

MPCON LIMITED
NOTICE TO SHAREHOLDERS

Notice is hereby given that the 40th Annual General Meeting of the members of the MPCON Ltd. will be held on Friday, 20th day of September, 2019, at 12.30 p.m. at the Board Room of MPCON Ltd, Ground Floor, Rajeev Gandhi Bhawan No. 2, 35, Shyamla Hills, Bhopal, Madhya Pradesh, to transact the following business -

ORDINARY BUSINESS

1. To consider and adopt the Audited Financial Statements of MPCON Ltd. including the Balance Sheet and the Statement of Profit & Loss Account for the year ended 31st March 2019 and the reports of the Board of Directors and Auditors thereon.
2. To fix and approve the remuneration of the Statutory Auditor's of MPCON Ltd. for the Financial year 2019-20 and to adopt the following resolution, with or without modification(s), as an Ordinary Resolution-

"RESOLVED THAT in terms of provisions contained under **Section 139(5)** and **Section 142** of the Companies Act, 2013, read with Companies (Audit & Auditors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and all other applicable provisions, if any, of the said Act, the Board of Directors of MPCON Ltd. be and is hereby authorized to decide and fix the remuneration of the Statutory Auditor(s) of the company, appointed by the Comptroller and Auditor General of India (CAG) for the Financial Year 2019-20 as may be deemed fit."

SPECIAL BUSINESS

3. To consider and adopt with or without modifications, the following resolutions as the special resolution for the following:

"RESOLVED THAT the final dividend of Rs.100/- for every equity share of face value of Rs 1000/- each for the financial year ended 31st March ,2019 as recommended by the Board of Directors at their meeting held on 26th April, 2019 be and is hereby declared."

4. To consider and adopt with or without modifications, the following resolutions as the Ordinary resolution for the following:

"RESOLVED THAT pursuant to the provisions of the Section 149 and 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactments (s) thereof, for the time being in force), **Mr. Rajeev Uberoi, (DIN: 01731829)** who was appointed as an additional director of the company by the Board of directors with effect from 26th October, 2018, be and is hereby appointed as a Director of the Company."

5. To consider and adopt with or without modifications, the following resolutions as the Ordinary resolution for the following:

“RESOLVED that pursuant to Scheme of representation of nominees of shareholding banks on the Board of MPCON Limited as approved by the Board of Directors in their meeting held on April 26, 2019 under Agenda Item No. 2(1), Shri Rajeev Kumar Saxena, holding office of General Manager, Network - 1, Local Head Office, Bhopal Circle, Bhopal, with the State Bank of India, be and is hereby continued to be appointed as a nominee Director of the State Bank of India on the Board of Directors of the MPCON Ltd. on permanent basis liable to retire by rotation.”

6. To consider and adopt with or without modifications, the following resolutions as the Ordinary resolution for the following:

“RESOLVED that pursuant to Scheme of representation of nominees of shareholding banks on the Board of MPCON Limited as approved by the Board of Directors in their meeting held on April 26, 2019 under Agenda Item No. 2(1), Mr. Bank of Baroda, be and is hereby appointed as a nominee Director of the Bank of Baroda on the Board of Directors of the MPCON Ltd. to hold office for the period of three years effective from the conclusion of this 40th Annual General Meeting of MPCON till the conclusion of 43rd AGM liable to retire by rotation.”

7. To consider and adopt with or without modifications, the following resolutions as the Ordinary resolution for the following:

“RESOLVED that pursuant to Scheme of representation of nominees of shareholding banks on the Board of MPCON Limited as approved by the Board of Directors in their meeting held on April 26, 2019 under Agenda Item No. 2(1), Mr. Bank of India, be and is hereby appointed as a nominee Director of the Bank of India on the Board of Directors of the MPCON Ltd. to hold office for the period of three years effective from the conclusion of this 40th Annual General Meeting of MPCON till the conclusion of 43rd AGM liable to retire by rotation.”

8. To consider and adopt with or without modifications, the following resolutions as the Ordinary resolution for the following:

“RESOLVED that pursuant to Scheme of representation of nominees of shareholding banks on the Board of MPCON Limited as approved by the Board of Directors in their meeting held on April 26, 2019 under Agenda Item No. 2 (1), Mr. S. D. Mahurkar Central Bank of India, be and is hereby appointed as a nominee Director of the Central Bank of India on the Board of Directors of the MPCON Ltd. to hold office for the period of three years effective from the conclusion of this 40th Annual General Meeting of MPCON till the conclusion of 43rd AGM liable to retire by rotation.”

9. To consider and adopt with or without modifications, the following resolutions as the Ordinary resolution for the following:

“RESOLVED that pursuant to Scheme of representation of nominees of shareholding banks on the Board of MPCON Limited as approved by the Board of Directors in their meeting held on April 26, 2019 under Agenda Item No. 2(1), Mr. Punjab National Bank, be and is hereby appointed as a nominee Director of the Punjab National Bank on the Board of Directors of the MPCON Ltd. to hold office for the period of three years effective from the conclusion of this 40th Annual General Meeting of MPCON till the conclusion of 43rd AGM liable to retire by rotation.”

**By order of the Board of Directors
For MPCON Ltd.**

**Sd/-
(Bibhuti Bhusan Sahu)
Managing Director**

**Place: Bhopal
Date: 15.07.2019**

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXIES, IN ORDER TO BE VALID AND EFFECTIVE, MUST BE DELIVERED TO THE REGISTERED OFFICE OF THE COMPANY AT LEAST FORTY- EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY.
2. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013, setting out material facts in respect of the Special business under Item No three to nine.
3. All documents referred to in the accompanying Notice and the Explanatory Statement as well as the other documents as required under the provisions of the Companies Act, 2013 are open for inspection at the Registered Office of the Company on all working days except Saturdays, Sundays and Holidays between 11:00 a.m. to 1:30 p.m. up to the date of this Annual General Meeting.
4. Members seeking any information with regard to accounts or operations are requested to write to the Company at an early date, preferably at least seven days before the date of Meeting, to enable the management to keep the information ready.
5. Members / Proxies should bring the attendance slips duly filled in for attending the Meeting.

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

Item No. 3

In the Financial year 2018-19 your company has not earned the adequate profits, so the Board of Directors has decided in their meeting held on 26.04.2019 to recommend the dividend for the financial year 2018-19 from the past years profits i.e. Dividend out of reserves. The Board after considering the conditions as stipulated in the Companies Act, 2013 for the declaration of dividend out of reserves has recommended the dividend of Rs. 100 on each equity share subject to the approval of the members by the special resolution in the ensuing AGM.

None of the Directors is interested in this Resolution. Shareholders are requested to pass this Resolution as the Special Resolution in the best interest of the Company.

Item No. 4

Mr. Rajeev Uberoi (DIN: 01731829) was appointed as an Additional Director of the Company with effect from 26th October, 2018. In terms of Section 161(1) of the Companies Act, 2013, Mr. Rajeev Uberoi (DIN: 01731829) holds office as an Additional director up to the date of this Annual general Meeting. Mr. Rajeev Uberoi (DIN: 01731829) is being proposed to be appointed as an Director of the Company.

Mr. Rajeev Uberoi (DIN: 01731829) was not disqualified from being appointed as director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director of the Company.

In the opinion of the Board of the Company Mr. Rajeev Uberoi (DIN: 01731829) fulfils the conditions as specified in the Companies, Act, 2013 and rules made there under.

None of the Directors is interested in this Resolution. Shareholders are requested to pass this Resolution as the Ordinary Resolution in the best interest of the Company.

Item No. 05, 06, 07, 08 & 09

With a view to stimulate entrepreneurship and ensure availability of low cost and high quality professionals consultancy support to small and medium sector existing and incoming enterprises IFCI had promoted, inter-alia, MPCON in the year 1979 as a Project and Management Consultancy Organization with equity participation of all-India Financial Institutions, Public Sector Banks and MP State Level Corporations. There were about Ten (10) public sector banks (including State Bank of Indore), two (2) all-India Financial institutions, and namely IDBI and ICICI, Three (3) MP State Level Corporations namely MPSIDC, MULUN and MPFC that joined hands with IFCI in the promotion of MPCON.

Keeping in view the maximum strength of the Board of Directors of MPCON pegged at Fifteen Number of Directors under the Companies Act, 2013 as against the large no. of participating institutions, it was not legally practical to represent each of them on the Board of MPCON. Therefore, in order to facilitate participation of a maximum of them MPCON has finalized a scheme in accordance with its Articles of Association with the consent of directors of the Company.

Since then some changes took place in the participation of the promoters like IDBI is replaced by SIDBI and keeping in view of the merger of Dena Bank with Bank of Baroda, the Chairman is of the view that such scheme should be further amended so as increase the participation of majority shareholders to make Board of MPCON more & more professional.

The New amended scheme for the representation of the Directors on the MPCON as approved by the Board of Directors in their Meeting held on 26.04.2019 is as under:

(i) IFCI, being the lead institution, conferred powers to nominate up to three persons on the Board of MPCON as its nominee Directors not liable to retire by rotation, of which one is to hold office of Chairman and the other as Managing Director of MPCON as per Article 59 of the Articles of Association of the Company.

(ii) The State Bank of India and Madhya Pradesh Laghu Udyog Nigam Limited holding substantial shareholding in MPCON as compared to others are authorized to Nominate their Directors on permanent basis who are liable to retire by rotation.

(iii) As per the powers conferred under Article 65 of the Articles of Association of MPCON, it is authorized to appoint atleast one Additional Director on the Board of the Company.

(iv) A group of public sector banks namely Bank of Baroda, Bank of India, Central Bank of India, Punjab National Bank, were authorized to nominate one director each to be inducted in the Board of MPCON for the tenure of three years in accordance with the applicable provisions of the Act, read with Articles of Association of MPCON.

(v) A group of other public sector banks namely Allahabad Bank, Union Bank of India and UCO Bank were authorized to nominate one director each to be inducted in the Board of MPCON for the tenure of three years in accordance with the applicable provisions of the Act, read with Articles of Association of MPCON after the completion of tenure of nominee directors appointed as per Point No. iv above.

The Ordinary Resolutions as proposed to be passed under the said agenda points were laid down as per point nos. (ii) and (iv) above to constitute the Board of MPCON as per the above approved representation plan.

None of the Directors is interested in this Resolution. Shareholders are requested to pass this Resolution as the Ordinary Resolution in the best interest of the Company.

**By order of the Board of Directors
For MPCON LTD.**

Sd/-

**(Bibhuti Bhusan Sahu)
Managing Director**

Bhopal: 15th July, 2019

MPCON LIMITED

CIN: U74140MP1979GOI001502

Regd. Office: Ground Floor, Rajiv Gandhi Bhawan – 2, 35, Shyamla Hills, Bhopal – 462002 (M.P.)

Phone: 0755- 4909829, 2666556; Fax: 0755-2666556

Email:mpcon.bpl@mpconsultancy.org; Website: www.mpconsultancy.org

Attendance Slip

40th Annual General Meeting of MPCON Ltd.

(Members attending the Meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting venue)

Name of the Member(s) (In block letters).....

Name of the Proxy, if any (In block letters)

Folio No.

No of Shares

I hereby record my presence at the 40th Annual General Meeting of the Company to be held on Friday, 20th day of September, 2019, at 12.30. p.m. at the Board Room of MPCON Ltd, Ground Floor, Rajeev Gandhi Bhawan No. 2, 35, Shyamla Hills, Bhopal, Madhya Pradesh.

Signature of the Shareholder/Proxy.....

1) Only members or the Proxy holder can attend the meeting.

2) Member/Proxy Holder should bring his/ her copy of Annual Report for reference at the meeting.

MPCON LIMITED
 CIN: U74140MP1979GOI001502
 Regd. Office: Ground Floor, Rajiv Gandhi Bhawan -2, 35, Shyamla Hills, Bhopal – 462002
 (M.P.)Phone: 0755 - 4909829, 2666556; Fax: 0755-2980545
 Email:mpcon.bpl@mpconsultancy.org; Website: www.mpconsultancy.org
Form MGT-11
Proxy form
40th Annual General Meeting of MPCON Ltd.
 [Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member (s): _____ E-mail Id: _____
 Registered address: _____ Folio No/ Client Id: _____

I/ We, being the member (s) of Shares of the above named company, hereby appoint

1. Name:..... 2. Name:.....
 Address:..... Address:.....
 Email Id:..... Email Id:.....
 Signature:.....,or failing him/her. Signature:.....,or failing him/her.

As my/our proxy to attend and vote (on a poll) for me / us and on my/ our behalf at the 40th Annual General Meeting of the Company to be held on Friday, 20th day of September, 2019, at p.m. at the Board Room of MPCON Ltd, Ground Floor, Rajeev Gandhi Bhawan No. 2, 35, Shyamla Hills, Bhopal, Madhya Pradesh, and at any adjournment thereof in respect of.

Item No.	Resolutions/matter	Optional	
		For	Against
Ordinary Business			
1	Adoption of Audited financial statements for the financial year ended 31 st March, 2019;		
2	To fix and approve the remuneration of the Statutory Auditor's of MPCON Ltd. for the financial year 2019-20;		
Special Business			
3	To declare Final Dividend for Financial Year 2018-19		
4	Appointment of Mr. Rajeev Uberoi (DIN: 01731829) as the Director of the Company.		
5	Appointment / continuation of Nominee Director of SBI pursuant to scheme of representation of Directors of Shareholders Banks		
6	Appointment of Nominee Director of BOB pursuant to scheme of representation of Directors of Shareholders Banks		
7	Appointment of Nominee Director of BOI pursuant to scheme of representation of Directors of Shareholders Banks		
8	Appointment of Nominee Director of CBI pursuant to scheme of representation of Directors of Shareholders Banks		
9	Appointment of Nominee Director of PNB pursuant to scheme of representation of Directors of Shareholders Banks		

Signed this day of 2019
 Signature of Shareholder.....
 Signature of Proxy.....

Affix Revenue Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.

**REPORT OF THE BOARD OF DIRECTORS TO THE SHAREHOLDERS FOR THE
FINANCIAL YEAR ENDED 31ST MARCH, 2019**

Your directors are pleased to submit their 40th Annual Report on the operations of your company (MPCON) along with audited financial statements for the financial year ended 31st March, 2019 .

FINANCIAL PERFORMANCE

The financial performance of the Company during the 12 months period ended 31st March 2019, as per IND-As is summarized hereunder-

PROFIT AND LOSS ACCOUNT (Rs in Lakhs)

Operating Years	2018-19	2017-18
Revenue from operation	4609.18	4371.06
Other income	3.80	5.54
Total Revenue	4612.99	4,376.60
Operating expenses	4729.49	4302.82
Profit before interest and tax & exceptional items	-116.50	73.78
Exceptional Items	0.00	0.00
Payment of interest	0.00	0.00
Profit before extra-ordinary items	-116.50	73.78
Extraordinary Items	6.71	8.75
Profit before tax	-109.79	82.53
Provision of taxes		
Current tax	0.00	20.93
Deferred Tax	0.19	0.07
Profit After tax	109.60	61.53
Total Numbers of outstanding equity shares of Rs. 1000/- each	10000	10000
Earnings per share (Rs.)	-1095.99	615/-

BALANCE SHEET FOR THE YEAR ENDED 2018-19

Operating Years	(Rs in Lakhs)	
	2018-19	2017-18
Non-current assets	32.03	34.36
Net Current Assets	1001.40	1798.94
Capital Employed	642.01	763.65
Represented by:		
Equity Share Capital	100.00	100.00
Reserve & Surplus	542.01	663.65
Deferred tax Assets	0.00	0.00
Long term provisions	0.00	0.00
Net worth	642.01	763.65

A perusal of the aforesaid statistics reveals that during the Financial Year under reporting, the revenue from operations of the company was up by 5.48 % to Rs. 4609.18 lakhs and the Profit after Tax decreased by 278.84% to Rs. (109.59 lakhs) as against Profit after tax of Rs. 61.53 lakhs in the previous year. During FY 2018-19, MPCON achieved gross revenue of Rs. 4612.99 lakhs, as compared to Rs. 4376.60 lakhs reported in FY 17-18, resulting in an increase of 5.36% over previous year. The Profit before Tax (PBT) for the year 2018-19 stood at Rs.(-109.79) Lakhs. The major reason for loss is due to Contribution and provision as per actuarial value made towards Leave encashment, (Rs 74.24 lacs) and Gratuity (Rs 96.82 lacs) as per the requirement of the conversion of Ind-AS.

In addition to this Rs16.58 lakhs of bad debts were written off and Rs 36.00 Lakhs payment was made to an ex-employee, as per the order of Hon'ble Indore bench of the Jabalpur High Court.

The Earning per Share decreased from Rs 615.31 to Rs (1095.00) due to aforementioned reasons.

STATE OF COMPANY'S AFFAIRS AND FUTURE OUTLOOK

During the year under review, MPCON completed various assignments. A summarized view of the same is as under-

S.No	Particulars	Nos.	Amount (Rs. in Lakhs)
1.	Project Consultancy & Allied Services Project reports, Feasibility Studies, Techno Economic viability Reports, LIE Reports, Valuations, Market Surveys/ Socio Economic Surveys	92	707.34
2.	HRD & Allied Services (Central & State Government Undertakings) Trainings & Capacity Building, Entrepreneurship, Faculty Development Programmes, Workshop & Seminars	43	834.47
3.	CSR Activities	2	17.66
4.	Others (Manpower, Financial Inclusion etc.)	60	3041.41
	Total	197	4600.88

MPCON experienced a good rate of Revenue growth in the year 2018-19 by capitalizing on its core competencies like Project Consultancy, Livelihood enhancement & skill development activities and Manpower Outsourcing.

CONSULTANCY :

Non Conventional Energy, Chemical, Infrastructure Development, Food Processing, were the major sectors where MPCON prepared Techno Economic Viability Reports. We were also engaged in providing Consultancy as Lenders Independent Engineering (LIE) Services , Assets Valuation Reports and Sick Unit Rehabilitation Studies as well as restructuring of Loans for Bank of Baroda, Syndicate Bank, Central Bank, Dena Bank, IFCI & Indian Overseas Bank. MPCON Provided Project Management Consultancy Services to Chhattisgarh Raja Beej Evam Krishi Vikas Nigam Limited for Soya Milk Processing Plant for Manufacturing of Flavoured soya Milk under PPP mode. MPCON also provided PMC services for Chhattisgarh Minor Forest Produce Co-operative Federation for promotion of Herbal Units/Industries. A Socio Economic Survey of Bell Metal Artisans along with technology interventions for the artisans is being done Division for Department of Science and Technology at Bastar(CG). MPCON also provided the consultancy services under GHG advisory (CDM,VCS,GS) along with the Carbon Credit commodity trading to NTPC.

CSR IMPLEMENTATION & CONSULTING:

MPCON continued its diversification in the areas of CSR implementation as well as CSR Consulting by working with PSUs like NBCFDC, GAIL, NHDC, NALCO and Powergrid Corporation of India Ltd. The CSR implementations were carried out in the areas of Sanitation, Education, Skill Development and Capacity Building.

Conducted Impact Assessment Study of CSR projects Solar Installations and Super 30 Coaching of LNG for M/S Petronet Ltd , New Delhi. Prepared DPR of Watershed Development Project for M/S GRASIM , Nagda was also carried out by MPCON. Implemented Installation of Sanitary Napkin Wending Machine and Incinerator Project for NBCFDC,NHDC,PGCIL under CSR Initiative.

IT/ITES

MPCON continued its work of digital evaluation of answer scripts for the M.P. State Open School.It is now closely working with the M.P. Open School for encryption and security of certificates issued by them using Pb secure TM technology. MPCON also worked with the M.P. State Open School as well as the Department of Public relations for digitization of records and documents management. In order to provide emphasis on Cyber Security and Capacity Building in Cyber Laws. MPCON has started a new Cyber division, wherein it expects future growth in the coming years. Software development activities/ web site were carried out for M P Human rights Commission, MPSOS etc.

SKILL DEVELOPMENT & TRAININGS:

In the training and capacity building spheres, which consists of skill development programmes, entrepreneurship development programmes , workshops etc., MPCON undertook projects in 11 different states of India such as MP, CG, Uttar Pradesh, Orissa, Karnataka, Gujarat, Maharashtra, Andhra Pradesh, Telangana ,Assam and West Bengal which were sponsored by National Safai Karamacharis Finance & Development Corporation (NSKFDC), New Delhi; The National Handicapped Financial Development Corporation (NHFD), New Delhi, Ministry of Social Justice & Empowerment, Government of India; Department of Science & Technology, Govt. of India and other esteemed sponsors. Around 12,000 candidates were trained under these programmes. A s Skill Development Training sponsored by Integrated Tribal Development Agency (ITDA), Rampur, Bhawanipatna, Distt.: Kalahandi (Odisha) was also organized.

MANPOWER CONSULTANCY:

MPCON has been carrying out manpower consultancy for various Govt. Departments and has deployed approximately 1500 candidates to these departments.

VISION

The future strategies for MPCON involves further strengthening of its core competency areas of Project Consultancy specifically for startups and MSME sector as well as Skill development . Future growth areas have been identified as CSR consulting, Implementation and IT/ITES and services related to GHG Advisory Services, Carbon Credits Commodity Trading.

DIVIDEND

Your directors are pleased to recommend a dividend of Rs 100 per equity share i.e., 10% of the face value of Rs 1000 each as final dividend for the financial year ended 31st March 2019, subject to the approval of the shareholders at the ensuing Annual General Meeting (AGM). Total cash outflow in this regard will be Rs 1,203,580.00 including dividend distribution tax of Rs 2,03,580.00.

PUBLIC DEPOSIT

The Company has not so far gone for acceptance of any deposits from public and as such, no amount on account of principal or interest on deposits from public was outstanding as on the date of the balance sheet

CHANGES IN COMPOSITION OF DIRECTORS OF THE COMPANY

There have been the following changes in the Directors of the Company during the financial year ended 31st March, 2019:

Changes by Appointment

1. Shri Srinivasa Sarma Gunturi, Asst. General Manager with SIDBI appointed as a nominee Director of the SIDBI w.e.f. 04th May, 2018.
2. Shri Rajeev Uberoi, appointed as the Additional Director of the Company as nominated by the IFCI limited w.e.f. 26th October, 2018.
3. Shri Vinayak Vasanttrao Tembhurne, Dy. General Manager, FGMO, Bhopal with the Union Bank of India, appointed as a nominee Director of the Union Bank of India w.e.f. 01st, February, 2019.
4. Shri Rajendra Gargava, HOD (Marketing/Emporium) with MPLUN, appointed as the Nominee Director of the MPLUN w.e.f. 26th October, 2018.
5. Shri Shanti Swaroop Rattan, Zonal Head , Zonal Office, Bhopal, with the UCO Bank, appointed as the Nominee Director of the UCO Bank w.e.f. 24, January, 2019.

Changes by Resignations/transfers etc.

6. Shri M S R K Murthy, AGM SIDBI ceased to hold the office of Nominee Director following his nomination withdrawn w.e.f. 04.05.2018.
7. Shri Yogendra Singh, Dy. General Manager, FGMO, Bhopal with the Union Bank of India, ceased to hold the office of Nominee Director following his nomination withdrawn w.e.f. 01, February, 2019.
8. Shri Piyush Mathur, ceased to hold the office of Nominee Director of MPLUN following his nomination withdrawn w.e.f. 26th October, 2018.
9. Shri Sanjeev Kumar, Zonal Manager, Bhopal with the UCO Bank ceased to hold the office of Nominee Director following his nomination withdrawn w.e.f. 26th October, 2018.
10. Shri Sachikant Mishra, Director as a member of DPC ceased to hold the office of Nominee Director following his nomination withdrawn w.e.f. 26th July, 2018.

PARTICULARS OF EMPLOYEES

During the period under report, the company did not have any person on its rolls whose particulars are required to be reported under Section 197 of the Companies Act, 2013, read with Rule 5 (1) of the

(Appointment and Remuneration of Managerial Personnel) Rules, 2014 and therefore your company has nothing to report under the aforesaid provisions of the Act.

EXTRACT OF ANNUAL RETURN

In term of Section 134(3)(a), read with Rule 12 of the Companies Management & Administration Rules, 2014, extract of the Annual Return of the Company made out in Form No. MGT-9 is attached to this report as **Annexure-I**.

DETAILS OF BOARD MEETINGS

In term of Section 134(b) of the Companies Act, 2013, against the minimum requirement of four meetings, your board met four times during the 12 months period ending 31st day of March, 2019 the details of the meetings along with the attendance are given below-

Quarter ended	Date of Meeting	Strength of Board	No. of Directors Present
Jan - March 2019	01.02.2019	9	8
Oct - Dec 2018	26.10.2018	9	7
July - Sept 2018	26.07.2018	8	5
April - June 2018	27.04.2018	9	5

Name of the Directors	Date of Appointment	Date of cessation	Board Meetings			
			27 th April, 2018	26 th July, 2018	26 th October, 2018	01 st February, 2019
Shri Bibhuti Bhusan Sahu (DIN:02289909) Managing Director	17.04.2015		✓	✓	✓	✓
Shri Piyush Mathur (DIN:00638331)	30.08.2006	26.10.2018	✓	×		
Shri M S R K Murthy (DIN:07278534)	27.07.2015	04.05.2018	×			
Shri Sachikanta Mishra (DIN-02755068)	27.09.2017	26.07.2018	×			
Shri Prasoon (DIN-03599426)	12.10.2017		✓	✓	✓	✓
Shri Sanjeev Kumar (DIN-07967976)	16.10.2017	26.10.2018	×	×		
Shri Yogendra Singh (DIN-07969631)	18.10.2017	01.02.2019	✓	✓	✓	

Shri Rajkumar Sharma (DIN-07989766)	13.11.2017		✓	✓	✓	×
Shri Ashwini Kumar Shukla (DIN-08074802)	09.02.2018		×	✓	✓	✓
Shri Srinivasa Sarma Gunturi (DIN: 08129880)	04.05.2018			×	✓	✓
Shri Shanti Swaroop Rattan (DIN: 08340698)	24.01.2019				✓	✓
Shri Rajeev Uberoi (DIN: 01731829)	26.10.2018				×	✓
Shri Rajendra Gargava (DIN: 08355142)	26.10.2018				×	✓
Shri Vinayak Vasantao Tembhone (DIN: 08348197)	01.02.2019					✓

Your Directors are pleased to report further that in the matter of Board Meetings your company sought to comply with the Secretarial Standard on Board Meeting prescribed by the Institute of Company Secretaries of India and circulated agenda and notes of meetings to Directors well in advance and in defined agenda format incorporating all material information therein thereby facilitating meaningful and focused discussions at the meetings. Where it is not been practicable to attach any document to the agenda, it is tabled at the meeting itself. In special and exceptional circumstances, additional or supplementary item(s) on the agenda are tabled with the permission of the Chair.

SUBSIDIARIES AND ASSOCIATE COMPANIES

The company does not have any subsidiary and associate companies and therefore it has nothing to report in respect thereof.

DIRECTORS RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(5) of the Companies Act 2013, your directors confirm that:

- in the preparation of the annual accounts for the year ended March 31, 2019 the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;
- the directors 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 as at 31st March, 2019 and of the profit /loss of the Company for that period;

- c) the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) the directors have prepared the annual accounts on a “going concern” basis;
- e) they have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively;
- f) the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

MPCON POLICY ON DIRECTORS, KMPs AND OTHER EMPLOYEES

In term of net worth, turnover, volume of borrowings etc. the size of the company is very small and that, therefore, during the period under report it is beyond the bracket of specified companies that attract the provisions contained under Section 134(3) (e) read with Section 173 (3) of the Companies Act, 2013 and that therefore it has not formulated any policy respecting appointment, remunerations of KMPs and fixing criteria for determining their qualifications, attributes and independence.

AUDITORS REPORT

Being a subsidiary of IFCI Ltd. a government company within the meaning of Section 2(45) of the Companies Act, 2013 the Comptroller & Auditor General appointed M/s **G D K & Associates**, a firm of Chartered Accountants having firm registration No. 002159C, operating from their Office located at 87, Lala Lajpat Rai Colony, Raisen Road Bhopal- 462023 (M.P), as statutory Auditors of MPCON to carry out the audit of the Company for the financial year, 2018-19.

The report dated 26.04.2019 submitted by the firm does not contain any qualification, reservations, or adverse remarks and therefore no comments or clarifications is required on the part of your directors.

Accordingly, in terms of the Section 139 and 142 of the Companies Act, 2013 a proposal for payment of remuneration to the Auditors for the audit function discharged by is being brought up as one of the business to be transacted at the ensuing 40th AGM of the company.

COMMENTS / OBSERVATIONS OF CAG ON THE ANNUAL ACCOUNTS OF THE COMPANY FOR FINANCIAL YEAR 2018-19

The Company has received comments / observations of the Comptroller and Auditor General of India in terms of Section 143(6)(b) of the Companies Act, 2013 on the Annual Accounts approved and signed by the Board of Directors and Statutory Auditors of the Company since CAG has not made any Comment in the supplementary audit therefore company was not required to make representation on it. same has been received by the Company and its Annexed in Annexer-II with this report

DETAILS OF MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION

The Company has contributed Rs. 74.24 lakhs towards Leave encashment, Rs. 96.82 lakhs towards Gratuity fund and Rs. 36.00 lakhs was paid to Ex-employee towards Wages compensation which affected the financial position of the Company which have occurred between the end of the last financial year of the company and this financial year to which the report relates.

MATERIAL ORDER PASSED AND INSTRUCTION FROM COURTS, TRIBUNAL THAT CAN AFFECT EXISTENCE OF THE COMPANY

During the period under report no orders are passed and no instructions are given by any court, tribunal, regulators that could impact the going concern status of your Company. The financial statements of the Company for the year under report have been compiled based on going concern concept.

STATEMENT IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROL WITH REFERENCE TO THE FINANCIAL STATEMENTS

Your Company believes that freedom of management should be exercised within a framework of appropriate checks and balances and therefore it remains committed to ensuring effective internal controls that, among others, provide an assurance on orderly and efficient conduct of operations, security of assets, prevention and detection of frauds, errors, accuracy and completeness of accounting records and facilitates accurate, reliable and timely preparation of requisite financial statements.

With a view to strengthening the existing mechanism for corporate governance and ensuring greater transparency in the Indian Corporates, the Companies Act, 2013 has re-emphasized the importance of a robust internal controls environment by introducing the concept of an Internal Financial Controls (IFC). Keeping in mind the said requirements /norms, our 'Advisor & Implementation Partner' viz. KPMG, implemented the ICFR Framework in accordance with Companies Act, 2013.

The Internal Audit System of your company consists of professionally qualified accountants, MBAs and IT Specialists competent to deliver internal audit assurances that commensurate to its size, business mix and business volume of turnover. In the context of the business environment, the system and policies relating to management of Information are periodically reviewed to ensure that the same are effective and purpose oriented at all the time.

SECRETARIAL AUDITORS REPORT

In term of size and volume of turnover, the company is small and does not attract the provisions contained under Section 204 of the Companies Act, 2013.

However your Directors are pleased to inform you that, to ensure that the company is able to comply with all the applicable laws and rules, it availed of the services of Mr. Piyush Bindal of Piyush Bindal & Associates, a professional practicing Company Secretary holding CP No. 7442 and Membership No. 6749, respectively, and your Board is pleased to report that there has been no contravention of any law and procedures on the part of your company.

POLICIES FRAMED IN THE COMPANY

The Existing Policies of the Company as framed in the previous years are enlisted below-

- Uniform Delegation of Powers approved in the 170th Board Meeting of the Company held on 23rd April, 2016.
- Uniform Document Retention Policy approved in the 170th Board Meeting of the Company held on 23rd April, 2016.
- Uniform Policy on Pay Scale & Allowances, Perquisites/facilities and other staff related matters.
- Policy for Purchase of Goods and Procurement & Execution of Business Services.
- Uniform Promotion Policy of MPCON.
- Policy on Risk Management.
- Policy for prevention, prohibition and redressal of Sexual Harassment of women at workplace.

RISK MANAGEMENT POLICY

The Company has duly framed and adopted the Risk Management Policy in the year 2015-16 and the implementation and compliance during the year has been made as per the requirement of the Risk Management Policy of the Company. As of now, the company has not identified any element of risk which may threaten the existence of the Company.

DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013

The Company has framed the Policy for Prevention, Prohibition and Redressal of Sexual Harassment of women at workplace based on the CCS (Conduct) Rules, 1964 Guidelines regarding prevention of working women in the work place. MPCON has constituted committees under these guidelines. During the period no cases were filed under Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 in respect of the Company.

DETAILS OF ESTABLISHMENT OF VIGIL MECHANISM FOR DIRECTORS AND EMPLOYEES

As per directives of IFCI, the Chief Vigilance Officer of IFCI has been appointed as Chief Vigilance Officer in MPCON.

The company is formulating a Vigil Mechanism Policy for directors and employees to report their concerns or grievances and the same will be placed on web site of the Company after the approval from the Board. No such cases have been reported during F.Y. 2018-19.

PARTICULARS OF LOAN, GUARANTEES AND INVESTMENTS UNDER SECTION 186

During the period under report, no loans were advanced, guarantee given and investments made that attract the provisions contained under Section 186 of the Companies Act, 2013 and that, therefore, the company has nothing to disclose under the aforesaid provision of the Act.

RELATED PARTY TRANSACTIONS

The company did not enter into any material contract details of which needs to be disclosed under the report. The transaction which the company has with its parent company/shareholdings institutions in the ordinary course of its business are disclosed under **Annexure III** to this report.

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

The details of Energy, Technology, Absorption, Foreign Exchange Earnings and Outgo are as under-

a) Conservation of Energy

Your company is a Service company engaged in providing consultancy services and it requires electrical energy only for the purpose of lighting its office premises and running its office equipments which it has installed. Such office equipments and electric fixtures do not consume much energy. Therefore it has nothing to report under Section 134(3)(m) of the Companies Act, 2013.

b) Technology Absorption

The Company continues to use the latest technologies for improving the quality of its services, its operations do not require import of any technology. Hence, it has nothing to report in the matter of absorption of technology.

c) Foreign Exchange Earnings/ Outgo

During the period under report, your company did neither earn nor expend anything in foreign exchange. Therefore it has nothing to report with respect of earnings and outgo of foreign exchange.

COMPLIANCE OF OTHER PROVISIONS OF THE COMPANIES ACT, 2013

Certain provisions of the Companies Act, 2013 and rules formulated therein and be enforced under them, dealing inter-alia, with the following aspects which are either not applicable to the Company or Company has nothing reportable in respect thereof-

- Disclosure about CSR Policy in term of Section 134 (o) & 135 (2) read with Companies CSR Rules, 2014
- Particulars of Subsidiaries and Associate Companies
- Disclosure of receipt of any commission by Managing Director/Whole Time Director from company and also receiving remuneration from its subsidiary/ holding company in term of Section 197(14) of the Act
- Declaration by Independent Directors in term of Section 134(3) (d) read with Section 149 (C) of the Act and other provisions related thereto
- Secretarial Audit report in term of Section 204(1) of the Act
- Manner in which formal Annual Evaluation of performance of the Board, its Committees, Individual Directors in term of Section 134(p) read with Companies (Accounts) Rules
- Composition of Audit Committee, Nomination and Remuneration Committee, and all other disclosure that are required on the part of listed Companies.
- Provisions dealing with purchase of its own shares by a company
- Provisions governing Issue of Sweat Equity and Employees Stock Options Scheme issue of shares with differential voting rights etc. regulated by the Act under Companies (Share Capital & Debentures) Rules, 2014.

ACKNOWLEDGMENT

The Board of Directors of your Company wish to express gratitude for the guidance, support and co-operation received by the MPCON from various Departments of the Government of India and Government of Madhya Pradesh, Government of Chhattisgarh and other State Governments, IFCI Ltd., the Directorate of Industries, State level Financial Corporations/Institutions, and Nationalized/Commercial Banks, Ministry of Heavy Industries and Public Enterprises, Ministry of New & Renewable Energy, Department of Science & Technology, Department of Scientific & Industrial Research and Ministry of Food Processing Industries, Government of India, the Ministry of Social Justice and Empowerment, GoI, NTPC, NHDC, PGCIL, NALCO & NTPC.

The Directors of your Company are grateful to the entrepreneurs, Industries Associations of Madhya Pradesh & Chhattisgarh and other States for the confidence they reposed in MPCON. The Directors also place on record their appreciation for the dedicated and sincere services rendered by all the professionals and other staff of the MPCON.

Place: Bhopal
Date: 15.07.2019

For and on behalf of the Board

Sd/-
Prasoon
Chairman

**FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN**

Annexure-I

As on the year ended on 31.03.2019

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

I. REGISTRATION & OTHER DETAILS:

1.	CIN	U74140MP1979GOI001502
2.	Registration Date	23.03.1979
3.	Name of the Company	MPCON Limited
4.	Category/Sub-category of the Company	Public Company
5.	Address of the Registered office & contact details	Ground Floor, 35, Rajeev Gandhi Bhawan -2, Shyamla Hills, Bhopal -462002 (M.P.)
6.	Whether listed company	No
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	NA

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Providing Technical , Management And Consultancy Services	702	15.76
2	Training Activities	749	18.14
3	Manpower Outsourcing	782	66.10

III. PARTICULARS OF HOLDING, SIBSIDIARY AND ASSOCIATE COMPANIES

S.No.	Name of the Company	CIN/GLN No.	Holding/Subsidiary /Associate	% of shares held by the company	Applicable Section
1	IFCI Limited	L74899DL1993GOI053677	Holding	79.72%	2 (46)

IV. SHAREHOLDING PATTERN
 (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-Wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 01-April-2017]				No. of Shares held at the end of the year [As on 31-March-2018]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	--	--	--	--	--	--	--	--	--
b) Central Govt	--	--	--	--	--	--	--	--	--
c) State Govt(s)	--	--	--	--	--	--	--	--	--
d) Bodies Corp.	--	8692	8692	86.92	--	8692	8692	86.92	--
e) Banks / FI	--	1308	1308	13.08	--	1308	1308	13.08	--
f) Any other	--	--	--	--	--	--	--	--	--
Total shareholding of Promoter (A)	--	10000	10000	100	--	10000	10000	100	--
B. Public Shareholding									
1. Institutions	--	--	--	--	--	--	--	--	--
a) Mutual Funds	--	--	--	--	--	--	--	--	--
b) Banks / FI	--	--	--	--	--	--	--	--	--
c) Central Govt	--	--	--	--	--	--	--	--	--
d) State Govt(s)	--	--	--	--	--	--	--	--	--
e) Venture Capital Funds	--	--	--	--	--	--	--	--	--
f) Insurance Companies	--	--	--	--	--	--	--	--	--
g) FII's	--	--	--	--	--	--	--	--	--
h) Foreign Venture Capital Funds	--	--	--	--	--	--	--	--	--
i) Others	--	--	--	--	--	--	--	--	--
Sub-total (B)(1):-	--	10000	10000	100	--	10000	10000	100	--
2. Non-Institutions									
a) Bodies Corp.	--	--	--	--	--	--	--	--	--
i) Indian	--	--	--	--	--	--	--	--	--
ii) Overseas	--	--	--	--	--	--	--	--	--
b) Individuals	--	--	--	--	--	--	--	--	--
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	--	--	--	--	--	--	--	--	--

ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	--	--	--	--	--	--	--	--	--
c) Others	--	--	--	--	--	--	--	--	--
Non Resident Indians	--	--	--	--	--	--	--	--	--
Overseas Corporate Bodies	--	--	--	--	--	--	--	--	--
Foreign Nationals	--	--	--	--	--	--	--	--	--
Clearing Members	--	--	--	--	--	--	--	--	--
Trusts	--	--	--	--	--	--	--	--	--
Foreign Bodies	--	--	--	--	--	--	--	--	--
Sub-total (B)(2):-	--	10000	10000	100	--	10000	10000	100	--
Total Public Shareholding (B)=(B)(1)+ (B)(2)	--	--	--	--	--	--	--	--	--
C. Shares held by Custodian for GDRs & ADRs	--	--	--	--	--	--	--	--	--
Grand Total (A+B+C)	--	10000	10000	100	--	10000	10000	100	--

ii) Shareholding of Promoters:

SNO.	Shareholders Name	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	IFCI LTD	7972	79.72	7972	79.72
2.	SIDBI	220	2.20	220	2.20
3.	ICICI BANK LTD	180	1.80	180	1.80
4.	MP STATE INDL.DEVE CORPORATION LTD	60	0.60	60	0.60
5.	MP LAGHU UDYOG LTD	420	4.20	420	4.20
6.	MP FINANCIAL CORPORATION LTD	60	0.60	60	0.60
7.	STATE BANK OF INDIA	320	3.20	320	3.20
8.	DENA BANK	32	0.32	32	0.32
9.	CENTRAL BANK OF INDIA	160	1.60	160	1.60
10.	PUNJAB NATIONAL BANK	160	1.60	160	1.60
11.	ALLAHABAD BANK	160	1.60	160	1.60

12.	UNION BANK OF INDIA	32	0.32	32	0.32
13.	BANK OF BARODA	32	0.32	32	0.32
14.	UCO BANK	32	0.32	32	0.32
15.	BANK OF INDIA	160	1.60	160	1.60
TOTAL		10000	100	10000	100

(iii) Change in Promoters Shareholding

There were no changes in the shareholding of the promoters during the year.

(iv) Shareholding pattern of top ten shareholders

(Other than Directors, Promoters & Holders of GDRs and ADRs) as on March 31, 2019

S.N O.	Shareholder's Name	Shareholding at the beginning of the year 01-04-2018			Shareholding at the end of the year 31-03-2019		Cumulative Shareholding	
		No. of shares	% of total shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	IFCI Ltd	7972	79.72	--	7972	79.72	7972	79.72
2.	SIDBI	220	2.20	--	220	2.20	220	2.20
3.	ICICI Bank Ltd	180	1.80	--	180	1.80	180	1.80
4.	MP Laghu Udyog Ltd	420	4.20	--	420	4.20	420	4.20
5.	State Bank of India	320	3.20	--	320	3.20	320	3.20
6.	Central Bank of India	160	1.60	--	160	1.60	160	1.60
7.	Punjab National Bank	160	1.60	--	160	1.60	160	1.60
8.	Allahabad Bank	160	1.60	--	160	1.60	160	1.60
9.	Bank of India	160	1.60	--	160	1.60	160	1.60
10.	MP State Indl.Deve Corporation Ltd	60	0.60	--	60	0.60	60	0.60

(v) Shareholding of Directors and Key Managerial Personnel:

S.NO.	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	At the beginning of the year	--	--	--	--
2	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	--	--	--	--
3	At the end of the year	--	--	--	--

V INDEBTEDNESS - Indebtedness of the Company including interest outstanding/accrued but not due for payment:

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)				
Change in Indebtedness during the financial year				
* Addition				
* Reduction				
Net Change				
Indebtedness at the end of the financial year				
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)				

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

SNo.	Particulars of Remuneration	Managing Director	
		Total Amount (in Rs.)	
Mr. Bibhuti Bhusan Sahu			
1		FY 2018-19	FY 2017-18
	Gross Salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	4,127,613.00	3,298,670.00
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0.00	0.00
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	0.00	0.00
2	Stock Option	0.00	0.00
3	Sweat Equity	0.00	0.00
4	Commission	0.00	0.00
5	Others (LTA)	4,28,000.00	Nil
	Medical Expenses	6,219.00	8,732.00
	Total	4,561,832.00	3,307,402.00

B. Remuneration to Directors

SNo.	Particulars of Remuneration	Name of Director	Total Amount (in Rs.)
1	Director		0
	Fee for attending Board/ Committee Meetings		
	Commission		
	Others, please specify		
	Total (1)		0
2	Other Non-Executive Directors:		
	Fee for attending Board/ Committee Meetings	1. Shri Rajeev Uberoi	5,000.00
	Commission	0	0
	Others, please specify	0	0
	Total (2)	0	0
	Total (1+2)	0	5,000.00
	Total Managerial Remuneration		5,000.00

C. Remuneration to Key Managerial Personnel other than MD/WTD/Manager

S.No.	Particulars of Remuneration	Name of KMPs other than MD/WTD/Manager	
1	Gross Salary	Nil	Nil
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act 1961		
	(b) Value of perquisites u/s 17(2) if Income Tax Act, 1961	Nil	Nil
	(c) Profit in lie of salary u/s 17(3) of Income Tax 1961	Nil	Nil
2	Stock Option	Nil	Nil
3	Sweat Equity	Nil	Nil
4	Commission as %age of profit others specify	Nil	Nil
5	Others, please specify	Nil	Nil
	Total	Nil	Nil
	Ceiling as per the Act	Nil	Nil

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made
A. COMPANY					
Penalty					
Punishment					
Compounding					
B. DIRECTORS					
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

CAG Letter

Annexure-II



संख्या / No. : 107/ए.ए.डी.ए.डी. 3/14-2/2019-20/143
भारतीय लेखा तथा लेखापरीक्षा विभाग
कार्यालय महाप्रदेशक वाणिज्यिक लेखापरीक्षा
एवं पदेन सदस्य लेखा परीक्षा बोर्ड-II,
नई दिल्ली

INDIAN AUDIT & ACCOUNTS DEPARTMENT
OFFICE OF THE DIRECTOR GENERAL OF
COMMERCIAL AUDIT & EX-OFFICIO MEMBER,
AUDIT BOARD - II, NEW DELHI

दिनांक / DATE 17-07-2019

सेवा में,

प्रबन्ध निदेशक,
एमपीकॉन लिमिटेड,
कॉर्पोरेट ऑफिस, ग्राउंड फ्लोर,
राजीव गांधी भवन-2, 35, श्यामला हिल्स,

भोपाल, (म.प्र.)-462002

विषय:- कम्पनी अधिनियम 2013 की धारा 143 (6) (b) के अधीन 31 मार्च 2019 को समाप्त वर्ष के लिए एमपीकॉन लिमिटेड, के वार्षिक लेखों पर भारत के नियंत्रक एवं महालेखापरीक्षक की टिप्पणियाँ।

महोदय,

मैं कम्पनी अधिनियम 2013 की धारा 143 (6) (b) के अधीन 31 मार्च 2019 को समाप्त हुए वर्ष के लिए एमपीकॉन लिमिटेड, के वार्षिक लेखों पर भारत के नियंत्रक एवं महालेखापरीक्षक की टिप्पणियाँ अंग्रेजि में प्रकाशित करती हूँ। इन टिप्पणियों को कम्पनी की वार्षिक रिपोर्ट में प्रकाशित किया जाए।

भवदीया,

प्राची पाण्डेय
16.7.2019

(प्राची पाण्डेय)

प्रधान निदेशक वाणिज्यिक लेखा परीक्षा
एवं पदेन सदस्य, लेखा परीक्षा बोर्ड-II
नई दिल्ली

संलग्नक:- बंधोपरि

**COMMENTS OF THE COMPTROLLER AND AUDITOR GENERAL OF INDIA
UNDER SECTION 143(6) (b) OF THE COMPANIES ACT, 2013 ON THE FINANCIAL
STATEMENTS OF MPCON LIMITED FOR THE YEAR ENDED 31 MARCH 2019.**

The preparation of financial statements of MPCON Limited for the year ended 31 March 2019 in accordance with the financial reporting framework prescribed under the Companies Act, 2013 is the responsibility of the management of the company. The statutory auditors appointed by the Comptroller and Auditor General of India under Section 139(5) of the Act are responsible for expressing opinion on the financial statements under Section 143 of the Act, based on independent audit in accordance with the standards on auditing prescribed under section 143(10) of the Act. This is stated to have been done by them vide their Audit Report dated 26 April 2019.

I, on behalf of the Comptroller and Auditor General of India, have conducted a supplementary audit of the financial statements of MPCON Limited for the year ended 31 March, 2019 under Section 143(6)(a) of the Act. This supplementary audit has been carried out independently without access to the working papers of the statutory auditors and is limited primarily to inquiries of the statutory auditors and company personnel and a selective examination of some of the accounting records.

On the basis of my supplementary audit nothing significant has come to my knowledge which would give rise to any comment upon or supplement to statutory auditors' report under section 143(6)(b) of the Act.

**For and on behalf of the
Comptroller & Auditor General of India**

Prachi Pandey
16.7/19x

(Prachi Pandey)

**Principal Director of Commercial Audit
& Ex-officio Member, Audit Board-II,
New Delhi**

**Place: New Delhi
Date: 17.07.2019**

Annexure-III

MPCON LTD

Statement showing details of related party transactions during the 12 months period ended
31.03.2019

S.No.	Name of the Related Party	Nature of Relation	Nature of Transaction	Amount involved (DR/CR)	
				2018-19	2017-18
1.	IFCI LTD	Holding Company	1. Bills for project Consultancy	1,18,000/- (Dr)	3,81,230/- (Dr)
			2. Amount of Office premises Rent	Nil 46,304/-	Nil
			3. Travelling and other Expenses.	2,87,594/- (Dr)	2,825/- (Dr)
			4. Salary Reimbursement	46,61,832/- (Dr)	3,298,670/- (Dr)
			5. CSR Billed to IFCI Social Foundation	Nil	Nil
			6. CSR Amount Received	Nil	1050000/- (Cr)
2.	Key Managerial Remuneration		1. Salary & Contribution to PF	39,62,613/-	3,298,670/-
			2. Medical Expenses	6,219/-	8,732/-
			3. LTA	4,28,000/-	Nil
			3. Incidental Charges	1,65,000/-	Nil

**G D K & ASSOCIATES**

ICAI FIRM REG. NO. 002159C
 CHARTERED ACCOUNTANTS
 87, LALA LAJPAT RAI COLONY, RAISEN ROAD
 BHOPAL (M.P.) TEL : 9425316387, 9827012304
 E-Mail : gdkmangal@gmail.com

INDEPENDENT AUDITOR'S REPORT**TO THE MEMBERS OF MPCON LIMITED, BHOPAL****Report on the Standalone Ind AS Financial Statements**

We have audited the accompanying standalone Ind AS financial statements of **MPCON LIMITED, BHOPAL** ("the Company"), which comprise the Balance Sheet as at 31st March, 2019, and the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the state of affairs (financial position), Loss (financial performance including other comprehensive income), cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules 2015 as amended.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone Ind AS financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit of the standalone Ind AS financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal


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financial control relevant to the Company's preparation of the standalone Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the standalone Ind AS financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone Ind AS financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the Ind AS, of the state of affairs (financial position) of the Company as at 31st March, 2019, and its Loss (financial performance including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

Other Matter

The company does not maintain any books of accounts at the branches which are basically administrative in nature.

Report on Other Legal and Regulatory Requirements

1. As required by the 'Companies (Auditor's Report) Order, 2016', issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (hereinafter referred to as the "Order"), we give in the Annexure 'I' a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143 (3) of the Act, 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 purposes 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 Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid standalone Ind AS financial statements comply with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules 2015 as amended.



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- (e) On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) We are enclosing herewith a report in Annexure II for our opinion on adequacy of internal financial controls system in place and the operating effectiveness of such controls.
- (g) 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 as amended, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has not disclosed the impact of pending litigations on its financial position in its financial statements as they are of contingent nature could not be quantified.
 - ii. The Company does not have any long term contracts including derivative contracts hence no material foreseeable losses has been identified.
 - iii. There has been no amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
3. As required by Section 143(5) of the Companies Act 2013, our report on directions and sub directions as issued by the Comptroller and Auditor General of India are reported in enclosed Annexure III and IV respectively.

**For GDK & Associates
Chartered Accountants
FRN: 002159C**

**PLACE : BHOPAL
DATED : 26th April 2019**

**Sd /-
CA Seema Mangal
Partner
M.No.074730**



G D K & ASSOCIATES

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ANNEXURE-I
TO THE INDEPENDENT AUDITOR'S REPORT

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

- i) In respect of its fixed assets:
- (a) The company has Leasehold Land and the rights of the holding is cancelled by the competent authority on 03.07.2015 against which an appeal is preferred by the Company, however the original Title Deed is not in the possession of the Company.
 - b) The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - c) As explained to us, fixed assets have been physically verified by the management in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. As in informed to us no material discrepancies were noticed on such physical verification.
- (ii)
- (a) The company does not carry any inventories during the year hence, clause 2 is not applicable to the company.
 - (b) Since the company does not carry any inventory during the year the procedures of physical verification of inventory is not applicable.
 - (c) The company does not carry any inventory; the maintenance of record of inventory is not required.
- (iii) The company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, hence the conditions of (a),(b),(c) are not applicable.
- (iv) The company has not granted any loan, made investment, given any guarantee and security under section 185 and 186 of the Companies Act 2013.
- (v) The company has not accepted any deposits, and the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under, are not applicable. No contraventions have been noticed and no order has been passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal.


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- (vi) As informed by the management, the Central Government has not prescribed maintenance of cost records under sub-section (1) of section 148 of the Companies Act.
- (vii) (a) According to the records of the company, undisputed statutory dues including provident fund, employees' state insurance, income-tax, GST, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues have been deposited on time with the appropriate authorities.
- (b) The disputed statutory dues aggregating to Rs.16.71 Lacs have not been deposited on account of matters pending before appropriate authorities are as under:

Name of the statute	Nature of dues	Forum where dispute is pending	Amount (Rs. in Lacs)
Income Tax Act	Income Tax	CIT(Appeals)	16.71 Lacs

- (viii) The company has not defaulted in repayment of dues to a financial institution or bank or debenture holders.
- (ix) The Company has not issued any initial public offer or further public offer and not availed any term loans, hence its being applied for the purpose of taking the same is not applicable.
- (x) To the best of our knowledge and according to the information and explanation given to us, no fraud by the company or no material fraud on the company by its officers or employees has been noticed or reported during the year. Hence the nature and the amount involved is not applicable to the company.
- (xi) The Company is a Public Sector Government Company hence the provision of section 197 read with schedule V of the Companies Act 2013 regarding managerial remuneration is not applicable vide Ministry of Company Affairs notification, Dated 5th June 2015
- (xii) The Company is not a Nidhi Company.
- (xiii) The Company is having Related Party Transaction on behalf of its Parent Company and others and its disclosure as required under section 177 and 188 of the Companies Act 2013 and related Accounting Standard is made vide Notes to the Accounts.
- (xiv) The Company has not made any preferential allotment or private placements of shares or fully or partly convertible debentures during year under review.
- (xv) The Company has not entered into non cash transaction with the directors or persons connected with him hence the provisions of section 192 of the Companies Act 2013 not applicable.



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- (xvi) The Company is not a Non Banking Financial Institution; hence registration under section 45IA of the Reserve Bank Of India Act 1934 is not applicable.

For GDK & ASSOCIATES
CHARTERED ACCOUNTANTS
FIRM REG. NO 002159C

Sd/-

CA. Seema Mangal
Partner
M.No.074730

Place: Bhopal
Date: 26th April 2019


G D K & ASSOCIATES

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ANNEXURE- II TO THE INDEPENDENT AUDITOR'S REPORT

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

We have audited the internal financial controls over financial reporting of **MPCON LIMITED, BHOPAL** ("the Company") as of 31st March 2019 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 Company's management 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 company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

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

Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. We believe that the audit evidence I/we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.


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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 unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, 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 31st March 2019, 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.

PLACE : BHOPAL
 DATED : 26TH April 2019

For GDK & Associates
 Chartered Accountants
 FRN: 002159C

Sd/-
 CA. Seema Mangal
 Partner
 M.No.074730



G D K & ASSOCIATES
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MPCON LIMITED, BHOPAL

Annexure -III

Directions for the year 2018-19

1. Whether the company has system in place to process all the accounting transactions through IT system? If Yes, the implications of processing of accounting transactions outside IT system on the integrity of the accounts along with the financial implications, if any, may be stated.

Reply: Yes, the company has system in place to process all the accounting transactions through IT system. The company does not have any accounting transaction outside IT System.

2. Whether there is any restructuring of an existing loan or case of waiver/ write off of debts/ loans/ interest etc. made by a lender to the company due to the company's inability to repay the loan? if yes, the financial impact may be stated.

Reply: No, the company has not taken any loan of any nature during the year under audit.

3. Whether funds received /receivable for specific schemes from Central/State agencies were properly accounted for /utilized as per its terms and conditions? List the cases of deviation

Reply: Yes, funds received /receivable for specific schemes from Central/State agencies were properly accounted for /utilized as per its terms and conditions, No deviation noticed.

For GDK & ASSOCIATES
CHARTERED ACCOUNTANTS
FIRM REG. NO 002159C

Sd/-
(CA SEEMA MANGAL)
PARTNER
M.NO.074730

Place: Bhopal
Dated- 26th April 2019



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MPCON LIMITED, BHOPAL

Annexure -IV

Sub- Directions under section 143(5) of the Companies Act, 2013 for the year 2018-19

On the basis of the Books of accounts of the Company, the reply to the following questions and/ or information may be supplied:-

1. Investments

Whether the titles of ownership in respect of CGS/ SGS/ Bonds/ Debentures etc. are available in physical/demat form and these, in aggregate, agree with the respective amounts shown in the Company's books of accounts? If not, details may be stated.

Reply: No investment made by the company during the period under audit.

2. Loans

In respect of provisioning requirement of all restructured, rescheduled, renegotiated loan whether a system of periodical assessment of realizable value of securities available against all such loan is in place and adequate provision has been created during the year ? Any deficiencies in this regards, if any, may be suitably commented upon along with financial impact.

Reply: Not applicable

For GDK & ASSOCIATES
CHARTERED ACCOUNTANTS
FIRM REG. NO 002159C

Sd/-

(CA SEEMA MANGAL)
PARTNER
M.NO.074730

Place: Bhopal
Dated-26th April 2019

**G D K & ASSOCIATES**

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ANNEXURE-A TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS

Report on the Internal financial controls 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 **MPCON LIMITED** ("The Company") as of 31st March, 2019 in conjunction with our audit of the financial statements of the company for the year ended on the date.

Management's Responsibility for Internal Financial Controls

The Company's Management 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 the Internal Control stated of the Guidance Note on audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI)". These responsibilities included 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 the 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 Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's Internal Financial Controls over Financial Reporting based on our audit, we conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the standard on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013' to the extent applicable to an audit of Internal Financial Controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those standards and the Guidance Note required 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 control over Financial Reporting included obtaining an understanding of Internal Financial Reporting, assessing the risk that a material weakness exists, and testing and evaluation the design and operating effectiveness of Internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risk of material misstatement of the financial Statements, whether due to fraud or error.


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We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's Internal Financial Control System over Financial Reporting.

Meaning of Internal Financial Controls over Financial Reporting

A Company's Internal Financial Control over Financial Reporting is 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 the records that, in reasonable details, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance the transactions are recorded as necessary to permit preparation of Financial Statements in accordance Generally Accepted Accounting Principles and that receipts and expenditures of the company are being made only in accordance with authorization of management and directors of the company ; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisitions, 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 limitation of Internal Financial Controls over Financial Reporting, including the possibility of collusion or improper management override of controls, material mismanagement due to error of fraud may occur and not to 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 Controls over Financial Reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, and adequate Internal Financial Controls over Financial Reporting and Internal Financial Controls over Financial Reporting were operating effectively as on March 31st 2019, 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".

For GDK & ASSOCIATES
 CHARTERED ACCOUNTANTS
 FIRM REG. NO. 002159C

Sd/-

(CA SEEMA MANGAL)
 PARTNER
 M.NO.074730

Place: Bhopal
 Date: 26th April 2019

MPCON LIMITED CIN : U74140MP1979GOI001502 BALANCE SHEET As at 31st March 2019 (Amount in Rs.)				
Particulars	Note No.	As at 31st March 2019	As at 31st March 2018	As at 1st April 2017
ASSETS				
1. Non - Current Assets				
a. Property, Plant and Equipment	II	3,202,641	3,436,576	3,461,537
b. Capital work - In - progress	III	-	-	-
c. Investment property	IV	-	-	-
d. Goodwill	V	-	-	-
e. Other Intangible Assets	VI	-	-	-
f. Intangible Assets under development	VII	-	-	-
g. Biological Assets other than bearer plants	VIII	-	-	-
h. Financial Assets				
i. Investments	IX	-	-	-
ii. Trade Receivables	X	87,329,773	43,534,000	-
iii. Loans	XI	-	-	-
iv. Others	XII	-	-	-
i. Deferred Tax Assets (Net)	XIII	-	-	-
j. Other Non - Current Assets	XIV	-	-	-
		90,532,414	46,970,576	3,461,537
2. Current Assets				
a. Inventories	XV	-	-	-
b. Financial Assets				
i. Investments	XVI	-	-	-
ii. Trade Receivables	XVII	29,286,554	76,905,521	90,814,502
iii. Cash and cash equivalents	XVIII	21,289,347	53,843,319	32,935,053
iv. Bank Balance other than (iii) above	XIX	-	-	-
v. Loans	XX	27,437,584	31,916,413	34,717,026
vi. Others	XXI	10,777,530	13,140,122	7,591,764
c. Current Tax Assets (Net)	XXII	8,761,603	4,062,104	3,179,114
d. Other Current Assets	XXIII	2,587,124	26,694	-
		100,139,742	179,894,173	169,237,459
TOTAL ASSETS		190,672,156	226,864,749	172,698,996
EQUITY AND LIABILITIES				
EQUITY				
a. Equity Share Capital	XXIV	10,000,000	10,000,000	10,000,000
b. Other Equity	XXV	54,201,395	66,364,846	61,415,373
		64,201,395	76,364,846	71,415,373
LIABILITIES				
1. Non - Current Liabilities				
a. Financial Liabilities				
i. Borrowings	XXVI	-	-	-
ii. Trade Payables	XXVII	-	-	-
iii. Other Financial Liabilities	XXVIII	-	-	-
b. Provisions	XXIX	-	-	-
c. Deferred Tax Liabilities (Net)	XXX	12,347	31,880	24,722
d. Other Non - Current Liabilities	XXXI	-	-	-
		12,347	31,880	24,722
2. Current Liabilities				
a. Financial Liabilities				
i. Borrowings	XXXII	-	-	-
ii. Trade Payables	XXXIII	85,446,718	88,761,479	61,274,592
iii. Other Financial Liabilities	XXXIV	1,000,000	1,000,000	1,000,000
b. Other Current Liabilities	XXXV	27,557,992	60,706,544	38,984,309
c. Provisions	XXXVI	12,453,704	-	-
d. Current Tax Liabilities (Net)	XXXVII	-	-	-
		126,458,414	150,468,023	101,258,901
TOTAL EQUITY AND LIABILITIES		190,672,156	226,864,749	172,698,996

See accompanying notes to the financial statements

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As per our report of even date attached

For GDK & ASSOCIATES
CHARTERED ACCOUNTANTS
FRN 002159C

FOR AND ON BEHALF OF THE BOARD

Sd/-
CA SEEMA MANGAL
PARTNER
M.No.74730

Sd/-
(BIBHUTI BHUSAN SAHU)
DIN : 02289909
MANAGING DIRECTOR

Sd/-
(PRASOON)
DIN : 03599426
CHAIRMAN

Date : 26.4.2019
Place : Bhopal

MPCON LIMITED CIN : U74140MP1979GOI001502 Statement of Profit and Loss For the year ended 31st March 2019 (Amount in Rs.)				
Particulars	Note No.	For the Year ended 31st March 2019	For the Year ended 31st March 2018	As at Transition Dated 1st April 2017
CONTINUING OPERATIONS				
Income				
Revenue from Operations	XXXVIII	460,918,058	437,106,972	434,488,019
Other Income	XXXIX	380,553	553,461	3,404,669
Total Income		461,298,611	437,660,433	437,892,688
Expenses				
Cost of Material Consumed	XL	-	-	-
Purchase of Stock - in - Trade	XLI	-	-	-
Changes in Inventory of Finished Goods, Stock - in - Trade and Work - in - Progress	XLII	-	-	-
Employee benefit expenses	XLIII	53,647,594	42,940,872	44,765,645
Finance Costs	XLIV	-	-	-
Depreciation and Amortization expenses	XLV	455,845	489,045	376,396
Other Expenses	XLVI	418,845,611	386,852,561	383,175,907
Total Expenses		472,949,050	430,282,478	428,317,948
Profit / (Loss) before exceptional items and tax		-11,650,439	7,377,955	9,574,740
Exceptional Items				
Profit / (Loss) before tax		-11,650,439	7,377,955	9,574,740
Tax Expense				
1. Current Tax		-	2,093,434	3,218,000
2. Deferred Tax		-19,533	7,158	24,722
3. MAT Credit Entitlement				
4. Income Tax of Earlier Years				
Profit / (Loss) for the period from continuing operations		-11,630,906	5,277,363	6,332,018
DISCONTINUING OPERATIONS				
Profit / (Loss) from discontinuing operations (before tax)				
Tax Expense of discontinued operations				
Profit / (Loss) from discontinued operations (after tax)				
PROFIT / (LOSS) FOR THE PERIOD		-11,630,906	5,277,363	6,332,018
OTHER COMPREHENSIVE INCOME				
A. i. Items that will not be reclassified to profit or loss	XLVII			
a. Actuarial Gain / (Loss)		906,803	1,179,381	-
ii. Income tax relating to items that will not be reclassified to profit or loss				
iii. Tax Effect of (i) and (ii)		235,769	303,691	-
B. i. Items that will be reclassified to profit or loss	XLVIII			
ii. Income tax relating to items that will be reclassified to profit or loss				
iii. Tax Effect of (i) and (ii)				
Other Comprehensive Income, net of tax		671,034	875,690	-
Total Comprehensive Income for the year		-10,959,872	6,153,053	6,332,018
Earnings per equity share in Rs. (for continuing operations)				
1. Basic	XLIX	-1,095.99	615.31	633.20
2. Diluted		-1,095.99	615.31	633.20
Earnings per equity share in Rs. (for discontinued operations)				
1. Basic	XLIX	-	-	-
2. Diluted		-	-	-
Earnings per equity share in Rs. (for continuing and discontinued operations)				
1. Basic	XLIX	-1,095.99	615.31	633.20
2. Diluted		-1,095.99	615.31	633.20

See accompanying notes to the financial statements

As per our report of even date attached

For GDK & ASSOCIATES
CHARTERED ACCOUNTANTS
FRN 002159C

Sd/-
CA SEEMA MANGAL
PARTNER
M.No.74730

Date : 26.4.2019
Place : Bhopal

FOR AND ON BEHALF OF THE BOARD

Sd/-
(BIBHUTI BHUSAN SAHU)
DIN : 02289909
MANAGING DIRECTOR

Sd/-
(PRASOON)
DIN : 03599426
CHAIRMAN

MPCON LIMITED
CIN : U74140MP1979GOI001502
Statement of Changes in Equity
For the period ended 31st March 2019

A. EQUITY SHARE CAPITAL

(Amount in Rs.)

Particulars	As at 31st March 2019	As at 31st March 2018
Balance at the beginning of the reporting period	10,000,000	10,000,000
Changes in Equity Share Capital during the year	-	-
Balance at the end of the reporting period	10,000,000	10,000,000

B. OTHER EQUITY

(Amount in Rs.)

Particulars	Equity Component of Compound Financial Instruments	Reserves & Surplus					Other Comprehensive Income	Non-Controlling Interests	Total
		Securities Premium Reserve	Debt Redemption Reserve	Capital Redemption Reserve	General Reserve	Retained Earnings			
Balance as at 1st April, 2017	-	-	-	-	600,000	60,815,373	-	-	61,415,373
Profit for the year	-	-	-	-	-	5,277,363	-	-	5,277,363
Other Comprehensive Income for the year	-	-	-	-	-	-	875,690	-	875,690
Dividend Paid during the year	-	-	-	-	-	-1,203,580	-	-	-1,203,580
Balance as at 31st March, 2018	-	-	-	-	600,000	64,889,156	875,690	-	66,364,846
Changes in Accounting Policy or Prior Period Errors	-	-	-	-	-	-	-	-	-
Restated Balance as at 1st April 2018	-	-	-	-	600,000	64,889,156	875,690	-	66,364,846
Profit for the year	-	-	-	-	-	-11,630,906	-	-	-11,630,906
Other Comprehensive Income for the year	-	-	-	-	-	-	671,034	-	671,034
Dividend Paid during the year	-	-	-	-	-	-1,203,580	-	-	-1,203,580
Balance at 31st March, 2019	-	-	-	-	600,000	52,054,670	1,546,725	-	54,201,395

For GDK & ASSOCIATES
CHARTERED ACCOUNTANTS
FRN 002159C

FOR AND ON BEHALF OF THE BOARD

Sd/-
CA SEEMA MANGAL
PARTNER
M. No. 74730

Sd/-
(BIBHUTI BHUSAN SAHU)
DIN : 02289909
MANAGING DIRECTOR

Sd/-
(PRASOON)
DIN : 03599426
CHAIRMAN

Date : 26.4.2019
Place : Bhopal

MPCON LIMITED
 CIN : U74140MP1979GOI001502
 Statement of Cash Flows
 For the year ended 31st March 2019

(Amount in Rs.)

Particulars	For the year ended 31st March 2019	For the year ended 31st March 2018
CASH FLOW FROM OPERATING ACTIVITIES (A)		
Profit before Income Tax from Continuing Operations	-11,650,439	7,377,955
Discontinuing Operations	-	-
Profit before Income Tax including discontinued operations	-11,650,439	7,377,955
Adjustments For :		
Depreciation and Amortization Expense	455,845	489,045
Profit on Sale of Fixed Assets	-73,291	-
Investing Income classified as Investing Cash Flows	-307,262	-553,461
Bad Debts Written off	-	-
Interest on Preference Shares	-	-
Fair Value Changes through Profit and Loss	-	-
Finance Lease Receivable and Liability Changes	-	-
Deferred Income	-	-
Actuarial Adjustments	671,034	875,690
Operating Profit before working capital changes	-10,904,113	8,189,229
Change in operating assets and liabilities, net of effects from purchase of controlled entities and sale of subsidiaries :		
Decrease / (Increase) : Trade Receivable	3,823,194	-29,625,019
Decrease / (Increase) : Loans	4,478,829	2,800,613
Decrease / (Increase) : Other Financial Assets	2,362,592	-5,548,358
Decrease / (Increase) : Current Tax Assets	-4,699,499	-882,990
Decrease / (Increase) : Other Current Assets	-2,560,430	-26,694
Increase / (Decrease) : Deferred Tax Liabilities	-	-
Increase / (Decrease) : Trade Payables	-3,314,761	27,486,887
Increase / (Decrease) : Other Current Liabilities	-33,148,552	21,722,235
Increase / (Decrease) : Provisions	12,453,704	-
Cash Generated from Operations	-31,509,036	24,115,903
Less: Income Taxes Paid	-	-2,093,434
Net Cash inflow from Operating Activities	-31,509,036	22,022,469
CASH FLOW FROM INVESTING ACTIVITIES (B)		
Interest Income from FDRs	307,262	553,461
Income from Investment Property	-	-
Purchase of Property, Plant & Equipment	-258,618	-464,084
Sale of Property, Plant & Equipment	110,000	-
Sale of Investment Property	-	-
Purchase of Intangible Assets	-	-
Net Cash inflow from Investing Activities	158,644	89,377
CASH FLOW FROM FINANCING ACTIVITIES (C)		
Increase / Decrease in Other Equity	-	-
Dividend Paid	-1,203,580	-1,203,580
Premium Paid on Buy Back of Equity Shares	-	-
Repayment of 9.7% Non - Convertible Bonds	-	-
Finance Costs	-	-
Net Cash used in Financing Activities	-1,203,580	-1,203,580
Net Increase in Cash and Cash Equivalents (A+B+C)	-32,553,972	20,908,266
Cash and Cash Equivalents at the Beginning of the year	53,843,319	32,935,053
Cash and Cash Equivalents at the end of the year	21,289,347	53,843,319

As per our report of even date attached

For GDK & ASSOCIATES
 CHARTERED ACCOUNTANTS
 FRN 002159C

Sd/-
 CA SEEMA MANGAL
 PARTNER
 M. No. 74730

Date : 26.4.2019
 Place : Bhopal

FOR AND ON BEHALF OF THE BOARD

Sd/-
 (BIBHUTI BHUSAN SAHU)
 DIN : 02289909
 MANAGING DIRECTOR

Sd/-
 (PRASOON)
 DIN : 03599426
 CHAIRMAN

MPCON LIMITED
CIN : U74140MP1979GOI001502
Notes to Accounts

(Amount in Rs.)

Note No.	Particulars	As at 31st March 2019	As at 31st March 2018	As at 1st April 2017
	PROPERTY PLANT AND EQUIPMENT			
	Gross Carrying Value			
	Opening Balance			
	a. Land	-	-	-
	b. Buildings	-	-	-
	c. Plant and Equipments	-	-	-
	d. Furniture and Fixtures	3,400,962	3,267,649	2,102,755
	e. Vehicles	1,503,894	1,503,894	1,503,894
	f. Office Equipment	4,599,140	4,271,184	4,073,164
	g. Bearer Plants	-	-	-
	h. Others	890,195	887,380	449,760
		10,394,192	9,930,108	8,129,574
	Additions / (Sale) during the period			
	a. Land	-	-	-
	b. Buildings	-	-	-
	c. Plant and Equipments	-	-	-
	d. Furniture and Fixtures	23,126	133,313	1,164,894
	e. Vehicles	-479,000	-	-
	f. Office Equipment	235,492	327,956	198,020
	g. Bearer Plants	-	-	-
	h. Others	-	2,815	437,620
		-220,382	464,084	1,800,534
	Closing Balance			
	a. Land	-	-	-
	b. Buildings	-	-	-
	c. Plant and Equipments	-	-	-
	d. Furniture and Fixtures	3,424,088	3,400,962	3,267,649
	e. Vehicles	1,024,894	1,503,894	1,503,894
	f. Office Equipment	4,834,632	4,599,140	4,271,184
	g. Bearer Plants	-	-	-
	h. Others	890,195	890,195	887,380
		10,173,810	10,394,192	9,930,108
	Accumulated Depreciation			
	Opening Balance			
	a. Land	-	-	-
	b. Buildings	-	-	-
	c. Plant and Equipments	-	-	-
	d. Furniture and Fixtures	1,463,712	1,265,722	1,147,435
	e. Vehicles	1,416,691	1,404,934	1,391,592
	f. Office Equipment	3,720,564	3,498,015	3,288,297
	g. Bearer Plants	-	-	-
	h. Others	376,403	319,654	290,810
		6,977,369	6,488,324	6,118,133
	Depreciation for the period			
	a. Land	-	-	-
	b. Buildings	-	-	-
	c. Plant and Equipments	-	-	-
	d. Furniture and Fixtures	185,580	197,990	118,287
	e. Vehicles	-433,749	11,757	13,342
	f. Office Equipment	212,912	222,549	209,718
	g. Bearer Plants	-	-	-
	h. Others	48,810	56,749	28,844
		13,553	489,045	370,191
	Closing Balance of Accumulated Depreciation			
	a. Land	-	-	-
	b. Buildings	-	-	-
	c. Plant and Equipments	-	-	-
	d. Furniture and Fixtures	1,649,292	1,463,712	1,265,722
	e. Vehicles	982,942	1,416,691	1,404,934
	f. Office Equipment	3,933,476	3,720,564	3,498,015
	g. Bearer Plants	-	-	-
	h. Others	425,213	376,403	319,654
		6,990,922	6,977,369	6,488,324

Note
No. II

LEASEHOLD PROPERTY PLANT AND EQUIPMENT			
Gross Carrying Value			
Opening Balance			
a. Land	19,754	19,754	19,754
b. Buildings	-	-	-
	19,754	19,754	19,754
Additions / (Sale) during the period			
a. Land	-	-	-
b. Buildings	-	-	-
	-	-	-
Closing Balance			
a. Land	19,754	19,754	19,754
b. Buildings	-	-	-
	19,754	19,754	19,754
Accumulated Depreciation			
Opening Balance			
a. Land	-	-	-
b. Buildings	-	-	-
	-	-	-
Depreciation for the period			
a. Land	-	-	-
b. Buildings	-	-	-
	-	-	-
Closing Balance of Accumulated Depreciation			
a. Land	-	-	-
b. Buildings	-	-	-
	-	-	-
Net Carrying Value	3,202,641	3,436,576	3,461,537

(Amount in Rs.)

Note No.	Particulars	As at 31st March 2019	As at 31st March 2018	As at 1st April 2017
Note No. III	CAPITAL WORK - IN - PROGRESS			
	Capital Work - in - Progress	-	-	-
		-	-	-

(Amount in Rs.)

Note No.	Particulars	As at 31st March 2019	As at 31st March 2018	As at 1st April 2017
Note No. IV	INVESTMENT PROPERTY			
	Gross Carrying Value			
	Opening Balance			
	Additions / (Sale) during the period			
	Closing Balance	-	-	-
	Accumulated Depreciation			
	Opening Balance			
	Depreciation for the period			
	Closing Balance of Accumulated Depreciation	-	-	-
	Net Carrying Value	-	-	-

(Amount in Rs.)

Note No.	Particulars	As at 31st March 2019	As at 31st March 2018	As at 1st April 2017
Note No. V	GOODWILL			
	Goodwill	-	-	-
		-	-	-

(Amount in Rs.)

Note No.	Particulars	As at 31st March 2019	As at 31st March 2018	As at 1st April 2017
Note No. VI	OTHER INTANGIBLE ASSETS			
	Gross Carrying Value			
	Opening Balance			
	Additions / (Sale) during the period			
	Closing Balance	-	-	-
	Accumulated Amortization			
	Opening Balance			
Amortization for the period				
Closing Balance of Accumulated Depreciation	-	-	-	
Net Carrying Value	-	-	-	

(Amount in Rs.)

Note No.	Particulars	As at 31st March 2019	As at 31st March 2018	As at 1st April 2017
Note No. VII	INTANGIBLE ASSETS UNDER DEVELOPMENT			
	Intangible Assets Under Development	-	-	-

(Amount in Rs.)

Note No.	Particulars	As at 31st March 2019	As at 31st March 2018	As at 1st April 2017
Note No. VIII	BIOLOGICAL ASSETS OTHER THAN BEARER PLANTS			
	Gross Carrying Value	-	-	-
	Additions / (Disposals) during the period	-	-	-
	Depreciation during the period	-	-	-
Net Carrying Value	-	-	-	

(Amount in Rs.)

Note No.	Particulars	As at 31st March 2019	As at 31st March 2018	As at 1st April 2017
Note No. IX	NON - CURRENT INVESTMENTS			
	a. Investments in Equity Instruments			
	b. Investments in Preference Shares			
	c. Investments in Government or Trust Securities			
	d. Investments in Debentures / Bonds			
	e. Investments in Mutual Funds			
	f. Investments in Partnership Firms			
	g. Other Investments			
		-	-	-
	Aggregate amount of Quoted Investments	-	-	-
	Market Value of Quoted Investments	-	-	-
Aggregate amount of Unquoted Investments	-	-	-	
Market Value of Unquoted Investments	-	-	-	
Aggregate amount of impairment in value of investments	-	-	-	

(Amount in Rs.)

Note No.	Particulars	As at 31st March 2019	As at 31st March 2018	As at 1st April 2017
Note No. X	NON - CURRENT TRADE RECEIVABLES			
	a. Secured Considered Good			
	i. Due over 12 months but less than 36 months	-	-	-
	ii. Other Trade Receivables	-	-	-
	b. Unsecured Considered Good			
	i. Due over 12 months but less than 36 months	55,644,073	43,534,000	-
	ii. Other Trade Receivables	31,685,700	-	-
	c. Doubtful			
	i. Due over 12 months but less than 36 months	-	-	-
	ii. Other Trade Receivables	-	-	-
	Gross Non - Current Trade Receivables	87,329,773	43,534,000	-
Less : Provision for Bad / Doubtful Debts (Expected Credit Loss)				
i. For Secured	-	-	-	
ii. For Unsecured	-	-	-	
iii. For Doubtful	-	-	-	
Net Non - Current Trade Receivables	87,329,773	43,534,000	-	

(Amount in Rs.)

Note No.	Particulars	As at 31st March 2019	As at 31st March 2018	As at 1st April 2017
Note No. XI	LONG TERM LOANS AND ADVANCES			
	a. Security Deposits			
	i. Secured, considered good	-	-	-
	ii. Unsecured, considered good	-	-	-
	iii. Doubtful	-	-	-
	b. Loans to related parties			
	i. Secured, considered good	-	-	-
	ii. Unsecured, considered good	-	-	-
	iii. Doubtful	-	-	-
	c. Other loans			
	i. Secured, considered good	-	-	-
ii. Unsecured, considered good	-	-	-	
iii. Doubtful	-	-	-	

(Amount in Rs.)

Note No.	Particulars	As at 31st March 2019	As at 31st March 2018	As at 1st April 2017
Note No. XII	OTHER FINANCIAL ASSETS			
		-	-	-

(Amount in Rs.)

Note No.	Particulars	As at 31st March 2019	As at 31st March 2018	As at 1st April 2017
Note No. XIII	DEFERRED TAX ASSETS (NET)			
	Deffered tax assets on account of Effect of expenditure debited to profit and loss account in the current year but not allowed for tax purposes	-	-	-
	Deffered tax liabilities on account of Due to depreciation	-	-	-
	Others	-	-	-
		-	-	-

(Amount in Rs.)

Note No.	Particulars	As at 31st March 2019	As at 31st March 2018	As at 1st April 2017
Note No. XIV	OTHERS NON CURRENT ASSETS			
	a. Capital Advances	-	-	-
	b. Advances Other than Capital Advances	-	-	-
	c. Others	-	-	-

(Amount in Rs.)

Note No.	Particulars	As at 31st March 2019	As at 31st March 2018	As at 1st April 2017
Note No. XV	INVENTORIES			
	a. Raw Materials	-	-	-
	b. Work - in - Progress	-	-	-
	c. Finished Goods	-	-	-
	d. Stock in trade	-	-	-
	e. Stores and spares	-	-	-
	f. Loose tools	-	-	-
	g. Others	-	-	-

(Amount in Rs.)

Note No.	Particulars	As at 31st March 2019	As at 31st March 2018	As at 1st April 2017
Note No. XVI	CURRENT INVESTMENTS			
	a. Investments in Equity Instruments			
	b. Investments in Preference Shares			
		-	-	-
	Aggregate amount of Quoted Investments	-	-	-
	Market Value of Quoted Investments	-	-	-
	Aggregate amount of Unquoted Investments	-	-	-
	Market Value of Unquoted Investments	-	-	-
Aggregate amount of Impairment in value of investments	-	-	-	

(Amount in Rs.)

Note No.	Particulars	As at 31st March 2019	As at 31st March 2018	As at 1st April 2017
Note No. XVII	CURRENT TRADE RECEIVABLES			
	a. Secured Considered Good			
	i. Due over 6 months	-	-	-
	ii. Other Trade Receivables	-	-	-
	b. Unsecured Considered Good			
	i. Due over 6 months	2,558,929	21,666,741	52,158,159
	ii. Other Trade Receivables	26,727,625	55,238,780	38,656,343
		29,286,554	76,905,521	90,814,502
	c. Doubtful			
	i. Due over 6 months	-	-	-
	ii. Other Trade Receivables	-	-	-
		-	-	-
	Gross Current Trade Receivables	29,286,554	76,905,521	90,814,502
	Less : Provision for Bad / Doubtful Debts (Expected Credit Loss)			
i. For Secured	-	-	-	
ii. For Unsecured	-	-	-	
iii. For Doubtful	-	-	-	
	-	-	-	
Net Current Trade Receivables	29,286,554	76,905,521	90,814,502	

(Amount in Rs.)

Note No.	Particulars	As at 31st March 2019	As at 31st March 2018	As at 1st April 2017
Note No. XVIII	CASH AND CASH EQUIVALENTS			
	a. Balances with Banks	20,266,372	42,786,126	9,311,442
		20,266,372	42,786,126	9,311,442
	b. Cheques and Drafts on Hand	-	-	-
		-	-	-
	c. Cash on Hand	22,975	57,193	32,874
		22,975	57,193	32,874
	d. Others			
	i. Deposits with maturity less than 3 months	-	-	-
	ii. Deposits with maturity more than 3 months than 12 months	-	11,000,000	23,590,737
iii. Deposits with maturity more than 12 months	-	-	-	
iv. Fixed Deposits kept as Security Deposits	1,000,000	-	-	
	1,000,000	11,000,000	23,590,737	
	21,289,347	53,843,319	32,935,053	

(Amount in Rs.)

Note No.	Particulars	As at 31st March 2019	As at 31st March 2018	As at 1st April 2017
Note No. XIX	BANK BALANCES OTHER THAN (iii) above			
	Bank Balances other than those mentioned above	-	-	-
		-	-	-

(Amount in Rs.)

Note No.	Particulars	As at 31st March 2019	As at 31st March 2018	As at 1st April 2017
Note No. XX	SHORT TERM LOANS AND ADVANCES			
	a. Security Deposits and EMDs			
	i. Secured, considered good	-	-	-
	ii. Unsecured, considered good	8,132,631	7,342,466	6,296,951
	iii. Doubtful	-	-	-
		8,132,631	7,342,466	6,296,951
	b. Loans to related parties			
	i. Secured, considered good	-	-	-
	ii. Unsecured, considered good	-	-	-
	iii. Doubtful	-	-	-
c. Other loans				
i. Secured, considered good	-	-	-	
ii. Unsecured, considered good	19,304,953	24,573,947	28,420,075	
iii. Doubtful	-	-	-	
	19,304,953	24,573,947	28,420,075	
	27,437,584	31,916,413	34,717,026	

(Amount in Rs.)

Note No.	Particulars	As at 31st March 2019	As at 31st March 2018	As at 1st April 2017
Note No. XXI	OTHER FINANCIAL ASSETS			
	a. MPCON FINESTAR	143,237	76,537	175,557
	b. Interest Accrued on Deposits	182,440	-	1,030,903
	c. Income Tax Refund Receivable	10,451,853	13,063,585	6,385,304
	10,777,530	13,140,122	7,591,764	

(Amount in Rs.)

Note No.	Particulars	As at 31st March 2019	As at 31st March 2018	As at 1st April 2017
Note No. XXII	CURRENT TAX ASSETS			
	a. Advance Tax	-	-	-
	b. Tax Deducted at Source	8,761,603	6,155,538	6,397,114
	c. MAT Credit Entitlement	-	-	-
	Less : Provision for Tax	-	2,093,434	3,218,000
	8,761,603	4,062,104	3,179,114	

(Amount in Rs.)

Note No.	Particulars	As at 31st March 2019	As at 31st March 2018	As at 1st April 2017
Note No. XXIII	OTHERS CURRENT ASSETS			
	a. Capital Advances	-	-	-
	b. Advances Other than Capital Advances			
	i. Security Deposits	-	-	-
	ii. Advances to related parties	-	-	-
	iii. Other Advances			
	1. Prepaid expenses	54,260	26,694	-
		54,260	26,694	-
	c. Others			
	1. Cash Ledger Balance on GSTP	2,194,177	-	-
2. TDS on GST Receivable	303,654	-	-	
3. GST Cess Refundable	35,033	-	-	
	2,532,864	-	-	
	2,587,124	26,694	-	

(Amount in Rs.)

Note No.	Particulars	As at 31st March 2019	As at 31st March 2018	As at 1st April 2017
Note No. XXIV	EQUITY			
	Authorized Share Capital			
	10,000 (Previous year - 10,000) Equity Shares of Rs.1000/- each	10,000,000	10,000,000	10,000,000
		10,000,000	10,000,000	10,000,000
	Issued Share Capital			
	10,000 (Previous year - 10,000) Equity Shares of Rs.1000/- each	10,000,000	10,000,000	10,000,000
		10,000,000	10,000,000	10,000,000
	Subscribed Share Capital			
	10,000 (Previous year - 10,000) Equity Shares of Rs.1000/- each	10,000,000	10,000,000	10,000,000
		10,000,000	10,000,000	10,000,000
Paid Up Share Capital				
Equity Share Capital				
10,000 (Previous year - 10,000) Equity Shares of Rs.1000/- each	10,000,000	10,000,000	10,000,000	
	10,000,000	10,000,000	10,000,000	
TOTAL	10,000,000	10,000,000	10,000,000	

Reconciliation of Equity Shares outstanding at the beginning and end of the period

Note No.	Particulars	As at 31st March 2019		As at 31st March 2018	
		No. of Shares	Amount	No. of Shares	Amount
	No. of shares at the beginning of the year	10,000	10,000,000	10,000	10,000,000
	No. of shares issued during the year	-	-	-	-
	No. of shares redeemed during the year	-	-	-	-
Note No. XXIV.I	No. of shares outstanding at the end of the year	10,000	10,000,000	10,000	10,000,000

Note No. XXIV.II	<p>Terms / Rights attached to shares</p> <p>The company has only one class of Equity Shares having a par value of Rs. 1,000 per share. Each holder of Equity Share is entitled to 1 vote per share. The dividend propo to approval of shareholders in the ensuing Annual General Meeting. In the event of liquidation of the company, the holders of equity shares will be entitled to receive re distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.</p>
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Details of shareholders holding more than 5% shares in the capital

Note No.	Particulars	As at 31st March 2019		As at 31st March 2018		As at 1st
		No. of Shares	% Holding	No. of Shares	% Holding	
Note No. XXIV.III	IFCI Limited	7,972	79.72%	7,972	79.72%	7,972
		7,972	79.72%	7,972	79.72%	7,972

(Amount in Rs.)

Note No.	Particulars	As at 31st March 2019	As at 31st March 2018	As at 1st April 2017
Note No. XXV	OTHER EQUITY			
	Share application money pending allotment	-	-	-
	Equity component of other Financial Instruments	-	-	-
	Reserve and Surplus			
	Securities Premium Reserve	-	-	-
	Capital Redemption Reserve	-	-	-
	Debenture Redemption Reserve	-	-	-
	Share options outstanding account	-	-	-
	Retained Earnings	52,054,670	64,889,156	60,815,373
	General Reserve	600,000	600,000	600,000
Other Comprehensive Income	1,546,725	875,690	-	
	54,201,395	66,364,846	61,415,373	

Securities Premium Reserve

(Amount in Rs.)

Note No.	Particulars	As at 31st March 2019	As at 31st March 2018	As at 1st April 2017
Note No. XXV (i)	Opening Balance	-	-	-
	Exercise of Options - Proceeds received	-	-	-
	Acquisition of Subsidiary	-	-	-
	Right Issue	-	-	-
	Transaction Costs arising on shares issues, net of Tax	-	-	-
	Closing Balance	-	-	-

Capital Redemption Reserve

(Amount in Rs.)

Note No.	Particulars	As at 31st March 2019	As at 31st March 2018	As at 1st April 2017
Note No. XXV (ii)	Opening Balance	-	-	-
	Appropriations during the year	-	-	-
	Closing Balance	-	-	-

Debenture Redemption Reserve

(Amount in Rs.)

Note No.	Particulars	As at 31st March 2019	As at 31st March 2018	As at 1st April 2017
Note No. XXV (iii)	Opening Balance	-	-	-
	Appropriations during the year	-	-	-
	Closing Balance	-	-	-

Share Options Outstanding Account

(Amount in Rs.)

Note No.	Particulars	As at 31st March 2019	As at 31st March 2018	As at 1st April 2017
Note No. XXV (iv)	Opening Balance	-	-	-
	Employee Stock Option Expense	-	-	-
	Closing Balance	-	-	-

(Amount in Rs.)

Note No.	Particulars	As at 31st March 2019	As at 31st March 2018	As at 1st April 2017
Note No. XXV (v)	Opening Balance	64,889,156	60,815,373	55,686,935
	Net Profit for the period	-11,630,906	5,277,363	6,332,018
	Items of other comprehensive income recognised directly in retained earnings			
	Remeasurements of post - employment benefit obligations, net of taxes	671,034	875,690	-
	Share of Other Comprehensive Income of associates and joint ventures, net of taxes	-	-	-
	Transfer to Retained Earnings of FVOCI equity investments, net of taxes	-	-	-
	Transactions with Non - Controlling Interests	-	-	-
	Transfer to Debenture Redemption Reserve	-	-	-
	Transfer to Capital Redemption Reserve	-	-	-
	Premium Paid on Buyback of Shares	-	-	-
	Dividends Distributed	1,203,580	1,203,580	1,203,580
Closing Balance	52,054,670	64,889,156	60,815,373	

(Amount in Rs.)

Note No.	Particulars	As at 31st March 2019	As at 31st March 2018	As at 1st April 2017
Note No. XXV (vi)	Opening Balance	600,000	600,000	600,000
	Addition / Reduction during the year	-	-	-
	Closing Balance	600,000	600,000	600,000

(Amount in Rs.)

Note No.	Particulars	As at 31st March 2019	As at 31st March 2018	As at 1st April 2017
Note No. XXVI	LONG TERM BORROWINGS			
		-	-	-

(Amount in Rs.)

Note No.	Particulars	As at 31st March 2019	As at 31st March 2018	As at 1st April 2017
Note No. XXVII	NON CURRENT TRADE PAYABLES			
		-	-	-

(Amount in Rs.)

Note No.	Particulars	As at 31st March 2019	As at 31st March 2018	As at 1st April 2017
Note No. XXVIII	OTHER FINANCIAL LIABILITIES			
		-	-	-

(Amount in Rs.)

Note No.	Particulars	As at 31st March 2019	As at 31st March 2018	As at 1st April 2017
Note No. XXIX	LONG TERM PROVISIONS			
	a. Provision for employee benefits			
	i. Gratuity	-	-	-
	ii. Leave Encashment	-	-	-
		-	-	-
	b. Others	-	-	-

(Amount in Rs.)

Note No.	Particulars	As at 31st March 2019	As at 31st March 2018	As at 1st April 2017
Note No. XXX	DEFERRED TAX LIABILITIES (NET)			
	a. Deferred Tax Liabilities on account of			
	i. Due to depreciation	12,347	31,880	24,722
	ii. Others	-	-	-
		12,347	31,880	24,722
	b. Deferred Tax Assets on account of			
i. Disallowances u/s 43B	-	-	-	
ii. Others	-	-	-	
	12,347	31,880	24,722	

(Amount in Rs.)

Note No.	Particulars	As at 31st March 2019	As at 31st March 2018	As at 1st April 2017
Note No. XXXI	OTHER NON CURRENT LIABILITIES			
		-	-	-

(Amount in Rs.)

Note No.	Particulars	As at 31st March 2019	As at 31st March 2018	As at 1st April 2017
Note No. XXXII	SHORT TERM BORROWINGS			
		-	-	-

(Amount in Rs.)

Note No.	Particulars	As at 31st March 2019	As at 31st March 2018	As at 1st April 2017
Note No. XXXIII	CURRENT TRADE PAYABLES			
	a. Micro , Small and Medium enterprises	-	-	-
	b. Trade Payable	83,528,216	87,165,970	59,650,581
	c. Expenses Payable	1,918,502	1,595,509	1,624,011
	85,446,718	88,761,479	61,274,592	

(Amount in Rs.)

Note No.	Particulars	As at 31st March 2019	As at 31st March 2018	As at 1st April 2017
Note No. XXXIV	OTHER FINANCIAL LIABILITIES			
	Security Deposits Received	1,000,000	1,000,000	1,000,000
		1,000,000	1,000,000	1,000,000

(Amount in Rs.)

Note No.	Particulars	As at 31st March 2019	As at 31st March 2018	As at 1st April 2017
Note No. XXXV	OTHER CURRENT LIABILITIES			
	a. Advances Received	5,633,943	3,328,566	6,865,487
	b. Grant in Aid received for other training	20,194,323	52,070,247	24,972,151
	c. Statutory Dues			
	i. Gratuity Payable	-	-	4,233,278
	ii. Employer's PF Payable	177,936	185,257	189,104
	iii. Employees PF Payable	177,936	185,257	189,104
	iv. Employees Income Tax (TDS) Payable	270,485	75,206	152,430
	v. Employees LIC Payable	-	-	15,353
	vi. Employees Professional Tax Payable	4,370	-	5,546
	vii. Goods & Service Tax Payable	68,335	676,969	683,619
	viii. Other TDS Payable	1,030,664	1,185,042	1,678,237
ix. Leave Encashment	-	3,000,000	-	
	27,557,992	60,706,544	38,984,309	

(Amount in Rs.)

Note No.	Particulars	As at 31st March 2019	As at 31st March 2018	As at 1st April 2017
Note No. XXXVI	SHORT TERM PROVISIONS			
	Gratuity	9,418,929	-	-
	Leave Encashment	3,034,775	-	-
		12,453,704	-	-

(Amount in Rs.)

Note No.	Particulars	As at 31st March 2019	As at 31st March 2018	As at 1st April 2017
Note No. XXXVI I	CURRENT TAX LIABILITIES			
	a. Provision for Tax	-	-	-
	Less : Advance Tax	-	-	-
	Less : Tax Deducted at Source	-	-	-
		-	-	-

(Amount in Rs.)

Note No.	Particulars	For the Year ended 31st March 2019	For the Year ended 31st March 2018	As at Transition Dated 1st April 2017
Note No. XXXVI II	REVENUE FROM OPERATIONS			
	a. Project Consultancy	72,499,640	56,526,178	77,740,497
	b. Financial Inclusion	-	-	-
	c. Manpower Consultancy	304,141,182	257,955,950	209,979,509
	d. Entrepreneurship Development Programme	83,447,329	121,335,196	144,144,863
	e. Other Operating Revenue	829,907	1,289,648	2,623,150
	460,918,058	437,106,972	434,488,019	

(Amount in Rs.)

Note No.	Particulars	For the Year ended 31st March 2019	For the Year ended 31st March 2018	As at Transition Dated 1st April 2017
Note No. XXXIX	OTHER INCOME			
	a. Interest Income			
	i. Earned and Accrued on Deposits	307,262	553,461	3,404,669
		307,262	553,461	3,404,669
	b. Other Non - operating Income			
	c. Profit on Sale of Fixed Assets	73,291	-	-
d. Miscellaneous Income	-	-	-	
	380,553	553,461	3,404,669	

(Amount in Rs.)

Note No.	Particulars	For the Year ended 31st March 2019	For the Year ended 31st March 2018	As at Transition Dated 1st April 2017
Note No. XL	COST OF MATERIAL CONSUMED			
		-	-	-

(Amount in Rs.)

Note No.	Particulars	For the Year ended 31st March 2019	For the Year ended 31st March 2018	As at Transition Dated 1st April 2017
Note No. XLI	PURCHASE OF STOCK IN TRADE	-	-	-

(Amount in Rs.)

Note No.	Particulars	For the Year ended 31st March 2019	For the Year ended 31st March 2018	As at Transition Dated 1st April 2017
Note No. XLII	CHANGE IN INVENTORY	-	-	-

(Amount in Rs.)

Note No.	Particulars	For the Year ended 31st March 2019	For the Year ended 31st March 2018	As at Transition Dated 1st April 2017
Note No. XLIII	EMPLOYEE BENEFIT EXPENSES			
	a. Salaries and Wages	31,571,239	30,044,553	28,122,900
	b. Contribution to Provident Fund / ESIC	2,258,795	2,472,541	2,458,900
	c. Group Mediciam / Insurance / Expenses	539,173	584,985	572,655
	d. Staff Welfare Expenses	759,459	962,833	815,473
	e. Gratuity	9,682,112	-	10,252,924
	f. Leave Encashment	7,424,351	7,302,571	996,420
	g. Conveyance , Telephone & Newspaper Allowances	1,412,465	1,573,389	1,546,373
	53,647,594	42,940,872	44,765,645	

(Amount in Rs.)

Note No.	Particulars	For the Year ended 31st March 2019	For the Year ended 31st March 2018	As at Transition Dated 1st April 2017
Note No. XLIV	FINANCE COST	-	-	-

(Amount in Rs.)

Note No.	Particulars	For the Year ended 31st March 2019	For the Year ended 31st March 2018	As at Transition Dated 1st April 2017
Note No. XLV	DEPRECIATION AND AMORTIZATION			
	a. Depreciation on Tangible Assets			
	i. Property, Plant and Equipment	455,845	489,045	376,396
		455,845	489,045	376,396

(Amount in Rs.)

Note No.	Particulars	For the Year ended 31st March 2019	For the Year ended 31st March 2018	As at Transition Dated 1st April 2017
	OTHER EXPENSES			
	a. Rent	1,250,027	1,161,870	1,559,861
	b. Repairs, Maintenance and Consumables	420,432	1,010,704	907,150
	c. Electricity	232,329	291,183	370,232
	d. Travelling & Conveyance	1,098,719	1,020,072	1,101,608
	e. Printing & Stationery	511,871	474,115	477,388
	f. Postage & Telephone	238,405	290,185	342,500
	g. Vehicle Upkeep & Running	249,516	273,771	170,731
	h. Books, Periodicals & Subscriptions	22,350	35,767	37,344
	i. Audit Fees			
	Internal Audit Fees	50,000	50,000	50,000
	Statutory Audit Fees	48,000	48,000	48,000
	Tax Audit Fees	12,000	12,000	12,000
	j. Business Development Expenses	403,765	248,513	229,752
	k. Legal & Professional Expenses	227,900	55,400	17,440
	l. Advertisement	73,885	88,798	257,400
	m. Bank Charges	18,575	18,248	79,152
	n. Board Meeting Expenses	106,308	76,006	128,069
	o. Director Sitting Fees	5,000	5,000	25,000
	p. General Expenses	120,718	136,621	130,758
	q. Service Tax Paid	-	1,353,726	-
	r. EDP Expenses	60,464,363	84,057,456	109,958,032
	s. Consultancy Expenses			
	i. Professional Fees	57,830,652	46,491,582	65,488,863
	ii. Manpower Consultancy Expenses	293,802,650	249,258,031	201,201,618
	iii. Financial Inclusion Expenses	-	-	-
	t. Loss on sale of assets	-	-	30,795
	u. Bad Debts written off	1,658,146	395,513	552,214
		418,845,611	386,852,561	383,175,907

Note No.	Particulars	For the Year ended 31st March 2019	For the Year ended 31st March 2018	As at Transition Dated 1st April 2017
	ITEMS THAT WILL NOT BE RECLASSIFIED TO PROFIT AND LOSS			
	a. Actuarial Gain / (Loss)	906,803	1,179,381	-
	b. Remeasurements of the defined benefit plans	-	-	-
		906,803	1,179,381	-
	Less: Tax on Above	235,769	303,691	-
		671,034	875,690	-

(Amount in Rs.)

Note No.	Particulars	For the Year ended 31st March 2019	For the Year ended 31st March 2018	As at Transition Dated 1st April 2017
	ITEMS THAT WILL BE RECLASSIFIED TO PROFIT AND LOSS			
	a. Fair Value gain on available for sale investments (net of tax)	-	-	-
	b. Debt Instruments through other Comprehensive Income	-	-	-
	Less: Tax on Above	-	-	-
		-	-	-

For GDK & ASSOCIATES
CHARTERED ACCOUNTANTS
FRN 002159C

Sd/-
CA SEEMA MANGAL
PARTNER
M. No. 74730

Date : 26.4.2019
Place : Bhopal

FOR AND ON BEHALF OF THE BOARD

Sd/-
(BIBHUTI BHUSAN SAHU)
DIN : 02289909
MANAGING DIRECTOR

Sd/-
(PRASOON)
DIN : 03599426
CHAIRMAN

MPCON LIMITED
CIN : U74140MP1979GOI001502
NOTES FORMING PART OF THE BALANCE SHEET
As at 31st March, 2019

Earnings Per Share

Note No.	Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
	Profit for the year attributable to equity shareholders (in Rs.)	-10,959,872	6,153,053
Note No. XLIX	Weighted Average No. of Equity Shares	10,000	10,000
	Face Value per Equity Share (in Rs.)	1,000	1,000
	Basic and Diluted Earning Per Share (in Rs.)	-1,095.99	615.31

The Statutory Auditor's Remuneration is as under

(Amount in Rs.)

Note No.	Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Note No. L	Statutory Audit Fees	48,000	48,000
	Tax Audit Fees	12,000	12,000
	TOTAL	60,000	60,000

Income Tax recognised in Profit and Loss

(Amount in Rs.)

Note No.	Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Note No. LI	Current Tax		
	a. In respect of Current Year	-	2,093,434
	b. In respect of Previous Years	-	-
	Deferred Tax	-19,533	7,158
	MAT Credit Entitlement	-	-
	TOTAL	-19,533	2,100,592

Segment Reporting

The Company operates in three reportable business segment namely 'Project Consultancy' comprising of various projects related consultancy, TEV studies, Feasibility Studies and Valuations etc. and in 'Manpower Provisioning' comprising of providing manpower both skilled, semi-skilled and unskilled to government offices and in 'EDP Training Programme' comprising of providing Entrepreneurial Trainings and Development programmes. Hence the segment wise disclosure as required by Ind AS - 108 is as under:

(Amount in ₹ in Lacs)

Note No.	Particulars	Division			Consolidated Total
		Project Consultancy	Manpower Provisioning	EDP Training Programme	
	SEGMENT REVENUE				
Note No. LII	Sales	725.00	3041.41	834.47	4600.88
	Domestic	0.00	0.00	0.00	0.00
	Export	0.00	0.00	0.00	0.00
	External Sales	0.00	0.00	0.00	0.00
	Inter Segment Sales	0.00	0.00	0.00	0.00
	Other Income	1.91	8.00	2.19	12.10
	Total Revenue	726.91	3049.41	836.66	4612.98
	SEGMENT EXPENSES				
	Operating Expenses	578.31	2938.03	604.64	4120.98
	Depreciation Allocated	0.72	3.01	0.83	4.56
	Operating Profit	147.88	108.37	231.19	487.44
	Interest Cost (allocated)	0.00	0.00	0.00	0.00
	Non - Operating Expenses	95.19	399.22	109.53	603.94
	Profit Before Tax	52.69	-290.85	121.66	-116.50
	OTHER INFORMATION				
	Segmental Assets	300.50	1260.34	345.88	1906.72
	Segmental Liabilities	300.50	1260.34	345.88	1906.72

Note No. LIII - Related Party Disclosures

i. Name of the related parties and description of relationship -

A. Enterprises having significant influence over the company

IFCI Limited - Holding Company

MPCON FINESTAR - Registered Society funded by MPCON

B. Key Managerial Personnel (Directors during the FY 2018 - 19)

Mr. Prason - Chairman

Mr. Bibhuti Bhusan Sahu - Managing Director

Mr. Ashwini Kumar Shukla

Mr. Yogendra Singh (Retired w.e.f. 26.10.18)

Mr. MSRK Murthy (Retired w.e.f. 27.04.18)

Mr. Rajkumar Sharma

Mr. Sanjeev Kumar (Retired w.e.f. 27.07.2018)

Mr. Piyush Mathur (Retired w.e.f. 26.10.2018)

Mr. Sachikant Mishra (Retired w.e.f. 27.04.2018)

Mr. G S Sarma (Appointed w.e.f. 26.07.2018)

Mr. S.S Ratan (Appointed w.e.f. 26.10.2018)

Mr. Rajendra Gargava (Appointed w.e.f. 26.10.2018)

Dr. Rajeev Uberoi (Appointed w.e.f. 26.10.2018)

Mr. Vinayak V Tembhone (Appointed w.e.f. 01.02.2019)

ii. Details of transactions with enterprises having significant influence over the company

(Amount in Rs.)

Nature of Transaction	Holding Company (IFCI Limited)
Finance	
	-
Income	
Bills for Consultancy	118,000.00
Expenses	
Salary & Allowances	46,61,832
Rent of Premises (exclusive of Service Tax)	46,304
Liabilities	
	-
Assets	
	-
Other Transactions	
	-

(Amount in Rs.)

Nature of Transaction	MPCON FINESTAR
Finance	
	-
Income	
Bills for Project Management Consultancy	4,53,936
Renewal of Domain and Webhosting Charges	6,700
Retainership Fees	60,000
Expenses	
	-
Liabilities	
	-
Assets	
	-
Other Transactions	
	-

iii. Details of transactions with the KMPs

Nature of Transaction	Amount (in Rs.)
Salary to MD (Shri BB Sahu)	3,962,613
Medical Expenses	6,219
LTA	428,000
Incentive	165,000
Total	4,561,832

Note No. LIV - Financial Instruments**i. Interest Rate Risk Management**

The Company is not exposed to any interest rate risk.

ii. Break up of Financial Instruments carried at fair value through Profit and Loss

(Amount in Rs.)

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
FINANCIAL ASSETS		
Loans	2,74,37,584	3,19,16,413
Other Financial Assets	1,07,77,530	1,31,40,122
FINANCIAL LIABILITIES		
Other Financial Liabilities	10,00,000	10,00,000
TOTAL	3,92,15,114	4,60,56,535

ii. Break up of Financial Instruments carried at fair value through Other Comprehensive Income

(Amount in Rs.)

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
FINANCIAL ASSETS		
FINANCIAL LIABILITIES		
TOTAL	-	-

iii. Break up of Financial Instruments carried at amortised costs

(Amount in Rs.)

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
FINANCIAL ASSETS		
Trade Receivables	11,66,16,327	12,04,39,521
Cash and Cash Equivalents	2,12,89,347	5,38,43,319
FINANCIAL LIABILITIES		
Trade Payables	8,54,46,718	8,87,61,479
TOTAL	22,33,52,392	26,30,44,319

Note No. LV - Contingent Liabilities and Capital Commitments**Note No. LV.I - Contingent Liabilities**

	As at 31.03.2019 Rs. in Lacs	As at 31.03.2018 Rs. in Lacs
(A) Claims against Company not acknowledged as Debts	-	-
(B) Bank Guarantees provided	-	-
(C) Estimated amount of contracts remaining to be executed	-	-
(D) Export obligations under EPCG Licenses	-	-
(E) The Company has Contingent Liability towards Income Tax as under:-		
	Assessment Year 2013-14	Amount (In Rs.) 1670690.00

Note No. LVI - Employee Benefit Plans**Note No. LVI.I - Defined benefit plans**

Brief Description: A general description of the type of Employee Benefits Plans is as follows:

Note No. LVI.II - The principal assumptions used for the purposes of the actuarial valuations were as follows -

Assumptions as at March 31, 2019

S. No.	Particulars	March 31, 2019	March 31, 2018
	Gratuity		
1.	Discount rate	7.6%	7.49%
2.	Expected return on plan assets	NA	NA
3.	Annual increase in costs	NA	NA
4.	Annual increase in salary	8%	8%
	Leave Encashment		
5.	Discount rate	7.6%	7.49%
6.	Expected return on plan assets	NA	NA
7.	Annual increase in costs	NA	NA
8.	Annual increase in salary	8%	8%

Note No. LVI.iii - The discount rate is based upon the market yield available on Government bonds at the Accounting date with a term that matches. The salary growth takes account inflation, seniority, promotion and other relevant factor on long term basis. Expected rate of return on plan assets is based on market expectation, at the beginning of the year, for return over the entire life of the related obligation.

Note No. LVI.iv - Earned Leave (EL) Benefit

- Accrual – 1 day per 11 days
- Encashment while in service – 15 Days and maximum upto 30 Days, once in a block of 2 years
- Encashment on retirement – 300 days or actual accumulation, whichever is less

Note No. LVI.v - Gratuity

- 15 days salary for each completed year of service. Vesting period is 5 years.
- The gratuity fund is managed by Life Insurance Corporation of India.

Note No. LVII

Travelling expenses include Rs. 2,87,594/- spent on Managing Director's Travel / Boarding / Lodging etc.

Note No. LVIII

The Company has continued to act as a Nodal Agency for the implementation of Various Government Programmes. Some of the major amounts sanctioned during the Financial Year 2018 - 19 are as follows -

(Amount in Rs.)		
SN	Name of Sponsor Agency	Sanction
1	M.P. State Open School, Bhopal	53,197,457
2	Entrepreneurship Development Institute of India	9,609,100
3	National Handicapped Finance & Development Corporation	47,393,851
4	National Backward Class Finance & Development Corporation	10,137,990
5	District Rural Development Authority of Odisha	1,324,346
Total		121,662,744

Note No. LIX

The company has Total Debtors amounting to Rs. 1166.16 Lacs out of which debtors amounting to Rs. 316.86 Lacs are outstanding for more than three years and notices for recovery have been served to the same. The following are the examples of debtors to whom notices for recovery have been served -

a. Municipal Corporation, Gwalior	(MPHS Survey - 2011)	Rs.53,28,611.00
b. Municipal Corporation, Jabalpur	(MPHS Survey - 2011)	Rs.13,68,833.00
c. Municipal Corporation, Gwalior	(Water Survey - 2013)	Rs. 7,00,000.00
d. DPIP, Bhopal	(Skill Development Program - 2014)	Rs. 41,13,494.00
e. DUDA, Gwalior	(Skill Development Program - 2015)	Rs. 36,29,333.00

Note No. LX

There are no dues payable to Small Scale Industrial Undertakings as defined under Industries (Development & Regulation) Act, 1951 as at the period end.

Note No. LXI

The company has not received any information from vendors regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence necessary disclosures relating to amount unpaid as at the year end together with interest paid / payable under this act have not been given.

Note No. LXII - Deferred Tax Assets / Liabilities

(Rs. in Lacs)

Particulars	Amount
Deferred Tax Liabilities	
Opening Balance	31,880.00
Net Additions	-19,533.00
Less: Deferred Tax Assets	-
Net Deferred Tax Liabilities	12,347.00

Note No. LXIII

Balances of Trade Receivables and Trade Payables are subject to confirmation / reconciliation by parties.

Note No. LXIV

During the filing of original TRANS-1 of the company, the company has claimed Input Tax Credit / CENVAT Credit of Krishi Kalyan Cess also. The same has been reversed in the current Financial Year.

Note No. LXV

Previous period figures have been regrouped / rearranged / reclassified, wherever necessary, to make them comparable to

Note No. LXVI

The notes referred to above form an integral part of the Financial Statements.

Note No. LXVII - Approval of Financial Statements

The financial statements of the company for the year ended March 31, 2019 were approved for issue by the Board of Directors on 26th April, 2019

For GDK & ASSOCIATES
 CHARTERED ACCOUNTANTS
 FRN 002159C

FOR AND ON BEHALF OF THE BOARD

Sd/-
 CA SEEMA MANGAL
 PARTNER
 M. No. 74730

Sd/-
 (BIBHUTI BHUSAN SAHU)
 DIN : 02289909
 MANAGING DIRECTOR

Sd/-
 (PRASOON)
 DIN : 03599426
 CHAIRMAN

Date : 26.4.2019
 Place : Bhopal

Notes to Stand alone Financial Statement

Corporate and General Information

MPCON Limited ("the Company"), is a professionally managed Technical Consultancy Organization Promoted by Apex Financial Institutions, PSU Banks and various State Govt. Corporations. Established in 1979, it is the premier consulting organization in Central India, and has consistently endeavoured to provide quality consulting services and created a niche market for itself. The key element of MPCON's progress has been to constantly diversify its portfolio and add new services with the requisite competence.

The core expertise of the company lies in executing project consultancy assignments and training & capacity building in the field of livelihoods promotion. MPCON promotes entrepreneurship in the state of M.P.& Chhattisgarh and provides need based consultancy services including Consultancy on IT, Environment & Energy Projects, Rehabilitation Studies for Sick Units, Consultancy on Agro-based & Food processing industries.

1. Significant Accounting Policies

1.1 Basis of Preparation of Financial Statements

The financial statements for the year ended March 31, 2019 have been prepared by the Company in accordance with Indian Accounting Standards ("Ind AS") notified by the Ministry of Corporate Affairs, Government of India under the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) (Amendment) Rules, 2016, as amended from time to time, in this regard.

For periods up to and including the year ended March 31, 2018, the Company presented its financial statements on accrual basis under historical cost convention, and conform in all material aspects to the Generally Accepted Accounting Principles in India ('Indian GAAP' or 'previous GAAP') which encompasses applicable accounting standards, relevant provisions of the Companies Act, 2013, other statutory provisions and regulatory framework.

The financial statements for the year ended March 31, 2019 are the first financial statements of the Company prepared under Ind AS.

The accounting policies set out below have been applied consistently to the periods presented in these financial statements.

1.2 Functional and presentation currency

These financial statements are presented in Indian Rupees (INR), which is the Company's functional and presentation currency. All amounts have been denominated in INR and rounded off to the nearest two decimal, except where otherwise indicated.

1.3 Basis of Measurement

The financial statements have been prepared on a historical cost basis, except for the following material items:

- Financial assets at FVTOCI that is measured at fair value
- Financial instruments at FVTPL that is measured at fair value
- Net defined benefit (asset) / liability - fair value of plan assets less present value of defined benefit obligation

1.4 Use of Judgements and Estimates

The preparation of financial statements requires estimates and assumptions that affect the reported amount of assets, liabilities, revenue and expenses during the reporting period. Although, such estimates and assumptions are made on a reasonable and prudent basis taking into account all available information, actual results could differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future years.

1.5 Revenue Recognition

- Interest Income from Bank Deposits is recognized on accrual basis on a time proportion basis.
- Income by way of Fees for Project Consultancy Services is recorded on accrual basis as per services rendered pursuant to the specific service agreements and in accordance with Ind AS 115 – “Revenue from Contracts with Customers”.
- Income by way of Fees for Manpower Provisioning is recorded on accrual basis as per manpower provided pursuant to the specific agreements and in accordance with Ind AS 115 – “Revenue from Contracts with Customers”.
- Income by way of Fees for EDP Training Program is recorded on accrual basis as per number of students to whom training has been provided pursuant to the specific agreements and in accordance with Ind AS 115 – “Revenue from Contracts with Customers”.
- Recovery from bad debts written off is recognised as income on the basis of actual realisation from customers.

1.6 Dividends

Dividends and Dividend Distribution Tax are recognised only when the same are approved by the shareholders in the general meeting.

1.7 Employee Benefits

1.7.1 Short Term Employee Benefits

Short term employee benefits like Performance Linked Incentives are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

1.7.2 Post – Employment Benefits

a. Defined Benefit Plans

i. Gratuity

The Company has a defined benefit employee scheme in the form of Gratuity. The trustees of the scheme have entrusted the administration of the related fund to Life Insurance Corporation of India. Expense for the year is determined on the basis of actuarial valuation of the Company's year – end obligation in this regard and the value of year end assets of the scheme. Contribution is deposited with LIC based on intimation received by the Company.

ii. Provident Fund

The Company pays fixed contribution to Provident Fund. The contributions to the fund for the year are recognized as expense and are charged to the profit or loss. The obligation of the company is to make such fixed contributions and to ensure a minimum rate of return to the members as specified by the Government of India (GoI) from time to time.

iii. Medical Facilities and Mediclaim

The Company has a post-retirement medical benefit scheme for employees and their dependants subject to certain limits for hospitalization and normal medical treatment.

iv. Children Education Allowance

The Company also pays Children Education Allowance to employees for a maximum of two (2) children till the time they are dependent.

The Company's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in return for their service in the current costs and the fair value of any plan assets, if any is deducted.

The present value of the obligation under such defined benefit plan is determined based on actuarial valuation using the Projected Accrued Benefit Method (same as Projected Unit Credit Method), which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plan, are based on the market yields on Government securities as at the balance sheet date. When the calculation results in a potential asset for the Company, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contribution to the plan.

The change in defined benefit plan liability is split into changes arising out of service, interest cost and re-measurements and the change in defined benefit plan asset is split between interest income and re-measurements. Changes due to service cost and net

interest cost / income is recognized in the statement of profit and loss. Re-measurements of net defined benefit liability / (asset) which comprise of the below are recognized in other comprehensive income:

- Actuarial gains and losses;
- The return on plan assets, excluding amounts included in net interest on the net defined benefit liability (asset)

1.7.3 Other Long Term Employee Benefits

Benefits under the Company's Leave Encashment and Leave Fare Concession constitute other long term employee benefits. The Company's net obligation in respect of leave encashment is the amount of future benefit that employees have present value, and the fair value of any related assets is deducted. The calculation is performed using the projected unit credit method. Any actuarial gains or losses are recognized in profit or loss in the period in which they arise. Provision for Leave Encashment is being made on actuarial valuation basis.

1.8 Income Taxes

Income Tax expense comprises of current tax (i.e. amount of tax for the period determined in accordance with the Income Tax Act, 1961) and deferred tax charge or credit (reflecting the tax effects of temporary differences between tax base and book base). It is recognised in profit or loss except to the extent that it relates to a business combination, or items recognised directly in equity or in OCI.

1.8.1 Current Tax

Current tax is measured at the amount expected to be paid in respect of taxable income for the year in accordance with the Income Tax Act, 1961. Current tax comprises the tax payable on the taxable income or loss for the year and any adjustment to the tax payable in respect of previous years. It is measured using tax rates enacted or substantively enacted at the reporting date. Minimum Alternative Tax ('MAT') under the provisions of the Income Tax Act, 1961 is recognised as current tax in the statement of profit and loss.

Current tax assets and liabilities are offset only if, the company:

- a) has a legally enforceable right to set off the recognised amounts; and
- b) intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

1.8.2 Deferred Tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax assets are reviewed at each reporting date and based on management's judgement, are reduced to the extent that it is no longer probable that the related tax benefit will be realised; such reductions are reversed when the probability of future taxable profits improves.

Unrecognized deferred tax assets are reassessed at each reporting date and recognised to the extent that it has become probable that future taxable profits will be available against which they can be used. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, using tax rates enacted or substantively enacted at the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset only if the Company:

- a) has a legally enforceable right to set off current tax assets against current tax liabilities; and
- b) the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority.

The credit available under the Act in respect of MAT paid is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the period for which the MAT credit can be carried forward for set – off against the normal tax liability. MAT credit recognised as an asset is reviewed at each balance sheet date and written down to the extent the aforesaid convincing evidence no longer exists.

1.9 Property, Plant and Equipment and Investment Property

1.9.1 Recognition and measurement

Property, plant and equipment held for use or for administrative purposes, are stated in the balance sheet at cost less accumulated depreciation and accumulated impairment losses. The cost includes non-refundable taxes, duties, freight and other incidental expenses related to the acquisition and installation of the respective assets.

Investment Property consists of building let out to earn rentals. The Company follows cost model for measurement of investment property.

1.9.2 Depreciation

Depreciation is provided using the Straight Line Method over the useful life as prescribed under Schedule II to the Companies Act, 2013. Depreciation is calculated on pro – rata basis, including the month of addition and excluding the month of sale/disposal. Leasehold improvements are amortised over the underlying lease term on a straight line basis. Residual value in respect of Buildings and Vehicles is considered as 5% of the cost and in case of other assets 'Nil'. Fixed Assets costing less than Rs. 5000/- individually are charged to the statement of Profit & Loss Account in the year of their purchase itself.

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

Intangible Assets consisting of Computer software with indefinite period utility / user rights and having a useful life lasting with that of the equipment have been capitalized with the cost of computer. Software carrying an identifiable utility of at least five years is amortized on a straight line basis over a period of five years from the date put into use. Software with limited edition / period utility i.e. requiring annual revision is charged to Statement of Profit and Loss Account in the year of purchase.

1.9.3 De – Recognition

An item of property, plant and equipment or investment property is de-recognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment or investment property is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

1.9.4 Transition to Ind AS

The Company has elected to continue with the carrying value of all of its Property, Plant and Equipment and Investment Property recognised as of April 1st, 2017 (the transition date) measured as per the previous GAAP and use such carrying value as its deemed cost as of the transition date.

1.10 Impairment of Non – Financial Assets

At each reporting date, the Company reviews the carrying amount of its non – financial assets (other than assets held for sale and deferred tax assets) to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that is largely independent of the cash inflows of other assets or CGUs. The 'recoverable amount' of an asset or CGU is the greater of its value in use and its fair value less costs to sell. 'Value in use' is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU.

Impairment losses are recognised in profit and loss. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

1.11 Investment in Subsidiaries, Associates and Joint Ventures

At each reporting date, the Company reviews the carrying amount of its non – financial assets (other than assets held for sale and deferred tax assets) to determine whether

there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

1.12 Foreign Currency Transactions

The expenses and income in foreign exchange transactions are accounted for at the rates prevailing on the date of transactions / at the forward rate, if booked, for such transaction. Assets and liabilities held in foreign currencies and accrued income and expenditure in foreign currencies are translated into Indian Rupees at the rates advised by Foreign Exchange Dealers Association of India (FEDAI) prevailing towards the close of the accounting period. Gains / losses, if any, on valuation of various assets and liabilities are taken to Statement of Profit & Loss

1.13 Leases

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

1.13.1 The Company as Lessor

Amounts due from lessees under finance leases are recognised as receivables at the amount of the Company's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the Company's net investment outstanding in respect of the leases.

Rental income from operating leases is generally recognised on a straight-line basis over the term of the relevant lease. Where the rentals are structured solely to increase in line with expected general inflation to compensate for the Company's expected inflationary cost increases, such increases are recognised in the year in which such benefits accrue.

1.13.2 The Company as Lessee

Rental expense from operating leases is generally recognised on a straight-line basis over the term of the relevant lease. Where the rentals are structured solely to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases, such increases are recognised in the year in which such benefits accrue. Contingent rentals arising under operating leases are recognised as an expense in the period in which they are incurred.

1.14 Provisions and contingencies related to claims, litigation etc.

1.14.1 Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an 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. Provisions are determined based on management estimates required to settle the obligation at the Balance Sheet date. If the effect of the time value of money is material, provisions are discounted. Unwinding of the discount is recognised in the Statement of Profit and Loss as a finance cost. Provisions are reviewed at each balance sheet date and are adjusted to reflect the current best estimate.

1.14.2 Contingencies

Contingent liabilities are disclosed when 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 or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made. Information on contingent liability is disclosed in the Notes to the Financial Statements.

1.15 Contingent Liabilities and Contingent Assets

1.15.1 Contingent Liabilities

A contingent liability exists when there is a possible but not probable obligation, or a present obligation that may, but probably will not, require an outflow of resources, or a present obligation whose amount cannot be estimated reliably. Contingent liabilities do not warrant provisions, but are disclosed unless the possibility of outflow of resources is remote.

1.15.1 Contingent Assets

Contingent assets are disclosed in the financial statements where an inflow of economic benefits is probable.

1.16 Assets held for sale

Assets are classified as held for sale if it is highly probable that they will be recovered primarily through sale rather than through continuing use.

Such assets measured at the lower of their carrying amount and fair value less cost to sell with gains and losses on re-measurement recognised in profit or loss. Once classified as held for sale, assets are no longer amortised, depreciated or impaired.

1.17 Cash and Cash Equivalents

Cash and Cash Equivalents include cash on hand and at bank, and deposits held at call with banks. Deposits having a maturity of three months or more from the date of acquisition is shown in the Sub head "Other Bank Balances" under the head "Cash and Cash Equivalents".

1.18 Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation. All other borrowing costs are recognised in the statement of profit or loss in the period in which they are incurred.

1.19 Share capital and Other Equity

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction, net of tax, from the proceeds.

1.20 Prior Period Items

Material prior period errors are corrected retrospectively by restating the comparative amounts for prior period presented in which the error occurred or if the error occurred before the earliest period presented, by restating the opening statement of financial position.

1.21 Earnings per Share

Basic earnings per share is computed using the net profit for the year attributable to the shareholders and weighted average number of shares outstanding during the year.

Diluted earnings per share is computed using the net profit for the year attributable to the shareholders and weighted average number of equity and potential equity shares outstanding during the year, except where the result would be anti-dilutive.

1.22 Segment Reporting

The Company operates in three reportable business segment namely 'Project Consultancy' comprising of various projects related consultancy, TEV studies, Feasibility Studies and Valuations etc. and in 'Manpower Provisioning' comprising of providing manpower both skilled, semi-skilled and unskilled to government offices and in 'EDP Training Programme' comprising of providing Entrepreneurial Trainings and Development programmes.

1.23 Cash Flow Statement

Cash flow statement is prepared as per indirect method prescribed in the Ind AS 7 – “Statement of Cash Flows”.

1.24 Financial Instruments

1.24.1 Initial Recognition and Measurement

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition.

1.24.2 Classifications and Subsequent Measurement

(i) **Financial Assets**

On initial recognition, a financial asset is classified as subsequently measured at either amortised cost or fair value through other comprehensive income (‘FVTOCI’) or FVTPL, depending on the contractual cash flow characteristics of the financial assets and the Company’s business model for managing the financial assets.

(ii) **Business Model Assessment**

The Company makes an objective assessment of the business model in which an asset is held at a portfolio level, because this best reflects the way the business is managed and information is provided to management. The information considered includes:

- The stated policies and objectives for the portfolio and the operation of those policies in practice. In particular, whether management’s strategy focuses on earning contractual interest revenue, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of the liabilities that are funding those assets or realising cash flows through the sale of the assets;
- The frequency, volume and timing of sales in prior periods, the reasons for such sales and its expectations about future sales activity. However, information about sales activity is not considered in isolation, but as part of an overall assessment of how the Company’s stated objective for managing the financial assets is achieved and how cash flows are realized;
- The risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed.

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets.

1.24.3 Assessment whether contractual cash flows are solely payments of principal and interest

For the purpose of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs, as well as profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Company applies judgement and considers all the contractual terms of the instrument. This includes assessing whether the financial asset contains any contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making the said assessment, the Company considers prepayment and extension terms, features that modify consideration of the time value of money (e.g. periodical reset of the interest rates).

1.24.4 Financial Assets at Amortised Cost

A Financial Asset is measured at amortised cost only if both of the following conditions are met:

- It is held within a business model whose objective is to hold assets in order to collect contractual cash flows.
- The contractual terms of the financial asset represent contractual cash flows that are solely payments of principal and interest.

Subsequently, these are measured at amortised cost using the effective interest rate (EIR) method less any impairment losses.

1.24.5 Financial Assets at Fair Value through Other Comprehensive Income ('FVTOCI')

A Financial Asset is measured at FVTOCI only if both of the following conditions are met:

- It is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets.
- The contractual terms of the financial asset represent contractual cash flows that are solely payments of principal and interest.

Subsequently, these are measured at fair value and changes therein, are recognised in other comprehensive income. Impairment losses on said financial assets are recognised in other comprehensive income and do not reduce the carrying amount of the financial asset in the balance sheet

1.24.6 Financial assets at Fair Value through Profit and Loss (FVTPL)

Any financial instrument, which does not meet the criteria for categorisation as at amortised cost or as FVOCI, is classified as at FVTPL.

Subsequently, these are measured at fair value and changes therein, are recognised in profit and loss account.

1.24.7 Investment in equity instruments

All equity investments in scope of Ind AS 109 (i.e. other than equity investments in subsidiaries / associates / joint ventures) are measured at FVTPL.

Subsequently, these are measured at fair value and changes therein, are recognised in profit and loss account. However on initial recognition of an equity instrument that is not held for trading, the Company may irrevocably elect to present subsequent changes in fair value in OCI. This election is made on an investment by investment basis.

1.24.8 Financial liabilities and equity instruments

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss or amortised cost, as appropriate and is accordingly accounted for.

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company is recognised at the proceeds received, net of directly attributable transaction costs."

1.24.9 Measurement Basis

(i) Amortised cost

Amortised cost is the amount at which the financial asset or financial liability is measured at initial recognition minus the principal repayments, plus or minus the cumulative amortisation using the EIR method of discount or premium on acquisition and fees or costs that are an integral part of the EIR and, for financial assets, adjusted for any loss allowance.

(ii) Fair Valuation

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 in the principal or, in its absence, the most advantageous market to which the Company has access at that date. The fair value of a liability reflects its non-performance risk.

When one is available, the Company measures the fair value of an instrument using the quoted price in an active market for that instrument. A market is regarded as active if transactions for the asset or liability take place with sufficient frequency and volume to provide pricing information on an ongoing basis. If there is no quoted price in an active

market, then the Company uses valuation techniques that maximise the use of relevant observable inputs and minimise the use of unobservable inputs. The valuation technique incorporates all of the factors that market participants would take into account in pricing a transaction."

1.24.10 De-recognition/Modification of Financial Assets and Financial Liabilities

(A) De-recognition of Financial Assets and Financial Liabilities

(i) Financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily de-recognised (i.e. removed from the Company's balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognize the transferred asset to the extent of the Company's continuing involvement. The Company also recognise a liability for the consideration received attributable to the Company's continuing involvement on the asset transferred. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

On de-recognition of a financial asset, the difference between the carrying amount of the asset (or the carrying amount allocated to the portion of the asset de-recognised) and the sum of (i) the consideration received (including any new asset obtained less any new liability assumed) and (ii) any cumulative gain or loss that had been recognised in OCI is recognised in profit or loss.

(ii) Financial liabilities

The Company de-recognises a financial liability when its contractual obligations are discharged or cancelled, or expired.

(B) Modifications of financial assets and financial liabilities

(i) Financial assets

If the terms of a financial asset are modified, the Company evaluates whether the cash flows of the modified asset are substantially different. If the cash flows are substantially different, then the modification results in de-recognition of the original financial asset and new financial asset is recognised at fair value.

If the cash flows of the modified asset are not substantially different, then the modification does not result in de-recognition of the financial asset. In this case, the Company recalculates the gross carrying amount of the financial asset and recognises the amount arising from adjusting the gross carrying amount as a modification gain or loss in profit or loss. Any costs or fees incurred adjust the carrying amount of the modified financial asset and are amortised over the remaining term of the modified financial asset by recomputing the EIR rate on the instrument.

If such a modification is carried out because of financial difficulties of the borrower, then the gain or loss is presented together with impairment losses. In other cases, it is presented as interest income.

(ii) Financial liabilities

The Company de-recognizes a financial liability when its terms are modified and the cash flows of the modified liability are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in profit or loss.

If the modification is not accounted as derecognition, then the amortised cost of the liability is recalculated by discounting the modified cash flows at the original EIR and the resulting gain or loss is recognised in profit or loss. Any costs or fees incurred adjust the carrying amount of the modified financial liability and are amortised over the remaining term of the modified financial liability by recomputing the EIR rate on the instrument."

1.24.11 Offsetting of Financial Instruments

Financial Assets and Financial Liabilities are offset and the net amount is reported in the balance sheet when the Company has a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis, or realize the asset and settle the liability simultaneously.

1.24.12 Impairment of Financial Assets

The Company recognises impairment allowances for ECL on all the financial assets that are not measured at FVTPL.

No impairment loss is recognised on equity investments.

ECL are probability weighted estimate of credit losses. They are measured as follows:

- Financial Assets that are not credit impaired – as the present value of all cash shortfalls that are possible within 12 months after the reporting date.
- Financial Assets with significant increase in credit risk but not credit impaired – as the present value of all cash shortfalls that result from all possible default events over the expected life of the financial asset.
- Financial Assets that are credit impaired – as the difference between the gross carrying amount and the present value of estimated cash flows
- Undrawn Loan Commitments – as the present value of the difference between the contractual cash flows that are due to the Company if the commitment is drawn

down and the cash flows that the Company expects to receive with respect to trade receivables and other financial assets, the Company measures the loss allowance at an amount equal to lifetime expected credit losses.

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets. For financial assets at FVTOCI, the loss allowance is recognised in OCI.

1.24.13 Write-off of Financial Assets

Financial assets are written off (either partially or in full) when there is no reasonable expectation of recovering a financial asset in its entirety or a portion thereof. This is generally the case when the company determines that the borrower does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write – off. This assessment is carried out at the individual asset level.

However, financial assets that are written off could still be subject to enforcement activities under the group’s recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in profit or loss.

For GDK & ASSOCIATES
 CHARTERED ACCOUNTANTS
 FRN 002159C

FOR AND ON BEHALF OF THE BOARD

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 CA SEEMA MANGAL
 PARTNER
 M.No.74730

Sd/-
 (BIBHUTI BHUSAN SAHU)
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 MANAGING DIRECTOR

Sd/-
 (PRASOON)
 DIN 03599426
 CHAIRMAN

Date : 26.4.2019
 Place: Bhopal