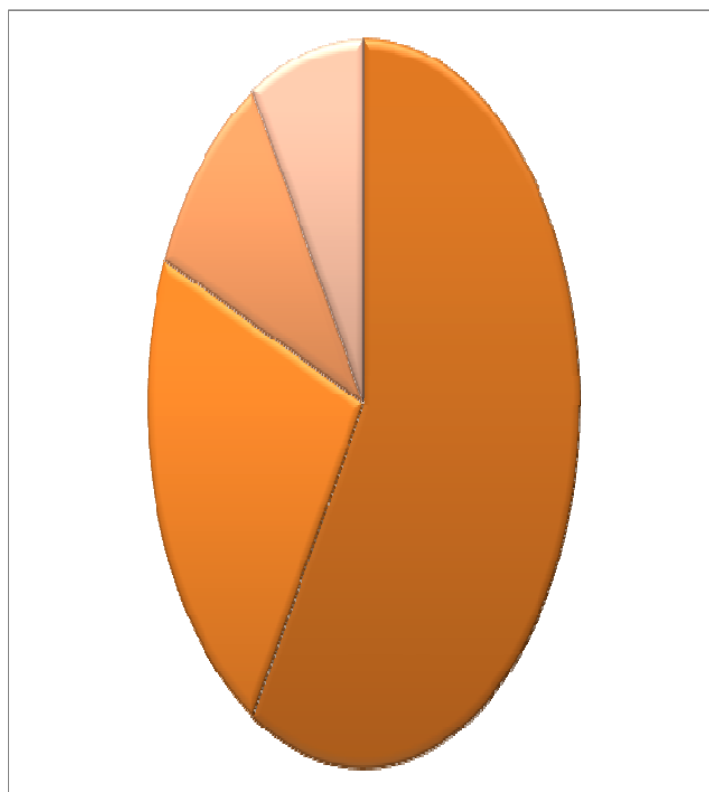


2012-13

ANNUAL REPORT



MODI UDYOG LIMITED

Forward Looking Statement

In this annual report we have disclosed forward-looking information to enable investors to comprehend our prospects and take informed investment decisions. This report and other statements - written and oral - that we periodically make, contain forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipates', 'estimates', 'expects', 'projects', 'intends', 'plans', 'believes' and words of similar substance in connection with any discussion of future performance.

We cannot guarantee that these forward-looking statements will be realized, although we believe we have been prudent in assumptions. The achievement of results is subject to risks, uncertainties and the underlying assumptions undergoing change. Should known or unknown risks or uncertainties materialize, or should underlying assumptions not materialize, actual results could vary materially from those anticipated, estimated or projected. Shareholders and Readers should bear this in mind.

We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

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Corporate Information

BOARD OF DIRECTORS

RAMA KANTA BARIK	CHAIRMAN/ EXECUTIVE DIRECTOR/NON-INDEPENDENT
MUKESH KR. KABRA	INDEPENDENT /NON EXECUTIVE DIRECTOR
RAJESH KR AGARWAL	INDEPENDENT/ NON EXECUTIVE DIRECTOR
MAYANK DAGA	ADDITIONAL DIRECTOR
DEBJIT CHABRABORTY	ADDITIONAL DIRECTOR
ABHINAW KUMAR SHARMA	ADDITIONAL DIRECTOR

COMPLIANCE OFFICER

Mr. Debjit Chakraborty
Ph No: 98364 -52000
Email Id: debjit1984@gmail.com

AUDITORS

M/s. L.N.Todi & Co.
Chartered Accountants
15N, Nelie Sengupta Sarani (Lindsay Sarani)
4th Floor, Room No - 4
Kolkata- 700 087

BANKERS

Punjab National Bank

REGISTERED OFFICE

3A Mango Lane,
4th Floor,,
Kolkata – 700 001

Notice

Notice is hereby given that the **THIRTY FIRST ANNUAL GENERAL MEETING** of the Members of **Modi Udyog Limited** will be held at the Registered office of the Company at 3A, Mango Lane, 4th Floor, Kolkata – 700 001 on 30th September, 2013 at 11:30 a.m. to transact the following business.

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited accounts of the company for the year ended 31st March, 2013 along with the reports of the Directors and Auditors thereon.

“**RESOLVED THAT** draft of the audited balance sheet as at 31.03.2013 , profit & loss account for the year ended on that date along with schedules and notes thereon as placed before the board be and are hereby approved.

2. To consider and if thought fit to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** subject to the provisions of Section 224 and other applicable provisions, if any, of the Companies Act, 1956, M/s. **Prakash Patwari & Co., Chartered Accountants** be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting upto the conclusion of the next Annual General Meeting for the financial year 2013-14 at a remuneration to be fixed by the Board of Directors on the recommendation of the Audit Committee of Directors.”

3. To appoint a Director in place of Mrs. Rajesh Kumar Agarwal, who retires by rotation and being eligible offers himself for re-appointment

“**RESOLVED THAT** pursuant to the provisions of the Section 257 and other applicable provisions, if any of the Companies Act ,1956, Rajesh Kumar Agarwal, who retires by rotation, and being eligible, offers herself for reappointment, be and is hereby re-appointed as a director of the company, liable to retire by rotation.”

SPECIAL BUSINESS:

4. To consider, and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** Mr. Mayank Daga who was appointed as an Additional Director of the Company by the Board of Directors on 4th April, 2013 to hold office upto the date of the ensuing Annual General Meeting in terms of the provisions of Section 260 of the Companies Act, 1956 and in respect of whom the company has received a notice in writing from a member in terms of the provisions of Section 257 of the Act, proposing his candidature for the office of the Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

5. To consider, and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Debjit Chakraborty who was appointed as an Additional Director of the Company by the Board of Directors on 24th Januray, 2013 to hold office upto the date of the ensuing Annual General Meeting in terms of the provisions of Section 260 of the Companies Act, 1956 and in respect of whom the company has received a notice in writing from a member in terms of the provisions of Section 257 of the Act, proposing his candidature for the office of the Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

6. To consider, and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Abhinaw Kumar Sharma who was appointed as an Additional Director of the Company by the Board of Directors on 4th April, 2013 to hold office upto the date of the ensuing Annual General Meeting in terms of the provisions of Section 260 of the Companies Act, 1956 and in respect of whom the company has received a notice in writing from a member in terms of the provisions of Section 257 of the Act, proposing his candidature for the office of the Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

Date: 04th September, 2013

By Order of the Board of Directors
For Modi Udyog Ltd
Sd/-
Rama Kanta Barik
Chairman

Place: Kolkata
Date: 4th September, 2013
Registered Office:
3, Mango Lane,
4th Floor,
Kolkata – 700 001

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND TO VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. The Register of Members and Share Transfer Books will remain close from 27th September, 2013 to 30th September, 2013 (both days inclusive) for the purpose of Annual General Meeting.
3. The Instrument of proxy, in order to be effective, must be completed, stamped, signed and deposited at the Company's Registered Office not less than forty-eight hours before the commencement of the ensuing Annual General Meeting (AGM).
4. Corporate Members are requested to send to the Company's Registered office, a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the AGM.
5. Members/Proxies are requested to bring their attendance slip sent herewith, duly filled in, for attending the meeting.
6. Additional information pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges in respect of the persons seeking appointment/re-appointment as Director under item no. 3 & 4.
7. Any member desirous of getting any information on the accounts of the company is required to forward his/her queries at least 7 days prior to the meeting so that the required information can be made available at the meeting.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

Item No. 3

M/s L.N.Todi & Co, Chartered Accountant has tendered their resignation on 31st August, 2013 and also stated they will not able to continue and hold office as Statutory Auditor for the company and hence they are ineligible for reappointment as the Statutory Auditor for the Company.

The Board has approached M/s. Prakash Patwari & Co, Chartered Accountant to hold the Statutory Auditor Office and there had given their consent and desire for the same and hence they are eligible of being appointed as the Statutory Auditor of the company and hold office till the conclusion of the next Annual General Meeting subject to the approval of the Shareholder.

In case M/s. Prakash Patwari & Co, Chartered Accountant appointment is not approved by the Shareholder, then the company will call Extra Ordinary General Meeting for the appointment of the Statutory Auditor.

Item No. 4

Mr. Mayank Daga was appointed as an additional director in terms of section 260 of the Companies Act, 1956 by the Board of Directors at their meeting held on 04th April, 2013.

In terms of the provision of section 260 of the Companies Act, 1956, Mr. Mayank Daga holds office upto the date of the next Annual General Meeting. The Company has received a notice under section 257 of the Companies Act, 1956 along with the deposit from a member proposing a candidature of Mr. Mayank Daga as a

Director of the Company. Requisite consent pursuant to the provision of section 264(1) of the Companies Act, 1956 has been filed by Mr. Mayank Daga to act as such Director, if appointed.

None of the Directors except Mr. Mayank Daga himself are concerned or interested in the aforesaid resolution.

The Board of Directors recommends the resolution set out in item No. 4 for your consideration and approval.

Mr. Mayank Daga was appointed as an additional director in terms of section 260 of the Companies Act, 1956 by the Board of Directors at their meeting held on 04th April, 2013.

Item No. 5

Mr. Debjit Chakraborty was appointed as an additional director in terms of section 260 of the Companies Act, 1956 by the Board of Directors at their meeting held on 24th January, 2013.

In terms of the provision of section 260 of the Companies Act, 1956, Mr. Debjit Chakraborty holds office upto the date of the next Annual General Meeting. The Company has received a notice under section 257 of the Companies Act, 1956 alongwith the deposit from a member proposing a candidature of Mr. Debjit Chakraborty as a Director of the Company. Requisite consent pursuant to the provision of section 264(1) of the Companies Act, 1956 has been filed by Mr. Debjit Chakraborty to act as such Director, if appointed.

None of the Directors except Mr. Debjit Chakraborty himself are concerned or interested in the aforesaid resolution.

The Board of Directors recommends the resolution set out in item No. 5 for your consideration and approval.

Mr. Debjit Chakraborty was appointed as an additional director in terms of section 260 of the Companies Act, 1956 by the Board of Directors at their meeting held on 24th January, 2013.

Item No. 6

Mr. Abhinaw Kumar Sharma was appointed as an additional director in terms of section 260 of the Companies Act, 1956 by the Board of Directors at their meeting held on 04th April, 2013.

In terms of the provision of section 260 of the Companies Act, 1956, Mr. Abhinaw Kumar Sharma holds office upto the date of the next Annual General Meeting. The Company has received a notice under section 257 of the Companies Act, 1956 along with the deposit from a member proposing a candidature of Mr. Abhinaw Kumar Sharma as a Director of the Company. Requisite consent pursuant to the provision of section 264(1) of the Companies Act, 1956 has been filed by Mr. Abhinaw Kumar Sharma to act as such Director, if appointed.

None of the Directors except Mr. Abhinaw Kumar Sharma himself are concerned or interested in the aforesaid resolution.

The Board of Directors recommends the resolution set out in item No. 6 for your consideration and approval.

Mr. Abhinaw Kumar Sharma was appointed as an additional director in terms of section 260 of the Companies Act, 1956 by the Board of Directors at their meeting held on 04th April, 2013.

The Board of Directors recommends the resolution set out in item No. 4, 5 & 6 for your consideration and approval.

Details of the Directors seeking re-appointment at the forthcoming Annual General Meeting (In pursuance of Clause 49 of the Listing Agreement)	
Name of the Director	DEBJIT CHAKRABORTY
Date of Birth	27.10.1984
Date of Appointment	24.01.2013
Qualification	H.S.
Expertise	Wide experience Financial matters.
Directorship held in other Public Companies as on March 31, 2013	NIL
Chairmanship/ Membership of the Committee of the Board of Directors of the Company as on March 31, 2013	Compliance Officer
Chairmanship/Membership of the Committee of Directors of other Public Companies as on 31st March, 2013	NIL
Number of shares held	None

Name of the Director	MAYANK DAGA
Date of Birth	04.04.1983
Date of Appointment	04.04.2013
Qualification	B. Com
Expertise	Wide experience Financial matters.
Directorship held in other Public Companies as on March 31, 2013	NIL
Chairmanship/ Membership of the Committee of the Board of Directors of the Company as on March 31, 2013	NIL
Chairmanship/Membership of the Committee of Directors of other Public Companies as on 31st March, 2013	NIL

Name of the Director	RAJESH KUMAR AGARWAL
Date of Birth	12.10.1961
Date of Appointment	30.12.2006
Qualification	B. Com
Expertise	Wide experience Financial matters.
Directorship held in other Public Companies as on March 31, 2013	NIL
Chairmanship/ Membership of the Committee of the Board of Directors of the Company as on March 31, 2013	Chairman of the Audit Committee & Member of Shareholders Investors Grievance Committee
Chairmanship/Membership of the Committee of Directors of other Public Companies as on 31st March, 2013	NIL

Name of the Director	ABHINAW KUMAR SHARMA
Date of Birth	28.08.1984
Date of Appointment	04.04.2013
Qualification	B. Com
Expertise	Wide experience Financial matters.
Directorship held in other Public Companies as on March 31, 2013	NIL
Chairmanship/ Membership of the Committee of the Board of Directors of the Company as on March 31, 2013	NIL
Chairmanship/Membership of the Committee of Directors of other Public Companies as on 31st March, 2013	NIL

Director's Reports

DIRECTORS REPORT

TO
THE MEMBERS
MODI UDYOG LIMITED

Your Directors have pleasure to submit their Annual Report together with Audited Accounts and Auditor's Report of the Company for the financial year ended 31st March, 2013.

OPERATION AND FINANCIAL RESULT

The performance of the company for the financial year ended 31st, March, 2013:

<u>PARTICULARS</u>	<u>2012-13</u>	<u>2011-12</u>
Revenue from Operations	55245	66500
Other Income	--	--
Total Income	55245	66500
Less: Total Expenses	54045	9100
Profit before Depreciation, Interest & Tax	1200	(24600)
Less: Interest	--	--
Depreciation	--	--
Profit before Tax	1200	(24600)
Less: Provision for Current Tax	371	--
Profit after Tax	829	(24600)
Less: Income Tax for earlier years	--	--
Add: Profit brought forward from Previous year	(734242)	(709642)
Profit available for appropriation	(733413)	(734242)
Proposed Dividend on Equity Shares	--	--
Corporate Tax on Dividend	--	--
Balance carried to Balance Sheet	(733413)	(734242)

RESULT OF OPERATIONS:

Your Directors report that the working of the Company for the year under review has resulted in a Profit of RS.829/- (after tax).

DIVIDEND

In view of nominal profit during the year & for better prospective & expansion, your Directors do not propose any dividend.

APPOINTMENT OF DIRECTORS

In accordance with the Articles of Association of the Company and the provisions of the Companies Act, 1956, the Directors of the Company are eligible for retirement by rotation.

APPOINTMENT OF AUDITORS

M/s.**L.N.Todi & Co.**, statutory auditors of the Company retiring at the forthcoming Annual General Meeting of the company had tendered their resignation and hence they do not offer themselves for re-appointment as the statutory auditors of the company. **M/s. Prakash Patwari & Co** are desired to be appointed as Statutory Auditor of the Company.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS & OUTGOINGS:

The necessary information U/s 217(1)(e) of the Companies Act, 1956 as required by the Companies (Disclosure of Particulars in the report of Board of Directors) Rules, 1988 for Conservation of Energy, technology absorption and Foreign Exchange Earnings & Outgoings are not applicable to the Company.

RESEARCH AND DEVELOPMENT: NIL

AUDITORS REPORT

As regards the observations in the Auditor's Report the explanations given in the Notes to the Accounts are self- explanatory.

PARTICULARS OF EMPLOYEES:

Particulars of employees as required U/s 217(2A) of the Companies Act, 1956 as amended, are not applicable to the Company.

DIRECTORS RESPONSIBILITY STATEMENT:

Your directors hereby report:

- a) The accounting standards were followed in the preparation of annual accounts of the year under-review.
- b) That the Directors have selected such accounting policies and applied them consistently & made judgments and estimates that are reasonable and prudent so as to give a true & fair view of the state of affairs of the Company as at 31st March, 2013 and of Profit & Loss for the year ended on that date.
- c) That proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing / detecting fraud & other irregularities.
- d) That annual accounts have been prepared on a going concern basis.

SECRETARIAL COMPLIANCE CERTIFICATE

Secretarial compliance certificate pursuant to section 383A of the Companies (Amendment) Act, 2000 is attached herewith as Annexure.

ACKNOWLEDGEMENT

Your Directors wish to acknowledge the continued faith and confidence reposed by the shareholders in the company.

By Order of the Board of Directors
For Modi Udyog Ltd
Sd/-
Rama Kanta Barik
Chairman

Place: Kolkata
Date: 4th September, 2013
Registered Office:
3, Mango Lane,
4th Floor,
Kolkata – 700 001

Management Discussion & Analysis

The purpose of this discussion is to provide an understanding of financial statements and a composite summary of performance of our business.

Management Discussion and Analysis (MDA) is structured as follows:

- Overview of Indian Economy
- Textile Industry Overview
- Business Overview:
- Financial Performance and Highlights
- Internal Control Systems and adequacy
- Material Development in Human Resources

Overview of Indian Economy

As recently assessed by Reserve Bank of India (RBI) in its annual monetary policy in the context of global economy, while near-term risks in the advanced economies started receding in the last quarter of FY'13, the improvement, however, is yet to fully transmit to economic activity which remains sluggish. Emerging and developing economies are in the process of a recovery. However, weak external demand and domestic bottlenecks continue to restrain investment in some of the major emerging economies. Inflation risks in emerging and developing economies appear contained, reacting negative output gaps and the recent softening of international crude and food prices.

In India, the loss of growth momentum that started in Fiscal 2012 extended further into Fiscal 2013. In Fiscal 2012, the Indian economy had registered a growth rate of 6.5%, down from 8.4% in Fiscal 2011. According to the RBI, the expected GDP growth rate for Fiscal 2013 is approximately 5%, lowest in the decade. This was mainly due to the protracted weakness in industrial activity aggravated by domestic supply bottlenecks, and slowdown in the services sector reflecting weak external demand.

On the inflation front, last year saw consistent easing of headline WPI Inflation which came close to the Reserve Bank's tolerance threshold by March, 2013. However, the food price pressures and endemic supply constraints continue to persist suggesting a cautious approach by RBI in near to medium term. In its latest annual monetary policy, RBI has indicated that the balance of risks stemming from its assessment of growth-inflation dynamic yields leaves little maneuvering space for further monetary easing.

RBI's current assessment is that activity will remain subdued during the first half of this year with a modest pick-up in the second half. Agricultural growth could return to trend levels if the monsoon is normal as recently forecast. The outlook for industrial activity remains subdued because the pipeline of new investment has dried up and existing projects remain stalled by bottlenecks and implementation gaps. Growth in services and exports may remain sluggish too, given that global growth is unlikely to improve significantly from 2012. Accordingly, the Reserve Bank's baseline projection of GDP growth for 2013-14 is 5.7%.

Textile Industry overview

The Indian Textile Industry is one of the leading industries in the world. Liberalization of the Indian economy in 1991 gave the much-needed thrust to the Indian economy, which is now turning out to be the largest in the world. The Indian Textiles Industry has a vast presence in the economic life of the country. Apart from providing the basic necessities of life, it also plays a significant role through its contribution to various macro-economic factors of the country. At present, it contributes about 14% to industrial production, 4% to the Gross Domestic Product (GDP), and 11% to the country's export earnings. It is also one of the largest sectors in the country in terms of employment generation. It provides direct employment to over 35 million people, which includes a substantial number of Schedule Caste / Schedule Tribe, and women. It not only generates job in this industry but also opens up space in other ancillary sectors. Its proximity to agriculture and the ancient culture and tradition of country also make the Indian textiles sector unique compared to the textiles industry of other countries.*The Indian textile industry is one of the largest contributors to Indian exports. A report on increasing India's manufacturing exports submitted by the Working Group constituted by the Planning Commission during the XIIth Five Year Plan (2012-17), envisages India's exports of Textiles and Clothing at \$32.35 billion by the end of the XIth Five Year plan, against the earlier target of \$55 billion envisaged in the Report of Working Group on Textiles for the XIth Five Year Plan and based on historic growth rate of 10%, Compounded Annualized Growth Rate (CAGR). A business-as-usual approach will result in exports of \$52 billion by the end of the XIth Plan. An export target of \$65 billion and creation of 25 million additional jobs has been proposed with a CAGR of 15% during the XII Plan.* The Indian textiles industry is extremely varied. It includes hand-spun and hand-woven sector on one hand and capital intensive, sophisticated mill sector on the other. Power looms / hosiery and knitting sectors are also some of the largest sections of the Textiles sector. The major sub-sectors that comprise the textiles sector include the organized Cotton/Man-Made Fibre Textiles Mill Industry, the Man-Made Fibre / Filament Yarn Industry, the Wool and Woolen Textiles Industry, the Sericulture and Silk Textiles Industry, Handlooms, Handicrafts, the Jute and Jute Textiles Industry, and Textiles Exports. The Government of India is also promoting a number of policies for the textile sector. Some of the measures taken by the Government are as under:

- Health insurance and life insurance cover to the weavers and ancillary workers under Rajiv Gandhi Shilpi Swasthya Bima Yojna.
- Technology Up gradation Fund Scheme (TUFS) has also been introduced which provides interest reimbursement / capital subsidy and margin money subsidy for technology up gradation, which will lead to cost effectiveness as well as improve quality.
- The Textile Workers' Rehabilitation Fund Scheme (TWRFS) came into force with the objective to provide interim relief to textile workers rendered unemployed as a consequence of permanent closure of any particular portion or the entire textile unit.
- The schemes for mega cluster has been launched which will provide for development of all the facets of selected clusters like raw material support, design inputs, up gradation of technology, infrastructure development, marketing support, welfare of weavers etc.
- Providing facility of E-Marketing.
- Through "Integrated Skill Development program", lots of people are being trained.
- Financial package for waiver of overdues has also been announced.
- Several textile parks with world-class infrastructure facility has also been approved which would lead to employment generation. In 2012-2013, the Indian economy has witnessed moderation in growth. Turbulent global conditions, rupee depreciation, rising inflation, coupled with a weak industrial sector have emerged as key challenges for the Indian economy. However, despite these challenges, favorable demographic conditions and rising income level will help to keep growth story of India's domestic demand intact.

**Source: Ministry of Textiles, Annual Report – 2012-13*

Financial Performance

During the fiscal 2013, the gross income of the company was Rs.1200/- previous fiscal Loss of Rs.24600/-. Profit after tax for the fiscal 2013 was Rs.829/-.

Internal Control System & Adequacy

Internal Control Systems has been designed to provide reasonable assurance that assets are Safeguarded, transactions are executed in accordance's with management's authorization and properly recorded and accounting records are adequate for preparation of financial statements and other financial information. Internal check is conducted on a periodical basis to ascertain the adequacy and effectiveness of internal control systems.

Material Development In Resources

The Company continues to lay emphasis on developing and facilitating optimum human performance. Performance management was the key word for the Company this year.

ANNEXURE 'A' TO DIRECTORS' REPORT - REPORT ON CORPORATE GOVERNANCE

I. COMPANY'S PHILOSOPHY

Pursuant to Revised Clause 49 of the Listing Agreement with the Stock Exchange, Compliance with the requirements of Corporate Governance is set out below :-

Your company philosophy is to continue to enhance the value of its stakeholders including shareholders, customers, employees' lenders and society at large. The company believes that good corporate governance practices are sine qua non for sustainable development of business. Your company believes that all actions and strategic plans should deliver fair value to its stakeholders. It is an integral part of the company core value which includes fairness, transparency integrity, equity, honesty and accountability .Your Company is compliance with the standards set out by clause 49 of the listing agreement with stock exchange.

II. BOARD OF DIRECTORS

(A) Composition Of the Board

The Constitution of Board of Directors of the Company is governed by the Company's Act 1956 and the Revised Clause 49 of listing agreement. The Company's Board comprises a combination of executives and non-executive Directors. The Board presently consists of 3 Directors and its mix provides a combination of professionalism, knowledge and experience required in the line of Business of the Company. The Board is responsible to manage business of the Company. The functions, responsibilities, role and accountability of the Board are well defined.

The details of the composition of the Board as on 31.03.2013, attendance at the Board Meeting during the year and at the last Annual General Meeting, Number of Directorships, Membership/Chairmanship in other public companies are as follows:-

<u>Sr No.</u>	<u>Name of the Director</u>	<u>Designation</u>	<u>Executive/ Non Executive/Promoter</u>	<u>Independent/ Non Independent</u>
1	Rama Kanta Barik	Director	Executive	Non Independent
2	Rajesh Kr Agarwal	Director	Non-Executive	Independent
3	Mukesh Kr. Kabra	Director	Non-Executive	Independent
4.	Debjit Chakraborty	Additional Director	Non-Executive	Independent

Note: Mayank Daga & Abhinaw Kumar Sharma was appointed as Additional Director on 04.04.2013 as well

(B) Board Meetings held in the Financial Year 2012-2013 and attendance of Directors

Attendance of Directors at Board Meetings, last Annual General Meeting (AGM) & number of other Directorship and Chairmanships/Memberships of Committees of each Director in various Companies as on 31st March, 2013– Board holds periodic meetings to review and discuss performance of the Company, its future plans, strategies and other pertinent items relating to the Company. During the financial year ended on 31st March, 2013, meeting of the Board of Directors was held 8(Eight) times.

<u>Name</u>	<u>Designation</u>	<u>Board</u>	<u>Whether</u>	<u>Directorships</u>	<u>No. of</u>
		<u>Meetings</u>	<u>Last</u>	<u>held in other</u>	<u>Membership(s)/Chairmanshi</u>
		<u>Attended</u>	<u>AGM</u>	<u>Public</u>	<u>p(s) of Board Committees in</u>
			<u>Attended</u>	<u>Limited</u>	<u>other Companies #</u>
				<u>Companies</u>	
				<u>incorporated</u>	
				<u>in India</u>	
Rama Kanta Barik	Executive Director	8	Yes	Nil	Nil
Rajesh Kr Agarwal	Independent Director	8	Yes	Nil	Nil
Mukesh Kr. Kabra	Independent Director	8	Yes	Nil	Nil
Debjit Chakraborty	Additional Director	1	Nil	Nil	Nil

Note: Mayank Daga & Abhinaw Kumar Sharma was appointed as Additional Director on 04.04.2013 as well

Pursuant to clause 49 of Listing Agreement with Stock Exchanges, Memberships/Chairmanships of only Audit Committees and Shareholders Grievance committee in all Public Limited companies (excluding Modi Udyog Limited) have been considered.

The agenda and notes on agenda are circulated to the Board members in advance for facilitating meaningful and focused discussion at the Board Meeting. The Board members, in consultation with the chairman may bring up any matter for consideration of the Board.

The Board periodically reviews compliance report of all laws applicable to the Company. Steps are taken by the Company to rectify or comply the instances of non-compliance, if any noticed.

(C) Change in the composition of the Board of Directors since the last Annual General Meeting

There is a change in composition of the Board from last AGM.

Note: Mayank Daga & Abhinaw Kumar Sharma was appointed as Additional Director on 04.04.2013.

(D) Details of Sitting Fees, remuneration etc. paid to Directors

No sitting fee and directors remuneration was paid to any director during the year

COMMITTEE OF THE BOARD:

1. AUDIT COMMITTEE
2. SHAREHOLDER'INVESTOR GRIEVANCE COMMITTEE

AUDIT COMMITTEE

Your Company has an Audit committee comprising of 2 (Two) Non executive Directors and one Executive Director.. All the members of the Audit Committee are financially literate and have accounting or related financial management expertise. The terms of reference of the Audit Committee included the power as laid down in clause 49(II)(C) and the role as stipulated in Clause 49(II)(D) of the listing agreement and review of the information as laid down in clause 49(II)(E)

During the financial year ended on 31st March, 2013, five (5) meetings of the Audit committee were held.. The composition of Audit Committee and the attendance of members during these meetings are as follows:

<u>Name</u>	<u>Designation</u>	<u>Category</u>	<u>Meetings Attended</u>
Mrs. Rajesh Kr Agarwal	Chairman	Independent Director/Non-Executive	5
Mr. Mukesh Kr. Kabra	Member	Independent Director/Non-Executive	5
Mr. Rama Kanta Barik	Member	Executive Director/Non- Independent	5

The Chairman is a permanent invitee to the Committee. The representative of Statutory Auditors is permanent invitee to the Audit committee meetings.

Unaudited quarterly and audited annual financial results were reviewed, analyzed and confirmed by the committee before they were approved by the Board of Directors for submission to the stock exchanges and publication in newspaper in compliance of clause 41 of the Listing Agreement.

The Annual Accounts for the year ended 31st March, 2013 were duly reviewed by the Audit Committee at its meeting held on 17.08.2013, prior to adoption by the Board

III. REMUNERATION COMMITTEE

Since the Company does not have remuneration Committee (constitution of which is a non-mandatory requirement) the details pertaining to the same are not provided.

IV. SHAREHOLDER'S INVESTOR GRIEVANCE COMMITTEE

Your Company constituted the Committee to oversee the redressal of shareholders' grievances relating to transfer of shares, non-receipt of annual report, dividend etc. During the financial year ended on 31st March, 2013, four (4) meetings of the Committee were held which was attended by all the members of the Committee. The composition of the Committee is as follows:-

<u>Name</u>	<u>Designation</u>	<u>Category</u>
Mr. Mukesh Kr Kabra	Chairman	Independent Director/Non-Executive
Mr. Rajesh Kr Agarwal	Member	Independent Director/Non-Executive
Mr. Rama Kanta Barik	Member	Executive Director/Non-Independent

The details of the complaints, excluding correspondences which are not in the nature of complaints are given below:

No. of Complaints pending as on 1st April, 2012	0
No. of Complaints received during the year	0
No. of Complaints redressed during the year	0
No. of Complaints pending as on 31st March, 2013	0

V. CODE OF CONDUCT

The Board of Directors of the Company has formulated a code of conduct for all Board Members and Senior Management Personnel of the Company and Compliance thereof has been affirmed by all concerned.

VI. DECLARATION FOR COMPLIANCE OF CLAUSE 49(I)(D)

This is to confirm that the Company has adopted a Code of Conduct for all the Board Members and Senior Management Personnel of the Company. It is further confirmed that the Board Members and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct for the financial year ended 31st March, 2013.

Date: 21st August, 2013
Place: Kolkata

Sd/-
Rama Kanta Barik
Executive Director

VII. DETAILS OF DIRECTORS APPOINTED/RE-APPOINTED

Details of directors being appointed/re-appointed have been disclosed in the notice of the Annual General Meeting, i.e. brief resume, nature of expertise in specific functional areas, numbers of directorships and committee memberships and their shareholding in the company.

VIII. GENERAL BODY MEETINGS

(A) Location & time for the last three Annual General Meetings:

<u>Annual General Meeting</u>	<u>Date & Time</u>	<u>Venue</u>
31st March, 2012	28th September, 2012, at 11.30 A.M	91, N.S.Road, 3 rd Floor, Kolkata – 700 001
31st March, 2011	30th September, 2011, at 11.30 A.M	91, N.S.Road, 3 rd Floor, Kolkata – 700 001
31st March, 2010	30th September, 2010, at 11.30 A.M	91, N.S.Road, 3 rd Floor, Kolkata – 700 001

(B) SPECIAL RESOLUTION

<u>Date</u>	<u>Venue</u>	<u>Matter</u>
05.03.2013	91, N.S.Road, 3 rd Floor, Room No – 65, Kolkata – 700 001	Alteration of Article of Association
24.04.2013	91, N.S.Road, 3 rd Floor, Room No – 65, Kolkata – 700 001	Preferential Share Allotment

IX. LOCATION AND TIME OF LAST TWO EXTRA-ORDINARY GENERAL MEETINGS

The Extra Ordinary General Meeting Conducted during the Financial Year 2012-13.

Date	Venue	Matter
05.03.2013	91, N.S.Road, 3 rd Floor, Room No – 65, Kolkata – 700 001	Alteration of Article of Association
15.04.2013	91, N.S.Road, 3 rd Floor, Room No – 65, Kolkata – 700 001	Increase in Authorized Capital
24.04.2013	91, N.S.Road, 3 rd Floor, Room No – 65, Kolkata – 700 001	Preferential Share Allotment

X. POSTAL BALLOT

No Resolution has been passed during last three financial years through Postal Ballot Rules.

Details of Compliance Officer:

Name	Debjit Chakraborty
Phone No.	98364 -52000
Email-Id	debjit1984@gmail.com

XI. DISCLOSURES

- (a) A statement in summary form of transactions with related parties in the Ordinary course of business is placed periodically before the Audit committee. The Company did not have any materially significant related party transactions, which may have potential conflict with the interest of the Company. For the list of disclosures of related party relationship and transactions as per Accounting Standard AS-18, "Related Party Disclosures", Additional Notes to the Annual Audited Accounts of the Company for the financial year ended on 31st March, 2013 may be referred to.
- (b) The Company has duly complied with the requirements of the regulatory authorities on capital market. No structures were imposed on the Company by the SEBI, or any statutory authority on any matter related to capital markets during the last three year.
- (c) There was no pecuniary relationship or transactions between the Company and the Non Executive Directors.
- (d) While preparing financial statements for the year under review, no accounting treatment which was different from that prescribed in the Accounting Standard issued by The Institute of Chartered Accountants of India was followed.
- (e) The Company does not presently have a Whistle Blower policy
- (f) The Board has received disclosures from senior management personnel relating to material financial and commercial transaction in which they and/or their relatives have personal interest.
- (g) A Management Discussion and Analysis Report has been included as a part of the Directors' Report to the Shareholders for the financial year ended 31st March, 2013.
- (h) **Details of Compliance with clause 49 Listing Agreement with Stock Exchange:**
- All mandatory requirements under this clause have not been appropriately complied with.
 - The company does not have a remuneration committee, which is not a mandatory requirement under this clause as reported in paragraph iii above.
 - Other non mandatory requirements will be adopted by your Company's Board as and when required and /or deemed necessary.
- (i) The Company does not have any Indian Subsidiary Company and hence provision of an Independent Director of the Company on the Board of such Subsidiary Company is not applicable.

XII. MEANS OF COMMUNICATIONS

- The Company does not regularly provides information to the Stock Exchanges as per the requirements of the listing Agreement.
- The Quarterly/Half Yearly/Nine Months & Annual Results have not been submitted to The Calcutta Stock Exchange Ltd. and published in the leading English Newspapers and in vernacular language Newspaper.
- The Company is keen to submit and comply with all the mandatory requirement of Stock Exchange will provide all mandatory paper to Exchange very soon.

XIII. GENERAL SHAREHOLDER INFORMATION

Detailed information in this regard is provided in section “Shareholders Information” which forms part of this Annual Report.

XIV. SHAREHOLDERS’ INFORMATION

a. Next Annual General Meeting

The information regarding Annual General Meeting for the financial year ended on 31st March 2013 is as follows :-

a. Day & Date	: Monday, 30th September, 2013
Time	: 11:30 A.M.
Venue	: 3A, Mango Lane, 4 th Floor Kolkata - 700 001

b. Financial Calendar (Tentative)

Financial reporting for the quarter ending June 30,2013	Within 45 days of end of Quarter
Financial reporting for the quarter ending September 30,2013	
Financial reporting for the quarter ending December 31,2013	
Financial reporting for the quarter ending March 31,2014	Within 60 days of end of Quarter
Annual General Meeting for the year ending 31 st March,2014	Last week of September 2014

c. Financial Year	:	1st April 2012 to 31st March, 2013.
d. Date of Book Closure	:	27 th to 30th September, 2013
e. Dividend Payment Date	:	No Dividend has been recommended for the year under review.
f. Listing of Shares	:	The Calcutta Stock Exchange Limited
g. ISIN	:	Not obtained
h. Stock Master Data	:	There were no trading in the script during the year.
i. Registrar & Share Transfer Agent	:	In- House
j. Share Transfer Systems		

As on 31st March, 2013, none of the shares of the Company are in electronic form. The share transfers which are received in physical form are processed and the share certificates returned within a period of 15-20 days from the date of receipt of the transfer, subject to documents being valid and complete in all respects. The Company also obtains from a Practicing Company Secretary, half yearly certificate of compliance with the share transfer formalities as required under Clause 47(c) of the Listing Agreement with Stock Exchange and files a copy of the certificate with the Stock Exchange.

k. Shareholding pattern as on 31st March 2013

- Distribution of Shareholding as on 31st March, 2013:

<u>SHAREHOLDING IN NOMINAL VALUE</u>	<u>NO. OF SHAREHOLDERS</u>	<u>%</u>	<u>NO. OF SHARES</u>	<u>%</u>
UPTO 5000	463	98.09	155100	64.63
5001-10000	9	1.91	84900	35.37

- Category of Shareholders as on 31st March, 2013:

<u>Category</u>	<u>No. of Shares Held</u>	<u>% of shareholdings</u>
Promoters & Promoter Group	31030	12.93
Bodies Corporate	67030	27.93
Indian Public	141940	59.14
Total	240000	100

l. Dematerialization of Equity Shares & Liquidity

Particulars of Shares	Equity Shares of Rs.10 each	
	Number	% of Total
Physical Form	240000	100
Total	240000	100

m. Outstanding GDRs./ADRs/Warrants or any convertible instruments, conversion data likely impact on Equity

Not Applicable.

n. Reconciliation of Share Capital Audit

A Practicing Company Secretary carried out Reconciliation of share capital audit to reconcile total issued and listed capital. The Audit confirms that the total issued/paid up capital is in agreement with the aggregate of the total number of shares in physical form (none of the shares of the company are in dematerialized form) .This audit is carried out every quarter and the report thereon is submitted to Stock Exchanges.

o. Investors' Correspondence: Not Applicable

Shareholders can contact the Company for Secretarial matters at:

3A, Mango Lane, 4th Floor,
Kolkata – 700 001

DECLARATION ON CODE OF CONDUCT

I, Rama Kanta Barik, Director of MODI UDYOG LIMITED having its registered office at 3A, Mango Lane, 4th Floor, Kolkata – 700 001 hereby declare that the company has formulated a code of conduct for its directors and Senior Management Personnel and that all Board Members and Senior Management Personnel have affirmed Compliance of the code for the financial year 2012-13.

Place: Kolkata
Date: 21st August, 2013

Sd/-
Rama Kanta Barik
Director

DIRECTOR CERTIFICATION TO THE BOARD

The Board of Directors
Modi Udyog Limited
Ref- Financial Statements for the period ended March 31, 2013:

I, Rama Kanta Barik, Director, of the Company on the basis of the review of the financial statements for the year ended on 31st March, 2013 along with cash flow statement for that period and to the best of our knowledge and belief, certify under Clause 49 of the Listing Agreement that:-

- a) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- b) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws a regulation.
- c) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year ending March 31,2013, that are fraudulent, illegal or volatile of the Company's Code of Conduct.
- d) We accept responsibility for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting We have indicated to the Auditors and the Audit Committee:
 - o Significant changes in internal control over financial reporting during the year;
 - o Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - o Instances of significant fraud, if any, of which we became 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.

For and on Behalf of the BOD

Sd/-
Mr. Rama Kanta Barik
(Chairman)
Place: Kolkata
Date: 21st August, 2013

COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members,
MODI UDYOG LIMITED
3A, Mango Lane, 4th Floor,
Kolkata – 700 001

We have examined the compliance of Corporate Governance by Modi Udyog Limited for the year ended on 31st March, 2013, as stipulated in clause 49 of the Listing Agreement of the said Company with Stock Exchanges.

The Compliance of conditions of Corporate Governance is the responsibility of the management. Our 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 statement of the Company.

In our opinion and to the best of our information and according to the explanations given to us we certify that the company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We state that no investor grievance(s) is/ are pending for a period exceeding for one month against the Company as per the records maintained by the Shareholders/Investors Grievance Committee.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Anand Khandelia
Sd/-
Practicing Company
Secretary
C.P. No.5841

Place: Kolkata
Date: 21st August, 2013

AUDITOR'S REPORT

To the Members of

MODI UDYOG LIMITED

We have audited the accompanying financial statements of **MODI UDYOG LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2013, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control 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.

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

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



L.N.TODI & CO.
Chartered Accountants

15N, Nelie Sengupta Sarani
(Lindsay Sarani)
4th Floor, Room No - 4, Kolkata - 700 087
Phone - 2252-6892/2716

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2013;
 - b) in the case of the Profit and Loss statement, of the profit for the year ended on that date; and
 - c) in the case of the cash Flow Statement, of the cash flows of the company for the year ended on that date.
1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, this clause is not applicable for the company and hence not reported
 2. As required by section 227(3) of the Act, we report that:
 - a) we have 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 appears from our examination of those books
 - c) the Balance Sheet and Statement of Profit and Loss dealt with by this Report are in agreement with the books of account.
 - d) in our opinion, the Balance Sheet and Statement of Profit and Loss comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956;
 - e) on the basis of written representations received from the directors as on 31st March, 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.
 - f) Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act, 1956 nor has it issued any Rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the Company.

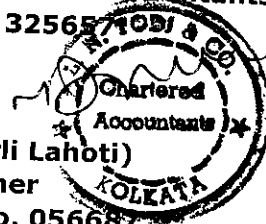
Place: Kolkata

Date: 20.04.2013

In terms of our report of even date

For L.N. Todi & Co.
Chartered Accountants
FRN 32565

(Murli Lahoti)
Partner
M. No. 056687



MODI UDYOG LIMITED

BALANCE SHEET as at 31st MARCH 2013

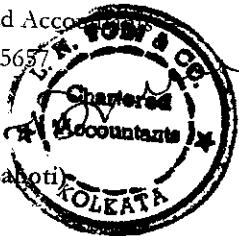
Particulars	Note No.	Amount in ₹	
		As at 31st March 2013	As at 31st March 2012
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	A	2,400,000	2,400,000
Reserves and Surplus	B	(733,413)	(734,242)
		1,666,587	1,665,758
Non-Current Liabilities			
		-	-
Current Liabilities			
Other Current Liabilities	C	81,114	101,712
Short-term Provisions	D	371	-
		81,485	101,712
		1,748,072	1,767,470
ASSETS			
Non-Current Assets			
Non Current Investments	E	1,475,000	1,475,000
		1,475,000	1,475,000
Current Assets			
Trade Receivables	F	125,387	125,387
Cash and Bank Balances	G	142,638	162,036
Short-term Loans and Advances	H	5,047	5,047
		273,072	292,470
		1,748,072	1,767,470
Significant Accounting Policies	M	-	-

The notes referred to above form an integral part of the Balance Sheet

In terms of our report of even date annexed

For L.N Todi & Co.

Chartered Accountants
FRN: 325657



(Murli Lohoti)
Partner

Membership No. 056687
Kolkata. 20th April, 2013

For and on behalf of the Board

Modi Udyog Limited

Modi Udyog Limited

Debjit Chakraborty

Mojande Daps

Debjit Chakraborty
Director

Director

Director
Modi Udyog Limited

Rajesh Kumar Agarwal

Rajesh Kumar Agarwal
Director

Director

MODI UDYOG LIMITED

STATEMENT OF PROFIT AND LOSS for the year ended 31st MARCH 2013

Amount in ₹

Particulars	Note No.	Year Ended 31st March 2013	Year Ended 31st March 2012
INCOME			
Revenue from Operations (gross)	I	-	66,500
Less : Excise Duty		-	-
Revenue from Operations (net)		-	66,500
Other Income	J	55,245	-
	"I"	55,245	66,500
EXPENDITURE			
Other Expenses	K	54,045	91,100
	"II"	54,045	91,100
PROFIT BEFORE TAX	(I-II)	1,200	(24,600)
TAX EXPENSES :			
Current Tax		371	-
Earlier Years		-	-
NET TAX EXPENSES		371	-
PROFIT / (LOSS) FOR THE YEAR		829	(24,600)
Earnings Per Equity Share			
Basic	L	0.00345	(0.1025)
Diluted		0.00345	(0.1025)
Significant Accounting Policies	M		

The notes referred to above form an integral part of the Statement of Profit and Loss

In terms of our report of even date annexed

For L.N Todi & Co.

Chartered Accountants

FRN: 325

(Murli Lahoti)

Partner

Membership No. 056687

Kolkata. 20th April, 2013

Modi Udyog Limited For and on behalf of the Board of Modi Udyog Limited

Debjit Chakraborty

Director

Modi Udyog Limited

Rajesh Kumar Aggarwal

Director

Director

Wajant Daga

Director

Director

MODI UDYOG LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS for the year ended 31st MARCH 2013

A. SHARE CAPITAL

(Amount in ₹)

Particulars	As at 31st March 2013		As at 31st March 2012	
	No. of Shares	Amount (₹)	No. of Shares	Amount (₹)
Authorised Shares 2,50,000 (P.Y. 2,50,000) Equity Shares of ₹ 10/- each		2,500,000		2,500,000
Issued, Subscribed & Fully paid-up shares 2,40,000 (P.Y. 2,40,000) Equity Shares of ₹ 10/- each		2,400,000		2,400,000
		2,400,000		2,400,000

(a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period :

Particulars	As at 31st March 2013		As at 31st March 2012	
	No. of Shares	Amount (₹)	No. of Shares	Amount (₹)
Shares outstanding at the beginning of the year	240,000	2,400,000	240,000	2,400,000
Add : Addition during the year	-	-	-	-
Less : Buy back during the year	-	-	-	-
Shares outstanding at the end of the year	240,000	2,400,000	240,000	2,400,000

(b) Terms / Rights attached to Equity Shares

The Company has only one class of Equity Shares having a par value of ₹ 10 per shares. Each holder of equity shares is entitled to one vote per share. Any shareholder whose name is entered in the Registrar of Members of the Company shall enjoy the same rights and be subject to the same liabilities as all other shareholders of the same class.

Dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. The Company in general meeting can't declare dividend in excess of the amount recommended by the Board. Dividend as declared in the ensuing Annual General Meeting, shall be distributed within the period provided in section 207 of the Companies Act, 1956.

In the event of Winding up of the Company, Equity Shareholders will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. For the said purpose, the liquidator may set such value as he deems fair upon any property to be divided and may determine how such division shall be carried out between the members.

(c) Details of Shareholders holding more than 5 % (percent) shares in the Company :

Particulars	As at 31st March 2013		As at 31st March 2012	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Equity Shares of ₹ 10 each fully paid-up				
Not Applicable				

B. RESERVES & SURPLUS

Particulars	As at 31st March 2013		As at 31st March 2012	
	(Amount in ₹)		(Amount in ₹)	
Surplus / (Deficit) in the Statement of Profit and Loss				
Balance as per last financial statements		(734,242)		(709,642)
Add : Net Profit / (Net Loss) for the year		829		(24,600)
Net Surplus / (Deficit) in the Statement of Profit and Loss		(733,413)		(734,242)



Modi Udyog Limited
Debjit Chakraborty
 Director

MODI UDYOG LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS for the year ended 31st MARCH 2013

C. CURRENT LIABILITIES

Particulars	As at 31 st March 2013 (Amount in ₹)	As at 31 st March 2012 (Amount in ₹)
C.2 Other Current Liabilities		
Dues for Expenses	53,149	62,826
Audit Fees Payable	14,965	9,465
Listing Fees Payable	13,000	10,500
Jubilee Corporate Services Pvt. Ltd.	-	6,921
Dhruba Charan Sahoo	-	12,000
	<u>81,114</u>	<u>101,712</u>
D. SHORT TERM PROVISIONS		
Other Provisions	371	-
For Income Tax	<u>371</u>	<u>-</u>
E. NON CURRENT INVESTMENTS		
As per Annexure "A"	1,475,000	1,475,000
	<u>1,475,000</u>	<u>1,475,000</u>
F. TRADE RECEIVABLES		
Receivable from Sundry Parties	125,387	125,387
	<u>125,387</u>	<u>125,387</u>
G. CASH AND BANK BALANCES		
Cash and Cash Equivalents		
Balances with Banks		
In Current Accounts	14,199	15,101
Cash in Hand (As Certified)	128,439	146,935
	<u>142,638</u>	<u>162,036</u>
H. SHORT TERM LOANS AND ADVANCES		
Advance Tax & Tax Deducted at Source	5,047	5,047
	<u>5,047</u>	<u>5,047</u>
I. REVENUE FROM OPERATIONS		

Particulars

	Year ended 31 st March, 2013 (Amount in ₹)	Year ended 31 st March, 2012 (Amount in ₹)
Sale of Products	-	66,500
Commission Income	-	66,500
Revenue from Operations (gross)	-	-
Less : Excise Duty	-	66,500
	<u>55,245</u>	<u>-</u>
J. OTHER INCOME		
Interest Income on		
Miscellaneous Income	55,245	-
	<u>55,245</u>	<u>-</u>



Modi Udyog Limited

Debjit Chakraborty
Director

MODI UDYOG LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS for the year ended 31st MARCH 2013

K. OTHER EXPENSES

Accounting Charges	12,000	30,000
Audit Fees	5,500	4,965
Conveyance	3,126	2,495
Filing Fees	9,500	500
General Expenses	12,017	25,040
Loss on Sale of Asset	-	10,200
Listing fees	2,500	-
Postage & Telegram	-	1,600
Printing & Stationery	-	1,400
Bank Charges	902	-
Professional Tax	-	2,500
Service Charges	-	400
Secretarial Fees	8,500	12,000
	<u>54,045</u>	<u>91,100</u>

(a) Details of Payments to Auditor

As Auditor
Statutory Audit Fee
In Other Capacity

	-	-
	-	-
	-	-
	-	-

L. EARNINGS PER SHARE (EPS)

Net Profit After Taxation	829	(24,600)
Weighted average number of Equity Shares	240,000	240,000
Add: Dilutive Potential Equity Shares	-	-
No. of Equity Shares for Dilutive EPS	240,000	240,000
Nominal Value of Shares (in ₹)	-	-
Basic Earnings Per Share (in ₹)	10	10
Diluted Earnings Per Share (in ₹)	0.0035	(0.1025)
	0.0035	(0.1025)



Modi Udyog Limited

Debijit Chakrabarty
Director

MODI UDYOG LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS for the year ended 31st MARCH 2013

16. RELATED PARTY DISCLOSURES

(a) List of Related Parties

- (i) Key Management Personnel
 Debjit Chakraborty
 Partha Pal
 Rajesh Kumar Agarwal

Director
 Director
 Director

(b) Transactions with Related Parties

Related Parties
 Key Managerial Personnel

Finance & Investment

- Loan Taken

- Debjit Chakraborty
 Partha Pal
 Rajesh Kumar Agarwal

Debit / (Credit) Balance as on 31.03.2013

- Debjit Chakraborty
 Partha Pal
 Rajesh Kumar Agarwal

	Year ended 31st March, 2012 (₹)	Year ended 31st March, 2012 (₹)
Debjit Chakraborty	Nil	Nil
Partha Pal	Nil	Nil
Rajesh Kumar Agarwal	Nil	Nil
Debjit Chakraborty	Nil	Nil
Partha Pal	Nil	Nil
Rajesh Kumar Agarwal	Nil	Nil
	Nil	Nil
	Nil	Nil
	Nil	Nil

17. VALUE OF IMPORTS CALCULATED ON C.I.F. BASIS

18. EXENDITURE IN FOREIGN CURRENCY

19. EARNINGS IN FOREIGN EXCHANGE

20. DUES TO MICRO AND SMALL ENTERPRISES AS DEFINED UNDER THE MSMED ACT 2006

Based on the representations made to us by the management of the Company, there are no dues to entities defined as Micro and Small Enterprises under Micro, Small and Medium Enterprises Development Act, 2006.

21. SEGMENT REPORTING

The Company doesn't fall in any of the category of enterprises as mentioned in AS -17 "Segment reporting" notified by Companies (Accounting Standards) Rules, 2006, so the company is not required to apply this Accounting Standard.

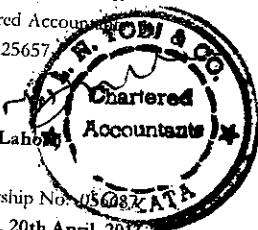
22. In the opinion of the Board of Directors, the Current Assets, Loans & Advances have a value on realisation in the ordinary course of business at not less than the amount at which they are stated in the accounts. Adequate provisions have been made for all known losses and liabilities

23. Certain balances of Trade Receivables, Trade Payables, Unsecured Loans & Advances are subject to confirmation.

For L.N Todi & Co.

Chartered Accountants

FRN: 325657



(Murli Lahiri)

Partner

Membership No. 056882ATA

Kolkata. 20th April, 2013

Modi Udyog Limited

Debjit Chakraborty

Debjit Chakraborty
 Director

Modi Udyog Limited

Rajesh Kumar Agarwal

Director

Director

Modi Udyog Limited

Rajesh Kumar Agarwal

Director

Director

NOTES TO AND FORMING PART OF BALANCE SHEET AND STATEMENT OF PROFIT AND LOSS
FOR THE PERIOD FROM 01.04.2012 TO 31.03.2013

CORPORATE INFORMATION

MODI UDYOG LIMITED (the Company) is a Limited company domiciled in India and incorporated under the provisions of the Companies Act, 1956 listed in Bombay Stock Exchange and Calcutta Stock Exchange

M SIGNIFICANT ACCOUNTING POLICIES & NOTES :

A Basis Of Preparation of Financial Statements

The financial statements of the Company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The company has prepared these financial statements to comply in all material respects with the accounting standards notified under the Companies (Accounting Standards) Rules, 2006, (as amended) and the relevant provisions of the Companies Act, 1956.

The accounting policies adopted in the preparation of financial statements are consistent with those of previous year.

The financial statements have been prepared on an accrual basis except as otherwise stated.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule VI to the Companies Act, 1956. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company ascertains its operating cycle for the purpose of current/non-current classification of assets and liabilities.

B Presentation and disclosure of financial statements

During the year ended 31st March 2013, Revised Schedule VI notified under the Companies Act 1956, has become applicable to the company, for preparation and presentation of its financial statements. The adoption of revised Schedule VI does not impact recognition and measurement principles followed for preparation of financial statements. However, it has significant impact on presentation and disclosures made in the financial statements. The Company has also reclassified the previous year figures in accordance with the requirements applicable in the current year.

The revised schedule VI allows line items, sub-line items and sub-totals to be presented as an addition or substitution on the face of the financial statements when such presentation is relevant to an understanding of the company's financial position or performance or to cater to industry/sector-specific disclosure requirements.

C Use Of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles require management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period end. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

D Miscellaneous Expenditure (To The Extent Not Written Off Or Adjusted)

The amount of preliminary expenses has been written off over a period of 5 years as per the provision of Sec35 of Income Tax Act'1961.

E Cash and cash equivalents

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.

F Provision For Current And Deferred Tax

Tax expense comprises 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 and tax laws prevailing in the respective tax jurisdictions where the company operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting

G Investments

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as Current Investments. All other investments are classified as Long Term Investments.

On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties.

Both current investments and long term investments are carried in the financial statements at cost.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

H Current Assets, Loans & Advances

In the opinion of the Board and to the best of its knowledge and belief the value on realisation of current assets in the ordinary course of business would not be less than the amount at which they are stated in the Balance Sheet and repayable on demand.

Modi Udyog Limited

Debjit Chakraborty

Director



I Inventories

Finished and Semi-Finished products produced and purchased by the Company are carried at lower of cost and net realisable value after providing for obsolescence, if any.

Work-in-progress is carried at lower of cost and net realisable value.

Stock of raw materials, stores, spare parts and packing materials are valued at lower of cost less CENVAT Credit/ VAT availed or net realisable value.

Cost of inventories comprises all costs of purchase, cost of conversion and other costs incurred in bringing them to their respective present location and condition.

Liability for excise duty in respect of goods manufactured by the Company is accounted upon removal of goods from the factory.

J Fixed Assets and Depreciation

Tangible assets

Tangible assets are stated at their cost of acquisition net of receivable CENVAT and VAT Credits. All costs, direct or indirect, relating to the acquisition and installation of fixed assets and bringing it to its working condition for its intended use are capitalised and include borrowing costs and adjustments arising from foreign exchange rate variations directly attributable to construction or acquisition of fixed assets. Depreciation on fixed assets is provided on written down value method (WDV) on a pro-rata-basis at the rates and in the manner specified in Schedule XIV to the Companies Act, 1956. In respect of assets acquired/sold during the year, depreciation has been provided on pro-rata basis with reference to the days of addition/put to use or disposal.

Intangible assets

Intangible Assets are stated at their cost of acquisition, less accumulated amortization and accumulated impairment losses thereon. An intangible asset is recognized where it is probable that future economic benefits attributable to the asset will flow to the enterprise and where its cost can be reliably measured. The depreciable amount of intangible assets is allocated based on the estimates of the useful life of the asset not exceeding five years.

J Impairment of Assets

An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss is charged to the Profit & Loss Account in the year in which an asset is identified as impaired. The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

K Recognition of Income & Expenditure

Income and expenditure is recognized and accounted for on accrual basis. Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue from sale of goods is recognised on transfer of significant risks and rewards of ownership to the customer and when no significant uncertainty exists regarding realisation of the consideration. Sales are recorded net of sales returns, sales tax/VAT, cash and trade discounts.

L Earning Per Shares

The Company reports Basic and Diluted earnings per equity share in accordance with the Accounting Standard - 20 on Earning Per Share. In determining earning per share, the Company considers the net profit after tax and includes the post tax effect of any extraordinary/exceptional items. The number of shares used in computing basic earning per share is the weighted average number of equity shares outstanding during the period. The numbers of shares used in computing diluted earning per share comprises the weighted average number of equity shares that would have been issued on the conversion of all potential equity shares. Dilutive potential equity shares have been deemed converted as of the beginning of the period, unless issued at a later date.

M Provision, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognised but are disclosed in the notes. Contingent Assets are neither recognised nor disclosed in the financial statements.

N There are no Micro, Small and Medium Enterprises (MSMEs) as defined in the Micro, Small, Medium Enterprises Development Act, 2006 within the appointed date during the year and no MSMEs to whom the Company owes dues on account of principal amount together with interest at the balance sheet date and hence no additional disclosures have been made.

O The Company is a small and medium sized company (SMC) as defined in the general instructions in respect of accounting standards notified under the Companies Act, 1956. Accordingly, the Company has complied with the Accounting Standards as applicable to a small and medium sized Company.

P PREVIOUS YEAR FIGURES

Revised Schedule VI notified under the Companies Act 1956, has become applicable to the company, for preparation and presentation of its financial statements, from the financial year commencing on or after 1st April 2011. In view of the same, the Company has reclassified the previous year figures in accordance with the requirements applicable in the current year.

AUDITOR'S REPORT
SIGNED IN TERMS OF OUR SEPARATE
REPORT OF EVEN DATE.
For L.N Todi & Co.
Chartered Accountants
FRN: 325657



Kolkata, 20th April, 2011

(Muri Lahoti)
Partner
Membership No. 056687

Modi Udayog Ltd

Debjit Chakrabarty

Director

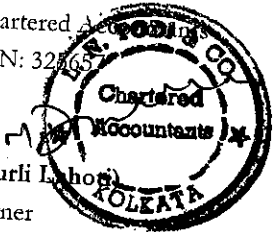
MODI UDYOG LIMITED

CASH FLOW STATEMENT for the year ended 31st MARCH, 2013.

Particulars	Amount in ₹	
	Year Ended 31st March 2013	Year Ended 31st March 2012
A Cash Flow from Operating Activities :		
Net Profit/(Loss) before tax		
Adjustments for:		
Interest Income	1,200	(24,600)
Operating Profit before working capital changes		
Increase / (Decrease) in Other Current Liabilities	1,200	(24,600)
(Increase) / Decrease in Trade Receivables	(20,598)	17,865
(Increase) / Decrease in Short Term Loans & Advances	-	(125,387)
Operating Profit after working capital changes	(19,398)	(132,122)
Net Cash from/ (used in) Operating Activities	(19,398)	(132,122)
B Cash Flow from Investing Activities :		
Sale of Fixed Assets		
Interest Income		29,700
Net Cash from/ (used in) Investing Activities	-	29,700
C Cash Flow from Financing Activities :		
Net Cash from/ (used in) Financing Activities	-	29,700
Net Increase/ (Decrease) in Cash & Cash Equivalents	(19,398)	(102,422)
Cash & Cash Equivalents as at the beginning of the year	162,036	264,458
Cash & Cash Equivalents as at the end of the year	142,638	162,036

For L.N Todi & Co.

Chartered Accountants
FRN: 32565



(Murli L. Todi)
Partner

Membership No. 056687
Kolkata. 20th April, 2013

Modi Udyog Limited

Debjit Chakraborty
Director

Director

Director

Modi Udyog Limited

Rajesh K. Agarwal
Director

Rajesh Kumar Agarwal
Director

Director

For and on behalf of the Board

Modi Udyog Limited

Mayank Datta
Director

Director

Modi Udyog Limited
3A, Mango Lane, 4th Floor, Kolkata – 700 001, India

ATTENDANCE SLIP

Folio No:
held:

No. of Shares

I certify that I am the registered shareholder/proxy for the registered shareholder of the Company. I hereby record my presence at the 31st Annual General Meeting at 3A Mango Lane, 4th Floor, Kolkata – 700 001 on the 30th day of September, 2013 at 11.30a.m.

Name of the Shareholder/Proxy:-
Shareholder/Proxy:-

Signature of the

Modi Udyog Limited
3A, Mango Lane, 4th Floor, Kolkata – 700 001, India

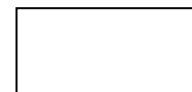
PROXY FORM

Folio No:
held:

No. of Shares

I/We ----- of ----- in the district of --
----- being a member/members of M/s. Modi Udyog Limited, hereby
appoint ----- of ----- in the District of ----- or failing him ---
-----of----- in the District of----- as my / our
Proxy to vote for me/ us on my/our behalf, at the Thirty First Annual General Meeting to be held at 3A
Mango Lane, 4th Floor, Kolkata – 700 001 on Monday the 30th day of September 2013 at 11.30 a.m
and at any adjournment thereof.

Signed this ----- day of -----, 2013



SIGNATURE _____

NOTE:

- 1. In the case of a Corporation this Proxy shall be either given under the Common Seal or signed on its behalf by an Attorney or Officer of the Corporation.*
- 2. Proxies to be valid must be deposited at the Registered Office of the Company, not later than 48 hours before the time for holding the Meeting.*

Book post

If undelivered please return to;

Modi Udyog Limited
3A, Mango Lane,
4th Floor, Kolkata – 700 001