



# Modipon Limited

Hapur Road, Modinagar, Ghaziabad-201 204, District: Ghaziabad (UP)  
L65993UP1965PLC003082  
Phone: (01232) 243471

7<sup>th</sup> December, 2020

To  
The Bombay Stock Exchange Ltd.  
Corporate Relation Department,  
New Trading Ring, Rotunda Building, P.J. Tower,  
Dalal Street, Fort, Mumbai-400001

**Ref: INE170C01019**

**Scrip Code: 503776**

**Sub: Submission of Annual Report of Modipon Limited in term of Regulation 34 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir,

With reference to the above, please find enclosed the copy of the annual report being sent to the shareholders along with the notice of the annual general meeting. Further this is to inform you that Annual General Meeting is scheduled to be held on Monday, December 28, 2020 at 3.00 P.M. through Video conferencing or Other Audio Visual Means.

You are requested to kindly consider the same in your records.

Thanking you

Yours truly,  
For MODIPON LIMITED

Vineet Kumar Thareja  
(Company Secretary & Compliance Officer)



**modipon  
limited**

**53RD ANNUAL REPORT 2019-20**

**BOARD OF DIRECTORS**

Mr. Manish Modi	Chairman & Managing Director
Mr. Mayur Maheshwari	Nominee Director
Mr. Shashi Kant Ranjan	Independent Director
Ms. Kavita Rani	Independent Director
Mrs. Aditee Modi	Woman Director

**COMPANY SECRETARY & COMPLIANCE OFFICER/CFO**

Mr. Vineet Kumar Thareja

**BANKERS**

HDFC Bank

**AUDITORS**

Messrs B. M. Chatrath & Co.  
Chartered Accountants  
D-26, Sector - 3,  
Noida 201 301 (U.P.)  
Ph. : 0120-4742016/17

**REGISTERED OFFICE**

Hapur Road,  
Modinagar - 201 204  
District : Ghaziabad (U.P.)  
Ph. : 01232-243471

**REGISTRAR AND TRANSFER AGENT**

MAS Services Limited  
T-34, 2nd Floor,  
Okhla Industrial Area, Phase-II,  
New Delhi - 110 020  
Ph. : 011-26387281/82/83

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## **MODIPON LIMITED**

**CIN: L65993UP1965PLC003082**  
**Regd. Office: Hapur Road, Modinagar- 201 204 (U.P.)**  
**Email: [modipon@modimangal.in](mailto:modipon@modimangal.in)**  
**[vkthareja@modimangal.in](mailto:vkthareja@modimangal.in)**  
**Website: [www.modipon.net](http://www.modipon.net)**

### **NOTICE**

Notice is hereby given that the 53<sup>rd</sup> Annual General Meeting of Modipon Limited will be held on Monday, the 28<sup>th</sup> December 2020 through video conferencing at 03:00 PM to transact the following business:

#### **ORDINARY BUSINESSES**

1. To receive, consider, approve and adopt the Audited Financial Statements of the Company for the financial year ended on March 31, 2020 alongwith the Report of Board of Directors and Independent Auditors' thereon.

#### **SPECIAL BUSINESS**

2. **Ratification of appointment of Ms. Kavita Rani (DIN: 08853423) as Non-Executive Independent Director of the Company**

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 Sections 149, 150, 152 and all other applicable provisions, if any, read with Schedule IV of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modifications or re-enactment thereof for the time being in force) ("the Act") and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, appointment of Ms. Kavita Rani (DIN: 08853423), as Non-Executive Independent Director of the Company, not liable to retire by rotation, for a period of five years with effect from 31<sup>st</sup> July, 2020 be and is hereby ratified.

**RESOLVED FURTHER THAT** Mr. Manish Modi, Managing Director and Mr. Vineet Kumar Thareja, Company Secretary & Compliance Officer of the Company be and are hereby severally and/or jointly authorized to file requisite e-Form with the Registrar of Companies."

3. **To increase borrowing powers of the board and authorization limit to secure the borrowings under Section 180(1)(c) of the Companies, Act, 2013**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

**"RESOLVED THAT** in supersession of all the earlier resolutions passed in this regard and subject to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors to borrow any sum or sums of money from time to time, for the purpose of the business of the Company, from any one or more Banks, Financial Institutions and other Persons, Firms, Bodies Corporate, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company may, at any time, exceed the aggregate of the paid-up share capital of the Company and its free reserves, subject to such aggregate borrowings not exceeding the amount which is Rs. 50 crores (Rupees Fifty crores only) over and above the aggregate of the paid-up share capital of the Company and its free reserves.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to take such steps as may be necessary for obtaining 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 to 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."

By Order of the Board of Directors  
For Modipon Limited

Dated : November 13, 2020

Place : New Delhi

Vineet Kumar Thareja

Company Secretary & Compliance Officer

### **NOTES:**

1. In view of the situation arising due to COVID-19 global pandemic, the Ministry of Corporate Affairs ("MCA") vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") has permitted the companies to conduct the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. Hence, in compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and MCA Circulars, the AGM of the Company is being conducted through VC / OAVM and the deemed venue of the AGM shall be the Registered Office of the Company.  
The instructions for participation by Members are given provided in detail in the notice. Participation at the AGM through VC shall be allowed on a first-come-first-served basis.
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 this AGM is annexed hereto.
3. Since the AGM is being conducted through VC/OAVM, the facility for appointment of proxy by the members is not available for this AGM and hence the proxy form and attendance slip including route map are not annexed to this notice.
4. Members may note that Participation of members through VC / OAVM will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.
5. Corporate members intending to attend the AGM through authorized representatives are requested to send a scanned copy of duly certified copy of the board or governing body resolution authorizing the representatives to attend and vote at the Annual General Meeting. The said Resolution/ Authorization shall be sent to the Scrutinizer by email through its registered email address to [ranjeet@ranjeetcs.com](mailto:ranjeet@ranjeetcs.com) with a copy marked to [info@masserv.com](mailto:info@masserv.com).
6. Relevant details pursuant to Regulation 36(3) of the Listing Regulations, in respect of directors seeking reappointment at this AGM is also annexed with the notice.
7. a) The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, December 22, 2020 to Monday, December 28, 2020 (both days inclusive).  
b) The remote e-voting period commences on Friday, December 25, 2020 (9:00 am) and ends on Sunday, December 27, 2020 (5:00 pm). The remote e-voting shall not be allowed beyond the said date and time. 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., Monday, December 21, 2020, may cast their vote by remote e-voting.  
A person who is not a member as on the cut-off date should treat this notice for informational purpose only.
8. Pursuant to the provisions of the Companies Act and the relevant rules framed thereunder, the amount of dividend which remains unpaid/unclaimed for a period of 7 years is transferred to the 'Investor Education & Protection Fund (IEPF)' established by the Central Government.  
Accordingly, the Members whose unclaimed dividend/shares have been transferred to IEPF, may claim the same

by applying to the IEPF Authority through submission of an online Form IEPF-5 on the website of IEPF Authority [www.iepf.gov.in](http://www.iepf.gov.in).

9. Since the AGM is being conducted through VC / OAVM, members requiring any further information or having any query on financial statements or on any agenda item proposed in the notice of AGM are requested to send their queries in advance, latest by Friday, December 18, 2020 (5:00 p.m. IST) to the Company Secretary & Compliance Officer at [vkthareja@modimangal.in](mailto:vkthareja@modimangal.in) 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.
10. All the documents referred to in the AGM notice shall be made available for inspection upon request by the members.
11. The Annual Report and the Notice of the 53<sup>rd</sup> AGM of the Company are being sent through electronic mode only in accordance with the aforementioned circulars. No physical copy of the Notice and the Annual Report has been sent to members who have not registered their e-mail addresses.

Members whose e-mail ID is not registered are requested to register the same by for receiving all communication from the Company electronically. Members can register their email id in the following manner:-

<b>Physical Holding</b>	Send a signed request to Registrar and Transfer Agents of the Company, MAS Services Limited at <a href="mailto:info@masserv.com">info@masserv.com</a> providing Folio number, Name of the shareholder, scanned copy of the share certificate (Front and Back), PAN( Self attested scanned copy of PAN Card), AADHAR ( Self attested scanned copy of Aadhar Card) for registering email address.
<b>Demat Holding</b>	Please write to your Depository Participant (DP) for registering your email id.

The Integrated Annual Report including the Notice will also available on the website of the Company at <https://www.modipon.net> and also on the website of BSE Limited [www.bseindia.com](http://www.bseindia.com).

## 12. ADDITIONAL INFORMATION:

- i. Regulation 40 of Listing Regulations prohibits transfer of shares in physical mode and mandates holding in demat except in case of transmission or transposition. Accordingly, Members are requested to convert the physical holding to demat through Depository Participant. Members holding shares in physical form are requested to update their details by writing to the Registrar & Share Transfer Agent of the Company, **MAS Services Limited**, T-34, 2<sup>nd</sup> Floor, Okhla Industrial Area, Phase - II, New Delhi - 110 020 Ph:- 011-26387281/82/83 Fax:- 011-26387384 quoting registered Folio No. (a) details of their bank account/change in bank account, if any, and (b) change in their address, if any, with pin code number.  
In case shares held in demat mode, members are requested write to their Depository Participant.
- ii. Registration of nomination makes easy for dependents to access your investments and set out the proportion of your benefits to the nominees. Accordingly, shareholders desirous of availing this facility may 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 Registrars & Share 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 & Share Transfer Agent, members are requested to quote their folio numbers or DP ID and Client ID for physical or electronic holdings respectively.

- iii. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat account. Members holding shares in physical form can submit their PAN with the Company/Registrar.
- iv. Members who hold shares in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Registrar, for consolidation into a single folio.

## 13. VOTING THROUGH ELECTRONIC MEANS

In compliance with the provisions of Regulation 44 of the Listing Regulations and pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is offering e-voting facility to its members.

Members may access the same at <http://www.evotingindia.com/> under shareholders/members login by using their remote e-voting credentials and selecting the EVSN of the Company' AGM.

The members who have cast their vote by remote voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

Detailed procedure for e-voting and for joining the meeting is provided as under:

### INSTRUCTION FOR REMOTE E-VOTING , E-VOTING AND JOINING OF AGM THROUGH VIDEO CONFERENCING

- (i) Visit the e-voting website <http://www.evotingindia.com/>.
- (ii) Click on "Shareholders" module.
- (iii) Enter your User ID as per below:-
  - For CDSL: 16 digits beneficiary ID
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID
  - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Enter the Image Verification as displayed and Click on Login.
- (v) If you are already registered for e-voting then you can use your existing password to log in and caste your vote.
- (vi) If you are using CDSL e-voting system for the first-time, kindly follow the steps given below:

	<b>For Shareholders holding shares in Demat Form and Physical Form</b>
PAN	<ul style="list-style-type: none"> <li>• Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</li> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence/PAN number which is mentioned in email.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<ul style="list-style-type: none"> <li>• Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</li> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iii).</li> </ul>

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is also to be used by the demat holders for voting on resolutions

of any other company for which they are eligible to vote, provided that the company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (ix) For shareholders holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the Modipon Limited.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same, the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution on which you have decided to vote, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) Shareholders can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvi) In case a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
- (xvii) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.
- (xviii) Members requiring any assistance/ support for participation before or during the AGM, can contact the RTA at the designated email id [info@masserv.com](mailto:info@masserv.com) or at telephone nos.:- +91 11 26387281/82/83.
- (xix) Mr. Ranjeet Kumar Verma, Practising Company Secretary, Proprietor of M/s, 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.
- (xx) The Scrutinizer will, after conclusion of e-voting at the meeting, scrutinize the votes cast at the meeting and through 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 authorised by him in writing who shall countersign the same. The Chairman or any other person authorised by the Chairman, shall declare the results within Forty-Eight (48) hours after the conclusion of the meeting. 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 CDSL <https://www.evotingindia.com/> and shall also be displayed at the registered office of the Company. The results shall simultaneously be submitted to the Stock Exchange(s) and available at [www.bseindia.com](http://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

**PROCESS FOR THOSE SHAREHOLDERS WHO WISH TO OBTAIN LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE BUT WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES:-**

- **For Physical shareholders** – Kindly send an email with a scanned request letter duly signed by first shareholder, scan copy of front and back of one share certificate, copy of PAN card and Aadhar card to [info@masserv.com](mailto:info@masserv.com)
- **For Demat shareholders** – Kindly update your email id with your depository participant and send copy of client master to [info@masserv.com](mailto:info@masserv.com)

**PROCEDURE FOR SPEAKER REGISTRATION OR TO RAISE QUESTIONS / QUERIES**

Since the AGM is being conducted through VC / OAVM, members having any question on financial statements or on any agenda item proposed in the notice of AGM are requested to send their queries in advance, latest by Friday, December 18, 2020 (5:00 p.m. IST) through email at [vkthareja@modimangal.in](mailto:vkthareja@modimangal.in) with a copy to [info@masserv.com](mailto:info@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

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 email address mentioning their name, DP ID and client ID/Folio No., No. of shares, PAN, mobile number at [vkthareja@modimangal.in](mailto:vkthareja@modimangal.in) with a copy to [info@masserv.com](mailto:info@masserv.com) on or before Friday, December 18, 2020 (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.

**INSTRUCTIONS FOR JOINING MEETING THROUGH VC:**

- i. To join the meeting, log on to the e-voting website <http://www.evotingindia.com/> and login as explained above. After logging-in, kindly click on 'live streaming' tab which will be redirected to 'cisco' website. Enter the details as mentioned below:-

In the "Name" field - Put your USERID as informed in e-mail.

In the "last name" field - Enter your Name

In the "Email ID" field - Put your email ID

In the "Event password" field - Put the password as "cdsl@1234"

Click 'Join Now' button.

A screen for downloading CISCO driver for VC will be displayed. Please click on run temporary file download. Downloading of driver will start. Kindly open the driver and click on 'Run'.

Event will start and member will be connected in the AGM through Video conferencing.

- ii. Members can join the meeting through laptop, tablet, and desktop. In case members wants to join through mobile, they need to download the WebEx meet app from the respective play store.

**PRE-REQUISITE FOR JOINING OF MEETING THROUGH DESKTOP OR LAPTOP:**

System requirement:

- Windows 7, 8 or 10
- I3
- Microphone, speaker
- Internet speed minimum 700 kbps
- Date and time of computer should be current date and time

**PRE-REQUISITE FOR JOINING OF MEETING THROUGH MOBILE:**

- Please download WebEx application from play store

**NOTE: IT IS ADVISABLE TO LOGIN BEFOREHAND AT E-VOTING SYSTEM AS EXPLAINED IN E-VOTING INSTRUCTIONS ABOVE, TO BE FAMILIAR WITH THE PROCEDURE, SO THAT YOU DO NOT FACE ANY TROUBLE WHILE LOGGING-IN DURING THE AGM.**

**PROCEDURE FOR E-VOTING AND JOINING OF MEETING THROUGH VC**

- i. Log on to the e-voting website <http://www.evotingindia.com/>.
- ii. Click on 'Shareholders/Members tab'.
- iii. Enter user id as mentioned in the email or read point number (iii) as given above in the instructions for e-voting.  
In case you are an existing user, enter your existing CDSL password in password field.



- iv. In case you are a first-time user, enter your PAN and bank detail/DOB or follow instruction as given point number (vi) above in the instructions for e-voting or as mentioned in email received for AGM notice, the voting screen will appear.
- v. For e-voting, press EVSN number given in EVSN column, the e-voting screen will appear. The members can cast their vote by selecting the appropriate option and submit their vote by clicking on submit button at the bottom of the screen.
- vi. For joining AGM through video conferencing, follow step (i) to (iv) as mentioned above and click on 'Click here' tab under the live streaming column.

The screen for login into Video Conferencing will be displayed.

Enter the details as mentioned below:-

- In the "Name" field - Enter your USERID as given in email  
 In the "last name" field - Enter your Name  
 In the "Email ID" field - Put your email ID  
 In the "Event password" field - Put the password as "cdsl@1234"

Click **Join** button.

You can join meeting through laptop, tablet, and desktop. In case you want to join through mobile, you need to download the webex meet app from the respective play store.

Also, members will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connected 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 glitches.

- vii. After clicking the 'Join now' tab, kindly click on 'Run a temporary application', for downloading Webex driver. After downloading webex driver, run the application and you will be directed to the AGM.

By Order of the Board of Directors  
For Modipon Limited

Dated : November 13, 2020  
Place : New Delhi

Vineet Kumar Thareja  
Company Secretary & Compliance Officer

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

**Item No: 2**

The Board of Directors appointed Ms. Kavita Rani (DIN: 08853423) as Non-Executive Independent Director of the Company for a period of five-year upto July 30, 2025 subject to the approval of the members through resolution by circulation passed on 31<sup>st</sup> July, 2020.

The Board of Directors of the Company ('the Board') at the meeting held on 13<sup>th</sup> November, 2020, recommended the ratification of appointment of Ms. Kavita Rani as an Independent Director of the Company with effect from 31<sup>st</sup> July, 2020, in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ('the Act'), and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations 2015'), or any amendment thereto or modification thereof.

The Board is of the view that the association of Ms. Kavita Rani would benefit the Company, given the knowledge, experience and performance of Ms. Kavita Rani, and contribution to Board processes by her. Declaration has been received from Ms. Kavita Rani that she meets the criteria of Independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the Listing Regulations 2015. In the opinion of the Board,

Ms. Kavita Rani fulfils the conditions specified in the Act, the Rules thereunder and the Listing Regulations 2015 for appointment as an Independent Director and that she is independent of the management of the Company.

Ms. Kavita Rani does not hold any share in the company, either in her individual capacity or on a beneficial basis for any other person.

**None of the Directors, except Ms. Kavita Rani is concerned or interested in this resolution.** The Board recommends resolutions under Item no. 2 for approval of members **as an Ordinary Resolution.**

**Details of directors seeking Appointment/Reappointment at the Annual General Meeting**

<b>Name of Director</b>	<b>Kavita Rani</b>
<b>Date of Birth and Age</b>	<b>24/09/1984 and 36</b>
<b>Expertise in specific functional area</b>	<b>Company Secretary</b>
<b>Qualifications and experience</b>	<b>CS/10 Year of experience</b>
<b>No. of shares held in the Company</b>	Nil
<b>Directorship in other companies</b>	Nil
<b>Membership/Chairmanship of committees in other companies</b>	Nil
<b>Relationship with other Directors, Manager and other Key Managerial Personnel of the company</b>	NA
<b>Terms and conditions of appointment including remuneration sought to be paid</b>	As per the appointment letter
<b>Remuneration last drawn</b>	
<b>Date of first appointment on the Board</b>	31/07/2020
<b>Number of Board meeting attended till date from the date of appointment</b>	2

The Board recommends this Ordinary Resolution for your approval.

**Item No: 3**

Keeping in view the Company's existing and future financial requirements to run its business operations, the Company may need additional funds. For this purpose, the Company may, from time to time, raise finance from various Banks and/or Financial Institutions and other Persons, Firms, Bodies Corporate as may be considered fit, which, together with the monies already borrowed by the Company may, at any time, exceed the aggregate of the paid-up share capital of the Company and its free reserves, subject to such aggregate borrowings not exceeding the amount which is Rs. 50 crores (Rupees Fifty crores only) over and above the aggregate of the paid-up share capital of the Company and its free reserves.

Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time except with the consent of the members of the Company in a general meeting. Hence, the Special Resolution at Item No.3 of the Notice is being proposed, since the same exceeds the limits provided under Section 180(1)(c) of the Act. The Directors recommend the Special Resolution as set out at Item No. 3 of the accompanying Notice, for members' approval.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their shareholding in the Company.

By Order of the Board of Directors  
For Modipon Limited

Dated : November 13, 2020  
Place : New Delhi

Vineet Kumar Thareja  
Company Secretary & Compliance Officer

## DIRECTORS' REPORT

### To the Shareholders,

Your Directors have pleasure in presenting the 53rd Annual Report with Audited Financial Statements for the financial year ended 31st March, 2020.

### FINANCIAL HIGHLIGHTS

FINANCIAL HIGHLIGHTS	2019-20 ₹ Lacs	2018-19 ₹ Lacs
Turnover	-	-
Other Income	0.10	5.77
Gross Profit (Loss) before Dep.	(314.52)	(493.87)
Depreciation	0.71	1.48
Profit/(Loss) after Depreciation	(315.23)	(495.35)
Add/(Less) Exceptional Income/ (Losses)	230.71	(300.20)
Profit/ (Loss) before Tax	(84.52)	(795.55)
Less/ (Add) :		
Provision for Taxation- Fringe Benefit Tax	-	-
Extra Ordinary item Taxes for earlier Year	-	-
Net Profit/(Loss) after Tax	(84.52)	(795.55)

### CLOSURE OF MANUFACTURING OPERATIONS

As reported earlier, the factory of the Company had been permanently closed down after seeking requisite permission from Government of Uttar Pradesh under the provisions of the Uttar Pradesh Industrial Disputes Act, 1947. The Company is now exploring to develop the Medicity project in the Modinagar so as to have optimal utilization of its real estate and the application is pending with the Government for approvals.

### CURRENT STATUS OF OPERATIONS

Since the Company owns substantial real estate, in its Endeavour to rehabilitate the Company and to tap its resources to augment finances so as to be able to liquidate its huge 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 Board of Directors of the Company has taken on record some new project i.e. Medicity. The Company proposes to commence new project at an opportune time with the due approvals of the UP Government.

### BOARD MEETINGS

The Board of Directors met 4 (Four) times during the period from 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2020. The Directors met on 23<sup>rd</sup> May, 2019, 07<sup>th</sup> August, 2019, 14<sup>th</sup> November, 2019, and 14<sup>th</sup> February, 2020.

### DIVIDEND

In view of the Losses suffered by the Company in the past, your Directors are unable to recommend any Dividend on Equity Share Capital.

### OPERATIONS

During the year under review, the Company had not earned any revenue from the operations and has reported a loss after tax of Rs. (84.52) lacs after taking into account exceptional losses.

### SHARE CAPITAL

As on March 31, 2020, the Authorized Share Capital of the Company was Rs.25,00,00,000 and having issued & paid up share capital of the Company was Rs. 12,29,46,090 consisting of 1,15,76,689 equity shares of Rs.10/- each and 71,792 preference shares of Rs. 100 each.

### DIRECTORS & KEY MANAGERIAL PERSONNEL

As on 31<sup>st</sup> March, 2020, the Board of Directors of the Company consist of:-

S. No.	Directors Name	Designation
1.	Mr. Manish Modi	Executive Director, Chairperson, MD
2.	Mrs. Aditee Modi	Non-Executive - Non-Independent Director
3.	Mr. Anil Garg	Nominee Director
4.	Mr. Shashi Kant Ranjan	Non-Executive - Independent Director
5.	Mr. Vivek Gupta*	Non-Executive - Independent Director

During the Financial year 2019-20, the Company there has been certain change in the Board of Directors of the Company.

S. No.	Name of Director	Category	Date of Appointment/ Cessation
1.	Sh. Mahendra Kumar Modi	Non-Executive - Non Independent Director	Cessation on 19.08.2019
2.	Sh. Ranvir Prasad	Nominee Director	Cessation on 07.08.2019
3.	Sh. Sanjay Prasad	Nominee Director	Appointment on 07.08.2019
4.	Sh. Vivek Gupta	Independent Director	Re-appointed on 27.09.2019
5.	Sh. Anil Garg	Nominee Director	Appointed on 14.02.2020
6.	Sh. Sanjay Prasad	Nominee Director	Cessation on 14.02.2020
7.	Sh. Vivek Gupta	Independent Director	Cessation on 27.02.2020

Further, after the closure of Financial Year till date, Smt. Kavita Rani Appointed as Non-Executive Independent Director on the board of the Company on 31<sup>st</sup> July, 2020 and Sh. Mayur Maheshwari was appointed as the nominee director on the board in place of Sh. Anil Garg on 15.09.2020.

### KEY MANAGERIAL PERSONNEL

In pursuance of requirement of Section 203 of the Companies Act, 2013, Mr. Manish Modi, Chairman & Managing Director, Mr. Vineet Kumar Thareja, Company Secretary & Compliance officer were designated as Key Managerial Personnel of the Company.

### DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS

As required under Section 149(7) all the Independent Directors on the Board of the Company have issued their annual declaration stating that they meet all the criteria of independence as required under the Act.

### STOCK EXCHANGE LISTING

The Securities of the Company are listed with the Bombay Stock Exchange.

### COMMITTEES OF THE COMPANY

#### A. AUDIT COMMITTEE

In compliance with Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, as on 31<sup>st</sup> March, 2020, the Audit Committee consist of :

S. No.	Name of Director	Designation
1.	Mr. Shashi Kant Ranjan	Non-Executive-Independent Director, Chairperson
2.	Ms. Aditee Modi	Non-Executive – Non-Independent Director, Member
3.	Mr. Anil Garg	Nominee Director
4.	Mr. Vivek Gupta*	Non-Executive- Independent Director, Chairperson



The said Committee met on 23rd May, 2019, 07th August, 2019, 14th November, 2019, and 14th February, 2020.

Note: \*Sh. Vivek Gupta- Independent Director has resigned from the post on 27.02.2020 with immediate effect. Smt. Kavita Rani has been appointed as Non-Executive Independent Director on the board of the Company on 31<sup>st</sup> July, 2020.

During the Financial Year 2019-20, the Company there has been certain change in the Composition of the Audit Committee of the Company.

S. No	Name of Director	Category	Date of Appointment/ Cessation
	Sh. Mahendra Kumar Modi	Non-Executive - Non Independent Director	Cessation on 19.08.2019
	Sh. Ranvir Prasad	Non-Executive - Independent Director	Cessation on 07.08.2019
	Sh. Sanjay Prasad	Non-Executive - Independent Director	Appointment on 07.08.2019
	Ms. Aditee Modi	Non-Executive Director	Appointment on 14.11.2019
	Sh. Anil Garg	Nominee Director	Appointed on 14.02.2020
	Sh. Sanjay Prasad	Nominee Director	Cessation on 14.02.2020
	Sh. Vivek Gupta	Independent Director	Cessation on 27.02.2020

There were no occasions during the year where the Board of Directors did not accept the recommendations of the Audit Committee. Further, as on date, the composition of Audit Committee is in compliance with Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

#### B. NOMINATION AND REMUNERATION COMMITTEE

In compliance with Section 178(1) and Regulation 19 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, as on 31<sup>st</sup> March, 2020, the Nomination & Remuneration Committee consist of two Directors out of which one is Independent Director and one is Non-executive Director. Mr. Shashi Kant Ranjan is the Chairman and Mrs. Aditee Modi is the Members of the said Committee. Mr. Vivek Gupta-Independent Director has resigned from the committee on 27.02.2020 with immediate effect. The company has appointed Ms. Kavita Rani -Independent Director w.e.f. 31.07.2020.

The said Committee met on 07th August, 2019.

During the Financial Year 2019-20, the Company there has been certain change in the Composition of the Nomination and Remuneration Committee of the Company.

S. No	Name of Director	Category	Date of Appointment/ Cessation
	Ms. Aditee Modi	Non-Executive Director	Appointment on 07.08.2019
	Sh. Mahendra Kumar Modi	Non-Executive - Non Independent Director	Cessation on 19.08.2019
	Sh. Vivek Gupta	Independent Director	Cessation on 27.02.2020

The said Committee laid down the Policy on Remuneration stating therein the positive attributes required for the Managing Director, Independent Directors and Key Managerial Personnel. The said policy also states the modus operandi for determining the remuneration to the above said personnel. The Policy on remuneration of the Company can be viewed on the Company's website [www.modipon.net](http://www.modipon.net).

Further, as on date the composition of Nomination and Remuneration Committee is in compliance with Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

#### C. STAKEHOLDERS' RELATIONSHIP COMMITTEE

In compliance with Section 178(1) and Regulation 19 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, as on 31<sup>st</sup> March, 2020, the stakeholder's relationship committee consist of two Directors out of which one is Independent Director and one is Non-executive Director. Mr. Shashi Kant Ranjan is the Chairman and Mrs. Aditee Modi is the Members of the said Committee. Mr. Vivek Gupta-Independent Director has resigned from the committee on 27.02.2020 with immediate effect. The company has appointed Ms. Kavita Rani -Independent Director w.e.f. 31.07.2020 as a member of the committee.

The said Committee met on 14.11.2019.

During the Financial Year 2019-20, the Company there has been certain change in the Composition of the Nomination and Remuneration Committee of the Company.

S. No	Name of Director	Category	Date of Appointment/ Cessation
	Ms. Aditee Modi	Non-Executive Director	Appointment on 07.08.2019
	Sh. Mahendra Kumar Modi	Non-Executive - Non Independent Director	Cessation on 19.08.2019
	Sh. Vivek Gupta	Independent Director	Cessation on 27.02.2020

Further, as on date, the composition of Stakeholders Relationship Committee is in compliance with Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

#### D. RISK MANAGEMENT COMMITTEE

The Company has also constituted a Risk Management Committee consisting of Mr. Manish Modi as Chairman and Mrs. Aditee Modi and Mr. Shashi Kant Ranjan as members and Mr. Vineet Kumar Thareja is the Secretary of the Committee.

During the year 2019-20, Dr. M. K. Modi has resigned from the Board w.e.f. 19.08.2019 and Mr. Vivek Gupta resigned from the Board w.e.f. 27.02.2020. Mrs. Aditee Modi and Mr. Shashi Kant Ranjan has been appointed.

The said Committee laid down the Policy on Risk Management stating therein the objectives and purpose of the said policy. The main objective of this policy is to ensure sustainable business growth with stability and to promote a pro-active approach in reporting, evaluating and resolving those risks which are material in nature and are associated with the business. In order to achieve the key objective, the policy establishes a structured and disciplined approach to Risk Management, in order to guide decisions on material risk related issues.

#### RISK MANAGEMENT POLICY

The Risk Management Policy of the Company can be viewed on the Company's website [www.modipon.net](http://www.modipon.net).

#### VIGIL MECHANISM

In compliance with Section 177 (9) of the Companies Act, 2013 and Regulation 22 of SEBI (Listing obligations and Disclosures Requirements) Regulations, 2015, the Company has framed a whistleblower policy which can be viewed on Company's website [www.modipon.net](http://www.modipon.net). In terms of the said policy the Directors and employees are given direct access to the Chairman of the Audit Committee to report on alleged wrongdoings.

**EXPORTS**

On account of closure of the manufacturing operations of the Company, there has not been any export during the year. The FOB value of exports during the previous financial year was nil.

**WHISTLE BLOWER POLICY**

The Company has a Whistle Blower Policy, including vigil mechanism to report genuine concerns of grievances, providing direct access to the Chairperson of the Audit Committee in appropriate and exceptional cases. The Whistle Blower Policy has been posted on the website of the Company [www.modipon.net](http://www.modipon.net).

**INTERNAL FINANCIAL CONTROL**

The Company has appointed last year M/s Shashi Kant & Associates as the internal auditor of the Company.

**NOMINATION & REMUNERATION POLICY**

Nomination & Remuneration Policy of the company, as formulated and approved by Nomination and Remuneration Committee in its meeting held on 1<sup>st</sup> August, 2015, governs Directors' appointment including criteria for determining their qualifications, positive attributes, their independence and remuneration for the Directors, KMPs and other employees. The policy is attached as Annexure 1. The Nomination and Remuneration Policy is posted on Company's website [www.modipon.net](http://www.modipon.net).

**PARTICULARS OF LOAN, GUARANTEES OR INVESTMENTS**

Details of loan(s), guarantee and investments are given in the notes to Financial Statements.

**AMOUNT, IF ANY, PROPOSED TO BE TRANSFERRED TO RESERVES:**

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

**PERSONNEL**

Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is applicable on listed companies.

The Company has 5 (Five) No. of employee as on 31.03.2020.

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 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 has approached the Labour Commissioner as directed by DRT. However, as directed by DRT, the Company had deposited the amount payable to them with DRT which in the absence of any claim by these workmen, has been released by DRT to PNB.

Details as required pursuant to MCA Notification G.S.R. 646(E) dated 30<sup>th</sup> June, 2016 Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, none of the employee was in receipt of remuneration of Rs. One Crore and Two Lacs or more per year throughout the year or Rs. Eight Lacs and Fifty Thousand per month for the part of the year.

Further, none of the employees holds by himself or along with his spouse and dependent children, not less than 2% of equity shares of the Company.

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

**Particulars about Key Managerial Personnel**

- a. Pursuant to the Rule 5(1) Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the information required to be disclosed by every Listed Companies in its Board Report are as follows:-

Name of Director/ KMP and Designation	Remuneration of Directors/ KMPs for FY 2019-20	% increase in remuneration in FY 2019-20	Ratio of Remuneration to the median remuneration of employee
Mr. Manish Kumar Modi – Managing Director	-	-	-
Mr. Vineet Kumar Thareja – Company Secretary *	13,00,000	-	-
Mr. Kamala Kant Tripathi -Chief Financial Officer**	8,34,000	-	-

\* Remuneration paid to him includes bonus and medical reimbursement.

\*\* Mr. Kamala Kant Tripathi has resigned from the post of the CFO.

- b. The Median remuneration (based on salary) of employees of the Company during the financial year 2019-20 was Rs. 3,50,000/-.
- c. The percentage increase in the median remuneration (based on salary) of employees in the financial year 2019-20 was NIL. As the total salary has been paid less as compare to the previous year.
- d. Average percentile increases 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:
- Since Company is a non-operational company and in view of losses, nominal increase was made in the managerial remuneration while the remuneration of Managing Director is NIL.
- e. It is hereby affirmed that the remuneration paid is as per the Remuneration Policy of the Company.

**FIXED DEPOSITS**

At the beginning of the financial year, the balance on account of Fixed Deposits accepted from the Public and Members stood at Rs. Nil. There was no deposit liable to be transferred to the credit of Investors' Education and Protection Fund.

The Company has not accepted any deposits during the year as envisaged under Sections 73, 74 & 76 of the Companies Act, 2013.

**MATERIAL CHANGES AND COMMITMENT, IF ANY, AFFECTING FINANCIAL POSITION OF THE COMPANY FROM THE END OF FINANCIAL YEAR AND TILL THE DATE OF THIS REPORT:**

There has been no material change and commitment, affecting the financial performance of the Company occurred between the end of the Financial Year of the Company 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 & Development and Technology Absorption and (iii) Foreign Exchange Earning and Outgo in accordance with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988 are not applicable.

## AUDITORS AND AUDIT REPORT

M/s B.M. Chatrath & Co., Chartered Accountants, Noida (Firm Regn. No.301011E) were Appointed as the statutory auditors for a period of Five (5) years in the Annual General Meeting held on 30<sup>th</sup> September, 2016. The requirement for ratification of appointment of Auditors by Members at each Annual General Meeting has been omitted as per Section 40 of the Companies (Amendment) Act, 2017 (notified on May 7, 2018).

With reference to the qualifications contained in the Auditors' Report, the 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, appointment of Cost Auditor is not envisaged.

### Reporting of frauds:

There was no instance of fraud during the year under review, which required the Statutory Auditors to report to the Audit Committee and /or Board under Section 143(12) of the Act and Rules framed thereunder.

### DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act, 2013, the Directors of your Company declare as under:

- (i) that in the preparation of the Annual Accounts, the applicable Accounting Standards had been followed along with proper explanation relating to material departures;
- (ii) that the Directors had selected such Accounting Policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the State of Affairs of the Company at the end of the Financial year and of the Profit of the Company for that period;
- (iii) that the Directors had taken proper and sufficient care 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 and detecting fraud and other irregularities;
- (iv) that in view of the permanent closure of the Manufacturing Operations of the Company, the Directors had not prepared the Annual Accounts on a going concern basis.
- (v) that the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively;
- (vi) that the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### SUBSIDIARY COMPANIES

The Company does not have any Subsidiary Company.

### EXTRACT OF THE ANNUAL RETURN

Pursuant to section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014, the Extract of the Annual Return of the Company made up as at the end of the Financial Year i.e. 31st March, 2020 is attached by way of Annexure – 1 in Form MGT-9 to this report.

## SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and Rules made there under, the Company had appointed M/s. Ranjeet Verma & Associates., Practicing Company Secretary (FCS No. 6814, CP No.7463) of Vaishali (Ghaziabad) as Secretarial Auditors of the Company for the period from 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2020.

M/s. Ranjeet Verma & Associates, have submitted their Secretarial Audit Report and have issued their certificate as per the prescribed format in MR-3 to the shareholders of the Company, which is annexed to this Report as Annexure -2. They have confirmed that the Company has proper board processes, a compliance mechanism in place and has also complied with the relevant statutes, rules and regulations applicable to the Company. They have also confirmed that the Company has complied with the necessary secretarial standards, as applicable.

For the Financial Year 2020-21 also Company has appointed M/s. Ranjeet Verma & Associates, Vaishali (Ghaziabad) as Secretarial Auditors of the Company.

### 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 and High Court.

### PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

During the period under review, the Company has not made any loan to any third party as envisaged under Section 186 of the Companies Act, 2013.

The Company has not given any guarantee during the year.

### RELATED PARTY TRANSACTIONS

As required under Section 188 of the Companies Act, 2013 and Regulation 23 of SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015, the Company places before the Audit Committee the list of related parties with whom arrangements have been made for sharing of expenses of maintaining of Office and transactions of loan etc., if any. The Audit Committee accords its omnibus approval for such related party transactions on an annual basis. The updates on the transactions with the related parties are placed before the audit committee on a quarterly basis. The details are also placed before the Board of Directors for its information.

As required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has formulated a policy on related party transactions and the same was approved by the Audit Committee and the Board of Directors. The said policy has been uploaded on Company's website [www.modipon.net](http://www.modipon.net).

No, related party transaction in the context of Section 188 of the Companies Act, 2013 and Regulation 23 of SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015 has been entered during the year under review. Pursuant to Clause (h) of sub-section (3) of Section 134 of the Act, Form no. AOC-2 showing NIL details of related party transactions for the Financial Year 2019-20, is enclosed as Annexure – 3.

### FORMAL ANNUAL EVALUATION

As required under Section 134 (p) of the Companies Act, 2013 read with Regulation 17 and 19 and part D of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations,

2015, the Board of Directors approved the evaluation criteria as recommended by the Nomination and Remuneration Committee for evaluating the performance of the Board of Directors, its Committees and the performance of Independent Directors.

Accordingly, as required under Schedule IV of the Companies Act, 2013 read with Regulation 17 and 19 and part D of Schedule II of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015, 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.

Also, as required, the Board assessed the performance of the Independent Directors as per the criteria laid down and have recommended their continuation on the Board of the Company.

The Board of Directors assessed the performance of the individual Directors on the Board based on parameters such as, relevant experience and skills, ability and willingness to speak up, focus on shareholder value creation, governance standards, knowledge of business, processes and procedures followed, openness of discussion/integrity, relationship with management, impact on key management decisions etc. The members of the Committee of Audit, Nomination & Remuneration and Stakeholders Relationship were also assessed on the above parameters and also in the context of the Committee's effectiveness vis-à-vis the Act and the listing requirements.

**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**

The Report on Corporate Governance together with the Statutory Auditors' Certificate thereon are annexed hereto and forms part of this Report. The Management Discussion and Analysis Report are annexed hereto and forms part of this Report.

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 also constituted an internal complaints committee with effect from 28<sup>th</sup> May, 2015 to deal with complaints, if any, under the said Act. There was no complaint received during the year to report.

**ADEQUACY OF INTERNAL CONTROLS**

Your Company has in place adequate internal control systems combined with delegation of powers and periodic review of the process. The control system is also supported by internal audits and management reviews with documented policies and procedures.

**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 Companies Act, 2013. The Directors have made the requisite disclosures, as required under the provisions of the Companies Act, 2013.

**APPRECIATION**

Your Directors would like to express their sincere appreciation to the various Departments of the Central and State Governments, UPSIDC's directors 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,**

Dated : 13<sup>th</sup> November 2020 (Manish Modi) (Aditee Modi)  
 Place : New Delhi Managing Director Director

**ANNEXURE-1  
FORM NO. MGT 9  
EXTRACT OF ANNUAL RETURN  
As on financial year ended on March 31, 2020**

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014

**I. REGISTRATION & OTHER DETAILS:**

1.	Corporate Identification Number (CIN)	L65993UP1965PLC003082
2.	Registration Date	19/08/1965
3.	Name of the Company	Modipon Limited
4.	Category/Sub-category of the Company	Company Limited by shares/Indian Non-govt company
5.	Address of the Registered office & contact details	Hapur Road, Modi Nagar, Modi Nagar, Uttar Pradesh 201204 India Tel: 011-46082222/01232-243471
6.	Whether listed company	Listed Company
7.	Name, Address & contact details of the Registrar & Transfer Agent.	Mas Services Limited, T-34, Okhla Industrial. Area, Ph-II, New Delhi-110 020, Phone No. 011-26387281-83

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

Sl. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Real Estate Business	6810	Business not yet started

**III. Particulars of Holding, Subsidiary and Associate Companies**

Sl. No.	Name & Address of the Company	CIN/GLN	Holding/Subsidiary/ Associate	% of Shares held	Applicable Section
----- Not applicable -----					

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

**(i) Category-wise Share Holding:**

Category of Shareholders	No. of Shares held at the beginning of the year [As on 01 <sup>st</sup> April, 2019]				No. of Shares held at the end of the year [As on 31 <sup>st</sup> March, 2020]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
(1) <b>Indian</b>									
a) Individual/ HUF	338683	2524	341207	2.95	338683	2524	341207	2.95	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	7038378	-	7038378	60.80	7038378	-	7038378	60.80	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
<b>Sub Total (A) (1)</b>	<b>7377061</b>	<b>2524</b>	<b>7379585</b>	<b>63.75</b>	<b>7377061</b>	<b>2524</b>	<b>7379585</b>	<b>63.75</b>	-
(2) <b>Foreign</b>									
a)NRI-Individuals	-	-	-	-	-	-	-	-	-
b)Other-Individuals	-	-	-	-	-	-	-	-	-
c)Bodies Corp.	-	-	-	-	-	-	-	-	-
d)Banks/FI	-	-	-	-	-	-	-	-	-
e)Any other	-	-	-	-	-	-	-	-	-
<b>Sub Total(A)(2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total Shareholding of Promoter (A)=(A)(1)=(A)(2)</b>	<b>7377061</b>	<b>2524</b>	<b>7379585</b>	<b>63.75</b>	<b>7377061</b>	<b>2524</b>	<b>7379585</b>	<b>63.75</b>	-
<b>B. Public Shareholding</b>									
1. Institutions	-	-	-	-	-	-	-	-	-
a) Mutual Funds	-	7100	7100	0.06	-	7100	7100	0.06	-
b) Banks / FI	100	375	475	0.01	100	375	475	0.00	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	1301974	-	1301974	11.25	1301974	-	1301974	11.25	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	153252	50	153302	1.32	153252	50	153302	1.32	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (Foreign Portfolio Investor)	1115304	-	1115304	9.63	1115304	-	1115304	9.63	-
<b>Sub-total (B)(1):-</b>	<b>2570630</b>	<b>7525</b>	<b>2578155</b>	<b>22.27</b>	<b>2570630</b>	<b>7525</b>	<b>2578155</b>	<b>22.27</b>	-

Category of Shareholders	No. of Shares held at the beginning of the year [As on 01 <sup>st</sup> April, 2019]				No. of Shares held at the end of the year [As on 31 <sup>st</sup> March, 2020]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>2. Non-Institutions</b>									
<b>a) Bodies Corp.</b>									
i) Indian	634378	3877	638255	5.52	634378	3877	638255	5.52	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	434423	303727	738150	6.38	434423	303727	738150	6.38	-
ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	175787	22941	198728	1.72	175787	22941	198728	1.72	-
c) Others (NRI/OCB)	42061	550	42611	0.37	42061	550	42611	0.37	-
d) Any other (clearing members, Trust)	1205	0	1205	0.01	1205	0	1205	0.01	-
<b>Sub Total (B)(2)</b>	<b>1287854</b>	<b>331095</b>	<b>1618949</b>	<b>14.00</b>	<b>1287854</b>	<b>331095</b>	<b>1618949</b>	<b>14.00</b>	-
<b>Total Public Shareholding (B)=(B)(1)+(B)+(2)</b>	<b>3858484</b>	<b>338620</b>	<b>4197104</b>	<b>36.26</b>	<b>3858484</b>	<b>338620</b>	<b>4197104</b>	<b>36.26</b>	-
<b>Total (A)+(B):-</b>	<b>11235545</b>	<b>341144</b>	<b>11576689</b>	<b>100</b>	<b>11235545</b>	<b>341144</b>	<b>11576689</b>	<b>100</b>	-
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>11235545</b>	<b>341144</b>	<b>11576689</b>	<b>100</b>	<b>11235545</b>	<b>341144</b>	<b>11576689</b>	<b>100</b>	-

**ii) Shareholding of Promoters:**

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year*
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
<b>PROMOTERS/PERSONS HAVING CONTROL OVER THE COMPANY:</b>								
1.	Smt. Ginni Devi Modi	2524	0.02	-	2524	0.02	-	-
2.	Dr. Mahendra Kumar Modi	211	0.00	-	211	0.00	-	-
3.	Dr. Mahendra Kumar Modi (HUF)	28302	0.24	-	28302	0.24	-	-
4.	Smt. Veena Modi	259925	2.25	-	259925	2.25	-	-
5.	Shri Manish Kumar Modi	39339	0.34	-	39339	0.34	-	-
6.	Ms. Ruchika Modi	5458	0.05	-	5458	0.05	-	-
7.	Smt. Aditee Modi	5448	0.05	-	5448	0.05	-	-
<b>PROMOTER GROUP/PERSONS ACTING IN CONCERT (BODIES CORPORATE)</b>								
8.	Daisy Investment Pvt. Ltd	730939	6.31	-	730939	6.31	-	-
9.	Modi Intercontinental Pvt. Ltd.	3785277	32.70	-	3785277	32.70	-	-
10.	Modi Industries Limited	700000	6.05	-	700000	6.05	-	-
11.	Ashoka Mercantile Limited	1822612	15.74	-	1822612	15.74	-	-

**(iii) Change in Promoters' Shareholding:**

Sr No.	Name & Type of Transaction	Shareholding at the beginning of the year – 2019		Transactions during the year			Cumulative Shareholding at the end of the year – 2020	
		NO.OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY	DATE OF TRANSACTION	NO. OF SHARES	Reason	NO OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY
No Change								



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

Sl. No	Name	Shareholding at the beginning of the year		Date	Increase/Decrease in shareholding	Reason	Cumulative Shareholding during the Year(31.03.2020)	
		No. of shares (01.04.2019)	% of total shares of the company				No. of shares	% of total shares of the company
1.	U.P. State Industrial Development Corporation	1301974	11.25	-	-	-	1301974	11.25
2.	AMPS Investment Fund Limited(Formerly known as Mavi investment Pvt.Ltd.	776009	6.70	-	-	-	776009	6.70
3.	Rajputana Fertilizers limited	460334	3.98	-	-	-	460334	3.98
4.	Cresta Fund Limited	339295	2.93	-	-	-	339295	2.93
5.	Life Insurance Corporation of India	153252	1.32	-	-	-	153252	1.32
6.	Hitesh Ramji Javeri	58967	0.51	-	-	-	59542	0.51
7.	Mahendra Girdharilal	40217	0.35	-	-	-	45586	0.39
8.	Laoleen Investment Pvt. Ltd.	41596	0.36	-	-	-	41596	0.36
9.	Umesh Kumar Modi	38290	0.33	-	-	-	38290	0.33
10.	Harsha Hitesh Javeri	37579	0.32	-	-	-	37579	0.32

**v) Shareholding of Directors and Key Managerial Personnel:**

Sl. No	Name	Shareholding at the beginning of the year		Date	Increase/Decrease in shareholding	Reason	Cumulative Shareholding during the Year(31.03.2020)	
		No. of shares (01.04.2019)	% of total shares of the company				No. of shares	% of total shares of the company
<b>A. DIRECTORS</b>								
1.	Manish Kumar Modi, Managing Director/ Chairman -Promoter	39339	0.34	-	-	-	39339	0.34
2.	Aditee Modi, NED-Promoter	5448	0.05	-	-	-	5448	0.05
<b>B. KEY MANAGERIAL PERSONNEL (KMP'S)</b>								
1.	Kamala Kant Tripathi* Chief Financial Officer	-	-	-	-	-	-	-
	Vineet Thareja, Company Secretary	-	-	-	-	-	-	-

**Note:** Except above, no other directors and/or KMPs owns any shareholding in the Company.

\* Mr. Kamala Kant Tripathi has resigned from the post of CFO on 19.01.2020.

**v) INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment (Amount in thousands)**

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year 01.04.2019</b>				
i) Principal Amount	34,366.00	381,560.00		415,926.00
ii) Interest due but not paid		36,482.00		36,482.00
iii) Interest accrued but not due				
<b>Total (i + ii + iii)</b>	<b>34,366.00</b>	<b>418,042.00</b>		<b>452,408.00</b>
<b>Change in Indebtedness during the financial year</b>				
Addition		6,722.00		6,722.00
Reduction	(263.00)	-		(263.00)
Net Change	<b>(263.00)</b>	<b>6,722.00</b>		
<b>Indebtedness at the end of the financial year 31.03.2020</b>				
i) Principal Amount	34,103.00	388,282.00		422,385.00
ii) Interest due but not paid		36,482.00		36,482.00
iii) Interest accrued but not due				
<b>Total (i + ii + iii)</b>	<b>34,103.00</b>	<b>424,764.00</b>	<b>0</b>	<b>458,867.00</b>

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL****A. Remuneration to Managing Director, Whole-time Directors and/or Manager**

(₹ in Thousands)

Sl. No.	Particulars of Remuneration	Manish Modi, Managing Director	Total Amount
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Nil	Nil
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil
	© Profits in lieu of salary under section 17(3) Income- tax Act, 1961	Nil	Nil
2	Stock Option	Nil	Nil
3	Sweat Equity	Nil	Nil
4	Commission - as % of profit - others, specify...	Nil	Nil
5.	Others, please specify	Nil	Nil
	<b>Total (A) Ceiling as per the Act</b>	Nil	Nil

**B. Remuneration to other directors**

(₹ in Thousands)

Sl. No.	Particulars of Remuneration	Mahendra Kumar Modi	Aditee Modi	Vivek Gupta	Manish Kumar Modi	Shashi Kant Ranjan	Ranvir prasad	Sanjay Prasad	Anil Garg	Total Amount
1	<b>Independent Directors</b>	-		36	-	50	-	-	-	86
	Sitting Fee (Board meetings)									
	Commission									
	Others, please specify									
	<b>Total (1)</b>			36		50				86
2	<b>Other Non-Executive Directors</b>									
	Fee for attending board committee meetings			23						23
	Commission									
	Others, please specify									
	<b>Total (2)</b>			23						23
	<b>Total (B)=(1+2)</b>									109
	Total Managerial Remuneration									-
	Overall Ceiling as per the Act									

**C. Remuneration to Key Managerial Personnel Other than Managing Director/Manager/WTD:**

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		
		CFO (Kamala Kant Tripathi)*	Company Secretary (Vineet Kumar Thareja)	Total
1	Gross salary	834	1300	2134
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961			
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961			
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961			
2	Stock Option			
3	Sweat Equity			
4	Commission - as % of profit Others specify...			
5	Others, please specify			
	<b>Total</b>	834	1300	2134

\* Mr. Kamala Kant Tripathi has resigned from the post of CFO on 19.01.2020.

**VII. Penalties / Punishment/ Compounding of Offences: No penalties, punishments & compounding of offences were imposed on the Company during Financial Year 2019-20:**

There were no material penalties/punishment/compounding of offences for the year ending March 31, 2020.

**ANNEXURE-2**  
**FORM NO.- MR-3**  
**SECRETARIAL AUDIT REPORT**

**(FOR THE FINANCIAL YEAR ENDED ON 31<sup>ST</sup> MARCH, 2020)**

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

To,  
The Members,  
**Modipon Limited**

We have conducted the secretarial audit of the company of applicable statutory provisions and the adherence to good corporate practices by **Modipon Limited** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided to us a reasonable basis for evaluating the Corporate Conducts/Statutory Compliances and expressing our opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on **March 31<sup>st</sup>, 2020** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance- mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms, and returns filed and other records maintained by **Modipon Limited** ("the Company") for the financial year ended on **March 31<sup>st</sup>, 2020** according to the provisions of:

- (i) The Companies Act, 2013 (**the Act**) and the rules made there under;
- (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (iii) The Securities Contracts (Regulations) Act, 1956 (**SCRA**) and the rules made there under;
- (iv) The Depositories Act, 1996 and the regulations and byelaws framed there under;
- (v) 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;
- (vi) The following other Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (**SEBI Act**):-
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
  - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and Dealing with client;
  - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
  - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
  - i) Following are some other laws especially applicable to the company-

**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.**

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

- a) Secretarial Standards issued by The Institute of Company Secretaries of India.
- b) The Listing Agreements entered into by the Company with BSE Ltd;

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

**1. Redemption of Preference Shares under the Companies Act, 2013**

*During the year under scrutiny, company has 15% redeemable preference shares of Rs 100 each preference shares due for redemption since 31<sup>st</sup> March, 1996 but not redeemed till date as per the earlier order of the High Court and later on closure of operations of the Company in the year 2007.*

**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 and litigation pending in the court.*

- (i) *Litigation filed by Gujarat State Fertilizers & chemicals Limited in the court of Vadodara 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.*

- (iv) *5 cases have been filed by the workers of the company regarding the termination, misconduct and pre-retirement.*

- (v) *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. 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 30th March, 2020. Till date the matter has been stayed by the Hon'ble High Court of Delhi.*

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 as on date. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

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

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

rules, regulations and guidelines.

I further report that the compliance by the Company of the applicable financial laws like direct and indirect tax laws and maintenance of financial records and books of accounts has not been reviewed by me since the same have been subject to review by statutory auditors and other professionals.

Further, I report that there were no instances of:

a) Redemption / buy back of securities;

b) Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013.

For RANJEET VERMA & ASSOCIATES  
COMPANY SECRETARIES

Sd/-

CS RANJEET KUMAR VERMA

M.NO- F6814

CP NO- 7463

Place: Noida

Date: 04.12.2020

**ANNEXURE- 3**  
**Form No. AOC-2**

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

**1. Details of material contracts or arrangement or transactions at arm's length basis for the financial year ended 31st March, 2020**

Sl. No.	Nature of contracts/ arrangements/ transactions	Name(s) of the related party	Nature of relationship	Duration of the contracts / arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board, if any:	Amount paid as advances, if any
	NA	NA	NA	NA	NA	NA	NA

Note: There is no related party transaction taken place during the year.

**2. Details of contracts or arrangement or transactions not at arm's length basis for the financial Year ended 31st March 2020**

Sl. No.	Nature of contracts/ arrangements/ transactions	Name(s) of the related party	Nature of relationship	Duration of the contracts / arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Justification for entering into such contracts or arrangements or transactions	date(s) of approval by the Board	Amount paid as advances, if any	Date on which the special resolution was passed in general meeting as required under first proviso to section 188
	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

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

(Manish Modi)  
Managing Director

(00030036)

(Aditee Modi)  
Director

(00030120)

Place : New Delhi

## CORPORATE GOVERNANCE REPORT

### A. COMPANY'S PHILOSOPHY

Your Company firmly believes in and continues to practice good Corporate Governance. The Company continuously endeavors to improve transparency, professionalism and accountability on an ongoing basis.

### B. BOARD OF DIRECTORS

Modipon's Board as on 31st March 2020 comprises of Four Directors, out of which one is Executive Director-Chairperson and MD, one is Non-Executive-Non-Independent Director, one is Nominee Director and rest one is Independent Director ( One independent Director has resigned on 27.02.2020). The Company has a Whole-time Chairman and therefore as required under the regulation 17 of (Listing Obligations and Disclosure Requirements) Regulations, 2015, one half of the Board should comprise of Independent Directors. Whereas Mr. Manish Modi is Chairman and Managing Director. Mr. Anil Garg, MD/CEO-UPSIDC/UPSIDA was the nominee Director and Mr. Shashi Kant Ranjan is Independent Director of the Company. Mrs. Aditee Modi is a promoter Woman Director. Directors are appointed/re-appointed with the approval of the Shareholders for a period of five years or three year at a time and are eligible for re-appointment in terms of Article 105 of the Articles of Association of the Company. Out of three Non-Executive Directors, Nominee Director and Independent Directors are professionally qualified and do not have any material pecuniary relationship with the Company. Keeping in view the criteria of Independent Director, i.e. material pecuniary relationships with the Promoters etc. and looking to the independent position held by the Managing Director of UPSIDC Limited and the other qualified directors, the Board considered them as Independent Directors as they satisfied the requirements of being independent in terms of Regulation 16 of (Listing Obligations and Disclosures Requirements) Regulations, 2015.

The Composition of the Board as on 31st March, 2020, Category of Directorship, No. of other Directorships, Memberships/Chairmanships of the Committees in other Companies and Shares held in the Company are as under:

Name of Directors	Category of Directorship	No. of Other Directorship*	No. of Other Committee(s)**		Shares held in the Company
			Membership	Chairmanship	
Mr. Manish Modi	MD & Chairman-Promoter	12	-	-	39339
Mrs. Aditee Modi	NED-Promoter	9	3	-	5448
Mr. Anil Garg	NED-Nominee	2	1	-	-
Mr. Shashi Kant Ranjan	NED-Independent	1	-	3	-
Mr. Vivek Gupta***	NED-Independent	11	3	-	-

MD - Managing Director  
NED - Non-Executive Director

\* It includes directorship in listed companies, public and private companies.

\*\* Represents Audit Committee, Stakeholder Committee and Nomination & Remuneration Committee

- (a) None of the directors hold directorships in more than 20 companies of which directorship in public companies does not exceed 10 in line with the provisions of Section 165 of the Act.
- (b) None of the Independent Director holds the position of the Independent Director in more than seven listed companies as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (c) Mrs. Aditee Modi is the wife of Mr. Manish Modi.

- (d) \*\*\*Mr. Vivek Gupta-Independent Director of the Company has resigned on 27.02.2020 with immediate effect. The board has appointed Ms. Kavita Rani-Independent Director on 31.07.2020 to comply with the composition in terms of Companies Act and SEBI Regulations.

### MEETINGS AND ATTENDANCE

During the year ended 31st March, 2020, Four Board Meetings were held i.e. on 23<sup>rd</sup> May, 2019, 07<sup>th</sup> August, 2019, 14<sup>th</sup> November, 2019, and 14<sup>th</sup> February, 2020. The last Annual General Meeting was held on 27.09.2019. Mr. Manish Modi-Chairperson presided over the Annual General Meeting. The Attendance of the Directors was as under:

Name of the Directors	No. of Board Meetings Attended	Attendance at last AGM
Mr. Manish Modi	4	Yes
Mr. Shashi Kant Ranjan	4	Yes
Mrs. Aditee Modi	4	Yes
Mr. Anil Garg	-	-
Mr. Mahendra Kumar Modi	2	-
Mr. Sanjay Prasad	-	-
Mr. Ranvir Prasad	-	-
Mr. Vivek Gupta	4	-

### FAMILIARISATION PROGRAMMES IMPARTED TO INDEPENDENT DIRECTORS

- Preamble: In terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company is required to Familiarize its independent directors with the Company, their role, rights, responsibilities in the Company, nature of the industry in which it operates, business model of the Company etc. through various programme.
- Objective: In view of above, Modipon Limited, has adopted the policies to familiarize the independent Directors in due compliance with the requirements.
- Familiarization Programme: The Directors, upon appointment, are provided information Kit inter alia containing the information about the Company, brief details of the company business in past and present its Board of Director and Committees thereof, shareholding patterns, financial highlights, future prospect, annual report etc.

Additionally, as a part of familiarization programme of Independent Directors, the appointment letter have been issued to the independent directors which inter alia covers their role, duties and responsibilities etc.

The board shall review the programme on periodical basis and shall make revision as may be required in line with the changing circumstances or requirements of the Company including on account of any amendment and modification, if any in the Act or any other law as may be applicable to the Company.

The web link is also available on the company website: <http://www.modipon.net/company-policies/code-for-independent-directors>.

### AUDIT COMMITTEE

Pursuant to Regulation 18 of the (Listing Obligations and Disclosures Requirements) Regulations, 2015, the Audit Committee of the Board of Directors as on March 31, 2020 comprised of 1 Non-Executive Independent Director namely, Mr. Shashi Kant Ranjan, as Chairman; 1 Non-Executive Nominee Director namely Mr. Anil Garg, as Member and 1 Non-executive Director namely Mrs. Aditee Modi, as Member and Company Secretary of Company as Secretary of the Committee. The quorum of the Audit Committee is two Members or one-third of the strength of the Audit Committee, whichever is higher.

During the Financial Year 2019-20, the Company there has been certain change in the Composition of the Audit Committee of the Company. Mr. Mahendra Kumar Modi- Non-Executive Director resigned w.e.f 19<sup>th</sup> August, 2019, Mr. Sanjay Prasad- Nominee Director appointed as member in place of Mr. Ranvir Prasad on 07<sup>th</sup> August, 2019, Mrs. Aditee Modi- Non Executive Director appointed as member w.e.f. 14<sup>th</sup> November, 2019, Mr. Anil Garg appointed as member in place of Mr. Sanjay Prasad w.e.f

14<sup>th</sup> February, 2020 and Mr. Vivek Gupta- Independent Director resigned w.e.f 27.02.2020.

After the closure of the financial year, Ms. Kavita Rani- Non-Executive Independent Director was appointed as member on 31.07.2020.

As on date, Audit Committee consist of three directors including Mr. Shashi Kant Ranjan- Non-Executive Independent Director as Chairman and Mrs. Kavita Rani -Independent Director, Mrs. Aditee Modi- Non-Executive Director. The composition of Audit Committee is in compliance with Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

Besides the Committee Members, Partner/other Representatives of the Firms of Statutory Auditors also attend the Meetings on the invitation of the Chairman of the Committee.

The text of the Charter which describes the terms of reference of the Audit Committee is available on the Company's website.

The scope of the Audit Committee includes the following:

- 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 auditors report thereon before submission to the Board for approval, with primary focus on the Matters required to be included in the Directors' Responsibility Statement; Changes, if any, in accounting policies and practices and reasons thereof; Major accounting entries; Significant adjustments; Compliance with listing and other legal requirements relating to financial statements; Disclosure of any related party transactions; modified opinion(s) in the draft audit report.
  - Reviewing, with the Management, the quarterly financial statements before submission to the Board for approval.
  - Reviewing and monitoring, with the Management, the independence and performance of statutory and internal auditors, effectiveness of audit process, 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.
  - Approval or any subsequent modification of transactions of the listed entity with related parties;
- 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 nonpayment of declared dividends) and creditors.
  - Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
  - To review the functioning of the Whistle Blower mechanism, in case the same is existing.

- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

During the year ended 31st March, 2020, Four Meetings were held on 23<sup>rd</sup> May, 2019, 07<sup>th</sup> August, 2019, 14<sup>th</sup> November, 2019, and 14<sup>th</sup> February, 2020 for review of Quarterly Results/Annual Accounts and other Business and Attendance at its Meetings was as under:

Name of the Committee Member	No. and Date of Meetings Attended
Mr. Shashi Kant Ranjan	4 and 23.05.2019, 07.08.2019, 14.11.2019 and 14.02.2020
Mrs. Aditee Modi	1 and 14.02.2020
Mr. Vivek Gupta	4 and 23.05.2019, 07.08.2019, 14.11.2019 and 14.02.2020
Mr. Anil Garg	-
Mr. Mahendra Kumar Modi	2 and 23.05.2019 and 07.08.2019
Mr. Sanjay Prasad	-
Mr. Ranvir Prasad	-

#### D. NOMINATION AND REMUNERATION COMMITTEE

As on 31<sup>st</sup> March, 2020, the Nomination and Remuneration Committee consist of two members including One Independent Director and one Non-executive Director. Mr. Shashi Kant Ranjan (Independent Director) is the Chairman and Mrs. Aditee Modi (Non-Executive Director) is the members of the Committee.

During the Financial Year 2019-20, the Company there has been certain change in the Composition of Nomination and Remuneration Committee of the Company. Mr. Mahendra Kumar Modi- Non-Executive Director resigned w.e.f. 19th August 2019, Mrs. Aditee Modi- Non-Executive Director appointed as member w.e.f. 07<sup>th</sup> August, 2019 and Mr. Vivek Gupta- Independent Director resigned w.e.f. 27.02.2020.

As on date, Nomination and Remuneration Committee consist of three directors including Mr. Shashi Kant Ranjan- Non-Executive Independent Director as Chairman and Mrs. Kavita Rani -Independent Director-Member, Mrs. Aditee Modi- Non-Executive Director-Member. The composition of Nomination and Remuneration Committee is in compliance with Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

The Non-Executive Directors are not paid any Commission or other Remuneration except Sitting Fees of Rs.5000/- for each Meeting of the Board or Committee of the Board attended by them.

The said Committee met on 07<sup>th</sup> August, 2019.

Name of the Committee Member	No. and Date of Meeting Attended
Mr. Shashi Kant Ranjan	1 and 07.08.2019
Mr. Mahendra Kumar Modi*	1 and 07.08.2019
Mr. Vivek Gupta	1 and 07.08.2019

\*Mr. Mahendra Kumar Modi has resigned from the committee on 19.08.2019.

Details of remuneration paid to the Directors of the Company during the year ended on 31st March 2020 was as under:

(₹ in Lacs)

Directors	Salary	Commission	Perquisites and Retirement Benefits	Sitting Fees
Mr. Manish Modi	-	-	-	-
Mr. Shashi Kant Ranjan	-	-	-	0.50
Mr. Ranvir Prasad	-	-	-	-
Mr. Vivek Gupta	-	-	-	0.36
Mrs. Aditee Modi	-	-	-	0.23
Mr. Anil Garg	-	-	-	-
Mr. Mahendra Kumar Modi	-	-	-	-
Mr. Sanjay Prasad	-	-	-	-



## REMUNERATION POLICY

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.

### Performance Evaluation of Independent Directors

As required under Section 134 (p) of the Companies Act, 2013 read with Regulation 17 and 19 and part D of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors based on the evaluation criteria as recommended by the Nomination and Remuneration Committee evaluated the performance of the Board of Directors, its Committees and the performance of Independent Directors.

Further, as required under Schedule IV of the Companies Act, 2013 read with Regulation 17 and 19 and part D of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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.

Also, as required, the Board assessed the performance of the Independent Directors as per the criteria laid down and have recommended their continuation on the Board of the Company.

The Board of Directors assessed the performance of the independent Directors on the Board based on parameters such as, relevant experience and skills, ability and willingness to speak up, focus on shareholder value creation, governance standards, knowledge of business, processes and procedures followed, openness of discussion/integrity, relationship with management, impact on key management decisions etc. The members of the Committee of Audit, Nomination & Remuneration, Stakeholders Relationship and risk management were also assessed on the above parameters and also in the context of the Committee's effectiveness vis-à-vis the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

### E. STAKEHOLDERS' RELATIONSHIP COMMITTEE

As on 31<sup>st</sup> March, 2020 the Stakeholders' Relationship Committee comprises of the consist of two Directors out of which one is Independent Director and one is Non-executive Director. Mr. Shashi Kant Ranjan (Independent Director) is the Chairman and Mrs. Aditee Modi (Non-Executive Director) is the Members of the said Committee.

During the Financial year, there is change in stakeholder relationship committee of the Company. Mr. Mahendra Kumar Modi- Non-Executive Director resigned w.e.f. 19th August, 2019, Mrs. Aditee Modi- Non-Executive Director appointed as member w.e.f. 07th August, 2019 and Mr. Vivek Gupta- Independent Director resigned w.e.f. 27.02.2020 and Ms. Kavita Rani has been appointed as member w.e.f. 31.07.2020.

As on date, the composition of committee is of three members namely Mr. Shashi Kant Ranjan-Chairman, Ms. Aditee Modi-

Member and Ms. Kavita Rani-Member. The composition of Stakeholders Relationship Committee is in compliance with Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

All Shareholders' Complaints received through SEBI/Stock Exchange and other Authorities have been resolved to the satisfaction of the Shareholders and none remained outstanding at the end of the year ended 31.03.2020 under report. Mr. Vineet Kumar Thareja, Company Secretary of the Company under regulation 6 of (Listing Obligations and Disclosure Requirements) Regulations, 2015. The status of the Shareholders' Complaints is reported to the Board Members at every Board Meeting by the Compliance Officer.

The said Committee met on 14.11.2019.

### F. RISK MANAGEMENT COMMITTEE

The Company has constituted a Risk Management Committee consisting of Mr. Manish Modi as Chairman and Mrs. Aditee Modi and Mr. Shashi Kant Ranjan as members and Mr. Vineet Kumar Thareja is the Secretary of the Committee.

The said Committee was first time constituted under the Act with effect from 15th January, 2015.

The Committee has laid down the Policy on Risk Management and its mitigation. The Policy on Risk Management of the Company can be viewed on Company's website [www.modipon.net](http://www.modipon.net).

### G. MEETING OF INDEPENDENT DIRECTORS

The Independent Directors of the Company had met during the year on 14.02.2020 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.

The Board of Directors had during their meeting held on 13<sup>th</sup> November, 2020 also reviewed the individual performance of all the Independent Directors as per the standard criteria laid down. The Independent Directors whose performance was reviewed by the Board, excused themselves from attending that part of the meeting as required under the statute.

### H. GENERAL BODY MEETINGS

Location, Date and Time of the last 3 Annual General Meetings were as under:

Year ended	Type	Location	Date	Time	No. of Special Resolution passed
31.03.2019	AGM	Modipon Compound Modinagar	27.09.2019	11.30 A.M.	1
31.03.2018	AGM	Modipon Compound Modinagar	25.08.2018	1.30 P.M.	2
31.03.2017	AGM	Modipon Compound Modinagar	29.09.2017	1.30 P.M.	3

### 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 in the Annual General Meeting held on 27<sup>th</sup> September, 2019, following resolution were passed through postal ballot.

- To re-appoint Mr. Vivek Gupta (DIN: 00035916) as Independent Director for a period of five years with effect from 14th August 2019.

### I. DISCLOSURES

- (a) Directors' Interest in the Company:

Directors make full disclosures to the Board of Directors regarding the nature of their interest in the Companies in which they are Directors or Members. The Company's

contracts with the Companies in which some of the Directors of the Company are interested as Director or Member are in the ordinary course of the Company's business without giving any specific weightage to them and full particulars of such contracts entered into with the Companies are entered in the Register of Contracts maintained under Section 184 of the Companies Act, 2013 and the same are placed in every Board Meeting for the noting by the Directors.

In terms of Accounting Standard 18, the details of Related Party Transactions during the year have been set out at Note 41 annexed to the Balance Sheet and Profit & Loss Account. However, these are not having any potential conflict with the interest of the Company at large.

(b) **Statutory Compliance:**

There have been neither any instances of 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.

The Company is in compliance with all the mandatory requirements of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

(c) **Details of Vigil Mechanism:**

In compliance with Section 177 (9) of the Companies Act, 2013 and Regulation 22 of SEBI (Listing obligations and Disclosures Requirements) Regulation, 2015, the Company has set up a whistleblower policy which can be viewed on Company's website [www.modipon.net](http://www.modipon.net). In terms of the said policy the Directors and employees are given direct access to the Chairman of the Audit Committee to report on alleged wrongdoings.

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

(d) **Policy on Related Party Transactions:**

In terms of the policy of the company, all the related party transactions are put before Audit

Committee members for their approval, as and when required.

(e) The Company has complied with all the Corporate Governance requirements as specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. As the Company does not have any subsidiary, Regulation 24 is not applicable to the Company.

## J. MEANS OF COMMUNICATION

(a) The Unaudited Quarterly/Half Yearly Financial Results of the Company are placed before the Audit Committee/Board of Directors before the end of 45 days from the close of the quarter. The Quarterly/Half Yearly Financial Results are generally published in the Newspapers, namely, Financial Express and Jansatta.

(b) Company's Results and Official News release are being uploaded on the Company's website -[www.modipon.net](http://www.modipon.net).

## K. GENERAL SHAREHOLDER INFORMATION

### 1. Annual General Meeting

Date and Time : 28th December 2020 at 3.00 P.M.

Mode : Video Conferencing

### 2. Financial Year

The Company follows April-March Financial Year. The Results for every Quarter beginning from April are generally declared within 45 days of the close of the Quarter as required under SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

## 3. Book Closure

Tuesday, 22nd December 2020 to Monday, 28th December 2020 (both inclusive).

## 4. Unpaid/Unclaimed Dividend

Pursuant to Section 205A of the Companies Act, 1956, Unclaimed Dividend for the Accounting years upto 31st December, 1993 have been transferred to the General Revenue Account of the Central Government with the Registrar of Companies, U. P., Kanpur and the Unclaimed Dividend for the Financial year ended 31st March, 1995 have been 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.

## 5. Listing of Equity Shares on Stock Exchanges and Payment of Listing Fees

Modipon's Shares are listed on the Bombay Stock Exchange Limited, Mumbai. The Company has paid the Listing Fees to the Bombay Stock Exchange Limited for the year 2019-20.

Stock Code (BSE) : 503776

Demat ISIN No. in NSDL & CDSL : INE170C01019

## 6. Stock Price Data

Month	The Bombay Stock Exchange Limited	
	High	Low
	₹ Per Share	₹ Per Share
April, 2019	19.00	15.55
May, 2019	22.50	17.95
June, 2019	21.00	19.00
July, 2019	18.05	10.95
August, 2019	10.41	9.46
September, 2019	13.32	9.05
October, 2019	13.29	10.82
November, 2019	11.50	8.50
December, 2019	16.71	8.48
January, 2020	21.00	15.85
February, 2020	15.50	14.05
March, 2020	-	-

The quantity of shares transacted at the Stock Exchange after deleting the transfers inter se amongst the Promoters/Shareholders is negligible.

## 7. Share Transfer System

As per the directions of SEBI, all Share Registry Work in respect of both Physical and Demat segments is being handled by a single Common Agency, i.e. Messrs MAS Services Limited, T-34, 2nd Floor, Okhla Indl. Area, Ph-II, New Delhi - 110 020, as the Registrar and Share Transfer Agent (RTA), for all aspects of Investors' servicing relating to Shares.

All transfers, transmissions etc. were processed and registered within the stipulated time. As on 31st March, 2020 no Shares were pending for transfer for more than 15 days. Pursuant to Regulation 40(9) SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Certificates on half-yearly basis have been received from a Company Secretary-in-Practice for due compliance of Share transfer formalities by the Company. Certificates have also been received from a Company Secretary-in-Practice for timely dematerialization of the Shares of the Company and conducting a Secretarial Audit on a quarterly basis in respect of reconciliation of the Equity Share Capital of the Company.

## 8. Distribution of Shareholding

Pattern of Shareholding by Equity Shares Class as on 31st March, 2020:

Share Holding of Nominal Value of Rs.	No. of Shareholders	Percentage of Shareholders	No. of Equity Shares held	Percentage of Shareholding
1 - 5000	6920	97.506	4,51,349	3.899
5001 - 10000	86	1.212	65,840	0.569
10001 - 20000	33	0.465	49,245	0.425
20001 - 30000	8	0.113	19,996	0.173
30001 - 40000	6	0.085	21,833	0.189
40001 - 50000	6	0.085	26,002	0.225
50001 - 100000	8	0.113	47,739	0.412
100001 and above	30	0.423	1,08,94,685	94.109
<b>Total</b>	<b>7,097</b>	<b>100.00</b>	<b>1,15,76,689</b>	<b>100.00</b>

**Shareholding Pattern as on 31st March, 2020:**

Category	No. of Shareholders	Total No. of Shares	No. of shares held in demat Form	% of Shareholding
<b>A. Shareholding of Promoters and Promoters Group</b>				
Individuals/Hindu Undivided Family	07	3,41,207	3,38,683	2.95
Bodies Corporate	04	70,38,378	70,38,378	60.80
<b>Sub Total (A)</b>	<b>11</b>	<b>73,79,585</b>	<b>73,77,061</b>	<b>63.75</b>
<b>B. Public Shareholding</b>				
<b>1. Institutional</b>				
Mutual Funds/ UTI	03	7,100	-	0.06
Financial Institutions/Banks	05	475	100	0.00
Insurance Companies	02	1,53,302	1,53,252	1.32
Foreign Institutional investors	02	11,15,304	11,15,304	9.63
<b>Sub Total (B)(1)</b>	<b>12</b>	<b>12,76,181</b>	<b>12,68,656</b>	<b>11.01</b>
<b>2. Central/State Government</b>	<b>01</b>	<b>13,01,974</b>	<b>13,01,974</b>	<b>11.25</b>
<b>Sub Total (B)(2)</b>	<b>01</b>	<b>13,01,974</b>	<b>13,01,974</b>	<b>11.25</b>
<b>3. Non Institutional</b>				
Bodies Corporate	77	6,38,255	6,34,378	5.52
Individuals holding nominal share Capital upto Rs. Two lakhs	6956	7,38,150	4,34,423	6.38
Individuals holding nominal shares capital in excess of Rs. Two lakhs	05	1,98,728	1,75,787	1.72
NRIs/OCB	29	42,611	42,061	0.37
Clearing Members	5	1,155	1,155	0.01
Trust	1	50	50	0.00
<b>Sub Total (B)(3)</b>	<b>7,073</b>	<b>16,18,949</b>	<b>12,87,854</b>	<b>13.98</b>
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)</b>	<b>7,086</b>	<b>41,97,104</b>	<b>38,58,484</b>	<b>36.25</b>
<b>Total A + B</b>	<b>7,097</b>	<b>1,15,76,689</b>	<b>1,12,35,545</b>	<b>100.00</b>

**9. Dematerialization of Shares**

There were 1,12,35,545 shares held in dematerialized form, which constitutes 97.05% of the Paid up Equity Share Capital of the Company as on 31st March, 2020. As the Trading in the Shares of the Company is permitted only in dematerialised form, it is advisable that the Shareholders who have shares in physical form get their shares dematerialised.

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

No GDRs/ADRs were issued by the Company and hence not outstanding.

**11. Code of Conduct**

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.

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. Trading Window was closed four times during the year under report.

The declaration by the Chairman and the Managing Director under SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 affirming compliance of the Code of Conduct by all members of the Board and the Senior Management Personnel for the year ended 31st March, 2019 is attached to this Corporate Governance Report.

**12. CEO/CFO Certification**

Certificate in compliance with Part B of Schedule II as specified in regulation 17(8) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 signed by Mr. Manish Modi, Managing Director and Mr. Vineet Kumar Thareja in respect of Modipon Limited were placed before the Board of Directors at its Meeting held on November 13, 2020.

**13. Plant Locations**

Hapur Road, Modinagar- 201204 (U. P.)  
 (Manufacturing operations closed permanently)

**14. Address for correspondence**

To contact RTA for all matters relating to Equity Shares, i.e. Demat, Remat, Consolidation, transmission, issue of Duplicate share certificates, change of Address, etc.	MAS Services Limited T-34, Okhla Indl. Area, Ph-II, New Delhi - 110 020	Tel. 011-26387281-83 Fax 011-26387384 E-mail: info@masserv.com
For Fixed Deposits and any other matters or in case of any query on Annual Report	Company Secretary, Modipon Limited, Modinagar - 201 204	Tel. 01232-243471

**L. MANAGEMENT DISCUSSION & ANALYSIS REPORT**

On account of continuous losses incurred in the past, the Company had faced acute financial shortage and had to operate with negative working capital which had deteriorated the performance of the Company to a level beyond rectification. 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. 19th May, 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 Company. Accordingly, after seeking approval from the Govt. of Uttar Pradesh under U. P. Industrial Disputes Act, 1947 the manufacturing operations of the Company have been permanently closed w.e.f. 8th September, 2007.

M. Declaration as required under SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015

All Directors and Senior Management of the Company have affirmed compliance with the Modipon Code of Conduct for the year ended 31st March, 2020.

For and on behalf of the Board,

Dated : 13th November, 2020 (Manish Modi) (Aditee Modi)  
 Place : New Delhi Managing Director Director

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

**PRACTICING COMPANY SECRETARIES CERTIFICATE**

To  
The Members of  
Modipon Limited  
Modinagar.

We have examined the compliance of conditions of corporate governance by Modipon Limited for the year ended on 31st March, 2020, as in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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 statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, the Company has complied with the conditions of Corporate Governance for the year ended 31st March, 2020 as stipulated in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We state that no investor grievances are pending for a period exceeding 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 Ranjeet Verma & Associates**  
Company Secretary,

Sd/-  
(Ranjeet Kumar Verma)  
Proprietor  
(Membership No. 6814)  
(CP No. 7463)

Place : New Delhi

**Independent Auditor's Report**

**To The Members of Modipon Limited**

**Report on the Audit of the Standalone Financial Statements**

**Qualified Opinion**

We have audited the accompanying Standalone financial statements of **MODIPON LIMITED** ('the Company'), which comprise the Balance Sheet as at 31st March 2020, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash flows for the year ended on that date, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the Standalone 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 standalone 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, 2020, 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. During the quarter ended 30th June 2019, the Company has transferred amount of Rs.8.85/- Lakhs to Statement of Profit and Loss, which represents administration & consultancy expenses pertaining to the financial year ended as on 31<sup>st</sup> March 2019. The Company has not re-stated the comparative figures for prior periods items to correct the materiality of prior period errors retrospectively as required as per IND AS 8, 'Accounting Policies, Changes in Accounting Estimates and Errors'. Due to the same, Loss of current financial year is being overstated by Rs 8.85/- Lakhs.
- III. (a) The Company has not provided interest of Rs. 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 Rs. 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 31<sup>st</sup>, 2020 has not been ascertained.
- IV. The amount of interest to be provided for in the books of account, if any, for the period April 1, 2007 to March 31<sup>st</sup>, 2020 to Small and Micro Enterprise has not been ascertained.
- V. During the year ended March 31, 2009, the Company has sold 65,743 sq.yds of its vacant land at Modinagar for Rs. 1021.15 Lakhs (original cost Rs. 1.95 Lakhs) for which the approval of bank is pending.
- VI. During the year 2011-12, the Company has given physical possession of its vacant 59 (46 as on March 31, 2015) houses located at Modinagar, 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 Rs. 882.29 Lakhs and unsecured loan Rs. 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.

VII. 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 30<sup>th</sup> September 2018 and booked balance amount of interest in the quarter ending 31<sup>st</sup> December 2018.

VIII. (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 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 Lacs 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 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 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 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/tittle 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 lakhs 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'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 19<sup>th</sup> February, 2020. On 19<sup>th</sup> February, 2020 interim order dated 24th October, 2019 was made absolute during the pendency of the writ petition. The matter was again listed for 30<sup>th</sup> March 2020 but the hearing could not take place due to covid-19 and is still pending before the court.

(b) 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 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.

IX. 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

- a. Amount of central excise duty of Rs. 44,92,663/-
- b. Amount of interest of Rs. 6,56,116/-
- c. Amount of penalty of Rs. 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 31<sup>st</sup> March,2020, due to which profit is understated by Rs. 58,04,895 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.

X. (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 Rs. 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 Rs. 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 Rs. 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.

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

We conducted our audit of the standalone 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 standalone 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 standalone financial statements.

#### Emphasis of Matter

1. We draw attention to Note 14 to the financial results, which describes the managements' assessment of the impact of uncertainties related to Covid 19 and its consequential effects on the company.
2. The Company has been charging Interest on Loans taken from Related Parties i.e Ashoka Mercantile Limited and Status Mark Finvest Limited upto 31<sup>st</sup> December, 2019. During the Q4 2019-20 the lender has waived interest on loans for full FY 2019-20 including Rs. 230.71 Lakhs charges in Profit and loss account upto Q3 2019-20.

Our Opinion is not modified in respect of this matter.

#### Material Uncertainty Related to Going Concern

We draw attention to Note 35 in the standalone financial statements, which indicates that the standalone financial statements of the Company for the year ended March 31, 2020 has 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 standalone 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
<b>Evaluation of uncertain tax positions</b>	
The Company has material uncertain tax positions including matters under dispute which involves significant judgment to determine the possible outcome of these disputes. Refer Notes 2(i), 2(o) (ii) and 33 to the Standalone Financial Statements	Our audit procedures include the following substantive procedures: <ul style="list-style-type: none"> <li>• Obtained understanding of key uncertain tax positions;</li> <li>• Obtained details of completed tax assessments and demands for the year ended March 31, 2020 from management; and</li> <li>• We along with our internal tax experts- <ul style="list-style-type: none"> <li>○ Discussed with appropriate senior management and evaluated management's underlying key assumptions in estimating the tax provisions; and</li> <li>○ Assessed management's estimate of the possible outcome of the disputed cases.</li> </ul> </li> </ul>

#### Information Other than the Standalone 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 standalone financial statements and our auditors' report thereon.

Our opinion on the standalone 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 standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone 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 Standalone 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 standalone 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 Standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone 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 standalone 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, 2016 ("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 Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e. On the basis of written representations received from the directors as on March 31, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 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 standalone financial statements – Refer Note 33 to the Standalone 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.

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

Sd/-

**CA. Sunil Kumar Jha**

Partner

Membership No.543805

Place : New Delhi  
Date : 31.07.2020

## 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:
- The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
  - 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.
  - 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. Following title deeds have not been provided to us:

(Amount Rs. in Lakhs)

Net book value of immovable property as on March 31, 2020 (A)	Title deeds available (B)	Title deed not available (A-B)
17.44	14.78	2.66

- ii) 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.
- iii) According to the information and explanation given to us, the Company had not granted loans, secured or unsecured, to any of the Companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, reporting under clause 3 (iii) of the Order is 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, 2019 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	1.49
Sales Tax Laws	1% State Development Tax	.01
Sales Tax Laws	12% U.P. Trade Tax	2.83
Sales Tax Laws	2.5% U.P. Trade Tax	.01
Sales Tax Laws	3% Central Sales Tax	.06
Sales Tax Laws	Sales Tax	.01
Sales Tax Laws	8% U.P. Trade Tax	.01
Sales Tax Laws	Turnover Tax	.01
Sales Tax Laws	Vat Collection 4%	.02
Central Excise Laws	Excise Duty From Amount Payable	82.60
Goods and Service Tax Laws	Goods and Service tax	17.30
Income Tax Laws	Income Tax Deducted At Source	89.25
	<b>Total</b>	<b>193.60</b>

(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 Lacs ₹)	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	Commissioner (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		
Income tax Act, 1961	Non - Deduction of TDS	107.71 109.84	2006-07 to 2008-09	High Court ITAT/ Commissioner (A)
Civil Suit	Trade payables	95.08	2008-09	Delhi High Court
Civil Suit	Trade payables	18.13	2009-10	District Court, Saket, Delhi

- viii) 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:

- (a). 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.

(b). 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 Lacs 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 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 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/tittle 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 matter was again listed for 30th March 2020 but the hearing could not take place due to covid-19 and is still pending before the court..

(c). 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 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.

Further, no debentures have been issued by the company during the year, therefore provisions of this clause is not applicable to the company.

- ix) The Company did not raise any money by way of initial public or further public offer (including debt instruments) during the year. However, the term loans taken during the year were applied for the purpose for which the same has been raised.
- x) According to the information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.
- xi) In our opinion and according to the information and explanations given to us, the Company has paid/provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- xii) The Company is not a Nidhi Company and hence, reporting under clause 3(xii) of the Order is not applicable to the Company.
- xiii) According to the information and explanations given to us and based on our examination of the records of the Company, all transactions with the related parties are in compliance with Sections 177 and 188 of the Act, where applicable, and details of such transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- xiv) According to the information and explanation given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3(xiv) of the Order are not applicable to the Company.
- xv) According to the information and explanation given to us and based on our examination of the records of the Company, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors during the year and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi) According to the information and explanation given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

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

Sd/-  
Place : New Delhi  
Date : 31.07.2020

CA. Sunil Kumar Jha  
Partner  
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, 2020 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 ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting 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 judgment, 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 Company's internal financial controls system over financial reporting.

## **Meaning of Internal Financial Controls Over Financial Reporting**

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

### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

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

### **Opinion**

According to the information and explanation given to us, the Company has not established its internal financial controls over financial reporting on criteria based on or considering the essential components of internal control stated in Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. Because of this reason, we are unable to obtain sufficient appropriate audit evidence to provide a basis for our opinion whether the Company has adequate internal financial controls over financial reporting and whether such internal financial controls were operating effectively as at March 31, 2020.

*We have considered the disclaimer reported above in determining the nature, timing, and extent of audit tests applied in our audit of the financial statements of the Company, and disclaimer does not affect our opinion on the financial statements of the Company.*

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

Sd/-

CA. Sunil Kumar Jha

Partner

Place : New Delhi  
 Date : 31.07.2020

Membership No.543805

**BALANCE SHEET**

As on 31st March, 2020

Particulars	Note	₹ in Lakhs	
		As at 31.03.2020	As at 31.03.2019
<b>ASSETS</b>			
<b>(1) Non - current assets</b>			
(a) Property, plant and equipment	4	0.46	5.97
(b) Other intangible assets	4	0.08	0.22
(c) Capital work - in - progress	4	1.73	1.73
(d) Investment Property		-	-
<b>(c) Financial assets</b>			
(i) Investments	5	0.44	0.44
(ii) Trade receivables		-	-
(ii) Loans	6	83.12	83.12
(v) Others		-	-
(d) Deferred tax assets (net)		-	-
(g) Other non - current assets	7	77.79	77.79
		<b>163.61</b>	<b>169.26</b>
<b>(2) Current assets</b>			
(a) Inventories		-	-
<b>(b) Financial assets</b>			
(i) Trade receivables		-	-
(ii) Cash and cash equivalents	8	0.65	2.61
(iii) Bank Balances	9	4.04	4.64
(iv) Loans		-	-
(v) Others	10	335.20	334.40
(c) Current tax assets (net)	11	0.32	0.32
(d) Other current assets	12	87.96	87.96
		<b>428.16</b>	<b>429.92</b>
<b>Total Assets</b>		<b>591.77</b>	<b>599.19</b>
<b>EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
(a) Equity share capital	13 & 3(A)	1,157.67	1,157.67
(b) Other equity	3 (B)	-10,271.07	-10,186.55
		<b>-9,113.41</b>	<b>-9,028.88</b>
<b>LIABILITIES</b>			
<b>(1) Non - current liabilities</b>			
<b>(a) Financial liabilities</b>			
(i) Borrowings	14	725.15	726.26
(ii) Trade payables	-	-	-
(iii) Other financial liabilities	15	1,845.07	1,845.07
(b) Provisions	16	10.61	10.61
(c) Other non-current liabilities	17	227.11	227.11
		<b>2,807.95</b>	<b>2,809.06</b>
<b>(2) Current liabilities</b>			
<b>(a) Financial liabilities</b>			
(i) Borrowings	18	3,570.49	3,504.80
(ii) Trade payables	19	2,450.67	2,450.79
(iii) Other financial liabilities	20	234.63	227.53
(b) Other current liabilities	21	555.65	550.11
(c) Provisions	22	85.78	85.78
		<b>6,897.22</b>	<b>6,819.01</b>
<b>Total Equity &amp; Liabilities</b>		<b>591.77</b>	<b>599.19</b>

**STATEMENT OF PROFIT & LOSS**

For the Year ended 31st March, 2020

Particulars	Note	₹ in Lakhs	
		For the year ended 31.03.2020	For the year ended 31.03.2019
I Revenue from operations		-	-
II Other income	23	0.10	5.77
<b>III Total income (I + II)</b>		<b>0.10</b>	<b>5.77</b>
<b>IV Expenses:</b>			
Employee benefits expenses	24	29.38	56.46
Finance costs	25	230.89	260.96
Depreciation and amortization expenses	26	0.71	1.48
Other expenses	27	54.35	182.22
<b>Total expenses (IV)</b>		<b>315.33</b>	<b>501.12</b>
<b>V Profit / (loss) before exceptional items and tax (III - IV)</b>		<b>(315.23)</b>	<b>(495.35)</b>
VI Exceptional items	28	230.71	(300.20)
<b>VII Profit / (loss) before tax (V - VI)</b>		<b>(84.52)</b>	<b>(795.55)</b>
<b>VIII Tax expense</b>			
(1) Current tax		-	-
(2) Deferred tax		-	-
(3) Income tax pertaining to earlier years		-	-
(4) Mat Credit		-	-
		<b>(84.52)</b>	<b>(795.55)</b>
<b>IX Profit / (loss) from continuing operations (VII - VIII)</b>		<b>(84.52)</b>	<b>(795.55)</b>
X Profit / (loss) from discontinued operations		-	-
XI Tax expense of discontinued operations		-	-
<b>XII Profit / (loss) from discontinued operations (after tax) (X - XI)</b>		<b>(84.52)</b>	<b>(795.55)</b>
<b>XIII Profit / (loss) for the period (IX + XII)</b>		<b>(84.52)</b>	<b>(795.55)</b>
<b>XIV Other comprehensive income</b>			
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	3(A) & 3(B)	-	-
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		-	-
		<b>(84.52)</b>	<b>(795.55)</b>
<b>XV Total comprehensive income for the period (XIII + XIV)</b>		<b>(84.52)</b>	<b>(795.55)</b>
<b>XVI Earnings per equity share (for continuing operations)</b>			
(1) Basic	29	(0.73)	(6.87)
(2) Diluted	29	(0.73)	(6.87)
<b>XVIII Earnings per equity share (for discontinued &amp; continuing operations)</b>			
(1) Basic	29	(0.73)	(6.87)
(2) Diluted	29	(0.73)	(6.87)

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 : 31<sup>st</sup> July, 2020

**For & on behalf of Board of Directors**

 (Manish Modi)  
 Chairman & Managing Director  
 DIN 00030036

 (Vineet Kumar Thareja)  
 Company Secretary / CFO

 (Aditee Modi)  
 Director  
 DIN 00030120



**CASH FLOW STATEMENT**

for the year ended 31st March, 2020

Particulars	(₹ in Lakhs)		Particulars	(₹ in Lakhs)	
	For the year ended on March 31,2020	For the year ended on March 31,2019		For the year ended on March 31,2020	For the year ended on March 31,2019
<b>A. Cash Flow from operating activities</b>			<b>B. Cash flow from investing activities</b>		
Net Profit before tax	(84.52)	(795.55)	Purchase of Intangible Asset	-	-
<b>Adjustments for :</b>			Capital WIP	-	-
Depreciation (Net)	0.71	1.48	Other non - current assets	-	-
Provision written back	-	-	Interest Income	-	0.88
Exceptional item	2.54	(135.00)	Compensation Received	-	-
Interest Received	-	(0.88)	Sale of Fixed Assets	2.40	-
Interest Expenses	230.89	260.96		0.10	4.06
Prior period error	-	0.41	<b>Net cash used in investing activities</b>	<b>(B) 2.50</b>	<b>4.94</b>
Miscellaneous Income	(0.10)	(4.06)	<b>C. Cash flow from financing activities</b>		
Operation profit before working capital changes	<b>149.52</b>	<b>(672.64)</b>	Repayment from long-term borrowings	(1.11)	(1.53)
<b>Working Capital Adjustment:</b>			Loans and Advances	-	-
(Increase)/Decrease in Financial Assets (others)	(0.80)	21.24	Payment for OTS	-	135.00
(Increase)/Decrease in Current Tax Asset	-	(0.09)	Proceeds from Issue of Equity Shares	-	-
(Increase)/Decrease in Other current assets	-	(3.17)	Interest paid	(230.89)	(260.96)
Increase/(Decrease) in Borrowings	65.70	686.64	<b>Net cash used in financing activities</b>	<b>(C) (232.00)</b>	<b>(127.48)</b>
Increase/(Decrease) in Trade payables	(0.12)	2.26	<b>Net increase in cash &amp; cash equivalent (A+B+C)</b>	<b>(2.56)</b>	<b>(8.22)</b>
Increase/(Decrease) in Other financial liabilities	7.10	20.49	Cash and Cash equivalents as at 01.04.2019 (Opening Balance)	7.25	15.48
Increase/(Decrease) in Other current liabilities	5.54	52.68	<b>Cash and Cash equivalents as at 31.03.2020 (Closing balance)</b>	<b>4.69</b>	<b>7.25</b>
Increase/ (Decrease) in Provisions	-	6.91			
<b>Net Cash generated from operations</b>	<b>226.94</b>	<b>114.32</b>			
Direct taxes paid	-	-			
<b>Net cash from operating activities</b>	<b>(A) 226.94</b>	<b>114.32</b>			

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

CA Sunil Kumar Jha  
Partner  
Membership No. : 543805

Place : New Delhi  
Dated : 31<sup>st</sup> July, 2020

**For & on behalf of Board of Directors**

(Manish Modi)  
Chairman & Managing Director  
DIN 00030036

(Aditee Modi)  
Director  
DIN 00030120

(Vineet Kumar Thareja)  
Company Secretary / CFO



**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020**

Significant Accounting Policies Forming Part of the Financial Statements for the year ended March 31, 2020.

**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 Bombay Stock Exchange. 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, Modinagar-201204. District: Ghaziabad (U.P.), India.

These financial statements were approved and adopted by board of directors of the Company in their meeting dated 31st July, 2020.

Registration details:

CIN No.: L65993UP1965PLC003082

State code: UP

**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 1 April 2019.

**Right of Use Assets**

The Company recognises 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 recognised in the balance sheet immediately before the date of initial application.

The cost of right-of-use assets includes the amount of lease liabilities recognised. Initial direct costs incurred and lease payments made at or before the commencement date less any lease incentives received, the recognised 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 recognise 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 recognised 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.

iii) Interest income on fixed deposit with banks is recognized on time proportion basis taking into account the amount outstanding and the rates applicable.

iv) 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 capitalised 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

(₹ in Lakhs)

Particulars	
As at 01.04.2019	1,157.67
Changes in equity share capital	-
As at 31.03.2020	1,157.67

### (B) OTHER EQUITY

(₹ in Lakhs)

Particulars	Equity component of compound financial instruments	Reserves and Surplus				Items of other comprehensive income					Total
		Capital reserve	Securities premium account	General Reserve	Retained earnings	Debt instruments through other comprehensive income	Revaluation Surplus	Equity instruments through other comprehensive income	Effective portion of cash flow hedges	Other items of other comprehensive income (specify nature)	
As at 01.4.2018	-	21.80	-	158.84	-9,572.05	-	-	-	-	-	-9,391.41
Opening Ind as Adjustment	-	-	-	-	-	-	-	-	-	-	-
Changes in accounting policy	-	-	-	-	-	-	-	-	-	-	-
Prior period errors	-	-	-	-	0.41	-	-	-	-	-	0.41
Restated balance as at 01.04.2018	-	21.80	-	158.84	-9,571.64	-	-	-	-	-	-9,391.00
Total comprehensive income for the year	-	-	-	-	-	-	-	-	-	-	-
Dividends	-	-	-	-	-	-	-	-	-	-	-
Profit of the year	-	-	-	-	-795.55	-	-	-	-	-	-795.55
Additions during the period	-	-	-	-	-	-	-	-	-	-	-
Transfer to revaluation reserve	-	-	-	-	-	-	-	-	-	-	-
Adjusted against depreciation	-	-	-	-	-	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	-	-	-	-	-	-	-
Deletion during the period	-	-	-	-	-	-	-	-	-	-	-
As at 31.03.2019	-	21.80	-	158.84	-10,367.19	-	-	-	-	-	-10,186.55
As at 01.4.2019	-	21.80	-	158.84	-10,367.19	-	-	-	-	-	-10,186.55
Opening Ind as Adjustment	-	-	-	-	-	-	-	-	-	-	-
Changes in accounting policy	-	-	-	-	-	-	-	-	-	-	-
Prior period errors	-	-	-	-	-	-	-	-	-	-	-
Restated balance as at 01.04.2019	-	21.80	-	158.84	-10,367.19	-	-	-	-	-	-10,186.55
Total comprehensive income for the year	-	-	-	-	-	-	-	-	-	-	-
Dividends	-	-	-	-	-	-	-	-	-	-	-
Profit of the year	-	-	-	-	-84.52	-	-	-	-	-	-84.52
Additions during the period	-	-	-	-	-	-	-	-	-	-	-
Transfer to revaluation reserve	-	-	-	-	-	-	-	-	-	-	-
Adjusted against depreciation	-	-	-	-	-	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	-	-	-	-	-	-	-
Deletion during the period	-	-	-	-	-	-	-	-	-	-	-
As at 31.03.2020	-	21.80	-	158.84	-10,451.71	-	-	-	-	-	-10,271.07

**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)	
<b>Gross Block</b>						
<b>As at 31.03.19</b>	<b>2.07</b>	<b>8.74</b>	<b>10.81</b>	<b>0.53</b>	<b>0.53</b>	<b>1.73</b>
Acquired during the year	-	-	-	-	-	-
Charge for the year	-	-	-	-	-	-
Disposals	-	-	-	-	-	-
<b>As at 31.03.20</b>	<b>2.07</b>	<b>8.74</b>	<b>10.81</b>	<b>0.53</b>	<b>0.53</b>	<b>1.73</b>
<b>Depreciation</b>						
Charge for the year	0.23	1.03	1.26	0.21	0.21	-
Disposals	-	-	-	-	-	-
<b>As at 31.03.2019</b>	<b>1.38</b>	<b>3.46</b>	<b>4.84</b>	<b>0.31</b>	<b>0.31</b>	-
Charge for the year	0.23	0.34	0.57	0.14	0.14	-
Disposals	-	4.94	4.94	-	-	-
<b>As at 31.03.2020</b>	<b>1.61</b>	<b>8.74</b>	<b>10.36</b>	<b>0.45</b>	<b>0.45</b>	-
<b>Net Block</b>						
As at 31.03.2019	0.68	5.29	5.97	0.22	0.22	1.73
As at 31.03.2020	0.46	0.00	0.46	0.08	0.08	1.73

**NOTE 5 : NON- CURRENT INVESTMENTS**

(₹ in Lakhs)

Particulars	As At March 31, 2020	As At March 31, 2019
<b>Investments in Equity Instruments</b>		
<b>(i) Quoted :(At cost less provision for diminution in value)</b>		
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	-
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
100 (March 31,2017 : 100) J.K.Cement Limited	-	-
28 (March 31,2017 : 28) Shree Synthetics Limited	0.01	0.01
<b>(ii) Unquoted : At Cost</b>		
<b>(a) Investment in Equity Shares</b>		
3,460 (March 31,2017 : 3,460) Modi Intercontinental Pvt Ltd	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>(b) Investment in preference shares</b>		
165 (March 31,2017 : 165) shares of `100 each fully paid up in Modi Spinning & Weaving Mills Co. Ltd.	0.00	0.00
<b>(c) Investment in debentures or bonds :</b>		
Non-Convertible Debentures of `200 each (12.5% Redeemable Non-Convertible)		
328 (March 31,2017 : 328) Modi Industries Limited	0.00	0.00
	<b>0.44</b>	<b>0.44</b>
Carrying amount of quoted investments	0.09	0.09
Carrying amount of unquoted investments	0.35	0.35
Aggregate provision for diminution 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 Spg & Wvg Mills & Co. Ltd. (MSWM), the company was allotted free of cost 15126 equity shares of ₹ 10 each of Haryana Distliery Ltd. (HDL) and Rajputana Fertilizers Ltd. (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.

**NOTE 6 : NON CURRENT LOANS**

(₹ in Lakhs)

Particulars	As at 31 March, 2020	As at 31 March, 2019
<b>Security Deposits</b>		
- Secured, considered good	-	-
- Unsecured, considered good	72.39	72.39
- Doubtful	-	-
<b>Loans to related parties</b>		
- <b>Secured, considered good</b>		
- Unsecured, considered good	-	-
- Doubtful	-	-
<b>Other</b>		
- Unsecured, considered good	10.73	10.73
- Doubtful	61.40	61.40
- Provision for Doubtful Loans	-61.40	-61.40
<b>Total</b>	<b>83.12</b>	<b>83.12</b>

**NOTE 7 : OTHER NON CURRENT ASSETS**

Particulars	As at 31 March, 2020	As at 31 March, 2019
<b>Advances for Land -</b>		
- Land holding companies (Related Parties):		
-- Considered good	19.39	19.39
-- 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
<b>Total other assets</b>	<b>77.79</b>	<b>77.79</b>

**NOTE 8 : CASH & CASH EQUIVALENTS**

Particulars	As at 31 March, 2020	As at 31 March, 2019
Balances with banks		
- in Current Accounts	0.17	2.20
Cash on hand	0.47	0.39
Others: Silver Coin	0.01	0.01
<b>Total</b>	<b>0.65</b>	<b>2.61</b>

**NOTE 9 : BANK BALANCES**

Particulars	As at 31 March, 2020	As at 31 March, 2019
Other Bank Balances	4.04	4.64
<b>Total</b>	<b>4.04</b>	<b>4.64</b>

**NOTE 10 : OTHER CURRENT FINANCIAL ASSETS**

Particulars	As at 31 March, 2020	As at 31 March, 2019
<b>Considered good:</b>		
- 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	
- Other Advances	34.78	34.78
- Interest accrued on fixed deposits	4.85	4.85
- Income Accrued on Commission / Brokerage	-	-
<b>Doubtful:</b>		
- Advance against Share Purchase	9.33	9.33
- Provision for Doubtful Advances	-9.33	-9.33
<b>Total</b>	<b>335.20</b>	<b>334.40</b>

**NOTE 11 : CURRENT TAX ASSETS (NET)**

(₹ in Lakhs)

Particulars	As at 31 March, 2020	As at 31 March, 2019
TDS	0.32	0.32
<b>Total</b>	<b>0.32</b>	<b>0.32</b>

**NOTE 12 : OTHER CURRENT ASSETS**

Particulars	As at 31 March, 2020	As at 31 March, 2019
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
<b>Total other current assets</b>	<b>87.96</b>	<b>87.96</b>

**NOTE 13 : SHARE CAPITAL**

	As at 31 March, 2020	As at 31 March, 2019
<b>Authorised Share Capital</b>		
2,00,00,000 (March 31, 2020 : 2,00,00,000) Equity shares of ₹ 10/- each)	2,000.00	2,000.00
5,00,000 (March 31, 2020 : 5,00,000 ) Preference shares of ₹ 100/-each)	500.00	500.00
	<b>2,500.00</b>	<b>2,500.00</b>

**Issued, Subscribed & Paid-up Shares**

	As at 31 March, 2020	As at 31 March, 2019
<b>Equity Share Capital</b>		
11576689 (March 31, 2020 : 78,38,057) Equity Shares of ₹10/-each fully paid-up	1,157.67	1,157.67
<b>Preference share capital</b>		
71,792 ( March 31, 2020 : 71,792) 15% Redeemable Cumulative Preference shares of ₹100/- each fully paid up	71.79	71.79
<b>Total Issued, Subscribed &amp; Paid-up Capital</b>	<b>1,229.46</b>	<b>1,229.46</b>

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

	(Amount ₹ in Lakhs)			
	March 31, 2020		March 31, 2019	
Equity Shares	No. of shares	Amount	No. of shares	Amount
Balances of Shares at the beginning of year	11,576,689	1,157.67	11,576,689	1,157.67
Add:- Addition during the year	-	-	-	-
Less:- Buy back during the year	-	-	-	-
Balances of Shares at the end of the year	<b>11,576,689</b>	<b>1,157.67</b>	<b>11,576,689</b>	<b>1,157.67</b>

**b. Terms/rights attached to equity shares**

The company has only one class of equity shares having par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholder.

**c. Terms/rights attached to preference shares**

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

**d. Details of Equity Shares held by each shareholder holding more than 5 percent shares in the company**

	March 31, 2020		March 31, 2019	
	No. of shares	% holding	No. of shares	% holding
Daisy Investment Pvt. Ltd.	730,939	6.31%	730,939	6.31%
Modi Industries Limited	700,000	6.05%	700,000	6.05%
Ashoka Mercantile Limited	1,822,162	15.74%	1,822,162	15.74%
U.P. State Indl. Dev. Corp. Ltd.	1,301,974	11.25%	1,301,974	11.25%
APMS Investment Pvt. Ltd	776,009	6.70%	776,009	6.70%
Modi Intercontinental Pvt. Ltd.	3,785,277	32.70%	3,785,277	32.70%



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

	March 31, 2020		March 31, 2019	
	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%

**f. Arrears of Dividend on Redeemable Convertible Cumulative Preference Shares for the Period from 1st April, 1998 to 31st March, 2020 amounts to ₹ 251.50 lakhs, excluding Tax on Distributed Profits, if any.**
**NOTE 14 : NON CURRENT BORROWINGS**

(₹ in Lakhs)

Particulars	As at	
	31 March, 2020	31 March, 2019
<b>A. Secured</b>		
<b>a. Term Loan From</b>		
i. Banks	-	-
ii. Banks - Vehicle Loan	-	1.11
iii. Corporate Bodies- Equipment Loans	-	-
iv. Corporate Bodies/Financial Institutions	-	-
		<b>1.11</b>
<b>B. Unsecured</b>		
Loans from related parties*	725.15	725.15
Liability component of compound financial instruments	-	-
Other loans (specify nature);	-	-
Vehicle Loan	-	-
<b>Total</b>	<b>725.15</b>	<b>725.15</b>
<b>b. Loan From Corporate Bodies</b>	-	-
<b>Total</b>	<b>725.15</b>	<b>725.15</b>

\* Refer Note 40 (e) (i), (ii), (iii) and 40 (f) (i) (ii)

Note :The term loan carry interest ranging between 10% to 12%.

**NOTE 15 : OTHER NON CURRENT FINANCIAL LIABILITIES**

Particulars	As at	
	31 March, 2020	31 March, 2019
Security Deposits Received against Houses	1,781.59	1,781.59
Security Deposit received from Others	63.48	63.48
<b>Total</b>	<b>1,845.07</b>	<b>1,845.07</b>

**NOTE 16 : NON CURRENT PROVISIONS**

Particulars	As at	
	31 March, 2020	31 March, 2019
Provision for employee benefits		
- Gratuity	6.44	6.44
- Leave Encashment	4.17	4.17
<b>Total</b>	<b>10.61</b>	<b>10.61</b>

**NOTE 17 : OTHER NON CURRENT LIABILITIES**

Particulars	As at	
	31 March, 2020	31 March, 2019
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
<b>Total</b>	<b>227.11</b>	<b>227.11</b>

**NOTE 18 : CURRENT BORROWINGS**

(₹ in Lakhs)

Particulars	As at	
	31 March, 2020	31 March, 2019
<b>Secured</b>		
Loans repayable on demand-from PNB	183.90	183.90
From Bank Term loans-Vehicle Loan	-	1.52
From Related Party	157.13	157.13
Bank Overdraft	-	-
<b>Unsecured-</b>		
Related Party	3,157.67	3,090.45
Others: Liability on account of Preference shares	71.79	71.79
	<b>3,570.49</b>	<b>3,504.80</b>

- 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.
- (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(a) & (b))
- (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. (Refer note 40(b) & (c))
- (c) Borrowings from related parties includes loan from Ashoka Mercantile Limited, Status Mark Finvest Ltd and Modi Intercontinental Private Limited.

-During the year Company has provided interest @ 10.25 % p.a. on the loan amount from Ashoka Mercantile Limited and @ 9.50% on the loan amount from Status Mark Finvest Ltd upto third quarter, in the last quarter the lender has waived interest on loan for full F/Y 2019-20.

**NOTE 19 : TRADE PAYABLES**

Particulars	As at	
	31 March, 2020	31 March, 2019
Sundry Creditors	4.48	4.60
Amount due to others	2,446.19	2,446.19
<b>Total</b>	<b>2,450.67</b>	<b>2,450.79</b>

**NOTE 20 : OTHER CURRENT FINANCIAL LIABILITIES**

Particulars	As at	
	31 March, 2020	31 March, 2019
Interest Accrued and due on Borrowings	364.82	364.82
Expense	8.38	8.38
Employees' dues	35.86	27.89
Dues to related parties	8.44	8.34
Other Payables	-182.88	-181.91
<b>Total</b>	<b>234.63</b>	<b>227.53</b>

**NOTE 21 : OTHER CURRENT LIABILITIES**

Particulars	As at	
	31 March, 2020	31 March, 2019
Sundry creditors - tax authorities	202.43	196.89
Other	353.22	353.22
<b>Total</b>	<b>555.65</b>	<b>550.11</b>

**NOTE 22 : CURRENT PROVISIONS**

Particulars	As at	
	31 March, 2020	31 March, 2019
<b>Provision for employee benefits</b>		
- Gratuity	-	-
- Leave Encashment	-	-
<b>Others</b>		
Provision for Tax (Net of Advance Tax)	80.78	80.78
Others	5.00	5.00
<b>Total</b>	<b>85.78</b>	<b>85.78</b>

**NOTE 23 : OTHER INCOME**

(₹ in Lakhs)

Particulars	For the Year ended	
	31 March 2020	31 March 2019
<b>Interest Received</b>		
a. Loans	-	-
b. On Debentures	-	-
c. On Income Tax Refund	-	0.83
d. Others	-	0.88
Gain on foreign exchange fluctuation (net)	-	-
Dividend income	-	-
Miscellaneous income	0.10	4.06
Provision written back	-	-
Profit on sale of fixed assets	-	-
Profit on sale of long term investments	-	-
Lease Rent	-	-
Agriculture Income	-	-
<b>Total</b>	<b>0.10</b>	<b>5.77</b>

**NOTE 24 : EMPLOYEE BENEFITS EXPENSES**

Particulars	For the Year ended	
	31 March 2020	31 March 2019
Salaries, wages, Allowances & Commission	29.38	50.89
Staff welfare expenses	-	5.57
<b>Total</b>	<b>29.38</b>	<b>56.46</b>

**NOTE 25 : FINANCE COSTS**

Particulars	For the Year ended	
	31 March 2020	31 March 2019
Interest expense	230.89	260.96
<b>Total</b>	<b>230.89</b>	<b>260.96</b>

**NOTE 26 : DEPRECIATION AND AMORTIZATION EXPENSE**

Particulars	For the Year ended	
	31 March 2020	31 March 2019
Depreciation of tangible assets	0.57	1.26
Amortization of intangible assets	0.14	0.21
<b>Charged to Statement of Profit &amp; Loss</b>	<b>0.71</b>	<b>1.48</b>

**NOTE 27 : OTHER EXPENSE**

Particulars	For the Year ended	
	31 March 2020	31 March 2019
Repair and maintenance- Others	0.28	0.07
Fees, Rates and taxes	5.69	6.31
Insurance	0.09	0.15
Legal and professional	19.74	92.99
Travelling and conveyance	3.07	13.50
Printing and stationery	0.54	2.82
Postage, telegram and telephones	0.84	2.39
Security expenses	-	1.11
Loss on sale of fixed assets	2.54	-
Marketing Expenses	-	3.21
Miscellaneous expenses	0.22	1.34
Advertisement & publicity	0.22	0.07
Audit & Consultancy charges	3.20	5.09
Business Promotion	-	13.38
Bank Charges	0.02	0.00
Power & Electricity Exp	-	0.25
Membership & Subscription Fees	3.43	-
Director's Sitting Fee	-	3.00
Vehicle Running and maintenance expenses	0.60	14.64
Retainership Charges	2.20	2.87
AGM Expenses	0.10	-
Interest and penalty on Statutory dues	11.58	19.02
<b>Total</b>	<b>54.35</b>	<b>182.22</b>

**NOTE 28 : EXCEPTIONAL ITEM**

(₹ in Lakhs)

Particulars	For the Year ended	
	31 March 2020	31 March 2019
OTS Revival Expense	-	135.00
Interest expense	230.71	165.20
<b>Total</b>	<b>230.71</b>	<b>300.20</b>

**NOTE 29 : EARNINGS PER SHARE**

Particulars	For the Year ended	
	31 March 2020	31 March 2019
Net profit/ (loss) as per Statement of Profit & Loss (for calculation of basic EPS)	-84.52	-795.55
Dividend on OPCS/ Redeemable Preference Share	0.00	-
Net profit used in the calculation of Basic Earning per Share (as above)	-84.52	-795.55
Net profit for calculation of diluted EPS	-84.52	-795.55
Continuing operations		
Net profit/(loss) as per Statement of Profit & Loss (calculation of basic EPS)	-84.52	-795.55
Net profit as above	-84.52	-795.55
Net profit for calculation of diluted EPS	-84.52	-795.55
Weighted average number of equity shares in calculating basic EPS	11576689.00	11,576,689
Effect of dilution:		
Weighted average number of equity shares in calculating diluted EPS	11576689.00	11,576,689
Basic earning per share	-0.73	-6.87
Diluted earning per share*	-0.73	-6.87

**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 31st March, 2020.

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

**Note No. 32: Payment to Auditors**

Particular	Current Year	Previous Year
<b>As Auditor</b>		
- Audit Fees	3.20	3.78
- Other Matters	0.00	0
- Reimbursement of expenses	0.12	0.14

**Note No. 33: Contingent Liabilities and Notes**

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

Particulars	As at 31 March, 2020	As at 31 March, 2019
(i) Income Tax (Refer note (a) below)	140.39	239.54
(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
(vii) 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 Rs 816.93 lakhs raised earlier has been rectified by the Income Tax Department and reduced to Rs 217.55 lakhs. On an appeal filed by the company, Hon'ble Allahabad High Court had stayed recovery of demand (after rectification) of Rs 107.71 lakhs while the penalty of Rs. 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 Rs 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. 2019-20	5.21
A.Y. 2019-21	3.75		

- (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	1991-1992	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	1994-97	44.93
	Interest		6.56
	Penalty		6.56

- (b) (ii) There is a balance sales tax liability of Rs 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 Rs. 183.90 lakhs.

- (c) Suppliers Interest on outstanding dues (Gujarat State Fertilizers and Chemical Company Limited-GSFC) amounting to Rs 1000.54 lakhs upto 31st March, 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 31st March, 2020 is not ascertainable.

- (d) Singhal Transport filed a suite for recovery of Rs. 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 31st March, 2019 amounts to Rs 178.17 lakhs (Rs 171 lakhs as on 31st March, 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 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 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 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. (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 30th September, 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 19th May, 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 8th September, 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 2nd October, 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 provided interest @ 10.25 % p.a. on the loan amount from Ashoka Merchantile Limited and @ 9.50% on the loan amount from Status Mark Finvest Ltd upto third quarter, in the last quarter the lender has waived interest on loan for full F/Y 2019-20 amounting to Rs 230.71 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 Rs. 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 31st March 2020.

(b) The company has sold 65,743 sq. yds. of its vacant land at Modinagar for Rs 1021.15 lakhs (original cost Rs 1.95 lakhs) which resulted in Profit on Sale of Land amounting to Rs.1021.15 lakhs. 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 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 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 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.

The Debts Recovery Tribunal-II, Delhi passed its order dated 30 July, 2018, in favor of the Company and directed PNB to accept payment of Rs. 65 lakhs towards 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 DRAT order.

During the pendency of the appeal, PNB has encashed the said amount of Rs. 65 Lacs 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 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 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:

- 1) The proceeds of FDRs amounting to Rs. 65 lakhs and Rs. 259.62 lakhs kept with us will be appropriated simultaneously on conveying approval of revival of OTS.
- 2) Rs. 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 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 has been deposited by the company in terms of revived OTS vide letter dated 25.03.2019 within one week of receipt of letter.

The IBC Petition filed by PNB referred above is lying pending before the Allahabad Bench due to the consideration of order of the DRT-II, Delhi dated 30.07.2018 with no dues remaining towards PNB.

- (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 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.

- (d) 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 is 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 matter was again listed for 30th March 2020 but the hearing could not take place due to covid-19 and is still pending before the court.

"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 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 Rs 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 Rs 410 lakhs to the said bank. The settlement resulted into remission of liability by Rs 339.20 lakhs. As per the terms approved by the Board of Directors of the company on August 16, 2012 with Ashoka Mercantile Ltd, 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 Rs 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 for the F/Y 2019-20 on loan repaid by Ashok Mercantile Limited under this OTS deal.

- (ii) Loan liability of Rs 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 Rs 600 Lakhs to the said bank. The settlement resulted into remission of liability by Rs 232.04 Lakhs. As per the terms approved by the Board of Directors of the company on February 11, 2013 with Ashoka Mercantile Ltd., 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 Rs 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 for the F/Y 2019-20 on loan repaid by Ashok Mercantile Limited under this OTS deal.

- (iii) Pending finalisation of terms of loan agreements with Ashoka Mercantile Limited (AML) who has outstanding amount of secured and unsecured loans of Rs 882.29 lakhs and Rs 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.

- (f) (i) The Abu Dhabi Commercial Bank Limited has settled its Dues of Rs 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 M/s 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) Since successful implementation of settlement of dues of PNB is still pending, the amount paid towards OTS by AML of Rs 157.13 lakhs (net of Rs 40 lakhs paid to AML upto March 31, 2011) is shown as secured loan in Note 18 and the balance amount of Rs 153.92 lakhs (Rs 351.05 lakhs - Rs 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 for the F/Y 2019-20 on loan repaid by Ashok Mercantile Limited under this 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 Pvt. Ltd. (MIPL)	
5. Modi Rubber Ltd.	
6. Modi SPG & WVG Mills Co. Ltd.	
7. Modi Sugar Works	
8. Status Mark Finvest Ltd.	
9. Modimangal Estates Pvt Ltd.	

1. Mahendra Kumar Modi- Chairman	Key Management Personnel
2. Manish Kumar Modi- Managing Director	
3. Aditee Modi - Director	
4. Vivek Gupta - Director	
5. Ranvir Prasad-Director	
6. Shashi Kant Ranjan - Director	
7. Vineet Kumar Thareja- Company Secretary	
8. Kamala Kant Tripathi (From 07/02/2019)	
9. Vikas Bhatia-CFO (Upto 30/11/2018)	
10. Anuj Kumar Tyagi-CEO (Upto 24/11/2018)	

**(b) Transactions during the year with related party**

Particulars	Financial Year	Enterprise having significant Influence	Key Management Personnel	Total
i) Remuneration to KMP				
a) Manish K. Modi-MD	2019-20	-	-	-
	2018-19	-	-	-
b) Anuj Kumar Tyagi-CEO (Upto 24/11/2018)	2019-20	-	-	-
	2018-19	-	19.80	19.80
c) Vikas Bhatia - CFO (Upto 30/11/2018)	2019-20	-	-	-
	2018-19	-	20.67	20.67
d) Kamala Kant Tripathi-CFO (From 07/02/2019)	2019-20	-	8.33	8.33
	2018-19	-	10.00	10.00
e) Vineet Kumar Thareja-Company Secretary	2019-20	-	13.50	13.50
	2018-19	-	12.00	12.00
(ii) Loan Taken	2019-20	73.45	-	73.45
	2018-19	817.69	-	817.69
(iii) Loan Repaid	2019-20	5.28	-	5.28
	2018-19	66.21	-	66.21
(iv) Interest on Loan Due	2019-20	-	-	-
	2018-19	260.60	-	260.60
(v) Interest on Loan Paid	2019-20	-	-	-
	2018-19	118.85	-	118.85
(vi) Reimbursement Received	2019-20	0.10	-	0.10
	2018-19	41.56	-	41.56
(vii) Reimbursement Paid	2019-20	0.95	-	0.95
	2018-19	137.86	-	137.86
(viii) Advance Given	2019-20	-	-	-
	2018-19	-	-	-
(ix) Advance Adjusted	2019-20	-	-	-
	2018-19	22.03	-	22.03

**(c) Details of transactions with related parties-**

	Nature of transaction	For the year ended 31 March, 2020		For the year ended 31 March, 2019	
		(Amount Rs in Lakhs)	Percentage (%)	(Amount Rs in Lakhs)	Percentage (%)
i)	Director Remuneration				
	Manish Kumar Modi	-	-	-	-
ii)	Loan taken				
	Status Mark Finvest Ltd	73.45	100.00	817.69	100.00
iii)	Loan repaid				
	Modi Intercontinental Pvt Ltd	-	-	9.24	13.95
	Status Mark Finvest Ltd	5.28	100.00	56.97	86.05
iv)	Reimbursements received				
	Ashoka Mercantile Limited ( AML)	-	-	38.00	91.43
	Modi Industries Ltd	0.10	100.00	3.38	8.13
	Modimangal Estates Pvt Ltd	-	-	0.19	0.45

v)	Reimbursements Paid				
	Ashoka Mercantile Limited ( AML)	0.95	100.00	134.30	97.42
	Modi Industries Ltd	-	-	3.38	2.45
	Modimangal Estates Pvt Ltd	-	-	0.19	0.13
vi)	Interest on loan Due				
	Ashoka Mercantile Limited ( AML)	-	-	131.48	50.45
	Status Mark Finvest Ltd	-	-	129.12	49.55
vii)	Interest on Loan Paid				
	Ashoka Mercantile Limited ( AML)	-	-	118.85	100.00
	Status Mark Finvest Ltd	-	-	-	-
viii)	Advance Given				
	Ashoka Mercantile Limited ( AML)	-	-	-	-
ix)	Advance Adjusted				
	Ashoka Mercantile Limited ( AML)	-	-	22.03	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, 2020	March 31, 2019
1. Ashoka Mercantile Limited (AML)	Enterprise having significant Influence	-1,217.87	-1,218.82
2. Modi Industries Limited (MIL)		-3.54	-3.44
3. Weld Excel India Limited (WEIL)		14.48	14.48
4. Modi Intercontinental Pvt. Ltd. (MIPL)		-164.00	164.00
5. Modi Rubber Ltd.		44.16	44.16
6. Modi SPG & WVG Mills Co. Ltd		64.55	64.55
7. Modi Sugar Works		2.16	2.16
8. Status Mark Finvest Ltd		-1,987.68	-1,919.51
9. Modimangal Estates Pvt Ltd		0.10	-

Note: Balance outstanding of Modi Mangal Estates was left out in PY

**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:** On 11th Mar'2020, the world health organisation (WHO) officially declared COVID-19, disease caused by novel coronavirus, a pandemic. Management is not aware of any cases of COVID19 infection among its people and the outbreak has not had a significant impact to the company. Management currently has an appropriate response plan in place. Management will continue to monitor and assess the ongoing development and respond accordingly.

**Note No. 46:** The Company has adopted IND AS 116 W.e.f. 1st April 2019. IND AS 116 requires lessees to determine lease term as Non-cancellable period of lease adjusted with an option to extend or terminate the lease, if the use of such option is reasonably certain. The company makes an assessment on the expected lease term on lease-by-lease basis and thereby assess whether it is reasonably certain that any option to extend or terminate the contract will be exercised. In evaluating the lease term, company consider factors such as any significant leasehold improvement undertaken over the lease term, costs relating to termination of the lease and importance of the underlying assets to company operations. The company do not have any applicable lease and has no impact on financial statement.



**Note No. 47: Financial instruments by category** (₹ in Lakhs)

	31 March 2020			31 March 2019		
	FVTPL	FVTOCI	Amortised cost	FVTPL	FVTOCI	Amortised cost
<b>Financial assets</b>						
Investments	-	0.44	-	-	0.44	-
Trade receivables	-	-	-	-	-	-
Cash and cash equivalents	-	-	0.65	-	-	2.61
Bank Balances	-	-	4.04	-	-	4.64
Loans	-	-	-	-	-	-
Others	-	-	335.20	-	-	334.40
<b>Total financial assets</b>	-	<b>0.44</b>	<b>339.88</b>	-	<b>0.44</b>	<b>341.64</b>
<b>Financial liabilities</b>						
Borrowings	-	-	4,295.65	-	-	4,231.06
Trade payables	-	-	2,450.67	-	-	2,450.79
Other financial liabilities	-	-	2,079.70	-	-	2,072.60
<b>Total financial liabilities</b>	-	-	<b>8,826.02</b>	-	-	<b>8,754.45</b>

**Note No. 48: Item Recognised as Fair Value** (₹ in Lakhs)

Particulars	As at 31 March, 2019 Fair value		
	Level 1	Level 2	Level 3
<b>Financial assets</b>			
<b>Investment</b>			
- Equity shares	0.09	0.35	
- Preference share		0.00	
- Debentures/ bonds		0.00	
Particulars	As at 31 March, 2020 Fair value		
	Level 1	Level 2	Level 3
<b>Financial assets</b>			
<b>Investment</b>			
- 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** — 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. 49: 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. 50: Disclosure of trade receivable**

The Company does not have any trade receivables outstanding as at 31.03.2020 and 31.03.2019.

**Note No. 51: 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 2020	31 March 2019
Net Debt	4655.78	4,588.63
Equity	-9113.41	-9,028.88
Capital and net debt	-4,457.62	-4,440.25
Gearing ratio	-104.45%	-103.34%

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

**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 B.M. Chatrath & Co. LLP**

Chartered Accountants  
FRN: E300025

CA Sunil Kumar Jha  
Partner  
Membership No. : 543805

Place : New Delhi  
Dated : 31<sup>st</sup> July, 2020

**For & on behalf of Board of Directors**

(Manish Modi)  
Chairman & Managing Director  
DIN 00030036

(Vineet Kumar Thareja)  
Company Secretary / CFO

(Aditee Modi)  
Director  
DIN 00030120

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