



Modulex Construction Technologies Limited

48th Annual General Meeting
Annual Report
Financial Year 2020-21

Modulex Construction Technologies Limited t/a Modulex
CIN: L45100PN1973PLC182679
Registered Office: A-82, MIDC Industrial Estate, Indapur – 413 132, Maharashtra
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CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Suchit Punnose

Whole Time Director

Mr. Ajay Palekar

Managing Director

Mr. Sandeep Khurana

Independent Director

Mr. Aditya Vikram Kanoria

Independent Director

Ms. Rakhee Amit Agarwal

Independent Director

Mr. Raj Kumar Sharma

Non Executive Director

BOARD COMMITTEES

Audit Committee

Mr. Sandeep Khurana

Mr. Ajay Palekar

Mr. Aditya Vikram Kanoria

Stakeholder Relationship Committee

Mr. Aditya Vikram Kanoria

Mr. Ajay Palekar

Mr. Suchit Punnose

Nomination and Remuneration Committee

Mr. Sandeep Khurana

Mr. Aditya Vikram Kanoria

Ms. Rakhee Agarwal

Company Secretary

Ms. Bhoomi Mewada

Chief Financial Officer

Mr. Mahendra Kumar Bhurat

AUDITOR

M/s. RMJ & Associates LLP

Chartered Accountants

REGISTERED OFFICE

A 82, MIDC Industrial Estate,
Indapur Pune Maharashtra 413132

Tel: 02111 217074

Email: compliance@modulex.in

Website: www.modulex.in

CIN: L45100PN1973PLC182679

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, Government's serious efforts to enhance infrastructure investments, increase affordable housing and improve transport and logistics support systems will support growth for 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 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 which was stopped consequent to the pandemic is due to recommence in September 2021.

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 are 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, exists. 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 2020-21	FY 2019-20
Total revenue including other income	0.45	1.70
Total Expenditure	74.80	77.61
Profit / (Loss) before tax	(74.35)	(75.91)
Tax Expenses	-	-
Profit / (Loss) after tax	(74.35)	(75.91)
EPS Weighted Average		
-Basic	(0.14)	(0.17)
-Diluted	(0.14)	(0.17)

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 endeavour to provide our employees a professional, congenial, safe working environment coupled with opportunities for personal growth and development. Your Company has put in comprehensive system in place 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 culture of dedication, ethics & values. Your Company has been successful in cultivating culture of dedication, work ethics & values in the organization. Employees are provided with training on behavioural 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	2020-21	2019-20	Significant Changes
Debtors Turnover ratio	NA	NA	-
Inventory Turnover Ratio	NA	NA	-
Interest Coverage Ratio	NA	NA	-
Current Ratio	0.10	0.12	
Debt Equity Ratio	0.008	0.007	
Operating Profit Margin (%)	NA	NA	-
Net Profit Margin (%)	NA	NA	-

Caution: The views expressed in the Management Discussions and Analysis are 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.

BOARD’S REPORT

TO THE MEMBERS OF

MODULEX CONSTRUCTION TECHNOLOGIES LIMITED (“Company”)

The Directors of the Company are pleased to present the 48th Annual Report of the Company, along with the Audited Financial Statements (Standalone & Consolidated), for the Financial Year ended 31st March, 2021.

1. FINANCIAL PERFORMANCE

(Amount in Rs.)

Particulars	Standalone		Consolidated	
	31 st March, 2020	31 st March, 2021	31 st March, 2020	31 st March, 2021
Revenue from operations	1,69,971	45,038	66,29,473	23,95,239
Profit / (Loss) before Depreciation, Finance Costs, Exceptional Items and Tax Expense	(66,45,290)	(39,96,852)	(4,80,89,727)	(4,20,69,263)
Less: Depreciation / Amortization / Impairment	3,265	14,263	3,86,925	12,78,316
Profit / (Loss) before Finance Costs, Exceptional Items and Tax Expense	(66,48,555)	(40,11,115)	(4,84,76,653)	(4,33,47,579)
Less: Finance Cost	9,42,326	34,24,120	94,94,127	2,13,65,590
Profit / (Loss) before Exceptional Items and Tax Expense	(75,90,881)	(74,35,235)	(5,79,70,779)	(6,47,13,169)
Add / (less) : Exceptional Items	-	-	-	-
Profit / (Loss) before Tax Expense	(75,90,881)	(74,35,235)	(5,79,70,779)	(6,47,13,169)
Less : Tax expenses (Current & Deferred)	-	-	-	4,08,483
Profit / (Loss) for the year (1)	(75,90,881)	(74,35,235)	(5,79,70,779)	(6,51,21,652)
Total Comprehensive Income / Loss (2)	-	-	(16,40,019)	81,706
Total (1+2)	(75,90,881)	(74,35,235)	(5,96,10,798)	(6,50,39,946)
Balance of Profit / (Loss) for earlier years	(1,02,67,184)	(1,78,58,065)	3,76,09,825	(53,12,24,960)
Less: Transfer to Debenture Redemption Reserve	-	-	-	-
Less: Transfer to Reserves	-	-	-	-
Less: Dividend paid on Equity Shares	-	-	-	-
Less: Dividend paid on Preference Shares	-	-	-	-
Less: Dividend Distribution Tax	-	-	-	-
Less: Changes in Other Equity	-	-	(50,92,23,987)	27,48,303
Balance carried Forward	(1,78,58,065)	(2,52,93,300)	(53,12,24,960)	(59,35,16,603)

2. OPERATIONAL REVIEW

Consequent upon the Company embarking upon a plan to execute the business plan, the Company's subsidiary Modulex Modular Buildings Private Limited ("MMBPL") is continuing with the construction of a factory facility to produce steel modules and in anticipation of the upcoming commercial operation date of the factory, the Company has started the process of recruiting suitable personnel and leading HR firms, both in India and overseas, have been sounded to that effect.

The factory facility is being developed on a 40-acre land owned by MMBPL in MIDC, Indapur. This manufacturing facility, the Directors believe, is the first of its kind in India and the world's largest modular buildings manufacturing cluster.

The manufacturing facility in the initial phase will see 20 acres being developed consisting of three sheds totalling to circa 35,000 square metres (circa 3,50,000 square feet) which will produce steel modules and ancillary products such as bathroom pods, doors and windows.

The real estate sector and the construction industry is passing through challenging times and to survive and grow in such challenging times, it is imperative that the customers be offered a proposition which adds value. The Company with its unique offering of design and manufacturing of steel modular buildings and the construction thereof, through its subsidiary MMBPL is perfectly positioned.

The technology used by MMBPL is franchised from Modulex Modular Buildings Plc., UK and enables the Company to deliver the design and manufacturing (through MMBPL) carbon neutral, Smart, BOPAS certified buildings on a fixed cost and time guarantee in nearly half the time and with high quality. The cost of the modular buildings is similar to the traditional construction cost.

Going forward, the Company also proposes to develop design templates for various sectors within real estate such as hotels, hospitals, schools, hostels, old age homes etc. to offer designing solutions for clients which result in greater speed in delivery of the completed buildings. The Directors are confident, that this synchronized solution would create a win-win situation for all stakeholders.

MMBPL had secured investment from large industrial and real estate companies as strategic partners who will be adopting the Company's technology and absorbing a significant portion of the factory's output capacity, thereby underpinning the investment made by the Company in acquiring the shares of MMBPL.

The Company has a significant order pipeline from customers in India and also from customers in the UK for export order.

Directors believe that the Company should see significant activity post completion of the factory in the next financial year.

2.1 Covid-19 pandemic

The Covid-19 pandemic is not only the defining global health crisis of our times, the unprecedented impact on people and economic devastation that it has caused across the continents is of foremost concern. Your Company is taking all necessary measures in terms of mitigating the impact of the challenges being faced and is in fact confident that the crisis will eventually firm up the resolve of the Company to meet its organisational objectives. Though the long-term directional priorities of the Company remain firm, in light of Covid-19 and its expected impact on the operating environment, the key priorities of the Company and its subsidiary MMBPL would be to step up its efforts to raise requisite resources, conserve cash and control fixed costs, while continuing to invest in productive areas.

3. 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 Shridhar 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. The Board of Directors recommend his re-appointment as Director of the Company.

Appointment and Remuneration of Directors

The appointment and remuneration of Directors is governed by the Remuneration Policy of the Company which also contains the criteria for determining qualifications, positive attributes and independence of Directors.

Declaration by Independent Directors

Pursuant to the provisions of Section 149 of the Companies Act, 2013, Mr. Sandeep Khurana, Mr. Aditya Vikram Kanoria and Mrs. Rakhee Agarwal, have been appointed and act as Independent Directors. The Company has received declaration(s) from all the Independent Directors confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Act, and regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force). The Independent Directors have complied with the Code for Independent Directors prescribed in Schedule IV to the Act and the code of conduct for Directors and senior management formulated by the Company. The Independent Directors of the Company hold office for a term of five years and are not liable to retire by rotation in terms of Section 149(13) of the Act.

Each of the Independent directors, have also confirmed to the Company, that they are not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact his / her / their ability to discharge his / her / their duties with an objective independent judgment and without any external influence and that he / she is independent of the management.

The Board is of the opinion that the Independent Directors of the Company possess requisite qualifications, experience and expertise in the fields of technology, human resources, strategy, auditing, tax and risk advisory services, financial services, corporate governance, etc. and that they hold the highest standards of integrity.

The Independent Directors of the Company have undertaken requisite steps towards the inclusion of their names in the databank of Independent Directors maintained with the Indian Institute of Corporate Affairs in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014.

Familiarization Programme

The Familiarization Programme seeks to update the Independent Directors on various matters covering Company’s strategy, business model, operations, organization structure, finance, risk management etc. It also seeks to update the Independent Directors with their roles, rights, responsibilities, duties under the Companies Act, 2013 and other statutes.

The policy and details of the familiarization programme imparted to the Independent Directors of the Company is available at <https://modulex.in/investor-relations>.

Remuneration of the Directors and Key Managerial Personnel

The remuneration details of the Directors and the Key Managerial Personnel of the Company are set out in the Annual Return of the Company, which is available on the website of the Company at the link: <https://modulex.in/investor-relations>.

Board Evaluation

In terms of the requirements of the Act, and the Listing Regulations, an annual performance evaluation of the Board and the Committees of the Board is undertaken where the Board formally assesses its own performance aimed at improving the effectiveness of the Board and its Committees. For Independent Directors, evaluation is carried out based on the criteria viz. the consideration which led to the selection of the Director(s) on the Board and the delivery against the same, contribution made to the Board / Committees, attendance at the Board / Committee Meetings, impact on the performance of the Board / Committees, instances of sharing best and next practices, engaging with management team of the Company, participation in Strategy Board Meetings, etc.

During the year, the Board Evaluation cycle was completed by the Company which was based on the Guidance Note issued by SEBI on Board Evaluation and comprised of the evaluation of the Board as a whole, Committees of the Board and peer evaluation of the Directors. The evaluation process focused on various aspects of the functioning of the Board and Committees such as composition of the Board, improving Board effectiveness, structure, performance and effectiveness of Board Committees, Board knowledge sessions and time allocation for strategic issues, etc. Separate exercise was carried out to evaluate the performance of individual Directors on parameters such as attendance, contribution and independent judgment.

As an outcome of the above exercise, it was noted that the Board as a whole was functioning as a cohesive body which is well engaged with different perspectives. The Board Members from diverse backgrounds bring about different complementarities and deliberation in the Board and Committee meetings. It was also noted that the Committees are functioning well and besides the Committee's terms of reference as mandated by law, important issues are brought up and discussed in the Committees.

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 also available on the Company's website at <https://modulex.in/wp-content/uploads/2019/04/Remuneration-Policy-MCTL.pdf>

4. COMPLIANCE WITH SECRETARIAL STANDARDS

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

5. BOARD MEETINGS

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, as permitted by law, which are noted and confirmed at the subsequent Board Meeting.

The notice of Board Meeting(s) is given well in advance to all the Directors. In the year 2020-21, all the meetings of the Board of Directors of the Company, were held through the Video Conferencing mode, due to the Covid-19 Pandemic. The Agenda of the Meeting is circulated a week prior to the date of the meeting. The Agenda for the Board Meeting(s) include detailed notes on the items to be discussed at the meeting to enable the Directors to take informed decision(s).

During the financial year ended 31st March, 2021, five (5) meetings of the Board of Directors were held during the year on 30th June, 2020, 31st July, 2020, 15th September, 2020, 12th November, 2020 and 12th February, 2021.

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.

6. 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 all 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 have constituted various Committees as required, namely:

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

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

7. COMMITTEE FOR PREVENTION OF SEXUAL HARASSMENT

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.

8. 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 2020-21 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.

9. MANAGEMENT DISCUSSION AND ANALYSIS

Pursuant to the provisions of Regulation 34 of the Listing Regulations, a separate section on the Management Discussion and Analysis for the financial year ended 31st March, 2021, is annexed and forms an integral part of this Board's Report.

10. CONSOLIDATED IND-AS FINANCIAL STATEMENTS

In compliance with Regulation 34 of the Listing Regulations and Section 129 of the Act, the Consolidated Financial Statements, which have been prepared by the Company in accordance with the applicable provisions of the Act and the applicable Indian Accounting Standards (IND AS) and forms part of this Board's Report.

11. DIVIDEND

Your directors do not recommend any dividend for the year under review as the Company has incurred Losses during the year under review. The Company proposes to formulate a dividend distribution policy coinciding with the commencement of operations by the subsidiary Company (MMBPL).

12. TRANSFER TO RESERVES

The Company has not transferred any amount to the Reserves for the financial year ended 31st March, 2021.

13. SHARE CAPITAL

As on the close of the Financial Year ended 31st March, 2021, the Authorised Share Capital of the Company stood at Rs. 73,00,00,000 which comprises of 7,29,50,000 Equity Shares of Rs. 10/- each and 50,000 Cumulative Redeemable Preference Shares of Rs.10/- each. As against the same, the Paid-up Share Capital of the Company, on the said 31st March, 2021 stood at Rs. 51,30,30,400/- which comprises of 5,13,03,040 Equity Shares of Rs. 10/- each.

14. PARTICULARS OF LOAN(S), GUARANTEE(S) AND INVESTMENTS

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 2020-21, are provided in the Notes to the Financial Statements.

15. DEPOSITS FROM PUBLIC

Your Company has not accepted any deposit from the Public within the meaning of Section 73 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 and as such, no amount on account of principal or interest on deposits from public was outstanding as on the date of the Balance Sheet.

16. INTERNAL CONTROLS

Based on the framework of the internal financial controls and compliance systems established and maintained by the Company, work performed by the statutory and secretarial auditors and external consultants and the reviews undertaken by management and the relevant board committees, including the Audit Committee, the Board is of the opinion that the Company's internal financial controls were adequate and commensurate with the size and nature of its business during the year under review. The Directors firmly believe that the systems and procedures which have been implemented will hold the Company in good stead, on commencement of full-fledged operations.

17. 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/investor-relations/>.

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 1**'.

18. SUBSIDIARY AND ASSOCIATES/ JOINT VENTURE

Modulex Modular Buildings Private Limited ("MMBPL") and Redribbon Advisory Services Private Limited ("RRASPL") are the subsidiary Companies of the Company, by virtue of holding 99.81% and 86.77% shares in MMBPL and RRASPL, respectively. The Company does not have any associates / jointly controlled entity.

A statement containing the salient features of the performance and financial position of the subsidiary companies as required under Rule 5 of the Companies (Accounts) Rules, 2014 is provided in **Form AOC-1** appended as an "**Annexure**" to the financial statements.

The Annual Report of the Company containing the standalone and consolidated Ind AS financial statements has been disseminated on the website of the Company at www.modulex.in. Audited Annual financial statements of the Subsidiary Companies have also been placed on the said website and are available for inspection by the members at the Registered Office of the Company. Members interested in obtaining the copy of the Audited Annual financial statements of the Subsidiary Companies may write to the Company Secretary at company.secretary@modulex.in.

19. EXTRACT OF ANNUAL RETURN

In terms of Section 92(3) of the Companies Act, 2013 and Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return of the Company is available on the website of the Company at the link: <https://modulex.in/investor-relations/>.

20. CORPORATE GOVERNANCE

In compliance with Regulation 34 read with Schedule V of the Listing Regulations, a detailed report on the Corporate Governance is attached and forms an integral part of this Annual Report. A Certificate from the Practicing Company Secretary confirming compliance of the conditions of Corporate Governance as stipulated under the Listing Regulations is appended to the Corporate Governance Report. A Certificate of the CEO and CFO of the Company in terms of Regulation 17(8) of the Listing Regulations is also annexed.

21. 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 MMBPL will be energy efficient and carbon neutral.

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

22. 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.

23. AUDITORS

Statutory Auditors

M/s. RMJ & Associates, LLP, Chartered Accountants, 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 50th Annual General Meeting of the Company.

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, 2021.

Internal Auditors

Pursuant to the provisions of Section 138 of the Companies Act, 2013 and the rules made thereunder, the Company had appointed M/s. V. K. Nawale & Co., Chartered Accountants, as the Internal Auditors of the Company on 30th June, 2020 to conduct the Internal Audit of the records and documents of the Company for the financial year 2020-21.

Secretarial Auditors

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and rules made thereunder, the Company has appointed M/s. Gupta & Baul Associates, Practicing Company Secretary, as the Secretarial Auditors of the Company on 30th June, 2020 to conduct the Secretarial Audit of the records and documents of the Company for the financial year 2020-21.

The Secretarial Audit Report confirms that the Company has generally complied with the provisions of the Act, Rules, Regulations, and Guidelines etc. and there were no major secretarial audit qualification(s) for the year under review.

The Secretarial Audit Report is annexed hereto and titled as ‘**Annexure 2**’ and forms an integral part of this Board’s report.

24. VIGIL MECHANISM/ WHISTLE BLOWER POLICY

The Company believes in the conduct of the affairs of its constituents 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 the Chairman of the Audit Committee of the Company.

The Whistle Blower Policy of the Company to this effect, is also uploaded on the website of the Company i.e. <https://modulex.in/wp-content/uploads/2019/04/Whistle-Blower-Policy-MCTL.pdf>

25. REMUNERATION POLICY

In terms of the provisions of Section 178(3) of the Act, the Nomination and Remuneration Committee (“NRC”) of the Company, is responsible for formulating the criteria for determining qualification, 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/2019/04/Remuneration-Policy-MCTL.pdf>

26. LISTING

The Equity Shares of the Company are listed on the Bombay Stock Exchange Limited (“BSE”) and the listing fees till the year 2020-21 has been paid. Listing fee for the year 2021-22 has become due and will be paid during the course of the year.

27. PARTICULAR OF EMPLOYEES

There were no employees during the year under review, whose particulars are required to be given in the Board’s Report in accordance with the provisions of Section 197 of the Act read with Rule 5(1) & 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time.

There were 2 permanent employees on the rolls of the Company as on 31st March, 2021.

28. 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 in future during the year under review.

29. 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.

30. 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.

31. 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.

Your Directors also wish to place on record their deep sense of appreciation for the commitment displayed by its employees resulting in unflinching focus on business establishment and growth of the Company during the year.

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

Suchit Punnose
Whole Time Director
DIN: 02184524

Ajay Palekar
Managing Director
DIN: 02708940

Date: 18th June, 2021
Place : London

Date: 18th June, 2021
Place: Pune

Annexure 1
Related Party Transactions
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 as advance if any
Suchit Punnose	Loan Taken	5 years	<ul style="list-style-type: none"> • Date: January 9, 2019 • General business purpose loan • Interest Rate @7.37% p.a. or interest free • Repayment at once, including interest following expiry of the term. 	-	Nil
Modulex Modular Buildings Private Limited	Loan Taken	5 years	<ul style="list-style-type: none"> • Date: April 1, 2018 • General business purpose loan • Interest Rate @15.00% p.a. or interest free • Repayment at once, including interest following expiry of the term. 	-	Rs.64,82,000/-
Give Vinduet Windows and Doors Private Limited	Loan Taken	5 years	<ul style="list-style-type: none"> • Date: February 17, 2019 • General business purpose loan • Interest Rate @7.37% p.a. or interest free • Repayment at once, including interest following expiry of the term. 	-	Nil

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

(Ajay Palekar)
Managing Director
DIN : 02708940

(Suchit Punnose)
Whole Time Director
DIN : 02184524

(Mahendra Kumar Bhurat)
Chief Financial Officer
PAN: AJIPB3300M

(Bhoomi Mewada)
Company Secretary
M. NO. : A34561

Annexure –2
Form No. MR-3
Secretarial Audit Report
For the Financial year ended 31st March, 2021

*[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

We 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 - L45100PN1973PLC182679** (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 our 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, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2021 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:

We 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, 2021 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 (**Not Applicable to the Company during the financial year under review**);
 - d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (**Not Applicable to the Company during the financial year under review**);

- e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(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) Regulation, 1993 regarding the Companies 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, 2009 **(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, we 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.

We have also examined compliance with the applicable clauses of the Secretarial Standards issued by the Institute of Company 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.

We further report that

The Board of Directors of the Company is duly constituted with proper Balance of Executive Directors, Non-Executive Director and Independent Directors.

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 Committees of the Board as the case may be.

We further report that during the audit period:

Mrs. Rakhee Agarwal (DIN: 08081921) was appointed as a Non-Executive Independent Women Director w.e.f. 31st July, 2020.

**For Gupta Baul & Associates
Company Secretaries**

**Place: Mumbai
Date: 18th June, 2021**

**Hitesh J. Gupta
ACS No. 33684
CP No.12722
UDIN: A033684C000484277**

Note: This report is to be read with our 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

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

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We 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. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we 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. Our 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.

**For Gupta Baul & Associates
Company Secretaries**

**Place: Mumbai
Date: 18th June, 2021**

**Hitesh J. Gupta
ACS No. 33684
CP No.12722
UDIN: A033684C000484277**

REPORT ON CORPORATE GOVERNANCE

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

The Company's corporate governance philosophy rests on the pillars of integrity, accountability, equity, transparency and environmental responsibility that conform fully with laws, regulations and guidelines. The Company's philosophy on corporate governance is to achieve business excellence and maximizing stakeholder value through ethical business conduct. The Company's philosophy also includes building partnerships with all stakeholders, employees, customers, vendors, service providers, local communities and government. The Company has always set appropriate targets for the growth, profitability, customer satisfaction, safety and environmental performance and continues its commitment to high standards of corporate governance practices. 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.

2. BOARD OF DIRECTORS:

The Board of Directors of the Company has an appropriate mix of Executive Directors ("ED"), Non-Executive Directors ("NED"), Women Director and Independent Directors ("ID") to maintain the Board's independence, and separate its functions of governance and management. Currently, the Board comprises of two Executive and three Independent Non-Executive Directors of which one is a woman director and one Non-Executive Non Independent Director.

None of the Directors on the Company's Board is a Member of more than ten Committees and Chairman of more than five Committees [Committees being, Audit Committee and Stakeholder Relationship Committee] across all the Indian public limited companies in which he / she is a Director. All the Directors have made necessary disclosures regarding Committee positions held by them in other companies and do not hold the office of Director in more than twenty companies, including ten public companies. All Directors except Independent Directors and Non-Executive Directors are liable to retire by rotation.

The required information, including information as enumerated in Part A of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ('the Listing Regulations') is made available to the Board of Directors for discussions and consideration at Board Meetings. The Executive Director and the Chief Financial Officer (CFO) have certified to the Board upon, *inter alia*, the accuracy of the financial statements and adequacy of internal controls for the financial reporting, in accordance with Regulation 17(8) of the Listing Regulations, pertaining to CEO and CFO certification for the Financial Year ended 31st March, 2021.

During the year under review Five (5) Board meetings were held, namely on 30th June, 2020, 31st July, 2020, 15th September, 2020, 12th November, 2020 and 12th February, 2021. 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 and the meetings were held as per the SEBI Circular dated 26th June, 2020 for relaxation of time gap between two board meetings.

The Board of Directors of the Company has an optimum combination of Executive and Non-Executive Directors. The names and categories of the Directors on the Board, the number of directorships and committee positions held by them in other Public Limited Companies as on the date of signing this report are as under:

Sr. No.	Name of Director	Category of Director	No. of Directorship held in other Companies	Membership held in Committees of other Companies #1	Chairmanship held in Committees of other Companies	No. of meetings attended during the year #2	Attendance at last Annual General Meeting	Shareholding in the Company
1.	Mr. Ajay Palekar DIN: 02708940	Managing Director	1	Nil	Nil	5	Present	2,23,048 Equity Shares
2.	Mr. Suchit Punnose DIN: 02184524	Whole Time Director (Promoter)	8	Nil	Nil	5	Present	18,92,489 Equity Shares
3.	Mr. Aditya Vikram Kanoria DIN: 07002410	Non – Executive Independent Director	3	Nil	Nil	5	Present	Nil
4.	Mr. Sandeep Khurana DIN: 02118658	Non – Executive Independent Director	3	Nil	Nil	5	Present	1,40,104 Equity Shares
5.	Mrs. Rakhee Agarwal* DIN: 08081921	Non – Executive Independent Director	0	Nil	Nil	2	Present	Nil
6.	Mr. Raj Kumar Sharma DIN: 00998552	Non-Executive Director	1	Nil	Nil	5	Present	1,12,154 Equity Shares

*appointed w.e.f. 31.07.2020

#1 Includes Memberships/Chairmanships of only Audit Committees and Stakeholder Relationship Committees of other Public Companies only.

#2 Includes meetings attended via video conference facility.

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

Annual Independent Directors Meeting: The meeting of Independent Directors was held on 27th March, 2021.

Familiarization Programme for Independent Directors: The Familiarization Programme seeks to update the Independent Directors on various matters covering Company’s strategy, business model, operations, organization structure, finance, risk management etc. It also seeks to update the Independent Directors with their roles, rights, responsibilities, duties under the Act and other statutes.

The policy and details of familiarization programme imparted to the Independent Directors of the Company is available at <https://modulex.in/investor-relations/>.

Board Effectiveness Evaluation: Pursuant to the Regulation 17 and Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Act, Board Evaluation involving evaluation of the Board of Directors, its Committees and individual Directors, including the role of the Board Chairman, was conducted during the year.

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	Whether available with the Board or not?
Industry knowledge/experience (EPC Industry)	
Experience	Yes
Industry knowledge	Yes
Understanding of relevant laws, rules, regulation and policy	Yes
International Experience	Yes
Contract management	Yes
Technical skills/experience	
Accounting and finance	Yes
Business Development	Yes
Information Technology	Yes
Talent Management	Yes
Leadership	Yes
Compliance and risk	Yes
Legal	Yes
Business Strategy	Yes
Behavioural Competencies	
Integrity and ethical standards	Yes
Mentoring abilities	Yes
Interpersonal relations	Yes

3. 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 Committees can request special invitees to join the meeting, as appropriate.

The Board has following Committees:

3.1 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.

The minutes of each Audit Committee meeting are noted in the next meeting of the Audit Committee. During the year under review, 5 (Five) Audit Committee meetings were held on 30th June, 2020, 30th July, 2020, 12th September, 2020, 12th November, 2020 and 10th February, 2021.

As on the date of signing this report, the Audit Committee comprises of the following members of the Board:

Name of the Member	Category	Positions	Meeting attended
Mr. Sandeep Khurana	Non-Executive & Independent Director	Chairman	5
Mr. Aditya Vikram Kanoria	Non-Executive & Independent Director	Member	5
Mr. Ajay Palekar	Managing Director	Member	5

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.

M/s. RMJ & Associates, LLP, Chartered Accountants, registered with the Institute of Chartered Accountants of India (ICAI Firm Registration No. W100281), the Company's Statutory Auditor, are responsible for performing an independent audit of the Financial Statements and expressing an opinion on the conformity of those financial statements with accounting principles generally accepted in India.

3.2 NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee (NRC) of the Company functions in accordance with the Act and Listing Requirements, which are reviewed from time to time.

During the year under review, three (3) meetings of the Committee were held on 07th July, 2020, 30th July, 2020 and 30th September, 2020.

As on the date of this report, the Nomination and Remuneration Committee comprises of three Directors, all of them being Non-Executive and Independent Directors. The Composition of Nomination and Remuneration Committee and attendance at its meeting is as follows:

Composition	Category	Positions	Meetings attended
Mr. Sandeep Khurana	Non-Executive & Independent Director	Chairman	3
Mr. Aditya Vikram Kanoria	Non-Executive & Independent Director	Member	3
Mrs. Rakhee Agarwal *	Non-Executive & Independent Director	Member	0

*appointed w.e.f. 31.07.2020

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;
- Formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the remuneration of the Directors, key managerial personnel and other employees.

3.2.1 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/2019/04/Remuneration-Policy-MCTL.pdf>.

3.2.2 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 year 2020-21 and Independent Directors waived their sitting fees for the Q1 and Q2 of the financial year 2020-21. As such, no remuneration has been paid to Executive Directors and sitting fees yet to be paid to Independent Directors during the year under review. However, the Company Secretary and Chief Financial officer of the Company have been paid Rs. 6,00,000/- (Rupees Six Lakhs only), respectively for the financial year 2020-21.

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.

3.3 STAKEHOLDERS RELATIONSHIP COMMITTEE

Pursuant to the amendment in the Listing Regulations requiring at least three Directors as members of the Committee, the Stakeholders Relationship Committee is constituted as under, namely:

Composition	Category	Positions	Meetings attended
Mr. Aditya Vikram Kanoria	Non-Executive & Independent Director	Chairman	1
Mr. Ajay Palekar	Managing Director	Member	1
Mr. Suchit Punnose	Whole Time Director	Member	1

The Stakeholders Relationship Committee's composition and the terms of reference meet with the requirements of the Listing Regulations and provisions of the Act. During the year under review, one meeting of Stakeholders Relationship Committee was held on 30th June, 2020.

The Stakeholders Relationship Committee functions with the objective of looking into the redressal of Shareholder's/Investor's grievances. The Stakeholders Relationship Committee is primarily responsible for:

1. Review of statutory compliance relating to all security holders.
2. 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.
3. Review of measures taken for effective exercise of voting rights by shareholders.

4. 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.
5. 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.

3.4 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 subjected to the overall superintendence and control of the Board. The management Committee comprises of Mr. Ajay Palekar, Mr. Sandeep Khurana and Mr. Suchit Punnose as its members.

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.

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

3.5 SECURITIES COMMITTEE

The Board has delegated its power to issue and allot securities to the Securities Committee, enabling it to avoid the delay in process of transfer of securities. The Securities Committee comprises of Mr. Aditya Vikram Kanoria, Mr. Ajay Palekar and Ms. Bhoomi Mewada as its members.

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.

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

4 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.

During the financial year 2020-21, the Company has not received any complaints from any investor.

5 GENERAL BODY MEETINGS:

i. Annual General Meeting:

Location and time, where last three Annual General Meetings were held is given below:

AGM	Financial year	Date	Location	Time
45 th AGM	2017-2018	27 th September, 2018	MCA Club, RG-2, G-Block, Bandra Kurla Complex Mumbai – 400 051.	3.00 p.m.
46 th AGM	2018-2019	17 th December, 2019	Royal Connaught Boat Club, 7/8 Boat Club Road, Pune- 411001	2.30 p.m.
47 th AGM	2019-2020	30 th September, 2020	Through Video Conferencing / Other Audio-Visual Means	4.30 p.m.

ii. **Special Resolutions:**

- a. Details of special resolutions passed in the Annual General Meetings during the last three financial years are as follows:

Date of Annual General Meeting	Number of Special resolutions passed	Details of Special Resolutions
27 th September , 2018	1	Issue of Equity Shares on Preferential Basis by Swap of Shares
17 th December , 2019	0	-
30 th September, 2020	0	-

- b. Details of special resolutions passed in the Extra-Ordinary General Meetings during the last three financial years are as follows:

No Extra-Ordinary General Meetings have been conducted to pass special resolution during the last three financial years.

iii. **Details of Resolution passed through postal ballot, the persons who conducted the postal ballot exercise and details of the voting pattern**

No resolution has been passed by postal ballot during the year under review.

6 MEANS OF COMMUNICATION:

- a. The Board of Directors of the Company approves and takes on record the quarterly, half yearly and yearly financial results in the format prescribed under Regulation 33 of the Listing Regulations within the prescribed time limits. Quarterly results are submitted to the BSE in terms of the requirements of Regulation 33 of the Listing Regulations.
- b. The quarterly/half yearly and annual financial results are regularly submitted to BSE in accordance with the Listing Regulations and published in one English national daily newspaper circulating in the whole or substantially the whole of India i.e. Financial Express and one Marathi daily newspaper i.e. Navshakti or Lakshadeep.
- c. The Company’s website <https://modulex.in> contains a separate dedicated section “Investors” where shareholder information is available. Full Annual Reports are also available on the website in a user- friendly and downloadable format.
- d. The Company posts its Quarterly / Half Yearly/Annual Results, Annual Report, official news releases, presentations made to investors 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 is 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.

7 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/2019/04/Code-of-Practices-and-disclosure-of-UPSI-MCTL.pdf>.

8 GENERAL SHAREHOLDER INFORMATION:

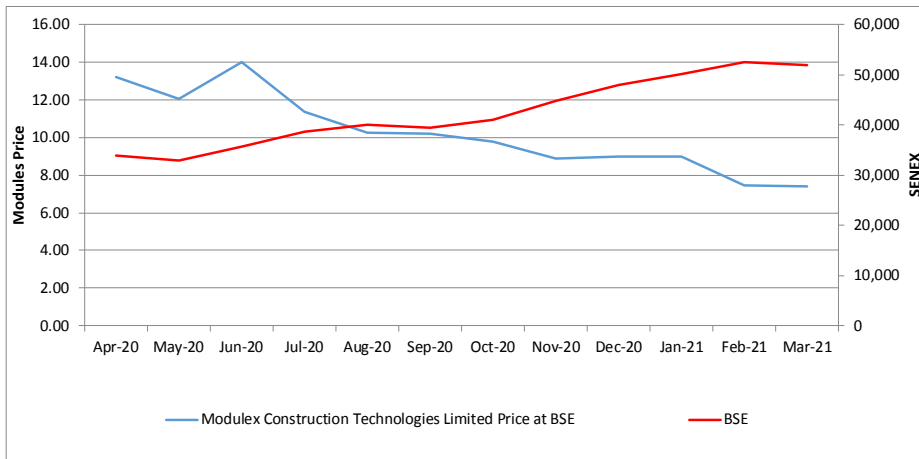
1.	Annual General Meeting	Date: 30 th September, 2021 Time: 4.30 PM IST Venue: Video Conferencing or Other Audio-Visual Means
2.	Financial Year	31 st March, 2021
3.	Dates of Book Closure	NA
4.	Dividend	In view of loss incurred for the year, no Dividend has been declared.
5.	Listing on Stock Exchanges	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 2020-21 has been paid and for the current year 2021-22 shall be paid in the due course.
7.	Stock Code	504273
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 One BKC, C –Wing, 6 th Floor, Unit No.609, BKC, Mumbai-400051 Tel No.: 022 – 68208900 E-mail.: compliance@modulex.in , bhoomimewada@modulex.in Website: https://modulex.in ;

12.	Dematerialization of Shares and liquidity	As on 31 st March, 2021: 5,11,03,207 Equity Shares of the Company constituting 99.61% 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 Shareregistry (India) Private Limited.
14.	Investor Complaints to be addressed to	Registrar and Share Transfer Agent - M/s Purva Shareregistry (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, 2021.

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 2020-21 on the Stock Exchanges is given below in a tabular form:

Month	Modulex Construction Technologies Limited Price at BSE		BSE Sensex	
	High Price	Low Price	High	Low
Apr-20	13.20	10.10	33887.25	27500.79
May-20	12.07	9.11	32845.48	29968.45
Jun-20	14.00	9.17	35706.55	32348.1
Jul-20	11.34	8.17	38617.03	34927.2
Aug-20	10.25	7.70	40010.17	36911.23
Sep-20	10.19	6.84	39359.51	36495.98
Oct-20	9.78	7.78	41048.05	38410.2
Nov-20	8.89	7.41	44825.37	39334.92
Dec-20	8.99	7.15	47896.97	44118.1
Jan-21	8.99	6.20	50184.01	46160.46
Feb-21	7.45	5.75	52516.76	46433.65
Mar-21	7.40	5.20	51821.84	48236.35



b. Share Transfer System:

Applications for transfer of shares in physical form are processed by the Company’s Registrar & Transfer Agent viz. M/s. Purva Shareregistry India Private Limited. The Company has constituted 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.

However, as per SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated 08th June, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated 30th November, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from 01st April, 2019 unless the securities are held in the dematerialized form with the depositories. In view of the same, members are advised to dematerialize shares held by them in physical form.

The Company has obtained half-yearly 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, subdivision, 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, 2021

No. of Shares of Rs. 10/- each	Shareholders		Equity Shares	
	Number	% of total shareholders	Number	% of total shares
Up to 5,000	2968	88.94	23,27,460	0.45
5,001 – 10,000	65	1.95	5,45,350	0.11
10,001 - 20,000	44	1.32	6,60,650	0.13
20,001 - 30,000	17	0.51	4,22,540	0.08
30,001 - 40,000	11	0.33	3,84,760	0.07
40,001 - 50,000	11	0.33	5,02,350	0.10
50,001 - 1,00,000	20	0.60	16,78,590	0.33
1,00,001 & Above	201	6.02	50,65,08,700	98.73
TOTAL	3337	100.00	51,30,30,400	100.00

d. Shareholding Pattern as on 31st March, 2021

The broad shareholding distribution of the Company as on 31st March, 2021 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	1,31,88,944	25.71
2.	Public	3334	3,81,14,096	74.29
	Total	3337	51,30,30,400	100.00

9 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/2019/04/Policy-on-Related-Party-Transactions-MCTL.pdf>.

b. Compliances by the Company

The Company has complied with various rules and regulations prescribed by BSE, SEBI or any other statutory authority relating to the capital markets during the last three years. No penalties or strictures have been imposed by them on the Company during the last three years.

c. Whistle Blower Policy / Vigil Mechanism

The Company believes in the conduct of the affairs of its constituents 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 was established for Directors and employees to report to the management 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 the Chairman of the Audit Committee of the Company. Vigil Mechanism Policy to this effect is also uploaded on the website of the Company i.e. <https://modulex.in/wp-content/uploads/2019/04/Whistle-Blower-Policy-MCTL.pdf>.

The Company affirms that no Director or employee of the Company has been denied access to the Audit Committee. No complaint has been received in the Financial Year ended 31st March, 2021 and no person was denied access to meet the Chairman of the Audit Committee in this regard.

d. Proceeds from public issues, right issues, preferential issues etc.

The Company has not raised any funds through issue of Equity Shares on preferential basis. There is no pending utilization of any of its earlier issue proceeds as on 31st March, 2021.

e. 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, 2021.

f. 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.

g. 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 the 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.

h. Certificate from Practicing Company Secretary

The Company has obtained a Certificate from M/s. Gupta Baul & Associates, 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 has been annexed with this Report.

- i. 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**
 - j. Total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part: Rs. 28,43,700/- (Twenty Eight Lakhs Forty Three Thousand Seven Hundred Only)
 - k. **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 2020-21: Nil
 - b. number of complaints disposed of during the financial year 2020-21: Nil
 - c. number of complaints pending as on end of the financial year 2020-21: Nil
 - l. Details of Credit Ratings obtained by the Company: Not Applicable
 - m. Commodity price risk or foreign exchange risk and hedging activities : Not Applicable
- 10 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

Sr. No.	Particulars	Regulations	Brief Description of the Regulations	Compliance Status (Yes / No / N.A.)
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
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

Sr. No.	Particulars	Regulations	Brief Description of the Regulations	Compliance Status (Yes / No / N.A.)
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
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

11 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/2019/04/Code-of-Conduct-Directors-and-KMP-MCTL.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 Chairman of the Company.

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

Suchit Punnose
Whole Time Director
DIN: 02184524

Date: 18th June, 2021
Place: London

Ajay Palekar
Managing Director
DIN: 02708940

Date: 18th June, 2021
Place: 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, 2021.

Place: Pune
Date: 18th June, 2021

Ajay Palekar
Managing Director
02708940

Certificate of Non-Disqualification of Directors

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

We have examined declarations received from the Directors of Modulex Construction Technologies Limited (“Company”) (CIN: L45100PN1973PLC182679) and other relevant registers, records, forms, returns filed by the Company.

In our opinion and to the best of our information and according to the verifications as considered necessary and explanations furnished to us by the Company & its officers, we 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, 2021.

**For Gupta Baul & Associates
Company Secretaries**

**Place: Mumbai
Date: 18th June, 2021**

**Hitesh J. Gupta
Partner
ACS No.: A33684
C P No.: 12722
UDIN: A033684C000484376**

CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members of
Modulex Construction Technologies Limited

We have examined the compliance of the conditions of Corporate Governance by Modulex Construction Technologies Limited ('the Company') for the year ended 31st March 2021, 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, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations during the year ended 31st March 2021.

We 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.

Practicing Company Secretary
Hitesh J. Gupta
Partner
ACS No.: A33684
C P No.: 12722
UDIN: A033684C000484332

Place: Mumbai
Date: 18th June, 2021

MD – CFO CERTIFICATE

To,
The Board of Directors
Modulex Construction Technologies Limited

Subject: Certificate on financial statements for the financial year ended 31st March, 2021 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, 2021 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 significant role in the Company's internal control system over financial reporting.

Yours Faithfully,

For **Modulex Construction Technologies Limited**

Ajay Palekar
Managing Director

Mahendra Kumar Bhurat
CFO

Date: 18th June, 2021

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 of **Modulex Construction Technologies Limited (“the Company”)**, which comprise the Standalone Balance Sheet as at March 31, 2021, the Standalone Statement of Profit and Loss (including Other Comprehensive Income), Standalone Statement of change in Equity and Standalone Statement of Cash Flow for the year then ended and notes to standalone financial statements and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS 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 accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2021; and its loss (including other comprehensive income), its cash flows and the changes in equity 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 Standalone Financial Statements section of the 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 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 opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone Ind AS financial statements of the current period. These matters were addressed in the context of our audit of the Standalone Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matter	Auditor’s Response
<p>Investments in subsidiary (Modulex Modular Buildings Private Limited) having aggregate cost of Rs. 3,355,970,702 Management assesses whether there are indications of impairment and determines the recoverable amounts of the investments in subsidiary recognized as on the balance sheet.</p>	<p>Principal Audit Procedures Our audit approach consisted of following audit procedures:</p> <ul style="list-style-type: none"> • Inquiry from management • Relying on the appropriateness of the valuation report provided by the management for the fair value of shares of the company. • Verification of evidence of investments of the Company.

Information Other than the Standalone Financial Statements and Auditor’s Report Thereon

The 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, Business Responsibility Report, Corporate Governance and Shareholder’s Information, but does not include the standalone financial statement and our auditor’s report thereon.

Our opinion on the standalone financial statements does not cover the other information and we will 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 identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

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

Responsibility of Management for Standalone Financial Statements

The Company’s Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 (“the Act”) with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position and financial performance of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. 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 is also responsible for overseeing the company’s financial reporting process.

Auditor’s Responsibilities for the Audit of the Standalone 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 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 standalone 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 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 Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such control.
- 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.

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.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor’s Report) Order, 2016 (‘the Order’) issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (hereinafter referred to as the ‘Order’), we give in the “**Annexure A**” statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by section 143(3) of the Act, we report that:
- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of the audit;
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c) The Standalone Balance Sheet, Standalone Statement of Profit and Loss (including Other Comprehensive income), Standalone Statement of Changes in Equity and Standalone Cash Flow statement 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 Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of the written representations received from the directors as on March 31, 2021 and taken on record by the Board of Directors, none of the directors are disqualified as on March 31, 2021 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in “**Annexure B**”; and
 - g) 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.
 - h) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has no pending litigations that affect its financial position;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For RMJ and Associates LLP

Chartered Accountants

Firm Registration No: W100281

Rakesh Upadhyaya

Partner

Membership No.: 046271

UDIN No.: 21046271AAAACY2690

Place: Mumbai.

Date: 18th June, 2021

ANNEXURE –A TO AUDITORS’ REPORT

The Annexure referred to in paragraph 1 of the Report on Other Legal and Regulatory Requirements of even date to the members of **Modulex Construction Technologies Limited** (‘the Company’) for the year ended on **March 31, 2021**. We report that:

1. a) The company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
b) As per the information and explanations provided to us, the management has carried out physical verification of all fixed assets during the year at reasonable intervals. No material discrepancies have been noticed on such verification.
c) According to the information and explanations provided to us and on the basis of our examination of the records of the company, the company does not hold any immovable property, hence this sub clause is not applicable to the entity.
2. According to information and explanation given to us, the Company has no inventories during the year or as at 31st March 2021 and accordingly the clause is not applicable to the Company.
3. In our opinion and according to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnership or other parties. Accordingly, the provision of clause 3 (iii) (a) to (c) of the Order are not applicable to the Company.
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 grant of loans, making investments and providing guarantees and securities.
5. The Company has not accepted any deposits within the meaning of Sections 73 and and the Companies (Acceptance of Deposits) Rules, 2014 (as amended).Therefore, the provisions of clause 3(v) of the order are not applicable to the Company.
6. As informed to us, the Central Government of India has not prescribed the maintenance of cost records under sub-section (1) of Section 148 of the Companies Act for any of the products of the Company.
7. (a) According to the information and explanations given to us and the records of the Company examined by us, amounts deducted / accrued in the books of account, the Company is regular in respect of undisputed statutory dues including provident fund, income-tax, sales-tax, service tax, duty of customs, value added tax, and any other statutory dues with the appropriate authorities except there are delays in payment of goods and services tax and tax deducted at sources. There were no undisputed statutory dues outstanding as at the last day of the financial year concerned for a period of more than six months from the date they became payable except in respect of i) Tax deducted at Source of Rs. 6,78,021/-.
(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. There are no loans or borrowings payable to the government, any financial institution or banks during the year. The company has no debentures during the year. Accordingly, the paragraph 3(viii) of the Order is not applicable to the company.

9. In our opinion and according to the information and explanations given to us, the term loans have been applied for the purposes for which they have been obtained. The Company has not raised money by way of initial public offer or further public offer (including debt instruments) during the year.
10. Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations provided by the management, we report that no fraud by the Company or no material fraud on the Company by the officers and employees of the Company has been noticed or reported during the year.
11. According to the information and explanations given to us, the Company has not paid/provided for any managerial remuneration during the year.
12. The Company is not a Nidhi Company; hence 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 Companies Act, 2013 wherever applicable and the details have been disclosed in the Standalone Financial Statements as required by the applicable accounting standards.
14. According to the information and explanations given to us and the records of the Company examined by us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Therefore, provisions of clause 3(xiv) of the order are not applicable to the Company.
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, Accordingly, the provisions of clause 3 (xv) of the order are not applicable to the Company.
16. In our opinion and according to the information and explanations given to us, the company is not a non-banking financial company hence it is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of clause 3 (xvi) (a) to (d) of the order are not applicable to the Company.

For RMJ and Associates LLP

Chartered Accountants

Firm Registration No: W100281

Rakesh Upadhyaya

Partner

Membership No. 046271

UDIN No.: 21046271AAAACY2690

Place: Mumbai.

Date: 18th June, 2021

Annexure - B to the Auditors' Report

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

We have audited the internal financial controls over financial reporting of **Modulex Construction Technologies Limited** (‘the Company’) as of **31 March 2021** in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (‘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 Companies Act, 2013.

Auditors’ Responsibility

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

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

Meaning of Internal Financial Controls over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and

dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of standalone 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 standalone financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at **31 March 2021**, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For RMJ and Associates LLP

Chartered Accountants

Firm Registration No: W100281

Rakesh Upadhyaya

Partner

Membership No. 046271

UDIN No.: 21046271AAAACY2690

Place: Mumbai.

Date: 18th June, 2021

Modulex Construction Technologies Limited
(CIN: L45100PN1973PLC182679)
STANDALONE BALANCE SHEET AS ON 31ST MARCH 2021

(Amount in Rs)

Particulars	Note No	As at 31st March 2021	As at 31st March 2020
ASSETS			
Non-current assets			
Property, Plant and Equipment	2	8,319	22,582
Financial Assets			
Non Current Investments	3	335,59,70,702	335,59,70,702
		335,59,79,021	335,59,93,284
Current assets			
Financial Assets			
Cash and cash equivalents	4	60,398	66,699
Bank balances other than cash & cash equivalents	5	5,00,000	5,00,000
Other current assets	6	19,53,912	15,81,768
		25,14,310	21,48,467
TOTAL		335,84,93,331	335,81,41,751
EQUITY AND LIABILITIES			
EQUITY			
Equity Share capital	7	51,30,30,400	5130,30,400
Other Equity	8	281,41,86,239	282,16,21,474
		332,72,16,639	333,46,51,874
LIABILITIES			
Non-current liabilities			
Financial liabilities			
Long Term Borrowings	9	61,80,764	64,18,991
		61,80,764	64,18,991
Current liabilities			
Financial Liabilities			
Short Term Borrowings	9	2,15,29,191	1,17,77,916
Other financial liabilities	10	23,79,165	16,09,659
Other current liabilities	11	11,87,572	36,83,313
		2,50,95,928	1,70,70,888
TOTAL		335,84,93,331	335,81,41,751
The accompanying notes form an integral part of the financial statements	1		

As per our report of even date attached

For RMJ & Associates LLP
Chartered Accountants
Firm Registration No. W100281

Rakesh Upadhyaya
Partner
Membership No. 046271

Place: Mumbai
Date: 18th June, 2021

For and on behalf of the Board of
Modulex Construction Technologies Limited
(CIN :L45100PN1973PLC182679)

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: L45100PN1973PLC182679)

STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2021
(Amount in Rs)

Particulars	Notes	Year ended	Year ended
		31st March 2021	31st March 2020
INCOME			
Revenue from operations	12	-	-
Other income	13	45,038	1,69,971
Total income		45,038	1,69,971
EXPENSES			
Employee benefits expense	14	12,00,000	11,60,698
Finance costs	15	34,24,120	9,42,326
Depreciation and amortisation expense	16	14,263	3,265
Other expenses	17	28,41,890	56,54,563
Total expenses		74,80,273	77,60,852
Profit / (Loss) before tax		(74,35,235)	(75,90,881)
Less : Tax expenses			
- Current tax		-	-
- Deferred tax		-	-
Total tax expense		-	-
Profit / (loss) for the year		(74,35,235)	(75,90,881)
Other Comprehensive Income			
<u>Items that will not be reclassified subsequently to profit or loss</u>		-	-
Total comprehensive income for the year		(74,35,235)	(75,90,881)
Earnings per equity share	18		
Nominal value of share Rs.10 : Basic		(0.14)	(0.17)
: Diluted		(0.14)	(0.17)
The accompanying notes form an integral part of the financial statements	1		

As per our report of even date attached

For RMJ & Associates LLP
Chartered Accountants
Firm Registration No. W100281

Rakesh Upadhyaya
Partner
Membership No. 046271

Place: Mumbai
Date: 18th June, 2021

For and on behalf of the Board of
Modulex Construction Technologies Limited
(CIN :L45100PN1973PLC182679)

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: L45100PN1973PLC182679)
STANDALONE STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31ST MARCH 2021

(Amount in Rs)

Particulars	Year ended 31st March 2021		Year ended 31st March 2020	
A. Cash Flow From Operating Activities				
Net Profit Before Tax and Extraordinary item :-		(74,35,235)		(75,90,881)
Adjustment for:				
Prior Period Item	-		-	
Profit/loss on Sale of Securities	-		-	
Interest Received on FDR	(45,038)		(45,252)	
Depreciation	14,263		3,265	
Other Interest Received	-		(975)	
FV gain on the Initial Recognition of Borrowings on AC	-		(1,23,744)	
Finance Cost	34,24,120		9,42,326	
		33,93,345		7,75,620
Operating Profit before Working Capital Charges		(40,41,890)		(68,15,261)
Adjustment for:				
(Increase) / Decrease in Other Current Assets	(3,72,144)		(14,60,454)	
Increase / (Decrease) in Financial Liabilities	7,69,506		4,39,122	
Increase / (Decrease) in Other Current Liabilities	(24,95,741)		30,38,432	
		(20,98,378)		20,17,100
Cash generated from Operations		(61,40,269)		(47,98,161)
Taxes Paid		-		-
Net Cash Flow from operating activity		(61,40,269)		(47,98,161)
B. Cash Flow From Investing Activities				
Interest Received on FDR	45,038		45,252	
Other Interest Received	-		975	
Purchase of Asset	-		(25,847)	
Investment in Subsidiaries	-		(56,11,891)	
		45,038		(55,91,511)
Net Cash used in investing activities		45,038		(55,91,511)
C. Cash Flow From Financing Activities				
Loans Taken	-		31,94,484	
Short Term Borrowings	95,13,048		119,15,387	
Interest & Finance Charges Paid	(34,24,120)		(9,42,326)	
Share Issue Expense	-		(37,75,000)	
		60,88,928		103,92,545
Net cash flow from financing activities		60,88,928		103,92,545
Net Increase/ (Decrease) in cash and other equivalents (A+B+C)		(6,303)		2,873
Cash and cash equivalents				
Opening Balance		66,699		63,826
Closing Balance		60,396		66,699
Net Increase/ (Decrease) in cash and other equivalents		(6,303)		2,873

For RMJ & Associates LLP
Chartered Accountants
Firm Registration No. W100281

Rakesh Upadhyaya
Partner
Membership No. 046271

Place: Mumbai
Date: 18th June, 2021

For and on behalf of the Board of
Modulex Construction Technologies Limited
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Managing Director
(DIN 02708940)

Bhoomi Mewada
Company Secretary
(M.No. A34561)

Modulex Construction Technologies Limited
(CIN: L45100PN1973PLC182679)

STANDALONE STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH 2021

(a) Equity Share Capital

Particulars	Number of Shares	Amount (in Rs)
As at 1st April 2019	4,28,57,461	42,85,74,610
Add : Issue of equity share capital	84,45,579	844,55,790
As at 31st March 2020	5,13,03,040	51,30,30,400
Add : Issue of equity share capital	-	-
As at 31st March 2021	5,13,03,040	51,30,30,400

(b) Other Equity

Particulars	Reserves & Surplus				Other Reserves	Total
	Capital Reserve (i)	General Reserve (ii)	Securities Premium (iii)	Retained Earnings (iv)	Transaction Cost on the Equity Instruments (v)	
As at 1st April 2019	97,45,481	(85,41,784)	236,87,83,158	(1,02,67,184)	(81,30,319)	235,15,89,352
Total profit/(loss) for the year				(75,90,881)		(75,90,881)
Other comprehensive income for the year						
Total comprehensive income for the year	-	-	-	(75,90,881)	-	(75,90,881)
Add: Securities Premium	-	-	48,13,98,003	-	-	48,13,98,003
Add: Transaction Cost on the Equity Instruments	-	-	-	-	(37,75,000)	(37,75,000)
As at 31 March 2020	97,45,481	(85,41,784)	285,01,81,161	(1,78,58,065)	(1,19,05,319)	282,16,21,474
As at 1st April 2020	97,45,481	(85,41,784)	285,01,81,161	(1,78,58,065)	(1,19,05,319)	282,16,21,474
Total profit/(loss) for the year				(74,35,235)		(74,35,235)
Other comprehensive income for the year	-	-	-	-	-	-
Total comprehensive income for the year	-	-	-	(74,35,235)	-	(74,35,235)
Add: Securities Premium	-	-	-	-	-	-
Add: Transaction Cost on the Equity Instruments	-	-	-	-	-	-
As at 31st March 2021	97,45,481	(85,41,784)	285,01,81,161	(2,52,93,300)	(1,19,05,319)	281,41,86,239

The accompanying notes form an integral part of the financial statements

1

As per our report of even date attached

For RMJ & Associates LLP
Chartered Accountants
Firm Registration No. W100281

Rakesh Upadhyaya
Partner
Membership No. 046271

Place: Mumbai
Date: 18th June, 2021

For and on behalf of the Board of
Modulex Construction Technologies Limited
(CIN :L45100PN1973PLC182679)

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)

Notes to Financial Statements

1. Company overview

Modulex Construction Technologies Limited (“the Company”) is a Company registered under the Companies Act, 1956. The Company was incorporated on 24th May, 1973. CIN of the company is L45100PN1973PLC182679. 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 production, building, supplying, fabricating and manufacture of modular steel buildings.

2. Summary of significant accounting policies

2.1 Statement of Compliance

These financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time).

2.2 Basis of preparation

These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, the provisions of the Companies Act, 2013 (‘Act’) (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time). Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/ or disclosure purposes in these financial statements is determined as prescribed by the standard. In addition, for financial reporting purposes, fair value measurements are categorized into Level 1, 2 or 3, wherever applicable based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly;
- Level 3 inputs are unobservable inputs for the asset or liability.

The financial statements are based on the classification provisions contained in Ind AS 1, ‘Presentation of Financial Statements’ and division II of schedule III of the Companies Act, 2013. Further, for the purpose of clarity, various items are aggregated in statement of profit and

loss and balance sheet. Nonetheless, these items are dis-aggregated separately in the notes to the financial statements, where applicable or required.

2.3 Basis of measurement

The financial statements have been prepared on the accrual and going concern basis, and the historical cost convention except where the Ind AS requires a different accounting treatment. The Company's financial statements are presented in Indian Rupees (Rs.), which is also its functional currency.

2.4 Property, plant and equipment ('PPE')

Measurement at recognition:

An item of property, plant and equipment that qualifies as an asset is measured on initial recognition at cost. Following initial recognition, items of property, plant and equipment are carried at its cost less accumulated depreciation and accumulated impairment losses.

The Company identifies and determines cost of each part of an item of property, plant and equipment separately, if the part has a cost which is significant to the total cost of that item of property, plant and equipment and has useful life that is materially different from that of the remaining item.

The cost of an item of property, plant and equipment comprises of its purchase price including import duties and other non-refundable purchase taxes or levies, directly attributable cost of bringing the asset to its working condition for its intended use. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end. If any of these expectations differ from previous estimates, such change is accounted for as a change in an accounting estimate prospectively.

The useful lives, residual values of each part of an item of property, plant and equipment and the depreciation methods are reviewed at the end of each financial year.

Derecognition

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. The gain or loss arising from the derecognition of an item of property, plant and equipment is measured as the difference between the net disposal proceeds and the carrying amount of the item and is recognized in the Statement of Profit and Loss when the item is derecognized.

Depreciation

Depreciation is provided as per the Written Down Value Method on all PPE at the rates and in the manner prescribed in Schedule II of the Companies Act, 2013. The Company depreciates its property, plant and equipment (PPE) over the useful life in the manner prescribed in Schedule II to the Act. Management believes that useful life of assets are same as those prescribed in Schedule II to the Act.

Freehold land is not depreciated. Leasehold land and Leasehold improvements are amortized over the period of the lease.

2.5 Impairment of non-financial assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. Assets that have an indefinite useful life, for example goodwill, are not subject to amortization and are tested for impairment annually and whenever there is an indication that the asset may be impaired.

2.6 Financial instruments

a. Recognition, classification and presentation

The financial instruments are recognized in the balance sheet when the Company becomes a party to the contractual provisions of the financial instrument.

The Company determines the classification of its financial instruments at initial recognition. The Company classifies its financial assets at amortized cost. The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

Financial assets and liabilities which arising from different transactions are off-set against each other and the resultant net amount is presented in the balance sheet, if and only when, the Company currently has a legally enforceable right to set-off the related recognized amounts and intends either to settle on a net basis or to realize the assets and settle the liabilities simultaneously.

b. Measurement - Non-derivative financial instruments

I. Initial measurement

At initial recognition, the Company measures the non-derivative financial instruments at its fair value net off, in the case of a financial asset not at fair value through profit or loss, transaction costs. Otherwise transaction costs are expensed in the statement of profit and loss. Investment in Subsidiary has been recognized at cost as permitted by Ind AS – 27, Separate Financial Statements.

II. Subsequent measurement - financial liabilities

Other financial liabilities are initially recognized at fair value less any directly attributable transaction costs. They are subsequently measured at amortized cost using the EIR method (if the impact of discounting / any transaction costs is significant).

i. Financial assets measured at amortised cost

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost using the effective-interest rate ('EIR') method (if the impact of discounting/ any transaction costs is significant). Interest income from these financial assets is included in finance income.

ii. Impairment

The company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortized cost. The impairment methodology applied depends on whether there has been a significant

increase in credit risk since initial recognition. If credit risk has not increased significantly, twelve month ECL is used to provide for impairment loss, otherwise lifetime ECL is used.

c. Derecognition:

The financial liabilities are de-recognized from the balance sheet when the underlying obligations are extinguished, discharged, lapsed, cancelled, expires or legally released. The financial assets are de-recognized from the balance sheet when the rights to receive cash flows from the financial assets have expired, or have been transferred and the Company has transferred substantially all risks and rewards of ownership. The difference in the carrying amount is recognized in statement of profit and loss.

2.7 Taxes

The income tax expense comprises of current and deferred income tax. Income tax is recognized in the statement of profit and loss, except to the extent that it relates to items recognized in the other comprehensive income or directly in equity, in which case the related income tax is also recognized accordingly.

a. Current tax

The current tax is calculated on the basis of the tax rates, laws and regulations, which have been enacted or substantively enacted as at the reporting date. The payment made in excess / (shortfall) of the Company's income tax obligation for the period are recognized in the balance sheet as current income tax assets /liabilities.

Any interest / penalties, related to accrued liabilities for potential tax assessments are not included in Income tax charge or (credit), but are rather recognized within finance costs.

b. Deferred tax

Deferred tax is recognized, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying values in the financial statements. However, deferred tax is not recognized if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit nor loss.

Deferred tax assets are recognized only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilized. The unrecognized deferred tax assets / carrying amount of deferred tax assets are reviewed at each reporting date for recoverability and adjusted appropriately.

Deferred tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the reporting date and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

2.8 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 Statement of cash flows, in addition to 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.

2.9 Share Capital

Share capital Ordinary shares are classified as Equity when the Company has an un-conditional right to avoid delivery of cash or another financial asset, that is, when the dividend and repayment of capital are at the sole and absolute discretion of the Company and there is no contractual obligation whatsoever to that effect.

2.10 Provisions

a) General

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources will be required to settle the said obligation, and the amounts of the said obligation can be reliably estimated.

Provisions are measured at the present value of the expenditures expected to be required to settle the relevant obligation, using a pre-tax rate that reflects current market assessments of the time value of money (if the impact of discounting is significant) and the risks specific to the obligation. The increase in the provision due to un-winding of discount over passage of time is recognized within finance costs.

b) Contingencies

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.

2.11 Revenue recognition

Revenue from contracts with customers is recognized (net of goods and services tax) on transfer of control of promised goods or services to a customer at an amount that reflects the consideration to which the Company is expected to be entitled to in exchange for those goods or services.

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation.

The Company satisfies a performance obligation and recognises revenue over time, if one of the following criteria is met:

- 1) The customer simultaneously receives and consumes the benefits provided by the Company's performance as the Group performs; or
- 2) The Company's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or
- 3) The Company's performance does not create an asset with an alternative use to the Company and an entity has an enforceable right to payment for performance completed to date.

For performance obligations where one of the above conditions is not met, revenue is recognised at the point in time at which the performance obligation is satisfied.

Revenue from sale of products and services are recognised at a time on which the performance obligation is satisfied.

2.12 Earnings per share ('EPS')

Basic EPS is computed by dividing the profit for the period attributable to the shareholders of the Company by the weighted average number of shares outstanding during the period. Diluted EPS is computed by adjusting, the profit for the year attributable to the shareholders and the weighted average number of shares considered for deriving Basic EPS, for the effects of all the shares that could have been issued upon conversion of all dilutive potential shares.

2.13 Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information. Cash comprises cash on hand. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

2.14 Estimation of uncertainties relating to the global health pandemic from COVID- 19

The Company has considered the possible effects that may result from the pandemic relating to COVID-19 on the carrying amounts of receivables. In developing the assumptions relating to the possible future uncertainties in the global economic conditions because of this pandemic, the Company, as at the date of approval of these financial statements has used internal and external sources of information and economic forecasts. The Company has performed necessary analysis on the assumptions used and based on current estimates expects the carrying amount of it's assets does not require any impairment. However, the impact of COVID-19 on the Company's financial statements may differ from that estimated as at the date of approval of these financial statements, if any.

2.15 Critical accounting estimates and assumptions

The estimates and judgements used in the preparation of the said financial statements are continuously evaluated by the Company, and are based on historical experience and various other assumptions and factors (including expectations of future events), that the Company believes to be reasonable under the existing circumstances. The said estimates and judgements are based on the facts and events, that existed as at the reporting date, or that occurred after that date but provide additional evidence about conditions existing as at the reporting date.

This note provides an overview of the areas that involved a higher degree of judgement or complexity, and items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. These are described below:

a) Fair value measurement 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 involve various judgements and assumptions.

Note - 2

Property, plant and equipment (Computer)	Amount
<u>Gross Block</u>	
As at 01.04.2019	-
Additions	25,847
Disposals	-
As at 31.03.2020	25,847
As at 01.04.2020	25,847
Additions	-
Disposals	-
As at 31.03.2021	25,847
<u>Accumulated Depreciation</u>	
As at 01.04.2019	-
Additions	3,265
Disposals	-
As at 31.03.2020	3,265
As at 01.04.2020	3,265
Additions	14,263
Disposals	-
As at 31.03.2021	17,528
<u>Net Block</u>	
As at 31.03.2020	22,582
As at 31.03.2021	8,319

Note 3 : Non Current Investments

(Amount in Rs)

Particulars	As at 31st March 2021	As at 31st March 2020
Investment in Subsidiary - Measured at Cost		
Investment in Equity Instruments of Modulex Modular Buildings Private Limited (As on 31st March 2021 - 6,75,73,618 Equity Shares of face value Rs. 10/- each) (As on 31st March 2020 - 6,75,73,618 Equity Share of face value Rs. 10/- each)	335,59,70,702	335,59,70,702
Total	335,59,70,702	335,59,70,702

Note 4 : Cash and cash equivalents

Particulars	As at 31st March 2021	As at 31st March 2020
Balance with Banks	59,898	66,199
Cash on Hand	500	500
Total	60,398	66,699

Note 5 : Bank balances other than cash & cash equivalents

Particulars	As at 31st March 2021	As at 31st March 2020
In Fixed Deposit with Bank of India (Maturity more than Twelve months)	5,00,000	5,00,000
Total	5,00,000	5,00,000

Note 6 : Other current assets

Particulars	As at 31st March 2021	As at 31st March 2020
<u>Unsecured, Considered Good</u>		
TDS Receivable	1,13,073	1,09,679
Interest Accrued on FDR	7,686	7,900
GST Input Receivable	18,33,153	14,64,189
Total	19,53,912	15,81,768

Note 7 : Equity Share Capital

Particulars	As at 31st March 2021		As at 31st March 2020	
	Number of Shares	Amount (Rs)	Number of Shares	Amount (Rs)
<u>Authorised Share Capital</u>				
Cumulative Redeemable Pref Shares of Rs 10/- each	50,000	5,00,000	50,000	5,00,000
Equity Shares of Rs 10/- each	7,29,50,000	72,95,00,000	7,29,50,000	72,95,00,000
	7,30,00,000	73,00,00,000	7,30,00,000	73,00,00,000
<u>Issued, Subscribed and Fully Paid Up Issued Capital</u>				
Paid Up Capital Equity Shares of Rs 10/- each	5,13,03,040	51,30,30,400	5,13,03,040	51,30,30,400
<u>Subscribed Capital</u>				
Paid Up Capital Equity Shares of Rs 10/- each	5,13,03,040	51,30,30,400	5,13,03,040	51,30,30,400
	5,13,03,040	51,30,30,400	5,13,03,040	51,30,30,400

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

Particulars	As at 31st March 2021		As at 31st March 2020	
	No. of Shares	Amount (In Rs)	No. of Shares	Amount (In Rs)
Equity Shares				
At the beginning of the year / period	5,13,03,040	51,30,30,400	4,28,57,461	42,85,74,610
Issued during the year	-	-	84,45,579	8,44,55,790
Outstanding at the end of the year / period	5,13,03,040	51,30,30,400	5,13,03,040	51,30,30,400

b) Terms / rights attached to equity shares

The Company has only one class of equity shares having a par value of Rs.10 per share. Each holder of equity share is entitled to one vote per share.

In the event of liquidation of the Company, the holder of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

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

Particulars	As at 31st March 2021		As at 31st March 2020	
	Number of Share	% holding	Number of Share	% holding
Red Ribbon Modulex Buildings Ltd	1,06,84,526	20.83%	1,06,84,526	20.83%
Providence Educational Academy Pvt Ltd.	54,51,853	10.63%	54,51,853	10.63%
Ajmera Realty and Infra India Ltd.	37,25,809	7.26%	37,25,809	7.26%
Synthite Industries Pvt Ltd.	32,43,096	6.32%	32,58,524	6.35%
Ethix Realtors Private Limited	29,75,499	5.80%	29,87,317	5.82%

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

- aggregate number and class of shares allotted as fully paid up pursuant to contract without payment being received in cash;

Particulars	As at 31st March 2021		As at 31st March 2020	
	Number of Share	Amount (Rs)	Number of Share	Amount (Rs)
Equity Shares Issued under shares swap basis	5,00,17,765	50,01,77,650	5,00,17,765	50,01,77,650

Note: In the year 2019-20, the Company 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). The Company has complied with terms and conditions prescribed under Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and in compliance with sections 42 and 62 and other applicable provisions of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014.

Note 8 : Other Equity

(Amount in Rs)

Particulars	Reserves & Surplus				Other Reserves	Total
	Capital Reserve (i)	General Reserve (ii)	Share based payment Reserve (iii)	Retained Earnings	Transaction Cost on the Equity Instruments (iv)	
As at 1 April 2019	97,45,481	(85,41,784)	236,87,83,158	(1,02,67,184)	(81,30,319)	235,15,89,352
Total Profit /(Loss) for the year	-	-	-	(75,90,881)	-	(75,90,881)
Other comprehensive income for the year	-	-	-	-	-	-
Total comprehensive income for the year	-	-	-	(75,90,881)	-	(75,90,881)
Add: Share Premium	-	-	48,13,98,003	-	-	48,13,98,003
Add: Transaction Cost on the Equity Instruments	-	-	-	-	(37,75,000)	(37,75,000)
As at 31 March 2020	97,45,481	(85,41,784)	285,01,81,161	(1,78,58,065)	(1,19,05,319)	282,16,21,474
As at 1st April 2020	97,45,481	(85,41,784)	285,01,81,161	(1,78,58,065)	(1,19,05,319)	282,16,21,474
Total Profit /(Loss) for the year	-	-	-	(74,35,235)	-	(74,35,235)
Other comprehensive income for the year	-	-	-	-	-	-
Total comprehensive income for the year	-	-	-	(74,35,235)	-	(74,35,235)
Add: Share Premium	-	-	-	-	-	-
Add: Transaction Cost on the Equity Instruments	-	-	-	-	-	-
As at 31st March 2021	97,45,481	(85,41,784)	285,01,81,161	(2,52,93,300)	(1,19,05,319)	281,41,86,239

Note 9 : Long Term Borrowings
i) Long Term Borrowings

Particulars	As at 31st March 2021	As at 31st March 2020
Loan from related Party	61,80,764	64,18,991
Total	61,80,764	64,18,991

ii) Short Term Borrowings

(Amount in Rs)

Particulars	As at 31st March 2021	As at 31st March 2020
Financial Liabilities measured at Amortised Cost		
Modulex Modular Buildings Private Limited	1,80,13,806	1,17,77,916
MMBPL - Interest Payable on Loan	35,15,385	-
Total	2,15,29,191	1,17,77,916

Note 10 : Other Financial Liabilities

Particulars	As at 31st March 2021	As at 31st March 2020
Audit Fees Payable	3,11,875	4,90,000
Creditors for Expense	20,67,290	11,19,659
Total	23,79,165	16,09,659

Note 11 : Other Current Liabilities

Particulars	As at 31st March 2021	As at 31st March 2020
Statutory Dues	9,88,072	4,83,513
Salary Payable	1,99,500	99,800
Amount payable for shares purchased	-	31,00,000
Total	11,87,572	36,83,313

Note 12 : Revenue From Operations

(Amount in Rs)

Particulars	For the Year Ended 31st March 2021	For the Year Ended 31st March 2020
Revenue From Operations	-	-
Total	-	-

Note 13 : Other Income

Particulars	For the Year Ended 31st March 2021	For the Year Ended 31st March 2020
Interest From Bank FDR	45,038	45,252
Interest other than FDR	-	975
Fair Value gain on Initial Recognition of the Borrowings	-	1,23,744
Total	45,038	1,69,971

Note 14 : Employee Benefits Expenses

Particulars	For the Year Ended 31st March 2021	For the Year Ended 31st March 2020
Salaries and Wages	12,00,000	11,60,698
Total	12,00,000	11,60,698

Note 15 : Finance Costs

(Amount in Rs)

Particulars	For the Year Ended 31st March 2021	For the Year Ended 31st March 2020
Interest Expenses	32,84,403	9,42,326
Interest on TDS	1,39,717	-
Total	34,24,120	9,42,326

Note 16 : Depreciation And Amortization Expense

Particulars	For the Year Ended 31st March 2021	For the Year Ended 31st March 2020
Depreciation on Tangible Assets	14,263	3,265
Total	14,263	3,265

Note 17 : Other Expenses

Particulars	For the Year Ended 31st March 2021	For the Year Ended 31st March 2020
BSE Expenses	3,00,000	3,00,000
Advertisement Expenses	2,67,184	2,48,359
Legal and Professional Expenses	12,03,588	34,03,198
Rates and Taxes	5,000	20,230
Issuer Fees	75,000	76,000
Custody Fees	75,000	88,500
Directors Sitting Fees	2,00,000	-
Other Expenses	20,299	7,91,054
Telephone & Mobile Charges	2,671	-
Bank Charges	13,598	18,022
ROC Fees	6,600	4,200
Auditor's Remuneration	6,72,950	7,05,000
Total	28,41,890	56,54,563

Note 17.1: Auditor’s Remuneration

Particulars	For the Year Ended 31st March 2021	For the Year Ended 31st March 2020
As auditor:		
Audit fee	4,50,000	3,00,000
Tax audit fee	75,000	-
Other Matters	1,47,950	4,05,000
Total	6,72,950	7,05,000

Note 18 : Earning Per Share

Particulars	31st March 2021	31st March 2020
Earnings Per Share		
Net Profit/(Loss) as per Statement of Profit & Loss (A)	(74,35,235)	(75,90,881)
Weighted average number of Equity Share used in computing basic/diluted earning per share (B)	5,13,03,040	4,56,34,090
Earning Per Share (Rs) Basic/Diluted- (A/B)	(0.14)	(0.17)

19 Related Party Transactions

- i) Following is the list of Related Parties and Relationships:

S.No.	Particulars
A)	Subsidiaries
1	Modulex Modular Buildings Private Limited
B)	Step Down Subsidiary
1	Redribbon Advisory Services Private Limited
C)	Enterprises under same Management
1	Give Vinduet Windows and Doors Private Limited
D)	Key Management Personnel
1	Suchit Punnose

ii) Related Party Transactions during the year are as follows:

S.No.	Particulars	Amount (In Rs)	
		As at 31st March 2021	As at 31st March 2020
A)	Interest on Loan		
i	Modulex Modular Buildings Private Limited	31,80,453	8,48,412
ii	Give Vinduet Windows and Doors Private Limited	89,168	83,690
iii	Suchit Punnose	14,782	10,224
B)	Loan Repaid		
i	Give Vinduet Windows and Doors Private Limited	1,66,806	-
C)	Loan Taken		
i	Modulex Modular Buildings Private Limited	66,48,806	1,42,61,127
ii	Give Vinduet Windows and Doors Private Limited	-	8,42,542
iii	Suchit Punnose	-	9,202

iii) Related Party balances outstanding are as follows:

S.No.	Particulars	Amount (In Rs)	
		As at 31st March 2021	As at 31st March 2020
A)	Credit Balances		
i	Modulex Modular Buildings Private Limited	2,62,99,071	1,67,14,602
ii	Give Vinduet Windows and Doors Private Limited	12,00,871	12,85,921
iii	Suchit Punnose	2,10,013	1,96,384

20 Segment Reporting

The Company has not started Operation. Therefore, segment information as per Ind AS 108, 'Segment Reporting' has not been disclosed.

21 Financial Instruments

A) Categories of Financial Instruments

Particulars	As at 31st March 2021	As at 31st March 2020
Financial Assets		
Measured at Cost		
Investment in the Equity Instruments - Subsidiary	335,59,70,702	335,59,70,702
Balance with Banks (cash and cash equivalents)	59,898	66,199
Cash on Hand	500	500
Bank balances other than cash & cash equivalents	5,00,000	5,00,000
Financial Liabilities		
Measured at Amortised Cost		
Loan Taken	2,77,09,955	1,81,96,907

22 Financial Risk Management Objectives

Financial risk management objectives

The company's business activities exposed to a variety of financial risk viz., market risk, credit risk and liquidity risk. The company's focus is to estimate a vulnerability of financial risk and to address the issue to minimize the potential adverse effects of its financial performance.

Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Such changes in the values of financial instruments may result from changes in the interest market changes.

• Interest rate risk

The Company has the mainly taken loans from it's related party Modulex Modular Buildings Private Limited (also subsidiary company) and Give Vinduet Windows and Doors Private Limited. Outstanding balance of loan to these parties as on 31st March 2021 is Rs.2,62,99,070/- (P.Y. Rs. 1,67,14,602) and Rs. 12,00,871/- (P.Y. Rs. 12,85,921/-) respectively.

Company continuously monitoring over all factors influence rating and also factors which influential the determination of the interest rates by the banks to minimize the interest rate risks.

23 Equity risks

The company is exposed only to non-listed equity investments. In the current year, the Company has made NIL investment in the equity of Modulex Modular Buildings Private Limited. The total investment is Rs. 3,35,59,70,702/- (6,75,73,618 Equity Shares) as on March 31, 2021.

24 Credit risk management

Credit Risk refers to the risk for a counter party default on its contractual obligation resulting a financial loss to the company.

25 Liquidity risk management

The Company manages liquidity risk by maintaining adequate banking facilities and borrowing facilities, by continuously monitoring forecast and actual cash flows.

The table below provides details regarding the contractual maturities of financial liabilities including estimated interest payments as at March 31, 2021.

Particulars	Less than 1 Year	Between 1 to 5 Years	Over 5 Years	Total	Carrying Value
As at March 31, 2021					
Borrowings	2,15,29,191	61,80,764	-	2,77,09,955	2,77,09,955
Total	2,15,29,191	61,80,764	-	2,77,09,955	2,77,09,955
As at March 31, 2020					
Borrowings	1,17,77,916	64,18,991	-	1,81,96,907	1,81,96,907
Total	1,17,77,916	64,18,991	-	1,81,96,907	1,81,96,907

26 Fair Value Measurements

- i) Fair value of financial assets and financial liabilities that are not measured at fair value (but fair value disclosures are required)

Financial Assets	Fair Value Hierarchy	As at 31st March 2021		As at 31st March 2020	
		Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial Assets at amortized cost					
Cash & Cash Equivalents	Level 2	60,398	60,398	66,699	66,699
Bank Balances other than Cash & Cash Equivalents	Level 2	5,00,000	5,00,000	5,00,000	5,00,000
Financial Assets at Cost					
Investments	Level 2	335,59,70,702	335,59,70,702	335,59,70,702	335,59,70,702
Financial Liabilities					
Financial Liabilities at amortized cost					
Borrowings	Level 2	2,77,09,955	2,77,09,955	1,81,96,907	1,81,96,907

ii) The fair values of the financial assets and financial liabilities included above have been determined in accordance with generally accepted pricing models.

27 In the opinion of the Management, the Current Assets, Current Liabilities, Loans and Advances are approximately of the value stated, if realized in the ordinary course of business and are subject to confirmation.

28 The Company has not received any supplies from suppliers having their status under the Micro, Small and Medium Enterprises Development Act, 2006, and hence disclosures, if any, relating to amount unpaid as at the end together with interest paid/payable as required under the said Act have not been given.

29 Deferred Tax Assets / Liabilities:

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

Business Losses (Carried Forward): Rs. 1,84,29,438/- (P.Y. Rs. 1,26,23,571 /-)

Unabsorbed Depreciation: Rs. 13,440/- (P.Y. Rs. 5,169/-)

Difference in WDV of PPE between Companies Act and Income Tax Act: Rs. 4,088/- (P.Y. Rs.(1,906)/-

Deferred tax Asset (Net) : Rs. 47,96,212/- (P.Y. Rs. 32,82,977 /-)

30 Impact of Global Pandemic Covid 19 on Financial Statements

The Company has performed necessary analysis on the assumptions used and based on current estimates expects the carrying amount of it's assets does not require any impairment. However, The impact of COVID-19 on the Company's financial statements may differ from that estimated as at the date of approval of these financial statements, if any.

31 Figures for the previous year have been regrouped and reclassified wherever necessary.

As per our report of even date attached

For RMJ & Associates LLP
Chartered Accountants
Firm Registration No. W100281

Rakesh Upadhyaya
 Partner
 Membership No. 046271

Place: Mumbai
Date:18th June, 2021

For and on behalf of the Board of
Modulex Construction Technologies Limited
(CIN :L45100PN1973PLC182679)

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 Ind AS Financial Statements of **Modulex Construction Technologies Limited** (hereinafter referred to as “**the Holding Company**”) and its Subsidiaries (the holding Company and its subsidiary together referred to as “**the Group**”) which comprise the Consolidated Balance Sheet as at March 31, 2021, 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 significant 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 Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2021; and its loss, consolidated 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 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 together with the ethical requirements that are relevant to our audit of the 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 opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated Ind AS financial statements of the current period. These matters were addressed in the context of our audit of the Consolidated Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matter	Auditor’s Response
<p>Goodwill of Rs. 2,61,22,66,683/- in respect of investments in subsidiaries (Modulux Modular Buildings Private Limited) having aggregate goodwill of Rs. 2,57,31,19,526/- and Redribbon Advisory Services Private Limited having aggregate goodwill of Rs. 3,91,47,157/-</p> <p>Management assesses whether there are indications of impairment of goodwill with respect to investments in subsidiaries as on the balance sheet.</p>	<p>Principal Audit Procedures</p> <p>Our audit approach consisted of following audit procedures:</p> <ul style="list-style-type: none"> • Inquiry and discussion with management • Relying on the appropriateness of the valuation report provided by the management for the fair value of shares of the company.

Emphasis of Matter

Reference is invited to note 11(b) of Consolidated financial statements which states that GST input credit as per books is higher by Rs. 1,51,48,612 than GST return for the reason stated in the said note. In the opinion of management / consultant of the Company, the Company would be eligible to take credit after requisite rectification / payment by vendors. Pending availment of input tax credit, the said amount has been disclosed under contingent liabilities. Our opinion is not modified in respect of the said matter.

Information Other than the Consolidated Financial Statements and Auditor’s Report Thereon

The Holding’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, Report on Corporate Governance and Business Responsibility 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 financial statements of the subsidiaries 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.

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

Responsibility of Management for 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 and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes 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, management is responsible for assessing the Group'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 Group or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the group's financial reporting process.

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 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 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 financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company and its subsidiary companies which are companies incorporated in India, has adequate internal financial controls system in place and the operating effectiveness of such control.
- 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 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 financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

Report on Other Legal and Regulatory Requirements:

1. 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 purpose of the audit of the consolidated Ind AS financial statements;
 - b) In our opinion proper books of account as required by law relating to the preparation of the aforesaid consolidated Ind AS financial statements have been kept by the Group so far as it appears from our examination of those books;
 - c) The Consolidated Balance Sheet, Consolidated Statement of Profit and Loss (including Other comprehensive income), 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;
 - d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of the written representations received from the directors as on March 31, 2021 and taken on record by the Board of Directors of the Holding Company, and the reports of the statutory auditors of its subsidiaries companies, none of the directors are disqualified as on March 31, 2021 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, since the subsidiaries are exempted from reporting, refer our standalone audit report for Holding Company's reporting, and
 - g) 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 remuneration paid by the Holding to its directors the year is in accordance with the provisions of section 197 of the Act.

- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Group has no pending litigations that affect its financial position in its consolidated financial statements;
 - ii. The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Group.

For RMJ and Associates LLP

Chartered Accountants

Firm Registration No: W100281

Rakesh Upadhyaya

Partner

Membership No.: 046271

UDIN No.: 21046271AAAACZ1571

Place: Mumbai

Date: 18th June, 2021

Modulex Construction Technologies Limited
(CIN: L45100PN1973PLC182679)
CONSOLIDATED BALANCE SHEET AS ON MARCH 31, 2021

(Amount in Rs)

Particulars	Note No.	As at 31st March 2021	As at 31st March 2020
ASSETS			
Non-current assets			
Property, plant and equipment	2	7,24,695	9,76,157
Other Intangible Assets	2	49,086	89,365
Right of Use assets	2	703,16,399	712,87,474
Goodwill on Consolidation	3	261,22,66,683	261,22,66,683
Capital work in progress	3.1	26,78,75,463	26,78,75,463
Financial assets:			
Investments	4	99,990	99,990
Loans and Advances	4.1	78,19,144	1,72,75,449
Other non-current assets	5	2,21,47,941	3,57,32,580
		298,12,99,402	300,56,03,162
Current assets			
Financial assets:			
Cash and cash equivalents	6	10,53,647	10,84,632
Bank balances other than cash and cash equivalents	7	5,00,000	5,00,000
Loans and Advances	8	30,000	42,86,599
Other financial assets	9	12,05,000	12,05,000
Current Tax Assets (net)	10	8,91,294	6,37,846
Other current assets	11	5,40,90,492	5,12,59,514
		5,77,70,433	5,89,73,591
TOTAL		303,90,69,835	306,45,76,754
EQUITY AND LIABILITIES			
EQUITY			
Share Capital	12	50,69,11,110	50,69,11,110
Other equity	13	224,59,62,936	230,82,54,579
Non Controlling interest	14	(6,93,708)	20,54,595
		275,21,80,337	281,72,20,284
LIABILITIES			
Non-current liabilities			
Provisions	15	27,23,184	24,48,397
Financial Liabilities:			
Borrowings	16	2,59,20,472	2,42,91,238
		2,86,43,656	2,67,39,635
Current Liabilities			
Financial Liabilities:			
Borrowings	17	9,81,89,534	7,57,18,100
Other financial liabilities	18	12,55,05,390	11,82,45,637
Other current liabilities	19	3,26,43,668	2,53,82,994
Provisions	20	2,73,863	1,61,488
Current tax liabilities (net)	20.1	16,33,386	11,08,616
		25,82,45,842	22,06,16,835
TOTAL		303,90,69,835	306,45,76,754
Significant Accounting Policies	I		

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

As per our attached report of even date

For RMJ & Associates LLP
Chartered Accountants
Firm Registration No. W100281

Rakesh Upadhyaya
 Partner
 Membership No. 046271

Place: Mumbai
Date: 18th June, 2021

For and on behalf of the Board of
Modulex Construction Technologies Limited
(CIN :L45100PN1973PLC182679)

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: L45100PN1973PLC182679)

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2021
(Amount in Rs)

Particulars	Notes	Year ended 31st March 2021	Year ended 31st March 2020
INCOME			
Revenue from Operations	21	-	3,13,602
Other income	22	23,95,239	63,15,870
TOTAL INCOME (I)		23,95,239	66,29,472
EXPENSES			
Employee benefits expenses	23	2,28,17,708	2,76,63,826
Finance costs	24	2,13,65,590	94,94,127
Depreciation	2 & 25	12,78,316	3,86,925
Other expenses	26	2,16,46,794	2,70,55,373
TOTAL EXPENSES (II)		6,71,08,408	6,46,00,251
Profit before tax (I-II)		(6,47,13,169)	(5,79,70,779)
Tax expense			
Current tax		-	-
Adjustment of tax relating to earlier periods		4,08,483	-
Deferred tax		-	-
Profit for the year		(6,51,21,652)	(5,79,70,779)
Attributable to			
Owners of the Company		(6,47,32,494)	(5,79,50,603)
Non-Controlling Interest		(3,89,158)	(20,176)
OTHER COMPREHENSIVE INCOME			
Items that will not be reclassified to profit or loss			
Remeasurement of the defined benefit plans (Net)		81,706	(16,40,019)
Other comprehensive income for the year (net of tax)		81,706	(16,40,019)
Total comprehensive income for the year (net of tax)		(6,50,39,946)	(5,96,10,798)
Attributable to			
Owners of the Company		(6,41,31,038)	(5,95,90,622)
Non-Controlling Interest		(9,08,908)	(20,176)
Earnings per equity share	27		
Nominal value of share Rs.10 : Basic		(1.28)	(1.27)
: Diluted		(1.28)	(1.27)
Significant Accounting Policies	1		

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

As per our attached report of even date

For RMJ & Associates LLP
Chartered Accountants
Firm Registration No. W100281

Rakesh Upadhyaya
Partner
Membership No. 046271

Place: Mumbai
Date: 18th June, 2021

For and on behalf of the Board of
Modulex Construction Technologies Limited
(CIN :L45100PN1973PLC182679)

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: L45100PN1973PLC182679)

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2021

(Amount in Rs)

Sr. No.	Particulars	Year ended 31st March 2021	Year ended 31st March 2020
A	Cash Flow from Operating Activities		
	Net profit after extraordinary item but before taxation,	(6,47,13,169)	(5,79,70,779)
	Adjustment for:		
	Depreciation	12,78,316	3,86,925
	Interest received	(16,08,437)	(42,37,480)
	FV Gain/ (Loss) on Borrowings	-	35,92,404
	FV Gain/ (Loss) on Loan Receivables	-	(20,78,390)
	Interest Expenses	2,13,65,590	94,94,127
	Sundry Balance Written off	(56,717)	-
	Loss on the control of subsidiary	-	1,53,86,317
	Operating Profit before Working Capital changes	(4,37,34,417)	(3,54,26,876)
	Adjustment for:		
	(Increase)/ Decrease in Non - Current Loans and Advances	94,56,305	(53,74,171)
	(Increase)/ Decrease in Current Loans and Advances	42,56,599	3,61,34,271
	(Increase)/ Decrease in Other Financial Assets	-	(8,14,584)
	(Increase)/ Decrease in Other Current Assets	1,07,50,268	(30,82,409)
	Increase/ (Decrease) in Non Current Provisions	3,56,493	19,33,045
	Increase/ (Decrease) in Other Financial Liabilities	72,59,753	4,14,42,854
	Increase/ (Decrease) in Other Current Liabilities	73,17,391	(50,95,874)
	Increase/ (Decrease) in Other Current Provisions	1,12,375	(90,156)
	Cash Flow generated from Operations	(42,25,233)	2,96,26,100
	Direct Taxes (Paid)/ Refunded	(1,33,767)	8,64,668
	Net Cash Flow from Operating Activities ----- [A]	(43,59,000)	3,04,90,768
B	Cash Flow from Investing Activities		
	Acquisition of Tangible and Intangible Assets (Incl. Capital Advances)	(15,500)	(8,18,18,241)
	Increase in CWIP	-	(3,53,93,501)
	Interest received	16,08,437	42,37,480
	Net Cash Flow from Investing Activities-----[B]	15,92,937	(11,29,74,262)

Modulex Construction Technologies Limited
(CIN: L45100PN1973PLC182679)

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2021 (Contd.)

(Amount in Rs)

Sr. No.	Particulars	Year ended 31st March 2021	Year ended 31st March 2020
C	Cash Flow from Financing Activities		
	Change in Other Equity	-	(64,43,322)
	Proceeds from Short-term Borrowings (Net)	2,24,71,434	7,49,25,740
	Proceeds from Long-term Borrowings (Net)	16,29,234	2,36,93,850
	Interest Paid (Net)	(2,13,65,590)	(94,94,127)
	Net Cash Flow from Financing Activities -----[C]	27,35,078	8,26,82,141
	Net increase/(decrease) in Cash & Cash equivalents [A+B+C]	(30,985)	1,98,647
	Cash & Cash equivalents at the beginning of the year	10,84,632	8,85,984
	Cash & Cash equivalents at the close of the year (See Note)	10,53,647	10,84,632
		(30,985)	1,98,647
	Reconciliation of Cash & Cash equivalents		
	Closing Balance		
	Cash in Hand	1,18,974	1,18,974
	Bank Balance	9,34,673	9,65,658
	Total	10,53,647	10,84,632

Notes:

- Cash flow statement has been prepared under the indirect method as set out in Accounting Standard (AS) 3: “Cash flow statements” notified by Central Government.
- Figures in the brackets indicates Cash Outflow.

Significant Accounting Policies

1

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

As per our attached report of even date

For RMJ & Associates LLP
Chartered Accountants
Firm Registration No. W100281

For and on behalf of the Board of
Modulex Construction Technologies Limited
(CIN :L45100PN1973PLC182679)

Rakesh Upadhyaya
Partner
Membership No. 046271

Suchit Punnose
Director
(DIN 02184524)

Ajay Palekar
Managing Director
(DIN 02708940)

Place: Mumbai
Date:18th June, 2021

Mahendra Kumar Bhurat
Chief Financial Officer
(PAN AJIPB3300M)

Bhoomi Mewada
Company Secretary
(M.No. A34561)

Modulux Construction Technologies Limited
(CIN: L45100PN1973PLC182679)

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH 2021

(a) Equity Share Capital

Particulars	Number of Shares	Amount (in Rs)
As at 31 March 2019	4,28,57,461	42,85,74,610
Add : Issue of equity share capital	84,45,579	8,44,55,790
As at 31 March 2020	5,13,03,040	51,30,30,400
Add : Issue of equity share capital	-	-
As at 31 March 2020	5,13,03,040	51,30,30,400
Less: Shares of the company held by Red Ribbon Advisory Services Private Limited	6,11,929	61,19,290
As at 31.03.2020 (Excluding group holding)	5,06,91,111	50,69,11,110
As at 31.03.2021 (Excluding group holding)	5,06,91,111	50,69,11,110

(b) Other Equity

Particulars	Reserves & Surplus				Other Reserves	Total
	Capital Reserve (i)	General Reserve (ii)	Securities Premium (iii)	Retained Earnings	Transaction Cost on the Equity Instruments (iv)	
As at 31 March 2019	97,45,481	(85,41,784)	236,87,83,158	3,76,09,825	(81,30,319)	239,94,66,361
Total profit for the year	-	-	-	(5,79,50,603)	-	(5,79,50,603)
Other comprehensive income for the year	-	-	-	(16,40,019)	-	(16,40,019)
Effects of change in Shareholding of Subsidiaries	-	-	-	(50,92,44,163)	-	(50,92,44,163)
Total comprehensive income for the year	-	-	-	(56,88,34,785)	-	(56,88,34,785)
Add: Fair Value of the Equity Instrument granted	-	-	48,13,98,003	-	-	48,13,98,003
Add: Transaction Cost on the Equity Instruments	-	-	-	-	(37,75,000)	(37,75,000)
As at 31 March 2020	97,45,481	(85,41,784)	285,01,81,161	(53,12,24,960)	(1,19,05,319)	230,82,54,578
As at 1 April 2020	97,45,481	(85,41,784)	285,01,81,161	(53,12,24,960)	(1,19,05,319)	230,82,54,578
Total profit for the year	-	-	-	(6,47,32,494)	-	(6,47,32,494)
Other Comprehensive Income	-	-	-	6,01,456	-	6,01,456
Effects of change in Shareholding of Subsidiary	-	-	-	18,39,395	-	18,39,395
Total comprehensive income for the year	-	-	-	(6,22,91,643)	-	(6,22,91,643)
Add: Fair Value of the Equity Instrument granted	-	-	-	-	-	-
Add: Transaction Cost on the Equity Instruments	-	-	-	-	-	-
As at 31 March 2021	97,45,481	(85,41,784)	285,01,81,161	(59,35,16,603)	(1,19,05,319)	224,59,62,936

The accompanying notes form an integral part of the financial statements

1

As per our report of even date attached

For RMJ & Associates LLP
Chartered Accountants
Firm Registration No. W100281

Rakesh Upadhyaya
Partner
Membership No. 046271

Place: Mumbai
Date: 18th June, 2021

For and on behalf of the Board of
Modulux Construction Technologies Limited
(CIN :L45100PN1973PLC182679)

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)

Notes to Consolidated Financial Statements

1. Company overview

Modulex Construction Technologies Limited (“the Company”) is a Company registered under the Companies Act, 1956. It was incorporated on 24th May, 1973.

CIN of the company is L45100PN1973PLC182679.

The company 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 production, building, supplying, fabricating and manufacture of modular steel buildings.

2. Significant Accounting Policies

2.1 Basis of Preparation

These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, the provisions of the Companies Act, 2013 (‘Act’) (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time). Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these financial statements is determined as prescribed by the standard. In addition, for financial reporting purposes, fair value measurements are categorized into Level 1, 2 or 3, wherever applicable based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

The financial statements are based on the classification provisions contained in Ind AS 1, ‘Presentation of Financial Statements’ and division II of schedule III of the Companies Act, 2013. Further, for the purpose of clarity, various items are aggregated in statement of profit and

loss and balance sheet. Nonetheless, these items are dis-aggregated separately in the notes to the financial statements, where applicable or required. Group's financial statements are presented in Indian Rupees (Rs.), which is also its functional currency.

2.2 Basis of Consolidation

These consolidated financial statements incorporate the financial statements of the Company and entities controlled by the parent Company and its subsidiaries. Control is achieved when the Company:

- Has power of the investee;
- Is exposed, or has rights, to variable returns from its involvement with the investee; and
- Has the ability to use its power to affect the returns.

The Group reassesses 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 listed above.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit and loss from the date the Company gains control until the date when the Company ceased to control the subsidiary.

Profit and loss and each component of other comprehensive income are attributed to the shareholders of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the shareholders of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

The financial statements of the group companies are consolidated on a line by line basis. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

2.3 Principles of Consolidation

The consolidated financial statements have been prepared on the following basis:

- (a) **Modulex Construction Technologies Limited** consolidates entities which it controls. The consolidated financial statements comprise the financial statements of the company and its subsidiaries as follows:
- Modulex Modular Buildings Private Limited
 - Redribbon Advisory Services Private Limited (with effect from February 20, 2020)
 - Give Vinduet Windows and Doors Private Limited (till December 18, 2019)

Subsidiaries are consolidated from the date control commences until the date control ceases. Subsidiaries companies are consolidated on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances, intra-group transactions and resulting unrealized profits or losses on intra-group transactions as per Indian Accounting Standard 110.

- (b) The financial statements of the Subsidiaries used in the consolidation are drawn up to the same reporting date as that of the Company, i.e. March 31, 2021.
- (c) 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.
- (d) Non-controlling interests in the net assets of the consolidated subsidiaries is identified and presented in consolidated balance sheet under the Total Equity group.
- (e) Non-controlling interests in the net assets of consolidated subsidiaries consists of:
 - i) The amount of equity attributable to Non-controlling holders at the date on which investment in a subsidiary is made; and
 - ii) The Non-controlling holders share of movements in the equity since the date the parent subsidiary relationship came into existence.
- (f) 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.

2.4 Changes in Group's ownership interest in existing subsidiaries

Changes in the Group's ownership interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's interest and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. 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 Company.

When the Group 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.

2.5 Revenue Recognition

Revenue from contracts with customers is recognized (net of goods and services tax) on transfer of control of promised goods or services to a customer at an amount that reflects the consideration to which the Group is expected to be entitled to in exchange for those goods or services.

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation.

The Group satisfies a performance obligation and recognizes revenue over time, if one of the following criteria is met:

1. The customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs; or

2. The Group's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or
3. The Group's performance does not create an asset with an alternative use to the Company and an entity has an enforceable right to payment for performance completed to date.

For performance obligations where one of the above conditions is not met, revenue is recognised at the point in time at which the performance obligation is satisfied.

Revenue from sale of products and services are recognised at a time on which the performance obligation is satisfied.

2.6 Employee Benefit Expenses

Short Term Benefits

All employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits and they are recognized in the period in which the employee renders the related service. The Company recognizes the amount of short term employee benefits expected to be paid in exchange for services rendered as an expense in the Statement of Profit and Loss.

Post Employment Benefits- Defined Benefit Plan

The Group's defined benefit plan consists of gratuity liability. The Group's liability towards this benefit is determined on the basis of actuarial valuation using Projected Unit Credit Method at the date of balance sheet. Re-measurement of defined benefit plans comprising actuarial gains and losses and the return on the plan assets (excluding amounts included in net interest on the net defined benefit liability/asset) in respect of post-employment are charged to the Other Comprehensive Income. All expenses represented by current service cost, past service cost, if any, and net interest on the defined benefit liability/ (asset) are recognized in the Statement of Profit and Loss. The Group presents the above liability/ (asset) as current and non-current in the balance sheet as per actuarial valuation by the independent actuary.

2.7 Taxation

The income tax expense comprises of current and deferred income tax. Income tax is recognized in the statement of profit and loss, except to the extent that it relates to items recognized in the other comprehensive income or directly in equity, in which case the related income tax is also recognized accordingly.

2.7.1 Current Tax

The current tax is calculated on the basis of the tax rates, laws and regulations, which have been enacted or substantively enacted as at the reporting date. The payment made in excess / (shortfall) of the Group's income tax obligation for the period are recognized in the balance sheet as current income tax assets /liabilities.

Any interest / penalties, related to accrued liabilities for potential tax assessments are not included in Income tax charge or (credit), but are rather recognized within finance costs.

2.7.2 Deferred Tax

Deferred tax is recognized, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying values in the financial statements. However, deferred tax is not recognized if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss.

Deferred tax assets are recognized only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilized.

The unrecognized deferred tax assets / carrying amount of deferred tax assets are reviewed at each reporting date for recoverability and adjusted appropriately.

Deferred tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the reporting date and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

2.7.3 Current and deferred tax for the year

Current and deferred taxes are recognized in the statement of Profit and Loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity respectively.

Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

2.8 Property, Plant & Equipment

Property, plant and equipment are carried at cost less accumulated depreciation and impairment losses, if any. The cost of Property, plant and equipment comprises of purchase price, applicable duties and taxes, any directly attributable expenditure on making the asset ready for its intended use, other incidental expenses and interest on borrowings attributable to acquisition of qualifying fixed assets, up to the date the asset is ready for its intended use.

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

2.9 Depreciation and Amortization

Depreciable amount for assets is the cost of an asset, or other amount substituted for cost less its estimated residual value. Depreciation on Property, Plant and equipment and investment property have been provided on the written down value method as per the useful life prescribed in Schedule II to the Companies Act, 2013.

2.9.1 Intangible Assets

Recognition and Measurement

Intangible Assets acquired are measured on initial recognition at cost. Cost comprises the purchase price (net of tax / duty credits availed wherever applicable) and any directly attributable cost of bringing the assets to its working condition for its intended use.

After initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any.

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from its use or disposal. Gains or losses arising from derecognition of an item of intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of such item of intangible asset and are recognised in the Consolidated Statement of Profit and Loss when the asset is derecognised.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset are reviewed at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the Consolidated Statement of Profit and Loss unless such expenditure forms part of the carrying value of another asset.

2.10 Provisions, Contingent Liabilities & Contingent Assets

2.10.1 General

Provisions are recognized when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources will be required to settle the said obligation, and the amounts of the said obligation can be reliably estimated.

Provisions are measured at the present value of the expenditures expected to be required to settle the relevant obligation, using a pre-tax rate that reflects current market assessments of the time value of money (if the impact of discounting is significant) and the risks specific to the obligation. The increase in the provision due to un-winding of discount over passage of time is recognized within finance costs.

2.10.2 Contingencies

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.

2.11 Financial Instruments

2.11.1 Recognition, classification and presentation

The financial instruments are recognized in the balance sheet when the group becomes a party to the contractual provisions of the financial instrument.

The group determines the classification of its financial instruments at initial recognition.

The group recognizes its investment in subsidiary at cost less any impairment losses.

The group has classified all the non-derivative financial liabilities in the other financial liabilities' category.

Financial assets and liabilities which arising from different transactions are off-set against each other and the resultant net amount is presented in the balance sheet, if and only when, the group currently has a legally enforceable right to set-off the related recognized amounts and intends either to settle on a net basis or to realize the assets and settle the liabilities simultaneously.

2.11.2 Measurement – Non Derivative Financial Instruments

I. Initial measurement

At initial recognition, the Company measures the non-derivative financial instruments at its fair value net off, in the case of a financial asset not at fair value through profit or loss, transaction costs. Otherwise transaction costs are expensed in the statement of profit and loss. Investment in Subsidiary has been recognized at cost as permitted by Ind AS – 27, Separate Financial Statements.

II. Subsequent measurement - financial liabilities

Other financial liabilities are initially recognized at fair value less any directly attributable transaction costs. They are subsequently measured at amortized cost using the EIR method (if the impact of discounting / any transaction costs is significant).

III. Financial assets measured at amortised cost

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost using the effective-interest rate ('EIR') method (if the impact of discounting/ any transaction costs is significant). Interest income from these financial assets is included in finance income.

2.11.3 Derecognition

The financial liabilities are de-recognized from the balance sheet when the underlying obligations are extinguished, discharged, lapsed, cancelled, expires or legally released. The financial assets are de-recognized from the balance sheet when the rights to receive cash flows from the financial assets have expired, or have been transferred and the group has transferred substantially all risks and rewards of ownership. The difference in the carrying amount is recognized in statement of profit and loss.

2.12 Financial Assets

Financial Asset is

- Cash/Equity Instrument of another entity,
- Contractual right to –
 - Receive cash/another Financial Asset from another entity, or
 - Exchange Financial Assets or Financial Liabilities with another entity under conditions those are potentially favorable to the entity.

2.12.1 The Group recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised is recognised as an impairment gain or loss in statement of profit and loss.

2.13 Financial Liabilities

Financial liability is a contractual obligation to –

- Deliver cash or another financial asset to another entity, or
- Exchange financial assets or liabilities with another entity under conditions that are potentially unfavorable to the entity.

2.14 Fair value of financial instruments

In determining the fair value of its financial instruments, the Group uses a variety of methods and assumptions that are based on market conditions and risks existing at each reporting date. The methods used to determine fair value include discounted cash flow analysis, available quoted market prices and dealer quotes. All methods of assessing fair value result in general approximation of value, and such value may or may not actually be realized.

2.15 Impairments of Assets

Intangible assets and property, plant and equipment:

Intangible assets and property, plant and equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the CGU to which the asset belongs. If such assets are considered to be impaired, the impairment to be recognised in the statement of profit and loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset.

2.16 Fair Value Measurement

The Group measures certain financial instruments at fair value at each reporting date. 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. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- i. In the principal market for the asset or liability, or
- ii. In the absence of principal market, in the most advantageous market for the asset or liability.

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.

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

2.17 Leases

Lease payments under operating leases are recognised as an expense on a straight line basis in the statement of profit and loss over the lease term except where the lease payments are structured to increase in line with expected general inflation.

2.18 Share Capital

Ordinary shares are classified as Equity when the Company has an un-conditional right to avoid delivery of cash or another financial asset, that is, when the dividend and repayment of capital are at the sole and absolute discretion of the Company and there is no contractual obligation whatsoever to that effect.

2.19 Earnings per Share

Basic earnings per equity share is computed by dividing the net profit for the year attributable to the Equity Shareholders by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the net profit for the year, adjusted for the effects of dilutive potential equity shares, attributable to the Equity Shareholders by the weighted average number of the equity shares and dilutive potential equity shares outstanding during the year except where the results are anti-dilutive.

2.20 Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Group are segregated based on the available information.

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

2.21 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 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.

2.22 Operating Cycle

The Group adopts operating cycle based on the project period and accordingly all project related assets and liabilities are classified into current and non-current. Other than project related assets and liabilities, 12 months period is considered as normal operating cycle.

2.23 Estimation of uncertainties relating to the global health pandemic from COVID-19

The Group has considered the possible effects that may result from the pandemic relating to COVID-19 on the carrying amounts of receivables. In developing the assumptions relating to the possible future uncertainties in the global economic conditions because of this pandemic, the Group, as at the date of approval of these financial statements has used internal and external sources of information and economic forecasts. The group has performed necessary analysis on the assumptions used and based on current estimates expects the carrying amount of it's assets does not require any impairment. However, the impact of COVID-19 on the Group's financial statements may differ from that estimated as at the date of approval of these financial statements, if any.

2.24 Critical accounting estimates and assumptions

The estimates and judgements used in the preparation of the said financial statements are continuously evaluated by the Group, and are based on historical experience and various other assumptions and factors (including expectations of future events), that the Group believes to be reasonable under the existing circumstances. The said estimates and judgements are based on the facts and events, that existed as at the reporting date, or that occurred after that date but provide additional evidence about conditions existing as at the reporting date.

This note provides an overview of the areas that involved a higher degree of judgement or complexity, and items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. These are described below:

a) Fair value measurement 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 involve various judgements and assumptions.

Notes To Consolidated Financial Statements For The Year Ended March 31, 2021

Note “2” : PROPERTY, PLANT AND EQUIPMENT

Particulars	Computer	Vehicles	Plant and equipments	Office equipments	Furniture and fixtures	TOTAL Tangible Assets	Leasehold Land	Right to use	TOTAL Right-to-use Assets	Intangible Assets	Total
As at 31.03.2019	1,69,533	13,92,678	-	2,80,776	1,49,741	19,92,728	3,14,10,737	-	3,14,10,737	-	19,92,728
Additions	2,46,720	-	-	73,745	4,14,554	7,35,019	4,19,36,064	-	4,19,36,064	8,16,950	15,51,969
Disposals	-	-	-	-	-	-	-	-	-	-	-
As at 31.03.2020	4,16,253	13,92,678	-	3,54,521	5,64,295	27,27,747	7,33,46,801	-	7,33,46,801	8,16,950	35,44,697
Additions	-	-	-	15,500	-	15,500	-	-	-	-	15,500
Disposals	-	-	-	-	-	-	-	-	-	-	-
As at 31.03.2021	4,16,253	13,92,678	-	3,70,021	5,64,295	27,43,247	7,33,46,801	-	7,33,46,801	8,16,950	35,60,197
Accumulated Depreciation											
As at 31.03.2019	85,088	7,56,946	-	1,51,221	69,421	10,62,676	6,81,594	-	6,81,594	-	10,62,676
Additions	2,45,976	2,00,932	-	92,687	1,49,319	6,88,914	13,77,733	-	13,77,733	7,27,585	14,16,499
Disposals	-	-	-	-	-	-	-	-	-	-	-
As at 31.03.2020	3,31,064	9,57,878	-	2,43,908	2,18,740	17,51,590	20,59,327	-	20,59,327	7,27,585	24,79,175
Additions	39,718	1,02,940	-	34,261	90,042	2,66,961	9,71,075	-	9,71,075	40,279	3,07,240
Disposals	-	-	-	-	-	-	-	-	-	-	-
As at 31.03.2021	3,70,782	10,60,818	-	2,78,169	3,08,781	20,18,552	30,30,402	-	30,30,402	7,67,864	27,86,416
Net Block											
As at 31.03.2020	85,189	4,34,800	-	1,10,613	3,45,555	9,76,157	7,12,87,474	-	7,12,87,474	89,365	10,65,522
As at 31.03.2021	45,471	3,31,860	-	91,852	2,55,514	7,24,695	7,03,16,399	-	7,03,16,399	49,086	7,73,781

Note “3” : GOODWILL ON CONSOLIDATION	As at March 31, 2021	As at March 31, 2020
Goodwill	261,22,66,683	261,22,66,683
Total	261,22,66,683	261,22,66,683

The fair value of shares carried out by the independent Valuer is sufficient to cover the goodwill. Considering the same and management outlook for improvement in the performance of the subsidiary companies in the long run, in the opinion of management, no impairment if required for goodwill.

Note “3.1” : CAPITAL WORK IN PROGRESS	As at March 31, 2021	As at March 31, 2020
Capital Work in Progress		
Balance as beginning of the year	26,78,75,463	26,52,51,396
Direct cost of construction	-	3,29,07,383
Indirect cost of constructions	-	16,72,795
Amortization Expenses on Lease hold land	-	8,13,325
Reversal of Prior Year Overstatement	-	(3,27,69,435)
Total	26,78,75,463	26,78,75,463

Note:

a) Capital work in progress (CWIP) includes expenses that are being incurred by the one of the subsidiary company over the past years on developing the Manufacturing Facility (“Project”) at MIDC Indapur, Pune.

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 Statement of Profit and Loss. Any incidental income arising directly in relation to the project is reduced from the project cost.

During the year, on account of multiple factors including delays in raising resources from the banks and other regulatory issues which got accentuated due to outbreak of Covid-19 resulted into temporary suspension of construction activity at the project site at Indapur. Overcoming the challenges, the subsidiary company obtained sanction letter of term Loan from a leading Indian Bank for Rs. 70 crores against which the documentation has been carried out and the management is expecting the first disbursement in the first quarter of the financial year 2021-22. Enthused by the comfort of the sanction of the term Loan, the management is confident of raising / infusing the remaining portion of the Equity required to meet the cost of the project. Further, negotiations with a clutch of investors are in progress and financial closure is expected in the first half of the financial year 2021-22. Post release of substantial sums to the Contractor, the construction activity at the project site at Indapur is expected to recommence in July, 2021.

Note “4” : INVESTMENTS	As at March 31, 2021	As at March 31, 2020
<u>Investment in Companies where directors are same or interested:</u>		
Unquoted - Investments in equity shares (fully paid up)*		
Give Vinduet Windows and Doors Pvt. Ltd. - 9,999 Equity shares of Rs. 10, fully paid up	99,990	99,990
Total	99,990	99,990
Aggregate amount of unquoted investments	99,990	99,990
Aggregate amount of impairment in the value of investment	-	-
Note “4.1” : LOANS AND ADVANCES (NON CURRENT)	As at March 31, 2021	As at March 31, 2020
(Unsecured, considered good unless otherwise stated)		
Capital Advances	78,19,144	78,19,144
Loan to Related Parties	-	94,56,305
Total	78,19,144	1,72,75,449
Note “5” : OTHER NON CURRENT ASSETS	As at March 31, 2021	As at March 31, 2020
Unamortised License / Royalty Fees	2,21,47,941	3,57,32,580
Total	2,21,47,941	3,57,32,580
Note “6” : CASH AND CASH EQUIVALENTS	As at March 31, 2021	As at March 31, 2020
Cash on hand	1,18,974	1,18,974
<u>Balance with bank:</u>		
- In Current accounts	9,34,673	9,65,658
Total	10,53,647	10,84,632
Note “7” : BANK BALANCES OTHER THAN CASH AND CASH EQUIVALNETS	As at March 31, 2021	As at March 31, 2020
<u>In Fixed Deposit with Bank of India</u>	5,00,000	5,00,000
(Maturity more than Twelve months)		
Total	5,00,000	5,00,000

Note “8” : LOANS AND ADVANCES (CURRENT)	As at March 31, 2021	As at March 31, 2020
(Unsecured, considered good unless otherwise stated)		
Loan to Related Parties	-	42,09,740
Advance to Employees	30,000	76,859
Total	30,000	42,86,599

Note “9” : OTHER FINANCIAL ASSETS	As at March 31, 2021	As at March 31, 2020
Security Deposit	4,85,000	4,85,000
Rent deposit	7,20,000	7,20,000
Total	12,05,000	12,05,000

Note “10” : CURRENT TAX ASSETS (NET)	As at March 31, 2021	As at March 31, 2020
Current Tax Assets (net)	8,91,294	6,37,846
Total	8,91,294	6,37,846

Note “11” : OTHER CURRENT ASSETS	As at March 31, 2021	As at March 31, 2020
(Unsecured, considered good unless otherwise stated)		
Balance with Govt. authorities	5,02,90,846	4,91,87,634
Prepaid Expenses	86,979	42,942
Other Receivable	18,650	19,11,359
TDS Receivable	1,13,073	1,09,679
Advance to Vendors	35,73,258	-
Interest Accrued on FDR	7,686	7,900
Total	5,40,90,492	5,12,59,514

Note:

- Balances with government authorities includes Input Tax Credit on GST for financial years 2018-2019 and 2019-2020 of Rs. 71,99,260/- on reverse charge basis. The same could not be paid pending the financial closure and hence shall be availed of in the month of the said GST payment on reverse charge basis.
- GST input credit as per books is higher by Rs. 1,51,48,612 than the aggregate of the GST Input Credit availed as per GST returns submitted by the subsidiary company. A substantial portion of the said difference of Rs. 1,20,45,342 is a mere technical irregularity on account of vendor concerned having quoted incorrect GST Number and in the opinion of management the subsidiary company would be able to take said GST input credit after requisite rectification by vendor. The balance sum of Rs. 31,03,270 is on account of non-deposit /delayed deposits by the vendors concerned and the subsidiary company will be able to avail of the input credit subsequent to the payment of GST by

the concerned vendors which is being vigorously followed up by the subsidiary company. In each of the two cases, the said position has been supported by an opinion of the tax consultant of the subsidiary company. Pending the availment of the GST input tax credit, the said aggregate amount of Rs.1,51,48,612 has been disclosed under contingent liabilities in consolidated financial statements. (Refer Note no.37(a)).

Note “12” : Equity Share Capital

Particulars	As at 31.03.2021		As at 31.03.2020	
	Number of Shares	Amount	Number of Shares	Amount
Authorised Share Capital				
Cumulative Redeemable Pref Shares of Rs 10/- each	50,000	5,00,000	50,000	5,00,000
Equity Shares of Rs 10/- each	7,29,50,000	72,95,00,000	7,29,50,000	72,95,00,000
	7,30,00,000	73,00,00,000	7,30,00,000	73,00,00,000
Issued, Subscribed and Fully Paid Up				
Issued				
Paid Up Capital Equity Shares of Rs 10/- each	5,13,03,040	51,30,30,400	5,13,03,040	51,30,30,400
Subscribed				
Paid Up Capital Equity Shares of Rs 10/- each	5,13,03,040	51,30,30,400	5,13,03,040	51,30,30,400
Shares held by Subsidiary company	(6,11,929)	(61,19,290)	(6,11,929)	(61,19,290)
	5,06,91,111	50,69,11,110	5,06,91,111	50,69,11,110

Note: The Company vide Board resolution dated December 2nd 2019 had approved to issue its own 84,45,579 fully paid equity shares against shares of Modulex Modular Buildings Private Limited (“MMBPL”) on swap basis in such manner and such terms of conditions prescribed under Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and in compliance with sections 42 and 62 and other applicable provisions of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014. Pursuant to the above, the Company had allotted 84,45,579 fully paid equity shares against 1,13,59,322 fully paid equity shares of MMBPL in terms of swap ratio approved by Bombay stock Exchange (BSE) in the previous year.

(a) Reconciliation of shares outstanding at the beginning and at the end of the period

Particulars	As at 31.03.2021		As at 31.03.2020	
	No. of Shares	Amount	No. of Shares	Amount
Equity Shares				
At the beginning of the year	5,13,03,040	51,30,30,400	4,28,57,461	42,85,74,610
Issued during the year	-	-	84,45,579	8,44,55,790
Outstanding at the end of the year	5,13,03,040	51,30,30,400	5,13,03,040	51,30,30,400
Less: Shares held by Subsidiary Company	6,11,929	61,19,290	6,11,929	61,19,290
Outstanding at the end of the year (Excluding Group Holdings)	5,06,91,111	50,69,11,110	5,06,91,111	50,69,11,110

(b) Terms / rights attached to equity shares

The Group has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity share is entitled to one vote per share.

In the event of liquidation of the Group, the holder of equity shares will be entitled to receive remaining assets of the Group, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

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

Particulars	As at 31.03.2021		As at 31.03.2020	
	Number of Share	% holding	Number of Share	% holding
Red Ribbon Modulex Buildings Ltd - Mu	1,06,84,526	20.83%	1,06,84,526	20.83%
Providence Educational Academy Pvt Ltd.	54,51,853	10.63%	54,51,853	10.63%
Ajmera Realty and Infra India Ltd.	37,25,809	7.26%	37,25,809	7.26%
Synthite Industries Pvt. Ltd.	32,43,096	6.32%	32,58,524	6.35%
Ethix Realtors Private Limited	29,75,499	5.80%	29,87,317	5.82%

Note “13” : OTHER EQUITY

Other Equity	Reserves & Surplus				Other Reserves	Total
	Capital Reserve (i)	General Reserve (ii)	Securities Premium (iii)	Retained Earnings (iv)	Transaction Cost on the Equity Instruments (v)	
As at 1 April 2019	97,45,481	(85,41,784)	236,87,83,158	3,76,09,825	(81,30,319)	239,94,66,361
Total profit for the year	-	-	-	(5,79,50,603)	-	(5,79,50,603)
Other comprehensive income for the year	-	-	-	(16,40,019)	-	(16,40,019)
Effects of change in Shareholding of Subsidiaries	-	-	-	(50,92,44,163)	-	(50,92,44,163)
Total comprehensive income for the year	-	-	-	(56,88,34,785)	-	(56,88,34,785)
Add: Fair Value of the Equity Instrument granted	-	-	48,13,98,003	-	-	48,13,98,003
Add: Transaction Cost on the Equity Instruments	-	-	-	-	(37,75,000)	(37,75,000)
As at 31 March 2020	97,45,481	(85,41,784)	285,01,81,161	(53,12,24,960)	(1,19,05,319)	230,82,54,579
As at 1 April 2020	97,45,481	(85,41,784)	285,01,81,161	(53,12,24,960)	(1,19,05,319)	230,82,54,579
Total profit for the year	-	-	-	(6,47,32,494)	-	(6,47,32,494)
Other comprehensive income for the year	-	-	-	6,01,456	-	6,01,456
Effects of change in Shareholding of Subsidiaries	-	-	-	18,39,395	-	18,39,395
Total comprehensive income for the year	-	-	-	(6,22,91,643)	-	(6,22,91,643)
Add: Fair Value of the Equity Instrument granted	-	-	-	-	-	-
Add: Transaction Cost on the Equity Instruments	-	-	-	-	-	-
As at 31 March 2021	97,45,481	(85,41,784)	285,01,81,161	(59,35,16,603)	(1,19,05,319)	224,59,62,936

Note “14” : NON CONTROLLING INTEREST	As at March 31, 2021	As at March 31, 2020
Modulex Modular Buildings Private Limited	4,257	12,945
Redribbon Advisory Services Private Limited	(6,97,965)	20,41,650
Total	(6,93,708)	20,54,595

Note “15” : PROVISIONS (NON CURRENT)	As at March 31, 2021	As at March 31, 2020
Provision for Employee benefits (Non-funded)		
- Provision for gratuity	27,23,184	24,48,397
Total	27,23,184	24,48,397

Note “16” : BORROWINGS (NON CURRENT)	As at March 31, 2021	As at March 31, 2020
Unsecured Loan		
- From related Parties	2,59,20,472	2,42,91,238
Total	2,59,20,472	2,42,91,238

Note “17” : BORROWINGS (CURRENT)	As at March 31, 2021	As at March 31, 2020
Unsecured Loans		
Loans from related parties	9,81,89,534	7,57,18,100
Total	9,81,89,534	7,57,18,100

Note “18” : OTHER FINANCIAL LIABILITIES	As at March 31, 2021	As at March 31, 2020
Salary, Wages and Bonus payable	1,08,55,218	36,02,080
Current Maturities - Long Term Debts (Refer note below)	3,30,653	4,55,010
Expenses payable	53,84,964	1,25,57,004
Retention money payable	78,67,850	-
Dividend Liability On Preference Shares	5,86,64,575	5,86,64,575
Audit Fees payable	3,11,875	-
Creditors for Expenses	24,74,155	33,50,868
MIDC - Additional Premium	3,96,16,100	3,96,16,100
Total	12,55,05,390	11,82,45,637

Note: Terms of Vehicle Loans

Company has took Vehicle loan for Pajero Car of Rs. 24,00,000/-. Loan has taken for 7 Years and started from 01/01/2014 with the annual interest rate of Rs. 10.65% from PNB Bank.

Note “19” : OTHER CURRENT LIABILITIES	As at March 31, 2021	As at March 31, 2020
Advance received from customer	1,93,100	70,32,386
Statutory Dues Payable	2,54,52,036	1,83,50,608
Interest on tax payable	69,98,532	-
Total	3,26,43,668	2,53,82,994

Note:- a) Due to certain non-compliance under GST, the department has blocked the GST portal access to one of the Subsidiary Company in financial year 2019-20 and hence, the Subsidiary Company is not able to take GST input credit in return, file GST return etc. However, the Subsidiary Company has continued to take GST input credit in the books (GST of Rs. 27,89,243/- taken in the books after blocking of GST portal access) and the same has been adjusted against GST liability in the books. The management is of the view that the Subsidiary Company would be able to take/utilise said GST input credit in the return once the Subsidiary Company will be given access to portal after regularizing non-compliance under GST. The said view is also confirmed by the consultant of the Subsidiary Company. Pending this, the said amount has been disclosed by the Group under contingent liabilities.[Refer Note 37(a)]

Note “20” : PROVISIONS (CURRENT)	As at March 31, 2021	As at March 31, 2020
<u>Provision for Employee benefits (Non-funded)</u>		
Provision for gratuity	2,73,863	1,61,488
Total	2,73,863	1,61,488

Note “20.1” : CURRENT TAX LIABILITIES (NET)	As at March 31, 2021	As at March 31, 2020
Provision for tax (Net of advance Tax)	16,33,386	11,08,616
Total	16,33,386	11,08,616

Note “21” : REVENUE FROM OPERATIONS	As at March 31, 2021	As at March 31, 2020
Advisory Service Income	-	3,13,602
Total	-	3,13,602

Note “22” : OTHER INCOME	As at March 31, 2021	As at March 31, 2020
Interest from Bank FDR	45,038	45,251
Interest income on loans	15,63,399	-
Discount Received	-	23,680
Fair Value gain on Borrowings	-	20,78,390
<u>Finance Income</u>		
- From Financial Assets measured at Amortised Cost	-	41,68,549
Other income	7,30,085	-
Sundry Balances Written back	56,717	-
Total	23,95,239	63,15,870

Note “23” : EMPLOYEE BENEFIT EXPENSES	As at March 31, 2021	As at March 31, 2020
Salary, wages and bonus etc.	60,93,925	61,41,844
Director remuneration	1,62,00,012	2,10,69,886
Gratuity	4,41,587	2,02,869
Staff welfare expenses	478	2,49,227
Total	2,27,36,002	2,76,63,826

Note “24” : FINANCE COST	As at March 31, 2021	As at March 31, 2020
Interest on borrowing from bank	38,223	64,704
Interest on borrowing from related party	1,30,27,148	94,29,423
Bank Charges	26,022	-
Interest on GST	44,47,351	-
Interest on DTS	38,26,846	-
Total	2,13,65,590	94,94,127

Note “25” : DEPRECIATION AND AMORTIZATION EXPENSES	For the year ended March 31, 2021	For the year ended March 31, 2020
Depreciation and Amortisation	12,78,316	3,86,925
Total	12,78,316	3,86,925

Note “26” : OTHER EXPENSES	For the year ended March 31, 2021	For the year ended March 31, 2020
Legal and Professional Fees	43,00,524	87,77,549
Advertisement, marketing & business promotion expenses	2,67,184	3,63,549
Amortisation of Royalty & License Fees	1,00,11,381	-
Travelling & conveyance expenses	9,073	44,57,509
Rent	14,94,360	30,47,551
Rates & taxes	5,000	91,922
TDS Expenses	-	1,15,127
ROC & Filing Fees	16,200	27,387
Auditors' Remuneration	-	21,58,210
- <u>Audit fees</u>	23,73,850	-
- Taxation matters	1,38,500	-
- Other matters	3,31,350	-
Loss on Fair Value of Loans/Borrowings	-	35,92,404
Hotel & lodging expenses	-	8,43,962

Note “26” : OTHER EXPENSES	For the year ended March 31, 2021	For the year ended March 31, 2020
Repairs & maintenance	5,98,157	4,12,139
Security Charges	5,80,800	5,80,800
Printing & stationery expenses	29,014	1,75,354
Issuer Fees	1,50,000	1,51,000
Insurance	79,062	63,843
Site Expenses	84,576	-
Director sitting fees	2,00,000	-
Miscellaneous	6,360	12,42,778
Mobile & Telephone Charges	82,931	1,25,110
BSE Listing Expenses	3,00,000	3,00,000
Office Expenses	87,011	1,94,829
Postage, Courier & Telephone charges	14,744	-
Custody Fees	1,50,000	-
Interest charges	10,011	20,371
MIDC service charges	3,06,408	3,13,979
Other expense	20,299	-
Total	2,16,46,794	2,70,55,373

Note “27” : EARNING PER SHARE	For the year ended March 31, 2021	For the year ended March 31, 2020
EARNINGS PER SHARE		
Net Profit/(Loss) as per Statement of Profit & Loss (A)	(6,47,32,494)	(5,79,50,603)
Weighted average number of Equity Share used in computing basic/diluted earning per share (B)	5,06,91,111	4,56,34,090
Earning Per Share (Rs.) Basic/Diluted- (A/B)	(1.28)	(1.27)

Note “28” : Related Party Transactions

i) Following is the list of Related Parties and Relationships :

S.No.	Particulars
A)	Key Management Personnel
1	Suchit Punnose
2	Ajay Palekar
3	P. Punnose
4	Sandeep Khurana
5	Prem Nath Pasricha

D)	Enterprises Under same Management Eco Hotels India Private Limited Armaec Energy Private Limited Give Vinduet Windows And Doors Private Limited (Till December 18th, 2019, it was subsidiary) Redribbon Advisory Services Private Limited (w.e.f. February 20th, 2020, it is subsidiary) Credent Assets Management Services Private Limited Crowdsourc Global Private Limited
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ii) Related Party Transactions during the year are as follows:

S.No.	Particulars	Amount (In INR)	
		2020-21	2019-20
A)	Loan Taken		
	Give Vinduet Windows And Doors Private Limited	82,07,004	1,94,70,078
	Suchit Punnose	11,05,000	39,75,000
	Eco Hotels India Private Limited	83,61,081	-
B)	Repayment of loan Taken from		
	Give Vinduet Windows and Doors Private Limited	20,45,806	-
	Eco Hotels India Private Limited	26,15,000	-
C)	Rent Deposit Paid on behalf of director		
	Suchit Punnose	-	1,05,000
D)	Loans/Advance Given To		
	Eco Hotels India Private Limited (net of payment received during the year)	-	39,16,871
E)	Reimbursement of Expenses		
	P. Punnose	52,540	77,008
	Ajay Palekar	3,86,397	-
F)	Interest Income		
	Eco Hotels India Private Limited	14,55,050	6,50,697
	Give Vinduet Windows and Door Private Limited	1,08,348	-
G)	Director Remuneration		
	Ajay Palekar	1,00,00,000	1,00,00,000
	Suchit Punnose	50,00,000	1,10,69,886
	P Punnose	12,00,000	-
H)	Professional/Technical fees		
	Sandeep Khurana	7,98,832	3,33,333
I)	Rent Expenses		
	Credent Assets Management Services Private Limited	-	19,20,000
	Suchit Punnose	4,20,000	94,500
	Ajay Palekar	-	6,56,400

J)	Repayment of Loans given To Eco Hotels India Private Limited	1,46,96,305	61,53,343
K)	Commission Expenses Credent Asset Advisors Pvt. Ltd.	-	4,50,000
	Credent Assets Management Services Private Limited	-	4,75,000
L)	Interest Expenses on Inter Corporate Debt - Reversal Expenses Eco Hotels India Private Limited (net of Interest Expense)	10,95,082	-
M)	Interest Expenses on Inter corporate Debt Suchit Punnose	14,782	-
	Give Vinduet Windows & Doors Private Limited	1,42,14,732	30,55,423

iii) Related Party balances outstanding are as follows:

S.No.	Particulars	Amount (In INR)	
		2020-21	2019-20
A)	Debit Balances		
	Eco Hotels India Private Limited - Advance	-	1,46,96,306
	Investments	99,990	99,990
	Rent deposit paid on behalf of directors	4,05,000	4,05,000
B)	Credit Balances		
	Loan from/ (to) Suchit Punnose	52,90,013	41,71,384
	Loan from P. Punnose	5,00,000	5,00,000
	Advance received from Give Vinduet Windows & Doors Private Limited	1,93,100	-
	Advance received from Eco Hotels India Private Limited	-	70,32,386
	Salary Payable to Directors	86,80,105	24,55,441
	Payable for Reimbursement of expense - Aditya Vikram Kanoria	2,13,266	2,13,265
	Credent Asset Management Services Private Limited	46,808	46,808
	Rent Deposit Credent Asset Management Services Private Limited	7,20,000	7,20,000
	Credent Asset Advisors Pvt. Ltd.	4,000	4,000
	Loan from Eco Hotel India Private Limited	32,00,591	-
	Loan Taken from Give Vinduet Windows & Doors Private Limited (Net of Fair value)	11,41,88,027	9,53,37,954

Note “29” : List of subsidiaries are considered for Consolidated Financial Statements

Name of Subsidiary	Place of incorporation and operation	Proportion of ownership interest and voting power held by group	Proportion of ownership interest and voting power held by group
		2020-21	2019-20
Modulex Modular Buildings Pvt Ltd	India	99.81%	99.81%
Redribbon Advisory Services Private Limited	India	86.77%	91.54%

Note “29.1”: 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 Profit and Loss		Share in the Other Comprehensive Income		Share in the Total Comprehensive Income	
	As % of Consolidated net Assets	Amount	As % of Consolidated profit or loss	Amount	As % of Consolidated OCI	Amount	As % of Consolidated TCI	Amount
Indian								
Modulex Construction Technologies Limited	93.17%	256,42,77,496	6.37%	(41,47,499)	736.12%	6,01,456	5.45%	(35,46,043)
Modulex Modular Buildings Pvt. Ltd.	7.10%	19,54,07,833	89.12%	(5,80,39,551)	-	-	89.24%	(5,80,39,551)
Redribbon Advisory Services Private Limited	-0.25%	(68,11,283)	3.91%	(25,45,444)	-	-	3.91%	(25,45,444)
Non-Controlling Interest in all subsidiaries	-0.03%	(6,93,708)	0.60%	(3,89,158)	-636.12%	(5,19,750)	1.40%	(9,08,908)
	100%	275,21,80,337	100%	(6,51,21,652)	100%	81,706	100%	(6,50,39,946)

Note “29A”: Segment Reporting

The group operates only in one business and geographical segment. Therefore, segment information as per Ind AS 108, ‘Segment Reporting’ has not been disclosed.

Note “30”: Financial Instruments

A) Categories of Financial Instruments

Particulars	2020-21	2019-20
Financial Assets		
Measured at Amortised Cost		
Loan to related parties - Non- Current	-	94,56,305
Cash and Cash Equivalent	10,53,647	10,84,632
Bank Balance other than Cash and Cash Equivalent	5,00,000	5,00,000
Loan to related parties - (Current)	-	42,09,740
Advance to Employees	30,000	76,859
Security Deposits	12,05,000	12,05,000
Financial Liabilities		
Measured at Amortised Cost		
Loan From Bank	3,30,653	4,55,010
Loan from Related Parties	11,85,30,006	9,55,34,338
Loan from Directors	55,80,000	44,75,000
Dividend Liability On Preference Shares- (Borrowings)	5,86,64,575	5,86,64,575

Note “31”: Financial Risk Management Objectives
Financial risk management objectives

The group’s business activities exposed to a variety of financial risk viz., market risk, credit risk and liquidity risk. The group’s focus is to estimate a vulnerability of financial risk and to address the issue to minimize the potential adverse effects of its financial performance.

Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Such changes in the values of financial instruments may result from changes in the interest market changes.

• Interest rate risk

The Group has the taken loans from it’s directors and companies in which director is interested.

Group continuously monitoring over all factors influence rating and also factors which influential the determination of the interest rates by the banks to minimize the interest rate risks.

Note “32”: Equity risks

Group is exposed only to non-listed equity investment. Group has invested in the equity of Give Vinduet Windows and Doors Private Limited. The investment is Rs. 99,990/- (9,990/- Equity Shares) till March 31, 2021.

Note “33”: Credit Risk Management

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, other balances with banks, loans and other receivables. The Group’s exposure to credit risk is disclosed in note 4.1, 8, 9, and 11.

Note “34”: Liquidity Risk Management

The group manages liquidity risk by maintaining adequate banking facilities and borrowing facilities, by continuously monitoring forecast and actual cash flows.

The table below provides details regarding the contractual maturities of financial liabilities as at 31st March 2021.

Particulars	Less than 1 Year	Between 1 year to 5 Years	Carrying Amount
As At March 31st 2021			
Long Term Borrowings			
Unsecured Loan from the Related Parties	-	2,59,20,472	2,59,20,472
Short Term Borrowings			
Loan for Vehicle	3,30,653	-	3,30,653
Unsecured Loan from the Related Parties	9,81,89,534	-	9,81,89,534
As At March 31st 2020			
Long Term Borrowings			
Unsecured Loan from the Related Parties	-	2,42,91,238	2,42,91,238
Short Term Borrowings			
Loan for Vehicle	4,55,010	-	4,55,010
Unsecured Loan from the Related Parties	7,57,18,100	-	7,57,18,100

Note “35”: Fair Value Measurement

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

Particulars	As at 31st March 2021		
	Fair Value Hierarchy	Carrying Amount	Fair Value
Financial Assets			
Financial Assets at amortized cost			
Cash & Cash Equivalents	Level 2	10,53,647	10,53,647
Bank Balances other than Cash & Cash Equivalents	Level 2	5,00,000	5,00,000
Security Deposits	Level 3	12,05,000	12,05,000
Loan to Related Party	Level 3	-	-
Financial Liabilities			
Financial Liabilities at amortized cost			
Loan to Related Party	Level 3	12,41,10,006	12,41,10,006
Other Financial Liabilities	Level 3	12,55,05,390	12,55,05,390
Loan on Vehicle	Level 2	3,30,653	3,30,653

Particulars	As at 31st March 2020		
	Fair Value Hierarchy	Carrying Amount	Fair Value
Financial Assets			
Financial Assets at amortized cost			
Cash & Cash Equivalents	Level 2	6,37,846	6,37,846
Bank Balances other than Cash & Cash Equivalents	Level 2	5,00,000	5,00,000
Security Deposits	Level 3	12,05,000	12,05,000
Loan to Related Party	Level 3	94,56,305	94,56,305
Financial Liabilities			
Financial Liabilities at amortized cost			
Loan to Related Party	Level 3	10,00,09,338	10,00,09,338
Other Financial Liabilities	Level 3	11,82,45,637	11,82,45,637
Loan on Vehicle	Level 2	4,55,010	4,55,010

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

- i) Fair value of cash and short-term deposits, trade and other short term receivables, trade payables, other current liabilities, short term loans from banks and other financial institutions approximate their carrying amounts largely due to short term maturities of these instruments.
- 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.

35.1 Shares issued expenses incurred during F.Y 2019-20 in relation to Equity Instruments issued to Modular Modulex Builders Private Limited has been shown as deduction from the other equity in the “other equity note”.

35.2 Group has lost control over Give Vinduet Windows and Doors Private Limited in the previous year as on December 18, 2019. Hence Group had derecognised the subsidiary in the consolidated financial statement and gain and loss on the same was accounted according to the Ind AS 110- “Consolidated Financial Statements” in F.Y 2019-20.

35.3 Holding Company has gain control over Redribbon Advisory Services Private Limited in the previous year as on February 20, 2020. Hence Group has recognised the subsidiary in the consolidated financial statement and has been accounted according to the Ind AS 110- “Consolidated Financial Statements” from F.Y 2019-20.

Note “36”: Micro Small And Medium Enterprises (“MSME”) Disclosure

Particulars	As at March 31, 2021	As at March 31, 2020
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.	-	-
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	-	-
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	-	-

Note: Above Disclosures are given on the basis of Declarations Received by the group.

Note “37”: Contingent Liabilities And Capital & Other Commitments

a) Contingent liabilities

Particulars	As at March 31, 2021	As at March 31, 2020
Contingent liability is as under:		
- In respect of Dividend on Preference Shares (including previous years')	-	15,14,775
- In respect of Input Tax Credit Availed In Books of Accounts which is not reflecting in the GST returns	1,79,37,855	27,89,243

b) Capital Commitment and other Commitment

Particulars	As at March 31, 2021	As at March 31, 2020
Estimated amount of contracts remaining to be executed on capital account commitments:		
Reward Constructions Pvt. Ltd.		
- For Design, Supply and Construction of Manufacturing Facility	46,75,26,000	46,75,26,000
	46,75,26,000	46,75,26,000

Other Commitments		
Licence Fess to Modulex Modular Building Plc, United Kingdom (Agreement Date : July 01, 2017)		
In cash excluding all local taxes (GBP)	6,50,000	6,50,000
In Equity Shares in Franchisee at Par (GBP)	10,00,000	10,00,000
Royalty & Design Fees to Modulex Modular Building Plc, United Kingdom (Refer Note below)		
Total	16,50,000	16,50,000

Note : As per agreement dated July 01, 2017 with Modulex Modular Building Plc, Royalty and Design fee payable in each year from the licence start date or where the group makes a profit at 5% of Gross operating profit payable in Pound sterling towards design and production drawing support provided by the franchisor. Amount shall due at the end of each quarter and payable before the last working day of following quarter.

Note “38”

In the opinion of the Management, the Current Assets, Current Liabilities, Loans and Advances are approximately of the value stated, if realized in the ordinary course of business and are subject to confirmation.

Note “39”: Deferred Tax Assets / Liabilities

Due to absence of virtual/ reasonable certainty about the future taxable income, the group has not recognised, any deferred tax assets on the any carried forward business losses, unabsorbed depreciation and other items.

Note “40”: Employee Benefits

Defined Benefits Plan

Gratuity

The Group 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.

Employee benefit schemes recognised in the financial statements as per actuarial valuation as on March 31, 2021 and March 31, 2020 as follows:

Change in Defined Benefit Obligation

Particulars	As at March 31, 2021	As at March 31, 2020
Defined Benefit Obligation at the beginning	26,09,885	7,66,997
Current Service Cost	3,45,089	1,44,194
Interest Expense	1,78,204	58,675
Benefit Payments from Employer	(54,425)	-
Remeasurements - Due to Financial Assumptions	20,090	1,39,710
Remeasurements - Due to Experience Adjustments	(1,01,796)	15,00,309
Defined Benefit Obligation at the end	29,97,047	26,09,885
Discount Rate	6.80%	6.90%
Salary Escalation Rate	6.00%	6.00%

Weighted Average Asset Allocations at end of current period

Particulars	As at March 31, 2021	As at March 31, 2020
Equities	0%	0%
Bonds	0%	0%
Insurance Policies	0%	0%
Total	0%	0%

Components of Defined Benefit Cost

Particulars	As at March 31, 2021	As at March 31, 2020
Current Service Cost	3,45,089	1,44,194
Past Service Cost	-	-
(Gain) / Loss on Settlements	-	-
Reimbursement Service Cost	-	-
Total Service Cost	3,45,089	1,44,194
Interest Expense on DBO	1,78,204	58,675
Interest (Income) on Plan Assets	-	-
Interest (Income) on Reimbursement Rights	-	-
Interest Expense on (Asset Ceiling) / Onerous Liability	-	-
Total Net Interest Cost	1,78,204	58,675
Defined Benefit Cost included in statement of profit and loss	5,23,293	2,02,869
Remeasurements - Due to Demographic Assumptions	-	-
Remeasurements - Due to Financial Assumptions	20,090	1,39,710
Remeasurements - Due to Experience Adjustments	(1,01,796)	15,00,309
Total Remeasurements in OCI	(81,706)	16,40,019
Total Defined Benefit Cost recognized in statement of profit and loss and OCI	4,41,587	18,42,888

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 March 31, 2021	As at March 31, 2020
Current Liabilities	1,92,157	1,61,488
Non- current Liabilities	28,04,890	24,48,397

Amounts recognized in the Statement of Financial Position:

Particulars	As at March 31, 2021	As at March 31, 2020
Defined Benefit Obligation	29,97,047	26,09,885
Fair Value of Plan Assets	-	-
Funded Status	29,97,047	26,09,885
Effect of Asset Ceiling / Onerous Liability	-	-
Net Defined Benefit Liability / (Asset)	29,97,047	26,09,885
Of which, Short term Liability	1,92,157	1,61,488

Experience Adjustments on Present Value of DBO and Plan Assets

Particulars	As at March 31, 2021	As at March 31, 2020
(Gain)/Loss on Plan Liabilities	(1,01,796)	15,00,309
% of Opening Plan Liability	(3.90%)	195.61%
(Gain)/Loss on Plan Assets	-	-
% of Opening Plan Assets	-	-

Expected Cash flow for following years

Maturity Profile of Defined Benefit Obligations

Particulars	As at March 31, 2021	As at March 31, 2020
Year 1	1,92,000	1,61,000
Year 2	19,83,000	55,000
Year 3	26,000	19,46,000
Year 4	30,000	26,000
Year 5	37,000	30,000
Year 6	2,45,000	2,23,000
Year 7	2,45,000	2,23,000
Year 8	2,45,000	2,23,000
Year 9	2,45,000	2,23,000
Year 10	2,45,000	2,23,000

The weighted average duration of the defined benefit obligation is 10.61

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

31-03-2021	
Discount Rate	Present value of Obligation
(in Rs)	
5.80%	32,16,171
7.80%	28,09,204

B) Impact of change in salary increase rate when base assumption is decreased/ increased by 100 basis point

31-03-2021	
Salary Increment Rate	Present value of Obligation
(in Rs)	
5.00%	29,08,291
7.00%	30,97,494

C) Impact of change in withdrawal rate when base assumption is decreased/ increased by 100 basis point

31-03-2021	
Withdrawal Rate	Present value of Obligation
(in Rs)	
0.00%	29,66,227
2.00%	30,24,418

Note 41: Ind As 116, Leases, mandatory for reporting period beginning on and after 1st April, 2020, replaces existing Lease Accounting requirements. The application of Ind As 116 did not have any impact on recognition and measurement of lease and related items in the financial statements.

Note 42: Figures for the previous year have been regrouped and reclassified wherever necessary.

Significant Accounting Policies

1

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

As per our attached report of even date

For RMJ & Associates LLP
Chartered Accountants
Firm Registration No. W100281

Rakesh Upadhyaya
 Partner
 Membership No. 046271

Place: Mumbai
Date: 18th June, 2021

For and on behalf of the Board of
Modulex Construction Technologies Limited
(CIN :L45100PN1973PLC182679)

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)

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	Details
1.	Name of the subsidiary	Modulex Modular Buildings Private Limited	Redribbon Advisory Services Private Limited
2.	The date since when subsidiary was acquired	26/10/2018	20/02/2020
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. 67,57,49,125	Rs. 4,79,16,000
6.	Reserves & surplus	Rs. (45,35,34,700)	Rs. (5,61,66,180)
7.	Total assets	Rs. 49,09,33,174	Rs. 54,50,468
8.	Total Liabilities	Rs. 26,87,18,748	Rs. 1,37,00,648
9.	Investments	Rs. 4,16,75,990	Rs. 37,20,528
10.	Turnover	NIL	NIL
11.	Profit/ (Loss) before taxation	Rs. (5,47,52,864)	Rs. (25,25,070)
12.	Provision for taxation	NIL	Rs. (4,08,483)
13.	Profit / (Loss) after taxation	Rs. (5,47,52, 864)	Rs. (29,33,553)
14.	Proposed Dividend	NIL	NIL
15.	Percentage of shareholding (On Paid-up Share Capital)	99.81%	86.77%

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, 2021.

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

Date: 18th June, 2021

NOTICE OF 48TH ANNUAL GENERAL MEETING

Notice is hereby given that the 48th Annual General Meeting ('AGM') of the Members of **Modulex Construction Technologies Limited** will be held on Thursday, 30th September, 2021, at 4.30 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, 2021 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, 2021 and the Report of the Auditors thereon.

2. Appointment of Mr. Ajay Palekar (DIN: 02708940) as Director liable to retire by rotation

To appoint a Director in place of Mr. Ajay Palekar (DIN: 02708940), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

By Order of the Board

For **Modulex Construction Technologies Limited**

SD/-

(Bhoomi Mewada)

Company Secretary

M No: A34561

Date: 18th June, 2021

Place: Mumbai

NOTES:

1. In view of the continuing Covid-19 pandemic, 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 Companies Act, 2013 ('Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and MCA Circulars, the 48th AGM of the Company is being held through VC/OAVM facility.

The Deemed Venue for the 48th AGM shall be the Registered office of the Company.

2. 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 AGM.

3. Members attending the AGM through VC / OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
4. 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.
5. All documents referred to in the accompanying Notice and the Explanatory Statement are available on website of the Company for inspection by the Members.
6. 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 Share registry (India) Private Limited, Registrar and Share Transfer Agents (‘RTA’) through email at support@purvashare.com or contact [022 2301 6761](tel:022-23016761). Members holding Shares in Demat form are requested to register their e-mail address with their DP only. The registered e-mail address will be used for sending future communications.
7. 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.
8. 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 27th August, 2021.
9. 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.
10. 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.

11. 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).
12. To comply with the provisions of Section 108 of the Act and the Rules framed thereunder, Regulation 44 of the SEBI LODR Regulations, 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.
13. 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. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.
2. 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 & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. 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 EGM/AGM will be provided by CDSL.
3. The Members can join the EGM/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 EGM/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 EGM/AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. 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/EGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at www.modulex.in. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com respectively. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. www.evotingindia.com.
7. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. In continuation of this Ministry's **General Circular No. 20/2020**, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January 13, 2021.

THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM/EGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

- (i) The voting period begins on 27th September, 2021 at 9.00 a.m. and ends on 29th September, 2021 at 5.00 p.m. 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 23rd September, 2021 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 09th December, 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.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 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
Individual Shareholders holding securities in Demat mode with CDSL	<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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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 e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, 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 https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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 or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.

<p>Individual Shareholders holding securities in demat mode with NSDL</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.nsd.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.nsd.com. Select “Register Online for IDeAS Portal or click at https://eservices.nsd.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.
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>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.</p>

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

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. 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 022- 23058738 and 22-23058542-43.
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 toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- 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 Shareholders holding shares in Demat Form other than individual and Physical Form
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 as mentioned in instruction (v).

- (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 <Company Name> 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) **Facility for Non – Individual Shareholders and Custodians –Remote Voting**
 - 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 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 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, 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/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN 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/EGM.
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 **seven days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at compliance@modulex.in. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **seven days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at compliance@modulex.in. 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/EGM 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 EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall 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 022- 23058738 and 022-23058542/43.

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 Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT IN THE FORTHCOMING ANNUAL GENERAL MEETING

Name of Director	Mr. Ajay Palekar
Director Identification No.	02708940
Date of Birth	October 8, 1962
Age	58 Years
Date of first appointment	March 10, 2018
Terms and conditions of re-appointment	Managing Director, liable to retire by rotation
Qualification	Post 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 multination 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 2020-21	5
Details of remuneration sought to be paid and the remuneration last drawn by him	The Board of Directors at the Board Meeting held on March 10, 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	Modulex Modular Buildings Private Limited
Membership/Chairmanship of Committees of Board and other Companies	<u>Modulex Construction Technologies Limited</u> Audit Committee – Member Stakeholders Relationship Committee – Member Management Committee – Chairman Securities Committee – Member <u>Modulex Modular Buildings Private Limited</u> Audit Committee – Member
Relationship with other Directors, Manager and Key Managerial Personnel	None

