

03rd February, 2023

To,
The Manager,
Department of Corporate Services,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai - 400 001.

Security ID: MODULEX

Scrip Code: 504273

Dear Sir/Madam,

Sub: Outcome of the Board Meeting held on Friday, 3rd February, 2023

In reference to the earlier communication dated 25th January, 2023 and pursuant to the provisions of Regulation 30 and Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the Board of Directors of the Company at its meeting held on Friday, i.e. 3rd February, 2023, through video conferencing has inter-alia considered and approved the following business items:

1. Un-audited Standalone and Consolidated Financial Results of the Company for the quarter ended 30th June, 2022 with the Limited review reports issued by the statutory auditors thereon.
2. Appointment of M/S. APMH & Associates LLP, Chartered Accountants as an Internal Auditor for the FY 2022-23 and for 2023-24.

The meeting of the Board of Directors of the Company commenced at 2.00 P.M. and concluded at 2.20 P.M.

You are requested to kindly take the same on records.

Yours faithfully,

For Modulex Construction Technologies Limited

Bhoomi Mewada
Company Secretary and Compliance Officer

Encl: As above

Independent Auditor's Review Report on the Unaudited Standalone Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

Review report

To The Board of Directors of

MODULEX CONSTRUCTION TECHNOLOGIES LIMITED

1. We have reviewed the accompanying statement of Unaudited Standalone Financial Results ("the Statement") of Modulex Construction Technologies Limited ("the Company") for the quarter ended 30th June 2022 being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulation").
2. This statement is the responsibility of the Company's management and has been approved by the Board of Directors., which has been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standard 34 "Interim Financial Reporting" (Ind AS 34), prescribed under section 133 of the Companies Act, 2013, as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the statement in accordance with the Standard on Review Engagement (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the statements are free of material misstatement. A review is limited primarily to inquiries of Company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. A review is substantially less in scope than an audit conducted in accordance with standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in the audit. We have not performed an audit and accordingly, we do not express an audit opinion.
4. (a) Reference is invited to Note 5 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.
- (b) As stated in note 6(a) of the Statement, the Company had received a whistleblower complaint from the person (hereinafter referred to as "the complainant"). The Complainant is an independent director of the Company. The Complaint was filed with respect to the conduct of the board meeting held for approval of the right issue of equity shares. Based on the complaint, said the matter was raised by the statutory auditor to the audit committee and also submitted its report to the Central Government in Form No ADT 4 as per the requirement of the Companies (Audit and Auditor) Rules, 2014 in the current quarter. The Company has appointed an independent third party to investigate the matter. Based on the investigation report submitted by the third party which is also approved by the Audit Committee in the meeting held on 2nd September 2022, allegations made in the said whistleblower complaint are baseless.



Independent Auditor's Review Report (Continued)

Further, subsequently, to the quarter ended 30th June 2022, the Company has received additional 2 whistleblower complaints from the above complainant. The Audit Committee has rebutted the allegation levelled by the Complainant and has suggested by taking the appropriate legal action against the complainant as well as referring these entire matters to the board of directors for further actions.

- (c) As stated in note 6(b) of the Statement, the Company had made an Investment in Compulsory Convertible Debentures of Give Vinduet Windows & Doors Private Limited aggregating to Rs. 60 lakhs (excluding fair value adjustment under Ind AS) which were approved by the board of directors of the Company, however, the shareholders' approval for the same was not obtained as per the requirement of Section 186 of the Act upto quarter ended 30th June 2022. Subsequently, to the quarter ended 30th June 2022, the Company has obtained prospective approval from shareholders u/s 186 of the Act for making any investments upto Rs. 40,000 lakhs.
- (d) As stated in note 6(c) of the Statement, the Company has not maintained the video recordings of certain minutes of the board and other committees meetings which are held virtually in the quarter ended 30th June 2022 and in the financial year 2021-22 as per the requirement of Section 108 of the Companies Act 2013 due to technical glitches. However, signed physical board minutes and other committee minutes of the meeting have been maintained by the Company.

Our opinion is not modified in respect of the above matters. The above matters were also reported in the independent auditor report of the previous financial year ended on 31st March 2022. Our Independent audit report was not modified in respect of the said above matters in the previous financial year also.

5. Based on our review conducted as stated above nothing has come to our attention that causes us to believe that the accompanying Statement prepared in accordance with the applicable Indian Accounting Standards ("Ind AS") notified under section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other recognized accounting practices and policies, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.
6. Reference is invited to Note 9 of the Statement which states that figures reported for the quarter ended 31st March 2022 are the balancing figures between the audited figures in respect of the whole financial year ended 31st March 2022 and unaudited year to date figures published up to 31st December 2021. Our conclusion is not modified in respect of the said matter for the current quarter as well as for the previous financial year ended on 31st March 2022 also.

For RMJ & Associates LLP

Chartered Accountants

Firm Registration No: W100281

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Rakesh Upadhyaya

Partner

Membership No: 046271



UDIN: 23046271BGXMAE5816

Place: Mumbai

Date: 3rd February, 2023

MODULEX CONSTRUCTION TECHNOLOGIES LIMITED					
CIN - L45100PN1973PLC182679					
Regd. Office : A-82, MIDC Industrial Estate, Indapur, Pune, Maharashtra - 413132					
Statement of Standalone Unaudited Financial Results for the quarter ended June 30, 2022					
(Rupees in Lakhs)					
Sr. No.	Particulars	Standalone Financial Results			Year Ended March 31, 2022 (Audited)
		June 30, 2022 (Unaudited)	Quarter Ended March 31, 2022 (Audited) (Refer Note 9)	June 30, 2021 (Unaudited)	
I	Income				
	Revenue from operations	-	-	-	-
	Other Income	2.36	17.51	0.11	27.37
	Total Income	2.36	17.51	0.11	27.37
II	Expenses				
	Employee benefits expense	3.09	3.00	3.00	12.10
	Finance costs	11.47	11.03	8.64	40.40
	Depreciation and amortisation expense	0.01	0.01	0.01	0.05
	Other expenses	25.98	18.23	4.51	32.90
	Legal and professional expense	1.26	5.00	2.35	19.84
	Total expenses	41.80	37.27	18.51	105.29
III	Profit / (Loss) before tax (I-II)	(39.43)	(19.76)	(18.40)	(77.92)
IV	Tax expenses				
	Current Tax	-	-	-	-
	Deferred Tax	-	-	-	-
	Short / (Excess) tax provision of earlier years *	0.00	0.00	1.42	1.48
V	Profit / (Loss) after tax (III-IV)	(39.44)	(19.76)	(19.82)	(79.40)
VI	Other comprehensive Income / (loss) (net of tax)				
	Items that will not be reclassified to profit or loss	-	-	-	-
	Items that will be reclassified to profit or loss	-	-	-	-
	Total comprehensive Income / (loss) net of tax (V+VI)	(39.44)	(19.76)	(19.82)	(79.40)
VIII	Paid-up equity share capital (face value of Rs. 10/- each)	5,130.30	5,130.30	5,130.30	5,130.30
IX	Other Equity (excluding Revaluation Reserves)	-	-	-	28,062.46
X	Earnings per share (EPS) (not annualised)				
	(a) Basic (in Rs.)	(0.08)	(0.04)	(0.04)	(0.15)
	(b) Diluted (in Rs.)	(0.08)	(0.04)	(0.04)	(0.15)

* Figures less than thousands

NOTES:

- The above financial results have been reviewed and it is recommended by the Audit Committee of the Board which is approved by the Board of Directors at their meeting held on 3rd February, 2023. The statutory auditors have carried out the review of these results.
- The above results have been prepared in accordance with the Indian Accounting Standards ("Ind-AS") as notified in the Companies (Indian Accounting Standards) Rules 2015 (as amended), specified under section 133 of the Companies Act, 2013.
- 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.
- The fair value of investments in the subsidiary was carried out by the independent valuer as on 31st March 2022 which is sufficient to cover the cost of investments. Considering the management outlook for improvement in the performance of the Subsidiary Company in the long run and in the opinion of management, no impairment in the investment value of the Subsidiary Company is required since it is committed to complete the construction of the project.
- 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 nor proposing to carry any financial activities as 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.



MODULEX CONSTRUCTION TECHNOLOGIES LIMITED

CIN - L45100PN1973PLC182679

Regd. Office : A-82, MIDC Industrial Estate, Indapur, Pune, Maharashtra - 413132

Statement of Standalone Unaudited Financial Results for the quarter ended June 30, 2022

- 6 a) In the FY 2021-22, the Company received an whistleblower complaint from one of the person (hereinafter referred to as "the complainant"). The Complainant is an independent director of the Company. The Complaint was filed with respect to the conduct of the board meeting held for approval of the right issue of equity shares. Based on the complaint, said matter was raised by the statutory auditor to the audit committee and also submitted its report to the Central Government in Form No ADT 4 as per the requirement of the Companies (Audit and Auditor) Rules, 2014 in June 2022 quarter. The Company has appointed an independent third party to investigate the complaint. Based on the investigation report submitted by the third party which is also approved by the audit committee in a meeting held on 2nd September 2022, allegations made in the said whistleblower complaint are baseless.
- Further, subsequent to the quarter ended June 2022, the Company has received an additional 2 whistleblower complaints from the above complainant. Audit Committee has rebutted the allegation levelled by the Complainant and has suggested to take appropriate legal action against the complainant as well as referring these entire matters to the board of directors for further actions.
- b) In FY 2021-22, the Company had made an Investment In Compulsory Convertible Debentures of Give Vinduet Windows & Doors Private Limited aggregating to Rs. 60 lakhs (excluding fair value adjustment under Ind AS) which was approved by the board of directors of the Company, however, the shareholders approval for the same was not obtained as per the requirement of Section 186 of the Companies Act 2013 upto quarter ended June 2022. Subsequent to quarter end June 2022, the Company has obtained prospective approval from shareholders u/s 186 of the Act for making any investments upto Rs. 40,000 lakhs.
- c) The Company has not maintained the video recordings of certain minutes of the board and other committees meetings which are held virtually in the quarter ended 30th June 2022 and in the financial year 2021-22 as per the requirement of Section 108 of the Companies Act 2013 due to technical glitches. However, signed physical board minutes and other committee minutes of the meeting have been maintained by the Company.
- 7 In pursuant to compliance with the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable regulations, the Board of Directors at its meeting held on 15th March 2022 approved for raising of funds amounting to Rs 4,100 lakhs on rights issue basis. However, no letter of offer with respect to the rights issue has been sent to existing shareholders. As a result, no impact was given in the Standalone financial statements as on 31st March 2022 as well as in the standalone unaudited financial results for the quarter ended 30th June 2022.
- 8 Subsequent to quarter end June 2022, 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 equity shares on a preferential basis via swap through postal ballot which was commenced on 14th November 2022 and ended on 13th December 2022.
- 9 Figures reported for quarter ended March 31, 2022 are the balancing figures between the audited figures in respect of whole financial year ended March 31, 2022 and un-audited year to date figures published up to 31st December 2021.
- 10 The figures of the previous period(s) have been regrouped / reclassified wherever necessary.

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

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Ajay Palekar
Managing Director
DIN:02708940

Place: Bangalore
Date: 03rd February, 2023



Independent Auditor's Review Report on Quarterly Unaudited Consolidated Financial Results of the Company Pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

**Review Report to
The Board of Directors of
MODULEX CONSTRUCTION TECHNOLOGIES LIMITED**

1. We have reviewed the accompanying Statement of Consolidated Unaudited Financial Results of Modulex Construction Technologies Limited ("the Holding Company"), its Subsidiary and associate (the Holding Company, its Subsidiary and associate together referred to as "the Group"), and its share of the net loss after tax and total comprehensive income of its subsidiary and associate for the quarter ended 30th June 2022 ("the Statement"), being submitted by the Holding Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations").
2. This Statement, which is the responsibility of the Holding Company's Management and approved by the Holding Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India (ICAI). This standard requires that we plan and perform the review to obtain moderate assurance as to whether the statement is free of material misstatement. A review of interim financial information consists of making inquiries, primarily of Holding Company's personnel responsible for financial and accounting matters and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing specified under Section 143(10) of the Companies Act, 2013 and consequently, does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

We also performed procedures in accordance with the circular no. CIR/CFD/CMD1/44/2019 dated March 29, 2019 issued by the SEBI under Regulation 33(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, to the extent applicable.

4. The statement includes the results/information of the following entities:

Sr no	Name of the Entity	Relationship
i.	Modulex Modular Buildings Private Limited	Subsidiary
ii.	Redribbon Advisory Services Private Limited	Associate (Subsidiary till 15 th May 2022)



Independent Auditors review report (Continued)

5. Based on our review conducted and procedures performed as stated in paragraph 3 above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the applicable Indian Accounting Standard and other accounting principles and practices generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.
6. As stated in Note 3 of the Statement, the Holding Company had received whistleblower complaint from one of the person (hereinafter referred to as "the complainant") in FY 2021-22. The Complainant is an independent director of the Holding Company. The Complaint was filed for the conduct of the board meeting which was held for approval of the right issue of equity shares by the Holding Company. Based on the complaint received, the said matter was raised by the statutory auditor to the Audit Committee and also submitted its report to the central government in Form No ADT 4 as per the requirement of the Companies (Audit and Auditor) Rules, 2014 in the current quarter. The Holding Company has appointed an independent third party to investigate the complaint. Based on the investigation report submitted by the third party which is also approved by the audit committee in the meeting dated 2nd September 2022, the allegations in a whistleblower complaint are baseless.

Further, subsequently, to the quarter ended 30th June 2022, the Holding Company has received additional 2 whistleblower complaints from the above complainant. Audit Committee has rebutted the allegation levelled by the Complainant and suggested to take legal action against the complainant and referred these entire matters to the board of directors for further actions.

7. As stated in Note 4 of the Statement, the Holding Company had made the investment of Rs 60.00 Lakhs (excluding fair value adjustment under Ind AS) in the Compulsory Convertible Debentures of Give Vinduet Windows & Doors Private Limited (the Company in which directors are having interest) in FY 2021-22. The same has been approved by the board of directors of the Holding Company, however, the shareholder's approval for the same is not obtained as per the requirement of Section 186 of the Act upto quarter ended June 2022. Subsequent to the quarter ended 30th June 2022, the Company has obtained prospective approval from shareholders u/s 186 of the Act for making investments up to Rs. 40,000 lakhs.
8. Reference is invited to Note 5 of the Statement which states that 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 any financial activities nor proposing to carrying any financial activities as a principal business in future. The revenue of the Holding Company is affected mainly due to delay in implementing the project by the Subsidiary (MMBPL). However, the Holding Company is taking necessary steps to generate revenue from non-financial assets. This opinion is also confirmed by the consultant of the Holding Company and we have relied on the same.
9. As stated in note 6 of the Statement, due to delay in construction of project for the reason stated in the said note, the subsidiary company has continued to incur losses in the current period / earlier years and its current liabilities are also greater than the current assets. Considering the commitment from the shareholders / promoters to infuse the funds for the execution of the project, the management expectation for receipt of an extension letter from MIDC for construction work as well as the future business prospect of the subsidiary company, in the opinion of the management, there is no impairment of property, plant & equipment and capital work in progress as on date.



Independent Auditors review report (Continued)

10. Attention is invited to Note 8 of the Statement where one of the independent and non-executive director of one of the subsidiary company had demanded the fees of Rs. 96.33 lakhs. As mentioned in the same note, we were informed by the management that said 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 as on 31st March 2022, the fees was not payable to the said director. However, till date, the subsidiary company had paid Rs. 47.18 lakhs as expended goodwill and balance amount of Rs. 49.15 lakhs was disclosed under contingent liabilities in the audited consolidated financial statements for the year ended 31st March 2022 pending outcome final dispute / settlement.

Further, we are informed by the management that additional liability of Rs. 3 lakhs pertaining to June 2022 quarter is also not payable and would be considered as contingent liabilities as financial closure of the project is still not achieved as on 30th June 2022.

11. We draw attention to Note 9 of the Statement regarding excess managerial remuneration to directors of the subsidiary company aggregating Rs. 116 lakhs for FY 20-21, Rs. 117.25 lakhs for FY 21-22 and Rs 29 lakhs for the quarter ended 30th June 2022 than prescribed under section 197 of Act. Subsequently to year end, the Board of directors and shareholders of the subsidiary have approved the excess remuneration payable to directors for FY 20-21 & FY 21-22 and waived recovery of said excess managerial remuneration. As per requirement 197 of the Act, the excess managerial remuneration needs to be approved within 2 years from the date such amounts become refundable. We are informed that the subsidiary company will take necessary approval of excess managerial remuneration for the quarter ended 30th June 2022 from the board of directors and shareholders before 31st March 2023. Further, we are informed that the subsidiary company is in process of setting up the nomination and remuneration committee and all such above excess managerial remuneration would be approved by the said committee in FY 22-23.
12. As stated on Note 10(a) of the Statement, unsecured loans given by the Subsidiary (MMBPL) to the Holding Company and RRASPL [Redribbon Advisory Services Private Limited] (subsidiary / associate company) are approved by the board of directors of MMBPL, however, shareholders' approval for the same is not obtained by the said subsidiary as per the requirement of Section 185 & 186 of the Act in FY 2021-22 and for the quarter ended 30th June 2022. The same has been approved by the board of directors and shareholders of MMBPL subsequent to the quarter ended 30th June 2022. Further, as stated in said Note, in respect of the loan given by MMBPL to the Company in which the director is having control is not approved by the board of directors and shareholders as per the requirement of Sections 185 & 186 of the Act in FY 2021-22, however, the same has been approved by the board of directors and shareholders subsequently to quarter ended 30th June 2022.
13. As stated in Note 10(b) of the Statement, loans taken by Redribbon Advisory Services Private Limited (RRASPL) from Modular Modulex Buildings Private Limited (MMBPL) (subsidiary company), a director and the relative of directors are approved by the board of directors and the loan taken by RRASPL from the Company in which the director is having a significant interest is approved by the board of directors subsequently to the quarter ended June 2022. Further, the shareholders' approval u/s 180 of the Companies Act 2013 for these loans are not taken by the RRASPL for the quarter ended 30th June 2022 and for the financial year 2021-22. However, the shareholders' approval for the same is obtained by RRASPL subsequently to the quarter ended 30th June 2022.

Independent Auditors review report (Continued)

14. As stated in Note 11 of the consolidated financial results, The Group has not maintained the video recordings of certain minutes of the board and other committees meetings which are held virtually in the quarter ended 30th June 2022 as well as in the financial year 2021-22 as per the requirement of Section 108 of the Act. We are informed by the management that it is due to technical glitches. However, signed physical board minutes and the other committee meetings have been maintained by the Group and we have relied on the same for our review.
15. Reference is invited to Note 17 of the Statement which states that figures reported for quarter ended 31st March 2022 are the balancing figures between the audited figures in respect of financial year ended 31st March 2022 and unaudited year to date figures published up to 31st December 2021. Our conclusion is not modified in respect of the said matter for the current quarter as well as for the previous financial year ended on 31st March 2022 also.

For RMJ & ASSOCIATES LLP

Chartered Accountants

Firm Registration No. W100281

RAKESH Purshotta MDAS UPADHYAYA
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Rakesh Upadhyaya

Partner

Membership No: 046271

UDIN: 23046271BGXMAF4817

Place: Mumbai

Date: 3rd February, 2023

MODULEX CONSTRUCTION TECHNOLOGIES LIMITED

CIN - 143100PN1973PLC182679

Regd. Office : A-02, MIDC Industrial Estate, Indapur, Pune, Maharashtra - 411312

Statement of Unaudited Consolidated Financial Results for the Quarter ended June 30, 2022

(Rupees in Lakhs)

Sr. No.	Particulars	Consolidated Financial Results			
		Quarter Ended		Year Ended	
		June 30, 2022 (Unaudited)	March 31, 2022 (Refer Note 16) (Audited)	June 30, 2021 (Unaudited)	March 31, 2022 (Audited)
I	Income				
	Revenue from operations	-	-	-	-
	Other income	3.44	17.21	0.81	30.16
	Total income	3.44	17.21	0.81	30.16
II	Expenses				
	Employee benefits expense	65.40	46.45	56.32	225.73
	Finance costs	69.39	65.10	51.38	286.98
	Depreciation and amortisation expense	2.46	5.58	2.68	14.24
	Other expenses	64.96	55.53	74.55	180.57
	Legal and professional expense	3.81	67.36	38.65	177.99
	Total expenses	206.03	240.02	173.58	835.51
III	(Loss) before share in (Loss) of Associate, exceptional item and tax (I-II)	(202.58)	(222.81)	(172.77)	(805.35)
IV	Share in (Loss) of Associate	(1.24)	-	-	-
V	(Loss) before exceptional items and tax (III-IV)	(203.82)	-	-	-
VI	Exceptional item (Refer Note 15)	75.09	-	-	-
VII	(Loss) before tax (V-VI)	(128.73)	-	-	-
VIII	Tax expenses				
	Current tax	-	-	-	-
	Deferred tax	-	-	-	-
	short / (excess) of tax provision pertaining to earlier years	0.30	7.34	1.42	3.94
IX	(Loss) after tax (VII-VIII)	(129.03)	(225.15)	(174.19)	(809.28)
X	Other comprehensive income (net of tax)				
	Items that will not be reclassified to profit or loss				
	Share in other comprehensive loss of Associate	(17.75)	-	-	-
	Remeasurement of the defined benefit plans (Net)	-	(1.41)	-	(1.41)
	Items that will be reclassified to profit or loss	-	-	-	-
XI	Total comprehensive income / (loss) net of tax (IX+X)	(141.78)	(226.56)	(174.19)	(810.69)
	(Loss) for the year attributable to:				
	Owners of the Group	(129.03)	(222.34)	(173.80)	(804.52)
	Non-Controlling interests*	(0.00)	(2.81)	(0.39)	(4.76)
	Other Comprehensive Income / (loss) for the period attributable to:				
	Owners of the Group	(9.90)	5.09	(9.90)	(5.29)
	Non-Controlling interests*	9.90	(6.50)	9.90	3.68
	Total Comprehensive Income / (loss) for the period attributable to:				
	Owners of the Group	(129.03)	(217.26)	(184.70)	(809.82)
	Non-Controlling interests*	0.00	(9.31)	9.51	(0.88)
XII	Paid-up equity share capital (face value of Rs. 10/- each)	5130.30	5,069.11	5,069.11	5069.11
XIII	Other Equity (excluding Revaluation Reserves)	-	-	-	21,677.58
XIV	Earnings per share (EPS) (not annualised)				
	(a) Basic (in Rs.)	(0.25)	(0.44)	(0.34)	(1.60)
	(b) Diluted (in Rs.)	(0.25)	(0.44)	(0.34)	(1.60)

* Figures are below thousands.

NOTES:

- The unaudited consolidated financial results have been reviewed as well as recommended by the Audit Committee of the Board which is approved by the Board of Directors at their meeting held on 03rd February, 2023. The statutory auditors have carried out the review of these results.
- The above results have been prepared in accordance with the Indian Accounting Standards ("Ind-AS") as notified in the Companies (Indian Accounting Standards) Rules 2015 (as amended), specifying under section 133 of the Companies Act, 2013.
- In the FY 2021-22, the Holding Company received a whistleblower complaint from one of the person hereinafter referred to as "the complainant". The Complainant is an independent director of the Holding Company. The Complaint was filed for the conduct of the board meeting held for approval of the right issue of equity shares by the holding company. Based on the complaint of the complainant, the said matter was raised by the statutory auditor to the audit committee and also submitted its report to the Central Government in Form No ADT 4 as per the requirement of the Companies (Audit and Auditor) Rules, 2014 in the current quarter. The Holding Company has appointed an independent third party to investigate the matter. Based on the investigation report submitted by the third party which is also approved by the audit committee in the meeting dated 2nd September 2022, the allegations in the whistleblower complaint are baseless.

Further, subsequent to the quarter ended 30th June 2022, the Holding Company has received an additional 2 whistleblower complaints from the above complainant. The Audit Committee has rebuffed the allegation levelled by the complainant and has suggested to take the appropriate legal action against the complainant by referring these entire matters to the board of directors of the Holding Company for further actions.
- In the FY 2021-22, the Holding Company had made an investment of Rs 60.00 Lakhs (excluding fair value adjustment under Ind AS) in Compulsory Convertible Debentures of Give Viduet Windows & Doors Private Limited (the Company in which directors are having interest). The same has been approved by the board of directors of the Holding Company, however, the shareholder's approval for the same is not obtained as per the requirement of Section 186 of the Act upto quarter ended 30th June 2022. However, subsequent to quarter ended 30th June 2022, the Company has obtained prospective approval from shareholders u/s 186 of the Act for making investments upto Rs. 40,000 lakhs.
- The Holding 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 on the financial activities as a principal business in the future. Further, the revenue of the Holding Company is affected mainly due to the delay in implementing the project by the Subsidiary (MMBPL) however, it is taking necessary steps to generate revenue from non-financial assets. This opinion is also confirmed by the consultant of the Holding Company and the auditor has relied upon this opinion.
- In respect of the subsidiary company (MMBPL), due to multiple factors including delays in raising the resources from the banks and other regulatory issues which got accentuated by the outbreak of Covid-19 resulted in the temporary suspension of construction activity at the project site at Indapur, Pune [which is taken on lease from MIDC (Maharashtra Industrial Development Corporation)].

The subsidiary company is in discussion with the consortium of 2 banks for funding the project to the extent of Rs. 8,500 lakhs. Subsequent to the quarter ended 30th June 2022, the management has received the sanction letter from two banks and is expecting the disbursement of the loan on fulfillment of certain terms and conditions.

Considering the continued delay in the construction of the project, the subsidiary company has continued to incur losses in the current period / earlier years and its current liabilities are greater than the current assets. The management is committed to complete the construction of the factory complex and promoters / shareholders are committed to provide the necessary funds to the subsidiary company as and when required. The management is expecting trial production and commercial production to be commenced in FY 2023-24.



MODULEX CONSTRUCTION TECHNOLOGIES LIMITED

CIN - I45100PN1973PLC187879

Regd. Office: A-82, MIDC Industrial Estate, Indapur, Pune, Maharashtra - 413132

Statement of Unaudited Consolidated Financial Results for the Quarter ended June 30, 2022

Further, the subsidiary company received a letter dated 12th August 2020 from the MIDC asking the subsidiary company to vacate the above project site due to the delay in construction work / delay in payment of premium charges. The subsidiary company vide letter dated 13th August 2020 had replied to the said notice and requested more time to make payment of outstanding premium charges. Further, the subsidiary company vide letter dated 24th September 2021 has requested the extension of time for construction work for additional allotment fees of Rs. 810 lakhs. The subsidiary company is confident of receipt of an extension letter from MIDC for the construction of work. The outcome of additional liability payable to MIDC (including interest for delay in payment of premium, if any) would be determined based on the decision of MIDC and pending this decision, additional liability has been considered as contingent liabilities by the subsidiary company / group for the quarter ended 30th June 2022 (this was disclosed under contingent liabilities in the financial statements of the subsidiary company / consolidated financial statements of group for the year ended 31st March 2022 also). As a result, no impact has been given in the unaudited financial results for the quarter ended 30th June 2022.

Considering the commitment from the shareholders/promoters to continue to infuse funds for the execution of the project, the management's expectation for receipt of the extension letter from MIDC for construction work as well as the future business prospect of the subsidiary company, in the opinion of the management, there is no impairment of property, plant and equipment and capital work in progress as on date and the same has been relied upon by the auditors.

7 In respect of the Subsidiary (MMBPL), GST Input credit as per books is higher by Rs. 31.34 lakhs than the GST return. In the opinion of the management, the said subsidiary would be able to take said GST Input credit in the return after necessary rectification / payments by the vendors. Pending this, the said amount has been recognised and disclosed under contingent liabilities in the consolidated financial statements for the year ended 31st March 2022. As a result, no impact has been given in the unaudited consolidated financial results for the quarter ended 30th June 2022.

8 In respect of the subsidiary company (MMBPL), one of the independent and non-executive director was brought on the board on the mutual understanding that fees will be accrued and paid out on achieving financial closure of the project. However, in FY 21-22, the said director had demanded entire fees of Rs. 56.33 lakhs payable till 31st March 2022 even though financial closure of the project was not achieved. The subsidiary company had not agreed to the said demand, however, the subsidiary company had paid Rs. 47.18 lakhs as expended goodwill in FY 21-22 and a balance amount of Rs. 49.15 lakhs was shown under contingent liabilities in the audited consolidated financial statements for the year ended 31st March 2022 pending the outcome of final dispute / settlement.

Further, the additional liability of Rs. 3 lakhs for this matter pertaining to the quarter ended June 2022 is also considered as a contingent liabilities by the subsidiary company as the financial closure of the project is still not achieved as on 30th June 2022. As a result, no impact has been given in the unaudited consolidated financial results for the quarter ended 30th June 2022.

9 The Subsidiary Company (MMBPL) has accounted the managerial remuneration of Rs. 162 lakhs for FY 2020-21, Rs. 169.35 lakhs for FY 2021-22 and Rs. 40.50 lakhs for the quarter ended 30th June 2022. As per Section 197 of the Companies Act 2013, there is an excess managerial remuneration aggregating to Rs. 116 lakhs in FY 2020-21, Rs. 117.75 lakhs in FY 2021-22 and Rs. 29 lakhs for the quarter ended 30th June 2022 which have been booked in the subsidiary company's books of account. However, the subsidiary company has actually paid Rs. 84 lakhs in FY 2020-21, Rs. 100.52 lakhs in FY 2021-22 and Rs. 20.75 lakhs for the quarter ended 30th June 2022.

Subsequently, to the quarter ended 30th June 2022, the Board of directors and shareholders of the subsidiary company have approved the excess remuneration payable to directors for FY 2020-21 & FY 2021-22 as well as waived recovery of the said excess managerial remuneration. The management will take necessary approval of excess managerial remuneration for the quarter ended 30th June 2022 from the board of directors and shareholders before 31st March 2023 (i.e. which is in line with the requirement of the Companies Act, 2013). Additionally, the subsidiary company is in the process of setting up the nomination and remuneration committee and all of the above excess managerial remuneration would be approved by the said committee in FY 2022-23.

10 (a) Unsecured loans given by Subsidiary (MMBPL) to the Holding Company and RRASPL (Redribbon Advisory Services Private Limited) (subsidiary / associate company) are approved by the board of directors of MMBPL, however, shareholders' approval for the same is not obtained by the said subsidiary as per the requirement of Section 185 & 186 of the Act in FY 2021-22 and for the quarter ended 30th June 2022. The same has been approved by the shareholders of MMBPL subsequent to the quarter ended 30th June 2022. Additionally, in respect of the loan given by the subsidiary company (MMBPL) to the Company in which the director is having control is not approved by the board of directors and shareholders as per the requirement of Section 185 & 186 of the Act in FY 2021-22, however, the same has been approved by the board of directors and shareholders of said subsidiary company subsequent to the quarter ended 30th June 2022.

(b) Unsecured loan taken by Redribbon Advisory Services Private Limited (RRASPL) (subsidiary / associate company) from its Holding Company (MMBPL), director and relative of directors are approved by the board of directors and the additional loan taken by RRASPL from the Company in which the director is having a significant interest is approved by board of directors subsequent to the quarter ended June 2022. Further, the shareholders' approval u/s 186 of the Companies Act 2013 for these loans are not taken by the RRASPL for the quarter ended 30th June 2022 and for the financial year 2021-22. However, the shareholders' approval for the same is obtained by RRASPL subsequent to the quarter ended 30th June 2022.

11 The Group has not maintained the video recordings of certain minutes of the board and other committees meetings which are held virtually in the quarter ended 30th June 2022 and in the financial year 2021-22 as per the requirement of Section 108 of the Companies Act 2013 due to technical glitches. However, signed physical board minutes and other committee minutes of the meeting have been maintained by the Group.

12 In pursuant to with the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable regulations, the Board of Directors of Holding Company at its meeting held on 15th March 2022 approved for raising of funds amounting to Rs. 4,100 lakhs on a rights issue basis. However, no letter of offer with respect to the rights issue has been sent to existing shareholders. As a result, no impact has been given in the audited consolidated financial statements as on 31st March 2022 as well as in the unaudited consolidated financial results for the quarter ended 30th June 2022.

13 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 Group is also reviewing the results / operations as single segment i.e. civil construction.

14 Subsequent to quarter end June 2022, 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 Window Windows and Doors Private Limited in the ratio of 1:1.345. Further, shareholders have given approval for the issue of equity shares on a preferential basis via swap through postal ballot which was commenced on 14th November 2022 and ended on 13th December 2022.

15 In the previous year, the board of directors of the subsidiary (MMBPL) in its meeting dated 18th January 2022 approved for sale of entire investments held in the Redribbon Advisory Services Private Limited (step down subsidiary company) in one or more tranches at face value i.e. for aggregate consideration of Rs. 415.76 lakhs. In the quarter ended 30th June 2022, the subsidiary company further sold 9,50,000 equity shares for aggregate consideration of Rs. 95 lakhs. As a result in the current quarter, Redribbon Advisory Services Private Limited has ceased to exist subsidiary company of the group and has become its associate company. Accordingly, the gain due to loss of control (i.e. from subsidiary to associate) of Rs. 75.09 lakhs is recognised as an exceptional item in the above results.

16 The fair value of the investment in the subsidiary Company carried out by the independent valuer as on 31st March 2022 is sufficient to cover the value of goodwill. In the opinion of the management, there is no major event that occurred between the balance sheet date i.e. 31st March 2022 and the quarter ended 30th June 2022 which will materially affect / deteriorate the fair value of investments. Considering the management outlook for the subsidiary project at Indapur which is stated in note 6 of the above result mentions about commitment to complete the construction of the project, in the opinion of management, no impairment is required for goodwill.

17 Figures reported for quarter ended March 31, 2022 are the balancing figures between the audited figures in respect of full financial year ended March 31, 2022 and unaudited year to date figures published up to 31st December 2021.

18 The figures of the previous period(s) have been regrouped / reclassified wherever necessary.

Place: Bangalore
Date: 03rd February, 2023

For and on behalf of the Board of Directors of
MODULEX CONSTRUCTION TECHNOLOGIES LIMITED

AJAY SHRIDHAR PAI EKAR
Ajay Palekar
Managing Director
DIN:02708940

