has not accepted any deposits from the public within the meaning of the directives issued by the Reserve Bank of India, provisions of Section 73 to 76 of the Act, any other relevant provisions of the Act and the relevant rules framed thereunder. Accordingly, the provisions of clause 3(v) of the Order are not applicable to the Company.
- vi) On the basis of available information and explanation provided to us, the Central Government has not prescribed maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013 read with Companies (Cost Records and Audit) Amendment Rules, 2014 dated December 31, 2014 to the current operations carried out by the Company. Accordingly, the provisions of clause 3(vi) of the Order are not applicable to the Company.

- vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including Income tax, Sales tax, Service tax, duty of Customs, duty of Excise, Value Added Tax, Cess and other material statutory dues have generally been regularly deposited during the year by the Company with the appropriate authorities.

According to the information and explanations given to us following undisputed amounts payable in respect of Income tax, Sales tax, Service tax, duty of Customs, duty of Excise, Value Added Tax, Cess and other material statutory dues were in arrears as at 31st March, 2025 for a period of more than six months from the date they became payable:

Name of the Statute	Nature of Dues	Amount (₹ in Lakhs)
Sales Tax Laws	Sales Tax Payable-Branch	1.4902
Sales Tax Laws	1% State Development Tax	0.0073
Sales Tax Laws	12% U.P. Trade Tax	2.8379
Sales Tax Laws	2.5% U.P. Trade Tax	0.0039
Sales Tax Laws	3% Central Sales Tax	0.0643
Sales Tax Laws	Sales Tax	0.0086
Sales Tax Laws	8% U.P. Trade Tax	0.0093
Sales Tax Laws	Turnover Tax	0.0069
Sales Tax Laws	Vat Collection 4%	0.0189
Central Excise Laws	Excise Duty from Amount Payable	82.60
Goods and Service Tax Laws	Goods and Service tax	25.5368
Income Tax Laws	Income Tax Deducted at Source	51.246
	Total	163.8301

- (b) According to the records of the Company examined by us and the information and explanations given to us, there were no dues of income tax or sales tax or service tax or duty of customs or duty of excise or value added tax, except the following, which have not been deposited on account of any dispute:

Name of the Statute	Nature of Dues	Amount (In Lakhs ₹)	Period to which amount relates	Forum where dispute is pending
Sales Tax Laws	Sales Tax	94.22 1428.88 1010.75	2004-05 2005-06 2006-07	Allahabad High Court (Appeal)
	Sales Tax	1.41	1991-92	High Court
	Sales Tax	12.43	2007-08	Addl. Commissioner
Customs Law	Custom Duty	74.66	1982-83	Asst. Commissioner
	Custom Duty	19.39	2002-03	Appellate Tribunal
The Uttar Pradesh Water Supply and Sewerage (Amendment) Act, 1999	Water Tax	7.11	1997-98 & 1998-99	Additional Civil Judge
Central Excise Law	Excise Duty	115.75	1983-84	High Court
	Excise Duty	44.93	1994-97	
	Interest	6.56		
	Penalty	6.56		

Name of the Statute	Nature of Dues	Amount (In Lakhs ₹)	Period to which amount relates	Forum where dispute is pending
Income tax Act, 1961	Non – Deduction of TDS Income Tax	107.71	2006-07 to 2008-09	High Court ITAT/ Commissioner (A) CPC CPC
		109.84		
		64.50 34.60		
Civil Suit	Trade payables	95.08	2008-09	Delhi High Court
Civil Suit	Trade payables	18.13	2009-10	District Court, Saket, Delhi

viii) According to the information and explanation given to us there is no transaction which is not recorded in the books of account have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961), if so, whether the previously unrecorded income has been properly recorded in the books of account during the year.

ix) (a) In our opinion and according to the information and explanation given to us, the details of default in respect of dues to a bank are as under:

The Punjab National Bank (PNB) had approved one time settlement of its outstanding dues of Rs. 1900 lakhs vide its approval letters dated April 02, 2014 and April 12, 2014 respectively. In terms of the settlement, OTS amount of Rs. 1710 lakhs (Net of upfront payment of Rs. 190 lakhs) was to be paid by the company in four quarterly installments with interest during financial year 2014-15. However, the company was able to manage the payment of Rs. 630 lakhs up to March 31, 2015 and at the request of the Company, PNB condone the delay and revived the OTS vide its letter dated July 02, 2015 requiring the Company to make payment of residual OTS amount of Rs. 1270 lakhs by March 31, 2016 and total interest on OTS payment @ 10.25% (simple) by June 30, 2016. The Company has paid Rs. 1270 lakhs upto December 31st, 2018 along with interest of Rs 2,59,62,100/-. The company has already made provision of interest on account of delayed payment of OTS of Rs.94,43,358/- in their books upto 30th September 2018 and booked balance amount of interest in the quarter ending 31st December 2018.

The Punjab National Bank has initiated the proceeding against the company under section 7 of the Insolvency and Bankruptcy Code, 2016 before the NCLT, Allahabad Bench and other Proceeding before DRT-II and recovery Officer, DRT- II, New Delhi due to non-fulfillment of OTS Terms/conditions vide OTS letter dated July 02, 2015 issued by PNB.

Further as per Debts Recovery Tribunal-II, Delhi an order dated 30 July, 2018, has been passed in favor of the company and directed PNB to accept Rs. 65 lakhs as outstanding principal of OTS plus Rs. 2,59,62,100/- as interest @10.25% as per revived OTS vide its letter dated July 02, 2015 on delayed payment upto 15 March, 2018 which was later on accepted and paid by the company in terms of the DRAT order.

During the pendency of the appeal, PNB has encashed the said amount of Rs. 65 Lakhs towards principal OTS and Rs. 2,59,62,100/- towards interest in term of the order of Debts Recovery Appellate Tribunal (DRAT), New Delhi. Further, the DRAT has reserved the order on 27.12.2018 in the said matter Further The Hon'ble Delhi High Court vide its order dated 24.10.2019, stayed the DRAT and NCLT proceedings filed by the PNB till the next date of hearing, as a result the company has not considered any liability in till its books in addition to the dues already settled as per DRT order dated 30th July, 2018.

During the pendency of order before DRAT, the PNB has revived OTS vide letter dated 25.03.2019 against payment of Rs. 459.62 lacs on the following terms & conditions:

Terms & conditions:

- 1) The proceeds of FDRs amounting to Rs. 65 lacs and Rs. 259.62 lacs kept with us will be appropriated simultaneously on conveying approval of revival of OTS.
- 2) Rs. 135 lacs will be deposited within one week of receipt of this sanction letter.
- 3) The party to undertake to pay commercial tax liability as demanded by the Commercial Tax Authority.
- 4) No Dues Certificate will be issued, Bank's charge on the security/title deeds will be released only after receipt of OTS amount in full and on clearance of commercial tax liability as stated above. (Satisfactory proof/letter from the competent authority in this regard to be submitted).

The company has already deposited balance of OTS amount of Rs.65 lacs plus delayed period interest of Rs. 259.62 lacs with the bank in terms of DRT & DRAT orders and further Rs.135 lacs over and above original OTS amount deposited by the company in terms of revived OTS vide letter dated 25.03.2019 within one week of receipt of letter.

In respect of commercial tax liability the company has filed an appeal against the order of Commissioner of Commercial Tax before Hon'able High Court of Allahabad through Punjab National Bank and the Court has directed vide order dated 26.11.2018 that the operation and effect of the impugned order dated 08.08.2018 passed by the Commercial Tax Tribunal, Ghaziabad in Appeal no 1353 of 2013, shall remain stayed subject to the applicant depositing 50% of the commercial tax liability imposed on it and furnish security for the balance amount other than cash or bank guarantee to the satisfaction of the tribunal within a period of three weeks from the date of direction.

The company deposited Commercial Tax of Rs 54.94 lacs out of Commercial Tax liability of Rs 183.90 lacs along with interest of Rs 3.07 lacs for the period starting from 18.12.2018 to 02.05.2019 as on 03.05.2019 in compliance with order dated 26.11.2018 of the Hon'ble High Court of Allahabad and communicated the same to PNB vide letter dated 03.05.19.

Further, PNB vide letter dated 04.05.2019 requested the company to submit No Dues Certificate from tax authorities after paying the commercial tax liability to bank for compliance of OTS Sanction within 3 days else OTS will be declared as failed. Since the company failed to reply to the same, PNB vide letter dated 04.07.2019 informed that the tax authorities have declared OTS revival as failed and PNB is resuming all recoveries as usual. Further, DRAT allowed appeal of PNB on 20.08.2019. The Company filed Writ Petition in the Delhi High Court against order of the DRAT. The Hon'ble Delhi High Court vide its order dated 24.10.2019, stayed the DRAT and NCLT proceedings filed by the PNB till the next date of hearing which was listed on 19th February, 2020. On 19th February, 2020 interim order dated 24th October, 2019 was made absolute during the pendency of the Writ Petition. The next date of hearing in the matter is 20.08.2025. Further, NCLT matter has been dismissed on 22.09.2023 due to non-appearance on behalf of financial creditor (PNB), the matter has been dismissed for non -prosecution.

The outstanding liability in the books of the company is higher than the OTS amount by Rs. 183.90 lakhs and in the absence of any documentary evidences from the management as well as PNB, we are unable to quantify

the amount of interest on the amount of Rs.183.90 lakhs; the amount of Rs.183.90 lakhs are over and above the loan amount on account of the sales tax liability on PNB on account of the auction held by the bank for old plant and machinery of the company.

The above matter is subjudice before Hon'ble High Court of Allahabad for further hearing.

- (b) According to the information and explanations given to us the Company has not been declared willful defaulter by any bank or financial institution or government or government authority.
- (c) According to the information and explanations given to us and on the basis of our examination of the records the company has not been taken any term loan bank.
- (d) According to the information and explanations given to us and on the basis of our examination of the records the company has not been taken any short-term loan.
- (e) The company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- (f) According to the information and explanations given to us the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.
- x) a) The company did not raise any money by way of initial public offer or further public offer (including debt instruments). Accordingly, paragraph 3(x) of the Order is not applicable.
- b) The company has not made any preferential allotment or private placement of shares or convertible debentures. Accordingly, paragraph 3(x) (b) of the Order is not applicable
- xi) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.
- xii) In our opinion and according to the information and explanation given to us, the Company is not a Nidhi Company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- xiii) In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- xiv) (a) The company has no internal audit system commensurate with the size and nature of its business.
- (b) The reports of the Internal Auditors for the period under audit were not provided by Management at the time of audit.

xv) According to the information and explanations given to us and based on our examination of the records of the company, the company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.

- xvi) a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.
- b) The company has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (COR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934. Accordingly, paragraph 3(xv) (b) of the Order is not applicable.
- c) The company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, paragraph 3(xv) (c) of the Order is not applicable.
- xvii) The company has incurred cash loss in the financial year 2024-25 amounting to Rs. 66.16 Lacs and in the immediately preceding financial year amounting to Rs. 58.38 Lacs.
- xviii) There has not been any resignation of the statutory auditors during the year.
- xix) According to the information and explanations given to us and expected realisation of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, has come to our attention, which causes us to believe that material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged or not by the Company as and when they fall due.
- xx) According to the information and explanations given to us and based on our examination of the records of the company second proviso to sub-section (5) of section 135 is not applicable on company. Accordingly, reporting under clause 3(xx) of the Order is not applicable for the year.
- xxi) According to the information and explanations given to us reporting under clause 3(xxi) of the Order is not applicable for the year.

For B. M. Chatrath & Co. LLP
Chartered Accountants,
FRN: E300025

Sd/-
CA. Sunil Kumar Jha
Partner

Place : New Delhi
Date : May 30, 2025
UDIN: 25543805BMJRGE6341

Membership No.543805

ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Modipon Limited of even date)

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

We have audited the internal financial controls over financial reporting of **Modipon Limited** ("the Company") as of March 31, 2025 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial - reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Qualified Opinion

In our opinion, to the best of our information and according to the explanations given to us except for the effects of the matter described in the basis of Qualified opinion of our report the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Basis for Qualified Opinion

Based on our examination, which include test checks, the company has used accounting software for maintaining its books of account for the financial year ended March 31, 2025 which do not has a feature of recording audit trail (edit log) facility.

For B. M. Chatrath & Co. LLP
Chartered Accountants,
FRN: E300025

Sd/-
CA. Sunil Kumar Jha

Place : New Delhi
Date : May 30, 2025
UDIN: 25543805BMJRGE6341

Partner
Membership No.543805

BALANCE SHEET

As on March 31, 2025

(₹ in Lakhs)			
Particulars	Note	As at 31.03.2025	As at 31.03.2024
ASSETS			
(1) Non - current assets			
(a) Property, plant and equipment		-	-
(b) Other intangible assets	4	-	-
(c) Capital work - in - progress	4	1.73	1.73
(d) Investment Property		-	-
(e) Financial assets			
(i) Investments	5	0.44	0.44
(ii) Trade receivables		-	-
(iii) Loans	6	83.12	83.12
(iv) Others		-	-
(f) Deferred tax assets (net)		-	-
(g) Other non - current assets	7	72.98	72.98
		158.27	158.27
(2) Current assets			
(a) Inventories		-	-
(b) Financial assets			
(i) Trade receivables		-	-
(ii) Cash and cash equivalents	8	0.56	1.28
(iii) Bank Balances	9	4.04	4.04
(iv) Loans		-	-
(v) Others	10	513.65	513.82
(c) Current tax assets (net)	11	0.32	0.32
(d) Other current assets	12	87.96	87.96
		606.52	607.42
Total Assets		764.79	765.68
EQUITY AND LIABILITIES			
EQUITY			
(a) Equity share capital	3 (A)	1157.67	1157.67
(b) Other equity	3 (B)	-10332.18	-10266.02
		-9174.51	-9108.35
LIABILITIES			
(1) Non - current liabilities			
(a) Financial liabilities			
(i) Borrowings	14	725.15	725.15
(ii) Trade payables		-	-
(iii) Other financial liabilities	15	1847.07	1847.07
(b) Provisions	16	10.61	10.61
(c) Other non-current liabilities	17	227.11	227.11
		2809.95	2809.95
(2) Current liabilities			
(a) Financial liabilities			
(i) Borrowings	18	3784.21	3756.01
(ii) Trade payables	19	2451.07	2450.46
(iii) Other financial liabilities	20	256.32	227.50
(b) Other current liabilities	21	551.97	544.34
(c) Provisions	22	85.78	85.78
		7129.34	7064.07
Total Equity & Liabilities		764.79	765.68

STATEMENT OF PROFIT & LOSS

For the Year ended March 31, 2025

(₹ in Lakhs)			
Particulars	Note	For the year ended 31.03.2025	For the year ended 31.03.2024
I Revenue from operations		-	-
II Other income	23	4.82	0.03
III Total income (I + II)		4.82	0.03
IV Expenses:			
Employee benefits expenses	24	28.49	25.00
Finance costs	25	-	-
Depreciation and amortization expenses	26	-	-
Other expenses	27	42.49	33.40
Total expenses (IV)		70.98	58.40
V Profit / (loss) before exceptional items and tax (III - IV)		(66.16)	(58.38)
VI Exceptional items	28	-	-
VII Profit / (loss) before tax (V - VI)		(66.16)	(58.38)
VIII Tax expense			
(1) Current tax		-	-
(2) Deferred tax		-	-
(3) Income tax pertaining to earlier years		-	-
(4) MAT Credit		-	-
IX Profit / (loss) from continuing operations (VII - VIII)		(66.16)	(58.38)
X Profit / (loss) from discontinued operations		-	-
XI Tax expense of discontinued operations		-	-
XII Profit / (loss) from discontinued operations (after tax) (X - XI)		(66.16)	(58.38)
XIII Profit / (loss) for the period (IX + XII)		(66.16)	(58.38)
XIV Other comprehensive income			
A (i) Items that will not be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
B (i) Items that will be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
		-	-
XV Total comprehensive income for the period (XIII + XIV)		(66.16)	(58.38)
XVI Earnings per equity share (for continuing operations)			
(1) Basic (in ₹)	29	(0.57)	(0.50)
(2) Diluted (in ₹)	29	(0.57)	(0.50)
XVII Earnings per equity share (for discontinued & continuing operations)			
(1) Basic (in ₹)	29	(0.57)	(0.50)
(2) Diluted (in ₹)	29	(0.57)	(0.50)

Summary of Significant Accounting Policies

The accompanying notes are an integral part of the Financial Statements

For **B.M. Chatrath & Co. LLP**
Chartered Accountants
FRN: E300025

CA Sunil Kumar Jha
Partner
Membership No. : 543805

Place : New Delhi
Dated : May 30, 2025
UDIN: 25543805BMJRGE6341

(Manish Modi)
Chairman & Managing Director
DIN 00030036

(Vineet Kumar Thareja)
CFO & Company Secretary

For & on behalf of Board of Directors

(Aditee Modi)
Director
DIN 00030120

CASH FLOW STATEMENT

for the year ended March 31, 2025

(₹ in Lakhs)			(₹ in Lakhs)		
Particulars	For the year ended on March 31,2025	For the year ended on March 31,2024	Particulars	For the year ended on March 31,2025	For the year ended on March 31,2024
A. Cash Flow from operating activities			B. Cash flow from investing activities		
Net Profit before tax	(66.16)	(58.38)	Purchase of Intangible Asset	-	-
Adjustments for :			Capital WIP	-	-
Depreciation (Net)	-	-	Other non - current assets	-	-
Exceptional Item	-	-	Interest Income	-	-
(Profit)/Loss on sale of Fixed Assets	-	-	Compensation Received	-	-
Interest Received	-	-	Sale of Fixed Assets	-	-
Interest Expenses	-	-	Miscellaneous Income	(4.76)	(0.03)
Prior Period Error	-	-	Net cash used in investing activities	(B)	(4.76)
Miscellaneous Income	4.76	0.03			
Operation profit before working capital changes	(61.40)	(58.35)	C. Cash flow from financing activities		
Working Capital Adjustment:			Repayment from long-term borrowings	-	-
Increase/(Decrease) in Financial Assets (others)	0.17	1.41	Loans and Advances	-	-
Increase/(Decrease) in Current Tax Asset	-	-	Payment for OTS	-	-
Increase/(Decrease) in Other current assets	-	-	Proceeds from Issue of Equity Shares	-	-
Increase/(Decrease) in Borrowings	28.20	21.11	Interest paid	-	-
Increase/(Decrease) in Trade payables	0.61	(2.01)	Net cash used in financing activities	(C)	-
Increase/(Decrease) in Other financial liabilities	28.82	32.40			
Increase/(Decrease) in Other current liabilities	7.63	6.13	Net increase in cash & cash equivalent (A+B+C)	(0.73)	0.65
Increase/ (Decrease) in Provisions	-	-	Cash and Cash equivalents as at 01.04.2024 (Opening Balance)	5.32	4.67
Net Cash generated from operations	4.03	0.68	Cash and Cash equivalents as at 31.03.2025 (Closing balance)	4.59	5.32
Direct taxes paid					
Net cash from operating activities	(A)	4.03			

For B.M. Chatrath & Co. LLP
Chartered Accountants
FRN: E300025

CA Sunil Kumar Jha
Partner
Membership No. : 543805

Place : New Delhi
Dated : May 30, 2025
UDIN: 25543805BMJRGE6341

For & on behalf of Board of Directors

(Manish Modi)
Chairman & Managing Director
DIN 00030036

(Aditee Modi)
Director
DIN 00030120

(Vineet Kumar Thareja)
CFO & Company Secretary

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

Significant Accounting Policies Forming Part of the Financial Statements for the year ended March 31, 2025.

Note No. 1: Corporate Information

Modipon Limited ("the Company"), was incorporated in the year 1965 under the provisions of the Companies Act, 1956. Its shares are listed on BSE Limited. The Company has closed its manufacturing operations since May 19, 2007 (closure of factory w.e.f. September 8, 2007) on account of huge losses incurred and sale of entire plant & machinery during the year ended March 31, 2010.

The registered office of Modipon Limited is situated at Hapur Road, Modi Nagar – 201204, District: Ghaziabad (U.P.), India.

These financial statements were approved and adopted by board of directors of the Company in their meeting dated May 30, 2025.

Registration details:

CIN No.: L65993UP1965PLC003082

State code: UP

Note No. 2: Significant Accounting Policies

a) Basis of Preparation

The financial statements are presented in INR and all values are rounded to the nearest lacs (INR), except when otherwise stated.

The financial statements have been prepared on historical cost basis, except for certain financial instruments which are measured at fair value or amortised cost at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

The Statement of Cash Flows has been prepared under indirect method.

b) Use of Estimates

The preparation of financial statements in conformity with the recognition and measurement principles of Ind AS requires the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities, disclosures of contingent liabilities as at the date of the financial statements and the reported amounts of income and expense for the periods presented.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected.

Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates. Difference between the actual results and estimates are recognized in the period in which the results are known / materialized.

c) Property, plant and equipment

Property, plant and equipment are stated at original cost net of tax/ duty credit availed, less accumulated depreciation and accumulated impairment losses. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance cost are recognised in the statement of the profit and loss as incurred. The present value of the expected cost for the decommissioning of the asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met.

Capital work in progress includes property, plant & equipment under installation/under development as at the balance sheet date

Capital expenditure on tangible assets for research and development is classified under property, plant and equipment and is depreciated on the same basis as other property, plant and equipment.

Property, plant and equipment are eliminated from the financial statements, either on disposal or when retired from the active use. Losses arising in the case of retirement of property, plant and equipment and gain or losses arising from disposal of property, plant and equipment are recognised in the statement of the profit and loss in the year of occurrence.

d) Depreciation and amortization

The assets' residual values, useful lives and methods of depreciation are reviewed each financial year end and adjusted prospectively, if applicable.

Depreciation on Property, plant and equipment is provided over the useful life of assets as specified in Schedule II to the Companies Act, 2013. Depreciation on Property, plant and equipment which are added / disposed off during the year is provided on pro-rata basis with reference to the date of addition / deletion.

Depreciation on Property, plant and equipment is calculated on a straight-line basis.

e) Lease

The Company adopted Ind AS 116 using the modified retrospective method of adoption with the date of initial application of April 1, 2019.

Right of Use Assets

The Company recognizes a right-of-use asset, on a lease-by-lease basis, to measure that right-of-use asset an amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments relating to that lease recognized in the balance sheet immediately before the date of initial application.

The cost of right-of-use assets includes the amount of lease liabilities recognized. Initial direct costs incurred and lease payments made at or before the commencement date less any lease incentives received, the recognized right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term. Right-of-use assets are subject to impairment test.

Lease Liabilities

The Company recognize a lease liability at the present value of the remaining lease payments, discounted using the lessee's incremental borrowing rate.

The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on a lease-by-lease basis.

In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

Short-term Leases and leases of low-value assets

The Company applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases that are considered of low value. Lease payments on short-term leases and leases of low-value assets are recognized as expense on a straight-line basis over the lease term.

Significant judgment in determining the lease term of contracts with renewal options

The Company determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

f) Intangible Assets

Capital expenditure on purchase and development of identifiable assets without physical substance is recognized as intangible

assets in accordance with principles given under Ind AS-38 – Intangible assets.

Intangible assets are amortised on straight line method over useful life not exceeding four years.

g) Cash and cash equivalents

Cash and cash equivalents include cash on hand and at bank.

For the purpose of the Statement of Cash Flows, cash and cash equivalents consists of cash and short-term deposits, as defined above, net of outstanding bank overdraft as they being considered as integral part of the Company's cash management.

h) Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all potential dilutive equity shares.

i) Provisions, Contingent liabilities, Contingent assets and Commitments:

General

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

Contingent liability is disclosed in the case of:

- There is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company.
- A present obligation arising from past event, when it is not probable that as outflow of resources will be required to settle the obligation
- A present obligation arises from the past event, when no reliable estimate is possible
- A present obligation arises from the past event, unless the probability of outflow is remote.

Commitments include the amount of purchase order (net of advances) issued to parties for completion of assets.

Provisions, contingent liabilities, contingent assets and commitments are reviewed at each balance sheet date.

Contingent assets

Contingent assets are not recognised. However, when the realisation of income is virtually certain, then the related asset is no longer a contingent asset, but it is recognised as an asset.

j) Income Taxes

Income tax expense comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current tax assets and current tax liabilities are off set, and presented as net.

Deferred Tax

Deferred tax is provided using the balance sheet approach on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purpose at reporting date. Deferred income tax assets and liabilities are measured using tax rates and tax

laws that have been enacted or substantively enacted by the balance sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of changes in tax rates on deferred income tax assets and liabilities is recognized as income or expense in the period that includes the enactment or the substantive enactment date. A deferred income tax asset is recognized to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilized.

The carrying amount of deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax assets to be utilised. Unrecognised deferred tax assets are reassessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow deferred tax assets to be recovered.

The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

k) Non-current assets held for sale

Non-current assets and disposal groups are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. Non-current assets and disposal groups classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell. This condition is regarded as met only when the sale is highly probable and the asset or disposal group is available for immediate sale in its present condition. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

l) Revenue Recognition

Effective April 1, 2018, the Company has applied Ind AS 115, Revenue from Contracts with Customers, which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognised. Ind AS 115 replaces Ind AS 18 Revenue and Ind AS 11 Construction Contracts. The Company has adopted Ind AS 115 using the cumulative effect method. The effect of initially applying this standard is recognised at the date of initial application (i.e. April 1, 2018). The standard is applied retrospectively only to contracts that are not completed as at the date of initial application and the comparative information in the statement of profit and loss is not restated – i.e. the comparative information continues to be reported under Ind AS 18 and Ind AS 11. Refer note 2(K) – Significant accounting policies – Revenue recognition in the Annual report of the Company for the year ended March 31, 2018, for the revenue recognition policy as per Ind AS 18 and Ind AS 11. The impact of the adoption of the standard on the financial statements of the Company was insignificant.

- Revenue in respect of sale of scrap is recognized when the significant risks and rewards of ownership of the goods have passed to the buyer.
- Indirect costs are treated as "period costs" and are charged to the Statement of profit & loss in the year in which they are incurred.
- Interest income on fixed deposit with banks is recognized on time proportion basis taking into account the amount outstanding and the rates applicable.
- Dividend income is recognized when right to receive the payment is established.

m) Borrowing costs

Borrowing costs are interest and other costs incurred in connection with borrowings of funds. Borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset are capitalized during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or

sale. All other borrowing costs not eligible for capitalization are expensed in the period in which they are incurred.

n) Employee Benefits

Expenses and liabilities in respect of employee benefits are recorded in accordance with Indian Accounting Standard (Ind AS)-19 - 'Employee Benefits'.

o) Financial Instruments

i. Initial Recognition

The Company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, which are not at fair value through statement of profit or loss, are added to the fair value on initial recognition.

Subsequent Measurement

Non-derivative financial instruments

➤ Financial assets carried at amortised cost-debt

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

➤ Financial assets at fair value through other comprehensive income-debt

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

➤ Financial assets at fair value through profit or loss-debt

A financial asset which is not classified in any of the above categories are subsequently fair valued through statement of profit or loss.

➤ Financial assets at fair value through other comprehensive income –equity (FVOCI)

The Company has made an irrevocable election for its investments which are classified as equity instruments to present the subsequent changes in fair value in other comprehensive income based on its business model. Further, in cases where the Company has made an irrevocable election based on its business model, for its investments which are classified as equity instruments, the subsequent changes in fair value are recognized in other comprehensive income.

➤ Financial assets at fair value through profit or loss-equity

A financial asset i.e. equity which is not classified as FVOCI, are subsequently fair valued through profit or loss.

➤ Financial guarantee contracts

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the

higher of the amount of loss allowance determined as per impairment requirements of Ind-AS 109 and the amount recognised less cumulative amortisation.

➤ Impairment of Financial assets

The Company recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through statement of profit and loss. For impairment purposes significant financial assets are tested on an individual basis, other financial assets are assessed collectively in groups that share similar credit risk characteristics.

The Company recognizes lifetime expected losses for all contract assets and / or all trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to the 12 month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized is recognized as an impairment gain or loss in statement of profit and loss.

➤ Investment in subsidiaries/associates/joint ventures

Investment in subsidiaries/associates/joint venture is carried at cost in the financial statements.

➤ Cash and cash Equivalents

Cash and cash equivalents for the purpose of cash flow statement comprise cash at bank and in hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

➤ Financial liabilities

Financial liabilities are subsequently carried at amortized cost using the effective interest method, for trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

ii. Derecognition

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the Company's balance sheet when the obligation specified in the contract is discharged or cancelled or expires.

iii. Reclassification of financial assets

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Company's senior management determines change in the business model as a result of external or internal changes which are significant to the Company's operations. Such changes are evident to external parties. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

iv. **Offsetting of financial instruments**

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

v. Current and Non-current Classification

The Management classifies assets and liabilities into current and non-current categories on its operating cycle.

p) Critical accounting estimates, assumptions and judgements

In the process of applying the Company's accounting policies, management has made the following estimates, assumptions and judgements, which have significant effect on the amounts recognised in the financial statement:

i) Property, plant and equipment

On transition to IND AS, the Company has adopted optional

exemption under IND AS 101 for considering carrying cost as deemed cost on the date of transition for property, plant and equipment.

ii) **Income taxes**

Management judgment is required for the calculation of provision for income taxes and deferred tax assets and liabilities. The Company reviews at each balance sheet date the carrying amount of deferred tax assets. The factors used in estimates may differ from actual outcome which could lead to significant adjustment to the amounts reported in the standalone financial statements.

iii) Contingencies

Management judgement is required for estimating the possible outflow of resources, if any, in respect of Contingencies/claim/litigations against the Company as it is not possible to predict the outcome of pending matters with accuracy.

NOTE 3 : (A) EQUITY SHARE CAPITAL

(1) CURRENT REPORTING PERIOD (AS AT MARCH 31, 2025)

(₹ in Lakhs)

Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
1,157.67	-	-	-	1,157.67

(2) PREVIOUS REPORTING PERIOD (AS AT MARCH 31, 2024)

Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
1,157.67	-	-	-	1,157.67

(B) OTHER EQUITY

(1) CURRENT REPORTING PERIOD (AS AT MARCH 31, 2025)

[illegible]



(2) PREVIOUS REPORTING PERIOD (AS AT MARCH 31, 2024)

(₹ in Lakhs)

Particulars	Share Application Money Pending Allotment	Equity component of compound financial instruments	Reserves and Surplus				Items of other comprehensive income						Money Received against share warrants	Total
			Capital reserve	Securities premium account	General Reserve	Retained earnings	Debt instruments through other comprehensive income	Equity instruments through other comprehensive income	Effective portion of cash flow hedges	Re-valuation Surplus	Exchange differences on translating the financial statements of a foreign operation	Other items of other comprehensive income (specify nature)		
Balance at the beginning of the current reporting preiod As at 01.04.2023	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Opening Ind as Adjustment	-	-	21.80	-	158.84	-10,388.28	-	-	-	-	-	-	-	(10,207.64)
Changes in accounting policy	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Prior period errors	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Restated balance at the beginning of the current reporting period as at 01.04.2023	-	-	21.80	-	158.84	-10,388.28	-	-	-	-	-	-	-	(10,207.64)
Total comprehensive income for the current year	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Dividends	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Profit of the period	-	-	-	-	-	-58.38	-	-	-	-	-	-	-	(58.38)
Changes in accounting policy	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Additions during the period	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Transfer to revaluation reserve	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Adjusted against depreciation	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Deletion during the period	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Balance at the end of the Previous reporting preiod As at 31.03.2024	-	-	21.80	-	158.84	-10,446.66	-	-	-	-	-	-	-	(10,266.01)

NOTE 4 : PROPERTY, PLANT & EQUIPMENT

(₹ in Lakhs)

Particulars	Tangible Assets			Intangible assets (B)		Capital Work in Progress
	Office Equipment	Vehicle	Total (A)	Softwares -brought out	Total intangible assets (B)	
Gross Block						
As at March 31, 2024	2.07	-	2.07	-	-	1.73
Acquired during the year	-					
Charge for the year	-					
Disposals	-					
As at March 31, 2025	-	-	-			
Depreciation						
As at March 31, 2024	2.07	-	2.07	-	-	-
Charge for the year	-	-	-	-	-	-
Disposals	-	-	-	-	-	-
As at March 31, 2025	-	-	-	-	-	-
Net Block						
As at March 31, 2024	-	-	-	-	-	1.73
As at March 31, 2025	-	-	-	-	-	1.73

NOTE 5 : NON- CURRENT INVESTMENTS

(₹ in Lakhs)

Particulars	As At March 31, 2025		As At March 31, 2024	
Investments in Equity Instruments				
(i) Quoted : (At cost less provision for diminution in value)				
Equity Shares Fully Paid up of ₹10 each				
Nil (March 31, 2017 : 3,91,598) Lords Chloro Alkali Limited				
Less: Provision for Diminution in Value		-		-
2,000,000 (March 31,2017 : 2,000,000) Spark Plugs Company (India) Limited	150.00		150.00	
Less : Provision for Diminution in Value	150.00	-	150.00	-
75,632 (March 31,2017 : 75,632) Modi Spinning & Weaving Mills Co. Limited (Refer Note 3 below)		0.00		0.00
5,580 (March 31,2017 : 5,580) Modi Industries Limited (Refer Note 3 below)		-		-
1,000 (March 31,2017 : 1,000) J. K. Synthetics Limited		0.02		0.02
640 (March 31,2017 : 640) Century Enka Limited		0.04		0.04
225 (March 31,2017 : 225) Garware Nylons Limited		0.02		0.02
28 (March 31,2017 : 28) Shree Synthetics Limited		0.01		0.01
(ii) Unquoted : At Cost				
(a) Investment in Equity Shares				
3,460 (March 31,2017 : 3,460) Modi Intercontinental Private Limited		0.35		0.35
15,126 (March 31,2017 : 15,126) Haryana distliery limited (Refer Note 2 and 3 below)		0.00		0.00
15,126 (March 31,2017 : 15,126) Rajputana Fertilizer limited (Refer Note 2 and 3 below)		0.00		0.00
(b) Investment in preference shares				
165 (March 31,2017 : 165) shares of ₹100 each fully paid up in Modi Spinning & Weaving Mills Co. Ltd.		0.00		0.00
(c) Investment in debentures or bonds :				
Non-Convertible Debentures of ₹200 each (12.5% Redeemable Non-Convertible)		0.00		0.00
328 (March 31, 2017) Modi Industries Limited				
		0.44		0.44
Carrying amount of quoted investments		0.09		0.09
Carrying amount of unquoted investments		0.35		0.35
Aggregate provision for dimunition in value of investments		150.00		150.00

Notes:-

- Aggregate Market Value is exclusive of these investments in view of non-availability of Current Market rates.
- In view of Rehabilitation Scheme of Modi Spinning & Weaving Mills & Co. Ltd. (MSWM), the Company was allotted free of cost 15,126 equity shares of ₹ 10 each of Haryana Distliery Limited (HDL) and Rajputana Fertilizers Limited (RFL) on account of demerger of units of MSWM to HDL & RFL. Consequently the original cost of ₹ 1 has been allocated on notional basis among MSWM, HDL, RFL shares of HDL are yet to be received by the Company.
- The cost of the above shares have been taken as Nil since these shares have been received by the Company in pursuance of slump sale agreement dated October 28, 2006 executed for transfer of Indofil Chemicals division to Indofil Industries Limited.
- During the FY 2024-25, 100 shares of JK Cement sold @ of ₹ 4,76,000.

NOTE 6 : NON CURRENT LOANS (₹ in Lakhs)

Particulars	As at 31 March, 2025	As at 31 March, 2024
Security Deposits		
- Secured, considered good	-	-
- Unsecured, considered good	72.39	72.39
- Doubtful	-	-
Loans to related parties		
- Secured, considered good	-	-
- Unsecured, considered good	-	-
- Doubtful	-	-
Other		
- Unsecured, considered good	10.73	10.73
- Doubtful	61.40	61.40
- Provision for Doubtful Loans	-61.40	-61.40
Total	83.12	83.12

NOTE 7 : OTHER NON CURRENT ASSETS

Particulars	As at 31 March, 2025	As at 31 March, 2024
Advances for Land -		
- Land holding companies (Related Parties):		
-- Considered good	14.48	14.48
-- Doubtful	110.88	110.88
-- Provision for doubtful advances	-110.88	-110.88
Others: Balance with Bank held as margin money against guarantees	58.40	58.40
Other assets		
Fixed Deposit booked	0.10	0.10
Total other assets	72.98	72.98

NOTE 8 : CASH & CASH EQUIVALENTS

Particulars	As at 31 March, 2025	As at 31 March, 2024
Balances with banks		
- in Current Accounts	0.075	0.799
Cash on hand	0.47	0.47
Others: Silver Coin	0.01	0.01
Total	0.56	1.28

NOTE 9 : BANK BALANCES

Particulars	As at 31 March, 2025	As at 31 March, 2024
Other Bank Balances	4.04	4.04
Total	4.04	4.04

NOTE 10 : OTHER CURRENT FINANCIAL ASSETS

Particulars	As at 31 March, 2025	As at 31 March, 2024
Considered good:		
- Fixed Assets Held for Disposal	230.88	230.88
- Advances Recoverable in cash or kind (Related Party)	63.88	63.88
- Advances to Employee	0.80	0.80
- Other Advances	34.78	34.78
- Interest accrued on fixed deposits	4.85	4.85
- Income Accured on Commisssion / Brokerage	-	-
- Other Payables	178.45	178.62
Doubtful:		
- Advance against Share Purchase	9.33	9.33
- Provision for Doubtful Advances	-9.33	-9.33
Total	513.65	513.82

NOTE 11 : CURRENT TAX ASSETS (NET) (₹ in Lakhs)

Particulars	As at 31 March, 2025	As at 31 March, 2024
TDS	0.32	0.32
Total	0.32	0.32

NOTE 12 : OTHER CURRENT ASSETS

Particulars	As at 31 March, 2025	As at 31 March, 2024
Prepaid Expenses	-	-
Advances to Suppliers/Contractors	-0.01	-0.01
Balance with Statutory Authorities	451.01	451.01
Provision for Doubtful Loans and Advances	-363.04	-363.04
Total other current assets	87.96	87.96

NOTE 13 : SHARE CAPITAL

Particulars	As at 31 March, 2025	As at 31 March, 2024
Authorised Share Capital		
2,00,00,000 Equity shares of ₹ 10/- each)	2,000.00	2,000.00
5,00,000 Preference shares of ₹ 100/-each)	500.00	500.00
	2,500.00	2,500.00
Issued, Subscribed & Paid-up Shares		
Equity Share Capital		
11576689 Equity Shares of ₹10/-each fully paid-up	1,157.67	1,157.67
Preference share capital		
71,792 15% Redeemable Cumulative Preference shares of ₹100/- each fully paid up	71.79	71.79
Total Issued, Subscribed & Paid-up Capital	1,229.46	1,229.46

a. Reconciliation of the shares outstanding at the beginning and at the end of the reporting year

	(Amount ₹ in Lakhs)			
	March 31, 2025		March 31, 2024	
Equity Shares	No.of shares	Amount	No.of shares	Amount
Balances of Shares at the begning of year	1,15,76,689	1,157.67	1,15,76,689	1,157.67
Add:- Addition during the year	-	-	-	-
Less:- Buy back during the year	-	-	-	-
Balances of Shares at the end of the year	1,15,76,689	1,157.67	1,15,76,689	1,157.67

b. Terms/rights attached to preference shares

The Company has 15% Redeemable Cumulative Preference Share of Rs. 100 per share. Preference share due for redemption since March 31, 1996.

c. Shareholding of Promoters Shares held by promoters at the end of year

Particulars	March 31, 2025		March 31, 2024	
	No.of shares	% holding	No.of shares	% holding
Ginni Devi Modi	2,524	0.02%	2,524	0.02%
M.K Modi	211	0.00%	211	0.00%
Veena Modi	259,925	2.25%	259,925	2.25%
Manish Modi	39,339	0.34%	39,339	0.34%
Aditee Modi	5,448	0.05%	5,448	0.05%
Ruchika Modi	5,458	0.05%	5,458	0.05%
M.K Modi (HUF)	28,302	0.24%	28,302	0.24%
Daisy Investment Pvt. Ltd.	769,229	6.64%	769,229	6.64%
Modi Industries Limited	700,000	6.05%	700,000	6.05%
Ashoka Mercantile Limited	1,822,162	15.74%	1,822,162	15.74%
Modi Intercontinental Pvt. Ltd.	3,785,277	32.70%	3,785,277	32.70%

d. No. of Shares held by each shareholder holding more than 5% of Share

Particulars	March 31, 2025		March 31, 2024	
	No. of shares	% holding	No. of shares	% holding
Daisy Investment Private Limited	769,229	6.64%	769,229	6.64%
Albula Investment Fund Ltd.	691,167	5.97%	-	-
Lotus Global Investments Limited	-	-	691,167	5.97%
UP State Industrial Development Authority	1,301,974	11.25%	1,301,974	11.25%
Ashoka Mercantile Limited	1,822,162	15.74%	1,822,162	15.74%
Modi Intercontinental Private Limited	3,785,277	32.70%	3,785,277	32.70%
Modi Industries Limited	700,000	6.05%	700,000	6.05%

e. Details of Preference Shares held by each shareholder holding more than 5 percent shares in the company

Particulars	March 31, 2025		March 31, 2024	
	No. of shares	% holding	No. of shares	% holding
Smt. Veena Modi	3,856	5.37%	3,856	5.37%
Tanay Welfare Trust	6,133	8.54%	6,133	8.54%
Rakesh Kumar Modi	4,238	5.90%	4,238	5.90%

f. Arrears of Dividend on Redeemable Convertible Cumulative Preference Shares for the period from April 1, 1998 to March 31, 2025 amounts to ₹ 251.50 Lakhs, excluding Tax on Distributed Profits, if any.

NOTE 14 : NON CURRENT BORROWINGS (₹ in Lakhs)

Particulars	As at 31 March, 2025	As at 31 March, 2024
A. Secured		
a. Term Loan From		
i. Banks	-	-
ii. Banks - Vehicle Loan	-	-
iii. Corporate Bodies- Equipment Loans	-	-
iv. Corporate Bodies/Financial Institutions	-	-
	-	-
B. Unsecured		
Loans from related parties*	725.15	725.15
Liability component of compound financial instruments	-	-
Other loans (specify nature);	-	-
Vehicle Loan	-	-
Total	725.15	725.15
b. Loan From Corporate Bodies	-	-
Total	725.15	725.15

NOTE 15 : OTHER NON CURRENT FINANCIAL LIABILITIES

Particulars	As at 31 March, 2025	As at 31 March, 2024
Security Deposits Received against Houses	1,783.59	1,783.59
Security Deposit received from Others	63.48	63.48
Total	1,847.07	1,847.07

NOTE 16 : NON CURRENT PROVISIONS

Particulars	As at 31 March, 2025	As at 31 March, 2024
Provision for employee benefits		
- Gratuity	6.44	6.44
- Leave Encashment	4.17	4.17
Total	10.61	10.61

NOTE 17 : OTHER NON CURRENT LIABILITIES

(₹ in Lakhs)

Particulars	As at 31 March, 2025	As at 31 March, 2024
Security Deposits		
Security Deposits Received against Property	211.96	211.96
Security Deposits Received against Sale of Plot	2.17	2.17
Advance Rent	12.98	12.98
Total	227.11	227.11

NOTE 18 : CURRENT BORROWINGS

Particulars	As at 31 March, 2025	As at 31 March, 2024
Secured		
Loans repayable on demand-from PNB	183.90	183.90
From Bank Term loans-Vehicle Loan	-	-
From Related Party	157.13	157.13
Bank Overdraft	-	-
Unsecured-		
Related Party	3,371.39	3,343.19
Others: Liability on account of Preference shares	71.79	71.79
	3,784.21	3,756.01

- 1) Cash Credit/WCDL from banks and loan from Ashoka Mercantile Limited and Modi Intercontinental Private Limited are secured by charge by way of pari passu charge on block assets of the Company.
- 2)(a) Cash Credit/Working Capital Demand Loans (including interest Accrued and Due) taken from Punjab National Bank was out of order and classified by Bank as Non-Performing Assets since calendar year 2007. Also Company has defaulted into the loan repayment amount of ₹ 65 Lakhs excluding interest. (Refer note 40)
- (b) The Punjab National Bank issued notice to the Company under section 13(2) of the Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 (SARFAESI) for the recovery of its dues and has also issued notice under section 13(4) of the SARFAESI to the Company for taking possession of the secured assets of the Company.
- (c) Borrowings from related parties includes loan from Ashoka Mercantile Limited, Status Mark Finvest Limited and Modi Intercontinental Private Limited.

The Company has taken waiver for interest till March 31, 2026 on the loan amount from Ashoka Mercantile Limited and Status Mark Finvest Limited. However, the terms of repayment are yet to be entered into with the said parties.

NOTE 19 : TRADE PAYABLES

Particulars	As at 31 March, 2025	As at 31 March, 2024
Sundry Creditors	4.88	4.27
Amount due to others	2,446.19	2,446.19
Total	2,451.07	2,450.46

NOTE 20 : OTHER CURRENT FINANCIAL LIABILITIES

Particulars	As at 31 March, 2025	As at 31 March, 2024
Interest Accrued and due on Borrowings	129.76	129.76
Expense	8.38	8.38
Employees' dues	117.09	88.35
Dues to related parties	-	-
Other Payables	-	-
Total	255.23	226.50

NOTE 21 : OTHER CURRENT LIABILITIES

Particulars	As at 31 March, 2025	As at 31 March, 2024
Sundry creditors - tax authorities	194.10	187.27
Other	353.22	353.22
Director sitting fees payable	4.65	3.84
Total	551.97	544.34

NOTE 22 : CURRENT PROVISIONS (₹ in Lakhs)

Particulars	As at 31 March, 2025	As at 31 March, 2024
Provision for employee benefits		
- Gratuity	-	-
- Leave Encashment	-	-
Others		
Provision for Tax (Net of Advance Tax)	80.78	80.78
Others	5.00	5.00
Total	85.78	85.78

NOTE 23 : OTHER INCOME

Particulars	For the Year ended	
	31 March 2025	31 March 2024
Interest Received		
a. Loans	-	-
b. On Debentures	-	-
c. On Income Tax Refund	-	-
d. Others	-	-
Gain on foreign exchange fluctuation (net)	-	-
Dividend income	0.06	-
Miscellaneous income	-	0.03
Provision written back	-	-
Interest expense written back	-	-
Profit on sale of fixed assets	-	-
Profit on sale of shares	4.76	-
Lease Rent	-	-
Agriculture Income	-	-
Total	4.82	0.03

NOTE 24 : EMPLOYEE BENEFITS EXPENSES

Particulars	For the Year ended	
	31 March 2025	31 March 2024
Salaries, wages, Allowances & Commission	28.42	25.00
Staff welfare expenses	0.07	-
Total	28.49	25.00

NOTE 25 : FINANCE COSTS

Particulars	For the Year ended	
	31 March 2025	31 March 2024
Interest on Others	-	-
Total	-	-

NOTE 26 : DEPRECIATION AND AMORTIZATION EXPENSE

Particulars	For the Year ended	
	31 March 2025	31 March 2024
Depreciation of tangible assets	-	-
Amortization of intangible assets	-	-
Charged to Statement of Profit & Loss	-	-

NOTE 27 : OTHER EXPENSE

Particulars	For the Year ended	
	31 March 2025	31 March 2024
Repair and maintenance- Others	-	-
Fees, Rates and taxes	5.65	6.16
Insurance	-	-
Legal and professional	4.24	2.78
Travelling and conveyance	-	4.31
Printing and stationery	-	-
Postage, telegram and telephones	-	-

Security expenses	-	-
Interest Expense	-	0.02
Marketing Expenses	-	-
Miscellaneous expenses	2.33	3.63
Advertisement & publicity	0.63	-
Audit & Consultancy charges	3.49	3.49
Business Promotion	-	-
Bank Charges	0.01	0.01
Membership & Subscription Fees	4.55	-
Director's Sitting Fee	5.40	5.40
Vehicle Running and maintenance expenses	-	-
Retainership Charges	3.00	3.00
AGM Expenses	-	-
Interest and penalty on Statutory dues	13.19	4.58
Total	42.49	33.38

NOTE 28 : EXCEPTIONAL ITEM

Particulars	For the Year ended	
	31 March 2025	31 March 2024
OTS Revival Expense	-	-
Interest expense	-	-
Total	-	-

NOTE 29 : EARNINGS PER SHARE

Particulars	For the Year ended	
	31 March 2025	31 March 2024
Net profit/ (loss) as per Statement of Profit & Loss (for calculation of basic EPS)	-66.16	-58.38
Dividend on OCPS/ Redeemable Preference Share	-	-
Net profit used in the calculation of Basic Earning per Share (as above)	-66.16	-58.38
Net profit for calculation of diluted EPS	-66.16	-58.38
Continuing operations		
Net profit for as per Statement of Profit & Loss (calculation of basic EPS)	-66.16	-58.38
Net profit as above	-66.16	-58.38
Net profit for calculation of diluted EPS	-66.16	-58.38
Weighted average number of equity shares in calculating basic EPS	11,576,689	11,576,689
Effect of dilution:		
Weighted average number of equity shares in calculating diluted EPS	11,576,689	11,576,689
Basic earning per share	-0.57	-0.50
Diluted earning per share	-0.57	-0.50

Note No. 30: In view of the management, the current assets, loans and advances have a value on realization in the ordinary course of business at least equal to the amount at which they are stated in the balance sheet as at March 31, 2025.

Note No. 31: Sundry debtors, creditors, loans and advances are subject to confirmation.

Note No. 32: Auditor's Remuneration

Particular	For the Year ended	
	31 March 2025	31 March 2024
As Auditor		
- Audit Fees	3.78	3.78
- Other Matters	0.00	0.00
- Reimbursement of expenses	0.00	0.10

Note No. 33: Contingent Liabilities and Commitments

(₹ in Lakhs)

Claims against the company not acknowledged as debts in respect of :

Particulars	As at 31 March, 2025	As at 31 March, 2024
(i) Income Tax (Refer note (a) below)	149.71	149.71
(ii) Sales Tax/ Excise/ Customs Duty (Refer note (b) below)	2,815.54	2,815.54
(iii) Water Tax	7.11	7.11
(iv) Suppliers Interest on outstanding dues to GSFC (Refer note (c) below)	1,000.54	1,000.54
(v) Singhal Transport Vs. Modipon Limited & Ors. (Execution Petition)* (Refer Note (d) below)	178.17	178.17
(vi) Interest on PNB OTS (Refer Note (e) below)	-	-
(vii) Trade Payables(Civil Suit: 2009-10)	18.13	18.13
(viii) Others	263.60	263.60

*Following are the particulars of cases under litigation-

- (a) For Assessment Years 2006-07 to 2008-09, the demand towards non-deduction of TDS inclusive of interest and penalty of ₹ 816.93 Lakhs raised earlier has been rectified by the Income Tax Department and reduced to ₹ 217.55 Lakhs. On an appeal filed by the Company, Hon'ble Allahabad High Court had stayed recovery of demand (after rectification) of ₹ 107.71 Lakhs while the penalty of ₹ 93.67 Lakhs thereon has been stayed by the Additional Commissioner of Income Tax (TDS) Ghaziabad and the matter is pending for disposal. For the rest amount of ₹ 16.17 Lakhs, the Company has filed appeals before Commissioner of Income Tax (Appeals), Ghaziabad/ Income Tax Appellate Tribunal, New Delhi which are also pending adjudication.

Nature of the Statute	Nature of the Dues	Period to which the Amount relates	Amount of Disputed Dues
Income tax Act, 1961	Non-Deduction of TDS	2006-07 to 2008-09	109.84
	Penalty u/s 271(1)(c)	A.Y. 2004-05	15.34
	TDS Default	Prior Years to A.Y. 2016-17	2.98
		A.Y. 2016-17	0.34
		A.Y. 2017-18	0.43
		A.Y. 2018-19	2.50
		A.Y. 2020-21	5.21
		A.Y. 2021-22	3.75
		A.Y. 2021-22	3.82
		A.Y. 2022-23	1.66
		AY 2023-24	3.84

- (b) (i) Sales Tax/ Excise/ Customs Duty

Nature of the Statute	Nature of the Dues	Period to which the Amount relates	Amount of Disputed Dues
Sales Tax Laws	Sales Tax	1991-92	1.41
		2004-05	94.22
		2005-06	1428.88
		2006-07	1010.75
		2007-08	12.43
Customs Law	Customs Duty	1982-83	74.66
		2002-03	19.39
Central Excise Law	Excise Duty	1983-84	115.75
	Excise Duty		44.93
	Interest	1994-97	6.56
	Penalty		6.56

- (b) (ii) There is a balance sales tax liability of ₹ 183.90 Lakhs (plus interest/ penalty, if any) imposed by Commercial Tax Authorities, Modinagar on Punjab National Bank on account of tax payable on auction held by the bank for old plant & machinery of the Company. The Company has undertaken to reimburse the same to Punjab National Bank, in case the bank is required to pay the same to the sales tax authorities. In the meantime, the Company shall continue to keep mortgage/charge over the administrative block (with land) of the Company, as security, in favour of the bank till final disposal of the above tax case. No provision of interest has been made on the sales tax liability of ₹ 183.90 Lakhs.
- (c) Suppliers Interest on outstanding dues (Gujarat State Fertilizers and Chemical Company Limited-GSFC) amounting to ₹ 1000.54 Lakhs upto March 31, 2008, has not been provided in the Books of Account as the same are being disputed by the Company. The amount of interest for the 144 month period ended March 31, 2025 is not ascertainable.

- (d) Singhal Transport filed a suite for recovery of ₹ 95.08 Lakhs (comprising of the principal amount of Rs. 70 Lakhs and interest due till 19.05.2009) along with claim for pendente- lite and future interest and costs against Modipon Limited. The total sum due as on March 31, 2019 amounts to ₹ 178.17 Lakhs (₹ 171 Lakhs as on March 31, 2018) including interest for which the Company has not made any provision.

- (e) The Punjab National Bank (PNB) had approved one time settlement of its outstanding dues vide its approval letters dated April 02, 2014 and April 12, 2014 respectively. In terms of the settlement, OTS amount of ₹ 1710 Lakhs (Net of upfront payment of ₹ 190 Lakhs) was to be paid by the Company in four quarterly installments with interest during financial year 2014-15. However, the Company was able to manage the payment of ₹ 630 Lakhs up to March 31, 2015 and at the request of the Company, PNB had condoned the delay and revived the OTS vide its letter dated July 02, 2015 requiring the Company to make payment of residual OTS amount of ₹ 1270 Lakhs by March 31, 2016 and total interest on OTS payment @ 10.25% (simple) by June 30, 2016. The Company has paid ₹ 1270 lakhs upto December 31, 2018 along with interest of ₹ 2,59,62,100/-. The Company has already made provision of interest on account of delayed payment of OTS of ₹ 94,43,358/- in their books upto September 30, 2018 and booked balance amount of interest in the quarter ending December 31, 2018. (Refer Note 40(b) and (c))

Note No. 34: Balance confirmation certificates were not obtained by the Company from creditors, house/shop security depositors, in-operative current accounts with banks and loan account with Punjab National Bank (PNB) and consequently adjustments required, if any, has not been carried out in the financial results.

Note No. 35: The Accounts of the Company have not been prepared on a going concern basis in view of closure of manufacturing operations of the Company during the year ended September 30, 2007 and sale of all moveable assets including Plant & machinery during the year 2009-10. However, once the liabilities of the Company towards secured creditors are cleared, the Company will start business operations. The Manufacturing Operations of the Company have been closed with effect from May 19, 2007. In terms of the provisions of the Uttar Pradesh Industrial Disputes Act, 1947, the closure has become operative from the date of expiration of the period of 90 days from the date of application i.e. on September 8, 2007.

Note No. 36: The Company has elected to exercise the options permitted under section 115BAA of the Income Tax Act, 1961 as introduced by the Taxation Laws (Amendment) Ordinance 2019. No Provision for Income Tax under the Income Tax Act, 1961 is considered necessary for current financial year on account of unabsorbed depreciation, unabsorbed business losses and capital loss. The recognition of Deferred Tax Assets (Net) has been postponed on consideration of prudence.

Note No. 37: Under the Micro, Small and Medium Enterprises Development Act, 2006, which came into force on October 2, 2006, certain disclosures are required to be made relating to Micro, Small and Medium Enterprises. The Company has not collected the relevant information. Since the information is not readily available, no disclosures/provision for interest has been made in the Books of Account.

Note No. 38: Exceptional Items in Statement of Profit and Loss includes :

"During the year Company has taken waiver for payment of interest on the loan amount from Ashoka Merchantile Limited and on the loan amount from Status Mark Finvest Limited which is shown as exceptional item.

Note No. 39: (a) Since the Net Book value of Land, Residential buildings at Modinagar, Office premises outside Modinagar and factory/ administrative building in Modinagar amounting to ₹ 230.88 Lakhs, is lower than the Net Realisable Value as per Valuer's Report / Management's estimate, no provision for diminution is required to be made as at March 31, 2025.

(b) The Company has sold 65,743 sq. yds. of its vacant land at Modinagar for ₹ 1021.15 Lakhs (original cost ₹ 1.95 lakhs) which resulted in Profit on Sale of Land amounting to ₹ 1019.20 Lakhs during the year ended March 31, 2009. Approval of banks to whom immovable properties of the Company, including the above Land, are charged is pending.

Note No. 40: (a) Cash credit/Working Capital Demand Loans (including interest accrued and due) taken from Punjab National Bank was out of order and has been classified by Bank as Non-Performing Assets. The Bank issued notice to the Company under section 13(2) of the Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 (SARFAESI) for the recovery of its dues and has also issued notice under section 13(4) of the SARFAESI to the Company for taking possession of the secured assets of the Company.

(b) The Punjab National Bank (PNB) had approved one time settlement of its outstanding dues vide its approval letters dated April 02, 2014 and April 12, 2014 respectively. In terms of the settlement, OTS amount of ₹ 1710 Lakhs (Net of upfront payment of ₹ 190 lakhs) was to be paid by the Company in four quarterly installments with interest during

financial year 2014-15. However, the Company was able to manage the payment of ₹ 630 Lakhs up to March 31, 2015 and at the request of the Company, PNB condoned the delay and revived the OTS vide its letter dated July 02, 2015 requiring the Company to make payment of residual OTS amount of ₹ 1270 Lakhs by March 31, 2016 and total interest on OTS payment @ 10.25% (simple) by June 30, 2016. The Company has paid ₹ 1270 Lakhs upto December 31, 2018 along with interest of ₹ 2,59,62,100/-. The Company has already made provision of interest on account of delayed payment of OTS of ₹ 94,43,358/- in their books upto September 30, 2018 and booked balance amount of interest in the quarter ending December 31, 2018.

The Punjab National Bank has initiated the proceeding against the Company under section 7 of the Insolvency and Bankruptcy Code, 2016 before the NCLT, Allahabad Bench and Other Proceeding before DRT-II and recovery Officer, DRT- II, New Delhi due to non-fulfillment of OTS Terms/conditions vide OTS letter dated July 02, 2015 issued by PNB.

The Debts Recovery Tribunal-II, Delhi directed its order dated July 30, 2018, in favor of the Company and permitted PNB to accept payment of ₹ 65 Lakhs towards outstanding principal of OTS plus ₹ 2,59,62,100/- as interest @10.25% as per revived OTS vide its letter dated July 02, 2015 on delayed payment upto March 15, 2018. which was later on accepted and paid by the Company in terms of DRAT order.

"During the pendency of the appeal, PNB has encashed the said amount of ₹ 65 Lakhs towards principal OTS and ₹ 2,59,62,100/- towards interest in term of the order of Debts Recovery Appellate Tribunal (DRAT), New Delhi. Further, the DRAT has reserved the order on December 27, 2018 in the said matter and not pronounced till the date of our reporting, as a result the Company has not considered any liability in its books in addition to the dues already settled as per DRT order dated July 30, 2018.

During the pendency of order before DRAT, the PNB has revived OTS vide letter dated March 25, 2019 against payment of ₹ 459.62 Lakhs on the following terms & conditions:

- 1) The proceeds of FDRs amounting to ₹ 65 Lakhs and ₹ 259.62 Lakhs kept with us will be appropriated simultaneously on conveying approval of revival of OTS.
- 2) ₹ 135 lakhs will be deposited within one week of receipt of this sanction letter.
- 3) The party to undertake to pay commercial tax liability as demanded by the Commercial Tax Authority.
- 4) No Dues Certificate will be issued, Bank's charge on the security/ title deeds will be released only after receipt of OTS amount in full and on clearance of commercial tax liability as stated above. (Satisfactory proof/letter from the competent authority in this regard to be submitted).

The Company has already deposited balance of OTS amount of ₹ 65 Lakhs plus delayed period interest of ₹ 259.62 Lakhs with the bank in terms of DRT & DRAT orders and further ₹ 135 Lakhs over and above original OTS amount has been deposited by the Company in terms of revived OTS vide letter dated March 25, 2019 within one week of receipt of letter.

- (c) In respect of commercial tax liability, the Company has filed an appeal against the order of Commissioner of Commercial Tax before Hon'ble High Court of Allahabad through Punjab National Bank and the Court has directed vide order dated November 26, 2018 that the operation and effect of the impugned order dated August 08, 2018 passed by the Commercial Tax Tribunal, Ghaziabad in Appeal no. 1353 of 2013, shall remain stayed subject to the applicant depositing 50% of the commercial tax liability imposed on it and furnish security for the balance amount other than cash or bank guarantee to the satisfaction of the tribunal within a period of three weeks from the date of direction.

The Company deposited Commercial Tax of ₹ 54.94 Lakhs out of Commercial Tax liability of ₹ 183.90 Lakhs along with interest of ₹ 3.07 Lakhs for the period starting from December 18, 2018 to May 02, 2019 as on May 03, 2019 in compliance with order dated November 26, 2018 of the Hon'ble High Court of Allahabad and communicated the same to PNB vide letter dated May 03, 2019.

- (d) Further, PNB vide letter dated May 04, 2019 requested the Company to submit No Dues Certificate from tax authorities after paying the commercial tax liability to bank for compliance of OTS Sanction within 3 days else OTS will be declared as failed. PNB vide letter dated July 04, 2019 informed the Company and declared OTS revival as failed and PNB is resuming all recoveries as usual. Further, DRAT allowed appeal of PNB on August 20, 2019. The Company filed Writ Petition in the Delhi High Court against order of the DRAT. The Hon'ble Delhi High Court vide its order dated October 24, 2019, stayed the DRAT and NCLT proceedings filed by the PNB till the next date of hearing which

is listed on February 19, 2020. On February 19, 2020 interim order dated October 24, 2019 was made absolute during the pendency of the writ petition. The next date of hearing is August 20, 2025. Further, NCLT matter has been dismissed on the last date of hearing (September 22, 2023) due to non-appearance on behalf of financial creditor (PNB), the matter has been dismissed for non -prosecution.

The outstanding liability in the books of the Company is higher than the OTS amount by ₹ 183.90 Lakhs and in the absence of any documentary evidences from the management as well as PNB, we are unable to quantify the amount of interest on the amount of ₹ 183.90 Lakhs; the amount of ₹ 183.90 Lakhs is over and above the loan amount on account of the sales tax liability on PNB on account of the auction held by the bank for old plant and machinery of the Company.

The above matter is subjudice before Hon'ble High Court of Allahabad for further hearing.

- (e) (i) Loan liability of ₹ 749.20 Lakhs to Karnataka Bank has been discharged by the Company under OTS (one time settlement), in arrangement with Ashoka Mercantile Limited paying the settled sum of ₹ 410 Lakhs to the said bank. The settlement resulted into remission of liability by ₹ 339.20 Lakhs. As per the terms approved by the Board of Directors of the Company on August 16, 2012 with Ashoka Mercantile Limited, they shall be entitled to so much of the waived-off amount under OTS as agreeable, but to the extent such sum does not exceed the sum as worked out by applying the ratio of waiver agreed by the company for settlement under OTS with Punjab National Bank (PNB). Pending the successful implementation of OTS with PNB as stated in note 40(b) above, the amount of ₹ 339.20 Lakhs being the subject matter of OTS arrangement with Ashoka Mercantile Limited and liable to be dealt with later has been kept aside and shown in Balance Sheet under the head "Non Current borrowings (Unsecured)".

Ashoka Mercantile Limited has waived interest from the FY 2021-22 till date on loan repaid by Ashoka Mercantile Limited under the OTS deal.

- (ii) Loan liability of ₹ 832.04 Lakhs to Bank of Baroda has been discharged by the Company under OTS (one time settlement), in arrangement with Ashoka Mercantile Limited who has paid the settled sum of ₹ 600 Lakhs to the said bank. The settlement resulted into remission of liability by ₹ 232.04 Lakhs. As per the terms approved by the Board of Directors of the Company on February 11, 2013 with Ashoka Mercantile Limited., they shall be entitled to so much of the waived-off amount under OTS as agreeable, but to the extent such sum does not exceed the sum as worked out by applying the ratio of waiver agreed by the Company for settlement under OTS with Punjab National Bank (PNB). Pending the successful implementation of OTS with PNB as stated in note 40(b) above, the amount of ₹ 232.04 Lakhs being the subject matter of OTS arrangement with Ashoka Mercantile Limited and liable to be dealt with later has been kept aside and shown in Balance Sheet under the head "Non current borrowings (Unsecured)".

Ashoka Mercantile Limited has waived interest from the FY 2021-22 till date on loan repaid by Ashoka Mercantile Limited under the OTS deal.

- (iii) Pending finalisation of terms of loan agreements with Ashoka Mercantile Limited (AML) which has outstanding amount of secured and unsecured loans of ₹ 882.29 Lakhs and ₹ 1125.57 Lakhs respectively for payment of OTS dues of banks. No provision of Interest on loan have been provided till the March 31, 2014. However, from April 01, 2014, interest has been provided on unsecured loan on reducing balance method @ 10.25% per annum equivalent to the rate of interest agreed with PNB in OTS.
- (f) (i) The Abu Dhabi Commercial Bank Limited has settled its dues of ₹ 351.05 Lakhs under One Time Settlement (OTS) as conveyed vide its letter dated September 23, 2008. Since the Company did not have funds to pay the settled dues, it had approached Ashoka Mercantile Limited (AML) for making payment of settled dues to the Banks. Further, it has also been agreed with AML that it shall not be entitled to settlement of its claim better than what is agreed by the Company with PNB.
- (ii) (ii) Since successful implementation of settlement of dues of PNB is still pending, the amount paid towards OTS by AML of ₹ 157.13 Lakhs (net of ₹ 40 lakhs paid to AML upto March 31, 2011) is shown as secured loan in Note 18 and the balance amount of ₹ 153.92 Lakhs (₹ 351.05 Lakhs - ₹ 197.13 Lakhs) outstanding in the books of accounts has also been shown as unsecured loan in Note 14, to be written back or credited to AML at the time of OTS with PNB as stated in (i) above.

Ashoka Mercantile Limited has waived interest from the FY 2021-22 till date on loan repaid by Ashoka Mercantile Limited under the OTS deal.

Note No. 41: Disclosure of Related parties/ Related parties transactions :**(a) List of Related Parties and relationships**

Name of the related party	Nature of relationship
1. Ashoka Mercantile Limited (AML)	Enterprises owned or significantly influenced by individual or their relatives, who have control or significant influence over the company and with whom transactions have taken place during the year.
2. Modi Industries Limited (MIL)	
3. Weld Excel India Limited (WEIL)	
4. Modi Intercontinental Private Limited (MIPL)	
5. Modi Rubber Limited	
6. Modi Spinning & Weaving Mills Company Limited	
7. Modi Sugar Works	
8. Status Mark Finvest Limited	
9. Modimangal Estates Private Limited	
1. Mr. Manish Modi - Chairman & Managing Director	Directors and Key Management Personnel
2. Mrs. Aditee Modi - Non-Executive Director	
3. Mr. Shashi Kant Ranjan - Non-Executive Independent Director	
4. Ms. Kavita Rani - Non-Executive Independent Director	
5. Mr. Nitesh Kumar - Non-Executive Independent Director	
6. Mr. Mayur Maheshwari - Nominee Director	
7. Mr. Vineet Kumar Thareja - CFO & Company Secretary	

(b) Transactions during the year with related party (₹ in Lakhs)

Particulars	Financial Year	Enterprise having significant Influence	Key Management Personnel	Total
i) Remuneration to KMP				
a) Manish Modi - Chairman & Managing Director	2024-25	-	-	-
	2023-24	-	-	-
b) Vineet Kumar Thareja - CFO & Company Secretary	2024-25	-	24.53	-
	2023-24	-	24.05	24.05
(ii) Loan Taken	2024-25	22.02	-	22.02
	2023-24	6.52	-	6.52
(iii) Loan Repaid	2024-25	-	-	-
	2023-24	-	-	-
(iv) Waiver of Interest on loan adjusted during the year	2024-25	118.85	-	118.85
	2023-24	-	-	-
(v) Interest on Loan Paid	2024-25	-	-	-
	2023-24	-	-	-
(vi) Reimbursement Received	2024-25	0.95	-	0.95
	2023-24	-	-	-
(vii) Reimbursement Paid	2024-25	-	-	-
	2023-24	-	-	-
(viii) Advance Given	2024-25	-	-	-
	2023-24	-	-	-
(ix) Advance Adjusted	2024-25	-	-	-
	2023-24	18.58	-	18.58
(x) Director Sitting Fees				
a) Kavita Rani	2024-25	-	1.80	1.80
	2023-24	-	1.80	1.80
b) Nitesh Kumar	2024-25	-	1.80	1.80
	2023-24	-	1.80	1.80
c) Shashi Kant Ranjan	2024-25	-	1.80	1.80
	2023-24	-	1.80	1.80

(c) Details of transactions with related parties-

(₹ in Lakhs)

Nature of transaction	For the year ended 31 March, 2025		For the year ended 31 March, 2024	
	(Amount Rs in Lakhs)	Percent-age (%)	(Amount Rs in Lakhs)	Percent-age (%)
i) Director Sitting Fees				
a) Kavita Rani	1.80	0.33	1.80	0.33
b) Nitesh Kumar	1.80	0.33	1.80	0.33
c) Shashi Kant Ranjan	1.80	0.33	1.80	0.33
ii) Loan taken				
Status Mark Finvest Limited	22.02	100.00	6.52	100.00
iii) Loan repaid				
Modi Intercontinental Private Limited	-	-	-	-
Status Mark Finvest Limited	-	-	-	-
iv) Reimbursements received				
Ashoka Mercantile Limited (AML)	0.95	100.00	-	-
Modi Industries Limited	-	-	-	-
Modimangal Estates Private Limited	-	-	-	-
v) Reimbursements Paid				
Ashoka Mercantile Limited (AML)	-	-	-	-
Modi Industries Limited	-	-	-	-
Modimangal Estates Private Limited	-	-	-	-
vi) Waiver of Interest on loan adjusted during the year				
Ashoka Mercantile Limited (AML)	118.85	100.00	-	-
Status Mark Finvest Limited	-	-	-	-
vii) Interest on Loan Paid				
Ashoka Mercantile Limited (AML)	-	-	-	-
Status Mark Finvest Limited	-	-	-	-
viii) Advance Given				
Ashoka Mercantile Limited (AML)	-	-	-	-
ix) Advance Adjusted				
Ashoka Mercantile Limited (AML)	-	-	18.58	100.00

(d) Details of outstanding balance amount with related parties (₹ in Lakhs)

Name of the related party	Nature of relationship	Amount outstanding as on:	
		March 31, 2025	March 31, 2024
1. Ashoka Mercantile Limited (AML)	Enterprise having significant Influence	-1,218.82	-1,197.27
2. Modi Industries Limited (MIL)		-	-
3. Weld Excel India Limited (WEIL)		14.48	14.48
4. Modi Intercontinental Private Limited (MIPL)		-164.11	-163.76
5. Modi Rubber Limited		44.16	44.16
6. Modi Spinning & Weaving Mills Company Limited		64.55	64.55
7. Modi Sugar Works		2.16	2.16
8. Status Mark Finvest Limited		-1,980.76	-1,958.74
9. Modimangal Estates Private Limited		0.10	0.10
10. Vineet Kumar Thareja	Key Management Personnel	74.64	44.61

Note No. 42 : The Company has not been able to repay the loan as shown above given by Ashoka Mercantile Limited (AML), a related party. During the month of May 2011, the Company has given temporary physical possession with right of user of 59 residential houses owned by it at Modinagar to AML. Out of which possession of 13 houses has since been returned by AML.

Note No. 43: Figures of previous year have been re-grouped and re-arranged wherever found necessary.

Note No. 44: Figures have been rounded off to the nearest Lakh, except otherwise stated.

Note No. 45: Financial instruments by category (₹ in Lakhs)

	31 March 2025			31 March 2024		
	FVTPL	FVTOCI	Amortised cost	FVTPL	FVTOCI	Amortised cost
Financial assets						
Investments	-	0.44	-	-	0.44	-
Trade receivables	-	-	-	-	-	-
Cash and cash equivalents	-	-	0.56	-	-	1.28
Bank Balances	-	-	4.04	-	-	4.04
Loans	-	-	-	-	-	-
Others	-	-	513.65	-	-	513.82
Total financial assets	-	0.44	518.24	-	0.44	519.13
Financial liabilities						
Borrowings	-	-	4,509.36	-	-	4,481.16
Trade payables	-	-	2,451.07	-	-	2,450.46
Other financial liabilities	-	-	2,103.39	-	-	2,074.57
Total financial liabilities	-	-	9,063.82	-	-	9,006.19

Note No. 46: Item Recognised as Fair Value (₹ in Lakhs)

Particulars	As at 31 March, 2025		
	Fair value		
	Level 1	Level 2	Level 3
Financial assets			
Investment			
- Equity shares	0.09	0.35	
- Preference share		0.00	
- Debentures/ bonds		0.00	
Particulars	As at 31 March, 2024		
	Fair value		
	Level 1	Level 2	Level 3
Financial assets			
Investment			
- Equity shares	0.09	0.35	
- Preference share		0.00	
- Debentures/ bonds		0.00	

Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3 — Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

Fair valuation techniques

The Company maintains policies and procedures to value financial assets or financial liabilities using the best and most relevant data available. The fair values of the financial assets and liabilities are included at the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The following methods and assumptions were used to estimate the fair values: 1) Fair value of cash and deposits, trade receivables, trade payables, and other current financial assets and liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments. 2) Long-term fixed-rate and variable-rate receivables / borrowings are evaluated by the Company based on parameters such as interest rates, specific country risk factors, credit risk and other risk characteristics. Fair value of variable interest rate borrowings approximates their carrying

values. For fixed interest rate borrowing fair value is determined by using the discounted cash flow (DCF) method using discount rate that reflects the issuer's borrowings rate. Risk of non-performance for the company is considered to be insignificant in valuation. 3) The fair values of derivatives are estimated by using pricing models, where the inputs to those models are based on readily observable market parameters basis contractual terms, period to maturity, and market parameters such as interest rates, foreign exchange rates, and volatility. These models do not contain a high level of subjectivity as the valuation techniques used do not require significant judgement, and inputs thereto are readily observable from actively quoted market prices. Management has evaluated the credit and non-performance risks associated with its derivative counterparties and believe them to be insignificant and not warranting a credit adjustment. 4) IND AS 101 allow Company to fair value property, plant and machinery on transition to IND AS, the Company has fair valued property, plant and equipment, and the fair valuation is based on replacement cost approach. *5) Fair value of investments in equity shares of entities other than investment in subsidiary, associates & joint ventures is taken at cost as sufficient recent information is not available to measure the fair value and cost represents the best estimate of fair value within that range.

Note No. 47: FINANCIAL RISK MANAGEMENT OBJECTIVE AND POLICIES

The purpose of financial risk management is to ensure that the Company has adequate and effective utilized financing as regards the nature and scope of the business. The objective is to minimize the impact of such risks on the performance of the Company. The Company's senior management oversees the management of these risks.

The Company's principal financial liabilities comprise bank loans, trade payables and other liabilities. The main purpose of these financial instruments is to raise finance for operations. It has various financial assets such as loans, advances, cash which arise directly from its operation.

The main risk arising from the Company's financial instruments are market risk, credit risk, liquidity risk, and interest rate risk.

Market risk:

Market risk is the risk that the fair values of financial instruments will fluctuate because of change in market price. Market risk comprises three types of risk: currency risk, interest rate risk and other price risk. The risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices (other than those arising from interest rate risk or currency risk), whether those changes are caused by factors specific to the individual financial instrument or its issuer, or factors affecting all similar financial instruments traded in the market. Financial Instruments affected by market risk include loans and borrowings, investments and deposits. There is no currency risk since all operations are in INR. The Company managed interest rate risk by converting existing loans and borrowings with cheaper means of finance.

Credit risk:

It is the risk that one party to a financial instrument or customer contract will cause a financial loss due to non fulfillment of its obligations under a financial instrument or customer contract for the other party, leading to a finance loss.

Liquidity risk:

The risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset.

Note No. 48: Disclosure of trade receivable

The Company does not have any trade receivables outstanding as at March 31, 2025 and March 31, 2024.

Note No. 49: Capital Management

For the purposes of the Company's capital management, capital includes issued capital and all other equity reserves. The primary objective of the Company's Capital Management is to maximize the shareholder value. The company manages its capital structure and makes adjustment in the light of changes in economic environment and the requirement of financial covenants.

The company monitors capital using gearing ratio, which is total debt divided by total capital plus debt.

Particulars	31 March 2025	31 March 2024
Net Debt	4634.53	4,605.61
Equity	-9174.51	-9,108.35
Capital and net debt	-4,539.97	-4,502.74
Gearing ratio	-102.08%	-102.28%

Net Debt = Non-current borrowing + current borrowings + current maturities of non-current borrowings + interest accrued – cash and cash equivalents.

Note No. 50: Trade Payables AGEING SCHEDULE AS AT 31st March, 2025

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payment 31st March 2025				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	-	-	-	-
(ii) Others	0.61	8.04	1.68	2,440.73	2,451.07
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
Total	0.61	8.04	1.68	2,440.73	2,451.07

Trade Payables AGEING SCHEDULE AS AT 31st March, 2024

Particulars	Outstanding for following periods from due date of payment 31st March 2024				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	-	-	-	-
(ii) Others	8.04	1.68	2.86	2,437.88	2,450.46
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
Total	8.04	1.68	2.86	2,437.88	2,450.46

Note No. 51: Ratios

S. No.	Ratio	Numerator	Denominator	Current Period	Previous Period	% Variance	Reason for variance
1	Current ratio	Current Assets	Current Liabilities	0.09	0.09	(1.06)	Due to decrease in current asset
2	Debt-equity ratio	Total debt	Total equity	(0.49)	(0.49)	(0.10)	Due to increase in debt
3	Debt service coverage ratio	Earnings available for debt services	Total Interest and principal repayments	Not Applicable	Not Applicable		-
4	Return on equity ratio	Profit after tax	Total equity	0.01	0.01	12.51	Due to loss incurred during the year
5	Inventory turnover ratio	Cost of materials consumed	Avg Inventory	Not Applicable	Not Applicable	-	-
6	Trade receivables turnover ratio	Credit Sales	Avg Trade receivable	Not Applicable	Not Applicable	-	-

For B.M. Chatrath & Co. LLPChartered Accountants
FRN: E300025CA Sunil Kumar Jha
Partner
Membership No. : 543805Place : New Delhi
Dated : May 30, 2025
UDIN: 25543805BMJRGE6341

S. No.	Ratio	Numerator	Denominator	Current Period	Previous Period	% Variance	Reason for variance
7	Trade payables turnover ratio	Credit purchases	Closing Trade payable	Not Applicable	Not Applicable	-	-
8	Net capital turnover ratio	Sales	Net Working Capital	Not Applicable	Not Applicable	-	-
9	Net profit ratio	Profit after tax	Sales	Not Applicable	Not Applicable	-	-
10	Return on capital employed	EBIT	Capital Employed	Not Applicable	Not Applicable	-	-

Note No. 52: Impairment review

Assets are tested for impairment whenever there are any internal or external indicators of impairment.

Impairment test is performed at the level of each Cash Generating Unit ('CGU') or groups of CGUs within the Company at which the goodwill or other assets are monitored for internal management purposes, within an operating segment.

The impairment assessment is based on higher of value in use and value from sale calculations.

During the year, the testing did not result in any impairment in the carrying amount of goodwill and other assets.

The measurement of the cash generating units' value in use is determined based on financial plans that have been used by management for internal purposes. The planning horizon reflects the assumptions for short to- mid term market conditions.

Key assumptions used in value-in-use calculations:

- Operating margins (Earnings before interest and taxes)
- Discount RATE
- Growth Rates
- Capital expenditures

Operating margins: Operating margins have been estimated based on past experience after considering incremental revenue arising out of adoption of valued added and data services from the existing and new customers, though these benefits are partially offset by decline in tariffs in a hyper competitive scenario. Margins will be positively impacted from the efficiencies and initiatives driven by the Company; at the same time, factors like higher churn, increased cost of operations may impact the margins negatively.

Discount rate: Discount rate reflects the current market assessment of the risks specific to a CGU or group of CGUs. The discount rate is estimated based on the weighted average cost of capital for respective CGU or group of CGUs.

Growth rates: The growth rates used are in line with the long term average growth rates of the respective industry and country in which the Company operates and are consistent with the forecasts included in the industry reports.

Capital expenditures: The cash flow forecasts of capital expenditure are based on past experience coupled with additional capital expenditure required.

Note No. 53: Post Reporting Events:

No adjusting or significant non-adjusting events have occurred between the reporting date and the date of authorization.

For & on behalf of Board of Directors(Manish Modi)
Chairman & Managing Director
DIN 00030036(Aditee Modi)
Director
DIN 00030120(Vineet Kumar Thareja)
CFO & Company Secretary

If Undelivered, please return to:

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