

31st August, 2024

To,
The Manager,
Department of Corporate Services,
BSE Limited,
P J Towers,
Dalal Street, Fort,
Mumbai – 400 001.

Security ID: MODULEX

Scrip Code: 504273

Sub: Submission of Annual Report for the financial year 2023-24

Dear Sir/Madam,

Pursuant to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the Annual Report of the Company for the Financial Year 2023-24 along with the Notice of the 51st Annual General Meeting (AGM) of the Company to be held on Thursday, 26th September, 2024 at 12.30 p.m. (IST) through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM").

The Annual Report and the AGM Notice of 51st Annual General Meeting are also available on the website of the Company at www.modulex.in

You are requested to kindly take the above information on your records.

Yours faithfully,

For Modulex Construction Technologies Limited

Bhoomi Mewada
Company Secretary and Compliance Officer

Encl: As above



Modern Method of Construction

Modulex Construction Technologies Limited

51st
Annual Report
2023-24



INDEX

Particulars	Page No.
Corporate Information	01
Statutory Reports	
Management Discussion and Analysis Report	02
Director Report	06
Corporate Governance Report	20
Financial Statements	
Standalone Financial Statements	
Independent Auditor's Report	47
Balance Sheet	62
Statement of Profit and Loss	63
Statement of Cash Flow	64
Notes to Financial Statements	66
Consolidated Financial Statements	
Independent Auditor's Report	100
Balance Sheet	114
Statement of Profit and Loss	116
Statement of Cash Flow	118
Notes to Financial Statements	121
Notice	176

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Suchit Punnose

Whole Time Director

Mr. Ajay Palekar

Managing Director

Mr. Jayesh Sheth

Additional Director

Mr. Aditya Vikram Kanoria

Non-Executive Director

Mrs. Rakhee Agarwal

Independent Director

Mr. Raj Kumar Sharma

Independent Director

BOARD COMMITTEES

Audit Committee

Mr. Jayesh Sheth

Mr. Ajay Palekar

Mrs. Rakhee Agarwal

Stakeholders Relationship Committee

Mr. Jayesh Sheth

Mr. Ajay Palekar

Mr. Suchit Punnose

Nomination and Remuneration Committee

Mr. Raj Kumar Sharma

Mr. Jayesh Sheth

Mrs. Rakhee Agarwal

Company Secretary

Ms. Bhoomi Mewada

Chief Financial Officer

Mr. Mahendra Kumar Bhurat

AUDITOR

M/s.Dhadda & Associates

Chartered Accountants

REGISTERED OFFICE

A 82, MIDC Industrial Estate,
Indapur Pune Maharashtra 413132

Tel: 02111 299061

Email: compliance@modulex.in

Website: www.modulex.in

CIN: L25999PN1973PLC182679

REGISTRAR AND TRANSFER AGENT

Purva Sharegistry (India) Private Limited

Unit no. 9 Shiv Shakti Ind. Estt.

J .R. Boricha Marg, Lower Parel (E)

Mumbai 400 011

Tel: 91-22-2301 8261 / 6761

Email: support@purvashare.com

Website : www.purvashare.com

MANAGEMENT DISCUSSION AND ANALYSIS

INDUSTRY STRUCTURE AND DEVELOPMENTS:

The construction sector in India, which employs more than 35 million people, is the second largest employer, next only to agriculture. Therefore, any improvements in the construction sector affect a number of associated industries such as cement, steel, technology, skill-enhancement etc. In India, over 50% of the demand for construction activity comes from the infrastructure sector; the balance comes from industrial activities, residential and commercial development etc. As per the government reports, the sector is valued at over USD 126 Billion. It also accounts for more than 60% in total infrastructure investment.

In the past few years, activity in the construction sector appears to be relatively slow due to funding constraints, slow policy reforms, weak currency and the prolonged real estate market slowdown has resulted in a lot of unsold commercial & housing inventory across India. Simultaneously, severe shortage of skilled workforce as well as raw materials especially sand was acting as growth deterrents.

Going forward, India's construction industry is expected to pick up pace due to investments in residential, infrastructure and energy projects, corporate capex improvement, urbanization, a rise in disposable income and population growth. Also, the Government's serious efforts to enhance infrastructure investments, increase affordable housing and improve transport and logistics support systems will support growth for the construction sector.

OPPORTUNITIES AND THREAT:

The government plans to focus on the following five major areas for infrastructure developments – Railways, Roads, Sagarmala project (for ports and coastal development), Housing for All and Inland water ways. A pentagon of industrial corridors is being engineered to facilitate manufacturing and to project India as a global manufacturing destination. Government of India's strategic move of increasing budget allocation in defence sector is giving much required momentum to 'Make in India' initiative. We believe that all these sectors have enough potential to grow at a considerably faster pace.

The link between the economic performance of cities and the national economy gets stronger as the rate of urbanization increases. Housing and Urban Area Development are key priorities of the government. The effect of urbanization rates on housing demand is most profound in the Tier 1 cities, where a large influx of migrants is causing housing demand to surge. The socio-cultural shift towards nuclear families is also providing an additional impetus to housing demand in India.

SEGMENT-WISE OR PRODUCT-WISE PERFORMANCE:

The Company is setting up what Directors believe is the World's Largest and India's First Steel Modular Building Factory – Modulex. The project aims to harness the potential of an emerging, dynamic market like India, and support its growing need with a practical, profitable and proven technology solution for its construction. Modulex will bring highly advanced and sophisticated technologies from the developed half of the world and apply it to growth markets. We believe that Modulex also has the unique ability to place the investor at a vantage point, and successfully tap the pulse of the Indian market. This is an exciting time and a great opportunity for all investors looking to make an impact in the world's second fastest growing economy.

OUTLOOK:

Modulex is India's first and the world's largest steel modular manufacturing facility with an annual capacity of 2,00,000 sqm. The salient features of the same are mentioned below:

1. The four production lines will have an annual capacity of 2,00,000 sqm operating on 8-hour shift 5 days a week for eleven months.
2. Illustrative annual output: twenty 100 rooms hotels plus a thousand residential or office buildings of 1,000 sq. ft each or accommodation for 2,000 hospital beds.
3. Set in 40-acre site in Indapur, Pune District, 250 Kms from Mumbai.
4. Land bought from Maharashtra Industrial Development Corporation, a state run developer of industrial estates with guaranteed water and electricity.
5. Construction will imminently start and one shed will be ready in 90 days from day 0.

RISKS AND CONCERNS:

The industry in India faces challenges alongside a general situation of socio-economic stress, chronic resource shortages, institutional weaknesses etc. The industry is fragmented with a handful of major companies involved in the construction activities across all segments; medium-sized companies specializing in niche activities; and small and medium contractors who work on the sub-contract basis and carry out the work in the field.

Another problem, still being faced by some of the construction financing institutions is of stalled or delayed projects. Projects worth several billion rupees are still stalled, due to delays in project approvals, financing issues and raw material non-availability etc. Further delays in restarting stalled projects have strained some of the infrastructure companies' ability to meet their debt obligations, leading to a surge in banks' gross Non-Performing Assets (NPA).

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:

The Board of Directors is responsible for ensuring that internal financial controls have been laid down in the Company and that such controls are adequate and is functioning effectively. Company has policies, procedures, control framework and the management systems in place that map into the definition of Internal Financial Controls as detailed in the Companies Act, 2013. These have been established at the entity and process levels and are designed to ensure compliance to internal control requirements, regulatory compliances and appropriate recording of financial information. Internal financial controls that encompassed the policies processes and monitoring systems for assessing and mitigating operational, financial & compliance risks and controls over related party's transactions substantially, exist. The senior management reviews and certifies the effectiveness of the internal control mechanism over financial reporting adherence to the code of conduct and Company's policies for which they are responsible and also compliance to establish procedures relating to financial or commercial transactions.

FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:

Your Company's Present performance vis-à-vis the financial performance for the previous year as given below in tabular format.

(Rs. in lakhs)

Particulars	FY 2022-23	FY 2023-24
Total revenue including other income	20.12	18.41
Total Expenditure	176.97	161.59
Profit / (Loss) before tax	(156.85)	(143.18)
Tax Expenses	-	-
Profit / (Loss) after tax	(156.86)	(143.18)
EPS Weighted Average		
-Basic	(0.31)	(0.21)
-Diluted	(0.31)	(0.21)

RISK MANAGEMENT IDENTIFICATION AND MITIGATION:

Construction industry is highly risk prone, with complex and dynamic project environments creating an atmosphere of high uncertainty and risk. The industry is vulnerable to various technical, socio-political and business risks. As a diversified construction entity, your Company continues to focus on a system-based approach to business risk management. Accordingly, management of risk has always been an integral part of your Company's strategies and includes various functions such as planning, execution, measurement systems & reporting processes. Your Company acknowledges risk as the critical function that influences the objectives of all project and processes. Following are some of the construction related risks and exposures:

1. **Financial risk** is the totality of all risks that relate to financial developments external to the project that are not in the control of the contractor or the project developer. This results from consequences that may have adverse economic effects.
2. **Political risk** is the risk that a contracting company encounters in project execution through undesirable regime acts such as change in law, payment failure by government, increase in taxes and change in government etc.
3. **Legal risks** arise through non-compliance with legal or regulatory requirements or excessive exposure to litigations & non-observance of laws such as employment law, health and safety, environmental legislation, stipulations for minimum wages etc.
4. **Sub-contractor's Default Risks & Management** is far different and severe than the work that is self-performed. In most projects, monitoring of sub-contractor's performance and payment is the responsibility of your Company, being the main contractor. The active management of subcontractor default risk begins with sub-contractor pre-qualification, based on financial strength, safety & quality performance etc. and continues with active monitoring of sub-contractor performance and payments.
5. **Techno-managerial risks** are the risks arising out of inadequate management of technicalities involved such as management of engineering & technology, logistics options, uncertain productivity of resources, insufficient skilled staff etc.
6. **Environment risks** relating to occurrence of environmental incidents during the pendency of the project & mitigation strategies. This risk has increased substantially due to the presence of strict legal liability in relation to such environmental incidents.

7. **Force majeure risks** are regarding the events that are outside the control of any party and cannot be reasonably prevented/avoided by them. These include natural force majeure events, direct or indirect political force majeure events.

HUMAN RESOURCES:

Our employees are the most valuable assets and we endeavor to provide our employees a professional, congenial, safe working environment coupled with opportunities for personal growth and development. Your Company has put in place a comprehensive system for identifying and addressing the competency requirement and fulfilling the same through various training programs at all the levels in the organization.

Through various Organizational Development (OD) interventions, we are enhancing the competency of our employees to work in challenging environment & empower them at work place with cultivation of a culture of dedication, ethics & values. Your Company has been successful in cultivating a culture of dedication, work ethics & values in the organization. Employees are provided with training on behavioral aspects, such as personality development, leadership development through self-awareness etc. to help to achieve higher level of performance.

SIGNIFICANT CHANGES IN KEY FINANCIAL RATIOS:

Types of ratios	2023-24	2022-23	Significant Changes
Debtors Turnover ratio	NA	NA	-
Inventory Turnover Ratio	NA	NA	-
Interest Coverage Ratio	NA	NA	-
Current Ratio	0.03	0.01	The variance is mainly because of an increase in unsecured loan during the year as compared to previous year
Debt Equity Ratio (In Times)	0.01	0.01	The variance is mainly because of increase in unsecured loan during the year
Operating Profit Margin (%)	NA	NA	-
Net Profit Margin (%)	NA	NA	-

Since the Company does not have any revenue from operations and inventories, the relevant ratios pertaining to it is not worked out.

Caution: The views expressed in the Management Discussions and Analysis is based on available information, assessments and judgment of the Board. They are subject to alterations. The Company’s actual performance may differ due to national or international ramifications, government regulations, policies, Tax Laws, and other unforeseen factors over which the Company may not have any control.

For and on behalf of the Board of Directors of
Modulex Construction Technologies Limited

Sd/-
 Suchit Punnose
 Whole Time Director
 DIN: 02184524

Sd/-
 Ajay Palekar
 Managing Director
 DIN: 02708940

28th August, 2024
 Pune

DIRECTORS' REPORT

To,
The Members of
MODULEX CONSTRUCTION TECHNOLOGIES LIMITED (“Company”)

The Directors have pleasure in presenting 51st Annual Report of the Company, along with the Audited Financial Statements (Standalone & Consolidated), for the Financial Year ended 31st March, 2024.

FINANCIAL RESULTS:

Performance of the Company, for the Financial Year ended 31st March, 2024 is as summarized below:

(Rs. In Lakhs)

Particulars	Standalone		Consolidated	
	31 st March, 2024	31 st March, 2023	31 st March, 2024	31 st March, 2023
Income from Operations	NIL	NIL	NIL	NIL
Add: Other Income	18.41	20.12	115.54	29.59
Total Income	18.41	20.12	115.54	29.59
Less: Total Expenditure	161.59	176.97	789.55	1020.06
Profit/ (loss) before Tax	(143.18)	(156.85)	(674.01)	(903.91)
Less: Tax expenses/ (Credit)	-	-	(16.66)	(0.30)
Profit/ (loss) after Tax	(143.18)	(156.86)	(690.68)	(904.22)

Note: Previous period figures have been re-arranged, re-grouped, re-calculated and re-classified, wherever necessary.

STATE OF COMPANY'S AFFAIRS:

Standalone:

During the year under review, The Company's total income for the Financial Year ended 31st March, 2024 was Rs.18.41 lakhs from Rs.20.12 lakhs as against the previous year, loss before tax Rs. 143.18 lakhs against loss of Rs. 156.85 lakhs during previous year and the loss after tax was Rs.143.18 lakhs as compared to Rs. 156.86 lakhs in the previous year.

Consolidated:

The Company's gross (total) income for the Financial Year ended 31st March, 2024 was Rs.115.54 lakhs from Rs. 29.59 lakhs during the previous year, loss before tax of the reporting year stood at Rs. 674.01 lakhs against a loss of Rs. 903.91 lakhs in the previous year. The loss after tax of the reporting year stood at Rs.690.68 lakhs against a loss of Rs. 904.22 lakhs reported in the previous year.

MANAGEMENT DISCUSSION AND ANALYSIS:

The Management Discussion and Analysis, as required in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), forms part of this Board's Report.

DIVIDEND:

In view of losses incurred during the period under review, the Company does not recommend any dividend on the equity shares for the Financial Year ended 31st March, 2024.

TRANSFER TO RESERVES:

In view of losses incurred by the Company during the Financial Year, the Company has not transferred any amount to the Reserves for the Financial Year ended 31st March, 2024.

PUBLIC DEPOSITS:

During the year under review, the Company has neither invited nor accepted any deposit from public within the meaning of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 amended from time to time.

LISTING OF SHARES:

The equity shares of the Company are listed on The BSE Limited (BSE) and the listing fees for the year 2024-25 has been paid.

CONSOLIDATED FINANCIAL STATEMENTS:

In accordance with the provisions of sub-section (3) of Section 129 of the Act and SEBI Listing Regulations, the Consolidated Financial Statements of the Company, including the financial details of its Subsidiary Companies, forms part of this Annual Report. The Consolidated Financial Statements have been prepared in accordance with the Accounting Standards as prescribed under Section 133 of the Companies Act, 2013.

SHARE CAPITAL:

As on 31st March, 2024 the Authorized Share Capital of the Company stood at Rs. 93,00,00,000/- which comprises of 9,29,50,000 Equity Shares of Rs. 10/- each and 50,000 Cumulative Redeemable Preference Shares of Rs.10/- each.

On the date of this report, the paid-up share capital stood at Rs. 69,20,17,860/- which comprise of 6,92,01,786 Equity shares of Rs. 10/- each. During the year under review, your Company has allotted 1,78,98,746 Equity Shares of face value of Rs. 10/- each, on 13th May, 2023, against Equity Shares of Give Vinduet Windows and Doors Private Limited on preferential basis by way of swap of Equity Shares. Since the said shares were issued for consideration other than Cash, the price at which the said shares were to be allotted was determined on the basis of the valuation report of a registered valuer. The provisions of section 247 of the Companies Act, 2013 and Rules made thereunder were duly complied with.

SUBSIDIARIES, ASSOCIATE COMPANIES AND JOINT VENTURES:

The Company does not have any Associate and Joint Venture Companies as on 31st March, 2024. The link of the policy for the Material Subsidiary is <https://modulex.in/wp-content/uploads/2024/08/Policy-on-Material-Subsidiaries-and-Governance.pdf>

Details of the Subsidiaries are specified below:

Sr. No.	Name of the Subsidiaries
1.	Modulex Modular Buildings Private Limited
2.	Give Vinduet Windows and Doors Private Limited*

*Became the Subsidiary Company w.e.f. 13th May, 2023.

A statement containing the salient features of the financial statements of Subsidiary Companies pursuant to the provision of section 129 (3) of the Companies Act, 2013 read with rule 5 of the Companies (Accounts) Rules, 2014, are given in Form No. AOC-1 as Annexure to the Financial Statement.

In accordance with Section 136 of the Companies Act, 2013, the Audited Financial Statements, including the Consolidated Financial Statements and related information of the Company and financial statements of its Subsidiaries, will be updated on the website www.modulex.in.

PARTICULARS OF LOANS, GUARANTEE AND INVESTMENTS OUTSTANDING DURING THE FINANCIAL YEAR:

Details of the loans extended, guarantee(s) given or investment(s) made by your Company under Section 186 of the Companies Act, 2013, during the Financial Year 2023-24, are provided in the Notes to the Financial Statements.

CORPORATE GOVERNANCE:

The report on Corporate Governance as stipulated under Regulation 34(3) read with Para C of Schedule V of the Listing Regulations is presented in separate section forming part of this Report as Corporate Governance Report.

INTERNAL FINANCIAL CONTROL AND ITS ADEQUACY:

The Board has adopted policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, safeguarding of its assets, prevention and detection of fraud, error reporting mechanisms, the accuracy and completeness of the accounting records and timely preparation of reliable financial disclosures.

SIGNIFICANT AND MATERIAL ORDERS:

There were no significant and material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and Company's operations during the year under review.

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

There are no material changes or commitments affecting the financial position of the Company that have occurred between the end of the Financial Year and the date of this Report.

CHANGE IN NATURE OF BUSINESS:

During the year under review, there was no change in the nature of business of the Company.

PARTICULARS OF EMPLOYEES:

During the year under review, no employee of the Company was in receipt of remuneration in excess of the limits prescribed under section 197 read with rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Re-Appointment and Retirement by Rotation:

Pursuant to the provisions of Section 152 of the Companies Act, 2013 ("Act"), Mr. Ajay Palekar, (DIN: 02708940) is liable to retire by rotation at the ensuing Annual General Meeting of the Company and being eligible, offers himself for re-appointment.

Declaration by Independent Directors:

The Company has received declaration from all the Independent Directors of the Company, confirming that they meet the criteria of independence as prescribed under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Familiarization Programme:

The details of programme for familiarization of Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company and related matters are put up on the website of the Company at the link: <https://modulex.in/wp-content/uploads/2024/08/ID-Familiarization-Program-MCTL.pdf>

Remuneration of the Directors and Key Managerial Personnel:

The remuneration details of the Key Managerial Personnel of the Company are set out in the Annual Return of the Company, which will be available on the website of the Company at the link: www.modulex.in and no remuneration have been paid to Directors in Financial Year 2023-24.

Key Managerial Personnel:

Sr. No.	Name of the Key Managerial Personnel	Designation
1.	Mr. Suchit Punnose	Whole-Time Director
2.	Mr. Ajay Palekar	Managing Director
3.	Mr. Mahendra Kumar Bhurat	Chief Financial Officer
4.	Ms. Bhoomi Mewada	Company Secretary and Compliance Officer

During the year, no changes took place in the Key Managerial Personnel (“KMP”) of the Company.

Board Evaluation:

The Company has devised a policy for performance evaluation of the individual Directors, Board and its Committees, which includes criteria for performance evaluation. Pursuant to the provisions of the Act and Regulation 17(10) of SEBI Listing Regulations, 2015, the Board has carried out an annual performance evaluation of its own performance, the individual Directors as well as the evaluation of working of the Committees of the Board. The Board performance was evaluated based on inputs received from all the Directors after considering criteria such as Board composition and structure, effectiveness of processes and information provided to the Board etc. A separate meeting of the Independent Directors was also held during the year for evaluation of the performance of Non-Independent Directors, performance of the Board as a whole and that of the Chairman. The Nomination and Remuneration Committee has also reviewed the performance of the individual Directors based on their knowledge, level of preparation and effective participation in Meetings, understanding of their roles as Directors etc. The link of the policy <https://modulex.in/wp-content/uploads/2024/08/Performance-Evaluation-Policy.pdf>

Policy on Appointment and Remuneration for Directors, Key Managerial Personnel and Senior Management Employees:

The Nomination and Remuneration Committee of the Board has devised a policy for selection and appointment of Directors, Key Managerial Personnel and Senior Management Employees and their Remuneration i.e., Nomination and Remuneration Policy. The Committee has formulated the criteria for determining qualifications, positive attributes and independence of a Director, which has been placed on

the Company's website, <https://modulex.in/wp-content/uploads/2024/08/Remuneration-Policy.pdf>

COMPLIANCE WITH SECRETARIAL STANDARDS:

The Company has complied with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

BOARD AND COMMITTEE MEETINGS:

During the Financial Year ended 31st March, 2024, Seven (7) Board Meetings were held, details of which are given in the Corporate Governance Report.

The Board of Directors of the Company, meet at regular intervals to discuss and decide on the Company's operation, business policies or projects to be undertaken and strategy apart from other Board business. However, in case of a special and urgent business need, the Board's approval is taken by passing resolutions by circulation /on shorter Notice, as permitted by law, which are noted and confirmed at the subsequent Board Meeting.

The provisions of the Companies Act, 2013, Secretarial Standard "SS-1" and the Listing Regulations were adhered thereto, while considering the time gap between two meetings.

Committee(s) of the Board:

The Committees of the Board play a crucial role in the governance structure of the Company and have been constituted to deal with specific areas / activities, which concern the Company and need a closer review. The Committees of the Board are set up under the formal approval of the Board, to carry out clearly defined roles which are considered to be performed by the Members of the Board, as part of good governance practice. The Board is informed about the summary of the discussions held in the Committee Meetings. The minutes of the meetings of Committees are placed before the Board for their review. The Committees of the Board can request special invitees to join the meeting, as appropriate.

The Board of Directors of your Company has constituted following committees namely:

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders Relationship Committee
- Securities Committee
- Management Committee

The details of the Committees established by the Board of Directors are set out in the Corporate Governance Report.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT THE WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company currently has less than 10 employees and hence the provisions relating to the constitution of the Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, are not applicable to the Company. In any event, no complaints were received as to the sexual harassment from any employee during the year under review.

DIRECTOR RESPONSIBILITY STATEMENT:

Pursuant to Section 134(5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, confirm that:

- In the preparation of annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- The Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the Financial Year 2023-24 and of the loss of the Company for that period;
- 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;
- The Directors have prepared the annual accounts on a going concern basis;
- The Directors have laid down proper internal financial controls and such internal financial controls are adequate and were operating effectively; and
- 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.

AUDITORS:

a. Statutory Auditors:

M/s. RMJ & Associates, LLP, Chartered Accountants, Firm Registration No: W100281 were appointed as the Statutory Auditors of the Company, for a period of five (5) years, at the 46th Annual General Meeting of the Company held on 17th December, 2019. Accordingly, M/s. RMJ & Associates, LLP, Chartered Accountants, shall act as the Statutory Auditors of the Company for a term of 5 years up to the conclusion of the 51st Annual General Meeting of the Company. However, M/s. RMJ & Associates has resigned from the position of Statutory Auditors w.e.f 10th June, 2023.

The Board of Directors at their meeting held on 09th August, 2023 appointed M/s. Dhadda & Associates, (FRN: 013807S), Chartered Accountants, as the Statutory Auditors of the Company which was also approved by the members at the 50th Annual General Meeting held on 26th September, 2023 for a term of 5 years to hold office till the conclusion of the 55th Annual General Meeting to be held in the year 2028.

There are no qualifications, reservations or adverse remarks made by the Statutory Auditors in their Audit Reports on the Standalone and Consolidated Financial Statements for the Financial Year ended 31st March, 2024.

b. Internal Auditors:

M/s. APMH & Associates LLP had resigned as an Internal Auditors of the Company w.e.f. 26th October, 2023.

Pursuant to the provisions of Section 138 of the Companies Act, 2013 and the Rules made thereunder, the Company had appointed M/s. MJS & Associates, Chartered Accountants, as the Internal Auditors of the Company to conduct the Internal Audit of the records and documents of the Company for the Financial Year 2023-24.

c. Secretarial Auditors:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and Rules made thereunder, the Company appointed Mr. Hitesh J. Gupta, Practicing Company Secretary, as the Secretarial Auditor of the Company to conduct the Secretarial Audit of the records and documents of the Company for the Financial Year 2023-24.

The Secretarial Audit Report is annexed hereto and titled as ‘**Annexure I**’.

RELATED PARTY TRANSACTIONS:

In line with the requirements of the Act and the amendment to the Listing Regulations, your Company has a Policy on the Related Party Transactions, which is also available on the Company’s website at <https://modulex.in/wp-content/uploads/2024/08/Policy-on-Related-Party-Transactions.pdf>

The disclosure of the Related Party Transactions as required under Section 134(3)(h) of the Companies Act, 2013, in Form AOC-2, is appended as an annexure to this report titled as ‘**Annexure II**’.

WEB-LINK OF ANNUAL RETURN:

The Annual Return as provided under Section 92(3) of the Companies Act, 2013 and as prescribed in Form MGT-7 of the Companies (Management and Administration) Rules, 2014 will be available on the website of the Company at www.modulex.in

FRAUD REPORTING:

During the year under review, neither the Statutory Auditors nor the Secretarial Auditor has reported to the Audit Committee under Section 143 (12) of Act, any instances of fraud committed against the Company by its officers or employees, the details of which needs to be mentioned in the Board’s Report.

ENERGY CONSERVATION MEASURES, TECHNOLOGY ABSORPTION AND RESEARCH & DEVELOPMENT AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The requirements under Section 134(3) (m) of the Act, read with Rule 8 of the Companies (Accounts) Rules, 2014, for disclosure in respect of conservation of energy, technology absorption, are not applicable to the Company. Having said that, the buildings that the Company is in the process of designing and which will be manufactured by its Subsidiary Company i.e. Modulex Modular Buildings Private Limited will be energy efficient and carbon neutral.

During the period under review, the Company had no Foreign Exchange earnings and outgo.

RISK MANAGEMENT:

Risk Management is embedded in your Company’s operating framework. Your Company believes that managing risks helps in maximizing returns for the stakeholders. The Company’s approach in addressing business risks is comprehensive and includes periodic review of such risks and a framework for mitigating controls and reporting mechanism of such risks. The risk management framework is reviewed periodically by the Board and the Audit Committee of the Company. Some of the risks that the Company is exposed to and the steps taken to mitigate them are detailed in the Management Discussion and Analysis Report.

VIGIL MECHANISM/ WHISTLE BLOWER POLICY:

The Company believes in the conduct of the affairs in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behaviour. Pursuant to Section 177(9) of the Act, a vigil mechanism is established for the Directors and for the employees of the Company to report to the management, any instances of unethical behaviour, actual or suspected, fraud or violation of the Company's code of conduct or ethics policy. The Vigil Mechanism provides a mechanism for employees of the Company to approach to the Chairman of the Audit Committee of the Company.

The Whistle Blower Policy is uploaded on the website of the Company at <https://modulex.in/wp-content/uploads/2024/08/Whistle-Blower-Policy.pdf>

CREDIT RATINGS:

The Company has not obtained credit ratings during the Financial Year 2023-24.

MAINTENANCE OF COST RECORDS:

The provisions of Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014, are not applicable and as such your Company is not required to appoint a Cost Auditor or to maintain Cost records.

CORPORATE SOCIAL RESPONSIBILITY:

Provisions of Section 135 of the Act, relating to the Corporate Social Responsibility are not applicable to the Company for the year under review.

CODE OF CONDUCT FOR DIRECTORS AND EMPLOYEES:

The Company has adopted a Code of Conduct for its Directors and employees including a Code of Conduct for Independent Directors which suitably incorporates the duties of Independent Directors as laid down in the Act. The said Codes can be accessed on the Company's website at <https://modulex.in/wp-content/uploads/2024/08/Code-of-Conduct-Directors-and-KMP.pdf>

In terms of the SEBI Listing Regulations, all Directors and Senior Management Personnel have affirmed compliance with their respective codes. The Managing Director has also confirmed and certified the same, certification is provided at the end of the Report on Corporate Governance.

PROHIBITION OF INSIDER TRADING:

In compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has adopted a 'Code of Conduct for Regulating, Monitoring and Reporting of Trading by insiders' and 'Code of Fair Disclosure' of Unpublished Price Sensitive Information to ensure prohibition of Insider Trading in the Organization. The said codes are available on the Company's website at <https://modulex.in/wp-content/uploads/2024/08/Code-of-Practices-and-disclosure-of-UPSI.pdf>

CEO/CFO CERTIFICATE:

Chief Executive Officer and Chief Financial Officer provided compliance certificate as stipulated under Regulation 17(8) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) is presented in a separate section forming part of this Annual Report.

APPLICATIONS UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016:

There were no applications made by the Company or upon the Company under the Insolvency and Bankruptcy Code, 2016 during the period under review. There are no proceedings pending under the Insolvency and Bankruptcy Code, 2016 by/against the Company as on 31st March, 2024.

The details of difference between amount of the valuation done at the time of one time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof.
- Not Applicable

ACKNOWLEDGEMENTS:

Your Directors would like to express their sincere appreciation for the co-operation and assistance received from the shareholders, bankers, regulatory bodies and other stakeholders during the year under review.

For and on behalf of the Board of Directors of
Modulex Construction Technologies Limited

Sd/-
Suchit Punnose
Whole Time Director
DIN: 02184524

Sd/-
Ajay Palekar
Managing Director
DIN: 02708940

28th August, 2024
Pune

Annexure I
FORM NO. MR-3
Secretarial Audit Report

For the Financial year ended March 31st, 2024

*[Pursuant to section 204(1) of the Companies Act, 2013 and Rule
No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]*

To,
The Members,
Modulex Construction Technologies Limited
A-82, MIDC Industrial Estate,
Indapur, Pune - 413132

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Modulex Construction Technologies Limited CIN – L25999PN1973PLC182679** (hereinafter called “The Company”). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on my verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2024 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2024 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contract (Regulation) Act, 1956 (‘SCRA’) and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’):
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

- d. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not Applicable to the Company during the financial year under review);**
- e. The Securities and Exchange Board of India (Issue and listing of Non-Convertible Securities) Regulations, 2021; **(Not Applicable to the Company during the financial year under review);**
- f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Act and dealing with client **(Not Applicable to the Company during the financial year under review);**
- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 **(Not Applicable to the Company during the financial year under review);**
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(Not Applicable to the Company during the financial year under review);** and
- i. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Having regard to the compliance system prevailing in the Company, I further report that on the examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with the same.

I have also examined compliance with the applicable clauses of the Secretarial Standards issued by the Institute of Companies Secretaries of India.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, standards etc. mentioned above, except the following matters as specified below:

1. There was a delay in submission of Financial Results under Regulation 33 of SEBI LODR, 2015 for quarter ended June, 2023 and September, 2023. Subsequently, penalty of Rs. 4,25,000/-, and Rs. 1,05,000/- was levied by BSE for respective quarters.
2. The below actions were taken by SEBI / BSE during the year pursuant to:
 - a. Late submissions with respect to Outcome of Board Meeting held on 14th February, 2024 to consider the Financial Results of the Company for the quarter ended 31st December 2023, further BSE had sought clarification from the Company related to the late submissions being made and necessary reply was been made in a timely manner.
 - b. Delayed submission with respect to the proceedings of the Annual General Meeting held on 26th September, 2023, further BSE had sought clarification from the Company related to the delayed submission being made and necessary reply was been made in a timely manner.

I further report that

The Board of Directors of the Company is duly constituted with proper Balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate Notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least 7 days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board as the case may be.

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

I further report that during the audit period, the following transactions have taken place:

1. Members of the Company through postal ballot dated 20th April, 2023 approved alteration of the Object Clause of the Memorandum of Association of the Company.
2. Allotment of 1,78,98,746 Equity Shares of face value of Rs. 10/- each, on preferential basis to the Promoter and Non-Promoters of the Company at a price not less than Rs. 13.53/- per share against Equity Shares of Give Vinduet Doors and Windows Private Limited by way of swap in the ratio of 1:1.353.
3. Resignation of RMJ & Associates LLP, Chartered Accountants as the Statutory Auditor of the Company w.e.f. 10th June, 2023 and subsequent appointment of M/s. Dhadda & Associates (FRN: 013807S), Chartered Accountants, as the Statutory Auditor of the Company at the Annual General Meeting held on 26th September, 2023.
4. Resignation of M/s. APMH & Associates LLP as an Internal Auditor of the Company w.e.f. 26th October, 2023 & subsequent appointment of M/s. MJS & Co, Chartered Accountants as an Internal Auditor for the financial year 2023-24 at the Board Meeting held on 8th November, 2023.

Hitesh J. Gupta
Practicing Company Secretary
M No. A33684
CP No.12722
UDIN: A033684F001062569

Date: 28th August, 2024

Place: Mumbai

Note: This report is to be read with my letter of even date which is annexed as ‘ANNEXURE - A’ and forms an integral part of this report.

ANNEXURE - A

To,
The Members,
Modulex Construction Technologies Limited
A-82, MIDC Industrial Estate,
Indapur, Pune - 413132

My report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Hitesh J. Gupta
Practicing Company Secretary
M No. A33684
CP No.12722
UDIN: A033684F001062569

Date: 28th August, 2024
Place: Mumbai

Annexure II

Form No. AOC-2

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

1. Details of contracts or arrangements or transactions not at arm’s length basis: Nil
2. Details of material contracts or arrangement or transactions at arm’s length basis:

Name(s) of the related party and nature of relationship	Nature of contracts /arrangements/ transactions	Duration of the contracts /arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board, if any	Amount paid/ received
Modulex Modular Buildings Private Limited	Loan Taken	3 years	<ul style="list-style-type: none"> • Date: 01st April , 2018 • General business purpose loan • Interest Rate 9% p.a. from 01.04.2023 or interest free • Repayment at once, including interest following expiry of the term. 	-	Rs.67,15,250/- (Rs.40,000/-)

For and on behalf of the Board of Directors of
Modulex Construction Technologies Limited

Sd/-

Ajay Palekar

Managing Director

DIN : 02708940

Sd/-

Suchit Punnose

Whole Time Director

DIN : 02184524

Sd/-

Mahendra Kumar Bhurat

Chief Financial Officer

PAN: AJIPB3300M

Sd/-

Bhoomi Mewada

Company Secretary

M. NO. : A34561

REPORT ON CORPORATE GOVERNANCE

[Pursuant to the provisions of Regulation 34(3) read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

The Company's philosophy on Corporate Governance is to achieve business excellence and maximize stakeholder value through ethical business conduct and to protect the interest of all stakeholders, employees, customers, vendors, service providers, local communities and government. During the year under review, the Board continued its pursuit of achieving its objectives through the adoption and monitoring of corporate strategies and prudent business plans.

BOARD OF DIRECTORS:

a. Composition of Board and category of Directors:

The Board of Directors of the Company has an optimum combination of Executive and Non-Executive Directors. The Details of the Companies Directors are as follows:

Sr. No.	Name of Director	Category	Shareholding of Directors as on 31 st March, 2024	The names of the listed entities where the person is a Director and the category of directorship	No. of Directorship held in other Companies	No. of Committee Positions held in other Indian Public Limited Companies***	
						Membership held in Committees of other Companies	Chairmanship held in Committees of other Companies
1.	Mr. Ajay Palekar	Managing Director	2,23,048	-	-	1	-
2.	Mr. Suchit Punnose	Whole Time Director (<i>Promoter</i>)	18,92,489	Eco Hotels And Resorts Limited - Non – Executive Director	1	1	-
3.	Mr. Aditya Vikram Kanoria*	Non –Executive Director	13,30,377	Credent Global Finance Limited - Managing Director	1	-	-
4.	Mr. Raj Kumar Sharma	Non –Executive Independent Director	1,55,296	-	-	-	-
5.	Mrs. Rakhee Agarwal	Non –Executive Independent Director	Nil	-	-	-	-
6.	Mr. Jayesh Sheth**	Additional Director	Nil	-	-	-	-

No's of other Directorships of Companies excludes foreign companies and Section 8 companies.

None of the Directors held directorship in more than 20 Indian companies, with not more than 10 public limited companies.

As mandated by Regulation 26 of Listing Regulations, none of the Directors are members of more than 10 Board level committees, nor are they Chairpersons of more than 5 committees in which they are members of such committees.

* Change of Designation of Mr. Aditya Vikram Kanoria w.e.f. 25th July, 2024 from Non-Executive Independent Director to Non-Executive Director.

** Appointment of Mr. Jayesh Sheth w.e.f 25th July, 2024 as the Additional Director Independent.

*** Membership/Chairmanship in only Audit Committee and Stakeholders Relationship Committee has been considered for Committee positions as per the Listing Regulations.

The Chairman is an Executive Director and more than half of the Board consists of Independent Directors. The composition of the Board is in conformity with Regulation 17 of the SEBI Listing Regulations read with Section 149 and Section 152 of the Companies Act, 2013.

There are no Directors who have attained the age of 75 years or more and for which approval of shareholders was required through special resolution in terms of Regulation 17 (1A) of the SEBI Listing Regulations.

b. Number of Meetings of the Board of Directors:

During the year under review, Seven (7) Board meetings were held on 04th April 2023, 13th May 2023, 30th May 2023, 09th August 2023, 08th November 2023, 05th December 2023 and 14th February 2024. The Company has complied with the stipulation of Section 173(1) of Companies Act, 2013 ('the Act') and the Listing Regulations for conducting minimum 4 (four) meetings of Board of Directors during the year. The gap between any two meetings did not exceed 120 days. Generally, all these Board Meetings were held through video conferencing / other audio-visual mode as allowed under applicable law.

The attendance of Directors in Board Meetings for the Financial Year 2023-24 and AGM are tabulated below:

Sr. No.	Name of Directors	No. of Meetings of Board	Meetings attended during the year	Attendance of the Directors at the AGM held on 26 th September, 2023
1.	Mr. Ajay Palekar	7	7	Yes
2.	Mr. Suchit Punnose	7	4	Yes
3.	Mr. Aditya Vikram Kanoria	7	5	Yes
4.	Mr. Raj Kumar Sharma	7	5	No
5.	Mrs. Rakhee Agarwal	7	5	Yes

c. Disclosure of relationships between Directors inter-se:

There are no *inter-se* relationships between the Board members. In the opinion of the Board, the Independent Directors fulfill the conditions as specified in Listing Regulations and are independent of the management.

d. Separate meeting of the Independent Directors:

During the Financial Year, a separate Meeting of the Independent Directors of the Company was held on 10th February, 2024, where the following items as enumerated under Schedule IV to the Companies Act, 2013 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 were discussed:

- Review of performance of Non-Independent Directors and the Board as a whole.
- Assessment of the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.
- To view the unethical behaviour, actual or suspected fraud or violation of the Company’s code of conduct or ethics policy.
- To discuss about familiarization programme conducted by the Company for the Independent Directors.

e. Familiarization Programme:

All Independent Directors are familiarized with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc. from time to time. The details regarding Independent Directors’ Familiarization Programmes are given under the Tab ‘Investor Relation’ on the website of the Company and can be accessed at <https://modulex.in/wp-content/uploads/2024/08/ID-Familiarization-Program-MCTL.pdf>

f. Directors Appointment/Re-Appointments:

Mr. Ajay Palekar is liable to retire by rotation at the 51st AGM and being eligible, offers himself for re-appointment. Details as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by the Institute of Company Secretaries of India (ICSI), are attached with notice of AGM.

A chart / matrix setting out the skills/expertise/competencies as identified by the Board of Directors of the Company as required in the context of Company’s business(es) and sector(s) for it to function effectively and those actually available with the Board.

Skills/expertise/competence	Mr.Ajay Palekar	Mr.Suchit Punnose	Mr. Aditya Vikram Kanoria	Mr. Raj Kumar Sharma	Mrs. Rakhee Agarwal	Mr. Jayesh Sheth
Industry knowledge/experience (EPC Industry)						
Experience	√	√	√	√	√	√
Industry knowledge	√	√	√	√	√	√
Understanding of relevant laws, rules, regulation policy	√	√	√	√	√	√
International Experience	√	√	√	√	√	√
Contract management	√	√	√	√	√	√
Technical skills/experience						
Accounting and finance	√	√	√	√	√	√
Business Development	√	√	√	√	√	√
Information Technology	√	√	√	√	√	√
Talent Management	√	√	√	√	√	√
Leadership	√	√	√	√	√	√

Skills/expertise/competence	Mr. Ajay Palekar	Mr. Suchit Punnose	Mr. Aditya Vikram Kanoria	Mr. Raj Kumar Sharma	Mrs. Rakhee Agarwal	Mr. Jayesh Sheth
Compliance and risk	√	√	√	√	√	√
Legal	×	×	×	×	×	×
Business Strategy	√	√	√	√	√	√
Behavioral Competencies						
Integrity and ethical standards	√	√	√	√	√	√
Mentoring abilities	√	√	√	√	√	√
Interpersonal relations	√	√	√	√	√	√

COMMITTEES OF THE BOARD:

The Board Committees plays a crucial role in the governance structure of the Company and have been constituted to deal with specific areas / activities which concern the Company and need a closer review. The Board Committees are set up under the formal approval of the Board to carry out clearly defined roles which are considered to be performed by members of the Board, as a part of good governance practice. The Board supervises the execution of its responsibilities by the Committees and is responsible for their action. The minutes of the meetings of all Committees are placed before the Board for review.

The Board has following Committees as on date of this report:

i) Audit Committee:

The Audit Committee of the Company functions in accordance with the requirements of Section 177 of the Act and Regulation 18 of the Listing Regulations. The composition of the Audit Committee is in compliance of Regulation 18(1) of the Listing Regulations. The Audit Committee comprises of three Directors, out of which two are Independent Directors and one is Executive Director. The Members of the Audit Committee possess financial / accounting expertise / exposure. The Company Secretary of the Company acts as the Secretary to the Audit Committee.

Terms of Reference:

The broad terms of reference includes the following as is mandated in Part C of Schedule II of the Listing Regulations and Section 177 of the Act:

- The recommendation for appointment, remuneration and terms of appointment of auditors of the Company.
- Review and monitor the auditor's independence and performance, and effectiveness of audit process.
- Examination of the financial statement and the auditors' report thereon.
- Approval or any subsequent modification of transactions of the Company with related parties.
- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Recommend to the Board, the appointment, re-appointment, terms of appointment, remuneration and, if required, replacement or removal of Statutory Auditors and fixation of Audit fees.
- Approval of payment to statutory auditors for any other services rendered by them.

- Reviewing, with the management the annual financial statements and auditors' report thereon before submission to the Board for approval with particular reference to the matters stated under sub clause (a) to (g) of Part C of Schedule II of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.
- Reviewing, with the management the quarterly financial statements before submission to the Board for approval.
- Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency, monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
- Approval or any subsequent modification of transactions of the Company with related parties.
- Scrutiny of inter-corporate loans and investments.
- Valuation of undertakings or assets of the Company, wherever it is necessary.
- Evaluation of internal financial controls and risk management systems.
- Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- Discussion with internal auditors of any significant findings and follow up there on.
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non- payment of declared dividends) and creditors.
- To review the functioning of the Whistle Blower mechanism.
- Approval of appointment of CFO (i.e. the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
- Examination of the financial statement and the auditors' report thereon.
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
- Reviewing the utilization of loans and/or advances from/investment by holding Company in the subsidiary exceeding rupees 100 crores or 10% of the asset size of the subsidiary, whichever is lower including existing loans/ advances/ investments.

The Composition of Audit Committee as on 31st March, 2024, is given below:

Name of the Members	Category	Positions
Mrs. Rakhee Agarwal	Non-Executive & Independent Director	Chairman
Mr. Aditya Vikram Kanoria	Non-Executive & Independent Director	Member
Mr. Ajay Palekar	Managing Director	Member

The Audit Committee of the Company was reconstituted on 25th July, 2024. As on the date of this report the composition of the Audit Committee is as follow:

Name of the Members	Category	Positions
Mr. Jayesh Sheth	Additional Non-Executive & Independent Director	Chairman
Mrs. Rakhee Agarwal	Non-Executive & Independent Director	Member
Mr. Ajay Palekar	Managing Director	Member

c. Meetings and attendance during the year:

During the year under review, 7 (Seven) Audit Committee meetings were held on 13th May 2023, 29th May 2023, 10th June 2023, 09th August 2023, 07th November 2023, 04th December 2023 and 13th February, 2024.

The necessary Quorum was present at the meetings. The attendance of each member of the Audit Committee is given below:

Name of the Members	No. of Meetings held	No. of Meetings attended
Mrs. Rakhee Agarwal	7	7
Mr. Aditya Vikram Kanoria	7	7
Mr. Ajay Palekar	7	7

ii) Nomination and Remuneration Committee:

The Nomination and Remuneration Committee (NRC) of the Company functions in accordance Section 178 with the Act and Regulation 19 of Listing Requirements. The Nomination and Remuneration committee comprises of three Non-Executive Independent Directors.

Terms of Reference:

The broad terms of reference of the Nomination and Remuneration Committee are as follows:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board of Directors a policy relating to, the remuneration of the Directors, Key Managerial Personnel and other employees;
- Formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors;
- Devising a policy on diversity of Board of Directors;
- Identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal;

- Whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors;
- Recommend to the Board, all remuneration, in whatever form, payable to senior management;
- Identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall specify the manner for effective evaluation of performance of Board, its committees and individual Directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance;

The Composition of Nomination and Remuneration Committee as on 31st March, 2024, is given below:

Name of the Members	Category	Positions
Mr. Raj Kumar Sharma	Non-Executive & Independent Director	Chairman
Mr. Aditya Vikram Kanoria	Non-Executive & Independent Director	Member
Mrs. Rakhee Agarwal	Non-Executive & Independent Director	Member

The Nomination and Remuneration Committee of the Company was reconstituted on 25th July, 2024. As on the date of this report the composition of the Nomination and Remuneration Committee is as follow:

Name of the Members	Category	Positions
Mr. Raj Kumar Sharma	Non-Executive & Independent Director	Chairman
Mr. Jayesh Sheth	Additional Non-Executive & Independent Director	Member
Mrs. Rakhee Agarwal	Non-Executive & Independent Director	Member

Meeting and attendance during the year:

During the year under review, 1 (One) Nomination and Remuneration Committee meeting was held on 10th February, 2024. The necessary Quorum was present at the meetings.

The attendance of each member of the Nomination and Remuneration Committee is given below:

Name of the Members	No. of Meeting held	No. of meeting attended
Mr. Raj Kumar Sharma	1	1
Mr. Aditya Vikram Kanoria	1	1
Mrs. Rakhee Agarwal	1	1

Remuneration Policy:

In terms of the provisions of Section 178(3) of the Act, the Nomination and Remuneration Committee (NRC) is responsible for formulating the criteria for determining qualification(s), positive attributes and independence of a Director. The NRC is also responsible for recommending to the Board a policy relating to the remuneration of the Directors, Key Managerial Personnel and other employees. The Board has on the recommendation of the NRC framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The said policy is available on the Company's website at <https://modulex.in/wp-content/uploads/2024/08/Remuneration-Policy.pdf>

Remuneration to Directors:

On account of Company having inadequate profits and since the Company is at a nascent stage, it requires funds for its operational activities and expansion. Having regard to the foregoing and to conserve the resources of the Company, the Executive Directors waived their remuneration for the Financial Year 2023-24. No Sitting fees have been paid to Independent Directors during the year under review.

There is no pecuniary relationship or transaction between the Company and any of the Non-Executive Directors. The Company does not have any stock option scheme.

None of the Directors are eligible for any severance fees.

iii) Stakeholders Relationship Committee:

The Stakeholders Relationship Committee (SRC) of the Company functions in accordance Section 178 with the Act and Regulation 20 of Listing Requirements. Stakeholders Relationship Committee comprises of Two Executive Directors and One Non-Executive Independent Director.

Terms of Reference:

The broad terms of reference of the Stakeholders Relationship Committee’ are as follows:

- The Stakeholders Relationship Committee functions with the objective of looking into the redressal of Shareholder’s / Investors grievances.
- Review of statutory compliance relating to all security holders.
- Consider and resolve the grievances of security holders of the Company including complaints related to transfer/transmission of securities, non-receipt of annual report/declared dividends/ notices/ balance sheet.
- Review of measures taken for effective exercise of voting rights by shareholders.
- Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.

The composition of Stakeholders Relationship Committee as on 31st March, 2024, is given below:

Name of the Members	Category	Positions
Mr. Aditya Vikram Kanoria	Non-Executive -Independent Director	Chairman
Mr. Ajay Palekar	Managing Director	Member
Mr. Suchit Punnose	Whole Time Director	Member

The Stakeholders Relationship Committee of the Company was reconstituted on 25th July, 2024. As on the date of this report the composition of the Stakeholders Relationship Committee is as follow:

Name of the Members	Category	Positions
Mr. Jayesh Sheth	Additional Non-Executive -Independent Director	Chairman
Mr. Ajay Palekar	Managing Director	Member
Mr. Suchit Punnose	Whole Time Director	Member

The Stakeholders Relationship Committee's composition and the terms of reference meet with the requirements of the Listing Regulations and provisions of the Act.

Meetings and attendance during the year:

During the year under review, 1 (One) Stakeholders Relationship Committee meeting was held on 11th March, 2024. The necessary Quorum was present at the meeting.

The attendance of each member of the Stakeholders Relationship Committee is given below:

Name of the Members	No. of Meeting held	No.of meeting attended
Mr. Aditya Vikram Kanoria	1	1
Mr. Ajay Palekar	1	1
Mr. Suchit Punnose	1	1

Shareholder's complaint status:

During the year under review, the Company has not received any complaint.

Compliance Officer:

Ms. Bhoomi Mewada is the Company Secretary & Compliance Officer of the Company and the designated e-mail address for investor complaints is compliance@modulex.in.

iv) Management Committee:

The Board has delegated some of its powers to the Management Committee, enabling it to act directly, or to provide recommendations to be approved by the Board. The day-to-day management of the Company is vested with the Management Committee, which is subject to the overall superintendence and control of the Board. The Management Committee comprises as follows:

Name of the Members	Category	Positions
Mr. Ajay Palekar	Managing Director	Chairman
Mr. Raj Kumar Sharma	Non-Executive - Independent Director	Member
Mr. Suchit Punnose	Whole Time Director	Member

The power, role and terms of reference of the Management Committee covers the areas based on the terms as defined by the Board of Directors from time to time.

Meetings and attendance during the year:

During the year under review, no meeting of the Management Committee was held.

v) Securities Committee:

The Board has delegated its power to issue and allot securities to the Securities Committee, enabling it to avoid the delay in the process of transfer of securities.

The composition of Securities Committee as on 31st March, 2024 is as follows:

Name of the Members	Category	Positions
Mr. Aditya Vikram Kanoria	Non-Executive & Independent Director	Chairman
Mr. Raj Kumar Sharma	Non-Executive-Independent Director	Member
Mr. Ajay Palekar	Managing Director	Member

The Securities Committee of the Company reconstituted on 25th July, 2024. As on date of this report the Composition of the Securities Committee is as follows:

Name of the Members	Category	Positions
Mrs. Rakhee Agarwal	Non-Executive & Independent Director	Chairman
Mr. Raj Kumar Sharma	Non-Executive-Independent Director	Member
Mr. Ajay Palekar	Managing Director	Member

The power, role and terms of reference of the Securities Committee covers the areas based on the terms as defined by the Board of Directors.

Meetings and attendance during the year:

During the year under review, no meeting of the Securities Committee was held.

Particulars of Senior Management including the changes therein since the close of the previous Financial Year:

As on 31st March, 2024, the following individuals were Senior Management Personnel (‘SMP’) of the Company:

Sr. No.	Name	Designation
1.	Mr. Mahendra Kumar Bhurat	Chief Financial Officer
2.	Ms. Bhoomi Mewada	Company Secretary and Compliance Officer

There was no change in the SMP during the Financial Year 2023-24

SUBSIDIARY COMPANIES:

The Subsidiary of the Company functions independently, with an adequately empowered Board of Directors and sufficient resources. The financial statements of the Subsidiary Companies are presented to the Audit Committee and Board meeting at every quarterly Meeting. The Company has also complied with the other provisions of Regulation 24 of the SEBI Listing Regulations with regard to Corporate Governance requirements for Subsidiary Companies. The Policy for determining Material Subsidiaries as approved by the Board may be referred to, at the website of the Company at <https://modulex.in/wp-content/uploads/2024/08/Policy-on-Material-Subsidiaries-and-Governance.pdf>

GENERAL BODY MEETINGS:

i. Annual General Meetings:

AGM	Financial year	Date	Location	Time	Particulars of Special Resolutions passed
48 th AGM	2020-2021	30 th September, 2021	Meeting was conducted through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”)	4.30 p.m.	No Special Resolution was passed.
49 th AGM	2021-2022	30 th September, 2022	Meeting was conducted through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”)	12.35 p.m	4 (Four) Special Resolutions were passed with requisite majority: <ul style="list-style-type: none"> i. Appointment of Mr. Raj Kumar Sharma (DIN: 00998552), as an Independent Director of the Company. ii. Re-appointment of Mr. Aditya Vikram Kanoria (DIN: 07002410), as an Independent Director of the Company. iii. Re-appointment of Mr. Suchit Punnose (DIN: 02184524) as Whole Time Director of the Company. iv. Re-appointment of Mr. Ajay Palekar (DIN: 02708940) as the Managing Director of the Company.
50 th AGM	2022-2023	26 th September, 2023	Meeting was conducted through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”)	12.32 p.m.	No Special Resolution was passed.

ii. Extra Ordinary General Meetings (EOGM):

During the year under review, No Extra Ordinary General Meeting was held. The details of the EOGM held in 2022-23 is as follows:

Financial year	Date	Location	Time	Particulars of Special Resolutions passed
2022-23	20 th April, 2022 (Adjourned)	Meeting was conducted through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”)	1.30 pm	To consider and approve the Increase of Authorized Share Capital of the Company and Alteration of the Capital Clause in the Memorandum of Association of the Company.

iii. Postal Ballot:

Postal Ballot conducted through Remote E-voting in the last three years for the following business, which was duly passed with requisite majority, details of the businesses appearing herein below:

Date of Resolution passed	Resolution passed	Particulars of Resolution	Voting Pattern		Scrutinizer Details
			% of votes cast in favour of Resolution	% of votes cast against the Resolution	
20 th April, 2023	Special Resolution	Alteration of the Object Clause of the Memorandum of Association of the Company	99.07	0.93	Mr. Dharmesh Zaveri (Membership No. FCS 5418), Practicing Company Secretaries
13 th December, 2022	Special Resolution	To consider and approve Issue of 1,79,98,524 equity shares on Preferential basis by Swap of Shares	98.89	1.11	Mr. Dharmesh Zaveri (Membership No. FCS 5418), Practicing Company Secretaries
		To make Investments, Give Loans, Guarantees and Security in excess of limits specified under section 186 of the Companies Act, 2013	98.98	1.02	

Procedure followed for Postal Ballot:

Pursuant to Sections 108, 110 and other applicable provisions, if any, of the Act, (including any statutory modification or re-enactment thereof for the time being in force) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the Rules), as amended from time to time, the General Circular No. 14/ 2020 dated 08th April, 2020 and the General Circular No. 17/ 2020 dated 13th April, 2020, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19” issued by the MCA, Government of India (the “MCA Circulars”) and pursuant to other applicable laws and regulations, the Company provided only the remote e-Voting facility to its Members, to enable them to cast their votes electronically.

The Company engaged the services of Central Depository Services Limited (CDSL) for facilitating remote e-Voting to enable the Members to cast their votes electronically.

Mr. Dharmesh Zaveri (FCS 5418), Practicing Company Secretary, acted as the Scrutinizer, for conducting the aforesaid Postal Ballot process, in a fair and transparent manner.

In terms of the MCA Circulars, the Company sent the Postal Ballot Notices in electronic form only to its registered shareholders whose email IDs were registered/available with the Depository Participants (DPs)/ Registrars and Share Transfer Agents (RTA) as on a cut-off date. Voting rights were reckoned on the paid-up value of the shares registered in the names of the Members as on the cut-off date. Members desiring to exercise their votes by electronic mode were requested to vote before close of business hours on the last date of e-Voting. The scrutinizer, after the completion of scrutiny, submitted his report.

The consolidated results of the voting by postal ballot and e-Voting were then announced and the results were also displayed on the website besides being communicated to BSE Limited and CDSL.

8. MEANS OF COMMUNICATION:

a. Quarterly, Half Yearly and Annual results:

The Quarterly/Half Yearly/Unaudited/Audited Financial Results of the Company are sent to the Stock Exchanges immediately after they are approved by the Board of Directors.

Quarterly, Half-Yearly and Annual Financial Results of the Company are published in widely circulated National newspapers, as per the details given below:

1. Financial Express; all editions in English
2. Lakshadweep, Pune in Marathi

The Company posts its Quarterly / Half Yearly/Annual Results, Annual Report, official news releases and transcripts of the meetings with institutional investors / analysts (if any) on its website i.e. <https://modulex.in>. This website contains the basic information about the Company, e.g., details of its Business, Financial Information, Shareholding Pattern, compliance with Corporate Governance, Contact Information of the designated officials of the Company who are responsible for assisting and handling investor grievances and such other details as may be required under Regulation 46 of the Listing Regulations. The Company ensures that the contents of this website are updated regularly.

b. Annual Reports and Annual General Meetings:

The Annual Reports are emailed to Members and others entitled to receive them. The Annual Reports are also available on the Company's website at <https://www.modulex.in/investor-relation>

The Company also provides live webcast facility of its AGM in coordination with CDSL. In line with the MCA Circulars dated 05th May, 2020 and 13th January, 2021 and SEBI Circulars dated 12th May, 2020 and 15th January, 2021, the Notice of the AGM along with the Annual Report was sent only through electronic mode to those Members whose email addresses were registered.

c. Website:

Comprehensive information about the Company, its business and operations, Press Releases and investor information can be viewed at the Company's website at www.modulex.in.

d. Press releases:

Press reports are given on important occasions. They are sent to Stock Exchanges and also placed on the Company's website at www.modulex.in.

e. SEBI Complaints Redress System (SCORES):

The investor complaints are processed in a centralized web-based complaints redress system. The salient features of this system are: Centralized database of all complaints, online upload of Action Taken Reports (ATRs) by concerned companies and online viewing by investors of actions taken on the complaint and its current status. During the year under review, the Company has not received any complaints.

f. BSE Corporate Compliance & Listing Centre (the Listing Centre):

BSE's Listing Centre is a web-based application designed by BSE for corporates. All periodical compliance filings like Shareholding Pattern, Corporate Governance Report, Media releases, among others are also filed electronically on the Listing Centre.

g. eXtensible Business Reporting Language (XBRL):

XBRL is a standardized and structured way of communicating business and financial data in an electronic form. XBRL provides a language containing various definitions (tags) which uniquely represent the contents of each piece of financial statements or other kinds of compliance. BSE provide XBRL based compliance reporting featuring identical and homogeneous compliance data structures between Stock Exchanges and Ministry of Corporate Affairs. The XBRL filings are done on the BSE online portal.

9. MANAGEMENT DISCUSSION AND ANALYSIS:

The Management Discussion and Analysis section is carried in detail and forms part of the Report.

10. PREVENTION OF INSIDER TRADING:

The Company has instituted a mechanism to avoid Insider Trading. In accordance with the SEBI (Prevention of Insider Trading) Regulations, 2015 as amended, the Company has established systems and procedures to restrict insider trading activity and has framed a Code of Fair Disclosure and Conduct to prevent misuse of any unpublished price sensitive information and prohibit any insider trading activity, in order to protect the interest of the shareholders at large. The said Code of Fair

Disclosure and Conduct is available on the Company's website i.e. <https://modulex.in/wp-content/uploads/2024/08/Code-of-Practices-and-disclosure-of-UPSI.pdf>

11. GENERAL SHAREHOLDER INFORMATION:

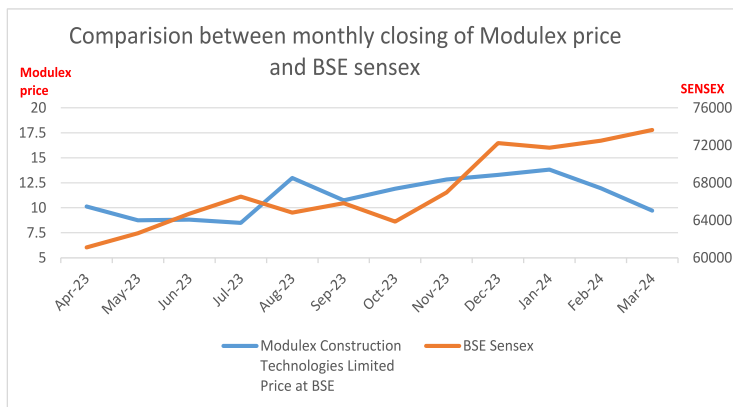
1.	Annual General Meeting	Date: 26 th September, 2024 Time: 12.30 PM IST Venue: Video Conferencing or Other Audio-Visual Means
2.	Financial Year	2023-24
3.	Dates of Book Closure	19 th September, 2024 to 26 th September, 2024
4.	Dividend	In view of loss incurred for the year, no Dividend has been declared.
5.	Listing on Stock Exchanges	The Equity Shares of your Company are listed on: BSE Limited (BSE), P. J. Towers, Dalal Street, Fort, Mumbai - 400 001.
6.	Payment of Listing Fees	Fee for the year under review 2024-25 has been paid.
7.	Stock Code and ISIN	504273 INE064R01012
8.	Registrar to issue & Share Transfer Agents	Purva Sharegistry (India) Private Limited Address: Unit no. 9, Shiv Shakti Industrial Estate., J. R. Boricha Marg, Lower Parel (E), Mumbai 400 011 Tel: 91-22-2301 2518 / 6761 Fax: +91-22-2301 2517 Website: www.purvashare.com ; email: support@purvashare.com
9.	Share Transfer System	The Board of Directors has delegated the authority to transfer the shares to M/s Purva Sharegistry (India) Private Limited, Registrar and Share Transfer Agents of the Company. The Share Transfer Agents attend to share transfer formalities, if any.
10.	Plant Location	The Company is not a manufacturing unit and thus not having any Plant.
11.	Address for Correspondence	Ms. Bhoomi Mewada, Company Secretary A- 82, MIDC Industrial Estate Indapur, Pune 413132 E-mail.: compliance@modulex.in , bhoomimewada@modulex.in Website: https://modulex.in ;
12.	Dematerialization of Shares and liquidity	As on 31 st March, 2024: 6,90,06,703 Equity Shares of the Company constituting 99.72% of the equity share capital are held in Dematerialized form. The Equity Shares of the Company are traded only in dematerialized form on the BSE.
13.	Electronic Clearing Services (ECS)	Members are requested to update their bank account details with their respective Depository Participants for shares held in the electronic form or write to the Company's Registrar and Share Transfer Agent, M/s. Purva Sharegistry (India) Private Limited.

14.	Investor Complaints to be addressed to	Registrar and Share Transfer Agent - M/s Purva Sharegistry (India) Private Limited at support@purvashare.com or to Ms. Bhoomi Mewada, Company Secretary at compliance@modulex.in .
15.	Outstanding GDRs/ ADRs/ Warrants or any convertible instruments, conversion date and likely impact on equity.	The Company has not issued any GDRs/ ADRs/ Warrants. There are no outstanding convertible instruments as on 31 st March, 2024.

a. Market Price Data & comparison to BSE Sensex:

The price of the Company’s Share - High, Low during each month in the last Financial Year 2023-24 on the Stock Exchanges are given below in a tabular form:

Month	Modulex Construction Technologies Limited Price at BSE			BSE Sensex		
	High	Low	Close	High	Low	Close
April 2023	10.40	6.40	10.15	61,209.46	58,793.08	61,112.44
May 2023	10.30	8.33	8.75	63,036.12	61,002.17	62,622.24
June 2023	10.37	8.09	8.82	64,768.58	62,359.14	64,718.56
July 2023	9.43	8.00	8.50	67,619.17	64,836.16	66,527.67
August 2023	13.60	8.00	13.00	66,658.12	64,723.63	64,831.41
September 2023	13.17	8.56	10.75	67,927.23	64,818.37	65,828.41
October 2023	12.54	9.85	11.91	66,592.16	63,092.98	63,874.93
November 2023	13.40	10.56	12.85	67,069.89	63,550.46	66,988.44
December 2023	13.30	11.00	13.30	72,484.34	67,149.07	72,240.26
January 2024	16.94	13.48	13.83	73,427.59	70,001.60	71,752.11
February 2024	15.18	11.25	11.97	73,413.93	70,809.84	72,500.30
March 2024	13.28	7.72	9.72	74,245.17	71,674.42	73,651.35



b. Share Transfer System:

Applications for transfer of shares in physical form to demat are processed by the Company's Registrar & Transfer Agent viz. M/s. Purva Sharegistry (India) Private Limited. The Company has constituted a Securities Committee to look after the transfer / transmission of shares, issue of duplicate shares and allied matters. The transfers of shares in physical form as and when received are normally processed within 15 days from the date of receipt of documents complete in all respects. Requests for dematerialization of shares are processed and confirmation thereof is given to the respective Depositories i.e. NSDL and CDSL within the statutory time limit from the date of receipt of share certificates provided the documents are complete in all respects.

Pursuant to the amendment to the SEBI Listing Regulations on 24th January, 2022, the Company shall (i) effect issuance of certificates in dematerialized form only, for any requests received for subdivision, split, consolidation, renewal, exchanges, endorsements or issuance of duplicate certificates; and (ii) execute requests for transmission and transposition of securities, held in physical or dematerialized form.

The Company has obtained certificate from a Practicing Company Secretary to the effect that all certificates have been issued within thirty days of the date of lodgement of the transfer, sub-division, consolidation and renewal etc. as required under Regulation 40(9) of the Listing Regulations and the same was submitted to the Stock Exchange.

c. Distribution of Shareholding as on 31st March, 2024:

No. of Shares of Rs. 10/- each	Shareholders		Equity Shares	
	Number	% of total Shareholders	Number	% of total Shares
Up to 5,000	4528	67.82	48,24,340	0.6971
5,001 – 10,000	521	7.80	44,91,390	0.6490
10,001 - 20,000	402	6.02	66,13,040	0.9556
20,001 - 30,000	186	2.78	48,62,900	0.7027
30,001 - 40,000	109	1.63	39,80,940	0.5753
40,001 - 50,000	157	2.35	76,30,520	1.1026
50,001 - 1,00,000	253	3.79	2,03,50,560	2.9408
1,00,001 & Above	520	7.79	63,92,64,170	92.3768
Total	6676	100.00	69,20,17,86	100.00

d. Shareholding Pattern as on 31st March, 2024:

The broad shareholding distribution of the Company as on 31st March, 2024 with respect to categories of investors was as follows:

Sr. No.	Category	No. of Shareholders	No. of Equity Shares	Percentage %
1.	Promoter & Promoter Group	3	1,56,50,141	22.62
2.	Public	6673	5,35,51,645	77.38
	Total	6676	6,92,01,786	100.00

12. DISCLOSURES:

a. Related Party Transactions:

Details of the relevant related party transactions entered into by the Company are set out in the Notes to Accounts and also annexed as an Annexure in this report. Suitable disclosures as required by the Accounting Standard (AS 18) have been made in the Annual Report. All transactions with related parties entered into by the Company were on an arm's length basis and were approved by the Audit Committee.

Pursuant to Regulation 23 of the Listing Regulations, the Board of Directors has adopted the 'Related Party Transaction Policy'. The said policy is available on the Company's website at <https://modulex.in/wp-content/uploads/2024/08/Policy-on-Related-Party-Transactions.pdf>

b. Compliances by the Company:

During the last three year under review, Company has not complied with the following Regulations under SEBI LODR 2015:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including spaeific clause)	Regulation/ Circular No.	Action Taken by BSE	Details of Violation	Fine Amount
1.	Regulation 33 of SEBI LODR	Reg-33	BSE levied SOP Fines for non-submission of Financial Results for Q1	Late submission of report by 85 days	Rs. 4,25,000/-
2.	Regulation 33 of SEBI LODR	Reg-33	BSE levied SOP Fines for non-submission of Financial Results for Q2	Late submission of report by 21 days	Rs.1,05,000 /-
3.	Regulation 24A of SEBI LODR, 2015	Reg- 24A	BSE levied SOP Fines	Late submission of report by 96 days	Rs.1,92,000/-
4.	Regulation 31 of SEBI LODR, 2015	Reg-31	BSE levied SOP Fines	Late submission of report by 9 days	Rs.18,000/-
5.	Regulation 33 of SEBI LODR	Reg-33	BSE levied SOP Fines	Late submission of report by 95 days	Rs.4,75,000/-
6.	Regulation 33 of SEBI LODR	Reg-33	BSE levied SOP Fines	Late submission of report by 171 days	Rs.8,55,000/-
7.	Regulation 33 of SEBI LODR	Reg-33	BSE levied SOP Fines	Late submission of report by 124 days	Rs.6,20,000/-
8.	Regulation 33 of SEBI LODR	Reg-33	BSE levied SOP Fines	Late submission of report by 42 days	Rs.2,10,000/-
9.	Regulation 19	Reg-19	BSE levied SOP Fines	Composition of Committee	Rs.1,68,000/-
10.	Regulation 19	Reg-19	BSE levied SOP Fines	Composition of Committee	Rs.88,000/-

c. Proceeds from Public Issues, Right Issues, Preferential Issues etc.

The Company has not raised any funds through issue of Equity Shares through Public Issues, Right Issues, preferential basis. There is no pending utilization of any of its earlier issue proceeds as on 31st March, 2024.

d. CEO/CFO certification:

The Managing Director & CFO of the Company have certified to the Board of Directors, inter-alia, the accuracy of the financial statements and adequacy of internal controls for the financial reporting as required under Regulation 17(8) of the Listing Regulations for the Financial Year ended 31st March, 2024.

e. Compliance with mandatory and non-mandatory requirements:

The Company has complied with all the mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 the details of these compliances have been given in the relevant sections of this report.

f. Reconciliation of Share Capital Audit:

A Company Secretary in Practice carries out audit of Reconciliation of Share Capital on quarterly basis to reconcile the total admitted equity share capital with the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed equity share capital. The audit report confirms that the total issued/paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

g. Certificate from Practicing Company Secretary:

The Company has obtained a Certificate from Mr. Hitesh J. Gupta, Practicing Company Secretary, certifying that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority, the same has been annexed with this Report.

h. Where the board had not accepted any recommendation of any committee of the board which is mandatorily required, in the relevant financial year, the same to be disclosed along with reasons thereof: **Not Applicable**

i. Details relating to fees paid to the Statutory Auditors are given in Note 30 to the Consolidated Financial Statements.

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

- a. Number of complaints filed during the financial year 2023-24: Nil
- b. Number of complaints disposed of during the financial year 2023-24: Nil
- c. Number of complaints pending as on end of the financial year 2023-24: Nil

k. Disclosure of certain types of agreements binding listed entities:

During the year under review, there were no disclosures required to be made under clause 5A of paragraph A of Part A of Schedule III of Listing Regulations.

l. Disclosure by listed entity and its subsidiaries of ‘Loans and advances in the nature of loans to firms/companies in which Directors are interested by name and amount’:

Name(s) of the related party and nature of relationship	Nature of contracts /arrangements/ transactions	Duration of the contracts /arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board, if any	Amount (paid) / Received as advance if any
Modulex Modular Buildings Private Limited	Loan Taken	3 years	<ul style="list-style-type: none"> • Date: April 1, 2023 • General business purpose loan • Interest Rate 9% p.a. from 1.4.2023 or interest free • Repayment at once, including interest following expiry of the term. 	-	Rs. 67,15,250 Rs. (40,000)

m. Details of Material Subsidiaries of the listed entity; including the date and place of incorporation and the name and date of appointment of the Statutory Auditors of such subsidiaries.

Name of the material subsidiary Companies	Date of Incorporation	Place of Incorporation	Name of statutory auditor	Date of appointment of Statutory Auditors
Modulex Modular Buildings Private Limited	23 rd September, 2008	Mumbai-Maharashtra	M/s. Dhadda & Associates, Chartered Accountants	30 th September, 2023
Give Vinduet Windows and Doors Private Limited	18 th July, 2011	Kochi-Kerala	M/s. Dhadda & Associates, Chartered Accountants	18 th August, 2023

* M/s. RMJ & Associates, Statutory Auditors resigned w.e.f. 10th June, 2023 from Modulex Construction Technologies Limited as well as from the office of Material subsidiary.

M/s. Dhadda & Associates, Chartered Accountants appointed as the Statutory Auditors of the Company and its material subsidiary vide Board approval dated 09th August, 2023 and shareholders approved the appointment dated 26th September, 2023.

n. Details of Credit Ratings obtained by the Company: Not Applicable

- o. Commodity price risk or foreign exchange risk and hedging activities:** Not Applicable
- p. Details of establishment of Vigil Mechanism and Whistle Blower Policy, and affirmation that no personnel has been denied access to the audit committee:**

In line with the best Corporate Governance practices, Company has put in place a system through which the Directors and Employees may report concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct & Ethics without fear of reprisal. The Employees and Directors may report to the Compliance Officer and have direct access to the Chairman of the Audit Committee. The Whistle Blower Policy is placed on the website of the Company.

13. COMPLIANCE OF CORPORATE GOVERNANCE REQUIREMENTS:

Compliance of Corporate Governance requirements specified in Regulation 17 to 27 and Regulation 46(2) (b) to (i) of Listing Regulations are as under:

Sr. No.	Particulars	Regulations	Brief Description of the Regulations	Compliance Status (Yes / No / N.A.)
1	Board of Directors	17(1)	Composition of Board	Yes
		17(2)	Meeting of Board of Directors	Yes
		17(3)	Review of Compliance Reports	Yes
		17(4)	Plans for orderly succession for appointments	Yes
		17(5)	Code of Conduct	Yes
		17(6)	Fees/Compensation to the Non-Executive Directors	Yes
		17(7)	Minimum Information to be placed before the Board	Yes
		17(8)	Compliance Certificate	Yes
		17(9)	Risk Assessment & Minimization and Risk Management Plan	Yes
		17(10)	Performance Evaluation of Independent Directors	Yes
2	Audit Committee	18(1)	Composition of Audit Committee & presence of the Chairman of the Committee at the AGM	Yes
		18(2)	Meeting of Audit Committee	Yes
		18(3)	Role of the Committee and review of information by the Committee	Yes
3	Nomination & Remuneration Committee	19(1) & (2)	Composition of Nomination & Remuneration Committee	Yes
		19(3)	Presence of the Chairman of the Committee at the AGM	Yes
		19(4)	Role of the Committee	Yes

Sr. No.	Particulars	Regulations	Brief Description of the Regulations	Compliance Status (Yes / No / N.A.)
4	Stakeholders Relationship Committee	20(1), (2) & (3)	Composition of Stakeholders Relationship Committee	Yes
		20(4)	Role of the Committee	Yes
5	Risk Management Committee	21(1), (2) & (3)	Composition of Risk Management Committee	N.A.
		21(4)	Role of the Committee	N.A.
6	Vigil Mechanism	22	Formulation of Vigil Mechanism for Directors and Employees	Yes
7	Related Party Transactions	23(1),(5),(6), (7) & (8)	Policy for Related Party Transaction	Yes
		23(2) & (3)	Approval including omnibus approval of Audit Committee for all related party transactions and review of transactions by the Committee	Yes
		23(4)	Approval for material related party transactions	N.A.
8	Subsidiaries of the Company	24(1)	Composition of Board of Directors of unlisted material subsidiary	Yes
		24(2),(3),(4),(5) & (6)	Other Corporate Governance requirements with respect to subsidiary including material subsidiary of listed entity	Yes
		24A	Secretarial Audit of the Company Secretarial Audit of the material unlisted subsidiaries	Yes Yes
9	Obligations with respect to Independent Directors	25(1) & (2)	Maximum Directorship & Tenure	Yes
		25(3)	Meeting of Independent Directors	Yes
		25(4)	Review of Performance by the Independent Directors	Yes
		25(6)	Filling the vacancy of Independent Director created by resignation or removal	N.A.
		25(7)	Familiarization of Independent Directors	Yes
		25(10)	D and O insurance for Independent Directors	No

Sr. No.	Particulars	Regulations	Brief Description of the Regulations	Compliance Status (Yes / No / N.A.)
10	Obligations with respect to Directors and Senior Management	26(1) & (2)	Memberships & Chairmanship in Committees	Yes
		26(3)	Affirmation with compliance to code of conduct by members of Board of Directors and senior management personnel	Yes
		26(4)	Disclosure of Shareholding by Non-Executive Directors	Yes
		26(5)	Disclosures by senior management about potential conflict of interest	Yes
11	Other Corporate Governance Requirements	27(1)	Compliance of discretionary requirements	Yes
		27(2)	Filing of quarterly Compliance Report on Corporate Governance	Yes
12	Disclosures on Website of the Company	46(2)(b)	Terms and conditions of appointment of Independent Directors	Yes
		46(2)(c)	Composition of various Committees of Board of Directors	Yes
		46(2)(d)	Code of Conduct of Board of Directors and Senior Management Personnel	Yes
		46(2)(e)	Details of establishment of Vigil Mechanism/ Whistle Blower Policy	Yes
		46(2)(f)	Criteria of making payments to Non-Executive directors	Yes
		46(2)(g)	Policy on dealing with related party transactions	Yes
		46(2)(h)	Policy for determining 'Material' Subsidiaries	Yes
		46(2)(i)	Details of familiarization programme imparted to Independent Directors	Yes

14. CODE OF CONDUCT:

The Company has laid down a Code of Conduct for all its Board Members and Senior Management Personnel for avoidance of conflicts of interest and ensuring the highest standard of honesty, dedication and professionalism in carrying out their functional responsibilities. The Code of Conduct is in compliance with the requirements of Listing Regulations. The Code of Conduct is available on the Company's website at <https://modulex.in/wp-content/uploads/2024/08/Code-of-Conduct-Directors-and-KMP.pdf>. The Code has been circulated to all the members of the Board and the Senior Management. The Directors and the Senior Management have affirmed compliance of the Code.

The Annual Report of the Company contains a declaration to this effect duly signed by the Managing Director of the Company.

For and on behalf of the Board of Directors of
Modulex Construction Technologies Limited

Sd/-
Suchit Punnose
Whole Time Director
DIN: 02184524

Sd/-
Ajay Palekar
Managing Director
DIN: 02708940

28th August, 2024
Pune

DECLARATION IN RESPECT OF CODE OF CONDUCT

In accordance with the Listing Regulations, I hereby confirm and declare that, all the Directors and the Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct of the Company laid down for them for the Financial Year ended 31st March, 2024.

28th August, 2024
Pune

Sd/-
Ajay Palekar
Managing Director
DIN : 02708940

Certificate of Non-Disqualification of Directors

[Pursuant to Schedule V Para C clause 10 of the SEBI (LODR), 2015]

I have examined declarations received from the Directors of Modulux Construction Technologies Limited (“Company”) (CIN: L25999PN1973PLC182679) and other relevant registers, records, forms, returns filed by the Company.

In my opinion and to the best of my information and according to the verifications as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of companies by the SEBI, Ministry of Corporate Affairs, or any such other statutory authority for the financial year ending as on 31st March, 2024.

Sd/-
Hitesh J. Gupta
Practicing Company Secretary
M No. A33684
CP No.12722
UDIN: A033684F001062459

Date: 28th August, 2024

Place: Mumbai

CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members of
Modulex Construction Technologies Limited

I have examined the compliance of the conditions of Corporate Governance by Modulex Construction Technologies Limited ('the Company') for the year ended 31st March 2024, as stipulated in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations').

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

In my opinion and to the best of my information and according to the explanations given to me, and the representations made by the Directors and the management, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations during the year ended 31st March 2024.

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

Sd/-
Hitesh J. Gupta
Practicing Company Secretary
ACS No.: A33684
C P No.: 12722
UDIN: A033684F001062657

Place: Mumbai
Date: 28th August, 2024

MD – CFO CERTIFICATE

To,
The Board of Directors
Modulex Construction Technologies Limited

Subject: Certificate on financial statements for the Financial Year ended 31st March, 2024 pursuant to Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir(s),

We, Ajay Palekar, Managing Director and Mahendra Kumar Bhurat, CFO, have reviewed the financial statements and the cash flow statement of the Company for the Financial Year ended 31st March, 2024 and that to the best of our knowledge and belief, we hereby certify that:

- a. These statements do not contain any materially untrue statement or omit any material fact or contain statement that might be misleading;
- b. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations;
- c. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the Company's code of conduct;
- d. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and steps taken or proposed to be taken to rectify these deficiencies;
- e. We have indicated to the Auditors and Audit Committee that:
 - i. There are no significant changes in internal control over financial reporting during the year;
 - ii. There are no significant changes in accounting policies during the year; and
 - iii. There are no instances of significant fraud of which we are aware and which involve management or any employees, having a significant role in the Company's internal control system over financial reporting.

Yours Faithfully,

For **Modulex Construction Technologies Limited**

Sd/-
Ajay Palekar
Managing Director

Sd/-
Mahendra Kumar Bhurat
CFO

INDEPENDENT AUDITOR’S REPORT

TO THE MEMBERS OF MODULEX CONSTRUCTION TECHNOLOGIES LIMITED

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements (“the Statement) of Modulex Construction Technologies Limited (“the Company”), which comprise the Balance Sheet as at March 31, 2024, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and notes to the standalone financial statements, including material accounting policy information and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013 (‘the Act’) in the manner so required and give a true and fair view in conformity with the Indian Accounting Standard under section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015 as amended to the extent applicable thereto and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024; and its loss (including other comprehensive income), its Standalone cash flows and the Standalone statement of changes in equity for the year ended on that date.

Basis for Opinion

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

Material Uncertainty Related to Going Concern

We draw attention to Note 37 in the Standalone Financial Statement, which states that the Company has incurred a net loss in the current year and in the previous year. The Company’s current assets as on the date of the balance sheet are not sufficient to meet its current liabilities. The Company is implementing the project at Pune through its subsidiary company (Modulex Modular Buildings Private Limited) and the progress of the project is slow considering the various factors (including the temporary suspension of the project). There is material uncertainty related to the aforementioned conditions that may cast significant doubt on the Company continuing as a going concern.

Further, in June 2024, the subsidiary company has received land re-allotment order from MIDC as well as project loan sanction letters from banks and it is expecting an improvement in the performance of the company in the short to medium term. The management is also committed to completing the factory construction project in Indapur, District Pune through its subsidiary company. Considering the achievement

of the reallocation of land and bank sanction letter whereby financial closure has been achieved and further considering that the promoters are committed to give financial support as and when required by the Company, therefore the Standalone financial statements are prepared on a going concern basis.

Our opinion is not modified in respect of this matter.

Emphasis of Matters

Without Qualifying our opinion, attention is invited to the following: -

- a) The total of current liabilities of INR 135.16 lakhs exceeds the total of current assets of INR 4.65 lakhs as at March 31, 2024. Also, the company has incurred a net loss in the current period amount to INR (143.18) lakhs and negative retained earnings amount to INR (632.37) lakhs including the earlier years. This condition would raise substantial doubt about the company's ability to continue its operation for the foreseeable future. The Company's ability to continue as a going concern is dependent upon its ability to generate sufficient level of positive cash flows from its future operations and continued financial support of the company.
- b) The Company has not deposited the tax deducted at source (TDS) amount of INR 41.83 lakhs (including provision for interest on TDS of INR 10.42 lakhs) payable to the income tax department. The Company has made provision for interest liability arising due to the delay in depositing TDS.
- c) The company has shown TDS receivable amount of INR 3.15 lakhs as of 31 March 2024. However, there is uncertainty regarding the recoverability of this amount since the same has not been deposited by the deductor and therefore, it is not reflected in 26AS statement of the company.
- d) The Company has not deposited RCM liability of INR 10.89 lakhs as of 31 March 2024 payable to the GST Department. The Company has made provision for interest liability of INR 2.34 Lakhs as of 31 March 2024 arising due to the delay in depositing GST.
- e) As stated in Note 33 of the Statement, the Company has carried out the fair value of investment in the subsidiary company (Modulex Modular Buildings Private Limited [MMBPL]) from the two valuers during the year that is sufficient to cover the cost of investments. In June 2024, the subsidiary received land re-allocation order from MIDC as well as project loan sanction letters from banks. The management is also committed to completing the factory construction project in Indapur, District Pune through its subsidiary company.

Considering the above, no impairment is required of investment value in the Subsidiary Company (MMBPL), as the management is committed to complete the construction of the project.

- f) Reference is invited to Note 36 of the Statement that the Company is not required to obtain registration as a Non-Banking Financial Company (NBFC) as it is neither carrying on any financial activities nor proposing to carry any financial activities as a principal business in future as the revenue generation is mainly affected due to delay in implementing the project by the subsidiary company. However, the Company is taking necessary steps to generate revenue from non-financial assets. This was also confirmed by the consultant of the Company.

Our conclusion is not modified with respect to the above matters.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements for the financial year ended March 31, 2024. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

For each matter below, our description of how our audit addressed the matter is provided in that context. We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor’s responsibilities for the audit of the standalone financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the standalone financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying standalone financial statements.

Key audit matters	How our audit addressed the key audit matter
<p>Investments</p> <p>During the year 23-24, the Company has made investment in Equity Shares of Give Vinduet Windows & Doors Private Limited (GVWDPL) by allotting 1,78,98,746 no. of Equity Shares of Rs. 10 each at premium of Rs. 3.5299 on preferential basis by swap of shares vide resolution dated 13th May, 2023. On this date, GVWDPL become a subsidiary of Modulex Construction Technologies Limited.</p>	<p>Principal Audit Procedures</p> <p>Our audit approach consisted of the following audit procedures:</p> <ul style="list-style-type: none"> • Obtained and reviewed the board resolution dated 13th May 2023, which approved the preferential allotment of 1,78,98,746 equity shares of Rs. 10 each at a premium of Rs. 3.5299 per share. • Reviewed the share swap agreement and other related legal documents to ensure that the terms of the transaction were accurately captured and appropriately authorized. • Confirmed compliance with statutory requirements under the Companies Act, 2013, and other relevant regulations governing preferential allotments. • Verified the valuation report to ensure that the investment value was correctly recorded in the financial statements.

<p><i>Going Concern</i></p> <p>The total of current liabilities of INR 135.16 lakhs exceeds the total of current assets of INR 4.65 lakhs as at March 31, 2024. Also, the company has incurred a net loss in the current period amount to INR (143.18) lakhs and negative retained earnings amount to INR (632.37) lakhs including the earlier years. The Company is implementing the project at Pune through its subsidiary company (Modulex Modular Buildings Private Limited) and the progress of the project is slow considering the various factors (including the temporary suspension of the project).</p> <p>This condition would raise substantial doubt about the company's ability to continue its operation for the foreseeable future. The Company's ability to continue as a going concern is dependent upon its ability to generate sufficient level of positive cash flows from its future operations and continued financial support of the company.</p>	<p><i>Principal Audit Procedures</i></p> <p>Our audit approach consisted of the following audit procedures:</p> <ul style="list-style-type: none"> • Examined the impact of the slow progress and temporary suspension of the Pune project on the company's overall financial health and liquidity. • Obtained management's going concern assessment and scrutinized the assumptions underpinning their conclusion that the company will continue as a going concern. • Reviewed agreements and commitments for continued financial support from shareholders, lenders, or other stakeholders, ensuring that these are legally enforceable and sufficient to cover anticipated shortfalls. • Obtained confirmations from key stakeholders regarding their willingness to continue supporting the company through this period of financial difficulty.
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Other Information

The Board of Directors of the Company is responsible for the other information. The other information comprise the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report and Shareholder's Information but does not include the Standalone Financial Statements and our auditor's report thereon.

Our opinion on the Standalone Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the Standalone Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Standalone Financial Statements, or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is material misstatement of this other information, we are required to report that fact. The Annual report is not made available to us as at the date of this auditor's report. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act.

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

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

Other Matter

The financial statements of the Company for the year ended March 31, 2023, included in these standalone financial statements, have been audited by the predecessor auditor who expressed an unmodified opinion on those statements on May 30, 2023.

Our opinion on the Standalone Financial Statements and our report on Other Legal and Regulatory Requirements below is not modified in respect of these matters.

Report on other legal and regulatory requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
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 except for the matters stated in the paragraph 2 (j) (vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended).

- c) The Standalone Balance Sheet, Standalone Statement of Profit and Loss (including other comprehensive income), Standalone Statement of Changes in Equity and Standalone Statement of Cash Flows dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015 as amended applicable there to.
- e) The matter covered under para ‘material uncertainty related to going concern’ may have an adverse effect on the functioning of the Company.
- f) On the basis of the written representations received from the directors, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024, from being appointed as a director in terms of Section 164(2) of the Act.
- g) With respect to the maintenance of accounts and other matters connected therewith, reference is made to our remarks in paragraph 2 (b) above on reporting under Section 143(3)(b) and paragraph 2 (j)(vi) below on reporting under Rule 11(g) of the Rules.
- h) With respect to the adequacy of the internal financial controls with reference to standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure B”.
- i) With respect to the other matters to be included in the Auditor’s Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the Company has not paid any remuneration to its directors during the year.
- j) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Rules, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have pending litigations that affect its financial position in its Standalone Financial Statements except for the matter described in note 38 of standalone financial statements;
 - ii. The Company has made a provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv. a) The management has represented that, to the best of its knowledge and belief, other than as disclosed in Notes 34 (v) to the standalone financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether,

- directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- b) The management has represented that, to the best of its knowledge and belief, as disclosed in the Notes 34 (vi) to the standalone financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
 - c) Based on such audit procedures that we considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.
 - v. The company has not declared or paid dividend during the year and hence, our reporting with respect to compliance with section 123 of the Act does not arises.
 - vi. Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account which have a feature of recording audit trail (edit log) facility and that has operated throughout the year for all relevant transactions recorded in accounting software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with in respect of accounting software.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.

For Dhadda & Associates

Chartered Accountants

Firm Registration No: 013807S

Harsha Ramnani

Partner

Membership No: 411766

UDIN: 24411766BKFKEU2086

Place: Jaipur

Date: July 5, 2024

ANNEXURE A TO INDEPENDENT AUDITORS' REPORT

Referred to in paragraph 1 of the Independent Auditors' Report of even date to the members of Modulex Construction Technologies Limited on the standalone financial statements as of and for the year ended March 31, 2024.

In terms of the information and explanations sought by us and furnished by the Company, and the books of account and records examined by us during the course of our audit, and to the best of our knowledge and belief, we report that:

1. a) (A) The Company is maintaining proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment.
(B) The Company does not have intangibles assets and hence provisions of clause 3(i)(a)(B) is not applicable to the Company.
- b) The Property, Plant and Equipment were physically verified by the management in accordance with a planned program of verifying them once in a year which is reasonable having regard to the size of the Company and the nature of its assets no material discrepancies were noticed on such verification.
- c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company does not hold immovable properties that are held in the name of the company during the year or as at 31 March 2024. Accordingly, the provision of clause 3(i)(c) of the order is not applicable to the Company.
- d) During the year, the Company has not revalued any of its Property, Plant and Equipment. Accordingly, the provision of clause 3(i)(d) of the order is not applicable to the Company.
- e) Based on the information and explanations furnished to us, no proceedings have been initiated on or are pending against the Company for holding benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended in 2016) (formerly the Benami Transactions (Prohibition) Act, 1988 (45 of 1988)) and Rules made thereunder, and therefore the question of our commenting on whether the Company has appropriately disclosed the details in the standalone financial statements does not arise.
2. a) According to the information and explanation given to us, the Company has no inventories during the year or as at 31st March 2024 and accordingly the clause is not applicable to the Company.
- b) The Company has not been sanctioned working capital limits in excess of Rs five crores in the aggregate, at any point of time during the year, from banks or financial institutions on the basis of security of current assets and accordingly, provision of clause 3(ii) (b) of the order is not applicable to the Company.
3. a) The company has given a Corporate Guarantee on behalf of its subsidiary company MMBPL. As at 31st March, the guarantee provided has outstanding balance of Rs 2 crores to a private limited company.
A. Aggregate amount of Corporate Guarantee given on behalf of MMBPL (since earlier period) - against the loan of Rs 2,00,00,000/- which has not been repaid by MMBPL till 31.03.2024. Hence as at balance sheet date such Corporate guaranteed amount is Rs 2,00,00,000.

B. There is no such Loans and advances or securities provided to persons other than associates, subsidiaries and joint ventures.

4. In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of the loans and investments made, and guarantees and security provided by it, as applicable.
5. The Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of sections 73 to 76 of the Companies Act and the rules made thereunder, to the extent applicable. Accordingly, the requirement to report on clause 3(v) of the Order is not applicable to the Company.
6. The maintenance of cost records has not been specified for the activities of the Company by the Central Government under section 148(1) of the Companies Act, 2013 for the business carried out by the Company. Hence, reporting under clause (vi) of the Order is not applicable.
7. a) In our opinion, except for dues in respect of TDS including interest and IGST RCM and interest thereon, the company is regular in depositing undisputed statutory dues including, provident fund, employees' state insurance, income-tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities. The extent of the arrears of statutory dues outstanding as at March 31, 2024, for a period of more than six months from the date they became payable are as follows:

Nature of Statute	Nature of dues	Amount (Lakhs)	Period to which the amount relates	Due date	Date of Payment
Income Tax Act, 1961	Tax Deducted at Source	33.481	January 2019 to September, 2023	Various dates till September 30, 2023	Not yet paid
Goods and Service Tax Act, 2017	IGST RCM and Interest on GST	11.36	June 2021 to September 2023	Various dates till September 30, 2023	Not yet paid

- b) According to the information and explanations given to us and the records of the Company examined by us, there are no dues of income-tax, sales tax, service tax, goods and service tax, duty of customs, value added tax and which have not been deposited on account of any dispute.
8. The Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.
9. a) According to the information and explanations given to us and the records of the Company examined by us, (a) in respect of terms loan obtained by the Company, there is no default in repayment of principal and payment of interest thereon considering that loan (including interest there on) is not due in the current year and (b) in respect of demand loan obtained by the Company, there is no default in repayment of principal and payment of interest thereon considering that the Company has not received any demand for repayment loan and payment of interest there on in the current year.

- b) As informed to us, the Company has not declared a willful defaulter by any bank or financial institution or other lender. Accordingly, the provisions of clause 3(ix)(b) of the order is not applicable to the Company.
 - c) According to the information and explanations given to us and the records of the Company examined by us, the Company has not obtained the term loans during the year. Accordingly, the provisions of clause 3(ix)(c) of the order is not applicable to the Company.
 - d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the company, we report that the Company has used funds raised on short term basis (Current Liabilities) aggregating to Rs. 616.17 lakhs for long-term purposes (non-current assets and accumulated losses).
 - e) On overall examination of the Standalone financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiary. There are no associate or joint ventures of the Company.
 - f) On overall examination of the Standalone financial statements of the Company, it has not raised any loans during the year on the pledge of securities held in its subsidiary. Accordingly, the provisions of clause 3(ix)(f) of the order is not applicable to the Company.
10. a) In our opinion and according to the information and explanations given to us, the Company has not raised money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, the provisions of clause 3(x)(a) of the Order is not applicable to the Company.
- b) Company has not made private placement during the year. The Company has made preferential allotment to the shareholders of Give Vinduet Windows & Doors Pvt. Ltd. during the year. The Company have complied with the requirements of Sec. 62.
11. a) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, we have neither come across any instance of material fraud by the Company or on the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.
- (b) As per the information and explanation given to us, no report under section 143(12) of the Act has been filed in form ADT-4 as prescribed under rule 13 of the Companies (Audit and Auditor) Rules, 2014 with the Central Government in the current year.
- c) As represented to us by the Management, there were no whistleblower complaints received by the Company during the year (and up to the date of this report).
12. As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the reporting under clause 3(xii) of the Order is not applicable to the Company.
13. According to the information and explanations given to us and the records of the Company examined by us, all transactions with the related parties are in compliance with sections 177 and 188 of the Act wherever applicable and the details have been disclosed in the Standalone Financial Statements as required by the applicable Indian Accounting Standards.

14. a) In our opinion and according to the explanation given to us, the Company has an adequate internal audit commensurate with the size and its nature of the business.
- b) We have considered, the internal audit reports for the year under audit and issued to the Company during the year.
15. According to the information and explanations given to us and the records of the Company examined by us, the company has not entered into any non-cash transactions covered under section 192 of the Companies Act, 2013 with directors or persons connected with him and hence, clause 3(xv) of the order is not applicable to the Company.
16. a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934 (also refer Point f of the paragraph of Emphasis of Matter of our independent auditor's report). Accordingly, the reporting under clause 3(xvi)(a) of the Order is not applicable to the Company.
- b) The Company has not conducted non-banking financial / housing finance activities during the year. Accordingly, the reporting under clause 3(xvi)(b) of the Order is not applicable to the Company.
- c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, the reporting under clause 3(xvi)(c) of the Order is not applicable to the Company.
17. In our opinion and based on the overall examination of Standalone Financial Statements, the Company has incurred cash losses of INR 145.82 lakhs in the current year and INR 151.65 lakhs in the immediately preceding previous financial year.
18. There is resignation given by the RMJ & Associates (previous auditor) and has complied with section 140 of the companies act,2013. Further, the incoming auditor has taken into account issue, objections or concerns raised by the outgoing auditor.
19. According to information and explanation given to us and on the basis of the financial ratio, ageing and expected dates of realisation of financial assets and payment of financial liabilities and other information accompanying the Financial Statements, management plans and based on our examination of the evidence supporting the assumption and read with our reporting made in the paragraph of "Material Uncertainty related to Going Concern" in Independent Auditor's Report, there exists material uncertainty as on the date of the independent auditor's report. However, as stated in the paragraph of "Material Uncertainty related to Going Concern" in the Independent Auditor's Report, promoter / shareholders will infuse the funds in the Company as and when required and considering the same, the Company would be capable of meeting its liabilities existing at the date of the balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the independent auditor's report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

20. In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of Section 135 of the Act pursuant to any project other than ongoing projects. Accordingly, clause 3(xx)(a) & 3(xx)(b) of the Order is not applicable.
21. The reporting under clause 3(xxi) of the Order is not applicable in respect of the audit of standalone financial statements. Accordingly, no comment in respect of the said clause has been included in this report.

For Dhadda & Associates

Chartered Accountants

Firm Registration No: 013807S

Harsha Ramnani

Partner

Membership No: 411766

UDIN: 24411766BKFKEU2086

Place: Jaipur

Date: July 5, 2024

ANNEXURE B TO INDEPENDENT AUDITOR'S REPORT

Referred to in paragraph 2 (h) of “Report on Other Legal and Regulatory Requirements” of our report of even date.

Report on the Internal Financial Controls with reference to standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls with reference to standalone financial statements of Modulex Construction Technologies Limited (‘the Company’) as of 31 March 2024 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 (“the Guidance Note”) issued by the Institute of Chartered Accountants of India (“ICAI”). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor’s Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls with reference to standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing deemed to be prescribed under Section 143(10) of the Act 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 ICAI. 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 with reference to standalone financial statements 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 with reference to standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of internal financial controls with reference to standalone financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system with reference to standalone financial statements.

Meaning of Internal Financial Controls with reference to financial statements

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

Inherent Limitations of Internal Financial Controls with reference to financial statements

Because of the inherent limitations of internal financial controls with reference to financial statements, 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 with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements 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 with reference to standalone financial statements and such internal financial controls with reference to standalone financial statements were operating effectively as at March 31, 2024, 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 issued by ICAI.

Other Matter

The Company has appointed an independent Chartered Accountant firm-MJS & Co. (FRN:148649W) for testing of control / process with respect to internal financial control over financial reporting which has expressed an overall unmodified opinion with few exceptions observed and later rectified by the management.

Further, the report of predecessor auditor on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act") dated 30th May 2023, expressed an unmodified opinion.

For Dhadda & Associates

Chartered Accountants

Firm Registration No: 013807S

Harsha Ramnani

Partner

Membership No: 411766

UDIN: 24411766BKFKEU2086

Place: Jaipur

Date: July 5, 2024

Modulx Construction Technologies Limited
(CIN: L25999PN1973PLC182679)
STANDALONE BALANCE SHEET AS ON 31ST MARCH 2024

(Amount in Rs)

Particulars	Note No	As at 31st March 2024	As at 31st March 2023
I. ASSETS			
Non-current assets			
Property, plant and equipment	5	0.01	0.01
<u>Financial assets:</u>			
Investments	6	36049.96	33618.87
Deferred tax assets (net)	31	-	-
Other non-current assets	7	48.04	36.39
		36,098.01	33,655.27
Current assets			
<u>Financial assets:</u>			
Cash and cash equivalents	8	0.04	0.20
Other financial assets	9	4.61	2.03
Other current assets	10	-	1.01
		4.65	3.24
Total		36,102.66	33,658.51
II. EQUITY AND LIABILITIES			
Equity			
Equity Share capital	11	6,920.18	5,130.30
Other Equity	12	28,371.21	27,886.60
		35,291.39	33,016.91
Liabilities			
Non-current liabilities			
<u>Financial liabilities:</u>			
Borrowings	13	516.67	22.20
Other non current financial liabilities	14	159.45	-
		676.11	22.20
Current Liabilities			
<u>Financial liabilities:</u>			
Borrowings	15	-	427.72
Trade payables	16		
Payable to micro enterprises and small enterprises		3.09	6.93
Payable to others		40.99	11.48
Other current financial liabilities	17	6.39	110.99
Other current liabilities	18	84.69	62.28
		135.16	619.40
Total		36,102.66	33,658.51
Material Accounting Policies and the accompanying notes form an integral part of the Standalone financial statements	1 to 40		

As per our report of even date attached

For M/S Dhadda & Associates
Chartered Accountants
Firm Registration No : 013807S

Harsha Ramnani
Partner
Membership No. 411766

Place: Jaipur
Date : 05th July, 2024

For and on behalf of the Board of
Modulx Construction Technologies Limited
(CIN : L25999PN1973PLC182679)

Suchit Punnose
Director
(DIN 02184524)

Mahendra Kumar Bhurat
Chief Financial Officer
(PAN AJIPB3300M)

Ajay Palekar
Managing Director
(DIN 02708940)

Bhoomi Mewada
Company Secretary
(M.No. A34561)

Modulex Construction Technologies Limited
(CIN: L25999PN1973PLC182679)

STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2024
(Amount in Rs)

Particulars	Notes	Year ended 31st March 2024	Year ended 31st March 2023
INCOME			
Revenue from operations	19	-	-
Other income	20	18.41	20.12
Total income		18.41	20.12
EXPENSES			
Employee benefits expense	21	15.62	17.34
Finance costs	22	54.87	47.82
Depreciation	23	-	0.02
Other expenses	24	91.10	111.79
Total expenses		161.59	176.97
(Loss) before tax		(143.18)	(156.85)
Less : Tax expenses			
- Current tax		-	-
- Deferred tax	31	-	-
- Short / (Excess) of tax provision pertaining to earlier years *		-	0.00
Total tax expense		-	0.00
(loss) after tax for the year		(143.18)	(156.86)
Other Comprehensive Income			
Items that will not be reclassified subsequently to profit or loss		-	-
Items that will be reclassified subsequently to profit or loss		-	-
Total comprehensive income for the year		(143.18)	(156.86)
Earnings per equity share (Nominal value of share Rs.10 (Previous year: Rs 10 each))	25		
Basic		(0.21)	(0.31)
Diluted		(0.21)	(0.31)
Material Accounting Policies and the accompanying notes form an integral part of the Standalone financial statements	1 to 40		

* Figures are less than INR thousands

As per our report of even date attached

For M/S Dhadda & Associates
Chartered Accountants
Firm Registration No : 013807S

Harsha Ramnani
Partner
Membership No. 411766

Place: Jaipur
Date : 05th July, 2024

For and on behalf of the Board of
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Company Secretary
(M.No. A34561)

Modulux Construction Technologies Limited
(CIN: L25999PN1973PLC182679)

STANDALONE STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31ST MARCH 2024

(Amount in Rs)

Particulars	Year ended		Year ended	
	31st March 2024		31st March 2023	
A. Cash Flow From Operating Activities				
Profit/(Loss) before Tax		(143.18)		(156.85)
Adjustment for:				
Interest income on deposit, investment and Income tax refund	(9.02)		(9.29)	
Depreciation	-		0.02	
(Gain)/Loss on financial instruments at fair value through profit and loss	(2.64)		16.02	
Liabilities no longer required written back	-		(10.83)	
Finance Cost	54.87		47.82	
Other Income	(6.75)		-	
		36.45		43.74
Operating Profit/(Loss) before Working Capital Changes		(106.73)		(113.12)
Adjustment for:				
(Increase)/Decrease in current and non current assets	(13.22)		(13.21)	
Increase/(Decrease) in current and non current liabilities	48.05		40.36	
		34.82		27.15
Cash generated/(used in) from Operations		(71.90)		(85.96)
Income taxes paid (net of refund)		-		(2.32)
Net Cash Flow (used in) operating activity		(71.90)		(83.64)
B. Cash Flow From Investing Activities				
Interest Received on Fixed Deposit	-		0.29	
Interest Received on Compulsory Convertible Debenture	9.02		11.09	
Maturity Proceeds from Fixed Deposits	-		5.00	
		9.02		16.38
Net Cash (used in)/generated from investing activities		9.02		16.38
C. Cash Flow From Financing Activities				
Proceeds from unsecured loan from subsidiary	67.15		104.21	
Repayment of unsecured loan from subsidiary	(0.40)		(1.80)	
Interest Paid	-		(3.83)	
Transaction cost for increase in authorised share capital	(4.04)		(19.00)	
Repayment of unsecured loan from related Party	-		(12.85)	
		62.72		66.73
Net cash flow generated from financing activities		62.72		66.73
Net Increase/(Decrease) in cash and cash equivalents (A+B+C)		(0.16)		(0.53)
Cash and cash equivalents				
Opening Balance		0.20		0.73
Closing Balance		0.04		0.20
Net Increase/(Decrease) in cash and cash equivalents		(0.16)		(0.53)

Notes:

- Cash flow statement has been prepared under the indirect method as set out in IND AS 7: "Statement of Cash Flows" notified under section 133 of the Act.
- Figures in the brackets indicates Cash Outflow.
- Previous years figures have been regrouped / reclassified wherever applicable.
- Refer note 35 for Changes in financing liabilities

As per our report of even date attached

For M/S Dhadda & Associates
Chartered Accountants
Firm Registration No : 013807S

Harsha Ramnani
Partner
Membership No. 411766

Place: Jaipur
Date : 05th July, 2024

For and on behalf of the Board of
Modulux Construction Technologies Limited
(CIN :L25999PN1973PLC182679)

Suchit Punnose
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Ajay Palekar
Managing Director
(DIN 02708940)

Bhoomi Mewada
Company Secretary
(M.No. A34561)

Modulex Construction Technologies Limited

(CIN: L25999PN1973PLC182679)

STANDALONE STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH 2024

(a) Equity Share Capital

Particulars	Number of Shares	Amount (in Rs)
As at 1st April, 2022	51,303,040	5130.30
Add : Issue of equity share capital	-	-
As at 31st March, 2023	51,303,040	5130.30

As at 1st April, 2023	51,303,040	5130.30
Add : Issue of equity share capital	17,898,746	1789.87
As at 31st March, 2024	69,201,786	6920.18

(b) Other Equity

Particulars	Reserves & Surplus				Other Reserves	Total
	Capital Reserve	General Reserve	Securities Premium	Retained Earnings	Transaction Cost on the Equity Instruments	
As at 1st April 2022	97.45	(85.42)	28501.81	(332.34)	(119.05)	28062.46
Add: Total (loss) for the year	-	-	-	(156.86)	-	(156.86)
Add: Other comprehensive income for the year	-	-	-	-	-	-
Total comprehensive income for the year	97.45	(85.42)	28501.81	(489.19)	(119.05)	27905.60
Add: Securities Premium	-	-	-	-	-	-
Add: Transaction Cost on the Equity Instruments	-	-	-	-	(19.00)	(19.00)
As at 31st March 2023	97.45	(85.42)	28501.81	(489.19)	(138.05)	27886.60
As at 1st April 2023	97.45	(85.42)	28501.81	(489.19)	(138.05)	27886.60
Add: Total (loss) for the year	-	-	-	(143.18)	-	(143.18)
Add: Other comprehensive income for the year	-	-	-	-	-	-
Total comprehensive income for the year	97.45	(85.42)	28501.81	(632.37)	(138.05)	27743.42
Add: Securities Premium	-	-	631.83	-	-	631.83
Add: Transaction Cost on the Equity Instruments	-	-	-	-	(4.04)	(4.04)
As at 31st March 2024	97.45	(85.42)	29133.64	(632.37)	(142.09)	28371.21

As per our report of even date attached

For M/S Dhadda & Associates
Chartered Accountants
Firm Registration No : 013807S

Harsha Ramnani
Partner
Membership No. 411766

Place: Jaipur
Date : 05th July, 2024

For and on behalf of the Board of
Modulex Construction Technologies Limited
(CIN :L25999PN1973PLC182679)

Suchit Punnose
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(PAN AJIPB3300M)

Ajay Palekar
Managing Director
(DIN 02708940)

Bhoomi Mewada
Company Secretary
(M.No. A34561)

Notes to Standalone Financial Statements for the year ended 31st March 2024

1. Corporate information

Modulex Construction Technologies Limited (“the Company”) is a Company registered under the Companies Act, 1956. The Company was incorporated on 24th May, 1973 with the CIN of the Company is L25999PN1973PLC182679. It was originally incorporated with the name, “Tumus Electric Corporation Limited”. Its name has changed to, “Modulex Construction Technologies Limited” with effect from 14th December, 2018. The Company is primarily engaged in the production, building, supplying, fabricating and manufacturing of modular steel buildings and currently Company is implementing its project at Pune through its Subsidiary.

The Board of Directors approved the standalone financial statements for the year ended March 31, 2024 on 05th July, 2024.

2. Basis of preparation and presentation of Standalone Financial Statements

2.1 Statement of Compliance

The standalone financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) read with Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time. Further, these standalone financial statements have been presented as per the requirements of Division II of Schedule III to the Act, (Ind AS compliant Schedule III), as amended from time to time.

2.2 Basis of Measurement

These standalone financial statements have been prepared on the historical cost basis except for certain assets and liabilities that are measured at fair values at the end of each reporting period, as explained in the material accounting policies.

2.3 Use of material accounting estimates, judgements & assumptions and key sources of estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company evaluates its assumptions and estimates on parameters available when the Standalone financial statements are prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

a) Fair Value measurements of financial instruments

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques, including the discounted cash flow model, which involves various judgements and assumptions. Changes in judgements and assumptions could affect the reported fair value of financial instruments.

b) Contingencies

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

c) Recognition of deferred tax asset

Deferred tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which such deferred tax assets can be utilized. Currently, the Company has not recognised the deferred tax on unused tax losses / unused tax credits. Any increase in the probability of future taxable profit will result in the recognition of unrecognised deferred tax assets.

d) Impairment of investment in subsidiary

The Company reviews its carrying value of investments in the subsidiary which is carried at cost (net of impairment, if any) annually, or more frequently when there is an indication of impairment if the recoverable amount is less than its carrying amount. The impairment loss is accounted in the standalone statement of profit and loss. For determining the recoverable amount, the Company measures investment in the subsidiary at fair value as per point (a) above. Changes in judgements and assumptions could effect by the recoverable / fair value of the investment in a subsidiary.

2.4 Measurement of Fair Values

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. A fair value measurement assumes that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal market or the most advantageous market must be accessible to the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into the account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy based on the lowest level input that is significant to the fair value measurement as a whole. The fair value hierarchy is described as below:

Level 1 – unadjusted quoted price in active markets for identical assets and liabilities.

Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 – unobservable inputs for the asset or liability. Fair values are determined in whole or in part using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

For assets and liabilities that are recognised in the Standalone financial statements at fair value on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization at the end of each reporting year.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of fair value hierarchy.

2.5 Functional and presentation of currency

The standalone financial statements are presented in Indian Rupees (INR) which is the functional currency of the Company and all values are rounded to the nearest lacs, except where otherwise indicated.

3 Material Accounting policies

3.1. Classification of Current and Non-current

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the schedule III to the Act. Based on the nature of products / services and time between acquisition of assets for processing / rendering of services and their realization in cash and cash equivalents, the Company has ascertained the operating cycle as twelve months for the purpose of current or non-current classification of assets and liabilities.

3.2 Property, plant and equipment('PPE') and Depreciation

- a. Property, plant and equipment are stated at cost of acquisition / construction less accumulated depreciation and accumulated impairment losses, if any. Gross carrying amount of all property, plant and equipment is measured using cost model.
- b. Cost of an item of property, plant and equipment includes purchase price including non - refundable taxes and duties, borrowing cost directly attributable to the qualifying asset, any costs directly attributable to bringing the asset to the location and condition necessary for its intended use and the present value of the expected cost for the dismantling/ decommissioning of the asset.
- c. Parts (major components) of an item of property, plant and equipment having different useful lives are accounted as separate items of property, plant and equipment.
- d. Subsequent expenditures related to an item of property, plant and equipment are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance.
- e. Property, plant& equipment are eliminated from Consolidated Financial Statements either on disposal or when retired from active use. Assets held for disposal are stated at net realizable value. Losses arising in the case of retirement of property, plant and

equipment and gains or losses arising from the disposal of property, plant & equipment are recognized in the statement of profit and loss in the year of occurrence.

f. Depreciation

Depreciation on property, plant and equipment (other than freehold land and capital work in progress) is provided on a written down value (WDV) over their useful lives which is in consonance with the useful life mentioned in Schedule II to the Companies Act, 2013:

Depreciation methods, useful lives and residual values are reviewed periodically, including at the end of each financial year and adjusted prospectively.

In case of assets purchased or derecognized during the year, depreciation on such assets is calculated on a pro-rata basis from the date of such addition or as the case may be, upto the date on which such asset has been derecognized.

3.3 Impairment of Non Financial Assets

The carrying amounts of assets are reviewed at each balance sheet date for any indication of impairment based on internal / external factors. An impairment loss is recognised wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the higher of a) the fair value of the assets less the cost of disposal and b) its value in use. Value in use is the present value of future cash flows expected to derive from an asset or Cash-Generating Unit (CGU).

Based on the assessment done at each balance sheet date, recognised impairment loss is further provided or reversed depending on changes in circumstances. After recognition of impairment loss or reversal of impairment loss as applicable, the depreciation charge for the asset is adjusted in future periods to allocate the asset's revised carrying amount, less its residual value (if any), on a systematic basis over its remaining useful life. If the conditions leading to recognition of impairment losses no longer exist or have decreased, impairment losses recognised are reversed to the extent it does not exceed the carrying amount that would have been determined after considering depreciation had no impairment loss has been recognised in earlier years.

3.4 Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

(a) Financial Assets:

I. Initial measurement:

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income (OCI), and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Company's business model for managing them. The business model for managing financial assets refers to how

it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both.

II. Subsequent measurement:

a. Financial assets at amortised cost

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

b. Financial assets at fair value through other comprehensive income.

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows on specified dates that are solely payments of principal and interest on the principal amount outstanding and selling financial assets.

c. Financial assets at fair value through profit or loss

Financial assets are measured at fair value through profit or loss unless they are measured at amortised cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognised in standalone statement of profit and loss.

d. Investment in subsidiaries

Investment in subsidiaries are measured at cost less impairment loss, if any.

III. Derecognition

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

IV. Impairment:

A financial asset is regarded as credit impaired or subject to a significant increase in credit risk, when one or more events that may have a detrimental effect on the estimated future cash flow of the assets have occurred. The Company applies the expected credit loss model recognizing impairment loss on financial assets. The Company follows a 'simplified approach' for recognition of impairment loss allowance on trade receivables.

(b) Financial Liabilities:

I. Initial recognition and measurement:

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

II. Subsequent measurement

a. Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognised in the statement of profit and loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ losses are not subsequently transferred to the standalone statement of profit and loss. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit and loss. The Company has not designated any financial liability as at fair value through profit or loss.

b. Financial liabilities at amortized cost (Loans and Borrowings)

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the Effective Interest Rate (EIR) method. Gains and losses are recognised in the statement of profit and loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included under the finance costs in the standalone statement of profit and loss.

III. Derecognition:

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new

liability. The difference in the respective carrying amounts is recognized in the standalone statement of profit and loss

(c) Compound financial instruments

The liability component of a compound financial instrument is recognised initially at fair value of a similar liability that does not have an equity component. The equity component is recognised initially as the difference between the fair value of the compound financial instrument as a whole and the fair value of the liability component. Any directly attributable transaction costs are allocated to the liability and the equity components, if material, in proportion to their initial carrying amounts.

Subsequent to the initial recognition, the liability component of a compound financial instrument is measured at amortised cost using the effective interest rate method. The equity component of a compound financial instrument is not re-measured subsequent to initial recognition except on conversion or expiry.

(d) Offsetting of financial instruments

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

(e) Re-classification

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

3.5 Income Taxes

(a) Current tax:

Tax expenses for the year comprise of current tax, deferred tax charge or credit and the adjustments of taxes for earlier years. In respect of amounts adjusted outside profit or loss (i.e. in other comprehensive income or equity), the corresponding tax effect, if any, is also adjusted outside profit or loss.

Provision for current tax is made as per the provisions of the Income Tax Act, 1961.

(b) Deferred tax:

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax liabilities are recognised for all taxable temporary differences, and deferred tax assets are recognised for all deductible temporary differences, carry forward tax losses and allowances to the extent that it is probable that future taxable profits will be available against which those deductible temporary differences, carry forward tax losses and allowances can be utilised.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxation authority.

Deferred tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which such deferred tax assets can be utilized. In situations where the Company has unused tax losses and unused tax credits, deferred tax assets are recognised only if it is probable that they can be utilized against future taxable profits. Deferred tax assets are reviewed for the appropriateness of their respective carrying amounts at each Balance Sheet date.

At each reporting date, the Company re-assesses unrecognised deferred tax assets. It recognises previously unrecognised deferred tax assets to the extent that it has become probable that future taxable profits allow deferred tax assets to be recovered.

3.6 Cash and cash equivalents

Cash and cash equivalents include cash in hand, bank balances and any deposits with original maturities of three months or less (that are readily convertible to known amounts of Cash and cash equivalents and subject to an insignificant risk of changes in value). However, for the purpose of the Statement of cash flows, in addition to the above items, any bank overdrafts / cash credits that are integral part of the Company’s cash management, are also included as a component of Cash and cash equivalents.

3.7 Provisions, contingent liabilities and contingent assets

(a) Provisions:

A provision is recognised when the Company has a present obligation (legal or constructive) as a result of the past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risk specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

(b) Contingency liability:

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

(c) Contingent assets:

The Company does not recognize a contingent asset but discloses its existence in the financial statements if the inflow of economic benefits is probable. However, when the realisation of income is virtually certain, then the related asset is no longer a contingent asset, but it is recognised as an asset.

3.8 Revenue recognition

The Company recognises revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. A 5-step approach is used to recognise revenue as below:

Step 1: Identify the contract(s) with a customer

Step 2: Identify the performance obligation in the contract

Step 3: Determine the transaction price

Step 4: Allocate the transaction price to the performance obligations in the contract

Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation.

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and it can be reliably measured. Revenue is measured at the fair value of the consideration received or receivable.

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included and classified under the head “other income” in the standalone statement of profit and loss.

3.9 Borrowing Costs

Borrowing costs attributable to the acquisition of a qualifying asset are capitalized as part of the cost of the asset till the asset is ready for its intended use and borrowing costs are being incurred. A qualifying asset is an asset that necessarily takes a substantial period of time to get ready for its intended use. All other borrowing costs are recognized as an expense in the period in which they are incurred. Borrowing cost includes interest expense incurred in connection with the borrowing of funds and exchange difference arising from foreign currency borrowings to the extent they are regarded as an adjustment to the Interest cost.

3.10 Earnings per share (‘EPS’)

Basic earnings per share are calculated by dividing the net profit or loss (after tax) for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the period and all periods presented is adjusted for events of bonus issue and share split.

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

3.11 Cash Flow Statement:

Cash Flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and the items of income or expenses associated with investing or financing cash flows. The cash flows from the operating, investing and financing activities of the Company are segregated.

4 Standards notified effective as at reporting date

MCA notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the Company.

Note 5 : Property, Plant and Equipment

(INR in Lakhs)

Nature of assets	Computer
<u>At Cost</u>	
As at 1st April, 2022	0.26
Additions	-
Disposals	-
As at 31st March, 2023	0.26
As at 1st April, 2023	0.26
Additions	-
Disposals	-
As at 31st March, 2024	0.26
<u>Accumulated Depreciation</u>	
As at 1st April, 2022	0.23
Additions	0.02
Disposals	-
As at 31st March, 2023	0.25
As at 1st April, 2023	0.25
Additions	-
Disposals	-
As at 31st March, 2024	0.25
<u>Net Block</u>	
As at 31st March, 2023	0.01
As at 31st March, 2024	0.01

Note 3 : Non Current Investments

Particulars	As at 31st March 2024	As at 31st March 2023
Investments in Subsidiary- at cost		
- Unquoted equity instruments, fully paid up		
1) Modulex Modular Buildings Private Limited	33,559.71	33,559.71
(As on 31st March 2024 - 6,75,73,618 Equity Shares of face value Rs. 10/- each)		
(As on 31st March 2023 - 6,75,73,618 Equity Share of face value Rs. 10/- each)		
2) Give Vinduet Windows & Doors Private Limited	2421.70	-
(As on 31st March 2024 - 2,42,17,000 Equity Shares of face value Rs. 10/- each)		
(As on 31st March 2023 - NIL Equity Share of face value Rs. 10/- each)		

(INR in Lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
Other investments - Fair value through profit and loss		
- Unquoted Compulsory Convertible Debentures, fully paid up		
15% Compulsory Convertible Debenture of Give Vinduet Windows & Doors Private Limited. *	61.80	59.16
(As on 31st March 2024 - 6,00,000 debentures of Rs. 10 each)		
(As on 31st March 2023 - 6,00,000 debentures of Rs. 10 each)		
Investment in Subsidiary (Financial Guarantee)		
Modulex Modular Buildings Private Limited	6.75	-
Total	36049.96	33618.87
Aggregate amount of quoted investments		-
Aggregate amount of unquoted investments	36041.41	33619.71
Market value of quoted investments	-	-
Aggregate amount of impairment in the value of investment	-	-

* Convertible in the equity shares in the ratio of 1:1

6.1 During the year 23-24, the Company has made investment in Equity Shares of Give Vinduet Windows & Doors Private Limited (GVWDPL) by allotting 1,78,98,746 no. of Equity Shares of Rs. 10 each at premium of Rs. 3.5299 on preferential basis by swap of shares vide resolution dated 13th May, 2023. On this date, GVWDPL become a subsidiary of Modulex Construction Technologies Limited.

6.2 During the year 23-24, the Company has given Corporate Guarantee to its subsidiary Modulex Modular Buildings Pvt. Ltd. against the loan of Rs. 200 lakhs. As on 31.03.2024, loan outstanding is Rs.200 lakhs.

Note 7 : Other Non current assets

Particulars	As at 31st March 2024	As at 31st March 2023
Unsecured, considered good		
Advance tax (Net of provision for tax)	3.15	2.59
Balance with Government authorities	44.89	33.81
Total	48.04	36.39

Note 8 : Cash and cash equivalents

Particulars	As at 31st March 2024	As at 31st March 2023
Balance with Banks		
- in Current Accounts	0.04	0.20
Total	0.04	0.20

Note 9 : Other financial assets

(INR in Lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
Unsecured, Considered good, measured at amortised cost		
Interest receivable on:		
Compulsory Convertible Debentures	4.61	2.03
Total	4.61	2.03

Note 10 : Other current assets

Particulars	As at 31st March 2024	As at 31st March 2023
Unsecured, considered good		
Prepaid Expenses	-	0.11
Advance against expenses	-	0.90
Total	-	1.01

Note 11 : Equity Share Capital

Particulars	As at 31st March 2024		As at 31st March 2023	
	Number of Shares	Amount (Rs)	Number of Shares	Amount (Rs)
<u>Authorised Share Capital</u>				
Cumulative Redeemable Pref Shares of Rs 10/- each (31st March, 2023: Rs 10/- each)	50,000	5.00	50,000	5.00
Equity Shares of Rs 10/- each (31st March, 2023: Rs 10/- each)	9,29,50,000	9295.00	9,29,50,000	9295.00
	9,30,00,000	9300.00	9,30,00,000	9300.00
<u>Issued, Subscribed and Fully Paid Up Issued Capital</u>				
Equity Shares of Rs 10/- each (31st March, 2023: Rs 10/- each)	6,92,01,786	6920.18	5,13,03,040	5130.30
	6,92,01,786	6920.18	5,13,03,040	5130.30

a) Reconciliation of shares outstanding at the beginning and at the end of the year

Particulars	As at 31st March 2024		As at 31st March 2023	
	Number of Shares	Amount (In INR)	Number of Shares	Amount (In INR)
Equity Shares				
At the beginning of the year	5,13,03,040	5130.30	5,13,03,040	5130.30
Issued during the year	1,78,98,746	1789.87	-	-
Outstanding at the end of the year	6,92,01,786	6920.18	5,13,03,040	5130.30

b) Terms / rights attached to equity shares

The Company has only one class of equity shares of Rs. 10/- each. These shares rank pari passu with each other and in accordance with the Articles of Association of the Company. Each equity shareholder is entitled to the same rights as regards voting, dividend and repayment of capital in proportion to his shareholding and there are no restrictions to the rights of shareholders. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets after distribution of all preferential amounts. The distribution assets of the company will be in proportion to the number of equity shares held by the shareholders after preferential allocation.

c) Details of Shareholders holding more than 5% shares in the company:

Particulars	As at 31st March 2024		As at 31st March 2023	
	Number of Share	% holding	Number of Share	% holding
Red Ribbon Modulex Buildings Ltd.	1,31,45,723	19.00%	1,06,84,526	20.83%
JZ MODY Family Private Limited	10,97,267	1.59%	50,94,399	9.93%
Ajmera Realty and Infra India Ltd.	37,25,809	5.38%	37,25,809	7.26%

d) For the period of five years immediately preceding the date at which the Balance Sheet is prepared-

Particulars	As at 31st March 2024		As at 31st March 2023	
	Number of Share	Amount (INR)	Number of Share	Amount (INR)
Equity Shares Issued under shares swap basis (Refer Note 1 and 2 below)	6,79,16,511	6791.65	5,00,17,765	5001.78

Note:

- 1) In the year 2023-24, the Company has issued its own 178,98,746 fully paid equity shares against 2,42,17,000 fully paid equity shares of Give Vinduet Windows & Doors Private Limited (“GVWDPL”) in terms of swap ratio approved by Bombay stock Exchange (BSE).
- 2) In the year 2019-20, the Company had issued its own 84,45,579 fully paid equity shares against 1,13,59,322 fully paid equity shares of Modulex Modular Buildings Private Limited (“MMBPL”) in terms of swap ratio approved by Bombay stock Exchange (BSE).

e) Disclosure of Shares held by Promoters along with % of change during the year:-

Promoter Name	As at 31st March 2024			As at 31st March 2023		
	No of Shares	% of Total Shares	% of Change during the year	No of Shares	% of Total Shares	% of Change during the year
Suchit Punnose	18,92,489	2.73%	-0.95%	18,92,489	3.69%	-
Redribbon Advisory Services Private Limited	6,11,929	0.88%	-0.31%	6,11,929	1.19%	-
Redribbon Modulex Buildings Limited	1,31,45,723	19.00%	-1.83%	1,06,84,526	20.83%	-
Total	1,56,50,141	22.62%	-3.09%	1,31,88,944	25.71%	-

Note 12 : Other Equity

(INR in Lakhs)

Particulars	Reserves & Surplus				Other Reserves	
	Capital Reserve	General Reserve	Share Premium	Retained Earnings	Transaction Cost on the Equity Instruments	Total
As at 1st April, 2022	97.45	(85.42)	28501.81	(332.34)	(119.05)	28062.46
Total (Loss) for the year	-	-	-	(156.86)	-	(156.86)
Add: Transaction Cost on the Equity Instruments	-	-	-	-	(19.00)	(19.00)
Other comprehensive income for the year	-	-	-	-	-	-
As at 31st March, 2023	97.45	(85.42)	28501.81	(489.19)	(138.05)	27886.60
As at 1st April, 2023	97.45	(85.42)	28501.81	(489.19)	(138.05)	27886.60
Total (Loss) for the year	-	-	-	(143.18)	-	(143.18)
Add: Transaction Cost on the Equity Instruments	-	-	-	-	(4.04)	(4.04)
Add: Share Premium	-	-	631.83	-	-	631.83
Other comprehensive income for the year	-	-	-	-	-	-
As at 31st March, 2024	97.45	(85.42)	29133.64	(632.37)	(142.09)	28371.21

Nature and purpose of reserves:

1) Capital Reserve

The capital reserve is created from capital profits in the earlier years.

2) General Reserve

General reserve is transfer of profits from retained earnings for appropriation purposes.

3) Share Premium

Securities premium is created due to shares being issued on premium. The reserve can be utilised only for certain purpose as per the provisions of the Companies Act, 2013.

4) Retained earning

The retained earnings represents balance of accumulated net profit or loss from business operations.

5) Transaction Cost on the Equity Instruments

This reserve represents the transaction cost incurred for issue of equity share capital and recognised due to Ind AS adjustment. In the year 22-23, the Company increased its authorised share capital by Rs 2,000 lakhs (which comprises 20,000,000 equity shares with the face value of Rs 10 each). The Company has incurred Rs 19 lakhs and Rs. 4.04 lakhs respectively in FY 22-23 and FY 23-24 respectively, with respect to transaction costs pertaining to fees and duty payable on an increase in authorized share capital etc. As per the relevant Ind AS, the said transaction costs is recognised and disclosed under “Other Equity”.

Note 13 : Borrowings (Non-current)

(INR in Lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
Unsecured Loan (carried at amortised cost):		
Loans from related parties		
Modulex Modular Buildings Private Limited (Subsidiary)	516.67	22.20
Total	516.67	22.20

Note:

13.1 The loans are obtained at interest rates where the details are given below:

Name of Party	Rate of interest (%)	
	As at 31st March 2024	As at 31st March 2023
Modulex Modular Buildings Private Limited	9.00	9.00

Note 14 : Other non current financial liabilities

Particulars	As at 31st March 2024	As at 31st March 2023
Carried at Amortised cost		
Interest accrued but not due on borrowings	159.45	-
Total	159.45	-

ii) Short Term Borrowings

(INR in Lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
Unsecured Loan (carried at amortised cost and repayable on demand):		
Loans from related parties (Refer note 15.1 below)		
Modulex Modular Buildings Private Limited (Subsidiary)	-	402.22
Unsecured Loan		
Loans from related parties		
Current maturity of long term borrowings - Loan from Modulex Modular Buildings Private Limited (Subsidiary) (Refer note 13)	-	25.50
Total	-	427.72

Note:

15.1 The loan is taken from Subsidiary Company with the interest rate @ 9% p.a. (Previous year: 9 %) respectively.

Note 16 : Trade payables

Particulars	As at 31st March 2024	As at 31st March 2023
- total outstanding dues of micro and small enterprises	3.09	6.93
- total outstanding dues of creditors other than micro and small enterprises	40.99	11.48
Total	44.07	18.42

16.1 Note:

Ageing Schedule - As at March 31, 2024

Particulars	Outstanding for following periods from due date of payment					
	Unbilled	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	3.09	-	-	-	3.09
(ii) Others	-	4.13	36.85	-	-	40.99
(iii) Disputed dues-MSME	-	-	-	-	-	-
(iv) Disputed dues-Others	-	-	-	-	-	-
Total	-	7.22	36.85	-	-	44.07

Ageing Schedule - As at March 31, 2023

(INR in Lakhs)

Particulars	Outstanding for following periods from due date of payment					
	Unbilled	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	4.77	2.16	-	-	-	6.93
(ii) Others	6.04	4.91	-	0.53	-	11.48
(iii) Disputed dues-MSME	-	-	-	-	-	-
(iv) Disputed dues-Others	-	-	-	-	-	-
Total	10.81	7.07	-	0.53	-	18.42

In the absence of relevant reports from the system, the above ageing is given as per the posting date of transaction in the books of accounts and accordingly disclosure of bills not due has also not been given in above table.

16.2 Micro Small And Medium Enterprises (“MSME”) Disclosure:

Particulars	As at 31st March 2024	As at 31st March 2023
Principal amount and the interest due thereon remaining unpaid to each supplier at the end of each accounting year (but within due date as per the MSMED Act) Principal amount due to micro and small enterprise Interest due.	3.09	2.16
Interest paid by the Company in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along-with the amount of the payment made to the supplier beyond the appointed day during the period	-	-
Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding interest specified under the Micro, Small and Medium Enterprises Act, 2006	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year	0.08	-
Interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises	-	-

16.3 Under the Micro, Small and Medium Enterprises Development Act, 2006, certain disclosures are required to be made relating to dues to Micro, Small and Medium enterprises. Based on the information available with the Company, parties who have been identified as micro, small and medium enterprises as at reporting date other than mentioned above based on the confirmations circulated and responses received as at reporting date by the management. Any updated information received by the management post reporting date regarding change in the status to micro, small and medium enterprises would be given effect of status change in the next financial year. The Company has made necessary provision for interest on delayed payment to parties registered under MSME Act, 2006.

16.4 Amount unbilled as per trade payable aging has not been considered in the above table as the invoice for the same is yet to be received by the Company.

Note 17 : Other current Financial Liabilities

(INR in Lakhs)

Particulars	For the Year Ended 31st March 2024	For the Year Ended 31st March 2023
Carried at Amortised cost		
Payable to employees	6.05	0.92
Interest accrued but not due on borrowings	-	110.07
Financial Guarantee	0.34	-
Total	6.39	110.99

Note 18 : Other Current Liabilities

Particulars	For the Year Ended 31st March 2024	For the Year Ended 31st March 2023
Statutory Dues	56.09	41.95
Provision for Expenses	28.61	20.33
Total	84.69	62.28

Note 19 : Revenue From Operation

Particulars	For the Year Ended 31st March 2024	For the Year Ended 31st March 2023
Sale of products / service	-	-
Total	-	-

Note 20 : Other Income

Particulars	For the Year Ended 31st March 2024	For the Year Ended 31st March 2023
Interest income on:		
Income Tax Refund	0.02	-
Fixed deposit with bank	-	0.29
Compulsory convertible Debentures	9.00	9.00
Gain on financial instruments at fair value through profit or loss	2.64	-
Liabilities no longer required written back	-	10.83
Other Income	6.75	-
Total	18.41	20.12

Note 21 : Employee Benefit Expense

(INR in Lakhs)

Particulars	For the Year Ended 31st March 2024	For the Year Ended 31st March 2023
Salaries and Wages (Refer Note 21.1)	15.20	17.00
Group Health Insurance	0.42	0.34
Total	15.62	17.34

Note:

21.1 The Payment of Gratuity Act,1972 is not applicable to the Company as the numbers of employees are less than ten and hence, the Company has not made provision towards defined benefit plan in the form of gratuity. Further, there are no outstanding leave benefits for which provision is required to be made in the books of account.

Note 22 : Finance Cost

Particulars	For the Year Ended 31st March 2024	For the Year Ended 31st March 2023
Interest on unsecured loan	54.87	47.82
Total	54.87	47.82

Note 23 : Depreciation

Particulars	For the Year Ended 31st March 2024	For the Year Ended 31st March 2023
Depreciation on Property, plant and equipment	-	0.02
Total	-	0.02

Note 24 : Other Expenses

(INR in Lakhs)

Particulars	For the Year Ended 31st March 2024	For the Year Ended 31st March 2023
Interest on Statutory dues	6.55	2.77
Printing & Stationery	0.36	0.37
Advertisement Expenses	1.33	2.65
Legal and Professional Expenses	64.73	40.37
Rates, Taxes and penalties	10.76	35.71
Insurance	0.41	0.35
Telephone & Mobile Charges	0.03	0.04
Bank Charges	0.15	0.07
Auditor's Remuneration (Refer Note 24.1)	6.58	13.12
Travelling Expenses	-	0.18
Loss on financial instruments at fair value through profit or loss	-	16.02
Repairs & Maintenance	0.05	-
Office expense	0.15	0.16
Total	91.10	111.79

24.1: Auditor's Remuneration

Particulars	For the Year Ended 31st March 2024	For the Year Ended 31st March 2023
As auditor:		
Statutory Audit (including limited reviews)	6.00	11.90
Taxation matters	0.50	1.04
Out of pocket expenses	0.08	0.18
Total	6.58	13.12

Note 25 : Earning Per Share

Particulars	31st March 2024	31st March 2023
Net (Loss) after tax as per Standalone Statement of Profit & Loss (A)	(143.18)	(156.86)
Outstanding number of Equity Shares as at 31st March	6,92,01,786	5,13,03,040
Weighted average number of Equity Share used in computing Basic and Diluted EPS (B)	6,70,98,928	5,13,03,040
Earning Per Share - Basic and Diluted (A/B)	(0.21)	(0.31)

Note 26 Financial Instruments

Financial Instrument by category and hierarchy

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced sale or liquidation.

The following methods and assumptions were used to estimate the fair values:

- i) The management assessed that fair value of cash and cash equivalents, borrowing, other financial assets and liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments and are equal to the fair values.
- ii) Financial instruments with fixed and variable interest rates are evaluated by the Company based on parameters such as interest rates and individual credit worthiness of the counterparty. Based on this evaluation, allowances are taken to account for expected losses of these receivables. Accordingly, fair value of such instruments is not materially different from their carrying amounts.

The fair values of non-current borrowings are based on discounted cash flows using a current borrowing rate. They are classified as level 3 fair values in the fair value hierarchy due to the use of unobservable inputs, including own credit risk.

The carrying amount of financial assets and financial liabilities measured at amortised cost in the financial statements are a reasonable approximation of their fair values since the Company does not anticipate that the carrying amounts would be significantly different from the values that would eventually be received or settled except investment in subsidiary which is carried at cost.

Hierarchy used for determining and disclosing the fair value of financial instruments by valuation technique:

The different levels have been defined as follows:

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: Other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.

Level 3: Techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

26.1 Fair value hierarchy

The following table provides the fair value measurement hierarchy of the Company's financial instruments along with their carrying amounts and fair value.

(INR in Lakhs)

As at March 31, 2024	Carrying amount	Carried at amortised cost	Fair Value							
			Routed through OCI				Routed through Profit and loss			
			Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
<u>Financial assets</u>										
Investment in Compulsory Convertible Debentures	61.80	-	-	-	-	-	-	-	61.80	61.80
Balance with Banks (cash and cash equivalents)	0.04	0.04	-	-	-	-	-	-	-	-
Interest receivable	4.61	4.61	-	-	-	-	-	-	-	-
Total	66.45	4.65	-	-	-	-	-	-	61.80	61.80
<u>Financial Liabilities</u>										
Borrowings	516.67	516.67	-	-	-	-	-	-	-	-
Payable to employee	6.05	6.05	-	-	-	-	-	-	-	-
Trade payable	44.07	44.07	-	-	-	-	-	-	-	-
Interest accrued but not due	159.45	159.45	-	-	-	-	-	-	-	-
Total	726.24	726.24	-	-	-	-	-	-	-	-

As at March 31, 2023	Carrying amount	Carried at amortised cost	Fair Value							
			Routed through OCI				Routed through Profit and loss			
			Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
<u>Financial assets</u>										
Investment in Compulsory Convertible Debentures										
Balance with Banks (cash and cash equivalents)	59.16	-	-	-	-	-	-	-	59.16	59.16
Interest receivable	0.20	0.20	-	-	-	-	-	-	-	-
Total	2.03	2.03	-	-	-	-	-	-	-	-
<u>Financial Liabilities</u>										
Borrowings	449.92	449.92	-	-	-	-	-	-	-	-
Payable to employee	0.92	0.92	-	-	-	-	-	-	-	-
Trade payable	18.42	18.42	-	-	-	-	-	-	-	-
Interest accrued but not due	110.07	110.07	-	-	-	-	-	-	-	-
Total	579.32	579.32	-	-	-	-	-	-	-	-

Investment in Modulex Modular Buildings Private Limited & Give Vinduet Windows & Doors Pvt. Ltd. (Subsidiaries) are carried at cost and hence, not disclosed in above table.

Note 27 Financial risk management objectives and policies :

The Company’s financial liabilities comprise mainly of borrowings, trade payables and other payables. The Company’s financial assets comprise mainly of investments and other assets.

The Company has exposure to the following risks arising from financial instruments:

- I. Market Risk
- II. Credit Risk
- III. Liquidity Risk

I. Market Risk

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, equity prices and other market changes that affect market risk sensitive instruments.

Market risk comprises three types of risks:

- a. Interest Rate Risk,
- b. Currency Risk,
- c. Other Price Risk.

Financial instruments affected by market risk includes borrowings, investments and trade payables.

a. Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

Interest rate risk can be either fair value interest rate risk or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair values of fixed interest bearing instruments because of fluctuations in the interest rates, in cases where the borrowings are measured at fair value. Cash flow interest rate risk is the risk that the future cash flows of floating interest bearing instruments will fluctuate because of fluctuations in the interest rates.

The impact on Company’s loss after tax and on other equity due to change in interest rate is given below :

(INR in Lakhs)

Particulars	(Increase) / Decrease in loss after tax		Increase / (Decrease) in other equity	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
Increase by 1%	(5.17)	(4.50)	(5.17)	(4.50)
Decrease by 1%	5.17	4.50	5.17	4.50

b. Foreign Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities i.e. when revenue or expense is denominated in a foreign currency. The Company is not exposed to foreign currency risk.

c. Price Risk :

Price risk is the risk that the fair value of a financial instrument will fluctuate due to changes in market traded price. The Company has investment in securities which is not exposed to price risk except investment in 15% Compulsory Convertible Debentures which is recognised under the category of Fair value through profit and loss (under level 3) which is made in previous year.

(INR in Lakhs)

Particulars	(Increase) / Decrease in Loss after tax		Increase / (Decrease) in other equity	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
Increase by 10%	6.18	5.92	6.18	5.92
Decrease by 10%	(6.18)	(5.92)	(6.18)	(5.92)

In the above table, the management has not considered investment in subsidiary which is carried at cost and investments against which the Company has made impairment provision.

II. Credit Risk

The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis through each reporting period. To assess whether there is a significant increase in credit risk the Company compares the risk of default occurring on asset as at the reporting date with the risk of default as at the date of initial recognition. It considers reasonable and supportive forwarding-looking information such as:

- i) Actual or expected significant adverse changes in business,
- ii) Actual or expected significant changes in the operating results of the counterparty,
- iii) Financial or economic conditions that are expected to cause a significant change to the counterparty's ability to meet its obligations,
- iv) Significant increase in credit risk on other financial instruments of the same counterparty,
- v) Significant changes in the value of the collateral supporting the obligation or in the quality of the third-party guarantees or credit enhancements.

Financial assets are written off when there is no reasonable expectations of recovery. Where loans or receivables have been written off, the Company continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognized as income in the standalone statement of profit and loss.

The Company measures the expected credit loss based on historical trend, industry practices and the business environment in which the entity operates. Loss rates are based on actual credit loss experience and past trends.

Other Financial assets

Credit risk arising from other balances with banks is limited and there is no collateral held against these because the counterparties are banks and recognised financial institutions with high credit ratings assigned by the international credit rating agencies.

For other financial assets e.g. Investments and other assets, Company periodically assesses financial reliability counter parties, taking into account the financial condition, current economic trends, and analysis of historical credit losses and ageing of financial assets. Individual risk limits are set and periodically reviewed on the basis of such information. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through counterparty’s potential failure to make payments.

III. Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in raising funds to meet commitments associated with financial instruments that are settled by delivering cash or another financial asset. Liquidity risk may result from an inability to sell a financial asset quickly at close to its fair value.

The Company has an established liquidity risk management framework for managing its short term, medium term and long term funding and liquidity management requirements. The Company’s exposure to liquidity risk arises primarily from mismatches of the maturities of financial assets and liabilities.

The table below analyse financial liabilities of the Company into relevant maturity groupings based on the remaining period from the reporting date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows.

(INR in Lakhs)

Particulars	Less than 1 Year	Between 1 to 5 Years	Over 5 Years	Total	Carrying Value
As at March 31, 2024					
Borrowings	-	516.67	-	516.67	516.67
Trade payables	44.07	-	-	44.07	44.07
Other Financial liabilities	6.39	-	-	6.39	6.39
Total	50.46	516.67	-	567.13	567.13

(INR in Lakhs)

Particulars	Less than 1 Year	Between 1 to 5 Years	Over 5 Years	Total	Carrying Value
As at March 31, 2023					
Borrowings	427.72	22.20	-	449.92	449.92
Trade payables	18.42	-	-	18.42	18.42
Other Financial liabilities	110.99	-	-	110.99	110.99
Total	557.12	22.20	-	579.32	579.32

Capital Management

For the purpose of the Company's capital management, capital includes issued capital and all other equity reserves attributable to the equity shareholders of the Company. The primary objective of the Company when managing capital is to safeguard its ability to continue as a going concern and to maintain an optimal capital structure so as to maximize shareholder value.

As at March 31, 2024 and March 31, 2023, the Company has one class of shares in the nature of equity. Further company had raised fund through loans from related parties. Consequent to such capital structure, there are no externally imposed capital requirements.

The Company monitors capital using gearing ratio, which is total debt divided by total capital plus debt.

(INR in Lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
Total Debt (including interest on debt)	516.67	559.98
Total Capital (total equity shareholder's fund - deferred tax assets)	35,291.39	33,016.91
Total Capital and Debt	35,808.06	33,576.89
Gearing Ratio	1.44%	1.67%

Note 28 Related Party Transactions

28.1 Following is the list of Related Parties and Relationships:

Sr. No.	Particulars
A)	Subsidiary
1	Modulex Modular Buildings Private Limited
2	Give Vinduet Windows And Doors Private Limited (from 13th May 2023)
B)	Step Down Subsidiary
1	Redribbon Advisory Services Private Limited (till 15th May 2022)
C)	Associate
1	Redribbon Advisory Services Private Limited (From 16th May 2022 to 28th August 2022)
D)	Other Enterprise where control exists / Where Directors or KMP's is interested
1	Eco Hotels India Private Limited
2	Eco Hotels and Resorts Limited (erstwhile Sharad Fibres and Yarn Processors Limited) (w.e.f. 10th November 2022)
3	Armaec Energy Private Limited
4	Crowdsourcing Global Private Limited
5	Substantia Real Estate India Private Limited
6	Ribbon Services Private Limited
7	Redribbon Modulex Buildings Limited (MU)
8	Red Ribbon Asset Management PLC
9	Credent Asset Management Services Private Limited
10	Credent Global Finance Ltd
11	Redribbon Advisory Services Private Limited (w.e.f. 29th August 2022)
12	Ribbon Wealthtech Plc, (w.e.f. 30th June 2022)
E)	Key Management Personnel
1	Suchit Punnose
2	Raj Kumar Sharma, Independent Director
3	Aditya Vikram Kanoria, Independent Director
4	Rakhee Amit Agarwal, Independent Director
5	Ajay Shridhar Palekar, Managing Director
6	Bhoomi Mewada, Company Secretary
7	Mahendra Kumar Bhurat, CFO

28.2 Related Party Transactions during the year are as follows:

S. No.	Particulars	(INR in Lakhs)	
		As at 31st March 2024	As at 31st March 2023
A)	Interest on loan		
i	Modulex Modular Buildings Private Limited	54.87	46.21
ii	Give Vinduet Windows and Doors Private Limited	-	1.39
iii	Suchit Punnose	-	0.21
B)	Interest income on Compulsory Convertible Debentures		
i	Give Vinduet Windows and Doors Private Limited	9.00	9.00
C)	Financial Guarantee Charges		
i	Modulex Modular Buildings Private Limited	6.75	-
D)	Repayment of loan		
i	Give Vinduet Windows and Doors Private Limited	-	10.93
ii	Suchit Punnose	-	1.92
iii	Modulex Modular Buildings Private Limited	0.40	1.80
E)	Loan received during the year (including transfer)		
i	Modulex Modular Buildings Private Limited	67.15	104.21
F)	Issue / transfer of Equity Shares under Preferential Allotment:-		
i	- Redribbon Modulex Buildings Limited (MU)	246.12	-

28.3 Related Party balances outstanding are as follows:

S. No.	Particulars	(INR in Lakhs)	
		As at 31st March 2024	As at 31st March 2023
A)	Loan outstanding including interest accrued but not due on borrowings		
i	Modulex Modular Buildings Private Limited	676.11	559.98
B)	Interest receivable on Compulsory Convertible Debentures		
i	Give Vinduet Windows and Doors Private Limited	4.61	2.03
C)	Outstanding Sitting fees		
i	Sandeep Khurana	-	0.45
D)	Investment in Subsidiary (at cost)		
i	Modulex Modular Buildings Private Limited	33559.71	33559.71
ii	Give Vinduet Windows and Doors Private Limited	2421.70	-
E)	Investment in CCD (At Fair Value)		
i	Give Vinduet Windows and Doors Private Limited	61.80	59.16
F)	Financial Guarantee		
i	Modulex Modular Buildings Private Limited	6.75	-

Also refer Note 38 for other commitment given by the Company.

The information disclosed is based on the names of the parties as identified by the management and same has been relied by the Auditor. Further, above transactions (including outstanding balances) are after considering the fair value adjustments under Ind AS.

Note 29 : Segment Reporting

There are no reportable segments under Ind AS-108 ‘Operating Segments’ as all the activities relate to only one segment i.e. civil construction. Further the management of the Company is also reviewing the results / operations of the Company as single segment i.e. civil construction.

Note 30 : Disclosure required under Section 186(4) of the Companies Act 2013 and Sebi (listing agreement and disclosure requirements) regulations, 2015

In the year 2021-22, the Company purchased 15% Unsecured Compulsory Convertible Debentures of Give Vinduet Windows & Doors Private Limited for Rs. 60 lakhs at face value from existing shareholders of Give Vinduet Windows & Doors Private Limited.

Note 31 : Deferred Tax Assets / Liabilities

Due to the absence of virtual/ reasonable certainty about the future taxable income, the Company has not recognised deferred tax assets (net of deferred tax liabilities) on any carried forward business losses, unabsorbed depreciation and other components. Details of the component of deferred tax items thereon are as follows:

Particulars	As at 31st March 2024	As at 31st March 2023
<u>Deferred tax Assets</u>		
Business Losses (Carried Forward)	415.84	283.13
Unabsorbed Depreciation	0.23	0.21
Difference in WDV of PPE between Companies Act and Income Tax Act	0.01	0.03
Difference in Investment (based on fair value through profit and loss)	4.07	3.49
<u>Deferred tax Liabilities</u>		
Difference in Investment (based on fair value through profit and loss)	-	-
Deferred tax Asset (Net)	107.12	72.77

Note 32 : Disclosure of Ratios

Particulars	Description of Ratio	As at 31st March 2024	As at 31st March 2023	Variance %	Reasons for variance more than 25%
(a) Current Ratio (in times)	Current assets / Current liabilities	0.03	0.01	558.27%	The variance is mainly because of an increase in unsecured loan during the year as compared to previous year
(b) Debt-Equity Ratio (in times)	Total Debt / Shareholder's equity	0.01	0.01	7.44%	-
(c) Debt Service Coverage Ratio (in times)	EBITDA (Earnings before Interest, Depreciation and Tax) / Total debt service	(0.13)	(0.20)	-35.57%	The variance is mainly because of unsecured loan obtained during the year and increase in net loss during the year
(d) Trade payable turnover ratio (in times)	Other expense / Average Trade payable	2.92	4.96	-41.21%	The variance is mainly because of increase in other expense and average trade payable as compared to previous year
(e) Return on Equity Ratio (in %)	Net loss after taxes / Average Shareholder's equity	(0.42%)	(0.47%)	-11.52%	-
(f) Return on Capital employed (in %)	EBIT / Capital Employed	(0.25%)	(0.33%)	-24.30%	-
(g) Return on investment (in %)	Investment income / Average investment	0.03%	0.03%	-3.49%	-

Since the Company does not have any revenue from operations and inventories, the relevant ratios pertaining to it is not applicable and hence, not disclosed.

Note 33 : The fair value of investments in the subsidiary company (Modulex Modular Buildings Private Limited [MMBPL]) carried out by the independent valuers as on 30th June, 2023 and year ended on 31st March 2024 is sufficient to cover the cost of investments. The valuers have also considered effect of the slow progress of project (including temporary suspension of project) by subsidiary company. Considering the management outlook for improvement in the performance of the Subsidiary Company (MMBPL) in the long run and in the opinion of management, no impairment is required for investment value in the Subsidiary Company (MMBPL) since it is committed to complete the construction of the project.

Note 34 : Other Notes pertaining to Schedule III:

- (i) The Company do not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- (ii) The Company do not have any transactions with Companies struck off.
- (iii) The Company do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period,
- (iv) The Company have not traded or invested in Crypto currency or Virtual Currency during the financial year.
- (v) The Company have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
- (vi) The Company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,
- (vii) The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- (viii) The Company has complied with provisions of downstream layers of companies as per Section 2(87) of the Companies Act, 2013 read with Companies (Restriction on number of Layers) Rules, 2017.
- (ix) Reporting/disclosures is not made/applicable to the Company with respect to submission of statement of current assets to the bank as credit facility is not sanctioned against current assets of the Company.
- (x) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (xi) Any other disclosure with respect to the amendment of Schedule III of the Act is either Nil or not applicable.

Note 35 : Changes in liabilities arising from financing activities

31st March 2024

(INR in Lakhs)

Particulars	From 1st April 2023	Reclassification from other current liabilities to borrowings	Cash Flows (net)	As at 31st March 2024
Borrowings (Current and non current)	449.92	-	66.75	516.67

31st March 2023

Particulars	From 1st April 2022	Reclassification from other current liabilities to borrowings	Cash Flows (net)	As at 31st March 2023
Borrowings (Current and non current)	360.36	-	89.56	449.92

Interest expense on borrowings was Rs 54.87 Lakhs and Rs 47.82 lakhs for the year ended 31st March 2024 and 31st March 2023 respectively.

Note 36 : In the opinion of the management, the Company is not required to obtain registration as Non-Banking Financial Company (NBFC) as it is neither carrying on any financial activities and nor proposing to carrying on financial activities as principal business in future and revenue of the Company is mainly affected due to delay in implementing the project by the subsidiary company (MMBPL). Further, the Company is taking necessary steps to generate revenue from non-financial assets. This is also confirmed by the consultant of the Company.

Note 37 : The Company has incurred a net loss (before other Comprehensive Income) in the current year and in the previous year due to the delay in implementing the project at Pune through its subsidiary company, Modulex Modular Buildings Private Limited (MMBPL). Due to delays faced in the implementation of the project and other factors, the company's current assets are not sufficient to meet its current liabilities and therefore material uncertainty that may cast significant doubt on the company continuing as a going concern. In June 2024, the subsidiary company has received land re-allotment order from MIDC as well as project loan sanction letters from banks and it is expecting an improvement in the performance of the company in the short to medium term. The management is also committed to completing the factory construction project in Indapur, District Pune through its subsidiary company. Considering the achievement of the reallotment of land and bank sanction letter whereby financial closure has been achieved and further considering that the promoters are committed to give financial support as and when required by the Company, therefore the Standalone financial statements are prepared on a going concern basis.

Note 38 : Other Commitments

The Company has given the commitment to provide the financial support to Subsidiary Company (Modulex Modular Buildings Private Limited) as and when required.

Note 39 : Contingent liabilities, Capital & Other Commitments

As per Note 6.2, during the year 23-24, the Company has given Corporate Guarantee to its subsidiary Modulex Modular Buildings Pvt. Ltd. against the loan of Rs. 200 lakhs. As on 31.03.2024, loan outstanding is Rs.200 lakhs. In respect of the said demand loan, there is no default in the repayment of principal, as this loan is payable on a demand basis and the Company has not received any demand for repayment in the current year. However, the Company has been regular in paying the interest on this loan on a timely basis.

Note 40 : Comparatives

The figures of the previous year have been regrouped and re-arranged wherever necessary to conform to current presentation. The figures for the current year and previous year have been presented in Rs in Lakhs.

As per our report of even date attached

For M/S Dhadda & Associates
Chartered Accountants
Firm Registration No : 013807S

Harsha Ramnani
Partner
Membership No. 411766

Place: Jaipur
Date : 05th July, 2024

For and on behalf of the Board of
Modulex Construction Technologies Limited
(CIN :L25999PN1973PLC182679)

Suchit Punnose
Director
(DIN 02184524)

Mahendra Kumar Bhurat
Chief Financial Officer
(PAN AJIPB3300M)

Ajay Palekar
Managing Director
(DIN 02708940)

Bhoomi Mewada
Company Secretary
(M.No. A34561)

INDEPENDENT AUDITOR’S REPORT

TO THE MEMBERS OF MODULEX CONSTRUCTION TECHNOLOGIES LIMITED

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying Consolidated Financial Statements (the “statement) of Modulex Construction Technologies Limited (hereinafter referred to as “the Company” or “the Holding Company”) and its Subsidiary (the holding Company / the Company along with the Subsidiaries together referred to as “the Group”) which comprise the Consolidated Balance Sheet as at March 31, 2024, the Consolidated Statement of Profit and Loss (Including other comprehensive income), Consolidated Statement of Changes in Equity, the Consolidated Cash Flow Statement for the year then ended and a summary of material accounting policies and other explanatory information (hereinafter referred to as “the Consolidated Financial Statements”).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 (“the Act”) in the manner so required and give a true and fair view in conformity with the Indian Accounting Standard prescribed under section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015 as amended and other accounting principles generally accepted in India, of their consolidated state of affairs of the Group as at March 31, 2024; and its loss (including other comprehensive income), consolidated statement of changes in equity and consolidated cash flows for the year ended on that date.

Basis for Opinion

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

Material Uncertainty Related to Going Concern

Refer to Note 53 in the Consolidated Financial statements, which states that the group has incurred a net loss before Other Comprehensive Income in the current year and in the previous year. The group’s current assets as on the date of the balance sheet are not sufficient to meet its current liabilities. The Group is implementing the project at Pune through its subsidiary company (Modulex Modular Buildings Private Limited) and the progress of the project is slow considering the various factors (including the temporary suspension of the project). There is material uncertainty related to the aforementioned conditions that may cast significant doubt on the group continuing as a going concern. Further, we are informed that the promoters/shareholders are committed to give financial support as and when required by the group, the management expects an improvement in the performance of the group in the long run and the management

is also committed to complete the project at Pune through a Subsidiary company. Considering this, in the opinion of management, the Consolidated Financial Statements are prepared on a going concern basis.

Our opinion is not modified in respect of this matter.

Emphasis of Matters

Without Qualifying our opinion, attention is invited to the following: -

- a) In the case of Modulex Construction Technologies Limited (MCTL), the Holding Company, the total of current liabilities of INR 135.16 lakhs exceeds the total of current assets of INR 4.65 lakhs as at March 31, 2024. Also, the company has incurred a net loss in the current period amount to INR (143.18) lakhs and negative retained earnings amount to INR (632.37) lakhs including the earlier years. This condition would raise substantial doubt about the company's ability to continue its operation for the foreseeable future. The Company's ability to continue as a going concern is dependent upon its ability to generate sufficient level of positive cash flows from its future operations and continued financial support of the company.
- b) In case of Modulex Construction Technologies Limited (MCTL), the Holding Company, has not deposited the tax deducted at source (TDS) amount of INR 41.83 lakhs (including provision for interest on TDS of INR 10.42 lakhs) payable to the income tax department. The Company has made provision for interest liability arising due to the delay in depositing TDS.
- c) In the case of Modulex Construction Technologies Limited (MCTL), the Holding Company, has shown TDS receivable amount of INR 3.15 lakhs as of 31 March 2024. However, there is uncertainty regarding the recoverability of this amount since the same has not been deposited by the deductor and therefore, it is not reflected in 26AS statement of the company.
- d) In the case of Modulex Construction Technologies Limited (MCTL), the Holding Company, has not deposited RCM liability of INR 10.89 lakhs as of 31 March 2024 payable to the GST Department. The Company has made provision for interest liability of INR 2.34 Lakhs as of 31 March 2024 arising due to the delay in depositing GST.
- e) In case of Modulex Construction Technologies Limited (MCTL), the Holding Company, as stated in Note 6.1 of the Statement, the Company has carried out the fair value of investment in the subsidiary company (Modulex Modular Buildings Private Limited [MMBPL]) from the two valuers during the year that is sufficient to cover the cost of investments. In June 2024, the subsidiary received land allotment order from MIDC as well as project loan sanction letters from banks. The management is also committed to completing the factory construction project in Indapur, District Pune through its subsidiary company.

Considering the above, no impairment is required of investment value in the Subsidiary Company (MMBPL), as the management is committed to complete the construction of the project.

- f) In case of Modulex Construction Technologies Limited (MCTL), the Holding Company, reference is invited to Note 51 of the Statement that the Company is not required to obtain registration as a Non-Banking Financial Company (NBFC) as it is neither carrying on any financial activities nor proposing to carry any financial activities as a principal business in future as the revenue generation is mainly affected due to delay in implementing the project by the subsidiary company. However, the Company is taking necessary steps to generate revenue from non-financial assets. This was also confirmed by the consultant of the Company.

- g) In the case of Modulex Modular Buildings Private Limited (MMBPL), a subsidiary, the total of current liabilities of INR 2,359.45 lakhs exceeds the total of current assets of INR 1,008.32 lakhs as at 31 March 2024. Also, the company has incurred a net loss in the current period amounting to INR (761.45) lakhs and negative retained earning amount to INR (6,822.78) lakhs including the earlier years. This condition would raise substantial doubt about the company's ability to continue its operation for the foreseeable future. The Company's ability to continue as a going concern is dependent upon its ability to generate a sufficient level of positive cash flow from its future operations and continued financial support for the company.
- h) In the case of Modulex Modular Buildings Private Limited (MMBPL), a subsidiary the Company has not deposited the tax deducted at source (TDS) amount of INR 459.69 lakhs (including interest liability provision amount to INR 153.28 lakhs) payable to the income tax department. The Company has made provision for interest liability arising due to the delay in depositing TDS.
- i) In the case of Modulex Modular Buildings Private Limited (MMBPL), a subsidiary, the company has shown TDS receivable amount of INR 24.55 lakhs as of review date. However, there is uncertainty regarding the recoverability of this amount since the same has not been deposited by the deductor and therefore, it is not reflected in 26AS statement of the company.
- j) In the case of Modulex Modular Buildings Private Limited (MMBPL), a subsidiary, the company has not deposited the GST RCM liability of INR 160.57 Lakhs (including interest liability provision amount to INR 77.31 Lakhs) as on March 31, 2024, payable to commercial tax department. The Company has made provision for interest liability arising due to the delay in depositing GST liability.
- k) In the case of Modulex Modular Buildings Private Limited (MMBPL), a subsidiary, as stated in Note 5.3 of the Statement, there is a delay in the construction of the project for the reasons stated in the said note which includes the delay in raising the funds & non-receipt of an extension letter from MIDC. The company received a Letter of Offer dated 04th March, 2024 from MIDC with additional re-allotment premium of INR 774.40 lakhs for re-allotment of the land at MIDC Indapur, Pune. On 18th March, 2024, INR 193.60 lakhs were paid to MIDC against the Letter of Offer. The MIDC issued final Order of Allotment of Land vide a letter dated 07th June, 2024 with the condition to pay the balance re-allotment premium of INR 580.80 Lakhs within 30 days of allotment order. The Management is committed to making the balance amount as per the terms and conditions of re-allotment.

Also, the company has received the term loan sanction vide letter dated 27th June, 2024 for extending terms of sanction from a consortium consisting of three member banks for funding the project to the extent of INR 9,500 lakhs. The management is expecting the disbursement of the loan in Q2 FY 2024-25 on the fulfilment of certain terms and conditions.

Considering the commitment from the promoters to continue to infuse required funds for the execution of the project, receipt of re-allotment order of land from MIDC and completion of related payment, proposed sanction letter from banks, as well as the future business prospects of the company including fair valuation reports obtained by the company from the independent valuers under IND AS 113, in the opinion of the management there is no impairment of property, plant and equipment and capital work in progress as on date required as on report date.

- l) In the case of Modulex Modular Buildings Private Limited (MMBPL), a subsidiary, attention is drawn to Note 32.1 of the Statement, where one of the independent directors had demanded the fees of INR 96.33 lakhs in FY 2021-22. As mentioned in the same note, we are informed by the management that said former Independent Director was brought on board on the mutual understanding that fees will be accrued / payable on achieving financial closure of the project and since financial closure is not achieved, the fees were not payable to the said director. However, in FY 2021-22 and 2022-23, the company had paid INR 47.18 lakhs as expended goodwill, and the balance amount of INR 61.15 lakhs (including additional liability of INR 12 Lakhs for FY 2022-23) were treated as contingent liabilities in the previous year pending the outcome final dispute/settlement. The entire amount of INR 62.15 lakhs (including the additional liability of INR 1 lakh for the Q1 23-24) is considered as contingent liabilities as on March 31, 2024.
- m) In the case of Give Vinduet Windows and Doors Private Limited (GVWDPL), a subsidiary with reference to Note no 41 of financial statement, the company did not commence their business operations till the date of signing of this report. This condition would raise substantial doubt about the company's ability to continue its operation for the foreseeable future. The Company's ability to continue as a going concern is dependent upon its ability to generate sufficient level of positive cash flows from its future operations and continued financial support of the company.
- However, the company is planning to start its manufacturing activities of windows and doors in the production facilities at Indapur MIDC, Pune which is currently under construction by one of its group companies, Modulex Modular Buildings Pvt. Ltd. (MMBPL). In June 2024, MMBPL got the final re-allotment order from the MIDC and also got term loan sanctions from the banks. It has resumed the preliminary activities to resume the factory work, on completion of which the Company will start its business operations in FY 2025-26. Considering this, the Financial Statements are prepared on a going concern basis.
- n) In the case of Give Vinduet Windows and Doors Private Limited (GVWDPL), a subsidiary has shown TDS receivable amount of INR 71.25 lakhs as on March 31, 2024. However, there is uncertainty regarding the recoverability of this amount since the same has not been deposited by the deductor and therefore it is not reflected in 26AS statement of the Company.
- o) In the case of Give Vinduet Windows and Doors Private Limited (GVWDPL), a subsidiary has not deposited the tax deducted at source (TDS) amount of INR 25.10 lakhs (including provision for interest on TDS of INR 8.85 Lakhs) payable to the income tax department due to liquidity issues. The Company has made provision for interest liability arising due to the delay in depositing TDS.
- p) In the case of Give Vinduet Windows and Doors Private Limited (GVWDPL), a subsidiary reference is invited to Note 40 of the Statement that the Company is not required to obtain registration as a Non-Banking Financial Company (NBFC) as it is neither carrying on any financial activities nor proposing to carry any financial activities as a principal business in future as the revenue generation is mainly affected due to delay in implementing the project. However, the company is taking necessary steps to generate revenue from non-financial assets. Expert opinion has also been sought in this matter and considered.

Our conclusion is not modified with respect to the above matters.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

For each matter below, our description of how our audit addressed the matter is provided in that context. We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the standalone financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the standalone financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying standalone financial statements.

Key Audit Matters	How our audit addressed the key audit matter
<p><i>Investments</i></p> <p>In the case of MCTL(Standalone) during the year 23-24, the Company has made investment in Equity Shares of Give Vinduet Windows & Doors Private Limited (GVWDPL) by allotting 1,78,98,746 no. of Equity Shares of Rs. 10 each at premium of Rs. 3.5299 on preferential basis by swap of shares vide resolution dated 13th May, 2023. On this date, GVWDPL become a subsidiary of Modulex Construction Technologies Limited.</p>	<p><i>Principal Audit Procedures</i></p> <p>Our audit approach consisted of the following audit procedures:</p> <ul style="list-style-type: none"> • Obtained and reviewed the board resolution dated 13th May 2023, which approved the preferential allotment of 1,78,98,746 equity shares of Rs. 10 each at a premium of Rs. 3.5299 per share. • Reviewed the share swap agreement and other related legal documents to ensure that the terms of the transaction were accurately captured and appropriately authorized. • Confirmed compliance with statutory requirements under the Companies Act, 2013, and other relevant regulations governing preferential allotments. • Verified the valuation report to ensure that the investment value was correctly recorded in the financial statements.

<p>Going Concern</p> <p>In the case of MCTL, the total of current liabilities of INR 135.16 lakhs exceeds the total of current assets of INR 4.65 lakhs as at March 31, 2024. Also, the company has incurred a net loss in the current period amounting to INR (143.18) lakhs and negative retained earnings amount to INR (632.37) lakhs including the earlier years. The Company is implementing the project at Pune through its subsidiary company (Modulex Modular Buildings Private Limited) and the progress of the project is slow considering the various factors (including the temporary suspension of the project).</p> <p>This condition would raise substantial doubt about the company’s ability to continue its operation for the foreseeable future. The Company’s ability to continue as a going concern is dependent upon its ability to generate sufficient level of positive cash flows from its future operations and continued financial support of the company.</p>	<p>Principal Audit Procedures</p> <p>Our audit approach consisted of the following audit procedures:</p> <ul style="list-style-type: none"> • Examined the impact of the slow progress and temporary suspension of the Pune project on the company’s overall financial health and liquidity. • Obtained management’s going concern assessment and scrutinized the assumptions underpinning their conclusion that the company will continue as a going concern. • Reviewed agreements and commitments for continued financial support from shareholders, lenders, or other stakeholders, ensuring that these are legally enforceable and sufficient to cover anticipated shortfalls. • Obtained confirmations from key stakeholders regarding their willingness to continue supporting the company through this period of financial difficulty. • Evaluated the consolidation process to ensure that the investment was correctly accounted for and that GVWDPL was appropriately classified as a subsidiary in MCTL’s consolidated financial statements. • Assessed the completeness and accuracy of the disclosures in the financial statements regarding the investment in GVWDPL, including details about the number of shares issued, the premium, and the resultant shareholding. • Verified compliance with the disclosure requirements under relevant accounting standards, including Ind AS 110 (Consolidated Financial Statements) and Ind AS 32 (Financial Instruments: Presentation).
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Other Information

The Holding Company’s Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board’s Report including Annexures to Board’s Report, but does not include the consolidated financial statements and our auditor’s report thereon.

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

In connection with our audit of the Consolidated Financial Statements, our responsibility is to read the other information, compare with the Consolidated Financial Statements of the subsidiaries and associate audited by the other auditors, to the extent it relates to these entities and, in doing so, place reliance on the work of the other auditors and consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. Other information so far as it relates to the subsidiaries is traced from their financial statements audited by the other auditors.

When we read the Director's report, if we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

The Holding 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 consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance (including other comprehensive income), consolidated changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards prescribed under section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015 as amended.

The respective board of directors of the Companies included in the group is responsible for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group 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 consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in Group are responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

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

Further, as part of an audit in accordance with standards on auditing, the auditor exercises professional judgment and maintains professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on the internal financial controls with reference to the consolidated financial statements and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

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

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

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

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

Other Matter

The financial statements of the Company for the year ended March 31, 2023, included in these Consolidated financial statements, have been audited by the predecessor auditor who expressed an unmodified opinion on those statements on May 30, 2023.

Report on other legal and regulatory requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
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 relating to preparation of the aforesaid consolidation of the financial statements have been kept so far as it appears from our examination of those books and reports of the other auditors, except for the matters stated in the paragraph 2 (i) (vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
 - c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated financial statements;
 - d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
 - e) The matter covered under para 'material uncertainty related to going concern' may have an adverse effect on the functioning of the Group.
 - f) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2024 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies, none of the directors of the Group companies, its subsidiaries companies is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164(2) of the Act.

- g) With respect to the maintenance of accounts and other matters connected therewith, reference is made to our remarks in paragraph 19(b) above on reporting under Section 143(3)(b) and paragraph 19(h)(vi) below on reporting under Rule 11(g) of the Rules.
- h) With respect to the adequacy of internal financial controls with reference to consolidated financial statements of the Group and the operating effectiveness of such controls, refer to our separate report in “**Annexure A**”.
- i) With respect to the other matters to be included in the Auditor’s Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us;
- j) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Rules, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Group has no pending litigations that affect its financial position in its Consolidated Financial Statements except for the matter described in note 38 of Consolidated financial statements;
 - ii. The Group has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Group.
 - iv.
 - a) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the Note 44 and 45 of consolidated financial statements, in the current year, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or its subsidiary and associate which are companies incorporated in India to or in any other persons or entities, including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever (“Ultimate Beneficiaries”) by or on behalf of the Holding Company or its subsidiary and associate which are companies incorporated in India or provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
 - b) The management has represented, that, to the best of its knowledge and belief, other than as disclosed in the Note 44 and 45 of consolidated financial statements, in the current year, no funds have been received by the Holding Company or its subsidiary and associate which are companies incorporated in India from any persons or entities, including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Holding Company or its subsidiary and associate which are companies incorporated in India shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever (“Ultimate Beneficiaries”) by or on behalf of the Funding Parties or provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries.

- c) Based on such audit procedures that we considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.
- v. The Group has not declared or paid dividend during the year and hence, our reporting with respect to compliance with section 123 of the Act does not arise.
- vi. Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account which have a feature of recording audit trail (edit log) facility and that has operated throughout the year for all relevant transactions recorded in accounting software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with in respect of accounting software.

For Dhadda & Associates

Chartered Accountants

Firm Registration No: 013807S

Harsha Ramnani

Partner

Membership No: 411766

UDIN: 24411766BKFKEV4327

Place: Jaipur

Date: July 5, 2024

ANNEXURE A TO INDEPENDENT AUDITORS’ REPORT

Referred to in paragraph 1 of the Independent Auditors’ Report of even date to the members of Modulex Construction Technologies Limited on the Consolidated Financial Statements as of and for the year ended March 31, 2024.

In terms of the information and explanations sought by us and given by the company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

21. Qualifications or adverse remarks by the respective auditors in the Companies (Auditors Report) Order (CARO) reports of the companies included in the consolidated financial statements are:

S. No.	Name of the Company	CIN	Relationship with the Holding Company	Clause number of the CARO report which is qualified or is adverse
1.	Modulex Modular Buildings Private Limited	U25999PN2008PTC217684	Subsidiary Company	3 (b), 7(a)
2.	Give Vinduet Windows and Doors Private Limited	U28111KL2011PTC028899	Subsidiary Company	3 (b), 7(a)

For Dhadda & Associates

Chartered Accountants

Firm Registration No: 013807S

Harsha Ramnani

Partner

Membership No: 411766

UDIN: 24411766BKFKEV4327

Place: Jaipur

Date: July 5, 2024

ANNEXURE B TO INDEPENDENT AUDITOR'S REPORT

Referred to in paragraph 2 (h) of “Report on Other Legal and Regulatory Requirements” of our report of even date.

Report on the Internal Financial Controls with reference to Consolidated Financial Statements under clause (i) of sub-section 3 of Section 143 of the Act

In conjunction with our audit of the consolidated financial statements of Modulex Construction Technologies Limited (hereinafter referred to as the “Holding Company”) as of and for the year ended March 31, 2024, we have audited the internal financial controls with reference to consolidated financial statements of the Holding Company and its subsidiaries (the Holding Company and its subsidiaries together referred to as “the Group”), which are companies incorporated in India, as of that date.

Management’s Responsibility for Internal Financial Controls

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

Auditor’s Responsibility

Our responsibility is to express an opinion on the Holding Company’s internal financial controls with reference to consolidated financial statements 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, specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both, issued by ICAI. 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 with reference to consolidated financial statements 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 with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements.

Meaning of Internal Financial Controls with Reference to Consolidated Financial Statements

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

Inherent Limitations of Internal Financial Controls with Reference to Consolidated Financial Statements

Because of the inherent limitations of internal financial controls with reference to consolidated financial statements, 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 with reference to consolidated financial statements to future periods are subject to the risk that the internal financial controls with reference to consolidated financial statements 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 Group, which are companies incorporated in India, have, maintained in all material respects, adequate internal financial controls with reference to consolidated financial statements and such internal financial controls with reference to consolidated financial statements were operating effectively as at March 31, 2024, based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

Other Matters

Our report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements of the Holding Company, in so far as it relates to these two subsidiaries, which are companies incorporated in India, is based on the corresponding reports of the auditors of such subsidiaries, associates and joint ventures incorporated in India.

For Dhadda & Associates

Chartered Accountants

Firm Registration No: 013807S

Harsha Ramnani

Partner

Membership No: 411766

UDIN: 24411766BKFKEV4327

Place: Jaipur

Date: July 5, 2024

Modulex Construction Technologies Limited
(CIN: L25999PN1973PLC182679)
CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2024

(INR in lakhs)

Particulars	Note No	As at 31st March 2024	As at 31st March 2023
I. ASSETS			
Non-current assets			
Property, plant and equipment	5	284.27	689.06
Other Intangible Assets	5	-	-
Goodwill on Consolidation	6	25903.09	25731.20
Capital work in progress	5.1	3254.54	3254.54
<u>Financial assets:</u>			
Investments	7	6.75	60.15
Other non-current assets	8	666.76	371.75
		30115.41	30106.68
Current assets			
<u>Financial assets:</u>			
Cash and cash equivalents	9	1.45	3.48
Bank balances other than cash and cash equivalents	10	-	-
Loans and Advances	11	16.38	12.96
Other financial assets	12	3.80	6.88
Other current assets	13	396.41	205.20
		418.05	228.52
Total		30533.45	30335.20
II. EQUITY AND LIABILITIES			
Equity			
Share Capital	14	6920.18	5130.30
Other equity	15	20778.89	20801.86
Non Controlling interest	16	204.09	34.89
		27903.15	25967.06

Modulex Construction Technologies Limited
(CIN: L25999PN1973PLC182679)
CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2024

(INR in lakhs)

Particulars	Note No	As at 31st March 2024	As at 31st March 2023
Liabilities			
Non-current liabilities			
<u>Financial liabilities:</u>			
Borrowings	17	-	179.65
Other financial liabilities	18	33.63	78.29
Provisions	19	41.79	37.92
		75.42	295.86
Current Liabilities			
<u>Financial liabilities:</u>			
Borrowings	20	533.89	1672.90
Lease liabilities	5.4	-	396.16
Trade payables	21		
Payable to micro enterprises and small enterprises		16.56	23.01
Payable to others		100.71	211.76
Other financial liabilities	22	800.40	1205.78
Other current liabilities	23	1077.79	542.25
Provisions	24	25.54	20.42
		2554.88	4072.28
Total		30533.45	30335.20
Material Accounting Policies			
The accompanying notes form an integral part of the Consolidated financial statements.			

As per our report of even date attached

For M/S Dhadda & Associates
Chartered Accountants
Firm Registration No : 013807S

Harsha Ramnani
Partner
Membership No. 411766

Place: Jaipur
Date : 05th July, 2024

For and on behalf of the Board of
Modulex Construction Technologies Limited

Suchit Punnose
Director
(DIN 02184524)

Mahendra Kumar Bhurat
Chief Financial Officer
(PAN AJIPB3300M)

Ajay Palekar
Managing Director
(DIN 02708940)

Bhoomi Mewada
Company Secretary
(M.No. A34561)

Modulex Construction Technologies Limited

(CIN: L25999PN1973PLC182679)

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2024

(INR in lakhs)

Particulars	Notes	For the year ended March 31, 2024	For the year ended March 31, 2023
INCOME			
Revenue from operations	25	-	-
Other income	26	115.54	29.59
TOTAL INCOME (I)		115.54	29.59
EXPENSES			
Employee benefits expense	27	207.48	242.14
Finance costs	28	72.55	228.23
Depreciation	29	9.24	9.84
Other expenses	30	500.29	539.85
TOTAL EXPENSES (II)		789.55	1020.06
(III) (Loss) before Share in (Loss) of Associates, exceptional items and tax (I-II)		(674.01)	(990.47)
(IV) Share in (Loss) of Associates (net of tax)	45	-	(1.79)
(V) (Loss) before exceptional item and tax (III-IV)		(674.01)	(992.26)
(VI) Exceptional item		-	88.34
(VII) (Loss) before tax (V - VI)		(674.01)	(903.91)
(VIII) Tax expense			
Current tax		24.20	-
Short / (excess) of tax provision pertaining to earlier years		(7.54)	0.30
Deferred tax	40	-	-
(IX) (Loss) after tax for the year (VII-VIII)		(690.68)	(904.22)
(X) Other comprehensive income (net of tax)			
Items that will not be reclassified to profit or loss			
Change in fair value of the equity instruments		-	11.46
Remeasurement of the defined benefit plans (Net)		0.56	(7.27)
Items that will be reclassified to profit or loss		-	-
(XI) Total comprehensive income (net of tax)		(691.24)	(908.41)
(X+XI)			

Modulex Construction Technologies Limited
(CIN: L25999PN1973PLC182679)

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2024
(INR in lakhs)

Particulars	Notes	For the year ended March 31, 2024	For the year ended March 31, 2023
(Loss) for the year attributable to:			
Owners of the Group		(689.86)	(902.98)
Non-Controlling Interest		(0.82)	(1.24)
Other Comprehensive Income for the period attributable to:			
Owners of the Group		(0.56)	(4.20)
Non-Controlling interests		0.00	0.01
Other comprehensive income for the year (net of tax)		(0.56)	(4.19)
Total comprehensive income for the year (net of tax)		(691.24)	(908.41)
Attributable to			
Owners of the Group		(690.42)	(907.18)
Non-Controlling Interest		(0.82)	(1.23)
Earnings per equity share Nominal value of share Rs.10 each (Previous year: Rs 10 each)			
Basic		(1.03)	(1.76)
Diluted		(1.03)	(1.76)
Material Accounting Policies			
The accompanying notes form an integral part of the Consolidated financial statements			

As per our report of even date attached

For M/S Dhadda & Associates
Chartered Accountants
Firm Registration No : 013807S

For and on behalf of the Board of
Modulex Construction Technologies Limited

Harsha Ramnani
Partner
Membership No. 411766

Suchit Punnose
Director
(DIN 02184524)

Ajay Palekar
Managing Director
(DIN 02708940)

Place: Jaipur
Date : 05th July, 2024

Mahendra Kumar Bhurat
Chief Financial Officer
(PAN AJIPB3300M)

Bhoomi Mewada
Company Secretary
(M.No. A34561)

Modulex Construction Technologies Limited
(CIN: L25999PN1973PLC182679)
CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR MARCH 31, 2024

(INR in lakhs)

Sr. No.	Particulars	For the year ended 31st March 2024	For the year ended 31st March 2023
A.	Cash Flow From Operating Activities		
	Net loss after exceptional item, share of (Loss) of Associate and before tax	(674.01)	(903.91)
	Adjustments for Non-Cash and Non-Operating Items :		
	Depreciation and Amortisation	9.24	9.84
	Exceptional item	-	(88.34)
	Interest income on deposit, investment and Income tax refund	(0.50)	(13.09)
	Gain/Loss on financial instruments at fair value through profit and loss	(75.95)	16.29
	Liabilities no longer required written back	(8.84)	(10.83)
	Finance Cost	72.55	228.23
	Property, plant and equipment write off	-	0.45
	Share in (Loss) of Associates (net of tax)	-	1.79
	Other Income	(30.26)	-
	Operating Profit before Working Capital Changes	(707.76)	(759.58)
	Movement in working capital:		
	(Increase) / Decrease in current and non current assets	241.69	8.31
	Increase / (Decrease) in current and non current liabilities	(389.33)	267.19
	Net Cash Generated from Operating Activities	(855.40)	(484.09)
	Current tax	-	-
	Short / (excess) of tax provision pertaining to earlier years	-	-
	Income Tax paid (Net of Refund)	-	(0.30)
	Net Cash Flow (used in) operating activity (A)	(855.40)	(484.39)
B.	Cash Flow From Investing Activities		
	Interest Received on Fixed Deposit	0.11	0.23
	Interest Received on Compulsory Convertible Debenture and others	-	11.01
	Sale of Shares	0.00	-
	Maturity proceeds from Fixed deposit	-	5.00
	Unsecured Loan given to Company in which Directors are interested	(3.00)	(5.00)
	Derecognition of investment in equity shares of subsidiary (RRASPL)	-	290.76
	Recognition of property, plant and equipment Including capital work in progress (Net of Capital advances and Capital creditors)	-	(7.80)
	Proceeds from unsecured loan given above	-	48.72
	Capital Advance for leasehold land	(193.60)	-
	Net Cash (used in) / generated from investing activities (B)	(196.48)	342.92

Modulex Construction Technologies Limited
(CIN: L25999PN1973PLC182679)

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2024

(INR in lakhs)

Sr. No.	Particulars	For the year ended 31st March 2024	For the year ended 31st March 2023
C.	Cash Flow From Financing Activities		
	Issue of Share Capital (Including Security Premium)	2474.98	50.56
	Proceeds from unsecured borrowings from Company in which Directors are interested	-	61.71
	Share Application money pending for allotment	-	36.00
	Proceeds from borrowings from Directors	130.89	23.30
	Interest Paid	(28.46)	-
	Repayment of borrowings to related parties	(1907.71)	(39.23)
	Transaction cost for increase in authorised share capital / Shares Issue Expenses	(13.54)	(19.00)
	Proceeds from borrowings from other company	393.70	-
	Net cash flow generated from financing activities (C)	1049.86	113.34
	Net Increase/(Decrease) in cash and cash equivalents (A+B+C)	(2.03)	(28.13)
	Reconciliation of Cash and Cash Equivalents with the Balance Sheet		
	Cash & Cash Equivalent at the beginning of the year	3.48	31.61
	Cash & Cash Equivalent at the end of the year	1.45	3.48
	Net Increase/(Decrease) in cash and cash equivalents	(2.03)	(28.13)

Notes:

- Consolidated Cash flow statement has been prepared under the indirect method as set out in IND AS 7: “Statement of Cash Flows” notified under section 133 of the Companies Act, 2013.
- Figures in the brackets indicates Cash Outflow.
- Previous years figures have been regrouped / reclassified wherever applicable.
- Refer note 44 for Changes in financing liabilities

As per our report of even date attached

For M/S Dhadda & Associates
Chartered Accountants
Firm Registration No : 013807S

Harsha Ramnani
Partner
Membership No. 411766

Place: Jaipur
Date : 05th July, 2024

For and on behalf of the Board of
Modulex Construction Technologies Limited

Suchit Punnose
Director
(DIN 02184524)

Mahendra Kumar Bhurat
Chief Financial Officer
(PAN AJIPB3300M)

Ajay Palekar
Managing Director
(DIN 02708940)

Bhoomi Mewada
Company Secretary
(M.No. A34561)

Modulex Construction Technologies Limited
(CIN: L25999PN1973PLC182679)

CONSOLIDATED STATEMENT OF CHANGE IN THE EQUITY AS ON MARCH 31, 2024

(a) Equity Share Capital

(INR in lakhs)

Particulars	Number of Shares	Amount (in Rs)
As at 1 April 2022	5,06,91,111	5069.11
Add : Due to derecognition of investment in Subsidiary	6,11,929	61.19
As at 31st March 2023 (Excluding group holding)	5,13,03,040	5130.30
As at 1 April 2023	5,13,03,040	5130.30
Add : Issue of equity share capital	1,78,98,746	1789.87
As at 31 March 2024	6,92,01,786	6920.18

(b) Other Equity

Particulars	Reserves & Surplus				Other Reserves	Share application money pending allotment	Total	Non-controlling Interest (NCI)
	Capital Reserve	General Reserve	Securities Premium	Retained Earnings				
As at 1st April 2022	97.45	(85.42)	28501.81	(6717.22)	(119.05)	-	21677.58	89.42
Add:								
Add: Transaction Cost on the Equity Instruments	-	-	-	-	(19.00)	-	(19.00)	-
Total loss for the year	-	-	-	(902.98)	-	-	(902.98)	(1.24)
Other Comprehensive Loss	-	-	-	(4.20)	-	-	(4.20)	0.01
Effects of changes in Interest in Subsidiary (MMBPL)	-	-	-	14.46	-	-	14.46	36.10
Effect of loss of control	-	-	-	-	-	-	-	(89.39)
Total comprehensive Loss for the year	-	-	-	(892.72)	-	-	(892.72)	(54.52)
Share Application Money (Pending for allotment)	-	-	-	-	-	36.00	36.00	-
As at 31st March 2023	97.45	(85.42)	28501.81	(7609.93)	(138.05)	36.00	20801.86	34.89
As at 1st April 2023	97.45	(85.42)	28501.81	(7609.93)	(138.05)	36.00	20801.86	34.89
Add:								
Add: Transaction Cost on the Equity Instruments	-	-	-	-	(13.54)	-	(13.54)	-
Add: Securities Premium Received during the period	-	717.11	-	-	-	-	717.11	-
Add:-Share Forfeited A/c	-	-	-	(0.13)	-	-	(0.13)	-
Total loss for the year	-	-	-	(689.86)	-	-	(689.86)	(0.82)
Other Comprehensive Loss	-	-	-	(0.56)	-	-	(0.56)	0.00
Effects of changes in Interest in Subsidiary (MMBPL)	-	-	-	-	-	-	-	-
Effect of loss of control	-	-	-	-	-	-	-	-
Total comprehensive Loss for the year	-	-	-	(690.54)	-	-	(690.54)	(0.82)
Add: Effects of changes in Interest in Subsidiary (GVWDPL)	-	-	-	-	-	-	-	170.01
Share Application Money (Pending for allotment)	-	-	-	-	-	(36.00)	(36.00)	-
As at 31st March 2024	97.45	631.69	28501.81	(8300.48)	(151.59)	0.00	20778.89	204.09

Material Accounting Policies

The accompanying notes form an integral part of these financial statements.

As per our attached report of even date

For M/S Dhadda & Associates
Chartered Accountants
Firm Registration No : 0138075

For and on behalf of the Board of
Modulex Construction Technologies Limited
(CIN: L25999PN1973PLC182679)

Harsha Ramnani
Partner
Membership No. 411766

Suchit Punnose
Director
(DIN 02184524)

Ajay Palekar
Managing Director
(DIN 02708940)

Place: Jaipur
Date : 05th July, 2024

Mahendra Kumar Bhurat
Chief Financial Officer
(PAN AJIPB3300M)

Bhoomi Mewada
Company Secretary
(M.No. A34561)

Notes to Consolidated Financial Statements for the year ended 31st March 2024

1. Corporate information

Modulex Construction Technologies Limited (“the Company or the Holding Company”) is a Company registered under the Companies Act, 1956. The Holding Company was incorporated on 24th May, 1973 with the CIN of the Company is L25999PN1973PLC182679. It was originally incorporated with the name, “Tumus Electric Corporation Limited”. Its name has changed to, “Modulex Construction Technologies Limited” with effect from 14th December, 2018. The Holding Company is primarily engaged in the production, building, supplying, fabricating and manufacture of modular steel buildings and currently project is being implemented at Pune, Maharashtra through its subsidiary.

The Board of Directors of Holding Company approved the Consolidated Financial Statements for the year ended March 31, 2024 on 05th July 2024.

2. Basis of preparation and presentation of Consolidated Financial Statements

2.1 Statement of Compliance

The Consolidated Financial Statements of the Holding Company and its subsidiaries (“the Group”) have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) read with Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time. Further, these Consolidated Financial Statements have been presented as per requirements of Division II of Schedule III to the Act, (Ind AS compliant Schedule III), as amended from time to time.

2.2 Basis of Measurement

These Consolidated Financial Statements have been prepared on the historical cost basis except for certain assets and liabilities that are measured at fair values at the end of each reporting period, as explained in the material accounting policies.

2.3 Basis of Consolidation

The consolidated financial statements comprise the financial statements of the Holding Company and its subsidiaries, as at 31 March 2024. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

- Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee)
- Exposure, or rights, to variable returns from its involvement with the investee, and
- The ability to use its power over the investee to affect its returns

Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement with the other vote holders of the investee
- Rights arising from other contractual arrangements
- The Group's voting rights and potential voting rights
- The size of the group's holding of voting rights relative to the size and dispersion of the holdings of the other voting rights holders

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

2.4 Principal of Consolidation

The Group consolidates entities which it controls. The consolidated financial statements comprise the financial statements of the Holding Company and its subsidiaries:

- Modulex Construction Technologies Private Limited ("The Company" or "the Holding Company")
- Modulex Modular Building Private Limited ("Subsidiary") [**% of holding as on 31st March 2024: 99.62% (As on 31st March 2023: 99.67%)**]
- Give Vinduet Windows And Doors Private Limited ("Subsidiary") (W.e.f. 13th May, 2023) [**% of holding as on 31st March 2024: 88.48% (As on 31st March 2023: NIL%)**]

The group combines the financial statements of the parent and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. Intercompany transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset.

The financial statements of the Subsidiaries used in the consolidation are drawn up to the same reporting date as that of the Holding Company, i.e. 31st March, 2024 (Previous year: 31st March 2023).

The excess of cost to the Group, of its investment in the subsidiaries over the Group's share of equity is recognized in the consolidated financial statements as Goodwill and tested for impairment annually.

The consolidated financial statements are prepared to the extent possible using uniform accounting policies for like transactions and other events in similar circumstances and are presented to the extent possible, in the same manner as the Company's separate financial statements.

Non-controlling interests in the Consolidated Financial Statements are shown separately in the consolidated statement of profit and loss, consolidated statement of changes in equity and balance sheet respectively.

2.5 Changes in Holding Company’s ownership interest in existing subsidiary or sub-subsidiary

Changes in the Holding Company’s ownership interests in subsidiary or sub-subsidiary that do not result in the Holding losing control over the subsidiary or sub-subsidiary are accounted for as equity transactions. The carrying amounts of the Holding Company’s interest and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiary or sub-subsidiary. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognized directly in equity and attributed to shareholders of the Holding Company.

When the Holding Company loses control of a subsidiary, a gain or loss is recognized in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interest.

2.6 Use of material accounting estimates, judgements & assumptions and key sources of estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Holding Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Holding Company. Such changes are reflected in the assumptions when they occur.

a) Fair Value measurements of financial instruments

When the fair values of financial assets and financial liabilities recorded in the Consolidated balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques, including the discounted cash flow model, which involve various judgements and assumptions. Changes in judgements and assumptions could affect the reported fair value of consolidated financial instruments.

b) Contingencies

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

c) Recognition of deferred tax asset

Deferred tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which such deferred tax assets can be utilized. Currently, the Group has not recognised the deferred tax on unused tax losses / unused tax credits. Any increase in probability of future taxable profit will result into recognition of unrecognised deferred tax assets.

d) Measurement of defined benefit plan

The present value of the gratuity obligation is determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate; future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

e) Impairment of property, plant and equipment, Rights of use assets and Capital work in progress

Assets that are subject to depreciation and amortization and other assets are reviewed for impairment, whenever events or changes in circumstances indicate that carrying amount may not be recoverable. Such circumstances include, though are not limited to, significant or sustained decline in revenues or earnings and material adverse changes in the economic environment

Market related information and estimates are used to determine the recoverable amount. Key assumptions on which management has based its determination of recoverable amount include estimated long term growth rates, weighted average cost of capital and estimated operating margins. Cash flow projections take into account past experience and represent management's best estimate about future developments.

f) Property, plant & equipment and intangible assets

The Group has estimated the useful life, residual value and method of depreciation / amortisation of property, plant & equipment and intangible assets based on its internal technical assessment. Property, plant & equipment and intangible assets represent a significant proportion of the asset base of the Group. Further the Group has estimated that scrap value of property, plant & equipment would be able to cover the residual value of property, plant & equipment.

Therefore, the estimates and assumptions made to determine useful life, residual value and method of depreciation / amortisation are critical to the Group's financial position and performance.

2.7 Measurement of Fair values

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. A fair value measurement assumes that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal market or the most advantageous market must be accessible to the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the consolidated financial statements are categorized within the fair value hierarchy based on the lowest level input that is significant to the fair value measurement as a whole. The fair value hierarchy is described as below:

Level 1 – unadjusted quoted price in active markets for identical assets and liabilities.

Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 – unobservable inputs for the asset or liability. Fair values are determined in whole or in part using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

For assets and liabilities that are recognised in the Consolidated Financial Statements at fair value on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization at the end of each reporting year.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of fair value hierarchy.

2.8 Functional and presentation of currency

The Consolidated Financial Statements are presented in Indian Rupees (INR) which is the functional currency of the Group and all values are rounded to the nearest lacs, except where otherwise indicated.

3. Material Accounting policies

3.1 Classification of Current and Non-current

All assets and liabilities have been classified as current or non-current as per the Group's normal operating cycle and other criteria set out in the schedule III to the Act. Based on the nature of products / services and time between acquisition of assets for processing / rendering of services and their realization in cash and cash equivalents, the Group has ascertained the operating cycle as twelve months for the purpose of current or non-current classification of assets and liabilities.

3.2 Property, plant and equipment('PPE') and Depreciation

- a.** Property, plant and equipment are stated at cost of acquisition / construction less accumulated depreciation and accumulated impairment losses, if any. Gross carrying amount of all property, plant and equipment are measured using cost model.

- b. Cost of an item of property, plant and equipment includes purchase price including non - refundable taxes and duties, borrowing cost directly attributable to the qualifying asset, any costs directly attributable to bringing the asset to the location and condition necessary for its intended use and the present value of the expected cost for the dismantling/ decommissioning of the asset.
- c. Cost of assets not ready for intended use, as on the Consolidated Balance Sheet date, is shown as capital work in progress. Capital work in progress is stated at cost, net of impairment losses, if any. Expenditure directly relating to construction phase is capitalized. Indirect expenditure incurred during construction period is capitalized as part of the indirect construction cost to the extent it is related to construction or is incidental thereto. Other indirect expenditure incurred during the construction period which is not related to the construction activity nor is incidental thereto is charged to the Statement of Profit and Loss. Any incidental income arising directly in relation to the project is reduced from the project.
- d. Parts (major components) of an item of property, plant and equipment having different useful lives are accounted as separate items of property, plant and equipment.
- e. Subsequent expenditure related to an item of property, plant and equipment are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance.
- f. Property, plant and equipment are eliminated from consolidated financial statements either on disposal or when retired from active use. Assets held for disposal are stated at net realizable value. Losses arising in the case of retirement of property, plant and equipment and gains or losses arising from disposal of property, plant & equipment are recognized in the consolidated statement of profit and loss in the year of occurrence.

g. Depreciation

Depreciation on property, plant and equipment (other than freehold land and capital work in progress) is provided on a written down value (WDV) over their useful lives which is in consonance of useful life mentioned in Schedule II to the Companies Act, 2013. Assets acquired under lease are depreciated on straight line basis over the shorter of the lease term and their useful lives.

Depreciation methods, useful lives and residual values are reviewed periodically, including at the end of each financial year and adjusted prospectively.

In case of assets purchased or derecognized during the year, depreciation on such assets is calculated on pro-rata basis from the date of such addition or as the case may be, up to the date on which such asset has been derecognized.

3.3 Intangible assets and amortization

Intangible assets are stated at cost of development or consideration paid for acquisition less accumulated amortisation and accumulated impairment loss, if any. Intangible assets are recognised only if it is probable that the future economic benefits attributable to the asset will flow to the enterprise and the cost of asset can be measured reliably. Intangible assets comprise of Web designing and is amortised over its useful life which is presently estimated to be 5 years.

The useful lives and methods of amortisation of intangible assets are reviewed at each Consolidated balance sheet date and in case of any changes, effect of the same is given prospectively.

3.4 Impairment of non-financial assets

The carrying amounts of assets are reviewed at each balance sheet date for any indication of impairment based on internal / external factors. An impairment loss is recognised wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the higher of a) fair value of assets less cost of disposal and b) its value in use. Value in use is the present value of future cash flows expected to derive from an assets or Cash-Generating Unit (CGU).

Based on the assessment done at each balance sheet date, recognised impairment loss is further provided or reversed depending on changes in circumstances. After recognition of impairment loss or reversal of impairment loss as applicable, the depreciation charge for the asset is adjusted in future periods to allocate the asset's revised carrying amount, less its residual value (if any), on a systematic basis over its remaining useful life. If the conditions leading to recognition of impairment losses no longer exist or have decreased, impairment losses recognised are reversed to the extent it does not exceed the carrying amount that would have been determined after considering depreciation had no impairment loss been recognised in earlier years.

3.5 Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

(a) Financial Assets:

I. Initial measurement:

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income (OCI), and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. The business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both.

II. Subsequent measurement:

a. Financial assets at amortised cost

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

b. Financial assets at fair value through other comprehensive income.

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows on specified dates that are solely payments of principal and interest on the principal amount outstanding and selling financial assets.

c. Financial assets at fair value through profit or loss

Financial assets are measured at fair value through profit or loss unless they are measured at amortised cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognised in consolidated statement of profit and loss.

III. Derecognition

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

IV. Impairment:

A financial asset is regarded as credit impaired or subject to significant increase in credit risk, when one or more events that may have detrimental effect on estimated future cash flow of the assets have occurred. The Group applies expected credit loss model recognizing impairment loss on financial assets. The Group follows 'simplified approach' for recognition of impairment loss allowance on trade receivables.

(b) Financial Liabilities:

I. Initial recognition and measurement:

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

II. Subsequent measurement

a. Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognised in the consolidated statement of profit and loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ losses are not subsequently transferred to consolidated statement of profit and loss. However, the Group may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the consolidated statement of profit and loss. The Group has not designated any financial liability as at fair value through profit or loss.

b. Financial liabilities at amortized cost (Loans and Borrowings)

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the Effective Interest Rate (EIR) method. Gains and losses are recognised in consolidated statement of profit and loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the consolidated statement of profit and loss.

III. Derecognition:

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the consolidated statement of profit and loss.

(c) Compound financial instruments

The liability component of a compound financial instrument is recognised initially at fair value of a similar liability that does not have an equity component. The equity component is recognised initially as the difference between the fair value of the compound financial instrument as a whole and the fair value of the liability component. Any directly attributable transaction costs are allocated to the liability and the equity components, if material, in proportion to their initial carrying amounts.

Subsequent to the initial recognition, the liability component of a compound financial instrument is measured at amortised cost using the effective interest rate method. The equity component of a compound financial instrument is not re-measured subsequent to initial recognition except on conversion or expiry.

(d) Offsetting of financial instruments

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

(e) Re-classification

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

3.6 Non-current assets held for sale

The Group classifies non-current assets as held for sale if their carrying amounts will be recovered principally through a sale rather than through continuing use. Non-current assets classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell. Costs to sell are the incremental costs directly attributable to the disposal of an asset, excluding finance costs and income tax expense.

The criteria for held for sale classification is regarded as met only when the sale is highly probable, and the asset is available for immediate sale in its present condition. Actions required to complete the sale should indicate that it is unlikely that significant changes to the sale will be made or that the decision to sell will be withdrawn. Management must be committed to the sale and the sale expected within one year from the date of classification.

3.7 Income Taxes

(a) Current tax:

Tax expenses for the year comprises of current tax, deferred tax charge or credit and adjustments of taxes for earlier years. In respect of amounts adjusted outside profit or loss (i.e. in other comprehensive income or equity), the corresponding tax effect, if any, is also adjusted outside profit or loss.

Provision for current tax is made as per the provisions of Income Tax Act, 1961.

(b) Deferred tax:

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax liabilities are recognised for all taxable

temporary differences, and deferred tax assets are recognised for all deductible temporary differences, carry forward tax losses and allowances to the extent that it is probable that future taxable profits will be available against which those deductible temporary differences, carry forward tax losses and allowances can be utilised.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxation authority.

Deferred tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which such deferred tax assets can be utilized. In situations where the Group has unused tax losses and unused tax credits; deferred tax assets are recognised only if it is probable that they can be utilized against future taxable profits. Deferred tax assets are reviewed for the appropriateness of their respective carrying amounts at each Balance Sheet date.

At each reporting date, the Group re-assesses unrecognised deferred tax assets. It recognises previously unrecognised deferred tax assets to the extent that it has become probable that future taxable profit allows deferred tax assets to be recovered.

3.8 Cash and cash equivalents

Cash and cash equivalents include cash in hand, bank balances and any deposits with original maturities of three months or less (that are readily convertible to known amounts of Cash and cash equivalents and subject to an insignificant risk of changes in value). However, for the purpose of the Consolidated Statement of cash flows, in addition to above items, any bank overdrafts / cash credits that are integral part of the Group's cash management, are also included as a component of Cash and cash equivalents.

3.9 Provisions, contingent liabilities and contingent assets

(a) Provisions:

A provision is recognised when the Group has a present obligation (legal or constructive) as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. If the effect of time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risk specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

(b) Contingency liability:

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

(c) Contingent assets:

The Group does not recognize a contingent asset but discloses its existence in the consolidated financial statements if the inflow of economic benefits is probable. However, when the realisation of income is virtually certain, then the related asset is no longer a contingent asset, but it is recognised as an asset.

3.10 Revenue recognition

The Group recognises revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. A 5-step approach is used to recognise revenue as below:

Step 1: Identify the contract(s) with the customer

Step 2: Identify the performance obligation in the contract

Step 3: Determine the transaction price

Step 4: Allocate the transaction price to the performance obligations in the contract

Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation.

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and it can be reliably measured. Revenue is measured at the fair value of consideration received or receivable.

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included and classified under the head “other income” in the consolidated statement of profit and loss.

3.11 Borrowing Costs

Borrowing costs attributable to the acquisition of a qualifying asset are capitalized as part of the cost of the asset till the asset is ready for its intended use and borrowing costs are being incurred. A qualifying asset is an asset that necessarily takes a substantial period of time to get ready for its intended use. All other borrowing costs are recognized as an expense in the period in which they are incurred. Borrowing cost includes interest expense incurred in connection with borrowing of funds and exchange difference arising from foreign currency borrowings to the extent they are regarded as an adjustment to the Interest cost.

3.12 Leases

Group as a lessee

The Group’s lease asset classes primarily consist of leasehold land. The Group assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether:

- (i) the contract involves the use of an identified asset
- (ii) the Group has substantially all of the economic benefits from use of the asset through the period of the lease and

(iii) the Group has the right to direct the use of the asset.

At the date of commencement of the lease, the Group recognizes a right-of-use (ROU) asset and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of 12 months or less (short-term leases) and low value leases. For these short-term and low-value leases, the Group recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

3.13 Employee Benefits

(a) Short term employee benefit

All employee benefits falling due wholly within twelve months of rendering the service are classified as short-term employee benefits and they are recognised as an expense at the undiscounted amount in the Consolidated Statement of Profit and Loss in the period in which the employee renders the related service.

(b) Post-employment benefits

I. Defined Contribution Plan

The defined contribution plan is post-employment benefit plan under which group contributes fixed contribution to a government administered fund and will have no obligation to pay further contribution. The group's contribution to defined contribution plans is recognized in the Consolidated Statement of Profit and Loss in the period in which the employee renders the related service.

II. Defined Benefit Plan

The liability recognized in the consolidated balance sheet in respect of defined benefit gratuity plan is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by independent actuaries using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of government bond and that have terms to maturity approximating to the terms of the related gratuity.

Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Group recognises the following changes in the net defined benefit obligation as an expense in the consolidated statement of profit and loss:

- Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and
- Net interest expense or income

3.14 Earnings per share ('EPS')

Basic earnings per share are calculated by dividing the consolidated net profit or loss (after tax) for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the period and all periods presented is adjusted for events of bonus issue and share split.

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

3.15 Consolidated Cash Flow Statement

Cash Flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Group are segregated.

3.16 Investment in associate

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies

The Group's investments in its associate are accounted for using the equity method. Under the equity method, the investment in an associate is initially recognised at cost. The carrying amount of the investment is adjusted to recognise changes in the Group's share of net assets of the associate since the acquisition date. Goodwill relating to the associate is included in the carrying amount of the investment and is not tested for impairment individually.

The Consolidated Statement of profit and loss reflects the Group's share of the results of operations of the associate. Any change in OCI of those investees is presented as part of the Group's OCI. In addition, when there has been a change recognised directly in the equity of the associate, the Group recognises its share of any changes, when applicable, in the statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and the associate are eliminated to the extent of the interest in the associate.

If an entity's share of losses of an associate equal or exceeds its interest in the associate (which includes any long-term interest that, in substance, form part of the Group's net investment in the associate), the entity discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate. If the associate subsequently reports profits, the entity resumes recognising its share of those profits only after its share of the profits equals the share of losses not recognised.

The aggregate of the Group's share of profit or loss of an associate is shown on the face of the Consolidated Statement of profit and loss outside operating profit. The Separate financial statements of the associate are prepared for the same reporting period as the Group. When necessary, adjustments are made to bring the accounting policies in line with those of the Group.

The Consolidated financial statements of the associate are prepared for the same reporting period as the Group. When necessary, adjustments are made to bring the accounting policies in line with those of the Group.

After application of the equity method, the Group determines whether it is necessary to recognise an impairment loss on its investment in its associate or joint venture. At each reporting date, the Group determines whether there is objective evidence that the investment in the associate is impaired. If there is such evidence, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate its carrying value, and then recognises the loss as 'Share of profit or loss of an associate in the Consolidated Statement of profit and loss. Upon loss of significant influence over the associate or joint control over the joint venture, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate upon loss of significant influence or joint control and the fair value of the retained investment and proceeds from disposal is recognised in profit or loss.

4 Standards notified but not yet effective as at reporting date

MCA notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the Company.

Note 5 : Property, Plant and Equipment including capital work in progress, Rights of use assets and intangible assets

(INR in Lakhs)

Particulars	Leasehold Land	Computer	Vehicles	Office equipment	Furniture and fixtures	Total
As at 1st April 2022	725.27	4.47	13.93	2.96	1.53	748.16
Additions	0	-	-	0.43	-	0.43
Disposals	-	(0.14)	(0.36)	(1.20)	(0.09)	(1.79)
As at 31st March 2023	725.27	4.33	13.57	2.19	1.44	746.80
Additions	-	1.19	-	-	-	-
Deductions / Adjustment	(396.16)	-	-	-	-	(396.16)
As at 31st March 2024	329.11	5.52	13.57	2.19	1.44	351.83

Accumulated Depreciation

As at 1st April 2022	32.17	2.32	11.23	2.35	1.18	49.25
Additions	8.32	1.22	0.00	0.23	0.06	8.32
Disposals	-	(0.01)	(0.23)	(1.04)	(0.07)	-
As at 31st March 2023	40.49	3.53	11.00	1.54	1.18	57.74
Additions	8.32	1.30	0.00	0.16	0.03	8.32
Disposals	-	-	-	-	-	-
As at 31st March 2024	48.81	4.83	11.00	1.71	1.20	67.56

Net Block

As at 31st March, 2023	684.78	0.80	2.56	0.65	0.26	689.06
As at 31st March, 2024	280.30	0.69	2.56	0.49	0.24	284.27

5.1 Capital Work in Progress (CWIP)	As at 31st March 2024	As at 31st March 2023
Balance at beginning of the year	3254.54	3247.17
(+) Additions during the year	-	7.37
(-) Capitalized during the year	-	-
Balance as at end of the year	3254.54	3254.54

5.2 (a) CWIP ageing schedule:

Particulars	Amount in CWIP for a period of 2023-24				Total*
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	-	-	-	-	-
Projects temporarily suspended	-	7.37	568.41	2678.75	3254.54
Total	-	7.37	568.41	2678.75	3254.54

Particulars	Amount in CWIP for a period of 2022-23				Total*
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	-	-	-	-	-
Projects temporarily suspended	7.37	568.41	26.24	2652.51	3254.54
Total	7.37	568.41	26.24	2652.51	3254.54

(b) For Capital-work-in progress, whose completion is overdue or has exceeded its cost compared to its original plan:

For Financial 2023-24

Particulars	To be completed in				Total*
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Project *	13165.00	-	-	-	13165.00
Total	13165.00	-	-	-	13165.00

* Even though the Subsidiary (MMBPL) is implementing the project shed wise above detail is given as one single project as the Subsidiary (MMBPL) has prepared the budget as a one single project only.

5.3 In respect of Subsidiary (MMBPL), the construction activity of the project site at Indapur, Pune was delayed due to multiple factors including delays in achieving financial closure. The Company received a Letter of Offer dated 04th March, 2024 from MIDC with additional re-allotment premium of INR 774.40 lakhs for re-allotment of the land at MIDC Indapur, Pune. On 18th March, 2024, Rs. 193.60 lakhs was paid to MIDC against the Letter of Offer. Further, the MIDC issued final Order of Allotment of Land vide a letter dated 07th June, 2024 with the condition to pay the balance re-

allotment premium of INR 580.80 within 30 days of allotment order. The Management is committed to making the balance amount as per the terms and conditions of re-allotment.

Further, the subsidiary company has received the term loan sanction vide letter dated 27th June, 2024 for extending terms of sanction from a consortium consisting of three member banks for funding the project to the extent of INR 9,500 lakhs. The management is expecting the disbursement of the loan in Q2 FY 2024-25 on the fulfilment of certain terms and conditions. The preliminary activities to restart the work at the site are gaining momentum including completing the tendering process and identification of main and sub contractors; it is expected that contractors will be deployed across all work fronts in Q2 FY 2024-25.

Considering the delays in the completion of the construction of the factory, the Company has continued to incur losses in the current period and in the earlier years and current liabilities are greater than current assets. The management is committed to completing the construction of the factory and promoters are committed to providing the necessary funds to the Company as and when required. The management is expecting trial production to start in Q3 FY 2024-25 and full commercial production in FY 2025-26. (Refer Note 34.1)

Considering the commitment from the promoters to continue to infuse required funds for the execution of the project, receipt of re-allotment order of land from MIDC and completion of related payment, sanction letter from banks, as well as the future business prospects of the Company including fair valuation reports obtained by the Company from the independent valuers dated 26th October 2023, 31st October 2023 and 15th June, 2024 under IND AS 113, in the opinion of the management there is no impairment of property, plant and equipment and capital work in progress as on date and therefore, the management has prepared the financial statements on a going concern basis.

5.4 Lease liabilities

The movement in lease liabilities during the years ended 31st March, 2024 and 31 March, 2023 is as follows :

Particulars	As at 31st March 2024	As at 31st March 2023
Balance at beginning of the year	396.16	396.16
(+) Additions during the year	-	-
(-) Payment during the year	-	-
(-) Reversal due to re-allotment of leasehold land	(396.16)	-
Balance as at end of the year	-	396.16

6 Goodwill on Consolidation

(INR in lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
Goodwill on Consolidation	25,903.09	25,731.20
Total	25,903.09	25,731.20

6.1 Note:

The fair value of investments in the subsidiary companies (Modulex Modular Buildings Private Limited [MMBPL] and Give Vinduet Windows and Doors Pvt. Ltd. [GVWDPL]) carried out by the independent valuers as on dated 26th October 2023, 31st October 2023 and 15th June, 2024 under INDAS 113 is sufficient to cover the cost of investments. The valuers have also considered effect of the slow progress of project (including temporary suspension of project) by the subsidiary company. Considering the management outlook for improvement in the performance of the subsidiaries in the long run and in the opinion of management, no impairment is required for goodwill for consolidation since it is committed to complete the construction of the project.

Note 7 : Investments

(INR in Lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
<u>Investment in equity shares of Companies where directors are same or interested:</u>		
<u>- Unquoted fully paid up and carried at Fair value through profit and loss</u>		
9,999 (Previous year: 9,999) Equity shares of Give Vinduet Windows and Doors Pvt. Ltd. - of Rs. 10 (Previous year: Rs 10), fully paid up	-	0.99
<u>- Unquoted partly up and carried at Fair value through profit and loss</u>		
<u>1) Investments in Preference shares (fully paid up)</u>		
Eco Hotels India Private Limited		
23,00,000 (Previous year: 23,00,000) Preference Shares of Eco Hotels India Private Limited of Rs. 10, (Previous year: Rs. 10), fully paid up	-	230.00
Less : Provision for Impairment of investment	-	(230.00)
<u>2) Investments in Equity Shares (fully paid up)</u>		
Eco Hotels India Private Limited		
23,00,000 (As at 31st March 2023: NIL) Equity Shares of Rs. 10, (As at 31st March 2023: NIL), fully paid up	230.00	-
Less : Provision for Impairment of investment	(230.00)	-
Other investments - Fair value through profit and loss		
-Unquoted Compulsory Convertible Debentures, fully paid up		
6,00,000 (Previous year: 6,00,000) 15% Compulsory Convertible Debenture of Give Vinduet Windows & Doors Private Limited of Rs. 10, (Previous year: Rs. 10) each . *	-	59.16
Investment in Subsidiary (Financial Guarantee)	6.75	-
Total	6.75	60.15

(INR in Lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
Aggregate amount of quoted investments	-	-
Aggregate amount of unquoted investments (at original cost)	230.00	291.00
Market value of quoted investments	-	-
Aggregate amount of impairment in the value of investment	230.00	230.00

* Convertible in the equity shares in the ratio of 1:1

- 7.1** During the year 23-24, the Company has given Corporate Guarantee to its subsidiary Modulex Modular Buildings Pvt. Ltd. (MMBPL) against the loan of Rs. 200 lakhs. As on 31.03.2024, loan outstanding is Rs.200 lakhs.
- 7.2** On 13th May, 2023, the GVWDPL become a subsidiary company of Modulex Construction Technologies Ltd. (MCTL), investment in CCD in GVWDPL has been recognised as a goodwill.
- 7.3** The Eco Hotels India Pvt. Ltd. (EHIPL) has converted Preference Shares into Equity Shares (in 1:1 ratio) as per the BOD resolution dated 31st January, 2024. In FY 23-24, EHIPL has become subsidiary of Eco Hotels & Resorts Ltd. (EHRL) (Formerly known as Shard Fibers & Yarns Processors Ltd.) the Company listed on Bombay Stock Exchange. The BOD and Shareholders of Eco Hotels & Resorts Ltd. (EHRL) has approved the allotment (through preferential allotment) of 2,99,999 Equity Shares (1:1 Ratio) to the Modulex Modular Buildings Pvt. Ltd. (MMBPL). The EHRL has applied to Bombay Stock Exchange (BSE) for approval of preferential allotment, pending for this no effect has been given for this in the books of MMBPL.

Note 8 : Other Non current assets

(INR in Lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
(Unsecured, considered good unless otherwise stated)		
Loans And Advances		
Advance tax (Net of provision for tax)	27.70	21.46
Balance with Government authorities	331.18	200.24
Unamortised License / Royalty Fees	114.28	150.01
Advance given to Director	-	0.03
Total	473.16	371.75

Note:

- 8.1** Balances with government authorities includes the Input Tax Credit on GST of Rs. 83.26 lakhs (31st March 2023 - Rs 78.43 lakhs) on the reverse charge basis which is unpaid as on 31st March 2024.

Note 9 : Cash and cash equivalents

Particulars	As at 31st March 2024	As at 31st March 2023
Balance with Banks		
- in Current Accounts	1.45	3.48
Total	1.45	3.48

Note 10 : Bank Balances Other than cash and cash Equivalents

Particulars	As at 31st March 2024	As at 31st March 2023
In Fixed Deposit with Bank of India	-	-
(Maturity less than Twelve months)		
Total	-	-

Note 11 : Loans and Advances (Current)

(INR in Lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
(Unsecured, considered good unless otherwise stated)		
Loan to related party (RRASPL)	16.38	12.96
Total	16.38	12.96

Note 12 : Other Financial Assets

Particulars	As at 31st March 2024	As at 31st March 2023
Unsecured, Considered good, measured at amortised cost		
Interest receivable on:		
Compulsory Convertible Debentures	-	2.03
Security Deposit	3.80	4.85
Total	3.80	6.88

Note 13 : Other Current Assets

Particulars	As at	
	31st March 2024	31st March 2023
Unsecured, considered good		
TDS Receivable	71.25	-
Prepaid Expenses	1.58	2.04
Other Receivable	-	-
Advance given for expense (Refer Note 13.1)	283.68	166.85
Advance to employees	4.18	0.58
Unamortised License / Royalty Fees	35.73	35.73
Total	396.41	205.20

Note:

13.1 The Company paid an advance of Rs. 130.00 lakhs during the FY 23-24 (FY 22-23 Rs. 143.33 lakhs) to Credit Express Financial services. As per the agreement, the vendor would be able to charge the Company on completion of services. Even though rendering of the service by the vendor is still in process, as a matter of abundant caution, the Company has made provision for professional services of Rs. 144.44 lakhs (to the extent of advance paid to the vendor) towards service rendered by the consultant but billable at the time of completion of services.

Note 14 : Equity Share Capital

Particulars	As at 31st March 2024		As at 31st March 2023	
	Number of Shares	Amount (Rs)	Number of Shares	Amount (Rs)
<u>Authorised Share Capital</u>				
Cumulative Redeemable Pref Shares of Rs 10/- each (31st March, 2023: Rs 10/- each)	50,000	5.00	50,000	5.00
Equity Shares of Rs 10/- each (31st March, 2023: Rs 10/- each)	9,29,50,000	9295.00	9,29,50,000	9295.00
	9,30,00,000	9300.00	9,30,00,000	9300.00
<u>Issued, Subscribed and Fully Paid Up</u>				
Paid Up Capital Equity Shares of Rs 10/- each (Previous year: Rs 10/- each)	6,92,01,786	6920.18	5,13,03,040	5130.30
<u>Subscribed and paid up</u>				
Paid Up Capital Equity Shares of Rs 10/- each (Previous year: Rs 10/- each)	6,92,01,786	6920.18	5,13,03,040	5130.30
	6,92,01,786	6920.18	5,13,03,040	5130.30

a) Reconciliation of shares outstanding at the beginning and at the end of the year

Particulars	As at 31st March 2024		As at 31st March 2023	
	Number of Shares	Amount (In INR)	Number of Shares	Amount (In INR)
Equity Shares				
At the beginning of the year	5,13,03,040	5130.30	5,13,03,040	5130.30
Issued during the year (Refer Note 14 (d) (1))	1,78,98,746	1789.87	-	-
Outstanding at the end of the year	6,92,01,786	6920.18	5,13,03,040	5130.30
Less: Shares held by Subsidiary Company	-	-	-	-
Outstanding at the end of the year (excluding Group Holdings)	6,92,01,786	6920.18	5,13,03,040	5130.30

b) Terms / rights attached to equity shares

The Holding Company has only one class of equity shares of Rs. 10/- each. These shares rank pari passu with each other and in accordance with the Articles of Association of the Holding Company. Each equity shareholder is entitled to the same rights as regards voting, dividend and repayment of capital in proportion to his shareholding and there are no restrictions to the rights of shareholders. In the event of liquidation of the Holding Company, the holders of equity shares will be entitled to receive any of the remaining assets after distribution of all preferential amounts. The distribution assets of the Holding Company will be in proportion to the number of equity shares held by the shareholders after preferential allocation.

c) Details of Shareholders holding more than 5% shares in the company:

Particulars	As at 31st March 2024		As at 31st March 2023	
	Number of Share	% holding	Number of Share	% holding
Red Ribbon Modulex Buildings Ltd	1,31,45,723	19.00%	1,06,84,526	20.83%
JZ MODY Family Private Limited	10,97,267	1.59%	50,94,399	9.93%
Ajmera Realty and Infra India Ltd.	37,25,809	5.38%	37,25,809	7.26%
Prashant Developers Private Limited	32,52,033	4.70%	-	0.00%

d) For the period of five years immediately preceding the date at which the Consolidated Balance Sheet is prepared-

Particulars	As at 31st March 2024		As at 31st March 2023	
	Number of Share	Amount (INR)	Number of Share	Amount (INR)
Equity Shares Issued under shares swap basis (Refer Note 1 below)	6,79,16,511	6791.65	5,00,17,765	5001.78

Note:

- 1) In the year 2023-24, the Company has issued its own 178,98,746 fully paid equity shares against 2,42,17,000 fully paid equity shares of Give Vinduet Windows & Doors Private Limited (“GVWDPL”) in terms of swap ratio approved by Bombay stock Exchange (BSE). On 13th May, 2023, the GVWDPL become a subsidiary company of Modulex Construction Technologies Ltd. (MCTL).
- 2) In the year 2019-20, the Company had issued its own 84,45,579 fully paid equity shares against 1,13,59,322 fully paid equity shares of Modulex Modular Buildings Private Limited (“MMBPL”) in terms of swap ratio approved by Bombay stock Exchange (BSE).

e) Disclosure of Shares held by Promoters excluding group holdings:-

Name of Promoter	As at 31st March 2024			As at 31st March 2023		
	No of Shares	% of Total Shares	% of Change during the year	No of Shares	% of Total Shares	% of Change during the year
Suchit Punnose	18,92,489	2.73%	-0.95%	18,92,489	3.69%	-0.04%
Redribbon Modulex Buildings Limited (MU)	1,31,45,723	19.00%	-1.83%	1,06,84,526	20.83%	-0.25%
Redribbon Advisory Services Private Limited	6,11,929	0.88%	-0.31%	6,11,929	1.19%	1.19%
Total	1,56,50,141	22.62%	-3.09%	1,31,88,944	25.71%	0.90%

Name of Promoter	As at 31st March 2024			As at 31st March 2023		
	No of Shares	% of Total Shares	% of Change during the year	No of Shares	% of Total Shares	% of Change during the year
Suchit Punnose	18,92,489	2.73%	(0.01)	18,92,489	3.69%	(0.00)
Redribbon Modulex Buildings Limited (MU)	1,31,45,723	19.00%	(0.02)	1,06,84,526	20.83%	(0.00)
Total	1,50,38,212	21.73%	(0.03)	1,25,77,015	24.52%	(0.00)

Note 15 : Other Equity

(INR in Lakhs)

Particulars	Reserves & Surplus				Other Reserves	Share application money pending allotment (vi)	Total
	Capital Reserve (i)	General Reserve (ii)	Securities Premium (iii)	Retained Earnings (iv)	Transaction Cost on the Equity Instruments (v)		
As at 1st April, 2022	97.45	(85.42)	28501.81	(6717.22)	(119.05)		21677.58
Loss for the year	-	-	-	(902.98)	-	-	(902.98)
Other comprehensive income for the year (vii)	-	-	-	(4.20)	-	-	(4.20)
Effects of changes in Interest in existing Subsidiary (RRASPL)	-	-	-	14.46	-	-	14.46
Share Application Money (Pending for allotment)	-	-	-	-	-	36.00	36.00
Transaction Cost on the Equity Instruments	-	-	-	-	(19.00)	-	(19.00)
Total comprehensive income for the year	-	-	-	(892.72)	(19.00)	36.00	(875.72)
As at 31st March, 2023	97.45	(85.42)	28501.81	(7609.93)	(138.05)	36.00	20801.86
As at 1st April, 2023	97.45	(85.42)	28501.81	(7609.93)	(138.05)	36.00	20801.86
Loss for the year	-	-	-	(689.86)	-	-	(689.86)
Share Application Money (Pending for allotment)	-	-	-	-	-	-	0.00
Other comprehensive income for the year (vii)	-	-	-	-	-	-	0.00
Add: Securities Premium Received during the period	-	-	717.11	-	-	-	717.11
Less:-Share Forfeited A/c	-	-	-	(0.13)	-	-	(0.13)
Total loss for the year	-	-	-	-	-	-	0.00
Share Application Money (Pending for allotment)	-	-	-	-	-	(36.00)	(36.00)
Transaction Cost on the Equity Instruments	-	-	-	-	(13.54)	-	(13.54)
Total comprehensive income for the year	-	-	717.11	(689.99)	(13.54)	(36.00)	(22.42)
Add: Remeasurement Gain/(Loss) on defined benefit plan	-	-	-	(0.56)	-	-	(0.56)
As at 31st March, 2024	97.45	(85.42)	29218.92	(8300.48)	(151.59)	0.00	20778.89

Nature and purpose of reserves:

i) Capital Reserve

The capital reserve is created from capital profits in the earlier years.

ii) General Reserve

General reserve is transfer of profits from retained earnings for appropriation purposes.

iii) Share Premium

Securities premium is created due to shares being issued on premium. The reserve can be utilised only for certain purpose as per the provisions of the Companies Act, 2013.

iv) Retained earning

The retained earnings represents balance of accumulated net profit or loss from business operations.

v) Transaction Cost on the Equity Instruments

This reserve represents the transaction cost incurred for issue of equity share capital and recognised due to Ind AS adjustment. In the current year, the Company increased its authorised share capital by Rs 2,000 lakhs (which comprises 20,000,000 equity shares with the face value of Rs 10 each). The Company has incurred Rs. 13.54 lakhs and Rs. 19 lakhs with respect to transaction costs pertaining to fees and duty paid on an increase in authorized share capital. As per the relevant Ind AS, the said transaction costs is recognised and disclosed under “Other Equity”.

vi) Share Application Money pending for allotment

The Subsidiary Company (MMBPL) has issued & allotted During the year 2023-24, the Company has issued and allotted to Redribbon Modulex Buildings Ltd. Mu, 187,183 equity shares of face value of Rs 10 each at share premium of Rs 45.56 each for aggregate consideration of Rs. 103.99 lakhs.

vii) Other Reserves-Defined benefit plan remeasurement through Other Comprehensive income

The above reserves represents the recognition of defined benefit plan through other comprehensive income. The same has been disclosed and reclassified under the retained earnings.

Note 16 : Non Controlling Interest

(INR in Lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
Non Controlling Interest (NCI)	204.09	34.89
Total	204.09	34.89

Note 17 : Borrowings (Non-current)

Particulars	As at 31st March 2024	As at 31st March 2023
Unsecured Loan (carried at amortised cost):		
Loans from related parties (Refer note 17.1 below)		
-Give Vinduet Windows & Door Private Limited (Company in which directors are interested)	-	179.65
Total	-	179.65

Note:

17.1 The loans are obtained at interest rates where the details are given below:

Name of Party	Rate of interest (%)	
	As at 31st March 2024	As at 31st March 2023
Give Vinduet Windows & Door Private Limited	9	7.37
Suchit Punnose	9	7.37

Note 18 : Other financial liabilities (Non-current)

(INR in Lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
<u>Carried at Amortised cost</u>		
Interest accrued but not due on borrowings	1.71	78.29
Debenture Finance Charge	31.92	-
Total	33.63	78.29

Note 19 : Provisions (Non-current)

Particulars	As at 31st March 2024	As at 31st March 2023
<u>Employee benefits</u>		
- Gratuity	19.99	16.12
<u>Others</u>		
Provision for decommissioning cost	21.80	21.80
Total	41.79	37.92

Note 20 : Borrowings (Current)

Particulars	As at 31st March 2024	As at 31st March 2023
Unsecured loan (carried at amortised cost and repayable on demand):		
Unsecured Loan from (Refer Note 20.1)		
- Related Parties	-	1663.60
- Director	140.19	9.30
- Other Company	200.00	-
- Others	193.70	-
Total	533.89	1672.90

Note:

20.1 In FY 2022-23, the loan was taken from Company in which directors are interested with the interest rate @ 9% and 15% p.a. (Previous year: 9 % and 15%) respectively.

In FY 2023-24, an unsecured loan is taken from the Director where the interest rate will be charged @ 9% p.a.

In FY 2023-24, the Company has taken ICD of Rs. 200.00 lakhs with interest rate @ 18% from Progressive Global Finance Pvt. Ltd. for short term period.

During the year 2023-24, the subsidiary company, Modulex Modular Buildings Pvt. Ltd. (MMBPL) has converted the loan of Rs.1926.54 lakhs and interest of Rs. 619.83 lakhs payable to another subsidiary (w.e.f. 13.05.2023) Give Vinduet Windows and Doors Pvt. Ltd. (GVWDPL) into equity by way of issue of 45,83,127 shares of face value of Rs. 10 each at share premium of Rs. 45.56 each on a private placement basis to the Company in which the director is having control.

Note 21 : Trade payables

(INR in Lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
- total outstanding dues of micro enterprises and small enterprises	16.56	23.01
- total outstanding dues of creditors other than micro enterprises and small enterprises	100.71	211.76
Total	117.27	234.77

21.1 Refer to Note 42 for Trade payables Ageing schedule.

21.2 Micro Small And Medium Enterprises (“MSME”) Disclosure:

Particulars	As at 31st March 2024	As at 31st March 2023
Principal amount and the interest due thereon remaining unpaid to each supplier at the end of each accounting year (but within due date as per the MSMED Act) Principal amount due to micro and small enterprise Interest due.	15.56	6.00
Interest paid by the Group in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along-with the amount of the payment made to the supplier beyond the appointed day during the period	-	-
Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding interest specified under the Micro, Small and Medium Enterprises Act, 2006	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year	0.53	-
Interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises	-	-

21.3 Under the Micro, Small and Medium Enterprises Development Act, 2006, certain disclosures are required to be made relating to dues to Micro, Small and Medium enterprises. Based on the information available with the Company, parties who have been identified as micro, small and medium enterprises as at reporting date other than mentioned above based on the confirmations circulated and responses received as at reporting date by the management. Any updated information received by the management post reporting date regarding change in the status to micro, small and medium enterprises would be given effect of status change in the next financial year.

21.4 Amount unbilled as per trade payable aging has not been considered in the above table as the invoice for the same is yet to be received by the Group.

Note 22 : Other financial liabilities (current)

(INR in Lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
Carried at Amortised cost		
Payable to Employees and Directors	209.02	128.17
Capital creditors (Retention money)	-	8.72
Interest accrued but not due on borrowings	3.94	482.24
Interest accrued on borrowings	0.80	-
Dividend on preference shares (Refer note 22.1)	586.65	586.65
Total	800.40	1205.78

Note:

22.1 In past, the Subsidiary (MMBPL) had issued 15% cumulative convertible redeemable preference shares (CCRPS) which had been converted into equity shares and the accrued dividend has not been declared by the Company and not approved in the AGM.

Note 23 : Other Current Liabilities

Particulars	As at 31st March 2024	As at 31st March 2023
Statutory Dues Payable	701.97	538.71
Other Liabilities	-	3.54
Provision for Expenses	351.61	-
Provision of Income Tax	24.20	-
Total	1077.79	542.25

Note 24 : Provisions (Current)

Particulars	As at 31st March 2024	As at 31st March 2023
<u>Provision for Employee benefits (Non-funded)</u>		
Provision for gratuity	22.25	20.42
Audit Fees Payable	3.29	-
Total	25.54	20.42

Note 25 : Revenue From Operation

Particulars	As at 31st March 2024	As at 31st March 2023
Revenue From Operations	-	-
Total	-	-

Note 26 : Other Income

(INR in Lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
Interest income:		
on Fixed deposit with bank	-	0.29
on unsecured loans	0.47	3.79
on Compulsory convertible Debentures	-	9.00
on Income Tax refund	0.02	-
Int on loan - IND AS Balance transfer to P&L on loan conversion into Equity	14.65	-
Insurance claim received	-	5.68
Gain on financial instruments at fair value through profit or loss	2.64	-
Change in Fair Value of Equity Instrument	58.66	-
Finance Income	-	-
Liabilities no longer required to be paid is written back	8.84	10.83
Other Income	30.26	-
Total	115.54	29.59

Note 27 : Employee Benefit Expense

Particulars	As at 31st March 2024	As at 31st March 2023
Salary, wages and bonus etc.	102.53	99.22
Director remuneration	96.00	132.50
Gratuity	5.14	0.83
Staff welfare expenses	0.42	6.86
Group Health Insurance	3.39	2.73
Less: Capitalised during the year (Refer Note 5.1)	-	-
Total	207.48	242.14

Note:

27.1 The Payment of Gratuity Act, 1972 is not applicable to the Holding Company as the numbers of employees are less than ten and hence, the Holding Company has not made provision towards defined benefit plan in the form of gratuity. Further, there are no outstanding leave benefits for which provision is required to be made in the Consolidated financial statements.

Note 28 : Finance Cost

(INR in Lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
Interest on:		
Financial Charges on Debentures	35.35	-
borrowing from Director	4.14	0.24
borrowing from Others	32.51	-
borrowing from related party	-	232.30
Bank Charges	0.55	0.20
Processing Fees	-	(4.51)
Total	72.55	228.23

Note 29 : Depreciation And Amortization Expenses

Particulars	As at 31st March 2024	As at 31st March 2023
Depreciation and Amortisation (Property Plant Equipment, Right of use assets and Intangible assets)	9.24	9.84
Total	9.24	9.84

Note 30 : Other Expenses

Particulars	As at 31st March 2024	As at 31st March 2023
Interest on Statutory Dues	76.03	56.49
Legal and Professional Fees	241.71	281.84
Advertisement, marketing & business promotion expenses	1.33	3.60
Amortisation of Royalty & License Fees	35.73	35.73
Travelling & conveyance expenses	28.36	31.43
Rent, rates & taxes		
- Rent	17.65	15.15
- Rates, Taxes and penalties	29.56	40.93
Auditors Remuneration		
- Statutory Audit (including limited review)	27.00	29.15
- Taxation matters	2.00	2.84
-Out of pocket expense	0.23	0.45
Internal Audit Fees	1.74	0.70
Repairs & Maintenance	19.39	5.25
Electricity Charges	1.50	1.42

(INR in Lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
Security Charges	6.30	6.29
Printing & stationery expenses	0.74	0.77
Postage & Courier Charges	0.04	0.09
Insurance	1.79	1.72
Mobile & Telephone Charges	0.74	1.00
Internet Charges	0.27	0.09
Office Expenses	3.66	3.23
Site Expenses	4.49	4.94
Loss on financial instruments at fair value through profit or loss	0	16.29
Property, plant and equipment write off	0	0.45
ROC Fees	0.03	-
Less: Capitalised during the year (Refer Note 5.1)	0	-
Total	500.29	539.85

Note:

30.1 One of the Independent Directors had demanded the fees of INR 96.33 lakhs in FY 2021-22. The former Independent Director was brought on board of the Subsidiary Company (MMBPL) on the mutual understanding that fees will be accrued / payable on achieving financial closure of the project and since financial closure is not achieved, the fees were not payable to the said director. However, in the FY 2021-22 and 2022-23, the company had paid INR 47.18 lakhs as expended goodwill, and the balance amount of INR 61.15 lakhs (including additional liability of INR 12 Lakhs for FY 2022-23) were treated as contingent liabilities in the previous year pending the outcome final dispute/ settlement. The entire amount of INR 62.15 lakhs has been considered as contingent liabilities as on March 31, 2024.

Note 31 : Earning Per Share

Particulars	As at 31st March 2024	As at 31st March 2023
Net (Loss) as per Consolidated Statement of Profit & Loss (A)	(690.68)	(904.22)
Outstanding number of Equity Shares as at 31st March	6,92,01,786	5,13,03,040
Weighted average number of Equity Share used in computing for Basic EPS (B)	6,70,98,928	5,13,03,040
Weighted average number of Equity Share used in computing for Diluted EPS (C)	6,70,98,928	5,13,03,040
Basic earning per share {(D) = (A) / (B)}	(1.03)	(1.76)
Diluted Earning Per Share {(E) = (A) / (C)}	(1.03)	(1.76)

Note 32 Financial Instruments

Financial Instrument by category and hierarchy

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced sale or liquidation .

The following methods and assumptions were used to estimate the fair values:

- i) The management assessed that fair value of cash and cash equivalents, borrowing, other financial assets and liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments and are equal to the fair values.
- ii) Financial instruments with fixed and variable interest rates are evaluated by the Group based on parameters such as interest rates and individual credit worthiness of the counterparty. Based on this evaluation, allowances are taken to account for expected losses of these receivables. Accordingly, fair value of such instruments is not materially different from their carrying amounts.

The fair values of non-current borrowings are based on discounted cash flows using a current borrowing rate. They are classified as level 3 fair values in the fair value hierarchy due to the use of unobservable inputs, including own credit risk.

The carrying amount of financial assets and financial liabilities measured at amortised cost in the financial statements are a reasonable approximation of their fair values since the Group does not anticipate that the carrying amounts would be significantly different from the values that would eventually be received or settled except investment in subsidiary which is carried at cost.

Hierarchy used for determining and disclosing the fair value of financial instruments by valuation technique:

The different levels have been defined as follows:

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: Other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.

Level 3: Techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

32.1 Fair value hierarchy

The following table provides the fair value measurement hierarchy of the Group’s financial instruments along with their carrying amounts and fair value.

(INR in Lakhs)

As at March 31, 2024	Carrying amount	Carried at amortised cost	Fair Value							
			Routed through OCI				Routed through Profit and loss			
			Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
<u>Financial assets (Non-current)</u>										
Investments	6.75	-	-	-	-	-	-	-	6.75	6.75
Loans and advances						-			-	-
<u>Financial assets (Current)</u>										
Cash and cash equivalents	1.45	1.45	-	-	-	-	-	-	-	-
Loans and Advances	16.38	16.38	-	-	-	-	-	-	-	-
Other financial assets	3.80	3.80	-	-	-	-	-	-	-	-
Total	28.39	21.64	-	-	-	-	-	-	6.75	6.75
<u>Financial liability (Non-current)</u>										
Borrowings	-	-	-	-	-	-	-	-	-	-
Other financial liabilities	33.63	33.63	-	-	-	-	-	-	-	-
<u>Financial liabilities (Current)</u>										
Borrowings	533.89	533.89	-	-	-	-	-	-	-	-
Lease liabilities	-	-	-	-	-	-	-	-	-	-
Trade payables	117.27	117.27	-	-	-	-	-	-	-	-
Other financial liabilities	800.40	800.40	-	-	-	-	-	-	-	-
Total	1485.19	1485.19	-	-	-	-	-	-	-	-

As at March 31, 2023	Carrying amount	Carried at amortised cost	Fair Value							
			Routed through OCI				Routed through Profit and loss			
			Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
<u>Financial assets (Non-current)</u>										
Investments	60.15	-	-	-	-	-	-	-	60.15	60.15
Loans and advances			-	-	-	-	-	-	-	-
<u>Financial assets (Current)</u>										
Cash and cash equivalents	3.48	3.48	-	-	-	-	-	-	-	-
Loans and Advances	12.96	12.96	-	-	-	-	-	-	-	-
Other financial assets	6.88	6.88	-	-	-	-	-	-	-	-
Total	83.46	83.46	-	-	-	-	-	-	60.15	60.15

As at March 31, 2023	Carrying amount	Carried at amortised cost	Fair Value								
			Routed through OCI				Routed through Profit and loss				
			Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total	
<u>Financial liability (Non-current)</u>											
Borrowings	179.65	179.65	-	-	-	-	-	-	-	-	-
Other financial liabilities	78.29	78.29	-	-	-	-	-	-	-	-	-
<u>Financial liabilities (Current)</u>											
Borrowings	1672.90	1672.90	-	-	-	-	-	-	-	-	-
Lease liabilities	396.16	396.16	-	-	-	-	-	-	-	-	-
Trade payables	234.77	234.77	-	-	-	-	-	-	-	-	-
Other financial liabilities	1205.78	1205.78	-	-	-	-	-	-	-	-	-
Total	3767.56	3767.56	-	-	-	-	-	-	-	-	-

The above investments which is fully impaired is not included in above table.

Note 33 Financial risk management objectives and policies :

The Group's financial liabilities comprise mainly of borrowings, trade payables and other payables. The Group's financial assets comprise mainly of investments and other assets.

The Group's Board of Directors has overall responsibility for the establishment and oversight of the Group's risk management framework. The Group has adopted a Risk Management Charter and Policy for self-regulatory processes and procedures for ensuring the conduct of the business in a risk conscious manner. The Risk Management Policy of the Group states the Group's approach to address uncertainties in its endeavour to achieve its stated and implicit objectives. It prescribes the roles and responsibilities of the Group's management, the structure for managing risks and the framework for risk management. The framework seeks to identify, assess and mitigate financial risks in order to minimize potential adverse effects on the Group's financial performance.

The Group has exposure to the following risks arising from financial instruments:

- I. Market Risk
 - II. Credit Risk
 - III. Liquidity Risk
- I. Market Risk**

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, equity prices and other market changes that affect market risk sensitive instruments.

Market risk comprises three types of risks:

- a. Interest Rate Risk,

- b. Currency Risk,
- c. Other Price Risk.

Financial instruments affected by market risk includes borrowings, investments and trade payables.

a. Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

Interest rate risk can be either fair value interest rate risk or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair values of fixed interest bearing instruments because of fluctuations in the interest rates, in cases where the borrowings are measured at fair value. Cash flow interest rate risk is the risk that the future cash flows of floating interest bearing instruments will fluctuate because of fluctuations in the interest rates.

The impact on Group’s loss after tax and on other equity due to change in interest rate is given below

(INR in Lakhs)

Particulars	(Increase) / Decrease in loss after tax		Increase / (Decrease) in other equity	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
Increase by 1%	(5.34)	(18.53)	(5.34)	(18.53)
Decrease by 1%	5.34	18.53	5.34	18.53

b. Foreign Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Group’s exposure to the risk of changes in foreign exchange rates relates primarily to the Group’s operating activities i.e. when revenue or expense is denominated in a foreign currency. The Group is not exposed to foreign currency risk.

c. Price Risk :

Price risk is the risk that the fair value of a financial instrument will fluctuate due to changes in market traded price. The Group has investment in securities which is not exposed to price risk except investment in 15% Compulsory Convertible Debentures which is recognised under the category of Fair value through profit and loss (under level 3) which is made in current year.

Particulars	(Increase) / Decrease in Loss after tax		Increase / (Decrease) in other equity	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
Increase by 10%	6.18	6.01	6.18	6.01
Decrease by 10%	(6.18)	(6.01)	(6.18)	(6.01)

In the above table, the management has not considered investments against which the Group has made impairment provision.

II. Credit Risk

Credit risk refers to risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. Credit risk arises primarily from financial assets such as Investment, Loans and advances, Cash and cash equivalent, balances with banks other than cash and cash equivalent, loans and advances and other financial assets. The Group's exposure to credit risk is disclosed in note 7,9,10,11 and 12

The Group considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis through each reporting period. To assess whether there is a significant increase in credit risk the Group compares the risk of default occurring on asset as at the reporting date with the risk of default as at the date of initial recognition. It considers reasonable and supportive forwarding-looking information such as:

- i) Actual or expected significant adverse changes in business,
- ii) Actual or expected significant changes in the operating results of the counterparty,
- iii) Financial or economic conditions that are expected to cause a significant change to the counterparty's ability to meet its obligations,
- iv) Significant increase in credit risk on other financial instruments of the same counterparty,
- v) Significant changes in the value of the collateral supporting the obligation or in the quality of the third-party guarantees or credit enhancements.

Financial assets are written off when there is no reasonable expectations of recovery. Where loans or receivables have been written off, the Group continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognized as income in the Consolidated statement of profit and loss.

The Group measures the expected credit loss based on historical trend, industry practices and the business environment in which the entity operates. Loss rates are based on actual credit loss experience and past trends.

Other Financial assets

Credit risk arising from other balances with banks is limited and there is no collateral held against these because the counterparties are banks and recognised financial institutions with high credit ratings assigned by the international credit rating agencies.

For other financial assets e.g. Investments and other assets, Group periodically assesses financial reliability counter parties, taking into account the financial condition, current economic trends, and analysis of historical credit losses and ageing of financial assets. Individual risk limits are set and periodically reviewed on the basis of such information. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.

III. Liquidity Risk

Liquidity risk is the risk that the Group will encounter difficulty in raising funds to meet commitments associated with financial instruments that are settled by delivering cash or another financial asset. Liquidity risk may result from an inability to sell a financial asset quickly at close to its fair value.

The Group has an established liquidity risk management framework for managing its short term, medium term and long term funding and liquidity management requirements. The Group's exposure to liquidity risk arises primarily from mismatches of the maturities of financial assets and liabilities.

The Group has not yet started operation, therefore it does not have any bank credit facility to meet its normal operating commitments. However, since the Group is process of developing manufacturing facility, it needs capital to fund the project. To meet those obligations the Group has raised capital from various investors and is in process to raise further capital to fund the project.

The table below analyse financial liabilities of the Group into relevant maturity groupings based on the remaining period from the reporting date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows.

(INR in Lakhs)

Particulars	Less than 1 Year	Between 1 to 5 Years	Over 5 Years	Total	Carrying Value
As at March 31, 2024					
Borrowings	0.00	533.89	-	533.89	533.89
Trade payables	117.27	-	-	117.27	117.27
Lease Liabilities	-	-	-	0.00	0.00
Other Financial liabilities	800.40	0.00	-	800.40	800.40
Total	917.67	533.89	-	1451.56	1451.56

Particulars	Less than 1 Year	Between 1 to 5 Years	Over 5 Years	Total	Carrying Value
As at March 31, 2023					
Borrowings	1672.90	179.65	-	1852.55	1852.55
Trade payables	234.77	-	-	234.77	234.77
Lease Liabilities	396.16	-	-	396.16	396.16
Other Financial liabilities	1205.78	78.29	-	1284.07	1284.07
Total	3509.62	257.94	-	3767.56	3767.56

33A Capital Management

For the purpose of the Group's capital management, capital includes issued capital and all other equity reserves attributable to the equity shareholders of the Group. The primary objective of the Group when managing capital is to safeguard its ability to continue as a going concern and to maintain an optimal capital structure so as to maximize shareholder value.

As at March 31, 2024, the Group has one class of shares in the nature of equity. Further Group had raised fund through loans from related parties. Consequent to such capital structure, there are no externally imposed capital requirements.

The Group monitors capital using gearing ratio, which is total debt divided by total capital plus debt.

(INR in Lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
Total Debt (including interest on debt)	539.54	2413.08
Total Capital (total equity shareholder's fund - deferred tax assets)	27903.15	25967.06
Total Capital and Debt	28442.69	28380.14
Gearing Ratio	1.90%	8.50%

Note 34 Contingent liabilities, Capital and Other Commitments

34.1 Contingent liabilities

Particulars	As at 31st March 2024	As at 31st March 2023
Claims not acknowledge as debts:		
- Corporate Guarantee to its subsidiary	200.00	-
- towards additional premium amount payable to MIDC (Refer Note 5.3)	-	810.00
- payable to contractor for construction of project	-	26.20
- Other claims against Company	94.00	94.00
- towards fees payable to Independent Director (Refer Note 30.1)	62.34	61.34

Notes:

During the year 23-24, the Holding Company has given Corporate Guarantee to its subsidiary Modulex Modular Buildings Pvt. Ltd. against the loan of Rs. 200 lakhs. As on 31.03.2024, loan outstanding is Rs.200 lakhs. In respect of the said demand loan, there is no default in the repayment of principal, as this loan is payable on a demand basis and the Company has not received any demand for repayment in the current year. However, the Company has been regular in paying the interest on this loan on a timely basis.

34.2 Capital Commitment and other Commitment

Particulars	As at 31st March 2024	As at 31st March 2023
'Investments in Partly Paid Equity Shares of Eco Hotels India Private Limited (Refer Note 1 below)	-	10.33
Other Commitments		
towards additional premium amount payable to MIDC (Refer Note 5.3)	580.80	-
License Fees to Modulex Modular Buildings Plc., United Kingdom		
via cash (Refer Note 2 below)	684.41	622.70
via Equity Shares (Refer Note 2 below)	1052.94	958.00
Royalty & Design Fees to Modulex Modular Buildings Plc., United Kingdom (Refer Note 3 below)	-	-
Total	2318.15	2536.41

Notes:

1. Investments in partly paid up shares of Rs. 10,438 made by erstwhile Subsidiary (RRASPL) in Eco Hotels India Private Limited has been impaired in Financial year 2018-19. From 16th May 2022, MCTL has lost control in its subsidiary (RRASPL).
2. Amount in GBP has been converted into equivalent INR rate as on Consolidated balance sheet date.
3. As per agreement dated July 01, 2017 with Modulex Modular Buildings Plc., Royalty and Design fee payable in each year from the license start date or where the company makes a profit at 5% of Gross operating profit payable in Pound Sterling towards design and production drawing support provided by the franchisor. Out of license fees of 10 lakhs GBP in cash, the Company had paid 3.50 lakhs GBP in FY 2018-19. Further to the Addendum to the Agreement dated August 24, 2020, fees is not payable to the Franchisor until the Master Franchisee achieves financial closure and further that the fees is payable based on review of the Master Franchisee’s cash flow position post commencement of trading.

Note 35 Employee Benefits

Defined Benefits Plan

Gratuity

The Subsidiary (MMBPL) provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service. The gratuity is provided as per the Actuarial valuation which is unfunded.

The Holding Company has not made provision for gratuity since the employees are below 10 and hence Payment of Gratuity Act, 1972 is not applicable.

Employee benefit schemes recognised in the Consolidated financial statements as per actuarial valuation as on March 31, 2024 and March 31, 2023 are as follows :

Change in Defined Benefit Obligation

Particulars	As at 31st March 2024	As at 31st March 2023
Defined Benefit Obligation at the beginning	36.54	36.96
Current Service Cost	2.40	4.19
Interest Expense	2.74	2.66
Benefit Payments from Employer	-	-
Remeasurements - Due to Financial Assumptions	0.72	(0.67)
Remeasurements - Due to Experience Adjustments	(0.17)	(6.60)
Defined Benefit Obligation at the end	42.24	36.54

Retirement age	60 and 81 years	60 and 80 years
Mortality rate	IALM(2012-14)	IALM(2012-14)
	ult	ult
Expected average remaining working lives (in years)	12.64	12.16
Discount Rate	7.20%	7.50%
Salary Escalation Rate	6.00%	6.00%

Major Categories of plan assets (%)

Particulars	As at 31st March 2024	As at 31st March 2023
Equities	-	-
Bonds	-	-
Insurance Policies	-	-
Government Securities	-	-
Special Deposit scheme	-	-
Funds managed by insurer	-	-
Property	-	-
Others	-	-
Total	-	-

Components of Defined Benefit Cost

Particulars	As at 31st March 2024	As at 31st March 2023
Current Service Cost	2.40	4.19
Interest Expense on DBO	2.74	2.66
Defined Benefit Cost included in Consolidated statement of profit and loss	5.14	6.86
Remeasurements - Due to Financial Assumptions	0.72	(0.67)
Remeasurements - Due to Experience Adjustments	(0.17)	(6.60)
Total Remeasurements in OCI	0.56	(7.27)
Total Defined Benefit Cost recognized in Consolidated statement of profit and loss and total Comprehensive income	5.70	(0.41)

Bifurcation of Present Value of Obligations at the end of the valuation period as per Schedule III of the Companies Act, 2013:

Particulars	As at 31st March 2024	As at 31st March 2023
Current Liabilities	22.25	20.42
Non- current Liabilities	19.99	16.12

Amounts recognized in the Consolidated Financial Statement as at year end

Particulars	As at 31st March 2024	As at 31st March 2023
Defined Benefit Obligation	42.24	36.54
Fair Value of Plan Assets	-	-
Net Defined Benefit Liability / (Asset)	42.24	36.54
Of which, Short term Liability	22.25	20.42

Experience Adjustments on Present Value of DBO and Plan Assets

Particulars	As at 31st March 2024	As at 31st March 2023
(Gain) / Loss on Plan Liabilities Defined Benefit Obligation	(0.17)	(6.60)
% of Opening Plan Liabilities	(0.45%)	(17.85%)
Gain / (Loss) on Plan Assets	-	-
% of Opening Plan Assets	-	-

Expected Cash flow for following years

Maturity Profile of Defined Benefit Obligations

Particulars	As at 31st March 2024	As at 31st March 2023
Year 1	22.25	20.42
Year 2	0.40	0.31
Year 3	0.50	0.39
Year 4	0.59	0.49
Year 5	0.66	0.57
Year 6	15.27	13.49
Year 7	15.27	13.49
Year 8	15.27	13.49
Year 9	15.27	13.49
Year 10	15.27	13.49

The weighted average duration of the defined benefit plan / obligation is 9.25 years.

Sensitivity Analysis

Sensitivity Analysis indicates the influence of a reasonable change in certain significant assumptions on the outcome of the Present value of obligation (PVO) and aids in understanding the uncertainty of reported amounts. Sensitivity analysis is done by varying one parameter at a time and studying its impact.

A) Impact of change in discount rate when base assumption is decreased/ increased by 100 basis point

As at 31st March 2024		As at 31st March 2023	
Discount Rate	Present value of Obligation (Amount (Rs) in lakhs)	Discount Rate	Present value of Obligation (Amount (Rs) in lakhs)
6.20%	44.91	6.50%	38.92
8.20%	39.96	8.50%	34.53

B) Impact of change in salary increase rate when base assumption is decreased/ increased by 100 basis point

As at 31st March 2024		As at 31st March 2023	
Salary Increment Rate	Present value of Obligation (Amount (Rs) in lakhs)	Salary Increment Rate	Present value of Obligation (Amount (Rs) in lakhs)
5.00%	40.83	5.00%	35.35
7.00%	43.88	7.00%	37.93

C) Impact of change in withdrawal rate when base assumption is decreased/ increased by 100 basis point

As at 31st March 2024		As at 31st March 2023	
Withdrawal Rate	Present value of Obligation (Amount (Rs) in lakhs)	Withdrawal Rate	Present value of Obligation (Amount (Rs) in lakhs)
0.00%	41.80	0.00%	36.02
2.00%	42.63	2.00%	37.01

Expected expense to be recognized in consolidated statement of profit and loss for the next financial year is amounting to Rs 4.93 lakhs

Note 36 Related party disclosures

36.1 Following is the list of Related Parties and Relationships:

Sr. No.	Particulars
A)	Subsidiary
1	Modulex Modular Buildings Private Limited
2	Give Vinduet Windows And Doors Private Limited (from 13th May 2023)
B)	Step Down Subsidiary
1	Redribbon Advisory Services Private Limited (till 15th May 2022)
C)	Associate
1	Redribbon Advisory Services Private Limited (From 16th May 2022 to 28th August 2022)

D)	Key Management Personnel
1	Suchit Punnose
2	Raj Kumar Sharma, Independent Director
3	Aditya Vikram Kanoria, Independent Director
4	Rakhee Amit Agarwal, Independent Director
5	Punnose Punnose
6	Ajay Shridhar Palekar, Managing Director
7	Arvid Traaseth Pedersen
8	Bhoomi Mewada, Company Secretary
9	Mahendra Kumar Bhurat, CFO
E)	Other Enterprise where control exists / Where Directors or KMP's is interested
1	Eco Hotels India Private Limited
2	Eco Hotels and Resorts Limited (erstwhile Sharad Fibres and Yarn Processors Limited) (w.e.f. 10th November 2022)
3	Armaec Energy Private Limited
4	Give Vinduet Windows And Doors Private Limited (till 12th May 2023)
5	Crowdsource Global Private Limited
6	Substantia Real Estate India Private Limited
7	Ribbon Services Private Limited
8	Redribbon Modulex Buildings Limited (MU)
9	Red Ribbon Asset Management PLC
10	Credent Asset Management Services Private Limited
11	Redribbon Advisory Services Private Limited (from 29th August 2022)
12	Ribbon Wealthtech Plc, (w.e.f. 30th June 2022)
13	Credent Asset Advisors Private Limited
14	Credent Investment Private Limited
15	B4S Infratech Private Limited (w.e.f. 28th September 2022)
16	Aarvi Ventures LLP (w.e.f. 2nd February 2023)
17	Firstpluttus Growth Services LLP (w.e.f. 2nd February 2023)

36.2 Related Party Transactions during the year are as follows:

S. No.	Particulars	(Amount in Rs.)	
		2023-24	2022-23
A)	Interest on loan		
	Give Vinduet Windows And Doors Private Limited	27.42	234.60
	Suchit Punnose	4.08	0.45
	P Punnose	0.06	-
	Eco Hotels India Private Limited	-	-
B)	Interest Income		
	Give Vinduet Windows & Doors Private Limited	0	-
	Eco Hotels India Private Limited	0	-
	Redribbon Advisory Services Private Limited	0.47	3.79
	Modulex Modular Buildings Private Limited	56.22	49.65
C)	Interest income on Compulsory Convertible Debentures		
	Give Vinduet Windows and Doors Private Limited	0.00	9.00
D)	Directors Remuneration		
	Suchit Punnose	0.00	29.17
	Punnose Punnose	12.00	12.00
	Ajay Palekar	84.00	91.33
E)	Rent Expenses		
	Suchit Punnose	4.20	4.56
F)	Loans given to		
	Redribbon Advisory Services Private Limited (Refer Note 35.5)	9.40	5.00
	Eco Hotels India Private Limited		-
G)	Repayment of loan by		
	Eco Hotels India Private Limited		-
	Redribbon Advisory Services Private Limited	6.40	48.72
H)	Unsecured Loan taken from		
	Suchit Punnose	224.86	23.30
	Give Vinduet Windows & Doors Private Limited	-	61.71
I)	Repayment of loan taken		
	Suchit Punnose	94.03	14.00
	Eco Hotels India Private Limited		-
	Give Vinduet Windows & Doors Private Limited	0	12.38

J)	Repayment of loan via transfer		
	Give Vinduet Windows and Doors Private Limited	0	10.93
	Suchit Punnose	0	1.92
	Modulex Modular Buildings Private Limited	0.40	1.80
K)	Conversion of Loan into Equity Shares :-		
	Give Vinduet Windows and Doors Private Limited	2546.39	-
L)	Conversion of CCD into Equity Shares :-		
	Redribbon Modulex Buildings Ltd. Mau	142.00	-
M)	Sale of investment in Subsidiary (Red Ribbon Advisory Service Private Limited)		
	Redribbon Asset Management PLC	0.00	290.76
N	Reimbursement of Expenses (Paid)		
	P. Punnose	0.35	3.69
	Ajay Palekar	3.14	5.16
	Suchit Punnose	0.02	-
	Rakhee Agarwal	0.00	1.48
	Reimbursement of Expenses (Received)		
	Eco Hotels India Private Limited	1.27	-
	Substantia Real Estate India Private Limited	0.85	-
O)	Advance Received		
	Suchit Punnose (Refer note 36.3)	-	-
	Credent Global Finance Ltd.	110.00	
P)	Repayment of advance		
	Suchit Punnose (Refer note 36.3)	-	-
	Credent Global Finance Ltd.	110.00	
Q)	Refund of Rent Deposit from		
	Credent Asset Management Services Private Limited		-
	Suchit Punnose	1.05	
R)	Issue of Share Capital (Including Share Premium)		
	Redribbon Modulex Buildings Ltd, Mauritius	350.12	50.56
S)	Share application money pending allotment		
	Redribbon Modulex Buildings Ltd, Mauritius	-	36.00

36.3 The information disclosed is based on the names of the parties as identified by the management and same has been relied by the Auditor. Further, above transactions (including outstanding balances) are after considering the fair value adjustments under Ind AS.

36.4 Related Party balances outstanding are as follows:

S. No.	Particulars	(INR in Lakhs)	
		As at 31st March 2024	As at 31st March 2023
A)	Loan outstanding including interest accrued but not due on borrowings		
	Give Vinduet Windows and Doors Private Limited	40.25	2409.63
	Suchit Punnose	0.00	9.52
B)	Interest receivable on Compulsory Convertible Debentures		
	Give Vinduet Windows and Doors Private Limited	4.61	2.03
C)	Outstanding Sitting fees		
	Sandeep Khurana	-	0.45
D)	Investment in Shares of the Company in which Directors are interested		
	Give Vinduet Windows & Doors Private Limited (Equity shares and at fair value as per Ind AS)	-	0.99
E)	Amount receivable (loan and interest receivable)		
	Redribbon Advisory Services Private Limited	16.38	12.96
G)	Rent Deposit		
	Suchit Punnose	-	1.05
H)	Salary Payable		
	Ajay Palekar	149.75	100.98
	Punnose Punnose	4.67	-
	Suchit Punnose	16.32	16.64
I)	Reimbursement Payable		
	Ajay Palekar	4.80	1.66
	Punnose Punnose	0.03	0.14
	Rakhee Agarwal	0.24	0.24
J)	Advance Given / Receivable		
	Punnose Punnose	-	0.03
	Credent Investment Private Limited	12.20	-

The information disclosed is based on the names of the parties as identified by the management and same has been relied by the Auditor. Further, above transactions (including outstanding balances) are after considering the fair value adjustments under Ind AS

36.5 Disclosures of Loans or Advances in the nature of loans granted to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013) that are repayable on demand.

Type of Borrower	Amount of loan or advance (including interest receivable) in the nature of loan outstanding As on 31st March 2024	Percentage to the total Loans and Advances in the nature of loans 31st March 2024	Amount of loan or advance in the nature of loan outstanding As on 31st March 2023	Percentage to the total Loans and Advances in the nature of loans 31st March 2023
Related Parties (Refer Note 36.5)	16.38	100%	12.96	100%

37 Details of loan given:-

The following are the disclosures as required u/s 186(4) of the Companies Act, 2013 and Sebi (listing agreement and disclosure requirements) regulations, 2015

Company Name	Rate of Interest	Secured / Unsecured	Amount of loan given during the year (Amount (Rs) in lakhs)	Purpose
Redribbon Advisory Services Private Limited	9%	Unsecured	9.40	As informed by the management, the funds are proposed to be used for general corporate purpose of the borrower company.
Total			9.40	

38 Additional information as required by Para 2 of the general instruction for preparation of consolidated financial statements to Schedule III to the Companies Act, 2013:

Name of the Entities in the Group	Net Assets, i.e. total assets minus total liabilities		Share in the Consolidated Loss		Share in the Other Comprehensive Income		Share in the Other Comprehensive Income	
	As % of Consolidated net Assets	Amount	As % of Consolidated loss / Profit	Amount	As % of Consolidated OCI	Amount	As % of Consolidated TCI	Amount
Holding Company Modulex Construction Technologies Limited								
Balance as at 31 March, 2024	81.26%	22672.91	17.64%	(121.86)	199.50%	1.11	17.63%	(121.86)
Balance as at 31 March, 2023	96.90%	25162.12	8.14%	(73.60)	272.89%	(11.45)	9.17%	(83.26)

Subsidiary								
Modulex Modular Buildings Private Limited								
Balance as at 31 March, 2024	9.34%	2605.54	109.83%	(758.56)	-99.62%	(0.55)	109.82%	(759.11)
Balance as at 31 March, 2023	2.97%	770.05	91.92%	(831.17)	-172.75%	7.25	90.70%	(823.92)
Subsidiary								
Give Vinduet Windows And Doors Private Limited								
Balance as at 31 March, 2024	8.68%	2420.62	-27.59%	190.56	0.00%	-	-27.57%	190.56
Balance as at 31 March, 2023	-	-	-	-	-	-	-	-
Sub Subsidiary / Associate								
Redribbon Advisory Services Private Limited								
Balance as at 31 March, 2024	-	-	-	-	-	-	-	-
Balance as at 31 March, 2023	-	-	0.00	(1.79)	-	-	-	(1.79)
Non-Controlling Interest								
Balance as at 31 March, 2024	0.73%	204.09	0.12%	(0.82)	0.12%	0.00	0.12%	(0.82)
Balance as at 31 March, 2023	0.13%	34.89	0.14%	(1.24)	-0.14%	0.01	0.14%	(1.23)
Total								
Balance as at 31 March, 2024	100%	27903.15	100%	(690.68)	100%	0.56	100%	(691.24)
Balance as at 31 March, 2023	100%	25967.06	100%	(904.22)	100%	(4.19)	100%	(908.41)

Note 39 : Segment Reporting

There are no reportable segments under Ind AS-108 'Operating Segments' as all the activities relate to only one segment i.e. civil construction. Further the management of the Company is also reviewing the results / operations of the Company as single segment i.e. civil construction.

Note 40 : Deferred Tax Assets / Liabilities:

Due to absence of virtual/ reasonable certainty about the future taxable income, the company has not recognized, any deferred tax assets on the any carried forward business losses, unabsorbed depreciation and other item. Details of the temporary difference and Deferred Tax Assets as follows:

Particulars	As at 31st March 2024	As at 31st March 2023
<u>Deferred tax Assets</u>		
Business Losses (Carried Forward)	2910.18	2182.38
Unabsorbed Depreciation	61.30	58.23
Difference in WDV of PPE between Companies Act and Income Tax Act	0.01	0.03
Difference in Investment (based on fair value through profit and loss)	4.07	3.49
Employee benefit	42.24	36.54

Deferred tax Liabilities		
Difference in asset value between Income Tax and Companies Act:	(926.38)	(465.59)
Difference in Investment (based on fair value through profit and loss)	0	-
Fair value gain on investment	(0.91)	(0.81)
Deferred tax Asset (Net)	541.42	469.89

Note 41 : In the FY 2022-23, the board of directors in its meeting held on 9th November, 2022 approved for issue and allotment of not more than 1,81,05,576 equity shares of the Company on a preferential basis via swap against the equity shares of Give Vinduet Windows and Doors Private Limited in the ratio of 1:1.345. Further, shareholders have given approval for the issue of 1,78,98,746 equity shares on a preferential basis via swap ratio of 1:1.353 through a postal ballot which commenced on 14th November 2022 and ended on 13th December 2022. Subsequent to the year ended 31st March 2023, final in principle approval received from the Bombay Stock Exchange for 1,78,98,746 equity shares of Rs 10 each to be issued at a price not less than Rs 13.53 to the persons other than cash on the preferential basis pursuant to share swap basis. As a result, no impact was given in the consolidated financial statements for the year ended 31st March 2023.

During the year 23-24, the Company has made investment in Equity Shares of Give Vinduet Windows & Doors Private Limited (GVWDPL) by allotting 1,78,98,746 no. of Equity Shares of Rs. 10 each at premium of Rs. 3.5299 on preferential basis by swap of shares vide resolution dated 13th May, 2023. On this date, GVWDPL become a subsidiary of Modulex Construction Technologies Limited (MCTL).

Note 42 : Trade payables

Ageing Schedule - As at March 31, 2024

Particulars	Outstanding for following periods from Transaction date					
	Unbilled	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	15.56	0.99	-	-	16.56
(ii) Others	-	63.84	36.87	-	-	100.71
(iii) Disputed dues MSME	-	-	-	-	-	-
(iv) Disputed dues Others	-	-	-	-	-	-
Total	-	79.41	37.86	-	-	117.27

Ageing Schedule - As at March 31, 2023

Particulars	Outstanding for following periods from Transaction date					
	Unbilled	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	17.01	6.00	-	-	-	23.01
(ii) Others	173.62	29.30	3.72	4.32	0.81	211.76
(iii) Disputed dues MSME	-	-	-	-	-	-
(iv) Disputed dues Others	-	-	-	-	-	-
Total	190.63	35.30	3.72	4.32	0.81	234.77

Note 43 : Other Notes pertaining to Schedule III:

- (i) The Group do not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property.
- (ii) The Group do not have any transactions with Companies struck off.
- (iii) The Group do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period,
- (iv) The Group have not traded or invested in Crypto currency or Virtual Currency during the financial year.
- (v) The Group have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
- (vi) The Group have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,
- (vii) The Group does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.
- (viii) The Group has complied with provisions of downstream layers of companies as per Section 2(87) of the Companies Act, 2013 read with Companies (Restriction on number of Layers) Rules, 2017.
- (ix) Reporting/disclosures is not made/applicable to the Group with respect to submission of statement of current assets to the bank as credit facility is not sanctioned against current assets of the Group.
- (x) The Group has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (xi) Any other disclosure with respect to the amendment of Schedule III of the Act is either Nil or not applicable.

Note 44 : Changes in liabilities arising from financing activities

31st March 2024

(INR in Lakhs)

Particulars	From 1st April 2023	Reclassification from other current liabilities to borrowings	Cash Flows (net) / Reversal	As at 31st March 2024
Borrowings (Current and non current)	1852.55	-	(1318.67)	533.89

31st March 2023

Particulars	From 1st April 2022	Reclassification from other current liabilities to borrowings	Cash Flows (net)	As at 31st March 2023
Borrowings (Current and non current)	1806.78	-	45.78	1852.55

Interest expense on borrowings was Rs 72.55 Lakhs and Rs 228.23 lakhs for the year ended 31st March 2024 and 31st March 2023 respectively.

Note 45 Consequences of changes in a parent’s interest not resulting into loss of control in Other equity

In the FY 2021-22, the board of directors in its meeting dated 18th January 2022 had approved for sale of entire investments in Redribbon Advisory Services Private Limited (RRASPL) (subsidiary company) in one or more tranches at face value i.e. for aggregate consideration of Rs. 415.76 lakhs. Since investments were sold at cost, there was no gain / loss on the derecognition. In the FY 2021-22, the Company had sold 12,50,000 equity shares for aggregate consideration of Rs. 125 lakhs.

The Company further sold 2,907,600 equity shares for aggregate consideration of Rs. 290.76 lakhs in the FY 2022-23. Due to this transaction, RRASPL ceases to be a subsidiary company and became an associate company from 16th May 2022 . Further, RRASPL ceases to be an associate company from 28th August 2022. Accordingly, the group has recognised Rs 1.79 lakhs as a share of loss in the associate (net of tax) during the FY 2022-23 in the Consolidated Statement of profit and loss.

Particular	As at 31st March 2024	As at 31st March 2023
Effects on equity attributable to owners of parent	-	-
	-	-

Note 46 : In the opinion of the management, the Holding Company is not required to obtain registration as Non-Banking Financial Company (NBFC) as it is neither carrying on any financial activities and nor proposing to carrying on financial activities as principal business in future and revenue of the Holding Company is mainly affected due to delay in implementing the project by the Subsidiary (MMBPL). Further, the Holding Company is taking necessary steps to generate revenue from non-financial assets. This is also confirmed by the consultant of the Holding Company.

Note 47 : The Group has incurred a net loss (before other Comprehensive Income) in the current year and in the previous year due to the delay in implementing the project at Pune through its subsidiary company, Modulex Modular Buildings Private Limited (MMBPL). Due to delays faced in the implementation of the project and other factors, the company's current assets are not sufficient to meet its current liabilities and therefore material uncertainty that may cast significant doubt on the company continuing as a going concern.

In June 2024, the subsidiary company has received land re-allotment order from MIDC as well as project loan sanction letters from banks and it is expecting an improvement in the performance of the company in the short to medium term. The management is also committed to completing the factory construction project in Indapur, District Pune through its subsidiary company. Considering the achievement of the reallocation of land and bank sanction letter whereby financial closure has been achieved and further considering that the promoters are committed to give financial support as and when required by the Company, therefore the Standalone financial statements are prepared on a going concern basis.

Note 48 : Comparatives

The figures of the previous year have been regrouped and re-arranged wherever necessary to conform to current presentation. The figures for the current year and previous year have been presented in Rs in Lakhs.

As per our report of even date attached

For M/S Dhadda & Associates
Chartered Accountants
Firm Registration No : 013807S

Harsha Ramnani
Partner
Membership No. 411766

Place: Jaipur
Date : 05th July, 2024

For and on behalf of the Board of
Modulex Construction Technologies Limited
(CIN: L25999PN1973PLC182679)

Suchit Punnose
Director
(DIN 02184524)

Mahendra Kumar Bhurat
Chief Financial Officer
(PAN AJIPB3300M)

Ajay Palekar
Managing Director
(DIN 02708940)

Bhoomi Mewada
Company Secretary
(M.No. A34561)

(Annexure to Financial statement)

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Part “A”: Statement containing salient features of the financial statement of Subsidiary

Sr. No.	Particulars	Details	
1.	Name of the subsidiary	Modulex Modular Buildings Private Limited	Give Vinduet Windows and Doors Private Limited
2.	The date since when subsidiary was acquired	26 th October,2018	13 th May, 2023
3.	Reporting period for the subsidiary concerned, if different from the holding company’s reporting period*	N.A.	N.A.
4.	Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	N.A.	N.A.
5.	Share Capital	Rs. 72,43,49,270	Rs.27,38,20,000
6.	Reserves & surplus	Rs.(46,28,01,840)	Rs. (2,42,051)
7.	Total assets	Rs.50,56,95,803	Rs.28,39,31,205
8.	Total Liabilities	Rs.24,41,48,362	Rs.1,03,53,256
9.	Investments	Rs.1,04,399	Rs.26,05,04,832
10.	Turnover	Rs. NIL	Rs.3,00,22,053
11.	Profit/ (Loss) before taxation	Rs.(7,61,45,286)	Rs.2,32,03,532
12.	Provision for taxation	Rs. NIL	Rs.16,66,757
13.	Profit / (Loss) after taxation	Rs.	Rs.2,15,36,775
14.	Proposed Dividend	NIL	NIL
15.	Percentage of shareholding (On Paid-up Share Capital)	93.29%	88.44%

Notes:

* Reporting period of the subsidiary is the same as that of the Company.

Part B of the Annexure is not applicable as there are no Associate Companies/Joint ventures of the Company as on 31st March, 2024.

For and on behalf of the Board of Directors of
Modulex Construction Technologies Limited

Sd/-
Ajay Palekar
Managing Director
DIN : 02708940

Sd/-
Suchit Punnose
Whole Time Director
DIN : 02184524

Sd/-
Mahendra Kumar Bhurat
Chief Financial Officer
PAN: AJIPB3300M

Sd/-
Bhoomi Mewada
Company Secretary
M. NO. : A34561

05th July, 2024

NOTICE OF THE 51st ANNUAL GENERAL MEETING

Notice is hereby given that the 51st Annual General Meeting ('AGM') of the Members of **Modulex Construction Technologies Limited** will be held on Thursday, 26th September, 2024, at 12.30 p.m. IST, through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') facility, to transact the following businesses:

ORDINARY BUSINESS(ES):

1. Adoption of Audited Financial Statements (Standalone and Consolidated):

To receive, consider and adopt:

- a. The Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2024 and the Reports of the Board of Directors and Auditors thereon; and
- b. The Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2024 and the Report of the Auditors thereon.

2. To approve re-appointment of Mr. Ajay Palekar (DIN: 02708940) Managing Director who retires by rotation and being eligible, offers himself for re-appointment and in this regard, to consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:

“RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Ajay Palekar, Managing Director (DIN: 02708940), who retires by rotation at this meeting and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company.”

SPECIAL BUSINESS (ES):

3. To approve appointment of Mr. Jayesh Sheth (DIN: 03506031), as an Independent Director of the Company:

To consider and if thought fit to pass, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152, 161(1) of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Jayesh Sheth (DIN: 03506031), who was appointed by the Board of Directors as an Additional Independent Director of the Company with effect from 25th July 2024, and who meets the criteria for Independence as provided in Section 149(6) of the Act and Rules framed thereunder, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, for a term of five (05) years, with effect from 25th July, 2024 to 24th July, 2029.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do, perform and execute all such, acts, deeds, matters and things which may be incidental thereto or which may be considered necessary, expedient or desirable in its entire discretion and further to settle any question, doubt or difficulty to give effect to the foregoing resolution.”

4. To approve appointment of Mr. Aditya Vikram Kanoria (DIN: 07002410), as a Non-Executive Director of the Company:

To consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee, and approval of the Board and subject to the provisions of Sections 152 read with other

applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Aditya Vikram Kanoria (DIN: 07002410), be and is hereby appointed as a Non-Executive Director of the Company, not liable to retire by rotation.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do, perform and execute all such, acts, deeds, matters and things which may be incidental thereto or which may be considered necessary, expedient or desirable in its entire discretion and further to settle any question, doubt or difficulty to give effect to the foregoing resolution.”

5. **To approve re-appointment of Mr. Suchit Punnose, as the Whole-Time Director of the Company (Key Managerial Personnel) for a period of 3 years with effect from 1st October, 2024 along with remuneration payable thereon:**

To consider and if thought fit, to pass, the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred as a “the Act”) read with Schedule V to the Act, the Rules framed thereunder and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred as a “the Act”), Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as “SEBI (LODR) Regulations, 2015) (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to the approval of the Central Government, the approval of the Members of the Company be and is hereby accorded for re-appointment of Mr. Suchit Punnose (DIN: 02184524) as the Whole-time Director of the Company (Key Managerial Personnel) liable to retire by rotation, for a period of 3 years, with effect from 1st October, 2024 till 30th September, 2027, on such terms and conditions including remuneration as laid down in the Agreement to be entered into between the Company and Mr. Suchit Punnose.

REMUNERATION

Period of Re-Appointment	1 st October, 2024 till 30 th September, 2027
Gross Remuneration	Rs.12,00,000/- (Rupees Twelve Lakhs) per annum as may be decided by the Board of Directors from time to time, subject to the limits specified under section 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V of the said Act as amended from time to time.
Perquisites	<ol style="list-style-type: none"> 1. Provision of transportation /conveyance facilities. 2. Provision of telecommunication facilities. 3. Leave encashment and Gratuity as per rules of the Company. 4. Reimbursement of medical expenses incurred for himself and his family as per rules of the Company. 5. Reimbursement of entertainment and other expenses actually and properly incurred for the business of the Company as well as other expenses incurred in the performance of duties on behalf of the Company. 6. Personal accident insurance. 7. Medical insurance for self and family.

RESOLVED FURTHER THAT the Board of Directors (including its Committee thereof) be and is hereby authorised to revise the remuneration from time to time to the extent the Board of Directors may deem appropriate, provided that such revision is within the overall limits of the managerial remuneration as prescribed under the Companies Act, 2013 read with Schedule V thereto, and/ or any guidelines prescribed by the Government from time to time.

RESOLVED FURTHER THAT notwithstanding anything contained in Sections 197, 198 and Schedule V of the Companies Act, 2013 or any amendment/re-enactment thereof or any revised/new schedule thereof, in the event of absence of profits or inadequate profits in any Financial Year, the salary, perquisites and statutory benefits, as set out in the explanatory statement forming part of this Notice be paid as minimum remuneration.

RESOLVED FURTHER THAT any of the Directors and the Company Secretary of the Company be and are hereby severally authorized or empowered to take all necessary steps in compliance with all regulatory provisions including but not limited to filing of necessary E-forms with the Ministry of Corporate Affairs and to settle any doubts, clarifications which may arise in this regard on behalf of the Company and to do all such acts, deeds and things, in their absolute discretion as deemed necessary, proper or desirable in order to give effect to the aforesaid resolution.”

By Order of the Board
For **Modulex Construction Technologies Limited**

Sd/-
(Bhoomi Mewada)
Company Secretary
M No: A34561

28th August, 2024
Mumbai

Registered Office:
A 82, MIDC Industrial Estate,
Indapur Pune 413132

NOTES:

1. An Explanatory Statement pursuant to section 102 of the Companies Act 2013 which sets out details relating to Special Business at the meeting is annexed hereto.
2. The Ministry of Corporate Affairs (‘MCA’) has vide its General Circular No(s). 14/2020 dated 08th April, 2020, 17/2020 dated 13th April, 2020 and 20/2020, dated 05th May, 2020, respectively (‘MCA Circulars’) permitted the holding of the AGM through Video Conferencing (‘VC’) / Other Audio Visual Means (‘OAVM’) facility without the physical presence of the Members at a common venue. In compliance with the provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI LODR Regulations’) and MCA Circulars, the 51st AGM of the Company is being held through VC/OAVM facility.

The Deemed Venue for the 51st AGM shall be the Registered Office of the Company.

3. The AGM is being held pursuant to the MCA Circulars through VC/OAVM facility and as such the physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed to this Notice.

However, Corporate Members intending to authorize their representatives to attend & vote at the AGM through VC / OAVM facility on its behalf are requested to send duly certified copy of the relevant Board resolution to the Company, which should reach the Company at least 30 minutes before the commencement of the ensuing Annual General Meeting.

4. Members attending the AGM through VC / OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. Details of Directors seeking appointment / reappointment in AGM pursuant to the Secretarial Standard on General Meetings (SS-2) and Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR”) are also attached as an Annexure with this Notice of AGM.
6. All documents referred to in the accompanying Notice and the Explanatory Statement are available on website of the Company for inspection by the Members.
7. Pursuant to Sections 101 and 136 of the Act read with relevant Rules made thereunder, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository Participants (‘DP’). Members who have not registered their e-mail address with the Company can now register the same by sending an email to the Compliance Officer of the Company at bhoomimewada@modulex.in and/or by sending a request to Purva Sharegistry (India) Private Limited, Registrar and Share Transfer Agents (‘RTA’) through email at support@purvashare.com or contact 022 2301 6761. Members holding Shares in Demat form are requested to register their e-mail address with their DP. The registered e-mail address will be used for sending future communications.
8. In compliance with the aforesaid MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, the Notice of AGM and Annual Report along with login details for joining the AGM through VC / OAVM facility including e-voting are being sent only through electronic mode to those Members whose e-mail address are registered with the Company or DP or RTA. Members may note that this Notice of AGM and Annual Report will also be available on Company’s website www.modulex.in, Stock Exchange website www.bseindia.com and Central Depository Services Limited (‘CDSL’) website www.evotingindia.com
9. The statutory registers including the Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, and other relevant documents referred to in the Notice and in the Explanatory Statements will be available for inspection by the members at the Registered Office of the Company from Monday to Friday from 11.00 am to 4.00 pm at A-82, MIDC Industrial Estate Indapur, District Pune Maharashtra – 413132.
10. The Notice of AGM and Annual Report will be sent to those Members / beneficial owners whose name(s) will appear in the Register of Members / list of beneficiaries received from the Depositories as on 23rd August, 2024.

11. The Register of Members and Share Transfer books will remain closed from Thursday, 19th September, 2024 to Thursday, 26th September, 2024 (both days inclusive).
12. Members desiring any information/clarification on the accounts or any matter to be placed at the AGM are requested to write to the Company at compliance@modulex.in at least seven days in advance to enable the management to keep information ready at the AGM. Members desiring to seek information/clarification during the AGM on the accounts or any matter to be placed at the AGM may ask through the chat box facility provided by RTA.
13. To prevent fraudulent transactions, Members are requested to exercise due diligence and immediately notify to the RTA any change in their address and/or bank mandate in respect of shares held in physical form and to their DPs in respect of shares held in the Dematerialized form. Members are also advised not to leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified. The Securities and Exchange Board of India ('SEBI') has mandated the submission of Permanent Account Number ('PAN') by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their DPs with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN to the Company/ RTA.
14. SEBI vide its Circular No. SEBI/HO/MIRSD/DOP1/ CIR/P/2018/73 dated 20th April, 2018 has directed all the listed companies to update Bank Account details and PAN of the Members holding shares in physical form. It has been observed that many of the Members holding physical shares have not updated the said information. Therefore, such Members are requested to send the following documents to the Company's RTA:
 - i. Self-attested copy of PAN card including that of joint Members; and
 - ii. An original cancelled cheque of 1st Member (Name of 1st Member should be printed on cheque leaf). If name of 1st Member is not printed on cheque leaf, photocopy of passbook or bank statement duly attested by the banker along with cancelled cheque (Photocopy of cheque will not be accepted/ entertained).
15. To comply with the provisions of Section 108 of the Act and the Rules framed thereunder, Regulation 44 of the SEBI LODR Regulations, 2015 Secretarial Standard - 2 issued by the Institute of Company Secretaries of India and MCA Circulars, the Members are provided with the facility to cast their vote electronically through remote e-voting (prior to AGM) and e-voting (during the AGM) services provided by CDSL on all resolutions set forth in this Notice.
16. Only those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.

The instructions for joining the AGM through VC /OAVM, remote e-voting and e-voting during the AGM are as follows:

1. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated 08th April , 2020, 13th April , 2020 and 05th May , 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM

For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

2. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
3. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
4. Pursuant to MCA Circular No. 14/2020 dated 08th April, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
5. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated 13th April, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.modulux.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
6. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated 08th April, 2020 and MCA Circular No. 17/2020 dated 13th April, 2020 and MCA Circular No. 20/2020 dated 05th May, 2020.
7. In continuation to this Ministry's General Circular No. 20/2020 dated 05th May,2020, General Circular No. 02/2022 dated 05th May,2022 and General Circular No. 10/2022 dated 28th December,2022 and after due examination, it has been decided to allow companies whose AGMs are due in the Year 2024, to conduct their AGMs through VC or OAVM on or before 30th September, 2024 in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05th May,2020.

THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on 23rd September, 2024 at 9.00 pm and ends on 25th September, 2024 at 5.00 pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 19th September, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in Demat mode with CDSL Depository</p>	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

	3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on “Shareholders” module.
 - 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,

- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:

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

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Modulex Construction Technologies Limited> on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; compliance@modulex.in (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVEN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company's email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

STATEMENT ANNEXED TO THE NOTICE AND SETTING OUT THE MATERIAL FACTS CONCERNING EACH ITEM OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD ON GENERAL MEETINGS:

Item No. 3

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee appointed Mr. Jayesh Sheth, as an Additional Non-Executive Independent Director of the Company with effect from 25th July, 2024. In accordance with the provisions of Section 161 of Companies Act, 2013, Mr. Jayesh Sheth holds office up to the date of the ensuing Annual General Meeting and is eligible for appointment as a Non-Executive Independent Director of the Company for a term of Five years.

The Board considers it in the interest of the Company to appoint Mr. Jayesh Sheth as a Non-Executive Independent Director of the Company.

A brief profile of Mr. Jayesh Sheth, including nature of his expertise is provided at Page 20 of this Notice.

The Company has also received a declaration of Independence from Mr. Jayesh Sheth. In the opinion of the Board, Mr. Jayesh Sheth fulfills the conditions specified in Companies Act, 2013 and SEBI (LODR) Regulations, 2015, for appointment as a Non-Executive Independent Director of the Company.

None of the Directors or Key Managerial Personnel, other than Mr. Jayesh Sheth, are concerned or interested (financially or otherwise) in this Resolution. The Board recommends passing of the Special Resolution as set out in item no. 3 of the accompanying Notice.

All Documents mentioned in this Explanatory Statement may be inspected by any member of the Company on all working days during the working hours at the Registered Office of the Company.

Item No.4

The Board of Directors of the Company based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members of the Company, at their meeting held on 25th July, 2024 approved the change in designation of Mr. Aditya Vikram Kanoria as the Non-Executive Director of the Company, effective from 25th July, 2024 in accordance with the provisions of Section 152 of the Companies Act, 2013.

Accordingly, approval of the members is sought for the proposed change in designation of Mr. Aditya Vikram Kanoria from Non Executive Independent Director to Non-Executive Director of the Company.

None of the Directors or Key Managerial Personnel, other than Mr. Aditya Vikram Kanoria, are concerned or interested (financially or otherwise) in this Resolution. The Board recommends passing of the Ordinary Resolution as set out in item no. 4 of the accompanying Notice.

Item No.5

In terms of the provisions of the Companies Act, 2013 and the Articles of Association of the Company, the Nomination and Remuneration Committee and the Board of Directors at their meetings held on 28th August, 2024, subject to the approval of the Shareholders of the Company and Central Government, approved the re-appointment of Mr. Suchit Punnose (DIN: 02184524) as the Whole-Time Director of the Company (Key Managerial Personnel) for a period of 3 years with effect from 01st October, 2024.

Mr. Suchit Punnose is having experience of 24 years. He is an entrepreneur with an eye for emerging markets and opportunities. As a strategic investor, he has incubated businesses in various sectors ranging from retail to commercial printing, vehicle leasing and accident management. He is passionate about green technology and sustainable living projects designed to counteract climate change, which is a subject of increasing concern. He is on the Board of several growth companies with strong 'eco agendas' and has interests in green property investments. He is the CEO of Red Ribbon Asset Management Plc, which is the founding shareholder of the Company.

Mr. Suchit Punnose (DIN: 02184524) was appointed as the Whole-Time Director of the (Key Managerial Personnel) of the Company for a period of 5 years w.e.f.9th March, 2023 to 8th March, 2028 as a resident Director, however his residential status is changed to Non-Resident Indian. Considering his rich experience, subject matter expertise and immense contribution, the re-appointment and remuneration of Mr. Suchit Punnose as the Whole-Time Director of the Company (Key Managerial Personnel) is being proposed herewith.

The draft agreement to be entered by the Company contain inter-alia, the following principal terms and conditions:

1. Duties and Powers:

The Whole-Time Director shall perform the duties and exercise the powers assigned to him or vested in him by the Board of Directors of the Company from time to time.

2. Period of Appointment:

Three Years with effect from 1st October, 2024 to 30th September, 2027.

3. Mr. Suchit Punnose as the Whole-Time Director (Key Managerial Personnel) of the Company shall be entitled to remuneration and perquisites as mentioned hereunder.

Salary:

INR 12,00,000/- (Rupees Twelve Lakhs only) per annum as may be decided by the Board of Directors from time to time, subject to the limits specified under Section 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V of the said Act as amended from time to time.

Perquisites and Allowances:

- i.** Provision of transportation /conveyance facilities.
- ii.** Provision of telecommunication facilities.
- iii.** Leave encashment and Gratuity as per rules of the Company.
- iv.** Reimbursement of medical expenses incurred for himself and his family as per rules of the Company.
- v.** Reimbursement of entertainment and other expenses actually and properly incurred for the business of the Company as well as other expenses incurred in the performance of duties on behalf of the Company.

- vi. Personal accident insurance.
 - vii. Medical insurance for self and family.
4. Minimum Remuneration:

Mr. Suchit Punnose (Key Managerial Personnel) shall be paid remuneration by way of salary and perquisites as specified in the resolution and this Explanatory statement notwithstanding that in any Financial Year during the currency of tenure of the Whole-Time Director (Key Managerial Personnel), the Company has no profit or its profits are inadequate.

5. Compensation:

If before the expiry of the Agreement, the tenure of his office as the Whole-Time Director of the Company (Key Managerial Personnel) is determined, he shall be entitled to compensation for the loss of office subject to the provisions of Section 202 of the Companies Act, 2013.

INFORMATION PURSUANT TO SCHEDULE V OF THE COMPANIES ACT, 2013

1. GENERAL INFORMATION:

Nature of Industry:

Modulex is a global pioneer in Construction Technology, with a steadfast commitment to carbon neutrality and innovation, combined with a determination to harness the power of emerging technologies to meet critical housing and infrastructure needs across the globe, at pace, and with optimal efficiency.

Date or expected date of commencement of commercial production:

The Company has been in the Modular Construction business for over a decade and operates its entire business through Subsidiary Companies, with the majority of its revenue generated by these Subsidiaries.

In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not Applicable

Financial performance based on given indicators:

As per the Audited Accounts of the previous three Financial Years:

(Rs. In Lakhs)

Particulars	As on 31 st March, 2024	As on 31 st March, 2023	As on 31 st March, 2022
Total Income	18.41	20.12	27.37
Profit (Loss) before Tax	(143.18)	(156.85)	(77.92)
Profit (Loss) after Tax	(143.18)	(156.86)	(79.40)

Foreign performance and net foreign exchange earned for the year ended 31st March, 2024:

	(Rs. in lacs)
Foreign exchange earnings including proceeds on sale of ship (on accrual basis)	Nil
Foreign exchange outgo including operating components, spare parts, vessel funding and other expenditure in foreign currency (on accrual basis)	Nil

Foreign Investments or collaborations, if any:

Not applicable

2. INFORMATION ABOUT THE APPOINTEE:

Background details:

Mr. Suchit Punnose is an entrepreneur with an eye for emerging markets and opportunities. As a strategic investor, he has incubated businesses in various sectors ranging from retail to commercial printing, vehicle leasing and accident management. He is passionate about green technology and sustainable living projects designed to counteract climate change, which is a subject of increasing concern. He is on the Board of several growth companies with strong 'eco agendas' and has interests in green property investments. He is the CEO of Red Ribbon Asset Management Plc, which is the founding shareholder of the Company.

Past remuneration:

Considering the losses incurred by Company, Mr. Suchit Punnose voluntarily waived his remuneration. Therefore, there was no remuneration paid to Mr. Punnose during his first tenure and in his current tenure.

Recognition or awards:

Not applicable.

Job profile & his suitability:

The Whole-Time Director shall perform the duties and exercise the powers assigned to him or vested in him by the Board of Directors of the Company from time to time.

Remuneration proposed:

The terms of remuneration are detailed in the Explanatory statement.

Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person: (in case of expatriates the relevant details would be with respect to the country of his origin)

The remuneration proposed is reasonable in the context of global operations & complexity of business of the Company and commensurate with the similar industry operating in India and the profile of the position.

Pecuniary relationship directly or indirectly with the Company or relationship with the Managerial Personnel or other Director, if any:

He does not have any pecuniary relationship, directly or indirectly with the Company or with any Managerial Personnel or other Directors.

3. OTHER INFORMATION:

Reasons of loss or inadequate profits:

The Company is in the Modular Construction Business, and due to the nature of this industry, our profits tend to be volatile.

Steps taken or proposed to be taken for improvement:

Persistent efforts are being made by the Company for Loan Disbursement to the subsidiary. Further, the Company takes continual efforts to reduce overheads by concentrating its attention on manpower, financial cost and other administrative expenses to reduce the losses. Modulex Modular Buildings Private Limited”(MMBPL) Subsidiary Company of the Modulex Construction Technologies Limited, had applied for re-allotment of 1, 60,000 Sq.M land at MIDC Industrial Estate, Dist. Indapur, Pune, Maharashtra for the purpose of setting up of its factory And MMBPL has received the re-allotment letter for the said land from MIDC on 09th August, 2024.

The Subsidiary Company is in the process of discussion with banks for funding the project. Subsequent to year end, the management has received a sanction letter from one of the banks to which it has applied.

Expected increase in productivity and profits in measurable terms: -

The Company’s tight control on cost is expected to improve the profit before depreciation, interest and tax over the coming years.

The draft of the Agreement referred to above is open for inspection by the Members at the Registered Office of the Company between 10.00 a.m. and 12.00 noon on any working day up to the closure of voting period.

None of the Directors or Key Managerial Personnel, other than Mr. Suchit Punnose, are concerned or interested (financially or otherwise) in this Resolution. The Board recommends passing of the Special Resolution as set out in item no. 5 of the accompanying Notice.

By Order of the Board
For **Modulex Construction Technologies Limited**

Sd/-
(Bhoomi Mewada)
Company Secretary
M No: A34561

28th August, 2024
Mumbai

Registered Office:
A 82, MIDC Industrial Estate, NA
Indapur Pune 413132

DETAILS OF DIRECTOR(S) SEEKING RE-APPOINTMENT/APPOINTMENT IN THE FORTHCOMING ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36(3) OF SEBI LODR AND SECRETARIAL STANDARD - 2

Name of Director	Mr. Ajay Palekar
Director Identification No.	02708940
Date of Birth	8 th October, 1962
Age	62 Years
Date of first appointment	10 th March, 2018
Terms and conditions of re-appointment	Managing Director, liable to retire by rotation
Qualification	Graduate
Experience / Expertise in functional field and brief resume	He is a Professional Manager with continuous working experience since 1984 on full time basis. He has a strong background in manufacturing of leather, fabric, steel and several other categories. Additionally, he has led and improved large multinational and multiunit Companies in ITeS and Outsourcing. He is an Administrator and Operations Professional, adept in all day-to-day functions and long term plans and implementation, and in bringing value to shareholders and employees alike. He is adept at starting up large units of industries and in outsourcing, as well as in turnarounds and ramp ups.
No. of Shares held in the Company	2,23,048 equity shares
No. of Board Meetings attended during the financial year 2023-24	7 Meetings
Details of remuneration sought to be paid and the remuneration last drawn by him	The Board of Directors at the Board Meeting held on 10 th March, 2018 has approved to pay a salary of Rs. 12 lakhs p.a. However, considering the losses incurred by Company, Mr. Palekar voluntarily waived his remuneration. Therefore, there was no remuneration paid to Mr. Palekar during the year.
Other Directorships	<ul style="list-style-type: none"> • Modulex Modular Buildings Private Limited
Membership/Chairmanship of Committees of Board and other Companies	<p><u>Modulex Construction Technologies Limited</u></p> <ul style="list-style-type: none"> • Audit Committee – Member • Stakeholders Relationship Committee – Member • Management Committee – Chairman • Securities Committee – Member <p><u>Modulex Modular Buildings Private Limited</u></p> <ul style="list-style-type: none"> • Audit Committee – Member
Listed entities from which the Director has resigned in the past three years	Not applicable
Relationship with other Directors, Manager and Key Managerial Personnel	None

Name of Director	Mr. Jayesh Sheth
Director Identification No.	03506031
Date of Birth	16 th January, 1964
Age	60 Years
Date of first appointment	25 th July, 2024
Terms and conditions of re-appointment	Non-Executive Independent Director, not liable to retire by rotation
Qualification	Chartered Accountant
Experience / Expertise in functional field and brief resume	<p>Experience – 38 years</p> <p>Mr. Jayesh Sheth is a seasoned Chartered Accountant with nearly four decades of comprehensive experience across diverse industries, including FMCG, Pharmaceuticals, Ayurveda/Herbal, Computer Peripherals, Retail, Media, Garments, Textiles, Ecommerce, Chemicals, and Material Handling & Storage Systems. His expertise spans Manufacturing, Marketing, Trading, and Service-oriented sectors, with significant exposure to both international and domestic finance.</p> <p>Mr. Sheth has a proven track record in leading profit centre operations with full ROI accountability, spearheading overseas and domestic business development, and conceptualizing and implementing new projects. As a group planner and strategist, he has consistently delivered results in complex and competitive environments.</p> <p>He is highly skilled in communication, strategic execution, P&L management, and team building. His capabilities extend to organizational development, where he effectively liaises with financial investors, banks, institutions, statutory authorities, vendors, and other key partners.</p>
No. of Shares held in the Company	Nil
No. of Board Meetings attended during the financial year 2023-24	Nil
Details of remuneration sought to be paid and the remuneration last drawn by him	NA. Only Sitting Fees.
Other Directorships	<ul style="list-style-type: none"> • Modulex Modular Buildings Private Limited
Membership/Chairmanship of Committees of Board and other Companies	<p><u>Modulex Construction Technologies Limited</u></p> <ul style="list-style-type: none"> • Audit Committee – Chairman • Stakeholders Relationship Committee – Chairman • Nomination and Remuneration Committee - Member <p><u>Modulex Modular Buildings Private Limited</u></p> <ul style="list-style-type: none"> • Audit Committee - Chairman • Nomination and Remuneration Committee - Member
Listed entities from which the Director has resigned in the past three years	None
Relationship with other Directors, Manager and Key Managerial Personnel	None.

Name of Director	Mr. Aditya Vikram Kanoria
Director Identification No.	07002410
Date of Birth	20 th July, 1982
Age	42 years
Date of first appointment	10 th March , 2018
Terms and conditions of re-appointment	Non-Executive Director, not liable to retire by rotation
Qualification	PGCBM
Experience / Expertise in functional field and brief resume	Experience - 15 years. He has served more than a decade in the financial services industry in India and Delivering significant profit across various verticals he managed. He hails from a business family and comes with the necessary entrepreneurial flair to establish, grow and sustain a new business. Expertise in Finance.
No. of Shares held in the Company	13,30,377 Shares
No. of Board Meetings attended during the financial year 2023-24	5
Details of remuneration sought to be paid and the remuneration last drawn by him	NA. Only Sitting Fees.
Other Directorships	<ul style="list-style-type: none"> • AZH Consultants LLP • Credent Alpha LLP • Credent Asset Management Services Private Limited • Credent Investment Private Limited • Credent Property Advisory Private Limited • Modulex Modular Buildings Private Limited • Essel Finance Advisors And Managers LLP • Credent Global Finance Limited
Membership/Chairmanship of Committees of Board and other Companies	1
Listed entities from which the Director has resigned in the past three years	None
Relationship with other Directors, Manager and Key Managerial Personnel	None.

Name of Director	Mr. Suchit Punnose
Director Identification No.	02184524
Date of Birth	5 th December, 1975
Age	48 years
Date of first appointment	10 th March, 2018
Terms and conditions of re-appointment	Whole-time Director, liable to retire by rotation
Qualification	Post Graduate
Experience / Expertise in functional field and brief resume	Experience – 27 years. He is an entrepreneur with an eye for emerging markets and opportunities. As a strategic investor, he has incubated businesses in various sectors ranging from retail to commercial printing, vehicle leasing and accident management. He is passionate about green technology and sustainable living projects designed to counteract climate change, which is a subject of increasing concern. He is on the board of several growth companies with strong ‘eco agendas’ and has interests in green property investments. He is the CEO of Red Ribbon Asset Management Plc, which is the founding shareholder of the Company.
No. of Shares held in the Company	18,92,489 equity shares
No. of Board Meetings attended during the financial year 2023-24	4
Details of remuneration sought to be paid and the remuneration last drawn by him	The Board of Directors at the Board Meeting held on 28 th August, 2024 has approved remuneration of Rs.12,00,000/- p.a. However, considering the losses incurred by Company, Mr. Suchit Punnose voluntarily waived his remuneration, since his date of appointment in the Company. Therefore, there was no remuneration paid to Mr. Punnose during the year.
Other Directorships	<ul style="list-style-type: none"> • Armaec Energy Private Limited • Crowdsourcing Global Private Limited • Eco Hotels India Private Limited • Eco Hotels and Resorts Limited • Give Vinduet Windows And Doors Private Limited • Modulex Modular Buildings Private Limited • Redribbon Advisory Services Private Limited • Ribbon Services Private Limited • Substantia Real Estate India Private Limited
Membership/Chairmanship of Committees of Board and other Companies	<p><u>Modulex Construction Technologies Limited</u></p> <ul style="list-style-type: none"> • Management Committee – Member • Stakeholders Relationship Committee – Member <p><u>Eco Hotels And Resorts Limited</u></p> <ul style="list-style-type: none"> • Audit Committee-Member • Nomination and Remuneration committee- member • Corporate Social Responsibility Committee- Member
Relationship with other Directors, Manager and Key Managerial Personnel	None

