



CIN: L25999PN1973PLC182679

Regd. Office: A-82, MIDC Industrial Estate, Indapur, Pune – 413132, Maharashtra  
Email: [compliance@modulex.in](mailto:compliance@modulex.in); Website: [www.modulex.in](http://www.modulex.in); Tel: 02111-217074,

## NOTICE

**NOTICE** is hereby given that the Extraordinary General Meeting of the Members of Modulex Construction Technologies Limited will be held on Tuesday, 10<sup>th</sup> December, 2024 at 1.30 P.M. IST. Through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) to transact the following business (es):

### **SPECIAL BUSINESS:**

#### **I. INCREASE THE AUTHORIZED SHARE CAPITAL:**

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

**RESOLVED THAT** pursuant to the provisions of Section 61 read with Section 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, and the consent of the members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs. 93,00,00,000/- (Rupees Ninety Three Crores only ) divided into 9,29,50,000 (Nine Crores Twenty Nine Lakhs Fifty Thousand ) Equity Shares of Rs. 10/- (Rupees Ten Only) each and amounting to Rs. 92,95,00,000/- (Rupees Ninety Two Crores Ninety Five Lakhs only ) and 50,000 (Fifty Thousand) Cumulative Redeemable Preference Share of Rs. 10/- (Rupees Ten only) amounting to Rs. 5,00,000/- (Rupees Five Lakhs only) to Rs. 120,00,00,000/- (Rupees One Hundred and Twenty Crores only) divided into 11,99,50,000 (Eleven Crores Ninety Nine Lakhs Fifty Thousand) Equity Shares of Rs. 10/- (Rupees Ten only) each and amounting to Rs. 119,95,00,000/- (Rupees One Hundred and Nineteen Crores Ninety Five Lakhs only) and 50,000 (Fifty Thousand) Cumulative Redeemable Preference Share of Rs. 10/- (Rupees Ten only) amounting to Rs. 5,00,000/- (Rupees Five Lakhs only ) i.e by creation of additional 2,70,00,000 (Two Crores and Seventy Lakhs ) Equity Shares of Rs. 10/- (Rupees Ten only) amounting to Rs. 27,00,00,000/- (Rupees Twenty Seven Crores only) each ranking *pari-passu* in all respect with the existing Equity Shares of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 13 read with Section 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the approval of Shareholders of the Company, the existing clause V of the Memorandum of Association of the Company be substituted as follows:

- V** The Authorized Share Capital of the Company is Rs. 120,00,00,000/- (Rupees One Hundred and Twenty Crores only) divided into 11,99,50,000 (Eleven Crores Ninety Nine Lakhs Fifty Thousand) Equity Shares of Rs. 10/- (Rupees Ten only) each and amounting to Rs. 119,95,00,000/- (Rupees One Hundred and Nineteen Crores Ninety Five Lakhs only) and 50,000 (Fifty Thousand) Cumulative Redeemable Preference Share of Rs. 10/- (Rupees Ten only) amounting to Rs. 5,00,000/- (Rupees Five Lakhs only).

**RESOLVED FURTHER THAT** any of the Directors or the Company Secretary of the Company, be and is hereby authorized to sign and file all necessary documents and forms as may be deemed necessary in this connection with the Registrar of Companies and to do all such acts, deeds and things as may be necessary and expedient for giving effect to this resolution.”

## II. ISSUANCE OF CONVERTIBLE WARRANTS TO THE NON-PROMOTER CATEGORIES OF PERSONS, ON A PREFERENTIAL BASIS:

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), Companies (Prospectus and Allotment of Securities) Rules, 2014, Companies (Share Capital and Debentures) Rules, 2014, (including any amendment(s), modification(s) or re-enactment thereof), for the time being in force and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “ICDR Regulations”) and the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (the “Takeover Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “LODR Regulations”) and any other rules, regulations, guidelines, notifications, circulars and clarifications issued there under from time to time by the Government of India, the Reserve Bank of India, the Securities and Exchange Board of India and BSE Limited, the Stock Exchange where the shares of the Company are listed (Stock Exchange) and any other guidelines and clarifications issued by any other appropriate authority, from time to time, to the extent applicable including the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, the consent and approval of the Members of the Company be and is hereby accorded to the Board to create, issue, offer and allot from time to time in one or more tranches:-

- i. Upto 3,71,80,555 (Three Crores Seventy One Lakhs Eighty Thousand Five Hundred Fifty Five) convertible warrants (‘Warrants’), each carrying a right exercisable by the Warrant Holder to subscribe to one Equity Share per Warrant, at a price of Rs. 18/- (Rupees Eighteen Only) (Warrant Issue Price) per Warrant aggregating to Rs. 66,92,49,990/- (Rupees Sixty Six Crores Ninety Two Lakhs Forty Nine Thousand Nine Hundred Ninety Only) to the Non-Promoter categories of persons (hereinafter “issue of Warrants”) as follows:

Sl. No.	Name of Allottees	Current Status / Category	No. of Warrants	Proposed Status / Category
1.	Ajay Shah	Non-Promoter	43,00,000	Non-Promoter
2.	Gautam Desai	Non-Promoter	10,00,000	Non-Promoter
3.	Samardeep Singh Sarna	Non-Promoter	15,00,000	Non-Promoter
4.	Dipen Shah	Non-Promoter	15,00,000	Non-Promoter
5.	Kaushik Patel	Non-Promoter	10,00,000	Non-Promoter
6.	Mahendra Manilal Bhagat	Non-Promoter	29,00,000	Non-Promoter
7.	Paresh Mody	Non-Promoter	29,00,000	Non-Promoter
8.	Amit Kanukant Shah	Non-Promoter	35,10,527	Non-Promoter
9.	Manjiri Shah	Non-Promoter	36,00,000	Non-Promoter
10.	Manjeetsingh Gurbirsingh Sarna	Non-Promoter	15,00,000	Non-Promoter
11.	Manoj Biharilal Goyal	Non-Promoter	23,89,473	Non-Promoter
12.	Nitin Chunilal Mehta	Non-Promoter	10,00,000	Non-Promoter
13.	Rajesh Sadhwani	Non-Promoter	30,00,000	Non-Promoter
14.	Tejas Shah HUF	Non-Promoter	4,00,000	Non-Promoter
15.	Jayesh Sureshchandra Sheth	Non-Promoter	10,00,000	Non-Promoter
16.	Udaybhai Dhirubhai Desai HUF	Non-Promoter	10,00,000	Non-Promoter
17.	Aditya Vikram Kanoria	Non-Promoter	24,58,890	Non-Promoter
18.	Madhu Kushwaha	Non-Promoter	2,77,500	Non-Promoter
19.	Sushant Tanpure	Non-Promoter	5,55,555	Non-Promoter
20.	Umesh Vanpal	Non-Promoter	5,55,555	Non-Promoter

Sl. No.	Name of Allottees	Current Status / Category	No. of Warrants	Proposed Status / Category
21.	Ajay Sarupria	Non-Promoter	5,55,555	Non-Promoter
22.	Labdhi Shah	Non-Promoter	2,77,500	Non-Promoter
<b>Total</b>			<b>3,71,80,555</b>	

On such other terms and conditions as set out in the Statement annexed to the Notice convening this meeting and on such other terms and conditions, as the Board may in its absolute discretion decide, subject to applicable laws and regulations, including the provisions of Chapter V of the ICDR Regulations and the Act.

**RESOLVED FURTHER THAT** in terms of the provisions of Chapter V of the ICDR Regulations, the relevant date for determining the minimum issue price for the Preferential Allotment of the Convertible Warrants is 08<sup>th</sup> November, 2024, being the date 30 days prior to the date of this Extraordinary General Meeting and the minimum issue price has been determined accordingly in terms of the applicable provisions of the ICDR Regulations.

**RESOLVED FURTHER THAT**, without prejudice to the generality of the above, the issue of Convertible Warrants and the resultant Equity Shares to be allotted on exercise of such Warrants shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- i The warrant holder shall pay an amount equivalent to at least 25% of the price fixed per warrant in terms of the SEBI (ICDR) Regulations on or before the allotment of warrants. Upon exercise of the option of conversion of the warrants into Equity Shares by the warrant holder, the price equivalent to 75% of the issue price per warrant shall be payable on exercising the right of conversion of warrants. If the option to acquire Equity Shares pursuant to conversion of warrants is not exercised within the prescribed time period of 18 months from the date of allotment of warrants, then such warrants shall be lapsed and the amount paid under this clause shall be forfeited by the Company.
- ii The said Warrants shall be issued and allotted by the Company to Non-Promoter categories of persons within a period of 15 days from the date of passing of this resolution in dematerialized form provided that in case the allotment of the said Warrants is pending on account of pendency of any approval or permission by any regulatory authority or the Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last such approval or permissions.
- iii The Equity Shares allotted on conversion of the Warrants shall rank *pari passu* in all respects (including voting powers and the right to receive dividend), with the existing Equity Shares of the Company from the date of allotment thereof and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.
- iv The Warrants may be exercised by the Warrant Holder, in one or more tranches, at any time on or before the expiry of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised along with the aggregate amount payable thereon, prior to or at the time of conversion. The Company shall accordingly, without any further approval from the Members of the Company, issue and allot the corresponding number of Equity Shares and perform such actions as required to credit the Equity Shares to the depository account and entering the name of allottees in the records of the Company as the registered owner of such Equity Shares.
- v The Warrants shall be exercised in a manner that is in compliance with the minimum public shareholding norms prescribed for the Company under the LODR Regulations and the Securities Contracts (Regulation) Rules, 1957.

- vi The issue of the Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be including any modifications thereof.
- vii That the Warrants do not give any rights/entitlements to the Warrant holders that of shareholder of the Company.
- viii The Warrants and the Equity Shares allotted pursuant to exercise of such Warrants shall be subject to a lock-in for such period as specified under applicable provisions of the ICDR Regulations and allotted Equity Shares shall be listed on the Stock Exchange subject to the receipt of necessary permissions and approvals.
- ix The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the relevant Stock Exchange in accordance with the LODR Regulations and all other applicable laws, rules and regulation.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for such purpose, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue of Equity Shares and Convertible Warrants), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer and acceptance of such conditions as may be imposed or prescribed by any regulatory, statutory authority or Government of India, while granting such approvals, consents, permissions and sanctions, issuing and allotment of the Equity Shares, Warrants including the resultant Equity Shares and listing thereof with the Stock Exchange as appropriate and utilization of proceeds of the issue, filing of necessary forms with Registrar of Companies, Opening of Separate Bank Account, Filing of Corporate Action forms with depositories i.e., NSDL and CDSL and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute discretion, to any Committee of the Board or any one or more Director(s) / Company Secretary / any Officer(s) of the Company to give effect to the aforesaid resolution.”

### **III. TO CONSIDER AND APPROVE MATERIAL RELATED PARTY TRANSACTIONS:**

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to Regulations 2(1)(zc), 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the applicable provisions of the Companies Act, 2013, if any, read with related Rules, each as amended from time to time and the Company’s Policy on Related Party Transactions and based on the recommendation of the Audit Committee and Board of Directors, (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee constituted/empowered/to be constituted by the Board from time to time to exercise its powers conferred by this Resolution), consent of the Members be and is hereby accorded to the Board for the related party contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), to be entered into and/or carried out and/or continued with between the related parties as per the details given below on such terms and conditions as mentioned in the explanatory statement.

Sr.No	Transaction with	Nature of Transaction	Tenure	Value	Justification for transaction	Valuation Report, if any
1.	Subsidiary Company: Modulex Modular Buildings Private Limited	Loan Given	Five years	Rs.100 Crores	Loan	NA

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board and/or its committee be and is hereby authorized to do all such acts, deeds, matters and things as the Board may in its absolute discretion deem necessary, desirable or expedient and to settle any questions and difficulties that may arise in the matter and incidental thereto, without being required to seek any further consent or approval of the members of the Company who are deemed to have given their consent, authority and approval thereto expressly by the authority of this Resolution.

**By order of Board of Directors  
For Modulex Construction Technologies Limited**

**Place: Pune**  
**Date: 13<sup>th</sup> November,2024**

**SD/-  
Bhoomi Mewada  
Company Secretary and Compliance Officer**

**Registered Office:**  
A-82, MIDC Industrial Estate,  
Indapur, Pune – 413132, Maharashtra  
**CIN: L25999PN1973PLC182679**

## NOTES:

1. An Explanatory Statement pursuant to section 102 of the Companies Act 2013 which sets out details relating to Special Business at the meeting is annexed hereto.
2. The Ministry of Corporate Affairs (“MCA”) has vide its General Circular No. 20/2020 dated 05<sup>th</sup> May , 2020 in conjunction with Circular No. 14/2020 dated 08<sup>th</sup> April , 2020 and Circular No. 17/2020 dated 13<sup>th</sup> April , 2020, 22/2020 dated 15<sup>th</sup> June , 2020, 33/2020 dated 28<sup>th</sup> September , 2020, 39/2020 dated 31<sup>st</sup> December , 2020, 02/2021 dated 13<sup>th</sup> January , 2021,10/2021 dated 23<sup>rd</sup> June , 2021, 20/2021 dated 08<sup>th</sup> December , 2021 and 11/2022 dated 28<sup>th</sup> December , 2022 (collectively referred to as “MCA Circulars”) and SEBI Circular No. SEBI/ HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/ 11 dated 15<sup>th</sup> January , 2021, Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the MCA Circulars granted certain relaxations and thus permitted the holding of Extraordinary General Meeting (“EGM”) of the companies through VC/OAVM viz. without the physical presence of the Members at a common venue. Hence in compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA / SEBI Circulars, as applicable, the EGM of the Company is being held through VC / OAVM (e-EGM).
3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated 08<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020 and 05<sup>th</sup> May, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the 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 will be provided by CDSL.
4. The Members can join the EGM 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 through VC/OAVM will be made available to at least 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 without restriction on account of first come first served basis.
5. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
6. Pursuant to MCA Circular No. 14/2020 dated 08<sup>th</sup> April, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this 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 EGM through VC/OAVM and cast their votes through e-voting.
7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated 13<sup>th</sup> April , 2020, the Notice calling the EGM has been uploaded on the website of the Company at [www.modulex.in](http://www.modulex.in) the Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).

8. The 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 08<sup>th</sup> April, 2020 and MCA Circular No. 17/2020 dated 13<sup>th</sup> April, 2020 and MCA Circular No. 20/2020 dated 05<sup>th</sup> May, 2020, General Circular No. 10/2022 dated 28<sup>th</sup> December, 2022.
9. In compliance with applicable provisions of the Act read with the MCA Circulars and the Listing Regulations, the EGM of the Company is being conducted through VC/OAVM. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”) read with Clarification/Guidance on applicability of Secretarial Standards - 1 and 2 dated 15<sup>th</sup> April, 2020 issued by the ICSI, the proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the EGM.
10. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business to be transacted at the Extraordinary General Meeting as set out in the Notice is annexed hereto.
11. The Company has appointed M/s. D M Zaveri, Practicing Company Secretaries, as scrutinizer of the Company to scrutinize the voting process.
12. The SEBI has mandated submission of Permanent Account Number (“PAN”) by every participant in securities market. Accordingly, Members holding shares in electronic form are requested to submit their PAN to their respective Depository Participants. Members holding shares in physical form can submit their PAN to the Company/ Registrar and Share Transfer Agent.
13. In case all the joint holders are attending the Meeting, the Member whose name appears as first holder in the order of names as per Register of Members of the Company will be entitled to vote at the Meeting.
14. The ISIN of the Equity Shares of Rs. 10/- each is INE064R01012.
15. All the documents referred to in the accompanying notice and explanatory statement are open for inspection at the Company’s registered office at A-82, MIDC Industrial Estate, Indapur, Pune – 413132, Maharashtra on all working days of the Company, between 11.00 a.m. to 1.00 p.m. up to the date of the EGM.
16. Route map giving directions to the venue is not annexed to this notice as meeting will be held through VC/OAVM.

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

- (i) The voting period begins on Saturday, 07<sup>th</sup> December, 2024 at 09:00 am and ends on Monday, 09<sup>th</sup> December, 2024 at 05:00 pm. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Tuesday, 3<sup>rd</sup> December, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09<sup>th</sup> 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 09<sup>th</sup> 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 above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"> <li>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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the CDSL e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; 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.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 &amp; voting during the meeting.</li> </ol>



	<p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 &amp; voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at 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 <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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](http://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](http://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:

<b>For Shareholders holding shares in Demat Form other than individual and Physical Form</b>	
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"><li>• 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.</li></ul>
Dividend Bank Details <b>OR</b> 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"><li>• 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).</li></ul>

- (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 "MODULEX CONSTRUCTION TECHNOLOGIES LIMITED" on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image

verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) **Additional 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](http://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](mailto: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](mailto: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](mailto: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 EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for Remote 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 Remote 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 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 at least **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [compliance@modulex.in](mailto:compliance@modulex.in). The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [compliance@modulex.in](mailto: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 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.

10. If any Votes are cast by the shareholders through the e-voting available during the EGM 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 ADDRESSES 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 EGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, 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](mailto:helpdesk.evoting@cdslindia.com) or call on toll free no. 1800 22 55 33.

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### ITEM NO. 1:

Your Company, in order to meet its long-term business requirements is required to generate resources. In view of the same the Board of Directors of the Company in their meeting held on 13<sup>th</sup> November, 2024 has proposed to increase the Authorized Share Capital from Rs. 93,00,00,000/- (Rupees Ninety Three Crores Only) divided into 9,29,50,000 (Nine Crores Twenty Nine Lakhs Fifty Thousand) Equity Shares of Rs. 10/- (Rupees Ten only) each and amounting to Rs. 92,95,00,000/- (Rupees Ninety Two Crores Ninety Five Lakhs only) and 50,000 (Fifty Thousand) Cumulative Redeemable Preference Share of Rs. 10/- (Rupees Ten only) amounting to Rs. 5,00,000/- (Rupees Five Lakhs only) to Rs. 120,00,00,000/- (Rupees One Hundred and Twenty Crores only) divided into 11,99,50,000 (Eleven Crores Ninety Nine Lakhs Fifty Thousand) Equity Shares of Rs. 10/- (Rupees Ten each only) and amounting to Rs. 119,95,00,000/- (Rupees One Hundred and Nineteen Crores Ninety Five Lakhs only) and 50,000 (Fifty Thousand) Cumulative Redeemable Preference Share of Rs. 10/- (Rupees Ten only) amounting to Rs. 5,00,000/- (Rupees Five Lakhs only) by creating 2,70,00,000 Equity Shares of Rs.10/- each and to suitably amend Clause V of the Memorandum of Association of the Company.

The Board of Directors of your Company recommends passing of the said resolution as Ordinary Resolution set out at item No. 1 of the notice.

A copy of the Memorandum of Association of the Company together with the proposed alterations is available for inspection by the Members at the Registered Office of the Company between 11:00 a.m. to 1:00 p.m. on all working days from the date hereof up to the date of the Meeting. None of the Director(s), Manager, Key Managerial Personnel of the Company or the relative of the said persons, are in any way concerned or interested in the proposed resolution.

Your Directors recommend Resolution at Item No. 1 as an Ordinary Resolution for approval of the members.

### ITEM NO. 2:

The Board has proposed to raise fund by way of issue of Warrants convertible into Equity Shares to Non-Promoter Categories of Persons on Preferential basis, for the purpose as detailed below.

The Board of Directors of the Company ("Board") in their meeting held on Wednesday, 13<sup>th</sup> November, 2024 subject to necessary approval(s), have approved the proposal for raising of funds by way of create, offer, issue and allot 3,71,80,555 Warrants of Rs. 18/- each, convertible into 3,71,80,555 Equity Shares of Rs. 10/- each and premium Rs. 8/- each to Non-Promoter categories of persons, in such form and manner and in accordance with the provisions of SEBI (ICDR) Regulations.

As per Companies Act, 2013 and Rules made thereunder (the 'Act'), and in accordance with the provisions of the SEBI (ICDR) Regulations as amended, and on the terms and conditions and formalities as stipulated in the Act and the SEBI (ICDR) Regulations, the issue of Warrants convertible into Equity Shares requires approval of the Members by way of a Special Resolution. The Board therefore, seeks approval of the Members as set out in the notice, by way of a Special Resolution.

1. The other details/disclosures of the Preferential Issue are as follows: -

#### **a. Particulars of the offer including date of passing of Board Resolution, kind of Securities offered, class of persons, maximum number of Securities to be issued and the Issue Price:**

The Board of Directors of the Company at their meeting held on 13<sup>th</sup> November, 2024 have, subject to the approval of the members of the Company ('Members') and such other approvals as may be required, approved

the issue of Convertible Warrants to Non-Promoter categories of persons, on a preferential basis, for cash consideration ('Preferential Allotment') on the following manner:

Upto 3,71,80,555 (Three Crores Seventy One Lakhs Eighty Thousand Five Hundred Fifty Five) convertible warrants ('Warrants'), each carrying a right exercisable by the Warrant Holder to subscribe to one Equity Share per Warrant, at a price of Rs. 18/- (Rupees Eighteen Only) (Warrant Issue Price) per Warrant aggregating to Rs. 66,92,49,990/- (Rupees Sixty Six Crores Ninety Two Lakhs Forty Nine Thousand Nine Hundred Ninety only ) to the Non-Promoter categories of persons (hereinafter "issue of Warrants") as follows:

Sl. No.	Name of the Allottees	Current Status / Category	No. of Warrants	Proposed Status / Category
1.	Ajay Shah	Non-Promoter	43,00,000	Non-Promoter
2.	Gautam Desai	Non-Promoter	10,00,000	Non-Promoter
3.	Samardeep Singh Sarna	Non-Promoter	15,00,000	Non-Promoter
4.	Dipen Shah	Non-Promoter	15,00,000	Non-Promoter
5.	Kaushik Patel	Non-Promoter	10,00,000	Non-Promoter
6.	Mahendra Manilal Bhagat	Non-Promoter	29,00,000	Non-Promoter
7.	Paresh Mody	Non-Promoter	29,00,000	Non-Promoter
8.	Amit Kanukant Shah	Non-Promoter	35,10,527	Non-Promoter
9.	Manjiri Shah	Non-Promoter	36,00,000	Non-Promoter
10.	Manjeetsingh Gurbirsingh Sarna	Non-Promoter	15,00,000	Non-Promoter
11.	Manoj Biharilal Goyal	Non-Promoter	23,89,473	Non-Promoter
12.	Nitin Chunilal Mehta	Non-Promoter	10,00,000	Non-Promoter
13.	Rajesh Sadhwani	Non-Promoter	30,00,000	Non-Promoter
14.	Tejas Shah HUF	Non-Promoter	4,00,000	Non-Promoter
15.	Jayesh Sureshchandra Sheth	Non-Promoter	10,00,000	Non-Promoter
16.	Udaybhai Dhirubhai Desai HUF	Non-Promoter	10,00,000	Non-Promoter
17.	Aditya Vikram Kanoria	Non-Promoter	24,58,890	Non-Promoter
18.	Madhu Kushwaha	Non-Promoter	2,77,500	Non-Promoter
19.	Sushant Tanpure	Non-Promoter	5,55,555	Non-Promoter
20.	Umesh Vanpal	Non-Promoter	5,55,555	Non-Promoter
21.	Ajay Sarupria	Non-Promoter	5,55,555	Non-Promoter
22.	Labdhi Shah	Non-Promoter	2,77,500	Non-Promoter
<b>Total</b>			<b>3,71,80,555</b>	

An amount equivalent to at least 25% of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% of the Warrant Issue Price shall be payable by the Warrant holder against each Warrant at the time of allotment of Equity Shares. The terms and conditions of the Preferential Allotment of the Equity Shares and Warrants are as stated in the Resolution.

**b. Objects of the Preferential Allotment:**

The Company will utilize the proceeds raised from the proposed preferential issue towards the following objects or any combination thereof as deemed fit by the Management of the Company.

The Company will utilise the proceeds from the preferential issue of Warrants as a loan to its Subsidiary Company for the construction of the factory at Indapur, Pune, Maharashtra.

The requirement stipulated by BSE Notice No. 20221213-47 dated 13<sup>th</sup> December, 2022 with respect to the additional disclosures for objects of the issue is not applicable as the issue size of the preferential issue is less than Rs. 100 Crore.

**c. Relevant Date:**

In terms of the provisions of Chapter V of the ICDR Regulations, relevant date for determining the minimum issue price for the Preferential Allotment of the Convertible Warrants is 08<sup>th</sup> November, 2024, being the date 30 days prior to the date of this Extraordinary General Meeting.

**d. Pricing of the Issue:**

The Equity Shares of the Company are listed and frequently traded on the BSE Limited.

The price per Warrant convertible into Equity Share, to be issued, is fixed at Rs. 18/- (Rupees Eighteen Only), being not less than the minimum price computed in accordance with Regulation 164 of the SEBI (ICDR) Regulations.

Since the Equity Shares of the Company have been listed on the BSE Limited for a period of more than 90 trading days prior to the Relevant Date, it is not required to re-compute the price per equity share to be issued and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1) (g) and (h) of the SEBI (ICDR) Regulations.

Method of determination of price as per the Articles of Association of the Company – Not applicable as the Articles of Association of the Company are silent on the determination of a floor price/minimum price of the shares issued on preferential basis.

As the Proposed Preferential Issue shall not result in a change in control, or allotment of more than 5% (five per cent) of the post issue fully diluted share capital of the Company to any of the Proposed Allottee or to allottee(s) acting in concert with any other Allottee(s), the Company is not required to obtain a valuation report from an independent registered valuer in compliance with Regulation 166A (1) of the SEBI ICDR Regulations.

**e. Amount which the Company intends to raise by way of such Convertible Warrants:**

Up to a maximum of Rs. 66,92,49,990/- (Rupees Sixty Six Crores Ninety Two Lakhs Forty Nine Thousand Nine Hundred Ninety only).

**f. Intent of the Promoters, Directors or Key Managerial Personnel of the Company to subscribe to the Preferential Allotment:**

The Convertible Warrant into Equity Shares shall be offered to the Non-Promoter categories of persons and they all have indicated their intention to subscribe to the Preferential Allotment. The following Director of the Company intends to subscribe to the Warrants:

Sr. No.	Name of Propose Allottee	Category/Designation/Relation	Warrant to be allotted
1.	Aditya Vikram Kanoria	Non-Executive Director	24,58,890

Except as mentioned above, no other Promoter, Directors or Key Managerial Personnel of the Company will subscribe to the proposed issue and they will not be making any contribution as part of the offer. There will be no change in Control/ Management. However, voting rights will change in tandem with the shareholding pattern.

**g. Time frame within which the Preferential Allotment shall be completed:**

As required under the ICDR Regulations, the Convertible Warrants shall be allotted by the Company within a

period of 15 days from the date of passing of this Resolution, provided that in case the allotment of the proposed Convertible Warrants is pending on account receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions. The Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the shareholders of the Company, allot the corresponding number of Equity Shares in dematerialized form. Upon exercise of the option by the allottee to convert the warrants in to Equity Shares, the Company shall ensure that the allotment of Equity Shares pursuant to exercise of the warrants is completed within 15 days from the date of such exercise by the allottee.”

**h. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control] proposed allottee(s) of Convertible Warrants, the percentage of the post issue capital that may be held by them / her on issue of the Convertible Warrants:**

Sr. No.	Name of the proposed Allottees	Identity of the Natural person who is the ultimate Beneficial owner	No. of Equity Shares held pre - Preferential Allotment	No. of warrants allotment	Relation, if any, with the promoters or person in control of the Company	Percentage of the post issue (Convertible Warrants) capital
1.	Tejas Shah HUF	Tejas Shah	0	4,00,000	No	0.38
2.	Udaybhai Dhirubhai Desai HUF	Udaybhai Dhirubhai Desai	2,06,948	10,00,000	No	1.13

**i. Shareholding Pattern before and after the preferential issue of Convertible Warrants:**

Sr. No.	Category	Pre-Preferential allotment		Post Preferential Allotment	
		No. of shares Held	% of Shareholding	*Post exercise of Warrants into Equity Shares	
				No. of shares Held	% of Shareholding
<b>A</b>	<b>Promoters and Promoter Group Holding:</b>				
1.	Indian Promoters / Promoter Group:	1,56,50,141	22.62	1,56,50,141	14.71
	<b>Sub-Total (A)</b>	<b>1,56,50,141</b>	<b>22.62</b>	<b>1,56,50,141</b>	<b>14.71</b>
<b>B</b>	<b>Non – Promoters’ holding:</b>				
	Institutions (Domestic)	200	0.00	200	0.00
	Individual	3,39,77,688	49.10	6,72,99,353	63.26
	HUF	11,00,009	1.59	25,00,009	2.35
	Non-Resident Indian (NRI)	20,90,640	3.02	20,90,640	1.97
	Foreign Nationals	10,40,892	1.50	10,40,892	0.98
	Bodies Corporate	1,35,88,579	19.64	1,35,88,579	12.77
	Directors, KMP or its relative	17,25,628	2.49	41,84,518	3.93
	Any Other	28,009	0.04	28,009	0.03
	<b>Sub-Total (B)</b>	<b>5,35,51,645</b>	<b>77.38</b>	<b>9,07,32,200</b>	<b>85.29</b>
	<b>Grand Total (A+B)</b>	<b>6,92,01,786</b>	<b>100.00</b>	<b>10,63,82,341</b>	<b>100.00</b>



\* the shareholding relating to post exercise of Warrants as shown above is calculated assuming full exercise of Warrants and consequential allotment of the Equity Shares of the Company as per the aforesaid proposed issue.

In the event of any further issue of shares by the Company between the date of this notice and the date of allotment of Equity Shares on exercise of Warrants, the shareholding pattern shall stand modified accordingly.

**j. Lock-in Period:**

The Convertible Warrants shall be locked-in for such period as may be specified under Regulations 167 and 168 of the ICDR Regulations.

The entire pre-preferential allotment shareholding of allottees shall be locked-in from the relevant date up to a period of 90 trading days from the date of allotment of such securities as specified under Regulation 167(6) of the ICDR Regulations.

**k. Undertakings:**

- None of the Company, its Promoters or Directors have been declared as willful defaulter or a fraudulent borrower as defined under the ICDR Regulations. None of its Promoters or Directors is a fugitive economic offender as defined under the ICDR Regulations.
- As the Equity Shares have been listed for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.
- The Equity Shares held by the proposed allottees in the Company are in dematerialized form only.
- None of the allottees have sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.

**l. Certificate of Practicing Company Secretary:**

The certificate from, Mr. Hitesh Gupta the Practicing Company Secretary, certifying that the Preferential Allotment is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations, is hosted on the Company's website and is accessible at link: [www.modulex.in](http://www.modulex.in)

**m. The percentage (%) of Post Preferential Issue Capital that may be held by the allottees and change in control, if any, consequent to the Preferential Issue:**

The percentage (%) of Post Preferential Issue Capital that may be held by the allottees as mentioned in table below and there shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of Equity Shares.

Sl. No.	Name	Current Status / Category	Proposed Status	Pre issue Shareholding		No. of Equity Shares to be allotted	Post Issue	
				No of share	%		No of share	%
1.	Ajay Shah	Non-Promoter	Non-Promoter	6,66,188	0.96	43,00,000	49,66,188	4.67
2.	Gautam Desai	Non-Promoter	Non-Promoter	0	0.00	10,00,000	10,00,000	0.94

3.	Samardeep Singh Sarna	Non-Promoter	Non-Promoter	0	0.00	15,00,000	15,00,000	1.41
4.	Dipen Shah	Non-Promoter	Non-Promoter	1,84,775	0.27	15,00,000	16,84,775	1.58
5.	Kaushik Patel	Non-Promoter	Non-Promoter	2,31,476	0.33	10,00,000	12,31,476	1.16
6.	Mahendra Manilal Bhagat	Non-Promoter	Non-Promoter	86,000	0.12	29,00,000	29,86,000	2.81
7.	Pareesh Mody	Non-Promoter	Non-Promoter	24,935	0.04	29,00,000	29,24,935	2.75
8.	Amit Kanukant Shah	Non-Promoter	Non-Promoter	149	0.00	35,10,527	35,10,676	3.30
9.	Manjiri Shah	Non-Promoter	Non-Promoter	0	0.00	36,00,000	36,00,000	3.38
10.	Manjeetsingh Gurbirsingh Sarna	Non-Promoter	Non-Promoter	2,172	0.00	15,00,000	15,02,172	1.41
11.	Manoj Biharilal Goyal	Non-Promoter	Non-Promoter	1,47,820	0.21	23,89,473	25,37,293	2.39
12.	Nitin Chunilal Mehta	Non-Promoter	Non-Promoter	4,00,000	0.58	10,00,000	14,00,000	1.32
13.	Rajesh Sadhwani	Non-Promoter	Non-Promoter	0	0.00	30,00,000	30,00,000	2.82
14.	Tejas Shah HUF	Non-Promoter	Non-Promoter	0	0.00	4,00,000	4,00,000	0.38
15.	Jayesh Sureshchandra Sheth	Non-Promoter	Non-Promoter	2,10,000	0.30	10,00,000	12,10,000	1.14
16.	Udaybhai Dhirubhai Desai HUF	Non-Promoter	Non-Promoter	2,06,948	0.30	10,00,000	12,06,948	1.13
17.	Aditya Vikram Kanoria	Non-Promoter	Non-Promoter	13,30,377	1.92	24,58,890	37,89,267	3.56
18.	Madhu Kushwaha	Non-Promoter	Non-Promoter	0	0.00	2,77,500	2,77,500	0.26
19.	Sushant Tanpure	Non-Promoter	Non-Promoter	1,300	0.00	5,55,555	5,56,855	0.52
20.	Umesh Vanpal	Non-Promoter	Non-Promoter	0	0.00	5,55,555	5,55,555	0.52
21.	Ajay Sarupria	Non-Promoter	Non-Promoter	0	0.00	5,55,555	5,55,555	0.52
22.	Labdhi Shah	Non-Promoter	Non-Promoter	0	0.00	2,77,500	2,77,500	0.26
<b>Total</b>				<b>34,92,140</b>	<b>5.05</b>	<b>3,71,80,555</b>	<b>4,06,72,695</b>	<b>38.23</b>

- n. Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price: Nil
- o. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: Not Applicable
- p. Principal terms of assets charged as securities: Not Applicable.

**q. Other disclosures:**

- During this Financial Year, the Company has not made any preferential allotment.

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set out Item No. 2 in the accompanying notice for your approval.

Except Aditya Vikram Kanoria, Non-Executive Director of the Company, none of the Promoters, Directors, Key Managerial Personnel and / or their relatives are, in any way, concerned or interested, financially or otherwise, in the above resolution, except for their shareholding in the Company.

**Item No.3**

The provisions of the amended Regulation 23 of the SEBI Listing Regulations, stipulate that a transaction with a related party shall be considered material, if the transaction(s) entered into/to be entered into individually or taken together with the previous transactions during a Financial Year, exceeds ₹ 1,000 crore or 10% of the annual consolidated turnover of the listed entity as per the last Audited Financial Statements of the listed entity, whichever is lower, and will require prior approval of the Shareholders by means of an Ordinary Resolution. The amended Regulation 2(1)(zc) of the SEBI Listing Regulations has also enhanced the definition of Related Party (ies) and Related Party Transactions (RPTs) which now includes a transaction involving a transfer of resources, services or obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand, regardless of whether a price is charged or not.

The details as per the requirement are given in the Resolution.

The Board recommends the Ordinary Resolution set out in Item No. 3 of the Notice for approval by the Members.

Except Mr.Mahendra Bhurat, All the Directors and Key Managerial Personnel's are interested in the Resolution as set out in Item No. 3, being the Directors and Key Managerial Personnel's of the Subsidiary Company. Further, no voting done by any members of the Company, if such member is a related party, shall be counted for the purpose of passing of this Resolution.

**By order of Board of Directors  
For Modulex Construction Technologies Limited**

**Place: Pune  
Date: 13<sup>th</sup> November,2024**

**SD/-  
Bhoomi Mewada  
Company Secretary and Compliance Officer**

**Registered Office:  
A-82, MIDC Industrial Estate,  
Indapur, Pune – 413132, Maharashtra  
CIN: L25999PN1973PLC182679**