



**Modipon Limited**  
Hapur Road, Modinagar, Ghaziabad -201 204 (UP)  
M-+91-9582388706

To,

30<sup>th</sup> May 2023

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

**Ref: INE 170C01019**

**Scrip Code: 503776**

**Sub: Secretarial Compliance Report under Regulation 24 A of SEBI (LODR), Regulation, 2015**

Dear Sir/Madam,

Pursuant to Regulation 24A of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, please find enclosed a Secretarial Compliance Report from a Company Secretary in Practice dated 30<sup>th</sup> May, 2023 for the year ended 31<sup>st</sup> March, 2023.

Please take the above on record.

Thanking you

Yours sincerely,

**For MODIPON LIMITED**

**Manish Modi**  
**(Managing Director)**

Enclosed-As mentioned

**SECRETARIAL COMPLIANCE REPORT OF MODIPON LIMITED  
FOR THE YEAR ENDED MARCH 31, 2023**

To,  
The Board of Directors,  
**Modipon Limited,**  
Hapur Road, Modinagar - 201204

We M/s Ranjeet Verma & Associates have examined: -

- (a) all the documents and records made available to us, and explanation provided by Modipon Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant,

which has been relied upon to make this certification, for the year ended March 31, 2023 ("Review Period") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;



- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) The Depositories Act, 1996 and the regulations and bye laws framed thereunder to the extent of regulation 76 of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, to the extent applicable;
- (j) The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agent) Regulations, 1993 regarding the Companies Act and dealing with the client and to the extent of securities issued;

**Note: Since the Company is not under operation, hence as per management of company, most of the Acts which would be specifically applicable on this sector are not possible to implement in this situation.**

And based on the above examination, I/We hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulation/s/circulars/guidelines including specific clause)	Regulation / Circular No.	Deviations	Action taken by	Type of Action (Advisory / Clarification / Fine / Show Cause Notice / Warning, etc.)	Details of violation	Fine Amount	Observations/ remarks of the Practicing Company Secretary	Management Response	Remarks
Nil										

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.
- (c) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement	Regulation / Circular No.	Deviations	Action taken by	Type of Action (Advisory / Clarification	Details of violation	Fine Amount	Observations/ remarks of the Practicing	Management Response	Remarks
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	(Regulations/circulars/guidelines including specific clause)				on/Fine/Show Cause Notice/Warning, etc.)			Company Secretary		
Nil										

**For RANJEET VERMA & ASSOCIATES  
COMPANY SECRETARIES**



**CS RANJEET VERMA  
PROPRIETAR  
M.NO.: F6814  
CP NO.:7463  
UDIN: F006814E000428235**

Place: Noida  
Date: May 30, 2023

In Addition to the abovementioned circular the following affirmations are being provided hereunder:

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations/ Remarks by PCS*
1.	<u>Secretarial Standards:</u>  The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)	Yes	
2.	<u>Adoption and timely updation of the Policies:</u>  • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities  • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI	Yes	
3.	<u>Maintenance and disclosures on Website:</u>  • The Listed entity is maintaining a functional website  • Timely dissemination of the documents/ information under a separate section on the website  • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website	Yes	
4.	<u>Disqualification of Director:</u>  None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	
5.	<u>To examine details related to Subsidiaries of listed</u>	Not	There is no subsidiary of



	<u>entities:</u> (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	Applicable	Listed Entity.
6.	<u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	
7.	<u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations	Yes	
8.	<u>Related Party Transactions:</u> (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions. (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee	YES  NA	The Company has obtained prior approval of audit committee for all the related party transactions.
9.	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	
10.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> Actions taken against the listed entity/ its promoters/	Not Applicable	No Action was taken



	directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder		
12.	<u>Additional Non-compliances, if any:</u> Any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	None	

NOTE:- 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 to till date and non-implementation of Agreement/Scheme by the Indofil Industries Limited.

**For RANJEET VERMA & ASSOCIATES  
COMPANY SECRETARIES**



**CS RANJEET KUMAR VERMA  
PROPRIETAR  
M.NO.: F6814  
CP NO.:7463  
UDIN: F006814E000428235**

Place: Noida  
Date: May 30, 2023