Modipon Limited

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

September 07, 2026

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

Ref: INE 170C01019
Scrip Code: 503776

Sub: **Notice of 59th Annual General Meeting and Annual Report of Modipon Limited for the Financial Year 2025-26**

Dear Sirs,

We wish to inform you that the 59th Annual General Meeting ("**AGM**") of Modipon Limited ("**the Company**") is scheduled to be held on **Tuesday, September 29, 2026 at 3:00 p.m. IST through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM")** in accordance with the circulars/notifications issued by the Ministry of Corporate Affairs ("**MCA**") and Securities and Exchange Board of India ("**SEBI**"), to transact the businesses as set forth in the Notice dated August 14, 2026 convening the AGM ("**Notice**").

The record date for the purpose of e-voting is Tuesday, September 22, 2026. The remote e-voting facility will be available during the following voting period:

Commencement of remote e-voting	**From 9:00 a.m. IST Saturday, September 26, 2026**
End of remote e-voting	**Upto 5:00 p.m. IST Monday, September 28, 2026**

Pursuant to section 91 of the Companies Act, 2013 read with rule 10 of the Companies (Management and Administration) Rules, 2014, the Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, September 23, 2026 to Tuesday, September 29, 2026 (both days inclusive) for the purpose of AGM.

Pursuant to Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time, please find enclosed herewith the Annual Report for the Financial Year 2025-26 ("Annual Report") along with the AGM Notice being sent to all Members in electronic mode.

The same is also uploaded on the website of the Company and can be accessed at *https://modipon.net/*.

This is for your kind information and records.

Thanking you
Yours sincerely,
For Modipon Limited

VINEET KUMAR THAREJA

Digitally signed by VINEET KUMAR THAREJA
Date: 2026.09.07 11:01:57 +05'30'

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

Modipon

Limited

59TH ANNUAL REPORT 2025-26

BOARD OF DIRECTORS

Mr. Manish Modi	Chairman & Managing Director
Ms. Aditee Modi	Non-Executive Director
Mr. Mayur Maheshwari	Nominee Director
Mr. Shashi Kant Ranjan	Non-Executive Independent Director
Ms. Kavita Rani	Non-Executive Independent Director
Mr. Nitesh Kumar	Non-Executive Independent Director

CHIEF COMPLIANCE OFFICER, CHIEF FINANCIAL OFFICER & COMPANY SECRETARY

Mr. Vineet Kumar Thareja

BANKERS

HDFC Bank
ICICI Bank

AUDITORS

B. M. Chatrath & CO LLP
Chartered Accountants
D-26, 2nd Floor, Sector - 3,
Noida 201301 (U.P.)
Ph. : 0120-4593361
Website: www.bmchatrath.com

REGISTERED OFFICE

Hapur Road,
Modinagar - 201204
District : Ghaziabad (U.P.)
Ph. : +91-9582388706

REGISTRAR AND TRANSFER AGENT

MAS Services Limited
T-34, 2nd Floor,
Okhla Industrial Area, Phase-II,
New Delhi - 110 020
Ph. : 011-26387281/82/83
Website: www.masserv.com
E-mail : investor@masserv.com

CONTENTS

MODIPON LIMITED

CIN: L65993UP1965PLC003082
Registered Office: Hapur Road, Modinagar- 201 204 (U.P.)
Email: *modipon@modimangal.in*; *vkthareja@modimangal.in*
Website: *www.modipon.net*

NOTICE

Notice is hereby given that the **59th Annual General Meeting** ("**AGM**"/"**Meeting**") of Modipon Limited ("**the Company**") will be held on **Tuesday, September 29, 2026, at 03:00 p.m. IST** through video conferencing ("**VC"**) / other Audio-Visual Means ("**OAVM**") to transact the following business:

Ordinary Business:

1. To receive, consider, approve and adopt the audited financial statements of the Company for the financial year ended on March 31, 2026, along with the report of board of directors and independent auditors' thereon and in this regard pass the following resolution as an **Ordinary Resolution.**

   "**RESOLVED THAT** the audited financial statements of the Company for the financial year ended March 31, 2026, and the reports of the board of directors and auditors thereon, as circulated to the Members, be and are hereby received, considered and adopted."

2. To consider and approve the appointment of M/s Vasu Bansal & Co., Chartered Accountants (FRN: 034332C), as Statutory Auditors of the Company to hold office from the conclusion of the Fifty Nineth (59th) Annual General Meeting of the Company till the conclusion of the Sixty-Fourth (64th) Annual General Meeting and in this regard, pass the following resolution as an **Ordinary Resolution**:

   "**RESOLVED THAT** pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 as amended from time to time and any other applicable law for the time being in force (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company, be and is hereby accorded for the appointment of M/s. Vasu Bansal & Co., Chartered Accountants (FRN: 034332C), as the Statutory Auditors of the Company for the first term of 05 (five) consecutive years, who shall hold office from the conclusion of this Fifty Nineth (59th) Annual General Meeting till conclusion of the Sixty-Fourth (64th) Annual General Meeting, at a remuneration of ₹3,20,000/- (Rupees Three Lakh Twenty Thousand Only) per annum, plus applicable taxes and reimbursement of reasonable out-of-pocket expenses incurred in connection with the audit, if any.

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

Special Business:

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

   "**RESOLVED THAT** pursuant to the provisions of Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("**Listing Regulations**"), the applicable provisions of the Companies Act, 2013 ("**Act**") read with rules made thereunder, including section 188 of the Act, to the extent applicable, other applicable laws/ statutory provisions, if any, (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), the Company's policy on Related Party Transactions and on dealing with related party transactions and on the basis of approval of the Audit Committee and recommendation of the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded to the Company to enter into and/or continue to enter into the related party transaction(s)/contract(s)/arrangement(s) /agreement(s) with Status Mark Finvest Limited for availing/continuing to avail financial assistance/loan for an aggregate amount up to ₹1,00,00,000 (Rupees One Crore only), on the respective material terms and conditions as more specifically set out in the explanatory statement to this resolution.

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

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

   "**RESOLVED THAT** pursuant to the provisions of Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("**Listing Regulations**"), the applicable provisions of the Companies Act, 2013 ("**Act**") read with rules made thereunder, including section 188 of the Act, to the extent applicable, other applicable laws/ statutory provisions, if any, (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), the Company's policy on Related Party Transactions and on dealing with related party transactions and on the basis of approval of the Audit Committee and recommendation of the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded to the Company to enter into and/or continue to enter into the related party transaction(s)/contract(s)/arrangement(s)/agreement(s) with Ashoka Mercantile Limited for availing/continuing to avail financial assistance/loan for an aggregate amount up to ₹1,00,00,000 (Rupees One Crore only), on the respective material terms and conditions as more specifically set out in the explanatory statement to this resolution.

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

By Order of the Board of Directors
For Modipon Limited

Sd/-

Dated : August 14, 2026 Vineet Kumar Thareja
Place : New Delhi Chief Compliance Officer & Company Secretary

ANNEXURE TO THE NOTICE

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("THE ACT") AND THE SECURITIES AND EXCHANGE BOARD OF INDIA ("SEBI") (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 ("SEBI LISTING REGULATIONS")

The following Statement sets out all material facts relating to the Ordinary/Special Business mentioned in the Notice:

Item No.2

The members of the Company, at the 54th AGM, had re-appointed M/s B.M. Chatrath & Co. LLP (Firm Registration No. E300025), Chartered Accountants, as the statutory auditor of the Company for a second term of 05 (five) consecutive years to hold office until the conclusion of 59th AGM of the Company. Accordingly, M/s B.M. Chatrath & Co. LLP will complete their second consecutive term as statutory auditor of the Company upon the conclusion of this AGM and shall not be eligible for re-appointment for another term in accordance with the provisions of section 139(2) of the Act.

In view of the completion of the tenure of the existing statutory auditor and based on the recommendation of the Audit Committee, the Board of Directors, at its meeting held on May 29, 2026, approved the appointment of M/s. Vasu Bansal & Co., Chartered Accountants (FRN: 034332C), as the statutory auditor of the Company for the first term of five consecutive years, commencing from the conclusion of the 59th AGM until the conclusion of the 64th AGM, subject to the approval of the Members at ensuing AGM, at a remuneration of ₹3,20,000/- per annum, plus applicable taxes and reimbursement of reasonable out-of-pocket expenses , as may be incurred, in connection with the audit of the Company.

Further, in accordance with the provisions of section 139 and 141 of the Act read with Companies (Audit and Auditors) Rules, 2014, M/s Vasu Bansal & Co. LLP have given their consent for appointment as the statutory auditors of the Company and the certificate that they satisfy the criteria provided in section 141 of the Act. The proposed statutory auditor has also confirmed that they are eligible for appointment and are not disqualified under the Act or the Rules made thereunder.

The proposed statutory auditors have further confirmed that they hold a valid Peer Review Certificate issued by the Institute of Chartered Accountants of India and satisfy the applicable requirements under the SEBI Listing Regulations.

Brief Profile of M/s. Vasu Bansal & Co., Chartered Accountants (FRN: 034332C) is provided below:

M/s Vasu Bansal & Co., Chartered Accountants (FRN: 034332C) is a professionally managed CA firm founded by CA Vasu Bansal (CA, CFP, B.Com), offering a comprehensive suite of services including Statutory Audit, Internal Audit, Direct & Indirect Taxation, Corporate Laws, Management Consultancy, and Business Process Outsourcing. The firm is committed to delivering high-quality, client centric professional services with an emphasis on integrity, transparency, and regulatory compliance. The firm has a diverse and reputed client base including listed and unlisted entities across sectors, such as Max India Limited, Jindal Realty Limited, Mother Dairy, DH Limited, Delhi Public School (DPS), and several others, reflecting its broad professional exposure and proven track record in handling complex audit and compliance assignments.

None of the Directors/ Key Managerial Personnel ("**KMP**") of the Company/ their relatives are, in any way concerned or interested financially or otherwise in the resolution set out at Item No. 2 of the Notice.

The Board of Directors accordingly recommends the Ordinary resolution as set out at Item No. 2 of the Notice for the approval of the members.

Item No.3 To consider and approve Material Related Party Transaction of the Company with Status Mark Finvest Limited

The Company proposes to enter into and/or continue to enter into related party transaction(s) with Status Mark Finvest Limited ("Status Mark") for availing/continuing to avail financial assistance/loan for meeting its day-to-day statutory, administrative and other necessary expenses in view of the permanent closure of manufacturing operations its fibre unit.

The Company has an existing loan/outstanding of approximately ₹19.91 crore from Status Mark. The Company proposes to continue to avail financial assistance/loan from Status Mark for an aggregate amount up to ₹1 crore during the period from the date of this AGM until the date of the next AGM of the Company to be held in the year 2027.

The proposed financial assistance shall be unsecured. The rate of interest, if any, shall be mutually agreed between the parties and shall be determined at the time of availing the financial assistance, subject to applicable provisions of the Act, wherever applicable. The principal amount and interest, if any, shall be repayable upon settlement/resolution of the One-Time Settlement ("OTS") issue with Punjab National Bank ("PNB"), in accordance with the terms mutually agreed between the parties.

Due to the pending OTS issue with PNB and unresolved land matters with the Government of Uttar Pradesh, the Company is presently unable to service the interest on the existing loan, as applicable. The OTS issue has been challenged by Punjab National Bank and the proceedings have subsequently been stayed in favour of the Company. The matter is presently sub judice before the Hon'ble High Court of Delhi.

The details of the proposed Related Party Transaction are set out below:

S. No.	Particulars	Status Mark Finvest Limited
(a)	Name of Director or Key Managerial Personnel who is related	Manish Modi and Aditee Modi
(b)	Nature of Relationship	Mr. Manish Modi and Mrs. Aditee Modi, Director of the Company, are also on the board of Status Mark. Further, Mr. Manish Modi holds 7,54,000 equity shares representing 37.70% of equity share capital of Status Mark and Mrs. Aditee Modi holds 1 equity share of Status Mark. Mr. Manish Modi and Mrs. Aditee Modi are promoter of the Company and are also part of promoter group of Status Mark.
(c)	Nature of Transactions	Availing/continuing to avail financial assistance/ loan from Status Mark Finvest Limited
(d)	Material Terms of Contracts/ arrangements/ transactions	The Company proposes to avail/continue to avail unsecured financial assistance/loan from Status Mark for meeting its day-to-day statutory, administrative and other necessary expenses in view of the permanent closure of its manufacturing operations of its fibre unit. The aggregate amount of the proposed transaction shall be up to ₹1 crore during the proposed tenure. The rate of interest, if any, shall be mutually agreed between the parties and shall be determined at the time of availing the financial assistance, subject to the applicable provisions of the Act,

		wherever applicable. The principal amount and interest, if any, shall be repayable upon settlement/resolution of the OTS issue with PNB, in accordance with the terms mutually agreed between the parties. Due to the pending OTS issue with PNB and unresolved land matters with the Government of Uttar Pradesh, the Company is presently unable to service the interest on the existing loan, as applicable. The OTS issue has been challenged by Punjab National Bank and the proceedings have subsequently been stayed in favour of the Company. The matter is presently sub judice before the Hon'ble High Court of Delhi.
(e)	Value of the proposed transaction and % of Company's audited consolidated turnover of FY 2025-2026 and duration/tenure of the proposed transaction	Value of the proposed transaction is upto ₹1 crore from the date of this AGM till the date of next AGM of the Company to be held in the year 2027. The Company's audited consolidated turnover of FY 2025-2026 is Nil.
(f)	If the transaction relates to any loans, Inter corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	Not Applicable
(g)	Justification as to why the RPT is in the interest of the Company	The proposed borrowing is essential for meeting the Company's ongoing statutory, administrative and other day-to-day expenses in view of the permanent closure of manufacturing operations of its fibre unit since 2007. The Company has no operating revenue from its manufacturing operations and requires financial assistance to meet its continuing statutory and administrative obligations. The proposed transaction will facilitate the Company's ability to meet such obligations and is accordingly considered to be in the interest of the Company.
(h)	Copy of the valuation or other external party report, if any such report has been relied upon.	Not Applicable
(i)	Any Other information relevant or important for the members to make a decision on proposed transaction	Except as disclosed above, there is no other material information relevant to the proposed transaction which is necessary for the members to make an informed decision.

The proposed transaction constitutes a Related Party Transaction under the SEBI Listing Regulations. The annual consolidated turnover of the Company as per its last audited consolidated financial statements for FY 2025-26 is Nil. Accordingly, the proposed transaction of up to ₹1 crore is being placed before the Members for their approval as a Material Related Party Transaction in accordance with Regulation 23 of the Listing Regulations.

The Board is of the opinion that the aforesaid related party transaction is in the best interests of the Company and therefore, recommends the resolution set out at item No. 3 of the Notice for the approval of the members in terms of regulation 23(4) of the SEBI Listing Regulations.

Except Mr. Manish Modi, Chairman & Managing Director and Mrs. Aditee Modi, Non-Executive Director and their relatives, none of the other directors and the Key Managerial Personnel or their relatives are interested or concerned, financially or otherwise in the Resolution set out at Item No. 3 of the Notice. No related party will vote to approve the transaction, whether the entity is a related party to the transaction or not.

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

Item No.4 To consider and approve Material Related Party Transaction of the Company with Ashoka Mercantile Limited

The Company proposes to enter into and/or continue to enter into related party transaction(s) with Ashoka Mercantile Limited ("AML") for availing/continuing to avail financial assistance/ loan for meeting its day-to-day statutory, administrative and other necessary expenses in view of the permanent closure of manufacturing operations of its fibre unit.

The Company has an existing loan/outstanding of approximately ₹12.69 crore from AML. The Company proposes to continue to avail financial assistance/loan from Status Mark for an aggregate amount up to ₹1 crore during the period from the date of this AGM until the date of the next AGM of the Company to be held in the year 2027.

The proposed financial assistance shall be unsecured. The rate of interest, if any, shall be mutually agreed between the parties and shall be determined at the time of availing the financial assistance, subject to the applicable provisions of the Act, wherever applicable. The principal amount and interest, if any, shall be repayable upon settlement/resolution of the One-Time Settlement ("OTS") issue with Punjab National Bank ("PNB"), in accordance with the terms mutually agreed between the parties.

Due to the pending OTS issue with PNB and unresolved land matters with the Government of Uttar Pradesh, the Company is presently unable to service the interest on the existing loan, as applicable. The OTS issue has been challenged by Punjab National Bank and the proceedings have subsequently been stayed in favour of the Company. The matter is presently sub judice before the Hon'ble High Court of Delhi.

The details of the proposed Related Party Transaction are set out below:

S. No.	Particulars	Ashoka Mercantile Limited
(a)	Name of Director or Key Managerial Personnel who is related	Aditee Modi
(b)	Nature of Relationship	Mrs. Aditee Modi, Director and Promoter of the Company, is also a director on the Board of AML. Mrs. Aditee Modi is the spouse of Mr. Manish Modi.
(c)	Nature of Transactions	Availing/continuing to avail financial assistance/ loan from Status Mark Finvest Limited
(d)	Material Terms of Contracts/ arrangements/ transactions	The Company proposes to avail/ continue to avail unsecured financial assistance/loan from AML for meeting its day-to-day statutory, administrative and other necessary expenses in view of the permanent closure of its manufacturing operations of its fibre unit. The aggregate amount of the proposed transaction shall be up to ₹1 crore during the proposed tenure. The rate of interest, if any, shall be mutually agreed between the parties and shall be determined at the time of availing the financial assistance,

		subject to the applicable provisions of the Act, wherever applicable. The principal amount and interest, if any, shall be repayable upon settlement/resolution of the OTS issue with PNB, in accordance with the terms mutually agreed between the parties. Due to the pending OTS issue with PNB and unresolved land matters with the Government of Uttar Pradesh, the Company is presently unable to service the interest on the existing loan, as applicable. The OTS issue has been challenged by Punjab National Bank and the proceedings have subsequently been stayed in favour of the Company. The matter is presently sub judice before the Hon'ble High Court of Delhi.
(e)	Value of the proposed transaction and % of Company's audited consolidated turnover of FY 2025-2026 and duration/tenure of the proposed transaction	Value of the proposed transaction is upto ₹1 crore from the date of this AGM till the date of next AGM of the Company to be held in the year 2027. The Company's audited consolidated turnover of FY 2025-2026 is Nil.
(f)	If the transaction relates to any loans, Inter corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	Not Applicable
(g)	Justification as to why the RPT is in the interest of the Company	The proposed borrowing is essential for meeting the Company's ongoing statutory, administrative and other day-to-day expenses in view of the permanent closure of manufacturing operations of its fibre unit since 2007. The Company has no operating revenue from its manufacturing operations and requires financial assistance to meet its continuing statutory and administrative obligations. The proposed transaction will facilitate the Company's ability to meet such obligations and is accordingly considered to be in the interest of the Company.
(h)	Copy of the valuation or other external party report, if any such report has been relied upon.	Not Applicable
(i)	Any Other information relevant or important for the members to make a decision on proposed transaction	Except as disclosed above, there is no other material information relevant to the proposed transaction which is necessary for the members to make an informed decision.

The proposed transaction constitutes a Related Party Transaction under the SEBI Listing Regulations. The annual consolidated turnover of the Company as per its last audited consolidated financial statements for FY 2025-26 is Nil. Accordingly, the proposed transaction of up to ₹1 crore is being placed before the Members for their approval as a Material Related Party Transaction in accordance with Regulation 23 of the Listing Regulations.

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

Except Mr. Manish Modi, Chairman & Managing Director and Mrs. Aditee Modi, Non-Executive Director and their relatives, none of the other directors and the Key Managerial Personnel or their relatives are interested or concerned, financially or otherwise in the Resolution set out at Item No. 4 of the Notice. No related party will vote to approve the transaction, whether the entity is a related party to the transaction or not.

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

Notes:

1. The Ministry of Corporate Affairs ("**MCA**") vide General Circular No. 03/2025 dated September 22, 2025, read with earlier circulars ("**MCA Circulars**"), has permitted companies to conduct their AGM through VC/ OAVM till further orders, without the physical presence of members at a common venue. Hence, in compliance with the said circular, the AGM of the Company is being held through VC/OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.

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

2. The Explanatory Statement pursuant to section 102(1) of the Act setting out the material facts relating to the ordinary/ special businesses to be transacted at the AGM is annexed hereto, Item No. 03 and 04 are included as Special Businesses to be considered in the ensuing AGM.

3. The Company has engaged the services of National Securities Depository Limited ("**NSDL**") as the agency for providing e-voting facility (remote e-voting and voting during AGM) to the members of the Company ("**Members**") in order to cast their votes electronically in terms of the aforesaid MCA Circulars.

4. Since this AGM is being held through VC/OAVM pursuant to the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence, the proxy form, attendance slip and route map of the venue are not annexed to this Notice.

5. Institutional/Corporate Members are entitled to appoint authorised representatives to attend the AGM through VC/ OAVM and cast their votes through e-voting. Institutional/ Corporate Members intending to attend AGM are requested to send a scanned copy in pdf/jpg format of duly certified copy of board resolution/authority letter with attested specimen signature of duly authorized signatory(ies) authorizing its representatives to attend and vote at the AGM pursuant to section 113 of the Act. The said resolution/ authorization shall be sent to the Scrutinizer by email through its registered email address at *ranjeet@ranjeetcs.com* with a copy marked to *evoting@nsdl.com*, *investor@masserv.com* and *vkthareja@modimangal.in*. Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) can also upload their Board Resolution/ Power of Attorney/Authority Letter etc. by clicking on "**Upload Board Resolution/Authority Letter**" displayed under "**e-voting**" tab in their login.

6. Participation of Members through VC/OAVM will be reckoned for the purpose of quorum for the AGM as per section 103 of the Act.

7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.

8. The register of members and share transfer books of the Company will remain closed from Wednesday, September 23, 2026 to Tuesday, September 29, 2026 (both days inclusive).

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

9. In compliance with the MCA Circulars, Notice of the AGM along with the Annual Report is being sent only through electronic mode to those Members whose email Id is registered with the Company/ Depository Participants ("**DP**"). Members may also note that the Notice and Annual Report will also be available on the Company's website at *https://www.modipon.net*, website of the stock exchange, i.e., BSE Limited at *www.bseindia.com* and on the website of NSDL at *www.evoting.nsdl.com*. No physical copy of the Notice and the Annual Report has been sent to Members who have not registered their e-mail addresses.

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

PROCEDURE FOR JOINING THE AGM THROUGH VC/OAVM

11. The Company has engaged the services of NSDL. Members will be able to attend the AGM through VC/OAVM by following the instructions provided in the notes to the Notice of the AGM.

12. Facility to join the Meeting shall be opened thirty (30) minutes before the scheduled time of the commencement of the Meeting and shall be kept open throughout the proceedings of the Meeting.

13. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on a first come first served basis.

14. Members requiring any assistance/support for participation before or during the AGM, can contact NSDL on *evoting@nsdl.com* or can call at 022-48867000 or can contact Ms. Pallavi Mahatre, at the designated e-mail id at *evoting@nsdl.com*.

PROCEDURE FOR SPEAKER REGISTRATION OR TO RAISE QUESTIONS/QUERIES

15. The Members who have any questions on the financial statements or on any agenda item proposed in the notice of AGM are requested to send their queries in advance, latest by Saturday, September 19, 2026 (5:00 p.m. IST) to the Chief Compliance Officer & Company Secretary through email at *vkthareja@modimangal.in* with a copy to *investor@masserv.com* by mentioning their name, DP Id and Client Id/Folio No., PAN and mobile number. Such questions shall be taken up during the meeting or replied by the Company suitably.

16. Members who would like to express their views or ask questions during the AGM may register themselves as speaker by sending their request from their registered e-mail address mentioning their name, DP Id and Client Id/Folio No., no. of shares, PAN, mobile number at *vkthareja@modimangal.in* with a copy to *investor@masserv.com* on or before Saturday, September 19, 2026 (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.

17. All Members attending the AGM will have the option to post their comments/queries through a dedicated chat box that will be available on the meeting screen.

18. The Register of Directors and Key Managerial Personnel and their shareholding under section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested under section 189, and other statutory registers and relevant documents, shall be made available for inspection upon request by the members during the AGM.

19. Members who are holding shares in physical form are requested to address all correspondence concerning transmissions, sub-division, consolidation of shares or any other share-related matters and/or change in address or updation of details thereof with MAS, Company's RTA. Members, whose shareholding is in electronic mode are requested to intimate the change of address, registration of e-mail address and updation of bank account details to their respective DPs.

20. Individual letters have been sent to all Members holding shares of the Company in physical form, requesting them to furnish or update their email Id, mobile number, PAN and other KYC details through Form ISR-1; register nomination in accordance with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 through Form SH-13; opt out of nomination through Form ISR-3; or change an existing nomination through Form SH-14, as applicable, pursuant to SEBI Master Circular No. HO/38/13/(4)2026-MIRSDPOD/I/4298/2026 dated February 06, 2026. The forms are also available on the website of the Company at *https://modipon.net/*.

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

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

22. Pursuant to the provisions of section 108 and other applicable provisions, if any, of the Act read with the Companies (Management and Administration) Rules, 2014, as amended, and regulation 44 of SEBI Listing Regulations read with SEBI circular issued in this regard, the Company is providing to its Members, the facility to exercise their right to vote on resolutions proposed to be passed at the AGM by electronic means.

23. Members may cast their votes remotely, using an electronic voting system on the dates mentioned herein below ("**remote e-Voting**"). Further, the facility for voting through electronic voting system will also be made available at the Meeting and Members attending the Meeting who have not cast their vote(s) by remote e-Voting will be able to vote at the Meeting.

24. Mr. Ranjeet Kumar Verma, Ranjeet Verma & Associates, Practicing Company Secretary (FCS No. 6814, CP No. 7463) has been appointed as the Scrutinizer for conducting the e-voting process including remote e-Voting in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.

25. The remote e-Voting facility will be available during the following period:

Commencement of remote e-Voting	From 9:00 am (IST) on Saturday, September 26, 2026
End of remote e-Voting	Upto 5:00 pm (IST) on Monday, September 28, 2026

(a) A member can opt for only single mode of voting, i.e., through remote e-Voting or during the Meeting;

(b) Once the vote on a resolution is casted by a Member, the Member shall not be allowed to change it subsequently or cast the vote again;

(c) The Members may please note that the remote e-Voting shall not be allowed beyond the above-mentioned date and time;

(d) Any person holding shares in physical form and non-individual shareholders who acquire shares of the

Company and become member of the Company after the Notice is sent through e-mail and holding shares as of the cut-off date i.e. Tuesday, September 22, 2026, may obtain the login Id and password by sending a request at *evoting@nsdl.com*. However, if you are already registered with NSDL for remote e-Voting, then you can use your existing User Id and password for casting your vote. If you have forgotten your Password, you could reset your password by using "**Forgot User Details/Password**" or "**Physical User Reset Password**" option available on *www.evoting.nsdl.com* or call at 022-48867000. In case of Individual Shareholders holding securities in demat mode, who acquire shares of the Company and become a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e., Tuesday, September 22, 2026, may follow steps mentioned in the Notice of the AGM under "**Access to NSDL e-Voting system**".

(e) A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.

(f) A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of e-Voting. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote during the Meeting;

(g) During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Tuesday, September 22, 2026 may cast their vote by remote e-voting.

(h) The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date ("**record date**") i.e., Tuesday, September 22, 2026.

(i) The e-Voting facility at the Meeting shall be operational till all the resolution(s) proposed in the Notice are considered and voted upon at the Meeting and may be used for voting only by the Members holding shares as on the cut-off date who are attending the Meeting and who have not already cast their vote(s) through remote e-Voting;

(j) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "**Forgot User Details/Password?**" or "**Physical User Reset Password?**" option available on *www.evoting.nsdl.com* to reset the password;

(k) In case of any queries, you may refer the Frequently Asked Questions ("**FAQs**") and e-Voting user manual for shareholders available at the download section of *www.evoting.nsdl.com* or call on 022-48867000 or send a request at *evoting@nsdl.com* or contact Ms. Pallavi Mahatre, at the designated e-mail Id - *evoting@nsdl.com*, who will also address the grievances connected with the voting by electronic means;

(l) The details of the process and manner for remote e-Voting are explained below:

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

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

Step 1: ACCESS TO NSDL E-VOTING SYSTEM

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

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

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

Type of shareholders	**Login Method**
Individual Shareholders holding shares in demat mode with NSDL	1. For OTP based login you can click on *https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp*. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email Id/ mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing **IDeAS** user can visit the e-Services website of NSDL viz. *https://eservices.nsdl.com* either on a personal computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner**" icon under "**Login**" which is available under '**IDeAS**' section, this will prompt you to enter your existing User Id and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "**Access to e-Voting**" under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If the user is not registered for IDeAS e-Services, option to register is available at *https://eservices.nsdl.com*. Select "**Register Online for IDeAS**" Portal or click at *https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp* 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: *https://www.evoting.nsdl.com/* either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "**Login**" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User Id (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

	5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user Id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website *www.cdslindia.com* and click on login icon & New System Myeasi Tab and then user your existing Myeasi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/ Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on *www.cdslindia.com* home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding shares in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/ CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

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

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: *https://www.evoting.nsdl.com/* either on a personal computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon "**Login**" which is available under '**Shareholder/ Member'** section.

3. A new screen will open. You will have to enter your User Id, your password/OTP and a verification code as shown on the screen.

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

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL	8 Character DP Id followed by 8 Digit Client Id For example if your DP Id is IN300*** and Client Id is 12****** then your user Id is IN300***12******.
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary Id For example if your Beneficiary Id is 12************** then your user Id is 12**************
c) For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 141831 then user ID is 141831001***

5. Password details for shareholders other than Individual shareholders are given below:

   a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

(i) If your email Id is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email Id. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User Id' and your 'initial password'.

(ii) If your email Id is not registered, please follow steps mentioned below in **process for those shareholders whose email ids is not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

   a. Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on *www.evoting.nsdl.com*.

   b. "**Physical User Reset Password**?" (If you are holding shares in physical mode) option available on *www.evoting.nsdl.com*.

   c. If you are still unable to get the password by aforesaid two options, you can send a request at *evoting@nsdl.com* mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

   d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies "**EVEN**" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "**VC/OAVM**" link placed under "Join Meeting".

3. Now you are ready for e-Voting as the voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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

1. In case shares are held in physical mode, please provide Folio no., name of shareholder, scanned copy of the share certificate (front and back), PAN Card (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar Card) by email to *investor@masserv.com.*

2. In case shares are held in demat mode, please provide DP Id Client Id (16 digit DP Id + Client Id or 16 digit beneficiary Id), name, client master list or copy of consolidated account statement, PAN (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar Card) to *investor@masserv.com.* If you are an Individual Shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual Shareholders holding securities in demat mode.**

3. Alternatively, Shareholders/Members may send a request to *evoting@nsdl.com* for procuring User Id and Password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated January 30, 2026 on e-Voting facility provided by Listed Companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and e-mail Id correctly in their demat account in order to access e-Voting facility.

INSTRUCTIONS FOR E-VOTING DURING THE AGM

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-Voting.

2. Only those Members/Shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.

3. Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-voting on the day of the AGM shall be the same person mentioned for remote e-Voting.

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "**VC/OAVM link**" placed under "**Join Meeting**" menu against Company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member login where the EVEN of Company will be displayed. Please note that the Members who do not have the User Id and Password for e-Voting or have forgotten the User Id and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through laptops for better experience.

3. Further Members will be required to allow camera and use internet with a good speed to avoid any disturbance during the Meeting.

4. Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

E-VOTING RESULT

1. The Scrutinizer will, after conclusion of e-voting at the meeting, scrutinize the votes cast at the Meeting through e-Voting and remote e-Voting and make a consolidated

scrutinizer's report of the votes cast in favour or against, if any, and submit the same to the Chairman of the meeting or a person authorized by him in writing who shall countersign the same. The Chairman or any other person authorized by the Chairman, shall declare the results within prescribed timelines under applicable law. The said results along with the report of the scrutinizer will also be placed on the website of the Company *https://modipon.net*, the website of NSDL *https://www.evoting.nsdl.com/* and shall also be displayed at the registered office of the Company. The results shall simultaneously be submitted to the stock exchange and available at *www.bseindia.com*. The resolutions will be deemed to be passed on the date of AGM subject to receipt of the requisite number of votes in favour of the resolution.

2. Subject to receipt of requisite number of votes, the resolutions proposed in the Notice shall be deemed to be passed on the date of the Meeting i.e., Tuesday, September 29, 2026.

By Order of the Board of Directors
For Modipon Limited

Sd/-

Dated: August 14, 2026 Vineet Kumar Thareja
Place : New Delhi Chief Compliance Officer & Company Secretary

Board of Directors

Manish Modi – Chairman & Managing Director

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

Aditee Modi – Non- Executive Director

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

Shashi Kant Ranjan – Non-Executive Independent Director

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

Mayur Maheshwari – Non-Executive Nominee Director

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

Kavita Rani – Non-Executive Independent Director

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

Nitesh Kumar – Non-Executive Independent Director

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

DIRECTORS' REPORT

To

The Members,

Your directors are pleased to present the 59th Annual Report ("**Report**") together with the audited financial statements of Modipon Limited (the "**Company**") for the financial year ended March 31, 2026.

FINANCIAL HIGHLIGHTS

The audited financial statements of the Company for the financial year ended March 31, 2026, have been prepared in accordance with the Indian Accounting Standards ("**Ind AS**") and the applicable provisions of the Companies Act, 2013 (the "**Act**") and the Securities and Exchange Board of India ("**SEBI**") (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") forms part of this Annual Report.

The financial performance of the Company for FY 2025-26 as compared with the previous financial year is summarised below:

Particulars	**2025-26 (₹ Lakhs)**	**2024-25 (₹ Lakhs)**
Turnover	-	-
Other Income	-	4.82
Total Income	-	4.82
Total Expenses	51.05	70.98
Gross Profit / (Loss) before depreciation	(51.05)	(66.16)
Depreciation	-	-
Profit/(Loss) after depreciation	(51.05)	(66.16)
Exceptional income/ (Losses)	-	-
Profit/ (Loss) before tax	(51.05)	(66.16)
Tax / extraordinary items	-	-
Net Profit/(Loss) after Tax	(51.05)	(66.16)

During FY 2025-26, the Company did not generate revenue from operations and reported a loss of ₹51.05 Lakhs, as compared with a loss of ₹66.16 Lakhs in the previous financial year.

STATE OF AFFAIRS OF THE COMPANY

As reported in earlier years, the manufacturing operations of the fibre unit of the Company had been permanently closed after seeking requisite permission from the Government of Uttar Pradesh (**"UP Government"**) under the provisions of the Uttar Pradesh Industrial Disputes Act, 1947.

During FY 2025-26, the Company did not generate revenue from operations and incurred a loss of ₹51.05 Lakhs.

The Company continues to pursue the pending land-related matters with the UP Government and is evaluating opportunities for optimal utilisation of its assets, including development of the industrial project at Modinagar, subject to resolution of the pending matters and receipt of requisite approvals from the authorities concerned.

FUTURE BUSINESS OUTLOOK

The Company continues to evaluate opportunities for rehabilitation and optimal utilisation of its resources and proposes to undertake appropriate business activities, including development of an industrial project, at an opportune time, subject to resolution of the pending land matters and obtaining requisite regulatory approvals.

BOARD MEETINGS

The Board of Directors ("**Board**"/ "**Directors**") met 5 (Five) times during the FY 2025-26. The details of the meetings are provided in the Corporate Governance Report forming part of this Annual Report.

The maximum interval between any two meetings did not exceed the period as prescribed under the Act.

DIVIDEND

In view the losses suffered by the Company in the past and the Company's financial position, the Board has not recommended any dividend for FY 2025-26.

OPERATIONS

During the year under review, the Company did not generate any revenue from operations and reported a loss of ₹51.05 Lakhs as against a loss of ₹66.16 Lakhs in FY 2024-25.

SHARE CAPITAL

The authorized share capital of the Company as on March 31, 2026, was ₹ 25,00,00,000 divided into 2,00,00,000 equity shares of ₹ 10 each and 5,00,000 preference shares of ₹ 100 each. There was no change in the capital structure of the Company during the period under review.

As on March 31, 2026, the issued, subscribed and paid-up share capital of the Company comprised of 1,15,76,689 equity shares of ₹ 10 each and 71,792 preference shares of ₹ 100 each. All equity shares of the Company carry equal voting rights.

DIRECTORS & KEY MANAGERIAL PERSONNEL (KMP)

The composition of Board of Directors and KMP of the Company as on March 31, 2026 is detailed in the Corporate Governance Report forming part of this Report.

During FY 2025-26, the following changes took place in the composition of the Board:

- Ms. Kavita Rani (DIN: 08853423) was re-appointed as the Non-Executive Independent Director for a second term of five consecutive years with effect from July 31, 2025.
- Mr. Manish Modi (DIN: 00030036) was re-appointed as Additional Director designated as Chairman & Managing Director for a period of five years with effect from May 31, 2025.
- Mr. Nitesh Kumar (DIN: 06439789) was re-appointed as Non-Executive Independent Director for a second term of five consecutive years with effect from March 02, 2026.

The aforesaid re-appointments were approved by the Board of Directors, based on the recommendations of the Nomination and Remuneration Committee ("**NRC**"), and by the Members of the Company at the 58th Annual General Meeting held on August 26, 2025. The re-appointment of Mr. Manish Modi as Chairman & Managing Director was also approved by the Central Government.

Subsequent to the close of the financial year, based on the recommendation of the NRC, the Board redesignated Mr. Vineet Kumar Thareja as Chief Compliance Officer, Chief Financial Officer and Company Secretary of the Company with effect from May 29, 2026.

SENIOR MANAGEMENT PERSONNEL (SMPs)

During FY 2025-26, there were no appointments/cessations of Senior Management Personnel.

Subsequent to the close of the financial year, the Board redesignated Mr. Vineet Kumar Thareja as the Chief Compliance Officer, Chief Financial Officer and Company Secretary of the Company with effect from May 29, 2026.

DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS

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

LISTING ON STOCK EXCHANGE

The equity shares of the Company are listed on BSE Limited.

COMMITTEES OF THE COMPANY

As on March 31, 2026, the Board had four committees: Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Risk Management Committee.

A detailed note on the composition of the Board and its committees is provided in the Corporate Governance Report, which forms part of this Annual Report.

During the year, all recommendations made by the committees were duly considered and approved by the Board.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

In compliance with section 177(9) of the Act and regulation 22 of Listing Regulations, the Company has in place a whistleblower policy incorporating vigil mechanism to enable directors, employees and other stakeholders to report genuine concerns and unethical practices, with direct access to the Chairperson of the Audit Committee.

The Policy was revised by the Board on the recommendation of the Audit Committee on May 30, 2025 and the same can be accessed on the Company's website at *https://modipon.net/wp-content/uploads/2026/05/Whistle-Blower-Policy.pdf*.

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

INTERNAL FINANCIAL CONTROL

The Company has, in all material respects, an adequate internal financial control system over financial reporting and such controls were operating effectively as at March 31, 2026, except for the absence of an audit trail (edit log) facility in the accounting software used for maintaining the books of account, as reported by the Statutory Auditors.

NOMINATION AND REMUNERATION & BOARD DIVERSITY POLICY

The details about the Nomination & Remuneration Policy of the Company, formulated by the Nomination & Remuneration Committee of the Company, is detailed in the Corporate Governance Report forming part of this Report.

The Policy governs the criteria for nomination, re-appointment, remuneration and evaluation of the directors, key managerial personnel and senior management personnel, including criteria for determining their qualifications, positive attributes, independence and Board diversity.

The Policy was revised on May 30, 2025 and is available on the Company's website at *https://modipon.net/wp-content/uploads/2026/05/Nomination-and-Remuneration-Board-Diversity-Policy-1.pdf*

PARTICULARS OF LOAN, GUARANTEES OR INVESTMENTS

Particulars of loans, guarantees and investments, as applicable, are disclosed in the Notes to the Financial Statements forming part of this Annual Report.

TRANSFER TO RESERVES

During FY 2025-26, the Company has not transferred any amount towards General Reserve.

CHANGES IN THE NATURE OF BUSINESS

There was no change in the nature of business of the Company during FY 2025-26.

PARTICULARS OF REMUNERATION

The disclosures relating to remuneration of Directors and KMP as required under section 197(12) of the Act, read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided below:

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

Name of Director/ KMP	Designation	Remuneration of Directors for FY 2025-26 (₹ Lakhs)	% increase in remuneration in FY 2025-26	Ratio of Remuneration to the median remuneration of employee*
Mr. Manish Modi	Chairman & Managing Director	Nil	NA	NA
Mrs. Aditee Modi	Non-Executive Director	Nil	NA	NA
Mr. Mayur Maheshwari	Nominee Director	Nil	NA	NA
Mr. Shashi Kant Ranjan	Non-Executive Independent Director	1.80	Nil	Refer Note below*
Ms. Kavita Rani	Non-Executive Independent Director	1.80	Nil	
Mr. Nitesh Kumar	Non-Executive Independent Director	1.80	Nil	

**Since Non-Executive Independent Directors did not receive any remuneration during the FY 2025-26, except sitting fees for attending the board and committee meetings, the required details are not applicable.*

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

Name and Designation of Director/ KMP	Remuneration of Directors/ KMP for FY 2025-26 (₹ Lakhs)	% increase in remuneration in FY 2025-26
Vineet Kumar Thareja – Chief Compliance Officer, Chief Financial Officer & Company Secretary	27.00	50%

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

c. The percentage increase in the median remuneration (based on salary) of employees in the FY 2025-26. As on March 31, 2026, there are two whole-time key managerial personnels in the Company and one employee. Information is not comparable and hence, not stated.

d. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration

As on March 31, 2026, there are two whole-time key managerial personnels in the Company and one employee. Information is not comparable and hence, not stated.

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

As on March 31, 2026, the Company had 3 (three) employees, out of which two are on retainership basis.

Subsequent to the closure of the manufacturing operations of fibre unit of the Company, dues of the erstwhile workmen/ employees have been substantially settled, except in respect of five ex-workmen who had raised claims in excess of the dues paid to other workmen. The Hon'ble DRT-II, New Delhi, directed the concerned workmen to approach the Deputy Labour Commissioner (DLC) for adjudication of their claims. The Company had deposited ₹27 lakhs with the DRT towards the dues of the said workmen, which, in the absence of any claim before the DLC, was subsequently released by the DRT to Punjab National Bank (PNB). The DLC, vide order dated September 8, 2022, determined the dues payable to the said workmen at ₹21,74,758 as against their aggregate claim of ₹2,84,75,199, and the Company deposited the determined amount in compliance with the said order. The said order was challenged by the workmen before the Hon'ble High Court of Allahabad, which, vide order dated August 13, 2026, disposed of the matter without interfering with the order of the DLC.

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

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

f. Affirmation with Remuneration Policy

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

FIXED DEPOSITS

Your Company has not accepted any fixed deposits, including from the public, during FY 2025-26. Accordingly, no principal or interest was outstanding as at March 31, 2026 and there was no amount liable to be transferred to the Investor Education and Protection Fund.

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

There have been no material changes or commitments affecting the financial position of the Company between the end of FY 2025-26 and the date of this Report.

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

Considering that the manufacturing operations of the fibre unit of the Company have remained permanently closed, the particulars relating to conservation of energy, technology absorption and research and development are not applicable to the Company.

During the year under review, there were no foreign exchange earnings or outgo.

AUDITORS AND AUDIT REPORT

B.M. Chatrath & Co. LLP, Chartered Accountants, (Firm Regn. No. E300025) were appointed as the statutory auditors of the Company for a second term of five consecutive years from the conclusion of the 54th annual general meeting ("**AGM**") held on September 27, 2021 till the conclusion of 59th AGM to be held in the year 2026. Accordingly, their second consecutive terms as Statutory Auditors of the Company concludes at the ensuing 59th AGM.

In view of the completion of the tenure of the existing Statutory Auditors and based on the recommendation of the Audit Committee, the Board of Directors, at its meeting held on May 29, 2026, approved the appointment of M/s. Vasu Bansal & Co., Chartered Accountants (FRN: 034332C), as the Statutory Auditors of the Company for the first term of five consecutive years, commencing from the conclusion of the 59th AGM until the conclusion of the 64th AGM, subject to the approval of the Members at ensuing AGM.

The proposed remuneration of the Statutory Auditors is ₹3,20,000/- (Rupees Three Lakh Twenty Thousand only) per annum, plus applicable taxes and reimbursement of reasonable out-of-pocket expenses, as may be approved by the Board in consultation with the Statutory Auditors.

M/s Vasu Bansal & Co. have given their consent and eligibility certificate and confirmed that they satisfy the applicable requirements under Sections 139 and 141 of the Act and the Rules made thereunder.

The Board recommends the appointment of M/s. Vasu Bansal & Co., Chartered Accountants, as Statutory Auditors of the Company for the approval of the Members at the ensuing Annual General Meeting.

AUDITORS' REPORT

With reference to the qualifications contained in the Statutory Auditors' Report, the Directors state that the observations made by the Auditors are detailed in the relevant Notes to the Financial Statements and Significant Accounting Policies forming part of the Annual Report and, accordingly, do not call for any further comments from the Board.

The Statutory Auditors were present at the last Annual General Meeting of the Company.

COST AUDIT AND MAINTAINANCE OF COST RECORDS

In view of permanent closure of manufacturing operations of the fibre unit of the Company, the provisions relating to the appointment of cost auditor and maintenance of cost records are not applicable to the Company.

REPORTING OF FRAUDS

During FY 2025-26, the statutory auditor and the secretarial auditor have not reported any instance of fraud committed in the Company by its officers or employees.

DIRECTORS' RESPONSIBILITY STATEMENT

The Directors of your Company confirm that:

(i) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;

(ii) they have selected such accounting policies and applied them consistently, and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit/ loss of the Company for that period;

(iii) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

(iv) that in view of the permanent closure of the manufacturing operations of the fibre unit of the Company, the annual accounts have not been prepared on a going concern basis;

(v) they have laid down internal financial controls which are adequate and operating effectively, except for the matter relating to the absence of an audit trail (edit log) facility in the accounting software used for maintaining the books of account, as reported by the Statutory Auditors; and

(vi) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

SUBSIDIARY COMPANIES

The Company does not have any subsidiary company.

ANNUAL RETURN

In accordance with the provisions of the Act, the annual return of the Company is available on website of the Company at *https://modipon.net/annual-return/*.

SECRETARIAL AUDIT

Mr. Ranjeet Kumar Verma, Ranjeet Verma & Associates, Practicing Company Secretary (FCS No. 6814 and CP No.7463) had been appointed as the Secretarial Auditor of the Company to hold the office for a term of five consecutive financial years commencing from FY 2025-26 till FY 2029-30.

The Secretarial Audit Report in Form MR-3 for the FY 2025-26, as issued by the Secretarial Auditor, forms part of this Annual Report and the same may be read together with the relevant disclosures and explanations, wherever applicable, contained in this Annual Report.

The Annual Secretarial Compliance Report issued by the Secretarial Auditor in terms of regulation 24A of the Listing Regulations has been submitted to the Stock Exchanges within the statutory timelines and is available on the website of the Company at *https://modipon.net/wp-content/uploads/2026/06/Secretarial-Compliance-Report-%E2%80%93-31-Mar-26.pdf*

The Secretarial Auditor was present at the last Annual General Meeting 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, High Court and Supreme Court.

DISCLOSURES UNDER COMPANIES (ACCOUNTS) RULES, 2014

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

RELATED PARTY TRANSACTIONS

The Company has in place a policy on related party transactions which is available on the Company's website at *https://modipon.net/wp-content/uploads/2026/05/Policy-on-Related-Party-Transactions.pdf*

During FY 2025-26, the Company did not enter into any contracts or arrangements with related parties falling within the ambit of section 188 of the Companies Act, 2013. Details of other related party transactions, as reviewed and approved by the Audit Committee and the Board, as applicable, are disclosed in Note No. 41 to the financial statements.

During the financial year under review, the material Related Party Transactions, as applicable under regulation 23 of Listing Regulations were approved by the Members at the AGM held on August 26, 2025. The Company is also seeking approval of the Members at the ensuing AGM for the proposed material Related Party Transactions, as set out in the Notice convening the AGM.

FORMAL ANNUAL EVALUATION

The details relating to the annual performance evaluation of the Board, its Committees and individual Directors are provided in the Corporate Governance Report forming part of this Annual Report.

DISCLOSURE ON CONFIRMATION WITH THE SECRETARIAL STANDARDS:

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

CORPORATE GOVERNANCE

Our report on corporate governance for FY 2025-26 is annexed hereto and forms part of this Annual Report.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

The provisions of section 135 of the Act relating to Corporate Social Responsibility are not applicable to the Company during FY 2025-26, as the Company does not meet the prescribed thresholds.

MATERNITY BENEFIT ACT, 1961

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

POLICY ON SEXUAL HARASSMENT OF WOMEN AT WORKPLACE

As the number of employees of the Company is less than ten, the requirement to constitute an Internal Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 is not applicable to the Company. During the financial year 2025-26, no complaint relating to sexual harassment was received by the Company.

ISSUE OF SHARES

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

STATUTORY DISCLOSURES

None of the Directors are disqualified under the provisions of section 164(2) of the Act except Mr. Mayur Maheshwari (DIN: 08882590) being a nominee Director of the Company appointed by the Uttar Pradesh State Industrial Development Authority (UPSIDA), has not attended any meeting of the Board of Directors of the Company for a continuous period of twelve months.

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

APPRECIATION

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

For and on behalf of the Board,

Sd/-

Place: New Delhi — Manish Modi

Dated: August 14, 2026 — Chairman & Managing Director

FORM NO.- MR-3

SECRETARIAL AUDIT REPORT

(FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2026)

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

To,
The Members,

Modipon Limited
Hapur Road, Modinagar – 201204

Dear Sir/ Madam,

I have conducted the secretarial audit of Modipon Limited ("the Company") with respect to the compliance of applicable statutory provisions and the adherence to good corporate practices by the Company for the financial year ended March 31, 2026. Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I, hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2026 complied with the statutory provisions listed hereunder and also that the Company has proper board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms, and returns filed, and other records maintained by the Company for the financial year ended March 31, 2026 ("period under review") according to the provisions of:

(i) The Companies Act, 2013 ("the Act") and the rules made thereunder including re-enactments thereof;

(ii) The Securities Contracts (Regulations) Act, 1956 ("SCRA") and the rules made thereunder;

(iii) The Depositories Act, 1996 and the regulations and byelaws framed thereunder to the extent of regulation 76 of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of foreign direct investment, overseas direct investment and external commercial borrowing;

(v) 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) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

  c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

  d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018*;

  e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021*;

  f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021*;

  g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 to the extent of the Act and dealing with client to the extent of securities issued;

  h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021*;

  i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018*;

Note:

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

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

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

a) Secretarial Standards issued by The Institute of Company Secretaries of India.

b) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Listing Agreement entered into by the Company with BSE Limited;

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

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

During the year under scrutiny, the Company has 15% redeemable preference shares of ₹ 100 each preference share due for redemption since March 31, 1996 but not redeemed till date as per the earlier order of the High Court and later closure of operations of the manufacturing unit of the Company in the year 2007 till date and non-implementation of agreement/ scheme by Indofil Industries Limited.

2. Other Relevant Matters

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

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

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

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

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

(iv) 5 cases have been filed by the workers of the Company regarding the termination, misconduct and pre-retirement, two cases have been filed Singhal Transport Corporation regarding recovery of transportation dues during the time of closure of Modipon Fibre Unit and

Excise duty matters pending before the Supreme Court of India challenging the validity of the proviso to rule 3(4) of the CENVAT Credit Rules, 2002.

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

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

(vii) Mr. Mayur Maheshwari (DIN: 08882590) being a nominee Director of the Company appointed by the Uttar Pradesh State Industrial Development Authority (UPSIDA), has not attended any meeting of the Board of Directors of the Company for a continuous period of twelve months. Accordingly, pursuant to the provisions of Section 167(1)(b) of the Companies Act, 2013, the office of the said Director stood vacated.

I further report that the board of directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors including Woman Director as on date. Further, the changes in the Board of Directors that took place during the audit period were carried out in compliance with the provisions of the Act.

Adequate notices were given to all directors to schedule the board and committee meetings. Agenda and detailed notes on agenda were sent at least seven days in advance (except in cases where meetings were convened at shorter notice for which necessary approvals were obtained as per applicable provisions), and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

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

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

I further 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 Act.

Assumption and Limitation of Scope and Review

1. Maintenance of secretarial record is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.

2. The audit practices and processes followed were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on random test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, followed provide a reasonable basis for my opinion.

3. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.

4. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of Management. My examination was limited to the verification of procedures on random test basis.

5. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the Management has conducted the affairs of the Company.

For Ranjeet Verma & Associates
Company Secretaries

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

Place: Greater Noida
Date: August 26, 2026
UDIN: F006814H001235734

CORPORATE GOVERNANCE REPORT

COMPANY'S PHILOSOPHY

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

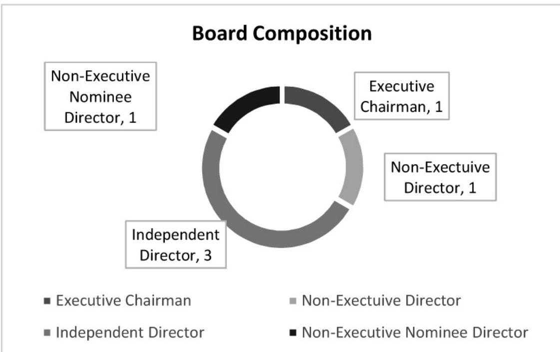
BOARD OF DIRECTORS

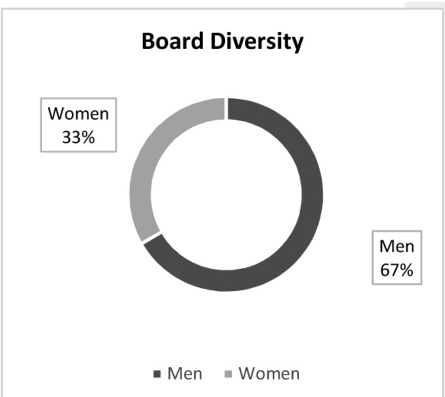
The Board of Directors of the Company ("**Board**") comprises of an optimum mix of executive, non-executive and independent directors, including independent woman director, from diverse background possessing considerable experience and expertise.

As on March 31, 2026, the Board comprises of Six (6) directors, including three (3) independent directors, one (1) non-executive director and one (1) nominee director appointed by Uttar Pradesh State Industrial Development Authority ("**UPSIDA**") and one (1) Chairman & Managing Director.

The composition of the Board is in conformity with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") and the Companies Act, 2013 ("**Act**") and the Rules made thereunder.

Board Composition





Changes in Board of Directors/ Key Managerial Personnel (KMP) of the Company

During FY 2025-26, the following changes took place in the composition of the Board:

1. Mr. Manish Modi was re-appointed as Chairman & Managing Director of the Company for a further term of five years with effect from June 1, 2023, by the Board on the recommendation of Nomination & Remuneration Committee ("**NRC**") and approval of the Members at the 56th annual general meeting ("**AGM**") held on September 27, 2023, subject to approval of the Central Government. The application seeking approval of the Central Government was subsequently rejected on account of delay in filing the same beyond the prescribed timeline owing to technical difficulties during migration of the Ministry of Corporate Affairs ("**MCA**") portal to Version 3. Accordingly, to facilitate submission of a fresh application, Mr. Manish Modi resigned from the office of Chairman & Managing Director with effect from the close of business hours on May 30, 2025 and was re-appointed as an Additional Director designated as Chairman & Managing Director with effect from May 31, 2025. The said appointment was approved by the Members at the 58th AGM held on August 26, 2025 and by the Central Government.
2. Ms. Kavita Rani (DIN: 08853423) was re-appointed as Non-Executive Independent Director for second term of five (5) consecutive years with effect from July 31, 2025, by the Board based on the recommendation of the NRC. The said re-appointment was also approved by the Members of the Company at the 58th AGM held on August 26, 2025.
3. Mr. Nitesh Kumar (DIN: 06439789) was re-appointed as Non-Executive Independent Director for a second term of five (5) consecutive years with effect from March 02, 2026, by the Board based on the recommendation of the NRC. The said re-appointment was also approved by the Members of the Company at the 58th AGM held on August 26, 2025.

During FY 2025-26, there were no appointments/cessations of KMPs. As on 31 March 2026, following are the KMPs:

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

Particulars of Senior Management Personnel ("SMP") including changes therein during FY 2025-26:

During FY 2025-26, there were no appointments/cessations of SMPs. As on 31 March 2026, following are the SMPs:

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

Subsequent to the close of the financial year, the Board based on the recommendation of the NRC, redesignated Mr. Vineet Kumar Thareja as the Chief Compliance Officer, Chief Financial Officer and Company Secretary of the Company with effect from May 29, 2026.

Board Qualifications, Skills and Attributes

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

Business Leadership & Entrepreneurship	Sustainable success in business at a senior executive level, including founding, scaling, or leading organizations through different growth phases.
Financial Expertise & Management	Proficiency in financial accounting and reporting, corporate finance, budgeting, internal controls, funding structures, and financial risk management.
Corporate Governance	Strong grasp of governance best practices, board protocols, and independent oversight to uphold transparency, ethics, and shareholder interests.
Merger & Acquisitions	Experience in corporate transactions and actions
Legal & Regulatory Compliance	Deep understanding of legal frameworks, regulatory environments (SEBI, RBI, Companies Act), and corporate secretarial practices.
Industry Experience & Operational Knowledge	Practical understanding of relevant industry operations, supply chain, infrastructure, and exposure to global or domestic business environments.

Risk Management & Forensic Oversight	Experience in identifying, assessing, and mitigating business risks, including forensic accounting, compliance breaches, and litigation exposure.

The Board believes that its collective skills and experience provide an appropriate balance of knowledge and expertise for the effective discharge of its responsibilities.

Board of Directors

As of March 31, 2026, the composition and other details of Board of Directors of the Company are provided below:

Particulars	Manish Modi	Aditee Modi	Mayur Maheshwari	Shashi Kant Ranjan	Kavita Rani	Nitesh Kumar
Composition and category of directors	Chairman & Managing Director	Non-Executive Director	Nominee Director appointed by UPSIDA	Non-Executive Independent Director	Non-Executive Independent Director	Non-Executive Independent Director
Initial Date of Appointment	August 1, 2005	August 14, 2014	September 10, 2020	December 27, 2017	July 31, 2020	March 02, 2021
Date of Reappointment	May 31, 2025	September 29, 2022	-	December 27, 2022	July 31, 2025	March 02, 2026
Number of directorships in other companies[1]	11	8	9	Nil	2	2
No. of membership / Chairmanship in various companies including the listed entity, in which a director is a member or chairperson[2&3]	-	Member: 2	-	Chairman:2 Member:2	Member: 5	Member: 1
Names of other listed entities where the person is a director and the category of Directorship	None	None	None	None	• Seasons Textiles Limited – Non-Executive Independent Director • Sugs Lloyd Limited – Non- Executive Independent Director	None
Disclosure of relationships between directors inter-se	None of the Director is related to other Directors except Mrs. Aditee Modi and Mr. Manish Modi. Mrs. Aditee Modi is the spouse of Mr. Manish Modi.					
Number of equity shares held	39,339	5,448	Nil	Nil	Nil	Nil
Key Board Qualifications, Skills and Attributes	• Business Leadership & Entrepreneurship • Industry Experience & Operational Knowledge	• Financial Expertise & Management • Industry Experience & Operational Knowledge	• Business Leadership & Entrepreneurship • Corporate Governance • Industry Experience & Operational Knowledge	• Financial Expertise & Management • Legal & Regulatory Compliance • Corporate Governance • Risk Management & Forensic Oversight	• Legal & Regulatory Compliance • Corporate Governance	• Financial Expertise & Management • Corporate Governance • Industry Experience & Operational Knowledge • Risk Management & Forensic Oversight

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

2 For the membership and chairpersonship in committees, only Audit Committee and Stakeholders' Relationship Committee have been considered as per regulation 26 of the Listing Regulations. Also, all public limited companies, whether listed or not, have been included and all other companies including private limited companies, foreign companies, high value debt listed entities and companies under Section 8 of the Act, have been excluded.

3 The number of directorships and committee membership includes the directorship and committee position held in the Company. In the committee details provided, every chairpersonship is also considered as a membership.

Declaration and Confirmations

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

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

Databank Registration of Independent Directors

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

COMPOSITION OF BOARD AND ITS COMMITTEES

The composition of the Board and committees of the Board ("**Committees**") as on March 31, 2026, is provided below:

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

C: Chairperson

M: Member

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

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

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

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

The terms of reference of Audit, Nomination & Remuneration Committee and Stakeholders' Relationship Committee were amended by the Board in their meeting held on August 02, 2025 to align them with the provisions of the amended Listing Regulations and other applicable regulatory updates.

BOARD AND COMMITTEE MEETINGS HELD DURING FY 2025-26

	Board Meeting	Audit Committee	Nomination & Remuneration Committee	Stakeholders' Relationship Committee
No. of meetings held during FY 2025-26	**5**	**5**	**2**	**1**
Date of Meetings	May 30, 2025	May 30, 2025	May 30, 2025	February 14, 2026
	August 02, 2025	August 02, 2025	August 02, 2025	
	August 14, 2025	August 14, 2025		
	November 14, 2025	November 14, 2025		
	February 14, 2026	February 14, 2026		

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

The necessary quorum was present for all the Board and Committee meetings.

ATTENDANCE FOR BOARD AND COMMITTEE MEETINGS AND AGM FOR FY 2025-26

Director	Board Meeting (Attended / Entitled)	Audit Committee (Attended / Entitled)	Nomination & Remuneration Committee (Attended / Entitled)	Stakeholders Relationship Committee (Attended / Entitled)	AGM held on August 26, 2025
Mr. Manish Modi	5/5	-	-	-	Yes
Mrs. Aditee Modi	5/5	5/5	2/2	1/1	Yes
Mr. Mayur Maheshwari	0/5	-	-	-	No
Mr. Shashi Kant Ranjan	5/5	5/5	2/2	1/1	Yes
Ms. Kavita Rani	5/5	5/5	2/2	1/1	Yes
Mr. Nitesh Kumar	5/5	5/5	-	-	Yes

MEETING OF INDEPENDENT DIRECTORS

During FY 2025-26, a separate meeting of Independent Directors was held on February 11, 2026 without the presence of Non-Independent Directors and the management to review the performance of Non-Independent Directors and the Board as a whole, review the performance of the Chairman of the Company and had assessed the quality, quantity and timeliness of flow of information between the Company management and the Board.

BOARD COMMITTEES

A. Audit Committee

The details of the Committee is provided in the table provided in earlier section of this report. The following are the terms of reference of the Audit Committee:

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

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

B. Nomination and Remuneration Committee

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

The role of the Committee inter alia includes the following:

- Formulating the criteria for determining the qualifications, positive attributes and independence of a Director and recommending to the Board a policy relating to the remuneration of the Directors, KMP and other employees;
- For every appointment of an Independent Director, the NRC shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent Director. The person recommended to the Board for appointment as an Independent Director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
    a. use the services of an external agencies, if required;
    b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
    c. consider the time commitments of the candidates;
- Formulating the criteria for evaluation of Independent Directors and the Board;
- Devising a policy on board diversity;
- Identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the board their appointment and removal;
- Whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors;
- Recommend to the board, all remuneration, in whatever form, payable to senior management;
- Ensuring the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully;
- Ensuring relationship of remuneration to performance is clear and needs appropriate performance benchmarks;
- Ensuring remuneration to Directors, KMP and SMP involves a balance between incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals;
- Discharge any other duties or responsibilities as may be prescribed by law or as may be delegated to the Committee by the Board, from time to time.

Nomination & Remuneration Policy

The Committee has also formulated the Nomination & Remuneration and Board Diversity Policy, which, inter alia, provides the framework for the appointment, re-appointment, remuneration and evaluation of Directors, KMP, SMP and other employees of the Company.

The key objectives of the Policy 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 a transparent and merit-based nomination process, while promoting diversity of thought, experience, knowledge, perspective and gender on the Board;

iv. ensure that the remuneration of Directors, KMP, SMP and other employees is fair, performance-driven and aligned with the Company's objectives;

v. motivate and reward personnel by recognizing merit and aligning individual performance with the long-term interests of the Company and its stakeholders; and

vi. strengthen corporate governance practices and promote sustainable long-term value creation for all stakeholders.

The Policy was revised on May 30, 2025 and the same can be accessed on the Company's website at *https://modipon.net/wp-content/uploads/2026/05/Nomination-and-Remuneration-Board-Diversity-Policy-1.pdf*

Details of Remuneration to directors

The details of remuneration paid to the Directors of the Company during the year ended March 31, 2026, is provided below. Except for the remuneration by way of sitting fees, Non-Executive Directors have no other pecuniary relationship or transactions with the Company.

(In ₹ Lakhs)

Directors	Salary	Sitting Fees[1]	Commission	Perquisites	Total
Mr. Manish Modi	-	-	-	-	-
Mrs. Aditee Modi	-	-	-	-	-
Mr. Mayur Maheshwari	-	-	-	-	-
Mr. Shashi Kant Ranjan	-	1.80	-	-	1.80

Ms. Kavita Rani	-	1.80	-	-	1.80
Mr. Nitesh Kumar	-	1.80	-	-	1.80

Note: The sitting fees disclosed above are before deduction of applicable TDS

Performance Evaluation of Independent Directors

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

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

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

C. Stakeholders' Relationship Committee

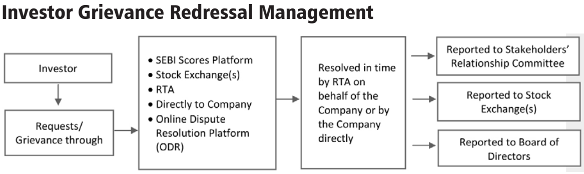
The detailed composition and date of the meeting have already been provided in the earlier section of this Annual Report. Mr. Vineet Kumar Thareja – Chief Financial Officer & Company Secretary is designated as the Chief Compliance Officer of the Company. The role of the Committee inter alia includes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

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

Investor Complaints

During FY 2025-26, nil investor complaints were received.

Investor Grievance Redressal Management



Common Online Dispute Resolution (ODR) Mechanism

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

Level 1: Approach RTA or the Company

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

Level 2: Escalate to SEBI SCORES Platform

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

Level 3: Initiate Dispute Resolution Process on ODR Platform

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

D. Risk Management Committee

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

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

BOARD FAMILIARISATION

The Company has adopted a familiarisation programme for its Independent Directors to enable them to understand the Company's business, operations, industry, regulatory environment and their roles, rights and responsibilities.

At the time of appointment, Directors are provided with a familiarisation kit containing, inter-alia, information relating to the Company's business and operations, organisational structure, Board and Committee composition, governance framework, financial performance, shareholding pattern, annual reports, key policies and other relevant information. Directors are also issued formal letters of appointment setting out their roles, duties and responsibilities.

As part of the continuing familiarisation process, the Board is periodically apprised of significant developments relating to the Company's business, industry, regulatory and legal framework, risk management and other matters relevant to the effective discharge of their duties.

The familiarization program is also available on Company's website and the same can be accessed at *https://modipon.net/wp-content/uploads/2026/05/Familiarisation-Programme-for-Independent-Directors-1.pdf*

GENERAL BODY MEETINGS

The details of last three AGMs of the Company are as under:

Financial Year	Venue	Date	Special resolution passed
2024-25	Through Video Conference	August 26, 2025 at 02:00 PM IST	• Re-appointment of Mrs. Kavita Rani (DIN: 08853423) as an Independent Director of the Company for a second term of five consecutive years w.e.f. July 31, 2025. • Re-appointment of Mr. Nitesh Kumar (DIN: 06439789) as an Independent Director of the Company for a second term of five consecutive years w.e.f. March 02, 2026.
2023-24		September 26, 2024 at 03:00 PM IST	None
2022-23		September 27, 2023 at 04:30 PM IST	None

POSTAL BALLOT

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

MEANS OF COMMUNICATION

Quarterly, half yearly and annual financial results	The quarterly, half yearly and yearly financial results of the Company alongwith audit/ limited review report are filed with stock exchange i.e., BSE Limited immediately after approval of the Board. The financial results are also published in atleast one English and one regional newspaper having wide circulation viz. Financial Express and Jansatta within prescribed timelines and duly filed with the stock exchanges as well. The financial results are also uploaded on the website of the Company *https://modipon.net/financial-results/*
Website	The Company maintains a dedicated investor section on its website viz. *https://modipon.net/* which encompasses all the information for the investors like financial results, stock exchange filings, annual reports, annual returns etc.
Annual report	In compliance with circulars issued by SEBI and MCA, soft copies of Annual Reports are sent to those shareholders whose email Ids are registered with the Company. Physical copies of the annual report are also dispatched to the shareholders upon receipt of request for the same. The Annual Report is also available on the website of the Company at *https://modipon.net/wp-content/uploads/2026/05/Familiarisation-Programme-for-Independent-Directors-1.pdf* Further, physical letters containing the web-link and the exact path to access the complete Annual Report are sent to those shareholder(s) whose email Ids are not registered with the Company/ Depository Participant(s), as applicable.

GENERAL SHAREHOLDER INFORMATION

Annual General Meeting

Day, Date and Time : Tuesday, September 29, 2026 at 03:00 P.M. IST

Mode : Video Conferencing

Financial Year

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

Book Closure

Wednesday, September 23, 2026 to Tuesday, September 29, 2026 (both days inclusive).

Unpaid/Unclaimed Dividend

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

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

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

The annual listing fees has been paid to BSE Limited for the FY 2025-26.

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

Not Applicable

Registrar to an issue and share transfer agent

MAS Services Limited,
T-34, 2nd Floor, Okhla Industrial Area,
Phase-II, New Delhi – 110 020
Tel.: +91 11 2638 7281-83
Fax: +91 11 2638 7384
Website: *https://www.masserv.com/*
Email: *investor@masserv.com*

Share Transfer System

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

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

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

The shareholders are informed that in case of any dispute against the Company and/or its RTA on delay or default in processing your requests, as per SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/76, dated 30 May 2022 w.r.t Standard Operating Procedures ("SOP") for dispute resolution, an arbitration can be filed with the stock exchanges for resolution.

Reconciliation of Share Capital Audit

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

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

- Reconciliation of Share Capital Audit Reports: *https://modipon.net/reconciliation-of-share-capital-audit-report/* and
- Compliance Certificates: *https://modipon.net/compliance-certificates/*

Distribution of Shareholding

Pattern of shareholding as on March 31, 2026:

Shareholding of nominal value of ₹ 10 each	No. of shareholders	% of total shareholders	No. of shares held	Shareholding (%)
1 - 5000	7,038	97.411	436,374	3.769
5001 - 10000	86	1.190	63,136	0.545

10001 - 20000	47	0.650	62,864	0.543
20001 - 30000	9	0.124	23,155	0.200
30001 - 40000	3	0.041	10,300	0.088
40001 - 50000	6	0.083	26,815	0.231
50001 - 100000	10	0.138	63,159	0.545
100001 and above	26	0.359	10,890,886	94.076
Total	**7,225**	**100.00**	**11,576,689**	**100.00**

Shareholding Pattern as on March 31, 2026

S. No.	Category	No. of shareholders	Total no. of shares held	No. of shares held in demat mode	% of shareholding
A.	**Shareholding of Promoters and Promoters Group**				
	Individuals/ Hindu Undivided Family	7	341,207	338,683	2.95
	Bodies Corporate	4	7,076,668	7,076,668	61.13
	Sub Total (A)	**11**	**7,417,875**	**7,415,351**	**64.08**
B.	**Public Shareholding**				
1.	**Institutional**				
	Mutual Funds/ UTI	3	7,100	0	0.06
	Banks	1	100	100	0.00
	Financial Institutions	4	375	0	0.00
	Insurance Companies	2	141,437	141,387	1.22
	Foreign Portfolio investors	2	1,029,235	1,029,235	8.89
	Sub Total (B) (1)	**12**	**1,178,247**	**1,170,722**	**10.18**
2.	**Central/State Government**				
	State Government	1	1,301,974	1,301,974	11.25
	Sub Total (B) (2)	**1**	**1,301,974**	**1,301,974**	**11.25**
3.	**Non-Institutions**				
	Individuals holding nominal share Capital up to ₹ Two lakhs	7,084	711,494	430,237	6.15
	Individuals holding nominal shares capital in excess of ₹ Two lakhs	5	328,763	305,822	2.84
	NRIs/OCB	39	2,424	1,874	0.02
	Bodies Corporate	67	634,713	630,836	5.48
	Clearing Members	5	1,149	1,149	0.01
	Trusts	1	50	50	0.00
	Sub Total (B) (3)	7,201	1,678,593	1,369,968	14.50
	Total Public Shareholding = B(1) + B(2) + B(3)	7,214	4,158,814	3,842,664	35.92
	Total (A) + (B)	**7,225**	**11,576,689**	**11,258,015**	**100**

Dematerialization of Shares

The shares of the Company are compulsorily traded in dematerialised form on the stock exchanges. As on March 31, 2026, ~97.25% shares of the Company are held in dematerialised form.

In accordance with the applicable SEBI framework, requests for transfer of securities in physical form are generally not processed except in cases permitted under the applicable regulations, including transmission and transposition.

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

The quarterly shareholding pattern filed with the stock exchange can also be accessed on the website of the Company at *https://modipon.net/shareholding-pattern/.*

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

Not Applicable

Commodity Price Risk, Foreign Exchange Risk, and Hedging Activities
The Company does not have any significant exposure to commodity price or foreign exchange risks. Accordingly, no hedging activities were undertaken during the financial year.

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

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

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

Address for correspondence

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

APPEAL TO SHAREHOLDERS

Demat of Shares:

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

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

Registration of Nominations:

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

The shareholders holding physical units can submit the nomination form SH-13 which is available on the website of the Company at *https://modipon.net/faq/* and the demat holders can contact their respective depository participant for the necessary updations.

Updation of PAN and Contact details

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

SEBI through its circulars issued from time to time, has informed that it is mandatory for holders of securities in physical mode to update their PAN, bank mandate, nomination, or opt out of nomination to ensure timely responses on their grievances/ requests and receipt of dividend. Registration of email Ids will ensure faster communication.

Pursuant to SEBI Master Circular No. SEBI/HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated 06 February 2026, the Company has sent intimations to those Members whose shares are in physical mode for updation of PAN, KYC and Nomination details requesting them to update the details.

DISCLOSURES

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

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

During FY 2025-26, the Company has filed all required disclosures with BSE Limited within prescribed timelines.

The Company is in compliance with all the mandatory corporate governance requirements under Listing Regulations.

(b) Details of Vigil Mechanism:

The Company has established a Vigil Mechanism/Whistle Blower framework to enable Directors, employees and other eligible persons to raise concerns regarding unethical behaviour, actual or suspected fraud, misconduct or violation of the Company's policies.

The mechanism provides for appropriate safeguards against victimisation and provides access to the Audit Committee, wherever applicable.

The details of the mechanism are provided in the Directors' Report and the relevant policy is available on the Company's website at *https://modipon.net/wp-content/uploads/2026/05/Code-of-Business-Conduct-Ethics.pdf*

(c) Policy on Related Party Transactions:

The Company has in place a policy on related party transactions. The said policy is available on the Company's website and can be accessed at *https://modipon.net/wp-content/uploads/2026/05/Policy-on-Related-Party-Transactions.pdf*

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

Details of related party transactions, as required under applicable accounting standards and law, are disclosed in the financial statements forming part of the Annual Report.

(d) Compliance with corporate governance requirements

The Company has complied with all the mandatory corporate governance requirements as specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 of the Listing Regulations. The Company does not have any subsidiary and accordingly the provisions relating to subsidiaries under regulation 24 are not applicable to the Company.

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

The Company has adopted a Code of Business Conduct and Ethics for Members of the Board and Senior Management Personnel, which lays down the standards of ethical conduct, integrity and accountability expected from them in the discharge of their duties. The Code also provides guidance for addressing ethical issues and reporting concerns relating to actual or suspected misconduct. The Code of Business Conduct & Ethics was revised on May 30, 2025 and is available on the Company's website at *https://modipon.net/wp-content/uploads/2026/05/Code-of-Business-Conduct-Ethics.pdf*

All members of the Board and the senior management have affirmed their compliance with code of conduct for the financial year ended March 31, 2026.

(f) Insider Trading Prohibition Code

The Company has adopted a Code of Conduct for prevention of insider trading to regulate, monitor and report trading in the Company's securities by its designated persons and their immediate relatives. The Code, inter alia, prohibits trading in the Company's securities while in possession of unpublished price sensitive information and lays down procedures for dealing in the Company's securities in compliance with the applicable regulatory requirements.

During the financial year, the trading window for dealing in the Company's securities remained closed on four occasions in accordance with the provisions of the Code. The Code was last revised on February 14, 2026 and is available on the Company's website at *https://modipon.net/wp-content/uploads/2026/05/Whistle-Blower-Policy.pdf*

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

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

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

(in ₹ Lakhs)

Particulars	Amount*
Audit Fees	3.20
Total	**3.20**

**exclusive of GST*

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

Please refer the Directors' Report forming part of this Annual Report. Further, nil complaints were received during the year.

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

Not Applicable

WEBSITE DISCLOSURES

The Company maintains a dedicated website containing information required to be disclosed under applicable provisions of the Listing Regulations, including corporate governance policies, financial results, shareholding patterns, annual reports and other investor-related information.

The relevant policies and documents are available at the Company's website under the investor section at *https://modipon.net/*.

MANAGEMENT DISCUSSION & ANALYSIS

The Company has incurred losses over the years and has faced financial constraints, resulting in suspension and subsequent permanent closure of manufacturing operations of its fibre unit with effect from September 8, 2007, after obtaining the requisite approval from the Government of Uttar Pradesh under the Uttar Pradesh Industrial Disputes Act, 1947.

Following the closure of its manufacturing operations, the Company has been exploring avenues for rehabilitation and optimal utilisation of its available resources and real estate with a view to augmenting its financial resources, meeting its liabilities and undertaking suitable business activities.

The Company proposes to explore development of a new industrial project at Modinagar at an opportune time, subject to resolution of the pending land-related matters with the Government of Uttar Pradesh and receipt of the requisite governmental and regulatory approvals.

During FY 2025-26, the Company did not generate revenue from operations and reported a loss of ₹ 51.05 Lakh. The Company continues to evaluate appropriate opportunities for optimal utilisation of its assets and rehabilitation of its business, subject to the resolution of the aforesaid matters.

DECLARATIONS AND CERTIFICATIONS

Declaration on Code of Business Conduct and Ethics

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

Compliance Certificate

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

Certificate of Non-Disqualification of Directors

A certificate from Ranjeet Kumar Verma, Ranjeet Verma & Associates, Company Secretaries, pursuant to Regulation 34(3) and Clause (10)(i) of Para C of Schedule V of the Listing Regulations is enclosed as **'Annexure III'** to this Report.

Certificate on Corporate Governance from Practicing Company Secretary

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

Annexure I

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

In accordance with the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, I, Manish Modi, Chairman & Managing Director of Modipon Limited, hereby declare that all members of the Board of Directors and Senior Management Personnel have affirmed compliance with the Code of Business Conduct and Ethics of the Company for FY 2025-26.

For and on behalf of Modipon Limited

Sd/-
Manish Modi
Chairman & Managing Director

Place: New Delhi
Dated: August 14, 2026

Annexure II

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

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

A. We have reviewed financial statements and cash flow statement for the year ended March 31, 2026 and that to the best of our knowledge and belief:

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

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

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

C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

D. We have indicated to the auditors and the Audit committee,

   (1) significant changes in internal control over financial reporting during the year, if any;

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

   (3) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting. (No Instance of any kind of fraud has been detected)

For and on behalf of Modipon Limited

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

Place: New Delhi
Dated: August 14, 2026

Annexure III

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

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

I have examined the relevant registers, records, forms, returns and disclosures received from the directors of Modipon Limited and having CIN L65993UP1965PLC003082 and having registered office at Hapur Road, Modinagar–201204 (Uttar Pradesh) (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V, Para-C, Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status on the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company and its officers, I, hereby, certify that none of the directors on the board of the Company as stated below have been debarred or disqualified from being appointed or continuing as director of the Company by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other statutory authority as on March 31, 2026:

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

Note:

Mr. Mayur Maheshwari (DIN: 08882590) being a nominee Director of the Company appointed by the Uttar Pradesh State Industrial Development Authority (UPSIDA), has not attended any meeting of the Board of Directors of the Company for a continuous period of twelve months. Accordingly, pursuant to the provisions of Section 167(1)(b) of the Companies Act, 2013, the office of the said Director stood vacated. Consequently, the said individual has not been considered as a Director continuing in office as at March 31, 2026 for the purpose of this Certificate.

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

For Ranjeet Verma & Associates
Company Secretary

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

Place : Greater Noida
Dated: August 26, 2026
UDIN : F006814H001235789

Annexure IV

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

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

I have examined the compliance of conditions of corporate governance by Modipon Limited ("the Company") for the year ended on March 31, 2026, as per the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

In my opinion and to the best of our information and according to the explanations given to me, I hereby certify that the Company has complied with the conditions of corporate governance for the financial year ended March 31, 2026 as stipulated in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

For Ranjeet Verma & Associates
Company Secretary,

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

Place : Greater Noida
Dated: August 26, 2026
UDIN : F006814H001235800

Independent Auditor's Report

To

The Members of Modipon Limited

Report on the Audit of the Financial Statements

Qualified Opinion

We have audited the Financial Statements of **MODIPON LIMITED** ('the Company'), which comprise the Balance Sheet as at 31st March 2026, the Statement of Profit and Loss for the year (including Other Comprehensive Income), the Statement of Cash Flows and the Statement of Changes in Equity for the year ended and notes to the Financial Statements, including material accounting policies and other explanatory information (hereinafter referred to as "Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matter described in the Basis for Qualified Opinion section of our report, the aforesaid financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the State of Affairs of the Company as at March 31, 2026, the Loss and Total Comprehensive Loss, Changes in Equity and its Cash Flows for the year ended on that date.

Basis for Qualified Opinion

I. Balance confirmation certificates were not obtained by the Company from creditors, loans and advances given/received, house/shop security depositors, in-operative current accounts with banks and loan account with Punjab National Bank (PNB). Consequent adjustments required, if any, has not been carried out in the financial results.

II. (a) The Company has not provided interest of ₹ 1000.54 Lakhs up to March 31, 2008 on overdue amounts payable to a supplier resulting in understatement of liabilities and debit balance of reserve and surplus by ₹ 1000.54 Lakhs each; and

(b) The amount of interest to be provided for in the books of account for the period April 1, 2008 to March 31st, 2026 has not been ascertained.

III. The amount of interest to be provided for in the books of account, if any, for the period April 1, 2007 to March 31st, 2026 to Small and Micro Enterprise has not been ascertained.

IV. During the year ended March 31, 2009, the Company has sold 65,743 sq.yds of its vacant land at Modi Nagar for ₹ 1021.15 Lakhs (original cost ₹ 1.95 Lakhs) for which the approval of bank is pending.

V. During the year 2011-12, the Company has given physical possession of its vacant 59 (46 as on March 31, 2015) houses located at Modi Nagar, Uttar Pradesh to a lender i.e., Ashoka Mercantile Limited (AML), a related party, (balance outstanding of loan taken from AML as on March 31, 2015 as per books of account: secured loan ₹ 882.29 Lakhs and unsecured loan ₹ 1125.57 Lakhs) for use without any charges/rent/security deposit and no lease rent agreement has been entered into with AML. The Company contends that the temporary possession of houses for use without charges was given to AML as security only as the Company was unable to repay the loans taken from AML.

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

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

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

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

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

Terms & conditions:

1. The proceeds of FDRs amounting to ₹ 65 lacs and ₹ 259.62 lacs kept with us will be appropriated simultaneously on conveying approval of revival of OTS.
2. ₹ 135 lacs will be deposited within one week of receipt of this sanction letter.
3. The party to undertake to pay commercial tax liability as demanded by the Commercial Tax Authority.
4. No Dues Certificate will be issued, Bank's charge on the security/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 ₹ 65 lacs plus delayed period interest of ₹ 259.62 lacs with the bank in terms of DRT & DRAT orders and further ₹ 135 lacs over and above original OTS amount deposited by the company in terms of revived OTS vide letter dated 25.03.2019 within one week of receipt of letter.

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

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

Further, PNB vide letter dated 04.05.2019 requested the Company to submit No Dues Certificate from tax authorities after paying the commercial tax liability to bank for compliance of OTS Sanction within 3 days else OTS will be declared as failed. Since the Company failed to reply to the same, PNB vide letter dated 04.07.2019 informed that the tax authorities have declared OTS revival as failed and PNB is resuming all recoveries as usual. Further, DRAT allowed appeal of PNB on 20.08.2019. The Company filed Writ Petition in the Delhi High Court against order of the DRAT. The Hon'ble Delhi High Court vide its order dated 24.10.2019, stayed the DRAT and NCLT proceedings filed by the PNB till the next date of hearing which was listed on 19th February, 2020. On 19th February, 2020 interim order dated 24th October, 2019 was made absolute during the pendency of the writ petition. The next date of hearing in this matter is 16 July 2026, further NCLT matter has been dismissed on the last date of hearing (22.09.2023) due to non-appearance on behalf of financial creditor (PNB), the matter has been dismissed for non -prosecution.

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

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

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

(a) Amount of central excise duty of ₹ 44,92,663/-

(b) Amount of interest of ₹ 6,56,116/-

(c) Amount of penalty of ₹ 6,56,116/-for the period from 1994 to 1997.

The Company has not made provision of the said amount & further interest thereon in its books till 31st March, 2026, due to which profit is understated by ₹ 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.

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

(b) The amount paid to Karnataka Bank by Ashoka Mercantile Limited (AML), a related party, during the year ended March 31, 2012, on account of OTS of dues of the bank was accounted for in the books of the Company to the extent of OTS amount paid to the Karnataka Bank by AML and the balance amount of ₹ 339.20 Lakhs is still lying unallocated under unsecured loans in view of pending successful implementation of OTS of the dues of PNB as the settlement of dues with AML is linked to the OTS of dues with PNB.

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

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

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

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

Material Uncertainty Related to Going Concern

We draw attention to Note 35 in the financial statements, which indicates that the financial statements of the Company for the year ended March 31, 2026 have not been prepared on a going concern basis since the Company has closed its manufacturing operations since May 19, 2007 (closure of factory w.e.f. September 8, 2007) on account of huge losses incurred and sale of entire plant & machinery during the year ended March 31, 2010. Our opinion is not qualified in respect of this matter.

Key Audit Matters

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

The key audit matters	How our audit addressed the key audit matter
Evaluation of uncertain tax positions	
The Company has material uncertain tax positions including matters under dispute which involves significant judgment to determine the possible outcome of these disputes. Refer Notes 2(i), 2(o)(ii) and 33 to the Financial Statements	Our audit procedures include the following substantive procedures: Obtained understanding of key uncertain tax positions; Obtained details of completed tax assessments and demands for the year ended March 31, 2026 from management; and We along with our internal tax experts- Discussed with appropriate senior management and evaluated management's underlying key assumptions in estimating the tax provisions; and Assessed management's estimate of the possible outcome of the disputed cases.

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

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

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

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

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

Management's Responsibilities for the Financial Statements

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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

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

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

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

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

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A, a statement on the matters specified in the paragraph 3 and 4 of the order.

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

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.

b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account.

d) In our opinion the aforesaid financial statements comply with the IND AS section 133 of the Act.

e) On the basis of written representations received from the directors as on March 31, 2026 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2026 from being appointed as a director in terms of Section 164(2) of the Act.

f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

g) With respect to the matter to be included in the Auditors' Report under section 197(16) of the Act:

   In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act.

h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

   (i) The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 33 to the financial statements.

   (ii) The Company did not have any long-term contracts including derivative contracts for which there were any material losses;

   (iii) There were no amounts which were required to be transferred, to the Investor Education and Protection Fund by the company.

   (iv) A) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

   B) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

   C) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

   (v) The company has not declared or paid any dividend during the year in contravention of the provision of Section 123 of Companies Act, 2013.

   (vi) Based on our examination, which include test checks, the company has used accounting software for maintaining its books of account for the financial year ended 31st March 2026 which do not has a feature of recording audit trail (edit log) facility.

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

Sd/-
CA. Sunil Kumar Jha
Partner
Membership No.543805

Place : New Delhi
Date : May 29, 2026
UDIN: 26543805KTWXKC7326

ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Modipon Limited of even date)

i) In respect of the Company's fixed assets:

a) 1. The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

2. According to the information and explanations given to us reporting under clause 3(i) (a) (2) of the Order is not applicable for the year.

b) The Company has a regular program of physical verification of its fixed assets by which fixed assets are verified at periodic intervals. In accordance with this program for the year, no material discrepancies were noticed on such verification. In our opinion, such periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.

c) On the basis of written representation received from the management of the Company, the title deeds of immovable properties held in the name of the Company are mortgaged with the Banks for securing the long-term borrowings and credit limits raised by the Company.

d) The company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.

e) According to the information and explanations given to us any proceedings have not been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

ii) a) In respect of Company's Inventory, on the basis of information and explanation provided by the management, the Company does not hold any inventory. Accordingly, reporting under clause 3 (ii) of the Order is not applicable to the Company.

b) The company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.

iii) During the year the Company has not made any investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties. Therefore, the provisions of clause 3(iii) of the said Order are not applicable to the Company.

iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Act, with respect to the loans given, investments made, guarantees and securities given.

v) The Company has not accepted any deposits from the public within the meaning of the directives issued by the Reserve Bank of India, provisions of Section 73 to 76 of the Act, any other relevant provisions of the Act and the relevant rules framed thereunder. Accordingly, the provisions of clause 3(v) of the Order are not applicable to the Company.

vi) On the basis of available information and explanation provided to us, the Central Government has not prescribed maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013 read with Companies (Cost Records and Audit) Amendment Rules, 2014 dated December 31, 2014 to the current operations carried out by the Company. Accordingly, the provisions of clause 3(vi) of the Order are not applicable to the Company.

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

According to the information and explanations given to us following undisputed amounts payable in respect of Income tax, Sales tax, Service tax, duty of Customs, duty of Excise, Value Added Tax, Cess and other material statutory dues were in arrears as at 31st March, 2026 for a period of more than six months from the date they became payable:

Name of the Statute	**Nature of Dues**	**Amount (□ in Lakhs)**
Sales Tax Laws	Sales Tax Payable-Branch	1.4902
Sales Tax Laws	1% State Development Tax	0.0073
Sales Tax Laws	12%U.P. Trade Tax	2.8379
Sales Tax Laws	2.5%U.P. Trade Tax	0.0039
Sales Tax Laws	3% Central Sales Tax	0.0643
Sales Tax Laws	Sales Tax	0.0086
Sales Tax Laws	8% U.P. Trade Tax	0.0093
Sales Tax Laws	Turnover Tax	0.0069
Sales Tax Laws	Vat Collection 4%	0.0189
Central Excise Laws	Excise Duty from Amount Payable	82.60
Goods and Service Tax Laws	Goods and Service tax	25.5088
Income Tax Laws	Income Tax Deducted at Source	51.246
	Total	**164.8808**

(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	Tribunal (Appeal), Ghaziabad
	Sales Tax	1.41	1991-92	High Court
	Sales Tax	12.43	2007-08	Addl. Commissioner
Customs Law	Custom Duty	74.66	1982-83	Asst. Commissioner
	Custom Duty	19.39	2002-03	Appellate Tribunal
The Uttar Pradesh Water Supply and Sewerage (Amendment) Act, 1999	Water Tax	7.11	1997-98 & 1998-99	Additional Civil Judge
Central Excise Law	Excise Duty	115.75	1983-84	High Court
	Excise Duty	44.93	1994-97	
	Interest	6.56		
	Penalty	6.56		

Name of the Statute	Nature of Dues	Amount (In Lacs)	Period to which amount relates	Forum where dispute is pending
Income tax Act,1961	Non – Deduction of TDS Income Tax	107.71 109.84 64.50 34.60	2006-07 to 2008-09 2014-15 2003-04	High Court ITAT/ Commissioner (A) CPC CPC
Civil Suit	Trade payables	95.08	2008-09	Delhi High Court
Civil Suit	Trade payables	18.13	2009-10	District Court, Saket, Delhi

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

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

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

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

Further as per Debts Recovery Tribunal-II, Delhi an order dated 30 July, 2018, has been passed in favor of the company and directed PNB to accept ₹ 65 lakhs as outstanding principal of OTS plus ₹ 2,59,62,100/- as interest @10.25% as per revived OTS vide its letter dated July 02,2015 on delayed payment 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 ₹ 65 Lacs towards principal OTS and ₹ 2,59,62,100/- towards interest in term of the order of Debts Recovery Appellate Tribunal (DRAT), New Delhi. Further, the DRAT has reserved the order on 27.12.2018 in the said matter Further The Hon'ble Delhi High Court vide its order dated 24.10.2019, stayed the DRAT and NCLT proceedings filed by the PNB till the next date of hearing, as a result the company has not considered any liability in till its books in addition to the dues already settled as per DRT order dated 30th July, 2018.

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

Terms & conditions:

1) The proceeds of FDRs amounting to ₹ 65 lacs and ₹ 259.62 lacs kept with us will be appropriated simultaneously on conveying approval of revival of OTS.

2) ₹ 135 lacs will be deposited within one week of receipt of this sanction letter.

3) The party to undertake to pay commercial tax liability as demanded by the Commercial Tax Authority.

4) No Dues Certificate will be issued, Bank's charge on the security/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 ₹ 65 lacs plus delayed period interest of ₹ 259.62 lacs with the bank in terms of DRT & DRAT orders and further ₹ 135 lacs over and above original OTS amount deposited by the company in terms of revived OTS vide letter dated 25.03.2019 within one week of receipt of letter.

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

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

Further, PNB vide letter dated 04.05.2019 requested the company to submit No Dues Certificate from tax authorities after paying the commercial tax liability to bank for compliance of OTS Sanction within 3 days else OTS will be declared as failed. Since the company failed to reply to the same, PNB vide letter dated 04.07.2019 informed that the tax authorities have declared OTS revival as failed and PNB is resuming all recoveries as usual. Further, DRAT allowed appeal of PNB on 20.08.2019. The Company filed Writ Petition in the Delhi High Court against order of the DRAT. The Hon'ble Delhi High Court vide its order dated 24.10.2019, stayed the DRAT and NCLT proceedings filed by the PNB till the next date of hearing which was listed on 19th February, 2020. On 19th February, 2020 interim order dated 24th October, 2019 was made absolute during the pendency of the writ petition. The next date of hearing in this matter is 16 July 2026, further NCLT matter has been dismissed on the last date of hearing (22.09.2023) due to non-appearance on behalf of financial creditor (PNB), the matter has been dismissed for non -prosecution.

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

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

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

(b) According to the information and explanations given to us the Company has not been declared willful defaulter by any bank or financial institution or government or government authority.

(c) According to the information and explanations given to us and on the basis of our examination of the records the company has not been taken any term loan bank.

(d) According to the information and explanations given to us and on the basis of our examination of the records the company has not been taken any short-term loan.

(e) The company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.

(f) According to the information and explanations given to us the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.

x) a) The company did not raise any money by way of initial public offer or further public offer (including debt instruments). Accordingly, paragraph 3(x) of the Order is not applicable.

b) The company has not made any preferential allotment or private placement of shares or convertible debentures. Accordingly, paragraph 3(x) (b) of the Order is not applicable

xi) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.

xii) In our opinion and according to the information and explanation given to us, the Company is not a Nidhi Company. Accordingly, paragraph 3(xii) of the Order is not applicable.

xiii) In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.

xiv) (a) The company has no internal audit system commensurate with the size and nature of its business.

(b) The reports of the Internal Auditors for the period under audit were not provided by Management at the time of audit.

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

xvi) a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

b) The company has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (COR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934. Accordingly, paragraph 3(xv) (b) of the Order is not applicable.

c) The company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, paragraph 3(xv) (c) of the Order is not applicable.

xvii) The company has incurred cash loss in the financial year 2025-26 amounting to ₹ 51.05 Lacs and in the immediately preceding financial year amounting to ₹ 66.16 Lacs.

xviii) There has not been any resignation of the statutory auditors during the year.

xix) According to the information and explanations given to us and expected realisation of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, has come to our attention, which causes us to believe that material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged or not by the Company as and when they fall due.

xx) According to the information and explanations given to us and based on our examination of the records of the company second proviso to sub-section (5) of section 135 is not applicable on company. Accordingly, reporting under clause 3(xx) of the Order is not applicable for the year.

xxi) According to the information and explanations given to us reporting under clause 3(xxi) of the Order is not applicable for the year.

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

Sd/-
CA. Sunil Kumar Jha
Partner
Membership No.543805

Place : New Delhi
Date : May 29, 2026
UDIN : 26543805KTWXKC7326

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, 2026 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

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

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

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

Meaning of Internal Financial Controls Over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Qualified Opinion

In our opinion, to the best of our information and according to the explanations given to us except for the effects of the matter described in the basis of Qualified opinion of our report the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2026, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Basis for Qualified Opinion

Based on our examination, which include test checks, the company has used accounting software for maintaining its books of account for the financial year ended 31st March 2026 which do not has a feature of recording audit trail (edit log) facility.

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

Sd/-
CA. Sunil Kumar Jha
Partner
Membership No.543805

Place : New Delhi
Date : May 29, 2026
UDIN : 26543805KTWXKC7326

Statement on Impact of Audit Qualifications (for Audit Report with Modified Opinion) submitted alongwith Annual Standalone Audited Financial Results

	Statement on Impact of Audit Qualifications for the Financial Year ended March 31, 2026 [Under Regulation 33 / 52 of the SEBI (LODR) (Amendment) Regulations, 2016]			
I.	**Sl. No.**	**Particulars**	**Audited Figures (as reported before adjusting for qualifications) (In Lacs)**	**Adjusted Figures (audited figures after adjusting for qualifications) (In Lacs)**
	1	Turnover / Total Income	0	0
	2	Total Expenditure	51.05	109.10
	3	Net Profit/ (Loss)	(51.05)	(109.10)
	4	Earnings Per Share	(0.44)	(0.94)
	5	Total Assets	764.66	764.66
	6	Total Liabilities	9990.22	10048.27
	7	Net Worth	(9225.56)	(9283.61)
	8	Any other financial item(s) (as felt appropriate by the management)	-	-

II. **Audit Qualification (each audit qualification separately):**

a. **Details of Audit Qualification**: As per Annexure – I Attached.

b. **Type of Audit Qualification:** Qualified Opinion; As per Annexure – I Attached

c. **Frequency of qualification:** Repetitive; As per Annexure – I Attached

d. **For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views**: As per Annexure – I Attached

e. **For Audit Qualification(s) where the impact is not quantified by the auditor**:

As per Annexure – I Attached

(i) Management's estimation on the impact of audit qualification: As Per Annexure – I Attached

(ii) If management is unable to estimate the impact, reasons for the same: As per Annexure – I Attached

(iii) Auditors' Comments on (i) or (ii) above**:** As per Annexure – I Attached

III. Signatories

Managing Director	:	Sd/- **Manish Modi**
CFO	:	Sd/- **Vineet Kumar Thareja**
Audit Committee Chairman	:	Sd/- **Shashi Kant Ranjan**
Statutory Auditor	:	**For B. M. Chatrath & Co. LLP** **Chartered Accountants,** **FRN: E300025** Sd/- **CA. Sunil Kumar Jha** **Partner** **Membership No.543805**

Place: New Delhi

Date: May 29, 2026

Annexure I

Sl. No.	Audit Qualification	Frequency of Qualification i.e. since	Draw attention to relevant notes in the annual financial statements and management response to the qualification in the directors' report
1	(a) The Company has not provided interest of ₹ 1000.54 Lakhs up to March 31, 2008 on overdue amounts payable to a supplier resulting in understatement of liabilities and debit balance of reserve and surplus by ₹ 1000.54 Lakhs each, and (b) the amount of interest to be provided for in the books of account for the period April 1, 2008 to March 31, 2026 has not been ascertained.	Repetitive since 2006-07	Company is trying to negotiate with the supplier for one-time settlement of its dues and management is confident that the settlement of dues with the supplier below the principal amount may take place in the near future and consequently, there is no need to provide for the interest liability at this stage. *Refer Note 33 to the Financial Statements.*
2	The amount of interest to be provided for in the books of account, if any, for the period April 1, 2007 to March 31, 2026 to Small and Micro Enterprise has not been ascertained.	Repetitive since 2007-09	In view of the closure of manufacturing operations of the Fibre unit, this information is not available. *Refer Note 37 to the Financial Statements.*
3	During the year ended March 31, 2009, the Company has sold 65, 743sq.yds. of its vacant land at Modi Nagar for ₹ 1021.15 Lakhs (original cost 1.95 Lakhs) for which the approval of bank is pending.	Repetitive since 2007-09	Settlement of dues of all the banks has been made except Punjab National Bank whose matter is sub-judice before Hon'ble Delhi High Court. Further, the Company has obtained the prior approval during the year 2007-08 from the Industrial Department, Lucknow, Uttar Pradesh. *Refer Note 39 to the Financial Statements.*
4	During the year 2011-12, the Company has given physical possession of its vacant 59 (46 as on March 31, 2015) houses located at Modi Nagar, Uttar Pradesh to a lender i.e. Ashoka Mercantile Limited (AML), a related party, (balance outstanding of loan taken from AML as on March 31, 2015 as per books of account: secured loan 882.29 Lakhs and unsecured loan ₹ 1125.57 Lakhs) for use without any charges/ rent/security deposit and no lease rent agreement has been entered into with AML.	Repetitive since 2011-12	As stated in footnote in Annual Accounts, the Company has not been able to repay the loans taken from AML and temporary possession was allowed to it and most of the houses were repossessed during the year. *Refer Note 42 to the Financial Statements.*

	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.		
5	The Punjab National Bank (PNB) had approved one-time settlement of its outstanding dues of ₹ 1900 lakhs vide its approval letters dated April 02, 2014 and April 12, 2014 respectively. In terms of the settlement, OTS amount of ₹ 1710 lakhs (Net of upfront payment of ₹ 190 lakhs) was to be paid by the Company in four quarterly installments with interest during financial year 2014-15. However, the company was able to manage the payment of ₹ 630 lakhs up to March 31, 2015 and at the request of the Company, PNB condone the delay and revived the OTS vide its letter dated July 02, 2015 requiring the Company to make payment of residual OTS amount of ₹ 1270 lakhs by March 31, 2016 and total interest on OTS payment @ 10.25% (simple) by June 30, 2016. The Company has paid ₹ 1270 lakhs up to December 31st, 2018 along with interest of Rs 2,59,62,100/-. The company has already made provision of interest on account of delayed payment of OTS of Rs 94,43,358/- in their books up to 30th September 2018 and booked balance amount of interest in the quarter ending 31st December 2018. The Punjab National Bank has initiated the proceeding against the Company under section 7 of the Insolvency and Bankruptcy Code, 2016 before the NCLT, Allahabad Bench and other Proceeding before DRT-II and recovery Officer, DRT- II, New Delhi due to non-fulfillment of OTS Terms/conditions vide OTS letter dated July 02, 2015 issued by PNB. Further as per Debts Recovery Tribunal-II, Delhi an order dated 30 July, 2018, has been passed in favor of the Company and directed PNB to accept ₹ 65 lakhs as outstanding principal of OTS plus ₹ 259.62 lakhs as interest @10.25% as per revived OTS vide its letter dated July 02,2015 on delayed payment up to 15 March, 2018 which was later on accepted and paid by the Company in terms of the DRAT order. (a) During the pendency of the appeal, PNB has encashed the said amount of ₹ 65 Lakhs Towards principal OTS and ₹ 259.62 Lakhs 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 ₹ 459.62 lakhs on the following terms & conditions: Terms & conditions: 1) The proceeds of FDRs amounting to ₹ 65 lakhs and ₹ 259.62 lakhs kept with us will be appropriated simultaneously on conveying approval of revival of OTS. 2) ₹ 135 lakhs will be deposited within one week of receipt of this sanction letter. 3) The party to undertake to pay commercial tax liability as demanded by the Commercial Tax Authority. 4) No Dues Certificate will be issued, Bank's charge on the security/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).	Repetitive since 2011-12	The Company has already deposited balance of OTS amount of ₹ 65 Lacs plus delayed period interest if ₹ 259.62 Lacs with the bank in terms of DRT & DRAT orders and further ₹ 135 Lacs over and above original OTS amount deposited by the Company in terms of revived OTS letter dated 25.03.2019 within one week of receipt of letter. 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 has filed Writ Petition in the Delhi High Court against order of the DRAT and stay order has been passed in favour of the Company by Hon'ble High Court of Delhi on 24.10.2019. The aforesaid matter is sub-judice before the Hon'ble High Court of Delhi. The Company is also in the process of taking NOC from Commercial Tax Department and the matter of commercial tax is also sub-judice before the Hon'ble High Court of Allahabad for Arguments. *Refer Note 40 to the Financial Statements.*

	The Company has already deposited balance of OTS amount of ₹ 65 lakhs plus delayed period interest of ₹ 259.62 lakhs with the bank in terms of DRT & DRAT orders and further ₹ 135 lakhs over and above original OTS amount 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 lakhs out of Commercial Tax liability of Rs 183.90 lakhs along with interest of Rs 3.07 lakhs 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 19thFebruary, 2020 interim order dated 24th October, 2019 was made absolute during the pendency of the Writ Petition. The next date of hearing in this matter is 16 July 2026, further NCLT matter has been dismissed on the last date of hearing (22.09.2023) due to non-appearance on behalf of financial creditor (PNB), the matter has been dismissed for non-prosecution. (b) The outstanding liability in the books of the Company is higher than the OTS amount by ₹ 183.90 lakhs and in the absence of any documentary evidences from the management as well as PNB, we are unable to quantify the amount of interest on the amount of ₹183.90 lakhs; the amount of ₹183.90 lakhs are over and above the loan amount on account of the sales tax liability on PNB on account of the auction held by the bank for old plant and machinery of the Company. The above matter is sub-judice before Hon'ble High Court of Allahabad for further hearing.		
6	Balance confirmation certificates were not obtained by the Company from creditors, loans and advances given/receives, 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.	Repetitive since 2007-09	After the closure of manufacturing operations, the Company has not obtained balance confirmations as most of the accounts are in-operative. *Refer Note 34 to the Financial Statements.*

<table>
<tr>
<td>7</td>
<td>(a) The amounts paid by the Ashoka Mercantile Limited (AML), a related party, to Abu Dhabi Commercial Bank (ADCB) on account of One Time Settlement (OTS) of dues of the bank was accounted for in the books of the Company to the extent of OTS amount paid to the ADCB by AML and the balance amount of ₹ 153.92 Lakhs is still lying unallocated under unsecured loans in view of pending successful implementation of OTS of the dues of PNB as the settlement of assigned dues with AML is linked to the OTS of dues with PNB.

(b) The amount paid to Karnataka Bank by Ashoka Mercantile Limited (AML), a related party, during the year ended March 31, 2012, on account of OTS of dues of the bank was accounted for in the books of the Company to the extent of OTS amount paid to the Karnataka Bank by AML and the balance amount of ₹339.20 Lakhs is still lying unallocated under unsecured loans in view of pending successful implementation of OTS of the dues of PNB as the settlement of dues with AML is linked to the OTS of dues with PNB.

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

The effect if any, on the income/expenditure of the Company on final OTS with PNB cannot be ascertained.</td>
<td>Repetitive since 2011-12</td>
<td>PNB vide its letter dated 04.07.2019 informed that the tax authorities have declared OTS revival as failed.

The Company has filed Writ Petition in the Delhi High Court against order of the DRAT and stay order has been passed in favour of the Company. The aforesaid matter is sub-judice before the Hon'ble High Court of Delhi.

Refer Note 40 to the Financial Statements.</td>
</tr>
<tr>
<td>8.</td>
<td>(a) 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. Following undisputed amounts payable in respect of Income tax, Sales tax, Goods and Services Tax, Service tax, duty of Customs, duty of Excise, Value Added Tax, Cess and other material statutory dues were in arrears as at March 31, 2026 for a period of more than six months from the date they became payable:
<table>
<tr><th>Name of the Statute</th><th>Nature of Dues</th><th>Amount (₹ in Lakhs)</th></tr>
<tr><td>Sales Tax Laws</td><td>Sales Tax Payable-Branch</td><td>1.4902</td></tr>
<tr><td>Sales Tax Laws</td><td>1% State Development Tax</td><td>0.0073</td></tr>
<tr><td>Sales Tax Laws</td><td>12%U.P. Trade Tax</td><td>2.8379</td></tr>
<tr><td>Sales Tax Laws</td><td>2.5%U.P. Trade Tax</td><td>0.0039</td></tr>
<tr><td>Sales Tax Laws</td><td>3% Central Sales Tax</td><td>0.0643</td></tr>
<tr><td>Sales Tax Laws</td><td>Sales Tax</td><td>0.0086</td></tr>
<tr><td>Sales Tax Laws</td><td>8% U.P. Trade Tax</td><td>0.0093</td></tr>
<tr><td>Sales Tax Laws</td><td>Turnover Tax</td><td>0.0069</td></tr>
<tr><td>Sales Tax Laws</td><td>Vat Collection 4%</td><td>0.0189</td></tr>
<tr><td>Central Excise Laws</td><td>Excise Duty from Amount Payable</td><td>82.60</td></tr>
<tr><td>Goods and Service Tax Laws</td><td>Goods and Service Tax</td><td>26.5088</td></tr>
<tr><td>Income Tax Laws</td><td>Income Tax Deducted at Source</td><td>51.246</td></tr>
<tr><td></td><td>Total</td><td>164.8808</td></tr>
</table>
(b) 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:</td>
<td></td>
<td>8(a)Company is in negotiation with the Various Statutory Authorities for settlement of these dues and the matter is progressing well and management is confidence that the settlement of dues will take place in the near future. Few of these dues are negligible in nature except Payable under Excise and TDS.

8(b) These disputed Statutory dues have been pending before various Forum and the matter is progressing well and management is confident that the settlement of dues may take place in the near future in favor of Company.</td>
</tr>
</table>

<table>
<tr>
<td></td>
<td>The Following are the particulars of above Dues on account of Sales Tax, duty of Excise, duty of Customs, Water Tax and Income Tax as at March 31, 2026 that have been disputed by the Company in Appeals pending before the Appellate Authorities
<table>
<tr><th>Name of the Statute</th><th>Nature of Dues</th><th>Amount (In Lacs)</th><th>Period to which amount relates</th><th>Forum where dispute is pending</th></tr>
<tr><td>Sales Tax Laws</td><td>Sales Tax</td><td>94.22
1428.88
1010.75</td><td>2004-05
2005-06
2006-07</td><td>Tribunal, Ghaziabad</td></tr>
<tr><td>Sales Tax Laws</td><td>Sales Tax</td><td>1.41</td><td>1991-92</td><td>High Court</td></tr>
<tr><td>Sales Tax Laws</td><td>Sales Tax</td><td>12.43</td><td>2007-08</td><td>Addl. Commissioner</td></tr>
<tr><td>Customs Law</td><td>Custom Duty</td><td>74.66</td><td>1982-83</td><td>Asst. Commissioner</td></tr>
<tr><td></td><td>Custom Duty</td><td>19.39</td><td>2002-03</td><td>Appellate Tribunal</td></tr>
<tr><td>The Uttar Pradesh Water Supply and Sewerage (Amendment) Act, 1999</td><td>Water Tax</td><td>7.11</td><td>1997-98 & 1998-99</td><td>Additional Civil Judge</td></tr>
<tr><td>Central Excise Law</td><td>Excise Duty</td><td>115.75</td><td>1983-84</td><td>High Court</td></tr>
<tr><td></td><td>Excise Duty</td><td>44.93</td><td>1994-97</td><td></td></tr>
<tr><td></td><td>Interest</td><td>6.56</td><td></td><td></td></tr>
<tr><td></td><td>Penalty</td><td>6.56</td><td></td><td></td></tr>
<tr><td>Income tax Act,1961</td><td>Non – Deduction of TDS</td><td>107.71
109.84</td><td>2006-07 to 2008-09</td><td>High Court ITAT/ Commissioner (A)</td></tr>
<tr><td></td><td>Income Tax</td><td>64.50</td><td>2014-15</td><td>CPC</td></tr>
<tr><td></td><td>Income Tax</td><td>34.60</td><td>2003-04</td><td>CPC</td></tr>
<tr><td>Civil Suit</td><td>Trade payables</td><td>95.08</td><td>2008-09</td><td>Delhi High Court</td></tr>
<tr><td>Civil Suit</td><td>Trade payables</td><td>18.13</td><td>2009-10</td><td>District Court, Saket, Delhi</td></tr>
</table>
</td>
<td></td>
<td>Refer Note 33 to the Financial Statements.</td>
</tr>
<tr>
<td>9.</td>
<td>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 ₹ 44.93 lakhs
b. Amount of interest of ₹ 6.56 lakhs
c. Amount of penalty of ₹ 6.56 lakhs

for the period from 1994 to 1997.

The Company has not made provision of the said amount & further interest thereon in its books till March 31, 2026 due to which profit is understated by ₹ 58.04 Lakhs 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.</td>
<td></td>
<td>The Company has filed the appeal against the order of commissioner Central Excise & Service Tax, Ghaziabad before the CESTAT, Allahabad and said matter is pending for further hearing before Tribunal.

Refer Note 33 to the Financial Statements.</td>
</tr>
<tr>
<td>10</td>
<td>The Company has 15% redeemable cumulative preference shares of Rs 100 each. Preference shares due for redemption since 31st March 1996.</td>
<td>Repetitive</td>
<td>Company has 15% redeemable preference shares of Rs 100 each preference shares due for redemption since 31st March, 1996 but not redeemed till date as per the earlier order of the High Court and later closure of operations of the Fibre unit of the Company in the year 2007 to till date and non-implementation of Agreement/Scheme by the Indofil Industries Limited.</td>
</tr>
</table>

Sd/-	Sd/-	Sd/-	Sd/-
Sunil Kumar Jha	**Manish Modi**	**Vineet Kumar Thareja**	**Shashi Kant Ranjan**
Statutory Auditors	**Chairman & Managing Director**	**Chief Financial Officer**	**Audit Committee Chairman**

Place: New Delhi

Dated: May 29, 2026

Statement of Assets and Liabilities

As at March 31, 2026

(₹ in Lakhs)

	Particulars	Note	Audited As at 31.03.2026	Audited As at 31.03.2025
	ASSETS			
(1)	**Non - current assets**			
	(a) Property, plant and equipment		-	-
	(b) Other intangible assets		-	-
	(c) Capital work - in - progress	4	1.73	1.73
	(d) Investment Property		-	-
	(e) Financial assets			
	(i) Investments	5	0.44	0.44
	(ii) Trade receivables		-	-
	(iii) Loans	6	83.12	83.12
	(iv) Others		-	-
	(f) Deferred tax assets (net)		-	-
	(g) Other non - current assets	7	72.98	72.98
			158.27	**158.27**
(2)	**Current assets**			
	(a) Inventories		-	-
	(b) Financial assets			
	(i) Trade receivables		-	-
	(ii) Cash and cash equivalents	8	0.59	0.56
	(iii) Bank Balances	9	5.00	4.04
	(iv) Loans		-	-
	(v) Others	10	512.52	513.65
	(c) Current tax assets (net)	11	0.32	0.32
	(d) Other current assets	12	87.96	87.96
			606.40	**606.52**
	Total Assets		**764.66**	**764.79**
	EQUITY AND LIABILITIES			
	EQUITY			
	(a) Equity share capital	3 (A)	1157.67	1157.67
	(b) Other equity	3 (B)	-10383.23	-10332.18
			-9225.56	**-9174.51**
	LIABILITIES			
(1)	**Non - current liabilities**			
	(a) Financial liabilities			
	(i) Borrowings	14	725.15	725.15
	(ii) Trade payables		-	-
	(iii) Other financial liabilities	15	1847.07	1847.07
	(b) Provisions	16	10.61	10.61
	(c) Other non-current liabilities	17	227.11	227.11
			2809.95	**2809.96**
(2)	**Current liabilities**			
	(a) Financial liabilities			
	(i) Borrowings	18	3859.88	3784.21
	(ii) Trade payables	19	2451.03	2451.07
	(iii) Other financial liabilities	20	229.73	256.32
	(b) Other current liabilities	21	553.85	551.97
	(c) Provisions	22	85.78	85.78
			7180.27	**7129.34**
	Total Equity & Liabilities		**764.66**	**764.79**

STATEMENT OF PROFIT & LOSS

For the Year ended March 31, 2026

(₹ in Lakhs)

	Particulars	Note	For the year ended 31.03.2026	For the year ended 31.03.2025
I	Revenue from operations		-	-
II	Other income	23	-	4.82
III	**Total income (I + II)**		**-**	**4.82**
IV	Expenses:			
	Employee benefits expenses	24	27.00	28.49
	Finance costs	25	-	-
	Depreciation and amortization expenses	26	-	-
	Other expenses	27	24.05	42.49
	Total expenses (IV)		**51.05**	**70.98**
V	**Profit / (loss) before exceptional items and tax (III - IV)**		(51.05)	(66.16)
VI	Exceptional items	28	-	-
VII	**Profit / (loss) before tax (V - VI)**		**(51.05)**	**(66.16)**
VIII	Tax expense			
	(1) Current tax		-	-
	(2) Deferred tax		-	-
	(3) Income tax pertaining to earlier years		-	-
	(4) MAT Credit		-	-
			-	-
IX	**Profit / (loss) from continuing operations (VII - VIII)**		(51.05)	(66.16)
X	Profit / (loss) from discontinued operations		-	-
XI	Tax expense of discontinued operations		-	-
XII	**Profit / (loss) from discontinued operations (after tax) (X - XI)**		(51.05)	(66.16)
XIII	**Profit / (loss) for the period (IX + XII)**		(51.05)	(66.16)
XIV	Other comprehensive income			
	A (i) Items that will not be reclassified to profit or loss		-	-
	(ii) Income tax relating to items that will not be reclassfied to profit or loss		-	-
	B (i) Items that will be reclassified to profit or loss		-	-
	(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
			-	-
XV	**Total comprehensive income for the period (XIII + XIV)**		(51.05)	(66.16)
XVI	**Earnings per equity share (for continuing operations)**			
	(1) Basic (in ₹)	29	(0.44)	(0.57)
	(2) Diluted (in ₹)	29	(0.44)	(0.57)
XVII	**Earnings per equity share (for discontinued & continuing operations)**			
	(1) Basic (in ₹)	29	(0.44)	(0.57)
	(2) Diluted (in ₹)	29	(0.44)	(0.57)

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

For & on behalf of Board of Directors

CA Sunil Kumar Jha
Partner
Membership No. : 543805

Manish Modi
Chairman & Managing Director
DIN 00030036

Aditee Modi
Director
DIN 00030120

Place : New Delhi
Dated : May 29, 2026
UDIN : 26543805KTWXKC7326

Vineet Kumar Thareja
CFO & Company Secretary

CASH FLOW STATEMENT

for the year ended March 31, 2026

(₹ in Lakhs)

Particulars		For the year ended on March 31,2026	For the year ended on March 31,2025
A. Cash Flow from operating activities			
Net Profit before tax		(51.05)	(66.16)
Adjustments for :			
Depreciation (Net)		-	-
Exceptional Item		-	-
(Profit)/Loss on sale of Fixed Assets		-	-
Interest Received		-	-
Interest Expenses		-	-
Prior Period Error		-	-
Miscellaneous Income		-	4.82
Operation profit before working capital changes		**(51.05)**	**(61.34)**
Working Capital Adjustment:			
Increase/(Decrease) in Financial Assets (others)		1.13	0.17
Increase/(Decrease) in Current Tax Asset		-	-
Increase/(Decrease) in Other Current Assets		-	-
Increase/(Decrease) in Borrowings		75.67	28.20
Increase/(Decrease) in Trade Payables		(0.03)	0.61
Increase/(Decrease) in Other Financial Liabilities		(26.59)	28.82
Increase/(Decrease) in Other Current Liabilities		1.89	7.63
Increase/ (Decrease) in Provisions		-	-
Net Cash generated from operations		**1.01**	**4.08**
Direct taxes paid			
Net cash from operating activities	**(A)**	**1.01**	**4.08**

(₹ in Lakhs)

Particulars		For the year ended on March 31,2026	For the year ended on March 31,2025
B. Cash flow from investing activities			
Purchase of Intangible Asset		-	-
Capital WIP		-	-
Other non - Current Assets		-	-
Interest Income		-	-
Compensation Received		-	-
Sale of Fixed Assets		-	-
Miscellaneous Income		-	(4.82)
Net cash used in investing activities	**(B)**	**-**	**(4.82)**
C. Cash flow from financing activities			
Repayment from long-term borrowings		-	-
Loans and Advances		-	-
Payment for OTS		-	-
Proceeds from Issue of Equity Shares		-	-
Interest paid		-	-
Net cash used in financing activities	**(C)**	**-**	**-**
Net increase in cash & cash equivalent (A+B+C)		**1.01**	**(0.73)**
Cash and Cash equivalents as at 01.04.2024 (Opening Balance)		4.59	5.32
Cash and Cash equivalents as at 31.03.2025 (Closing balance)		**5.59**	**4.59**

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

For & on behalf of Board of Directors

CA Sunil Kumar Jha
Partner
Membership No. : 543805

Manish Modi
Chairman & Managing Director
DIN 00030036

Aditee Modi
Director
DIN 00030120

Place : New Delhi
Dated : May 29, 2026
UDIN : 26543805KTWXKC7326

Vineet Kumar Thareja
CFO & Company Secretary

NOTES TO FINANCIALS STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

Significant Accounting Policies Forming Part of the Financial Statements for the year ended March 31, 2026.

Note No. 1: Corporate Information

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

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

These financial statements were approved and adopted by board of directors of the Company in their meeting dated May 29, 2026.

Registration details:
CIN No.: L65993UP1965PLC003082
State code: UP

Note No. 2: Significant Accounting Policies

a) Basis of Preparation

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

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

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

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

b) Use of Estimates

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

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

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

c) Property, plant and equipment

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

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

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

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

d) Depreciation and amortization

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

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

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

e) Lease

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

Right of Use Assets

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

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

Lease Liabilities

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

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

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

Short-term Leases and leases of low-value assets

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

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

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

f) Intangible Assets

Capital expenditure on purchase and development of identifiable assets without physical substance is recognized as intangible assets in accordance with principles given under Ind AS-38 – Intangible assets.

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

g) Cash and cash equivalents

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

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

h) Earnings per share

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

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

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

General

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

Contingent liability is disclosed in the case of:

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

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

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

Contingent assets

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

j) Income Taxes

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

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

Deferred Tax

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

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

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

k) Non-current assets held for sale

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

l) Revenue Recognition

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

i) 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.

ii) 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 capitalized during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale. All other borrowing costs not eligible for capitalization are expensed in the period in which they are incurred.

n) Employee Benefits

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

o) Financial Instruments

i. Initial Recognition

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

Subsequent Measurement

Non-derivative financial instruments

➢ **Financial assets carried at amortised cost-debt**

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

➢ **Financial assets at fair value through other comprehensive income-debt**

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

➢ **Financial assets at fair value through profit or loss-debt**

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

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

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

➢ **Financial assets at fair value through profit or loss-equity**

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

➢ **Financial guarantee contracts**

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind-AS 109 and the amount recognised less cumulative amortisation.

➢ **Impairment of Financial assets**

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

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

➢ **Investment in subsidiaries/associates/joint ventures**

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

➢ **Cash and cash Equivalents**

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

➢ **Financial liabilities**

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

ii. Derecognition

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

iii. Reclassification of financial assets

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

iv. Offsetting of financial instruments

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

v. Current and Non-current Classification

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

p) Critical accounting estimates, assumptions and judgements

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

i) Property, plant and equipment

On transition to IND AS, the Company has adopted optional exemption under IND AS 101 for considering carrying cost as deemed cost on the date of transition for property, plant and equipment.

ii) Income taxes

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

iii) Contingencies

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

NOTE 3 : (A) EQUITY SHARE CAPITAL

(1) CURRENT REPORTING PERIOD (AS AT MARCH 31, 2026)

(₹ in Lakhs)

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

(2) PREVIOUS REPORTING PERIOD (AS AT MARCH 31, 2025)

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

(B) OTHER EQUITY
(1) CURRENT REPORTING PERIOD (AS AT MARCH 31, 2026)

Particulars	Share Application Money Pending Allotment	Equity component of compound financial instruments	Reserves and Surplus				Items of other comprehensive income						Money Received against share warrants	Total
			Capital reserve	Securities Premium	General Reserve	Retained earnings	Debt instruments through other comprehensive income	Equity instruments through other comprehensive income	Effective portion of cash flow hedges	Revaluation Surplus	Exchange differences on translating the financial statements of a foreign operation	Other items of other comprehensive income (specify nature)		
Balance at the beginning of the current reporting period As at 01.04.2025	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Opening Ind AS as Adjustment	-	-	21.80	-	158.84	(10,512.82)	-	-						(10,332.18)
Changes in accounting policy	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Prior period errors	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Restated balance at the beginning of the current reporting period as at 01.04.2025	-	-	21.80	-	158.84	(10,512.82)	-	-	-	-	-	-	-	(10,332.18)
Total comprehensive income for the current year	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Dividends	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Profit of the period	-	-	-	-	-	(51.05)	-	-	-	-	-	-	-	(51.05)
Changes in accounting policy	-	-	-	-	-	-	-	-	-	-	-		-	-
Additions during the period	-	-	-	-	-		-	-	-	-	-		-	-
Transfer to revaluation reserve	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Adjusted against depreciation	-	-	-	-	-		-	-	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Deletion during the period	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Balance at the end of the current reporting period As at 31.03.2026	**-**	**-**	**21.80**	**-**	**158.84**	**(10,563.87)**	**-**		**-**	**-**	**-**	**-**	**-**	**(10,383.23)**

(2) PREVIOUS REPORTING PERIOD (AS AT MARCH 31, 2025)

(₹ in Lakhs)

Particulars	Share Application Money Pending Allotment	Equity component of compound financial instruments	Reserves and Surplus				Items of other comprehensive income						Money Received against share warrants	Total
			Capital reserve	Securities premium	General Reserve	Retained earnings	Debt instruments through other comprehensive income	Equity instruments through other comprehensive income	Effective portion of cash flow hedges	Revaluation Surplus	Exchange differences on translating the financial statements of a foreign operation	Other items of other comprehensive income (specify nature)		
Balance at the beginning of the current reporting period As at 01.04.2024	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Opening Ind AS as Adjustment	-	-	21.80	-	158.84	(10,446.66)	-	-						(10,266.01)
Changes in accounting policy	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Prior period errors	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Restated balance at the beginning of the current reporting period as at 01.04.2024	-	-	21.80	-	158.84	(10,446.66)	-	-	-	-	-	-	-	(10,266.01)
Total comprehensive income for the current year	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Dividends	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Profit of the period	-	-	-	-	-	(66.16)	-	-	-	-	-	-	-	(66.16)
Changes in accounting policy	-	-	-	-	-	-	-	-	-	-	-		-	-
Additions during the period	-	-	-	-	-		-	-	-	-	-		-	-
Transfer to revaluation reserve	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Adjusted against depreciation	-	-	-	-	-		-	-	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Deletion during the period	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Balance at the end of the current reporting period As at 31.03.2025	**-**	**-**	**21.80**	**-**	**158.84**	**(10,512.82)**	**-**		**-**	**-**	**-**	**-**	**-**	**(10,332.18)**

NOTE 4 : PROPERTY, PLANT & EQUIPMENT

(₹ in Lakhs)

Particulars	Tangible Assets			Intangible assets (B)		Capital Work in Progress
	Office Equipment	Vehicle	Total (A)	Softwares -brought out	Total intangible Assets (B)	
Gross Block						
As at 31.03.2025	2.07	-	2.07	-	-	1.73
Acquired during the year	-					
Charge for the year	-					
Disposals	-					
As at 31.03.2026	-	-	-			
Depreciation						
As at 31.03.2025	2.07	-	2.07	-	-	-
Charge for the year	-	-	-	-	-	-
Disposals	-	-	-	-	-	-
As at 31.03.2026	-	-	-	-	-	-
Net Block						
As at 31.03.2025	-	-	-	-	-	1.73
As at 31.03.2026	-	-	-	-	-	1.73

NOTE 5 : NON- CURRENT INVESTMENTS

(₹ in Lakhs)

Particulars	As At March 31, 2026		As At March 31, 2025	
Investments in Equity Instruments				
(i) Quoted :(At cost less provision for diminution in value)				
Equity Shares Fully Paid up of ₹ 10 each				
Nil (March 31, 2017 : 3,91,598) Lords Chloro Alkali Limited				
Less : Provision for Diminution in Value		-		-
2,000,000 (March 31, 2017 : 2,000,000) Spark Plugs Company (India) Limited	150.00		150.00	
Less : Provision for Diminution in Value	150.00	-	150.00	-
75,632 (March 31, 2017 : 75,632) Modi Spinning & Weaving Mills Co. Limited (Refer Note 3 below)		0.00		0.00
5,580 (March 31, 2017 : 5,580) Modi Industries Limited (Refer Note 3 below)		-		-
1,000 (March 31, 2017 : 1,000) J. K. Synthetics Limited		0.02		0.02
640 (March 31, 2017 : 640) Century Enka Limited		0.04		0.04
225 (March 31, 2017 : 225) Garware Nylons Limited		0.02		0.02
28 (March 31, 2017 : 28) Shree Synthetics Limited		0.01		0.01
(ii) Unquoted : At Cost				
(a) Investment in Equity Shares				
3,460 (March 31, 2017 : 3,460) Modi Intercontinental Private Limited		0.35		0.35
15,126 (March 31, 2017 : 15,126) Haryana Distliery Limited (Refer Note 2 and 3 below)		0.00		0.00
15,126 (March 31, 2017 : 15,126) Rajputana Fertilizer Limited (Refer Note 2 and 3 below)		0.00		0.00
(b) Investment in preference shares				
165 (March 31, 2017 : 165) shares of ₹ 100 each fully paid up in Modi Spinning & Weaving Mills Co. Limited		0.00		0.00
(c) Investment in debentures or bonds :				
Non-Convertible Debentures of ₹ 200 each (12.5% Redeemable Non-Convertible) 328 (March 31, 2017 : 328) Modi Industries Limited		0.00		0.00
		0.44		**0.44**
Carrying amount of quoted investments		0.09		0.09
Carrying amount of unquoted investments		0.35		0.35
Aggregate provision for dimunition in value of investments		150.00		150.00

Notes:-

1. Aggregate Market Value is exclusive of these investments in view of non-availability of Current Market rates.
2. In view of Rehabilitation Scheme of Modi Spinning & Weaving Mills Co. Ltd. (MSWM), the Company was alloted free of cost 15,126 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 orignal cost of ₹ 1 has been allocated on notional basis among MSWM, HDL, RFL shares of HDL are yet to be received by the Company.
3. 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, 2026	As at 31 March, 2025
Security Deposits		
- Secured, considered good	-	-
- Unsecured, considered good	72.39	72.39
- Doubtful	-	-
Loans to related parties		
- Secured, considered good		
- Unsecured, considered good	-	-
- Doubtful	-	-
Other		
- Unsecured, considered good	10.73	10.73
- Doubtful	61.40	61.40
- Provision for Doubtful Loans	-61.40	-61.40
Total	**83.12**	**83.12**

NOTE 7 : OTHER NON CURRENT ASSETS

Particulars	As at 31 March, 2026	As at 31 March, 2025
Advances for Land -		
- Land holding companies (Related Parties):		
-- Considered good	14.48	14.48
-- Doubtful	110.88	110.88
-- Provision for doubtful advances	(110.88)	(110.88)
Others: Balance with Bank held as margin money against guarantees	58.40	58.40
Other assets		
Fixed Deposit booked	0.10	0.10
Total other assets	**72.98**	**72.98**

NOTE 8 : CASH & CASH EQUIVALENTS

Particulars	As at 31 March, 2026	As at 31 March, 2025
Balances with banks		
- in Current Accounts	0.110	0.075
Cash on hand	0.47	0.47
Others: Silver Coin	0.01	0.01
Total	**0.59**	**0.56**

NOTE 9 : BANK BALANCES

Particulars	As at 31 March, 2026	As at 31 March, 2025
Other Bank Balances	5.00	4.04
Total	**5.00**	**4.04**

NOTE 10 : OTHER CURRENT FINANCIAL ASSETS

Particulars	As at 31 March, 2026	As at 31 March, 2025
Considered good:		
- Fixed Assets Held for Disposal	230.88	230.88
- Advances Recoverable in cash or kind (Related Party)	63.88	63.88
- Advances to Employee	0.80	0.80
- Other Advances	34.78	34.78
- Interest accrued on fixed deposits	4.85	4.85
- Income Accured on Commisssion / Brokerage	-	-
- Other Payables	177.32	178.45
Doubtful:		
- Advance against Share Purchase	9.33	9.33
- Provision for Doubtful Advances	(9.33)	(9.33)
Total	**512.52**	**513.65**

NOTE 11 : CURRENT TAX ASSETS (NET)

(₹ in Lakhs)

Particulars	As at 31 March, 2026	As at 31 March, 2025
TDS	0.32	0.32
Total	**0.32**	**0.32**

NOTE 12 : OTHER CURRENT ASSETS

Particulars	As at 31 March, 2026	As at 31 March, 2025
Prepaid Expenses	-	-
Advances to Suppliers/Contractors	(0.01)	(0.01)
Balance with Statutory Authorities	451.01	451.01
Provision for Doubtful Loans and Advances	(363.04)	(363.04)
Total other current assets	**87.96**	**87.96**

NOTE 13 : SHARE CAPITAL

Particulars	As at 31 March, 2026	As at 31 March, 2025
Authorised Share Capital		
2,00,00,000 Equity shares of ₹10/- each	2,000.00	2,000.00
5,00,000 Preference shares of ₹100/- each	500.00	500.00
	2,500.00	**2,500.00**
Issued, Subscribed & Paid-up Shares		
Equity Share Capital		
1,15,76,689 Equity Shares of ₹10/- each fully paid-up	1,157.67	1,157.67
Preference Share Capital		
71,792 15% Redeemable Cumulative		
Preference shares of ₹100/- each fully paid up	71.79	71.79
Total Issued, Subscribed & Paid-up Capital	**1,229.46**	**1,229.46**

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

(Amount ₹ in Lakhs)

	March 31, 2026		March 31, 2025	
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	**11,576,689**	**1,157.67**	**11,576,689**	**1,157.67**

b. Terms/rights attached to preference shares

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

c. Shareholding of Promoters

Shares held by promoters at the end of year

Particulars	March 31, 2026		March 31, 2025	
	No.of shares	**% holding**	**No.of shares**	**% holding**
Daisy Investment Pvt. Ltd.	769,229	6.64%	769,229	6.64%
Modi Industries Limited	700,000	6.05%	700,000	6.05%
Ashoka Mercantile Limited	1,822,162	15.74%	1,822,162	15.74%
Modi Intercontinental Pvt. Ltd.	3,785,277	32.70%	3,785,277	32.70%
Ginni Devi Modi	2,524	0.02%	2,524	0.02%
M.K Modi	211	0.00%	211	0.00%
Veena Modi	259,925	2.25%	259,925	2.25%
Manish Modi	39,339	0.34%	39,339	0.34%
Aditee Modi	5,448	0.05%	5,448	0.05%
Ruchika Modi	5,458	0.05%	5,458	0.05%
Mahendra Kumar Modi (HUF)	28,302	0.24%	28,302	0.24%

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

Particulars	March 31, 2026		March 31, 2025	
	No.of shares	% holding	No.of shares	% holding
Daisy Investment Pvt. Ltd.	769,229	6.64%	769,229	6.64%
Albula Investment Fund Ltd.	689,940	5.96%	691,167	5.97%
UP State Industrial Development Authority	1,301,974	11.25%	1,301,974	11.25%
Ashoka Mercantile Limited	1,822,162	15.74%	1,822,162	15.74%
Modi Intercontinental Pvt. Ltd.	3,785,277	32.70%	3,785,277	32.70%
Modi Industries Limited	700,000	6.05%	700,000	6.05%

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

Particulars	March 31, 2026		March 31, 2025	
	No.of shares	% holding	No.of shares	% holding
Smt. Veena Modi	3,856	5.37%	3,856	5.37%
Tanay Welfare Trust	6,133	8.54%	6,133	8.54%
Rakesh Kumar Modi	4,238	5.90%	4,238	5.90%

f. Arrears of Dividend on Redeemable Convertible Cumulative Preference Shares for the period from April 1, 1998 to March 31, 2026 amounts to ₹ 251.50 Lakhs, excluding Tax on Distributed Profits, if any.

NOTE 14 : NON CURRENT BORROWINGS

(₹ in Lakhs)

Particulars	As at 31 March, 2026	As at 31 March, 2025
A. Secured		
a. Term Loan From		
i. Banks	-	-
ii. Banks - Vehicle Loan	-	-
iii. Corporate Bodies- Equipment Loans	-	-
iv. Corporate Bodies/Financial Institutions	-	-
	-	**-**
B. Unsecured		
Loans from related parties*	725.15	725.15
Liability component of compound financial instruments	-	-
Other loans (specify nature)	-	-
Vehicle Loan	-	-
Total	**725.15**	**725.15**
b. Loan From Corporate Bodies	-	-
Total	**725.15**	**725.15**

NOTE 15 : OTHER NON CURRENT FINANCIAL LIABILITIES

Particulars	As at 31 March, 2026	As at 31 March, 2025
Security Deposits Received against Houses	1,783.59	1,783.59
Security Deposit received from Others	63.48	63.48
Total	**1,847.07**	**1,847.07**

NOTE 16 : NON CURRENT PROVISIONS

Particulars	As at 31 March, 2026	As at 31 March, 2025
Provision for employee benefits		
- Gratuity	6.44	6.44
- Leave Encashment	4.17	4.17
Total	**10.61**	**10.61**

NOTE 17 : OTHER NON CURRENT LIABILITIES

(₹ in Lakhs)

Particulars	As at 31 March, 2026	As at 31 March, 2025
Security Deposits		
Security Deposits Received against Property	211.96	211.96
Security Deposits Received against Sale of Plot	2.17	2.17
Advance Rent	12.98	12.98
Total	**227.11**	**227.12**

NOTE 18 : CURRENT BORROWINGS

Particulars	As at 31 March, 2026	As at 31 March, 2025
Secured		
Loans repayable on demand-from PNB	183.90	183.90
From Bank Term loans-Vehicle Loan	-	-
From Related Party	157.13	157.13
Bank Overdraft	-	-
Unsecured-		
Related Party	3,447.05	3,371.39
Others: Liability on account of Preference shares	71.79	71.79
	3,859.88	**3,784.21**

1) Cash Credit/WCDL from banks and loan from Ashoka Mercantile Limited and Modi Intercontinental Private Limited are secured by charge by way of pari passu charge on block assets of the Company.

2)(a) Cash Credit/Working Capital Demand Loans (including interest Accrued and Due) taken from Punjab National Bank was out of order and classified by Bank as Non-Performing Assets since calender year 2007. Also Company has defaulted into the loan repayment amount of ₹ 65 Lakhs excluding interest. (Refer note 40)

(b) The Punjab National Bank issued notice to the Company under section 13(2) of the Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 (SARFAESI) for the recovery of its dues and has also issued notice under section 13(4) of the SARFAESI to the Company for taking possession of the secured assets of the Company.

(c) Borrowings from related parties includes loan from Ashoka Merchantile Limited, Status Mark Finvest Limited and Modi Intercontinental Private Limited.

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

NOTE 19 : TRADE PAYABLES

Particulars	As at 31 March, 2026	As at 31 March, 2025
Sundry Creditors	4.85	4.88
Amount due to others	2,446.19	2,446.19
Total	**2,451.03**	**2,451.07**

NOTE 20 : OTHER CURRENT FINANCIAL LIABILITIES

Particulars	As at 31 March, 2026	As at 31 March, 2025
Interest Accrued and due on Borrowings	129.76	129.76
Expense	8.17	8.38
Employees dues	90.72	117.09
Dues to related parties	-	-
Other Payables	-	-
Total	**228.65**	**255.23**

NOTE 21 : OTHER CURRENT LIABILITIES

Particulars	As at 31 March, 2026	As at 31 March, 2025
Sundry creditors - tax authorities	195.44	194.10
Other	353.22	353.22
Director sitting fees payable	5.19	4.65
Total	**553.85**	**551.97**

NOTE 22 : CURRENT PROVISIONS

(₹ in Lakhs)

Particulars	As at 31 March, 2026	As at 31 March, 2025
Provision for employee benefits		
- Gratuity	-	-
- Leave Encashment	-	-
Others		
Provision for Tax (Net of Advance Tax)	80.78	80.78
Others	5.00	5.00
Total	**85.78**	**85.78**

NOTE 23 : OTHER INCOME

Particulars	For the Year ended 31 March 2026	31 March 2025
Interest Received		
a. Loans	-	-
b. On Debentures	-	-
c. On Income Tax Refund	-	-
d. Others	-	-
Gain on foreign exchange fluctuation (net)	-	-
Dividend income	-	0.06
Miscellaneous income	-	-
Provision written back	-	-
Interest expense written back	-	-
Profit on sale of fixed assets	-	-
Profit on sale of shares	-	4.76
Lease Rent	-	-
Agriculture Income	-	-
Total	**-**	**4.82**

NOTE 24 : EMPLOYEE BENEFITS EXPENSES

Particulars	For the Year ended 31 March 2026	31 March 2025
Salaries, Wages, Allowances & Commission	27.00	28.42
Staff Welfare Expenses	-	0.07
Total	**27.00**	**28.49**

NOTE 25 : FINANCE COSTS

Particulars	For the Year ended 31 March 2026	31 March 2025
Interest on Others	-	-
Total	**-**	**-**

NOTE 26 : DEPRECIATION AND AMORTIZATION EXPENSE

Particulars	For the Year ended 31 March 2026	31 March 2025
Depreciation of tangible assets	-	-
Amortization of intangible assets	-	-
Charged to Statement of Profit & Loss	**-**	**-**

NOTE 27 : OTHER EXPENSE

Particulars	For the Year ended 31 March 2026	31 March 2025
Repair and maintenance- Others	-	-
Fees, Rates and taxes	1.89	5.65
Insurance	-	-
Legal and professional	0.50	4.24
Travelling and conveyance	-	-
Printing and stationery	0.05	-
Postage, telegram and telephones	-	-
Security Expenses	-	-
Interest Expense	-	-
Marketing Expenses	-	-
Miscellaneous Expenses	1.55	2.33
Adverisement & publicity	0.30	0.63
Audit & Consultancy charges	4.69	3.49
Business Promotion	-	-
Bank Charges	0.00	0.01
Membership & Subscription Fees	-	4.55
Director's Sitting Fee	5.40	5.40
Vehicle Running and Maintenance Expenses	-	-
Retainership Charges	3.00	3.00
AGM Expenses	-	-
Interest and penalty on Statutory dues	6.67	13.19
Total	**24.05**	**42.49**

NOTE 28 : EXCEPTIONAL ITEM

Particulars	For the Year ended 31 March 2026	31 March 2025
OTS Revival Expense	-	-
Interest expense	-	-
Total	**-**	**-**

NOTE 29 : EARNINGS PER SHARE

Particulars	For the Year ended 31 March 2026	31 March 2025
Net profit/ (loss) as per Statement of Profit & Loss (for calculation of basic EPS)	(51.05)	(66.16)
Dividend on OCPS/ Redeemable Preference Share	-	-
Net profit used in the calculation of Basic Earning per Share (as above)	(51.05)	(66.16)
Net profit for calculation of diluted EPS	(51.05)	(66.16)
Continuing operations		
Net profit as per Statement of Profit & Loss (calculation of basic EPS)	(51.05)	(66.16)
Net profit as above	(51.05)	(66.16)
Net profit for calculation of diluted EPS	(51.05)	(66.16)
Weighted average number of equity shares in calculating basic EPS	11,576,689	11,576,689
Effect of dilution:		
Weighted average number of equity shares in calculating diluted EPS	11,576,689	11,576,689
Basic earning per share	(0.44)	(0.57)
Diluted earning per share	(0.44)	(0.57)

Note No. 30: In view of the management, the current assets, loans and advances have a value on realization in the ordinary course of business at least equal to the amount at which they are stated in the balance sheet as at March 31, 2026.

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

Note No. 32: Auditor's Remuneration

Particular	For the Year ended 31 March 2026	31 March 2025
As Auditor		
- Audit Fees	3.78	3.78
- Other Matters	0.00	0.00
- Reimbursement of expenses	0.00	0.00

Note No. 33: Contingent Liabilities and Commitments (₹ in Lakhs)

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

Particulars	As at 31 March, 2026	As at 31 March, 2025
(i) Income Tax (Refer note (a) below)	149.71	149.71
(ii) Sales Tax/ Excise/ Customs Duty (Refer note (b) below)	2,815.54	2,815.54
(iii) Water Tax	7.11	7.11
(iv) Suppliers Interest on outstanding dues to GSFC (Refer note (c) below)	1,000.54	1,000.54
(v) Singhal Transport Vs. Modipon Limited & Ors. (Execution Petitition)* (Refer Note (d) below)	178.17	178.17
(vi) Interest on PNB OTS (Refer Note (e) below)	-	-
(vii) Trade Payables (Civil Suit: 2009-10)	18.13	18.13
(viii) Others	263.60	263.60

*Following are the particulars of cases under litigation-

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

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

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

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

(b) (ii) There is a balance sales tax liability of ₹ 183.90 Lakhs (plus interest/ penalty, if any) imposed by Commercial Tax Authorities, Modinagar on Punjab National Bank on account of tax payable on auction held by the bank for old plant & machinery of the Company. The Company has undertaken to reimburse the same to Punjab National Bank, in case the bank is required to pay the same to the sales tax authorities. In the meantime, the Company shall continue to keep mortgage/charge over the administrative block (with land) of the Company, as security, in favour of the bank till final disposal of the above tax case. No provision of interest has been made on the sales tax liability of ₹ 183.90 Lakhs.

(c) Suppliers Interest on outstanding dues (Gujarat State Fertilizers and Chemical Company Limited-GSFC) amounting to ₹ 1000.54 Lakhs upto March 31, 2008, has not been provided in the Books of Account as the same are being disputed by the Company. The amount of interest till the period ended March 31, 2026 are not ascertainable.

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

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

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

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

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

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

Note No. 38: Exceptional Items in Statement of Profit and Loss includes :
The Company has taken waiver for payment of interest on the loan amount from Ashoka Merchantile Limited and on the loan amount from Status Mark Finvest Limited which is shown as exceptional item.

Note No. 39: (a) Since the Net Book value of Land, Residential buildings at Modinagar, Office premises outside Modinagar and factory/ administrative building in Modinagar amounting to ₹ 230.88 Lakhs, is lower than the Net Realisable Value as per Valuer's Report / Management's estimate, no provision for diminution is required to be made as at March 31, 2026.

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

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

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

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

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

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

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

1) The proceeds of FDRs amounting to ₹ 65 Lakhs and ₹ 259.62 Lakhs kept with us will be appropriated simultaneously on conveying approval of revival of OTS.

2) ₹ 135 lakhs will be deposited within one week of receipt of this sanction letter.

3) The party to undertake to pay commercial tax liability as demanded by the Commercial Tax Authority.

4) No Dues Certificate will be issued, Bank's charge on the security/ 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 ₹ 65 Lakhs plus delayed period interest of ₹ 259.62 Lakhs with the bank in terms of DRT & DRAT orders and further ₹ 135 Lakhs over and above original OTS amount has been deposited by the Company in terms of revived OTS vide letter dated March 25, 2019 within one week of receipt of letter.

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

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

(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 was listed on 19th February, 2020. On 19th February, 2020 interim order dated 24th October, 2019 was made absolute during the pendency of the writ petition. The next date of hearing in this matter is 16 July 2026, further NCLT matter has been dismissed on the last date of hearing (22.09.2023) due to non-appearance on behalf of financial creditor (PNB), the matter has been dismissed for non-prosecution.

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

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

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

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

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

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

(iii) Pending finalisation of terms of loan agreements with Ashoka Mercantile Limited (AML) which has outstanding amount of secured and unsecured loans of ₹ 882.29 Lakhs and ₹ 1125.57 Lakhs respectively for payment of OTS dues of banks. No provision of Interest on loan have been provided till the March 31, 2014. However, from April 01, 2014, interest has been provided on unsecured loan on reducing balance method @ 10.25% per annum equivalent to the rate of interest agreed with PNB in OTS.

(f) (i) The Abu Dhabi Commercial Bank Limited has settled its dues of ₹ 351.05 Lakhs under One Time Settlement (OTS) as conveyed vide its letter dated September 23, 2008. Since the Company did not have funds to pay the settled dues, it had approached Ashoka Mercantile Limited (AML) for making payment of settled dues to the Banks. Further, it has also been agreed with AML that it shall not be entitled to settlement of its claim better than what is agreed by the Company with PNB.

(ii) Since successful implementation of settlement of dues of PNB is still pending, the amount paid towards OTS by AML of ₹ 157.13 Lakhs (net of ₹ 40 lakhs paid to AML upto March 31, 2011) is shown as secured loan in Note 18 and the balance amount of ₹ 153.92 Lakhs (₹ 351.05 Lakhs - ₹ 197.13 Lakhs) outstanding in the books of accounts has also been shown as unsecured loan in Note 14, to be written back or credited to AML at the time of OTS with PNB as stated in (i) above.

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

Note No. 41: Disclosure of Related parties/ Related parties transactions :

(a) List of Related Parties and relationships

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

(₹ in Lakhs)

(b) Transactions during the year with related party

Particulars	**Financial Year**	**Enterprise having significant Influence**	**Directors & Key Management Personnel**	**Total**
i) Remuneration to Directors & KMP				
a) Manish Modi - Chairman & Managing Director	2025-26	-	-	-
	2024-25	-	-	-
b) Vineet Kumar Thareja - CFO & Company Secretary	2025-26	25.03	-	25.03
	2024-25	24.53	-	24.53
(ii) Loan Taken	2025-26	76.42	-	76.42
	2024-25	22.02	-	22.02
(iii) Loan Repaid	2025-26	0.75	-	0.75
	2024-25	-	-	-
(iv) Waiver of Interest on loan adjusted during the year	2025-26	-	-	-
	2024-25	118.85	-	118.85
(v) Interest on Loan Paid	2025-26	-		-
	2024-25	-		-
(vi) Reimbursement Received	2025-26	-	-	-
	2024-25	-	-	-
(vii) Reimbursement Paid	2025-26	-	-	-
	2024-25	0.95	-	0.95
(viii) Advance Given	2025-26	-	-	-
	2024-25	-	-	-
(ix) Advance Adjusted	2025-26	-	-	-
	2024-25	-	-	-
(x) Director Sitting Fees				
a) Kavita Rani	2025-26	-	1.80	1.80
	2024-25	-	1.80	1.80
b) Nitesh Kumar	2025-26	-	1.80	1.80
	2024-25	-	1.80	1.80
c) Shashi Kant Ranjan	2025-26	-	1.80	1.80
	2024-25	-	1.80	1.80

(₹ in Lakhs)

(c) Details of transactions with related parties-

	Nature of transaction	**For the year ended 31 March, 2026**		**For the year ended 31 March, 2025**	
		(Amount ₹ in Lakhs)	**Percent-age (%)**	**(Amount ₹ in Lakhs)**	**Percent-age (%)**
i)	**Director Sitting Fees**				
	a) Kavita Rani	1.80	0.33	1.80	0.33
	b) Nitesh Kumar	1.80	0.33	1.80	0.33
	c) Shashi Kant Ranjan	1.80	0.33	1.80	0.33
ii)	**Loan taken**				
	Status Mark Finvest Limited	9.84	0.13	22.02	100.00
	Ashoka Mercantile Limited (AML)	66.58	0.87	-	-
iii)	**Loan repaid**				
	Modi Intercontinental Private Limited	-	-	-	-
	Status Mark Finvest Limited	-	-	-	-
	Ashoka Mercantile Limited (AML)	7.50	100.00	-	-
iv)	**Reimbursements received**				
	Ashoka Mercantile Limited (AML)	-	100.00	0.95	100.00
	Modi Industries Limited	-	-	-	-
	Modimangal Estates Private Limited	-	-	-	-
v)	**Reimbursements Paid**				
	Ashoka Mercantile Limited (AML)	-	-	-	-
	Modi Industries Limited	-	-	-	-
	Modimangal Estates Private Limited	-	-	-	-
vi)	**Waiver of Interest on loan adjusted during the year**				
	Ashoka Mercantile Limited (AML)	-	-	118.85	100.00
	Status Mark Finvest Limited	-	-	-	-
vii)	**Interest on Loan Paid**				
	Ashoka Mercantile Limited (AML)	-	-	-	-
	Status Mark Finvest Limited	-	-	-	-
viii)	**Advance Given**				
	Ashoka Mercantile Limited (AML)	-	-	-	-
ix)	**Advance Adjusted**				
	Ashoka Mercantile Limited (AML)	-	-	-	-

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, 2026	**March 31, 2025**
1. Ashoka Mercantile Limited (AML)	Enterprise having significant Influence	(1,269.28)	(1,203.45)
2. Modi Industries Limited (MIL)		-	-
3. Weld Excel India Limited (WEIL)		14.48	14.48
4. Modi Intercontinental Private Limited (MIPL)		(164.11)	(164.11)
5. Modi Rubber Limited		44.16	44.16
6. Modi Spinning & Weaving Mills Company Limited		64.55	64.55
7. Modi Sugar Works		2.16	2.16
8. Status Mark Finvest Limited		(1,990.60)	(1,980.76)
9. Modimangal Estates Private Limited		0.10	0.10
10. Vineet Kumar Thareja	Key Management Personnel	47.25	74.64

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

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

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

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

	31 March 2026			31 March 2025		
	FVTPL	FVTOCI	Amortised cost	FVTPL	FVTOCI	Amortised cost
Financial assets						
Investments	-	0.44	-	-	0.44	-
Trade receivables	-	-	-	-	-	-
Cash and cash equivalents	-	-	0.59	-	-	0.56
Bank Balances	-	-	4.04	-	-	4.04
Loans	-	-	-	-	-	-
Others	-	-	512.52	-	-	513.65
Total financial assets	**-**	**0.44**	**517.15**	**-**	**0.44**	**518.24**
Financial liabilities						
Borrowings	-	-	4,585.03	-	-	4,509.36
Trade payables	-	-	2,451.03	-	-	2,451.07
Other financial liabilities	-	-	2,076.80	-	-	2,103.39
Total financial liabilities	**-**	**-**	**9,112.86**	**-**	**-**	**9,063.82**

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

Particulars	**As at 31 March, 2026**		
	Fair value		
	Level 1	**Level 2**	**Level 3**
Financial assets			
Investment			
- Equity shares	0.09	0.35	
- Preference share		0.00	
- Debentures/ bonds		0.00	
Particulars	**As at 31 March, 2025**		
	Fair value		
	Level 1	**Level 2**	**Level 3**
Financial assets			
Investment			
- Equity shares	0.09	0.35	
- Preference share		0.00	
- Debentures/ bonds		0.00	

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. 47: FINANCIAL RISK MANAGEMENT OBJECTIVE AND POLICIES

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

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

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

Market risk:

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

Credit risk:

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

Liquidity risk:

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

Note No. 48: Disclosure of trade receivable

The Company does not have any trade receivables outstanding as at March 31, 2026 and March 31, 2025.

Note No. 49: Capital Management

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

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

Particulars	**31 March 2026**	**31 March 2025**
Net Debt	4709.20	4,634.53
Equity	(9225.56)	(9,174.51)
Capital and net debt	(4,516.36)	(4,539.97)
Gearing ratio	-104.27%	-102.08%

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

Note No. 50: Trade Payables AGEING SCHEDULE AS AT 31st March, 2026

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payment 31st March 2026				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	-	-	-	-
(ii) Others	1.53	0.04	8.54	2,440.93	2,451.03
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
Total	**1.53**	**0.04**	**8.54**	**2,440.93**	**2,451.03**

Trade Payables AGEING SCHEDULE AS AT 31st March, 2025

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

Note No. 51: Ratios

S. No.	Ratio	Numerator	Denominator	Current Period	Previous Period	% Variance	Reason for variance
1	Current ratio	Current Assets	Current Liabilities	0.08	0.09	(0.73)	Due to Increase in Current Liabilities
2	Debt-equity ratio	Total debt	Total equity	(0.50)	(0.49)	1.12	Due to Increase in Debt
3	Debt service coverage ratio	Earnings available for debt services	Total Interest and principal repayments	Not Applicable	Not Applicable	-	-
4	Return on equity ratio	Profit after tax	Total equity	0.01	0.01	(23.26)	Due to Loss incurred during the year
5	Inventory turnover ratio	Cost of materials consumed	Avg Inventory	Not Applicable	Not Applicable	-	-
6	Trade receivables turnover ratio	Credit Sales	Avg Trade receivable	Not Applicable	Not Applicable	-	-
7	Trade payables turnover ratio	Credit purchases	Closing Trade payable	Not Applicable	Not Applicable	-	-
8	Net capital turnover ratio	Sales	Net Working Capital	Not Applicable	Not Applicable	-	-
9	Net profit ratio	Profit after tax	Sales	Not Applicable	Not Applicable	-	-
10	Return on capital employed	EBIT	Capital Employed	Not Applicable	Not Applicable	-	-

Note No. 52: Impairment Review

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

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

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

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

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

Key assumptions used in value-in-use calculations:
- Operating margins (Earnings before interest and taxes)
- Discount Rate
- Growth Rates
- Capital expenditures

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

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

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

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

Note No. 53: Post Reporting Events

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

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

For & on behalf of Board of Directors

CA Sunil Kumar Jha
Partner
Membership No. : 543805

Manish Modi
Chairman & Managing Director
DIN 00030036

Aditee Modi
Director
DIN 00030120

Place : New Delhi
Dated : May 29, 2026
UDIN : 26543805KTWXKC7326

Vineet Kumar Thareja
CFO & Company Secretary

If Undelivered, please return to:

Modipon Limited
Hapur Road,
Modinagar - 201204