

November 27 , 2019

To,
BSE Limited
P.J. Towers
Dalai Street, Fort,
Mumbai - 400 001.

Security code : 504273

Security ID : MODULEX



Sub: Submission of Annual Report for the Financial Year 2018-19.

Dear Sir/ Madam,

With reference to above captioned matter and pursuant to Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith annual report of the Company for the Financial Year ended March 31, 2019.

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

For Modulex construction Technologies Limited
(Formerly known as Tumus Electric Corporation Limited)



Bhoomi Mewada
Company Secretary and Compliance Officer

Encl : As above



Modulex Construction Technologies Limited (Formerly known as Tumus Electric Corporation Limited)

46th Annual General Meeting Annual Report Financial Year 2018-19

Modulex Construction Technologies Limited t/a Modulex
CIN: L45100PN1973PLC182679
Registered Office: A-82, MIDC Industrial Estate, Indapur – 413 132, Maharashtra
BSE Security Code: 504273 BSE Security ID: MODULEX
Website - www.modulex.in Email - compliance@modulex.in Contact - Tel: +91 2111 223061

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CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Suchit Punnose (DIN: 02184524)

Whole Time Director

Mr. Ajay Palekar (DIN: 02708940)

Managing Director

Mr. Sandeep Khurana (DIN: 02118658)

Independent Director

Mr. Aditya Vikram Kanoria (DIN: 07002410)

Independent Director

Ms. Rakhee Amit Agarwal (DIN: 08081921)

Independent Director

Ms. Raj Kumar Sharma (DIN: 00998552)

Additional Non Executive Director

(Appointed w.e.f. August 14, 2019)

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

Mr. Manish Mourya

(Resigned w.e.f. August 14, 2019)

Ms. Bhoomi Mewada

(Appointed w.e.f. August 14, 2019)

Chief Financial Officer

Mr. Mahendra Kumar Bhurat

AUDITOR

M/s. T. P. Ostwal & Associates LLP

Chartered Accountants

REGISTERED OFFICE

A 82, MIDC Industrial Estate,

Indapur Pune MH 413132

Tel: 02111 217074

Email: compliance@modulex.in

Website: www.modulex.in

CIN: L45100PN1973PLC182679

REGISTRAR AND TRANSFER AGENT

Purva Shareregistry (India) Pvt. Ltd.

Unit no. 9 Shiv Shakti Ind. Estt.

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

Mumbai 400 011

Tel: 91-22-2301 8261 / 6761

Email: busicomp@vsnl.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 were 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 defense 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 200,000 sqm operating on an 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 has commenced and completion of the factory facility is expected to be completed by June 2020.

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 has 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 lacs)

Particulars	FY 2018-19	FY 2017-18
Total revenue including other income	1.76	7.20
Total Expenditure	50.46	14.29
Profit / (Loss) before tax	(48.69)	(7.09)
Tax Expenses	-	-
Profit / (Loss) after tax	(48.69)	(7.09)
EPS Weighted Average		
-Basic	(0.17)	(0.55)
-Diluted	(0.17)	(0.55)

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-contractors' Default Risks & Management** is far different and severe than the work that is self-performed. In most projects, monitoring of sub-contractor's performance and payment is the responsibility of your Company, being the main contractor. The active management of subcontractor default risk begins with sub-contractor pre-qualification, based on financial strength, safety & quality performance etc. and continues with active monitoring of sub-contractor performance and payments.
5. **Techno-managerial risks** are the risks arising out of inadequate management of technicalities involved such as management of engineering & technology, logistics options, uncertain productivity of resources, insufficient skilled staff etc.
6. **Environment risks** relating to occurrence of environmental incidents during the pendency of the project & mitigation strategies. This risk has increased substantially due to the presence of strict legal liability in relation to such environmental incidents.

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

HUMAN RESOURCES

Our employees are the most valuable assets and we endeavor to provide our employees a professional, congenial, safe working environment coupled with opportunities for personal growth and development. Your Company has put in 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 behavioral aspects, such as personality development, leadership development through self-awareness etc. to help to achieve higher level of performance.

SIGNIFICANT CHANGES IN KEY FINANCIAL RATIOS

Types of ratios	2018-19	2017-18	Significant Changes
Debtors Turnover ratio	NA	NA	-
Inventory Turnover Ratio	NA	NA	-
Interest Coverage Ratio	NA	NA	-
Current Ratio	0.35	367.89	There has been an increase in cash funds and financial liabilities
Debt Equity Ratio	0.00	NA	-
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.

DIRECTORS' REPORT

To
The Members
Modulex Construction Technologies Limited ('Company')
(Formerly known as Tumus Electric Corporation Limited)

Your Company's Directors are pleased to present the **46th Annual Report** of the Company, along with Audited Financial Statements (Standalone & Consolidated), for the Financial Year ended **31st March, 2019**.

1. FINANCIAL PERFORMANCE

The standalone and consolidated financial highlights and performance of the Company for the financial year ended March 31, 2019 are given herein below:

(Amt in Rs.)

Particulars	Standalone		Consolidated
	Current Financial Year (2019)	Previous Financial Year (2018)	Current Financial Year (2019)
Revenue from operations	1,76,447	7,19,976	37,79,544
Profit / loss before Depreciation, Finance Costs, Exceptional Items and Tax Expense	(48,43,903)	(7,00,603)	(7,09,99,325)
Less: Depreciation / Amortisation / Impairment	-	-	(4,66,198)
Profit / loss before Finance Costs, Exceptional Items and Tax Expense	(48,43,903)	(7,00,603)	(714,65,523)
Less: Finance Cost	(25,521)	(8,386)	(57,87,994)
Profit / loss before Exceptional Items and Tax Expense	(48,69,424)	(7,08,989)	(7,72,53,517)
Add / (less) : Exceptional items	-	-	-
Profit / loss before Tax Expense	(48,69,424)	(7,08,989)	(7,72,53,517)
Less : Tax expenses (Current & Deferred)	-	-	-
Profit / (Loss) for the year (1)	(48,69,424)	(7,08,989)	(7,72,53,517)
Total Comprehensive Income / loss (2)	-	-	(50744)
Total (1+2)	(48,69,424)	(7,08,989)	(7,73,04,261)
Balance of profit / loss for earlier years	(53,97,760)	(46,88,771)	(53,97,760)
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	-	-	-
Balance carried Forward	(1,02,67,184)	(53,97,760)	(1,56,64,944)

2. MATERIAL CHANGES AND COMMITMENTS

Consequent upon change in ultimate control in the previous Financial Year to Modulex Modular Buildings Plc, UK and induction of new set of Directors, the Board of Directors of the Company has embarked upon a plan to undertake the business activity of design and manufacturing of carbon neutral, SMART (buildings that using building automation), BOPAS (Build Offsite Property Assurance Scheme, UK) certified steel modular buildings such as residential, commercial, hotels, hospitals etc pursuant to which, the name of company and the object clause of Memorandum of Association was changed with a view to align the name of the Company in tune with the change in objects clause and as part of corporate branding.

As such, during the year under review, the name of the Company was changed to 'Modulex Construction Technologies Limited' from the erstwhile 'Tumus Electric Corporation Limited'. The new name of the Company is more in the line with the nature of the business and takes into cognizance the core values of becoming a technology company offering disruptive offsite construction technology to customers as a one stop solution in the construction sector.

During the year, the registered office of the Company was shifted from Mumbai to Pune. The shifting of the registered office would enable the Directors to monitor the Company more effectively and efficiently and also result in operational convenience.

Save as set out above, your Directors do not foresee any change in the nature of business being pursued by the Company in the current financial year.

3. 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 fixed cost and time guarantee in nearly half the time and with high quality. The cost of the modular buildings is similar to 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.

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

4. CHANGE IN PROMOTERS AND MANAGEMENT

With a view to acquire Modulex Modular Buildings Private Limited, which is setting up an offsite steel modular building factory, the Board of Directors of the Company vide its approval dated June 23, 2018 and shareholders of the company vide its approval dated August 1, 2018 had considered and approved the proposal of raising funds by issue of shares on preferential basis. Consequent to the shareholder approval, the Board of Directors allotted 4,15,72,186 Equity Shares of face value of Rs. 10/- each, on 26th October, 2018, against Equity Shares of Modulex Modular Buildings Private Limited on preferential basis by way of swap of Equity Shares.

Consequently, Redribbon Modulex Buildings Limited, Mr. Suchit Punnose (Whole Time Director) and Redribbon Advisory Services Private Limited, are designated as new promoters of the Company, within the meaning of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

5. DIRECTORS AND KEY MANAGERIAL PERSONNEL

Mr. Raj Kumar Sharma was appointed as an Additional Director on the board of the Company with effect from August 14, 2019 to hold office till the conclusion of the next Annual General Meeting of the Company and is eligible to be appointed as a Director of the Company. The Company has received notice, under Section 160 of the Companies Act, 2013, from Mr. Suchit Punnose, as a member, signifying its intention to propose the candidature of Mr. Raj Kumar Sharma as a Director of the Company at the forthcoming Annual General Meeting. In accordance with the provisions of Section 160 of the Companies Act, 2013, the Nomination and Remuneration Committee recommends the appointment of Mr. Raj Kumar Sharma. Based on the recommendation of Nomination and Remuneration Committee, the Board considers it in the interest of the Company to appoint Mr. Raj Kumar Sharma as Director of the Company.

During the year under review, Mr. Mahendra Kumar Bhurat, Chartered Accountant, was appointed as Chief Financial Officer of the Company with effect from November 14, 2018.

Mr. Ajay S. Palekar and Mr. Suchit Punnose were appointed as Executive Directors of the Company in its Board Meeting held on March 10, 2019 and were subsequently approved by the Shareholders of the Company through Postal Ballot on April 21, 2019. Mr. Aditya Vikram Kanoria and Mr. Sandeep Khurana as Independent Directors and Ms. Rakhee Agarwal as Independent Woman Director the

Company in its Board Meeting held on March 10, 2019 and were subsequently approved by the Shareholders of the Company through Postal Ballot on April 21, 2019.

Mr. Manish Mourya resigned as Company Secretary & Compliance Officer of the Company w.e.f. August 14, 2019. Ms. Bhoomi Mewada was appointed as the Company Secretary & Compliance Officer of the Company w.e.f. August 14, 2019.

In accordance with Article 124(a) of the Articles of Association of the Company and the Companies Act, 2013 ('the Act'), one-third of the total Directors, other than Independent, Nominee, Special and Debenture Directors of the Company, retire by rotation at every Annual General Meeting and accordingly, Mr. Ajay Palekar shall retire by rotation at the forthcoming Annual General Meeting and being eligible, offers himself for re-appointment.

6. DECLARATION OF INDEPENDENCE

The Company has received declarations 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.

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.

7. FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

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

8. COMPLIANCE WITH SECRETARIAL STANDARDS

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

9. BOARD MEETINGS

The Board of Directors meet at regular intervals to discuss and decide on 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 is given well in advance to all the Directors. Usually, meetings of the Board are held in Mumbai. The Agenda is circulated a week prior to the date of the meeting. The Agenda for the Board Meetings include detailed notes on the items to be discussed at the meeting to enable the Directors to take an informed decision.

During the financial year ended 31st March 2019, six meetings of the Board were held during the year on 28th May, 2018, 23rd June, 2018, 14th August, 2018, 14th November, 2018, 14th February, 2019 and 18th February, 2019.

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

10. COMMITTEES OF THE BOARD

The Board Committees 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 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 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 review. The Board Committees can request special invitees to join the meeting, as appropriate.

The Board of Directors of your Company has constituted various Committees, namely:

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

The details of the said Committees established by the Board are set out in the Corporate Governance Report as annexed to this report.

11. COMMITTEE FOR PREVENTION OF SEXUAL HARASSMENT

The Company currently has less than 10 employees and hence the provisions relating to the constitution of 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 sexual harassment from any employee during the year under review or is pending.

12. BOARD EVALUATION

In terms of the requirement of the Act, and the Listing Regulations, an annual performance evaluation of the Board & Board Committees is undertaken where the Board formally assesses its own performance with the aim to improve the effectiveness of the Board and the 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, Board Evaluation cycle was completed by the Company internally which included the evaluation of the Board as a whole, Board Committees 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, performance 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 is functioning as a cohesive body which is well engaged with different perspectives. The Board Members from different backgrounds bring about different complementarities and deliberations 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.

13. DIRECTORS' 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 2018-19 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 had 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.

14. MANAGEMENT DISCUSSION AND ANALYSIS

Pursuant to Regulation 34 of the Listing Regulations, a separate section on Management Discussion and Analysis for the year ended March 31, 2019 forms an integral part of this Annual Report.

15. CONSOLIDATED IND AS FINANCIAL STATEMENTS

In compliance with the 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), forms part of this Annual Report.

16. DIVIDEND

Your Directors do not recommend any dividend for the year under review as the Company in view of the Loss that was incurred during the year.

17. TRANSFER TO RESERVES

The Company has not transferred any amount to Reserves for the financial year ended 31st March, 2019.

18. SHARE CAPITAL

During the year, the authorised share capital of the Company was increased from Rs. 2,00,00,000 to Rs. 73,00,00,000, comprises of 7,29,50,000 Equity Shares of Rs. 10 each and 50,000 Cumulative Redeemable Preference Shares of Rs.10 each, approved by the Shareholders of the Company through Postal Ballot on April 21, 2019.

During the year under review, your Company had allotted 4,15,72,186 Equity Shares of face value of Rs. 10/- each, on October 26, 2018, against Equity Shares of Modulex Modular Buildings Private Limited on preferential basis by way of swap of Equity Shares. Since the said shares were issued for consideration other than Cash, the price at which the said shares were to be allotted was determined on the basis of a valuation report of a registered valuer, having been appointed by the Board of Directors of the Company. The provisions of section 247 of the Act and Rules made thereunder were duly complied with.

19. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

Details of loans, guarantee(s) or investment(s) made by your Company under Section 186 of the Companies Act, 2013, during the financial year 2018-19 are provided in the Notes to Financial Statements.

20. DEPOSITS FROM PUBLIC

The 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.

21. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

Based on the framework of 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 effective during the financial year 2018-19. Even through this non-production period the Company continues to ensure proper and adequate systems and procedures commensurate with its size and nature of its business.

22. RELATED PARTY TRANSACTIONS

In line with the requirements of the Act and amendment to the Listing Regulations, your Company has revised Policy on Related Party Transactions which is also available on the Company's website at <https://modulex.in/investor-relations/> The Policy intends to ensure that proper reporting, approval and disclosure processes are in place for all transactions between the Company and Related Parties.

All Related Party Transactions are placed before the Audit Committee for review and approval. All Related Party Transactions entered during the year were in ordinary course of the business and at Arm's Length basis. No Material Related Party Transactions, i.e. transactions exceeding 10% of the annual consolidated turnover as per the last audited financial statement, were entered during the year

by your Company. The disclosure of 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 **Annexure 1**.

23. SUBSIDIARIES AND ASSOCIATE / JV COMPANIES

During the year under review, your Company has acquired 78.59% of the subscribed Share Capital of the Modulux Modular Buildings Private Limited (MMBPL) by way of swap of shares on preferential basis pursuant to which MMBPL has become a Subsidiary of the Company. The Company doesn't have any associates / jointly controlled entity.

A statement containing the salient features of the performance and financial position of the subsidiary company as required under Rule 5 of the Companies (Accounts) Rules, 2014 is provided in Form AOC-1 appended as an Annexure to this report titled **Annexure 2**.

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.modulux.in. Audited Annual financial statements of the Subsidiary Company 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 copy of the Audited Annual financial statements of the Subsidiary Company may write to the Company Secretary at the Company's Registered Office address.

24. EXTRACT OF ANNUAL RETURN

The extract of annual return in Form MGT-9 as required under Section 92(3) of the Companies Act, 2013 and Rule 12 of the Companies (Management and Administration) Rules, 2014 is appended as an Annexure to this Annual Report titled **Annexure 3** and also available on the website of the Company at <https://modulux.in/investor-relations/>

25. CORPORATE GOVERNANCE

In compliance with the Regulation 34 read with Schedule V of the Listing Regulations, a detailed report on Corporate Governance is given as Annexure 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.

26. ENERGY CONSERVATION MEASURES, TECHNOLOGY ABSORPTION AND R&D EFFORTS 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. However, the Company takes all possible efforts towards energy conservation. During the period under review, the Company had no Foreign Exchange earnings and outgo.

27. 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. Some of the risks that the Company is exposed to are given in Management Discussion and Analysis Report.

28. STATUTORY AUDITORS

During the year under review, the Board of Directors of the Company had appointed M/s. T. P. Ostwal LLP, Chartered Accountants, as the Statutory Auditor of the Company to fill the casual vacancy caused due to non-approval for the appointment of M/s. CNK & Associates LLP, Chartered Accountants, by the members at the Annual General Meeting held in the year 2018 .

The Audit Committee recommended to the Board, appointment of M/s. T. P. Ostwal LLP, Chartered Accountants, as the Statutory Auditor of the Company to audit the accounts of the Company for a period of 5 (five) years from 2018-19 onwards. The Company has received a certificate from M/s. T. P. Ostwal LLP, Chartered Accountants, to the effect that their appointment, if effected, would be within limits prescribed under the provisions of the Act. As required under Regulation 33 of the Listing Regulations, the Statutory Auditors have also confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India

There are no qualifications, reservations or adverse remarks made by the statutory auditors in their audit reports on the standalone financial statements (for the year ended March 31, 2019) though there are certain qualifications, reservations or adverse remarks made by the statutory auditors in their audit report on the consolidated financial statements.

Qualified Opinion by Auditor's in Consolidated Financial Statements and Replies of Management thereon:

The qualifications to audit opinion of the financial statements of Modulex Modular Buildings Private Limited, issued by an independent firm of Chartered Accountants vide its report dated November 12, 2019 and reproduced by the Statutory Auditors of the Company in the Auditor's Report are appended below along with the replies of the management thereon:

Statutory Auditors' Report	Management's Reply
<p>i. During the year the company has issued 60,00,000 equity shares of Rs. 10/- each, fully paid up amounting to Rs.6,00,00,000, to a vendor for consideration other than cash. Post the financials were authorized for issue, the vendor has confirmed allotment of only 30,00,000 equity shares. Based on this, the Company has cancelled the allotment of 30,00,000 equity shares of Rs. 10/- each and accordingly has filed the revised and rectified returns with the Registrar of Companies. As a result of this, the issued and paid up capital of the Company is overstated by an amount of Rs. 300,00,000. Refer foot note to Note 13(e).</p>	<p>Extract from confirmation letter issued by Reward Constructions Private Limited on 10.09.2019 is given below in verbatim: “We are writing to confirm that we had agreed to accept payment in the form of equity shares for construction works carried out at the factory site of Modulex based on our assessment of the project to be a viable project with long term prospect for increase in the value of shares. However, owing to delays in Modulex closing debt, which we believe is a consequence of general environment of the debt market in India, our view has changed and we have not adjusted our account with this payment in the form of shares”.</p>

<p>ii. The company, based on certain RA bills submitted by the above mentioned vendor has booked Rs. 3,27,69,435 as Capital WIP for its undergoing construction plant at Indapur, Maharashtra and issued equity shares for consideration other than cash as mentioned in para (a) above. Post the financials were authorized for issue, the confirmation received from the said vendor did not contain the said RA bills. Accordingly, the Company has reduced the capital WIP by the said amount. As a result of this the capital WIP as disclosed in Note 4 of the financial statements is overstated by an amount of Rs. 3,27,69,435.</p>	<p>Extract from balance confirmation statement dated 10.11.2019 issued by Reward Constructions Private Limited is below in verbatim: “The amount of Rs.5,00,23,353/- above includes the said amount of Rs.3,27,69,435 reversed earlier due to non-acceptance of payment in the form of equity shares”</p>
<p>iii. The company has transferred 5,08,580 partly paid equity shares as fully paid up shares without recording the calls receivable in the financial statements for the year ended 31st March 2019. As a result of this, the issued and paid up capital and calls receivable of the company is understated by Rs. 50,34,942/-</p>	<p>This was due to inadvertent clerical error arising from filings related to the preferential allotment by the said company. Monies against calls receivable has been received in full as on the date of this report. The Company has engaged the services of competent finance professional to avoid repetition of clerical errors in future.</p>
<p>iv. There is a difference between the number of shares held by the holding company (Modulex Construction Technologies Ltd ‘MCTL’) in the company as per MCTL’s records and as per the records of the company. This is due to the fact, during the year MCTL has allotted 3,81,473 equity shares of Rs 10 each, fully paid up amounting to Rs. 38,14,730 against 5,10,790 equity shares of Rs 10 each held in the company by two shareholders of the company in the ratio of 1:1.34 based on the scheme of swap of shares as approved by BSE by letter dated 12th October, 2018. However, the above 5,10,790 equity shares of Rs 10 each were only subsequently allotted, post the financials were authorized for issue. Such subsequent allotment has been made against invoices for providing consultancy services and project management services by the said parties. As a result of this, the issued and paid up capital of the company is understated and the loss for the year is understated by an amount of Rs. 51,07,900.</p>	<p>The services invoices related to the difference was not recorded in the books of the said company due to inadvertent clerical error, which has been rectified. The Company has engaged the services of competent finance professional to avoid repetition of clerical errors in future.</p>

29. INTERNAL AUDITOR

Pursuant to the provisions of Section 138 of the Companies Act, 2013 and rules made thereunder, the Company has appointed M/s. RMJ & Associates LLP, Chartered Accountants as Internal Auditor of the Company on May 29, 2019 to conduct Internal Audit of records and documents of the Company for the financial year 2019-20. M/s RMJ & Associates, Chartered Accountant resigned from the position of internal auditor w.e.f. November 14, 2019 due to pre occupation.

30. SECRETARIAL AUDITOR

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and rules made thereunder, the Company has appointed Ms. Sonam Jain, Practicing Company Secretary, as Secretarial Auditor of the Company on May 29, 2019 to conduct Secretarial Audit of records and documents of the Company for the financial year 2018-19. 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 secretarial audit qualification(s) for the year under review.

The Secretarial Audit Report is annexed as an Annexure to this report titled **Annexure 4** and forms an integral part of this report.

31. 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 behavior. Pursuant to Section 177(9) of the Act, a vigil mechanism is established for directors and employees to report to the management instances of unethical behavior, 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>

32. 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, 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>

33. PARTICULARS 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 31.03.2019

34. REMUNERATION OF THE DIRECTORS AND KEY MANAGERIAL PERSONNEL

The remuneration details of Directors Key Managerial Personnel is mentioned in the extract of annual return i.e. MGT-9 annexed as an Annexure to this report titled **Annexure 5**.

35. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATOR OR COURT

There are no significant material orders passed by the Regulators or Courts or Tribunals impacting the going concern status of the Company and its operations in future.

36. 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 Cost Auditor or to maintain Cost records.

36. CORPORATE SOCIAL RESPONSIBILITY

Provision of Section 135 of the Act relating to Corporate social responsibility is not applicable on the company for the year under review.

37. ACKNOWLEDGEMENTS

Your Directors would like to express their sincere appreciation for the co-operation and assistance received from 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 all executives, officers and staff, 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
(Formerly known as Tumus Electric Corporation Limited)

Suchit Punnose
Whole Time Director
DIN: 02184524

Ajay Palekar
Managing Director
DIN: 02708940

Place: Mumbai
Date: November 14, 2019

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. 	-	1,92,000
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 @7.37% p.a. or interest free • Repayment at once, including interest following expiry of the term. 	-	21,60,000
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. 	-	4,60,000

For and on behalf of the Board of Directors of
Modulex Construction Technologies Limited
(Formerly known as Tumus Electric Corporation Limited)

Suchit Punnose
Whole Time Director
DIN: 02184524

Ajay Palekar
Managing Director
DIN: 02708940

Place: Mumbai
 Date: November 14, 2019

Annexure -2

Form AOC-1

**to the Financial Statement for the year ended 31st March, 2019
(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of
Companies (Accounts) Rules, 2014)**

Part “A”: Statement containing salient features of the financial statement of Subsidiary

Sr. No.	Particulars	Details
1.	Name of the subsidiary	Modulex Modular Buildings Private Limited
2.	The date since when subsidiary was acquired	26/10/2018
3.	Reporting period for the subsidiary concerned, if different from the holding company’s reporting period*	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.
5.	Share Capital	Rs. 69,36,39,341/-
6.	Reserves & surplus	Rs. (36,24,81,374/-)
7.	Total assets	Rs. 43,39,70,925/-
8.	Total Liabilities	Rs. 43,39,70,925/-
9.	Investments	Rs. 99,990/-
10.	Turnover	NIL
11.	Profit/ (Loss) before taxation	Rs. (6,85,03,824/-)
12.	Provision for taxation	NIL
13.	Profit / (Loss) after taxation	Rs. (6,85,03,824/-)
14.	Proposed Dividend	NIL
15.	Percentage of shareholding (On Paid-up Share Capital)	78.59%

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, 2019.

For and on behalf of the Board of Directors of
Modulex Construction Technologies Limited
(Formerly known as Tumus Electric Corporation Limited)

Sd/- (Ajay Palekar) Managing Director DIN : 02708940	Sd/- (Suchit Punnose) Whole Time Director DIN : 02184524	Sd/- (Mahendra Kumar Bhurat) Chief Financial Officer	Sd/- (Manish Mourya) Company Secretary M. NO. : A24983
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Place : Mumbai

Date : November 14, 2019

Annexure -3
Extract of Annual Return as on the financial year ended on 31st March, 2019
FORM No. MGT-9

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

1. REGISTRATION AND OTHER DETAILS:

i.	CIN	L45100PN1973PLC182679
ii.	Registration Date	24th May, 1973
iii.	Name of the Company	Modulex Construction Technologies Limited (Formerly known as Tumus Electric Corporation Limited)
iv.	Category / Sub-Category of the Company	Public Company limited by shares / Indian Non-government Company
v.	Address of the Registered office & Contact details	A-82, MIDC Industrial Estate, Indapur – 413 132, Maharashtra. Tel No. +91 2111 223061 Fax No. +91-22-2272 2451 Email id: compliance@modulex.in Website: www.modulex.in
vi.	Whether listed Company	Yes (at BSE Limited)
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Purva Sharegistry (India) Private Limited 9, Shiv Shakti Industrial Estate, J.R. Boricha Marg, Lower Parel (East), Mumbai - 400 011. Tel Nos.:+91-22-2301 2518 / Fax No.: +91-22-2301 2517 Email id: busicomp@gmail.com Website: www.purvashare.com

2. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

Business activities contributing 10% or more of the total turnover of the Company:-

Sr. No.	Name and Description of main products	NIC Code of the Product	% to total turnover of the Company
Nil			

3. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and address of the Company	Corporate Identity Number / Global Location Number	Holding / Subsidiary / Associate	% of shares held	Applicable Sections of Companies Act, 2013
1.	Modulex Modular Buildings Private Limited	U45400KL2008PTC029096	Subsidiary	78.59	2(87)

4. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY):

A. Category-wise Shareholding

Category of Shareholders	No. of Shares held at the beginning of the year 1st April 2018				No. of Shares held at the end of the year 31st March, 2019				% Change during the year (II-I)
	Demat	Physical	Total	% of Total share capital (I)	Demat	Physical	Total	% of Total share capital (II)	
A. Promoters									
(1) Indian									
(a) Individuals/ HUF	-	-	-	-	17,80,965	-	-	4.16	+4.16
(b) Central Govt	-	-	-	-	-	-	-	-	-
(c) State Govt(s)	-	-	-	-	-	-	-	-	-
(d) Bodies Corp.	8,86,790	-	8,86,790	69	6,11,929	-	6,11,929	1.43	-67.57
(e) Banks / FI	-	-	-	-	-	-	-	-	-
(f) Any Other	-	-	-	-	-	-	-	-	-
Sub Total (A)(1):-	8,86,790	-	8,86,790	69	23,92,894	-	23,92,894	5.59	-63.41
(2) Foreign	-	-	-	-	-	-	-	-	-
Overseas Corporate Bodies	-	-	-	-	1,06,84,526	-	1,06,84,526	24.93	+24.93
Sub Total (A)(2):-	-	-	-	-	1,06,84,526	-	1,06,84,526	24.93	+24.93
Total shareholding of Promoter (A) = (A) (1)+(A)(2)	8,86,790	-	8,86,790	69	1,30,77,420	-	1,30,77,420	30.52	-38.48
B. Public Shareholding									
(1) Institutions					-				
(a) Mutual Funds	-	-	-	-	-	-	-	-	-
(b) Banks FI	-	200	200	0.02	-	200	200	0.02	-
(c) Central Govt	-	-	-	-	-	-	-	-	-
(d) State Govt(s)	-	-	-	-	-	-	-	-	-
(e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
(f) Insurance Companies	-	-	-	-	-	-	-	-	-
(g) FIIs	-	-	-	-	-	-	-	-	-
(h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
(i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	200	200	0.02	-	200	200	0.02	-
(2) Non-Institutions									
(a) Bodies Corp									
(i) Indian	3,505	1,205	4,710	0.37	1,72,02,329	1,205	1,72,03,534	40.14	+39.77

Modulex Construction Technologies Limited – Annual Report 2019

Category of Shareholders	No. of Shares held at the beginning of the year 1st April 2018				No. of Shares held at the end of the year 31st March, 2019				% Change during the year (II-I)
	Demat	Physical	Total	% of Total share capital (I)	Demat	Physical	Total	% of Total share capital (II)	
(ii) Overseas	-	-	-	-	-	-	-	-	-
(b) Individuals									
(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	309,916	-	309,916	24.11	1,22,371	2,01,728	3,24,099	0.75	-23.36
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	30,750	-	30,750	2.39	1,01,91,453	-	1,01,91,453	23.78	+21.39
(c) Others (specify) HUF, Clearing Members, NRI	52909	-	52909	4.11	20,60,755	-	20,60,755	4.81	+0.70
Sub-total (B)(2):-	3,97,080	1,205	3,98,285	30.98	2,95,76,908	2,02,933	2,97,79,841	69.49	+38.51
Total Public Shareholding (B) = (B)(1)+(B)(2)	3,97,080	1,405	3,98,485	31.00	2,95,76,908	2,03,133	2,97,80,041	69.49	+38.49
C. Total shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A + B + C)	12,83,870	1,405	12,85,275	100.00	4,26,54,328	2,03,133	4,28,57,461	100.00	0.00
Other	-	-	-	-	-	-	-	-	-

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year 1st April, 2018			Shareholding at the end of the year 31st March, 2019			
		No. of Shares	% of Total Shares of the Company	% of Shares Pledged/ Encumbered to total shares	No. of Shares	% of Total Shares of the Company	% of Shares Pledged/ Encumbered to total shares	% change in share holding during the year
1.	Suchit Punnose	-	-	-	17,80,965	4.16	-	+4.16
2.	Redribbon Modulex Buildings Limited	8,86,790	69.00	-	1,06,84,526	24.93	-	-44.07
3.	Redribbon Advisory Services Private Limited	-	-	-	6,11,929	1.43	-	1.43

B. Change in Promoter's Shareholding

Sr. No.	Particulars	No. of shares	% of total shares of the Company	Cumulative Shareholding during the year	
				No. of Shares	% of total shares of the Company
1.	Suchit Punnose At the beginning of the year i.e. as on April 01, 2018	-	-	-	-
	Acquired on October 26, 2018	17,80,965	4.16	17,80,965	4.16
	At the end of the year i.e. as on March 31, 2019	17,80,965	4.16	17,80,965	4.16
2.	Redribbon Modulex Buildings Limited At the beginning of the year i.e. as on April 01, 2018	8,86,890	69.00	8,86,890	69.00
	Acquired on October 26, 2018	97,97,636	24.93	1,06,84,526	24.93
	At the end of the year i.e. as on March 31, 2019	1,06,84,526	24.93	1,06,84,526	24.93
3.	Redribbon Advisory Services Private Limited At the beginning of the year i.e. as on April 01, 2018	-	-	-	-
	Acquired on October 26, 2018	6,11,929	1.43	6,11,929	1.43
	At the end of the year i.e. as on March 31, 2019	6,11,929	1.43	6,11,929	1.43

C. Shareholding Pattern of top ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	Top ten Shareholders	Shareholding at the beginning of the year 1st April, 2018		Cumulative Shareholding during the year		Shareholding at the end of the year 31st March, 2019	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1.	Providence Educational Academy Pvt Ltd	-	-	54,51,853	12.72	54,51,853	12.72
2.	Synthite Industries Private Limited	-	-	33,45,725	7.81	33,45,725	7.81
3.	Ethix Realtors Private Limited	-	-	29,87,317	6.97	29,87,317	6.97
4.	Reward Constructions Private Limited	-	-	22,40,488	5.23	22,40,488	5.23
5.	Ajmera Realty & Infra India Limited	-	-	18,67,073	4.36	18,67,073	4.36
6.	B Padmanaban	-	-	14,93,658	3.49	14,93,658	3.49
7.	Sparkonix India Private Limited	-	-	11,20,244	2.61	11,20,244	2.61
8.	Girish Dandavate	-	-	7,46,829	1.74	7,46,829	1.74
9.	Naresh Nagpal	-	-	5,57,621	1.30	5,57,621	1.30
10.	Ajay Narayanan	-	-	3,96,586		3,96,586	
11.	Choice Equity Broking Private Limited	43,100	3.35	(43,100)	3.35	-	-
12.	Emily Bosco Menezes	15,950	1.24	74,683	0.17	90,633	0.21
13.	Vittu Bajranglal Agarwal	10,000	0.77	-	-	10,000	0.02
14.	Mahendra Girdharilal	10,000	0.78	200	0.00	10,200	0.02
15.	Rahul Anantrai Mehta	14,800	1.15	(14,800)	0.03	-	-
16.	Bosco Armando Menezes	10,250	0.80	450	0.00	9800	0.02
17.	Hetal Chirag Shah	10,000	0.78	-	-	10,000	0.02
18.	Mukul Mahavir Agarwal	7,550	0.59	(7,550)	0.01	-	-
19.	Bhavin Haresh Thakkar	6,000	0.47	(6,000)	0.13	-	-
20.	Neelam Jain	5,000	0.39	(5,000)	0.13	-	-

D. Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Particulars	No. of shares	% of total shares of the Company	Cumulative Shareholding during the year	
				No. of Shares	% of total shares of the Company
1.	Suchit Punnose At the beginning of the year i.e. as on April 01, 2018	-	-	-	-
	Acquired on October 26, 2018	17,80,965	4.16	17,80,965	4.16
	At the end of the year i.e. as on March 31, 2019	17,80,965	4.16	17,80,965	4.16
2.	Sandeep Khurana At the beginning of the year i.e. as on April 01, 2018	-	-	-	-
	Acquired on October 26, 2018	1,40,404	0.32	1,40,404	0.32
	At the end of the year i.e. as on March 31, 2019	1,40,404	0.32	1,40,404	0.32

Mr. Ajay Palekar, Mr. Aditya Vikram Kanoria, Ms. Rakhee Agarwal and Mr. Manish Mourya do not hold any shares in the Company as on March 31, 2019.

5. INDEBTEDNESS

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-		-	
ii) Interest due but not paid	-		-	
iii) Interest accrued but not due	-		-	
Total (i+ii+iii)	-		-	
Change in Indebtedness during the financial year				
• Addition		1,87,182		1,87,182
• Reduction				
Net Change		1,87,182		1,87,182
Indebtedness at the end of the financial year				
i) Principal Amount		1,87,182		1,87,182
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)		1,87,182		1,87,182

6. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

On account of Company having inadequate profits, there was no remuneration paid to Directors of the Company.

Remuneration to Key Managerial Personnel Other Than MD / Manager / WTD

Sr. No.	Particulars of Remuneration			
1	Gross Salary	Manish Mourya (CS)	Mahendra Bhurat (CFO)	Total Amount
(a)	Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961.	-	2,26,667*	2,26,667
(b)	Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-	-
(c)	Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961.	-	-	-
2	Stock Option			
3	Sweat Equity			
4	Commission as % of profit others, specify			
5	Others, please specify			
Total		-	2,26,667	2,26,667*

*Mr. Mahendra Kumar Bhurat was appointed as CFO on 14th November, 2018.

7. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES

There were no penalties / punishment / compounding of the offences for breach of any section of the Act, against the Company or its Directors or other Officers in default, if any, during the year.

For and on behalf of the Board of Directors of

Modulex Construction Technologies Limited

(Formerly known as Tumus Electric Corporation Limited)

Suchit Punnose
Whole Time Director
DIN: 02184524

Ajay Palekar
Managing Director
DIN: 02708940

Place: Mumbai

Date: November 14, 2019

Annexure -4
FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2019

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

To,

The Members,

MODULEX CONSTRUCTION TECHNOLOGIES LIMITED
(Formerly known as Tumus Electric Corporation Limited)

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Modulex Construction Technologies Limited (Formerly known as Tumus Electric Corporation Limited) (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on March 31, 2019 ('Audit period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

- I have examined the books, papers, minute books, forms and returns filed and other records maintained by Modulex Construction Technologies Limited (Formerly known as Tumus Electric Corporation Limited) for the financial year ended on March 31, 2019 according to the provisions of:
 - i. The Companies Act, 2013 (the Act) and the rules made thereunder;
 - ii. The Securities Contracts (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 Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz.:-
 - 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, 2009 as amended in 2018;

- d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, The Securities and Exchange Board of India (Share Based Employee Benefits) Regulation 2014; **(Not applicable to the company during the Audit Period)**
- e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the company during the Audit Period)**
- f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not applicable to the company during the Audit Period)** and
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(Not applicable to the company during the Audit Period)**

I have also examined compliance with the applicable clauses of the following:

- i. Secretarial Standards issued by The Institute of Company Secretaries of India.
- ii. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments made thereunder;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that

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

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

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

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

I further report that during the audit period the Company had passed special resolution(s) for the following business purpose(s):

- 1. Change in name of the Company from “Tumus Electric Corporation Limited” to “Modulex Construction Technologies Limited” and consequent change in Memorandum and Articles of Association of the Company through postal ballot on April 23, 2018.
- 2. Change of main objects of the Company and consequent change in Memorandum and Articles of Association of the Company through postal ballot on April 23, 2018.

3. Issue of 6,39,83,129 equity shares on preferential basis through postal ballot on August 1, 2018. However, the Board of Directors considered and allotted 4,15,72,186 equity shares.
4. Shifting of the registered office of the Company from jurisdiction of Registrar of Companies, Mumbai to jurisdiction of Registrar of Companies, Pune (within the state of Maharashtra) and consequent alteration of Memorandum of Association through postal ballot on August 1, 2018.
5. Reiteration of special resolution pertaining to issue of 6,39,83,129 equity shares on preferential basis earlier passed through Postal Ballot on August 1, 2018 at the 45th Annual General Meeting of the Company on September 27, 2018.
6. Issue of 1,06,76,062 equity shares on preferential basis through postal ballot on March 28, 2019.

I further report that during the audit period the Company has not passed any resolution for:

- i. Redemption / buy-back of securities.
- ii. Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013.
- iii. Merger / amalgamation / reconstruction, etc.
- iv. Foreign technical collaborations.

SONAM JAIN

Practising Company Secretary

Membership No.31862

Certificate of Practice No. 12402

Place: Mumbai

Date: July 9, 2019

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 conforms 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.

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 are liable to retire by rotation. The appointment of the Executive Directors including the tenure and terms of remuneration are also approved by the members at the first meeting after the said appointment.

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 March 31, 2019.

During the year under review Six (6) Board meetings were held on May 28, 2018, June 23, 2018, August 14, 2018, November 14, 2018, February 14, 2019 and February 18, 2019. 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 maximum time-gap between any two meetings did not exceed 120 days.

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	Chairman & Managing Director	1	Nil	Nil	6	Present	Nil
2.	Mr. Suchit Punnose DIN: 02184524	Whole Time Director (Promoter)	6	Nil	Nil	6	Present	17,80,965 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	6	Present	1,40,404 equity shares
5.	Mrs. Rakhee Amit Agarwal DIN: 08081921	Non – Executive Independent Director	1	Nil	Nil	3	Present	Nil
6	Mr. Raj Kumar Sharma* DIN: 00998552	Additional Non – Executive Director	1	Nil	Nil	Nil	NA	Nil

* Appointed w.e.f. August 14, 2019.

#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 fulfills the conditions as specified in Listing Regulations and are independent of the management.

Annual Independent Directors Meeting: In accordance with the provisions of Schedule IV of the Act, a separate meeting of the Independent Directors was held during the year on February 14, 2019, to review the performance of the Executive Directors including the Chairman of the Board and performance of the Board as a whole. The Executive Directors did not take part in the meeting.

Familiarisation Programme for Independent Directors: The Familiarisation 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. For details kindly refer the Directors' Report.

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
Behavioral 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 possesses 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 May 28, 2018, June 23, 2018, August 14, 2018, November 14, 2018 and February 14, 2019.

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	4
Mr. Ajay Palekar	Executive 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.
- Review and monitor the auditor's independence and performance and effectiveness of audit process.
- 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. T. P. Ostwal & Associates LLP, Chartered Accountants, registered with the Institute of Chartered Accountants (ICAI Firm Registration No. 124444W / W100150), 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. 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 for the directors, key managerial personnel and other employees.

During the year under review, 1 (one) meeting of the Committee was held on November 14, 2018.

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	1
Mr. Aditya Vikram Kanoria	Non-Executive & Independent Director	Member	1
Mrs. Rakhee Agarwal	Non-Executive & Independent Director	Member	0

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, 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 emerging stage, it requires funds for further operational activities and expansions. Due to inadequate profits of the Company, the Executive Directors and Company Secretary voluntarily waived their remuneration and Independent Directors waived their sitting fees for the financial year 2018-19. Therefore no remuneration has been paid to Directors and Company Secretary during the year under review.

Remuneration to Key Managerial Personnel Other Than MD / Manager / WTD

Sr. No.	Particulars of Remuneration			
1	Gross Salary	Manish Mourya (CS)	Mahendra Kumar Bhurat (CFO)	Total Amount
(a)	Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961.	-	2,26,667*	2,26,667
(b)	Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-	-
(c)	Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961.	-	-	-
2	Stock Option			
3	Sweat Equity			
4	Commission as % of profit others, specify			
5	Others, please specify			
	Total	-	2,26,667	2,26,667

*Mr. Mahendra Kumar Bhurat was appointed as CFO on 14th November, 2018.

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 our Directors are eligible for any severance fees.

3.3 STAKEHOLDERS RELATIONSHIP COMMITTEE

In accordance with the provisions of Regulation 20 of the Listing Regulations, the Stakeholder Relationship Committee comprises of Mr. Aditya Vikram Kanoria, Mr. Ajay Palekar and Mr. Suchit Punnose as its members.

Pursuant to the amendment in the Listing Regulations requiring at least three directors as members of the Committee, the Stakeholders Relationship Committee was reconstituted where Mr. Suchit Punnose was appointed as a member of the Committee with effect from 1st April, 2019.

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

The Stakeholders' Relationship Committee's composition and the terms of reference meets with the requirements of the Listing Regulations and provisions of the Act. During the year under review, no Stakeholders Relationship Committee meetings were held.

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 securities 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.

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 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, one meeting of Securities Committee meetings were held on February 14, 2019

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 2018-19, the Company had received one complaint from a investor, which was promptly disposed off and accordingly there were no complaints pending as at the end of the financial year. Complaints or queries relating to the shares and/or Debentures can be forwarded to the Company's Registrar and Transfer Agent - Purva Sharegistry (India) Private Limited at 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Off N.M. Joshi Marg, near Lodha Excelus, Lower Parel (E), Mumbai- 400 011, Tel: +91-22-2301 8261 / 6761 Fax: +91-22-2301 2517.

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
43rd AGM	2015-2016	September 30, 2016	1207A, P. J. Towers, Dalal Street, Fort, Mumbai - 400 001.	11.30 a.m.
44th AGM	2016-2017	September 29, 2017	1207A, P. J. Towers, Dalal Street, Fort, Mumbai - 400 001.	10.00 a.m.
45th AGM	2017-2018	September 27, 2018	MCA Club, RG-2, G-Block, Bandra Kurla Complex Mumbai - 400 051.	3.00 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
September 30, 2016	1	Issue of Equity Shares on Preferential basis to Promoters.
September 29, 2017	0	-
September 27, 2018	1	Issue of Equity Shares on Preferential Basis by Swap of Shares

- 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

a. During the year, the Company sought the approval of the shareholders through notice of postal ballot dated March 20, 2018 for the following resolutions:

1. Appointment of Mr. Suchit Punnose (DIN: 02184524) as Whole Time Director of the Company (Ordinary Resolution)
2. Appointment of Mr. Ajay Palekar (DIN: 02708940) as Managing Director of the Company (Ordinary Resolution)
3. Appointment of Mr. Aditya Vikram Kanoria (DIN: 07002410) as an Independent Director of the Company (Ordinary Resolution)
4. Appointment of Ms. Rakhee Agarwal (DIN: 08081921) as an Independent Director of the Company (Ordinary Resolution)
5. Appointment of Mr. Sandeep Khurana (DIN: 02118658) as an Independent Director of the Company (Ordinary Resolution)
6. To consider and approve the change of name of the Company and consequent change in Clause I of the Memorandum of Association and Articles of Association of the Company (Special Resolution)
7. To consider and approve the change of main objects of the Company and consequent change in Clause III of the Memorandum of Association of the Company (Special Resolution)
8. To consider and approve the increase of authorized share capital of the Company and alteration of the capital clause of the Memorandum of Association of the Company (Ordinary Resolution)
9. To consider and approve issue of 4,63,83,500 equity shares on preferential basis by swap of shares (Special Resolution).

Details of Voting Pattern were as under:

Resolution No. 1 - To appoint Mr. Suchit Punnose (DIN: 02184524) as Whole Time Director of the Company

Resolution required: (Ordinary/ Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes– in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public-Institutions	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public- Non Institutions	E-Voting	27600	27300	98.91	26200	1100	95.97	4.03
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		300	1.09	300	-	100	-
	Total	27600	27600	100	26500	1100	96.01	3.99
Total		27600	27600	100	26500	1100	96.01	3.99

Resolution No. 2 – To appoint Mr. Ajay Palekar (DIN: 02708940) as Managing Director of the Company.

Resolution required: (Ordinary/ Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes– in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	-	-	-	-	-	-	-

Public-Institutions	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public- Non Institutions	E-Voting	27600	27300	98.91	26200	1100	95.97	4.03
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		300	1.09	300	-	100	-
	Total	27600	27600	100	26500	1100	96.01	3.99
Total		27600	27600	100	26500	1100	96.01	3.99

Resolution No. 3 – To appoint Mr. Aditya Vikram Kanoria (DIN: 07002410) as an Independent Director of the Company.

Resolution required: (Ordinary/ Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes– in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public-Institutions	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public- Non Institutions	E-Voting	27600	27300	98.91	26200	1100	95.97	4.03
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		300	1.09	300	-	100	-
	Total	27600	27600	100	26500	1100	96.01	3.99
Total		27600	27600	100	26500	1100	96.01	3.99

Resolution No. 4 – To appoint Ms. Rakhee Amit Agarwal (DIN: 08081921) as an Independent Director of the Company.

Resolution required: (Ordinary/ Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes– in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public-Institutions	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public- Non Institutions	E-Voting	27600	27300	98.91	26200	1100	95.97	4.03
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		300	1.09	300	-	100	-
	Total	27600	27600	100	26500	1100	96.01	3.99
Total		27600	27600	100	26500	1100	96.01	3.99

Resolution No. 5 – To appoint Mr. Sandeep Khurana (DIN: 02118658) as an Independent Director of the Company.

Resolution required: (Ordinary/ Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes– in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	-	-	-	-	-	-	-

Public- Institutions	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public- Non Institutions	E-Voting	27600	27300	98.91	26200	1100	95.97	4.03
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		300	1.09	300	-	100	-
	Total	27600	27600	100	26500	1100	96.01	3.99
Total		27600	27600	100	26500	1100	96.01	3.99

Resolution No. 6 – To consider and approve the change of name of the company and consequent change in clause I of the Memorandum of Association and Articles of Association of the Company.

Resolution required: (Ordinary/ Special)			Special Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes– in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public- Institutions	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public- Non Institutions	E-Voting	27600	27300	98.91	26200	1100	95.97	4.03
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		300	1.09	300	-	100	-
	Total	27600	27600	100	26500	1100	96.01	3.99
Total		27600	27600	100	26500	1100	96.01	3.99

Resolution No. 7 – To consider and approve the change of main objects of the Company and consequent change in clause III of the Memorandum of Association of the Company.

Resolution required: (Ordinary/ Special)			Special Resolution					
Whether promoter/ promoter group are interested in the agenda/ resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes– in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Institutions	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public- Non Institutions	E-Voting	27600	27300	98.91	26200	1100	95.97	4.03
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		300	1.09	300	-	100	-
	Total		27600	27600	100	26500	1100	3.99
Total		27600	27600	100	26500	1100	96.01	3.99

Resolution No. 8 – To consider and approve the increase of Authorised Share Capital of the Company and alteration of the Capital Clause in the Memorandum of Association of the Company

Resolution required: (Ordinary/ Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes– in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		-	-	-	-	-	-

Public- Institutions	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public- Non Institutions	E-Voting	27600	27300	98.91	26200	1100	95.97	4.03
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		300	1.09	300	-	100	-
	Total	27600	27600	100	26500	1100	96.01	3.99
Total		27600	27600	100	26500	1100	96.01	3.99

Resolution No. 9 – To consider and approve issue of 4,63,83,500 Equity Shares on preferential basis by swap of shares

Resolution required: (Ordinary/ Special)			Special Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes– in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public- Institutions	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public- Non Institutions	E-Voting	27600	27300	98.91	26200	1100	95.97	4.03
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		300	1.09	300	-	100	-
	Total	27600	27600	100	26500	1100	96.01	3.99
Total		27600	27600	100	26500	1100	96.01	3.99

b. During the year, the Company sought the approval of the shareholders through notice of postal ballot dated June 23, 2018 for the following resolutions:

1. To consider and approve issue of 6,39,83,129 equity shares on preferential basis by swap of shares (Special Resolution).
2. To consider and approve shifting of the registered office and consequent alteration of memorandum of association (Special Resolution).
3. To consider and approve appointment of M/s. CNK & Associates LLP, Chartered Accountants as Statutory Auditors of the Company to fill the casual vacancy caused due to the resignation of M/s. Bhattar & Co., Chartered Accountants (Ordinary Resolution).

Details of Voting Pattern were as under:

Resolution No. 1 - To consider and approve issue of Equity Shares on Preferential Basis by Swap of Shares.

Resolution required: (Ordinary/ Special)			Special Resolution					
Whether promoter/ promoter group are interested in the agenda/ resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes– in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	886890	886890	100.00	886890	0	100.00	0.00
	PoH		-	-	-	-	-	-
	Postal Ballot		0	0.00	0	0	0	0.00
	Total	886890	886890	100.00	886890	0	100.00	0.00
Public-Institutions	E-Voting	200	0	0.00	0	0	0	0
	PoH		-	-	-	-	-	0
	Postal Ballot		0	0.00	0	0	0	0
	Total	200	0	0.00	0	0	0	0
Public- Non Institutions	E-Voting	398185	26850	6.74	25750	1100	95.90	4.09
	PoH		-	-	-	-	-	-
	Postal Ballot		0	0	0	0	0	0
	Total	398185	26850	6.74	25750	1100	95.90	4.09
Total		1285275	913740	71.09	912640	1100	99.87	0.12

Resolution No. 2 – To consider and approve shifting of the Registered Office and consequent alteration of Memorandum of Association.

Resolution required: (Ordinary/ Special)			Special Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes– in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	886890	886890	100.00	886890	0	100.00	0.00
	PoH		-	-	-	-	-	-
	Postal Ballot		0	0.00	0	0	0	0.00
	Total	886890	886890	0.00	886890	0	100.00	0.00
Public-Institutions	E-Voting	200	0	0.00	0	0	0	0
	PoH		-	-	-	-	-	0
	Postal Ballot		0	0.00	0	0	0	0
	Total	200	0	0.00	0	0	0	0
Public- Non Institutions	E-Voting	398185	26850	6.74	25750	1100	95.90	4.09
	PoH		-	-	-	-	-	-
	Postal Ballot		0	0	0	0	0	0
	Total	398185	26850	6.74	25750	1100	95.90	4.09
Total		1285275	913740	71.09	912640	1100	99.87	0.12

Resolution No. 3 – To consider and approve appointment of M/s. CNK & Associates LLP, Chartered Accountants as Statutory Auditors of the Company to fill the casual vacancy caused due to the resignation of M/s. Bhatte & Co., Chartered Accountants.

Resolution required: (Ordinary/ Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes– in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	886890	886890	100.00	886890	0	100.00	0.00
	PoH		-	-	-	-	-	-
	Postal Ballot		0	0.00	0	0	0	0.00
	Total	886890	886890	100.00	886890	0	100.00	0.00

Public-Institutions	E-Voting	200	0	0.00	0	0	0	0
	Poll		-	-	-	-	-	0
	Postal Ballot		0	0.00	0	0	0	0
	Total	200	0	0.00	0	0	0	0
Public- Non Institutions	E-Voting	398185	26850	6.74	25750	1100	95.90	4.09
	Poll		-	-	-	-	-	-
	Postal Ballot		0	0	0	0	0	0
	Total	398185	26850	6.74	25750	1100	95.90	4.09
Total		1285275	913740	71.09	912640	1100	99.87	0.12

- c. During the year, the Company sought the approval of the shareholders through notice of postal ballot dated February 14, 2019 for the following resolutions:

1. To consider and approve issue of Equity Shares to Promoters and Non-Promoters on preferential basis

Details of Voting Pattern were as under:

Resolution required: (Ordinary/ Special)			Special Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes– in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	13077420	13077420	100.00	13077420	0	100.00	0.00
	Poll		-	-	-	-	-	-
	Postal Ballot		0	0.00	0	0	0	0.00
	Total	13077420	13077420	100.00	13077420	0	100.00	0.00
Public-Institutions	E-Voting	200	0	0.00	0	0	0	0
	Poll		-	-	-	-	-	0
	Postal Ballot		0	0.00	0	0	0	0
	Total	200	0	0.00	0	0	0	0
Public- Non Institutions	E-Voting	29779841	22204363	74.5617	22204363	0	100.00	0.00
	Poll		100	0.0003	100	-	-	-
	Postal Ballot		22204463	74.5620	22204463	0	100.00	0.00
	Total	29779841	22204463	74.5620	22204463	0	100.00	0.00
Total		42857461	35281883	82.3238	35281883	0	100.00	0.00

Procedure for Postal Ballot:

The Company conducted the postal ballot in accordance with the provisions of Section 110 of the Act read with Rule 22 of the Companies (Management & Administration) Rules, 2014 (“Rules”). The Company had completed the dispatch of the Postal Ballot Notice along with the Explanatory Statement, postal ballot form and self-addressed business reply envelopes to the Shareholders who had not registered their e-mail IDs with the Company/Depositories and also sent by e-mail the said

documents to Shareholders whose e-mail IDs were registered with the Company/Depositories. The Company also published notice in newspaper(s) declaring the details of completion of dispatch and other requirements as mandated under the provisions of the Act and Rules framed thereunder. In compliance with the provisions of Sections 108 & 110 of the Act and Rule 20 & 22 of the Rules read with Regulation 44 of the Listing Regulations, the Company had offered the facility of e-voting to its members to enable them to cast their votes electronically. Upon completion of scrutiny of the postal ballot forms and votes cast through e-voting in a fair and transparent manner, the scrutinizer submitted his report to the Company and the results of the postal ballot were announced by the Company. The voting results were sent to the BSE Limited (BSE) (Stock Exchange where the securities of the Company are listed) and displayed on the Company's website <https://modulex.in> and on the website of the Depository.

None of the business(es) proposed to be transacted in the ensuing AGM require special resolution through postal ballot.

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 by Regulation 33 of the Listing Regulations within 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.
- 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 at all times.

7 PREVENTION OF INSIDER TRADING

The Company has instituted 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>

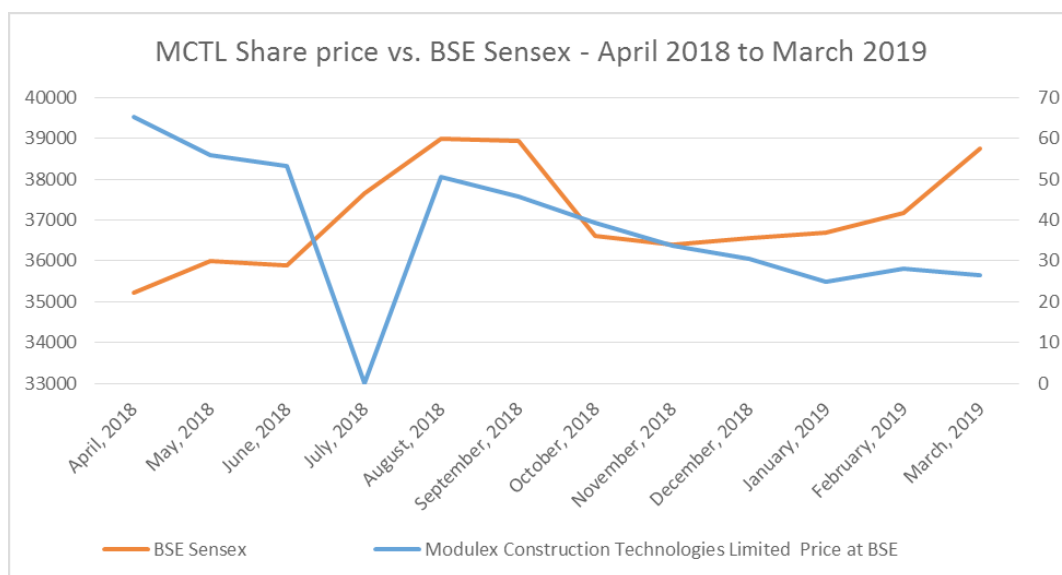
8. GENERAL SHAREHOLDER INFORMATION

1.	Annual General Meeting Date, Time and Venue	Date: December 17, 2019 Time: 2.30 pm Venue: Royal Connaught Boat Club 7/8, Boat Club Road, Pune – 411001,
2.	Financial Year	March 31, 2019
3.	Dates of Book Closure	NA
4.	Dividend	In view of losses 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	The Company has paid annual listing fees for the financial year 2019-20 to the BSE within the stipulated time.
7.	Stock Code	504273
8.	Registrar to issue & Share Transfer Agents	Purva Sharegistry (India) Pvt. Ltd Add: Unit no. 9, Shiv Shakti Ind. Estt., J. R. Boricha Marg, Lower Parel (E), Mumbai 400 011 Tel: 91-22-2301 8261 / 6761 Fax: +91-22-2301 2517 Website: www.purvashare.com ; email: busicomp@vsnl.com
9.	Share Transfer System	The Board of Directors has delegated the authority to transfer the shares to M/s Purva Sharegistry (India) Pvt. Ltd, Registrar and Share Transfer Agent of the Company. The Share Transfer Agent attends 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, 9 th Floor, Unit No.915, BKC, Mumbai-400051 Tel No.: 022 – 22721981 E-mail.: bhoomimewada@modulex.in , compliance@modulex.in Website: https://modulex.in
12.	Dematerialization of Shares and liquidity	As on March 31, 2019: 4,26,54,328 Equity Shares of the Company constituting 99.11% of the Equity Share capital are held in Dematerialized form. The Equity Shares of the Company are traded only in dematerialized form on the BSE.
13.	Electronic Clearing Services (ECS)	Members are requested to update their bank account details with their respective Depository Participants for shares held in the electronic form or write to the Company's Registrar and Share Transfer Agent M/s Purva Sharegistry (India) Pvt. Ltd.
14.	Investor Complaints to be addressed to	Registrar and Share Transfer Agent - M/s Purva Sharegistry (India) Pvt. Ltd 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 impact on equity.	The Company has not issued any GDRs/ ADRs/ Warrants. There are no outstanding convertible instruments as on March 31, 2019.

16. Market Price Data & comparison to BSE Sensex

The price of the Company's Share - High, Low during each month in the last financial year 2018-19 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 price	Low price
April, 2018	65.15	58.85	35213.30	32972.56
May, 2018	55.95	55.95	35993.53	34302.89
June, 2018	53.20	53.20	35877.41	34784.68
July, 2018	-	-	37644.59	35106.57
August, 2018	50.55	48.05	38989.65	37128.99
September, 2018	45.65	41.25	38934.35	35985.63
October, 2018	39.20	35.40	36616.64	33291.58
November, 2018	33.65	32.00	36389.22	34303.38
December, 2018	30.40	26.15	36554.99	34426.29
January, 2019	24.85	16.65	36701.03	35375.51
February, 2019	28.00	22.20	37172.18	35287.16
March, 2019	26.60	21.75	38748.54	35926.94



17. 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 Pvt. Ltd.. 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 June 08, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 01, 2019 unless the securities are held in the dematerialised 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 Practicing Company Secretary to the effect that all certificates have been issued within thirty days of the date of lodgement of the transfer, sub-division, consolidation and renewal etc. as required under Regulation 40(9) of the Listing Regulations and the same were submitted to the Stock Exchanges.

A Company Secretary in Practice carried out an Audit on quarterly basis to reconcile the total admitted capital with NSDL and CDSL and the total issued & listed capital. The Audit confirms that the total issued / listed capital is in agreement with the aggregate of the total number of shares in physical form and the total number of shares in dematerialized form. The reconciliation of Share Capital Audit Report issued by the Company Secretary in Practice in this regard is submitted to the Stock Exchanges on a quarterly basis.

18. Distribution of Shareholding as on March 31, 2019

No. of Shares of Rs. 10/- each	Shareholders		Equity Shares	
	Number	% of total shareholders	Number	% of total shares
Upto 5,000	2685	92.59	2093550	0.49
5,001 – 10,000	27	0.93	226500	0.05
10,001 - 20,000	15	0.52	216670	0.05
20,001 - 30,000	5	0.17	136900	0.03
30,001 - 40,000	3	0.10	102110	0.02
40,001 - 50,000	2	0.07	85510	0.02
50,001 - 1,00,000	5	0.17	405440	0.09
1,00,001 & Above	158	5.45	425307930	99.24
TOTAL	2,900	100.00	428574610	100.00

19. Shareholding Pattern as on March 31, 2019

The broad shareholding distribution of the Company as on March 31, 2019 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	1,30,77,420	30.51
2.	Public	2,897	2,97,79,841	69.49
	Total	2,900	4,28,57,461	100

9. OTHER 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 the Regulation 23 of the Listing Regulations, the Board of Directors have 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 behavior. 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 behavior, 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 as at the Financial Year ended March 31, 2019 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. The preferential issue of 4,15,72,186 equity shares was through swap of shares during the financial year 2018-19. There is no pending utilization of any of its earlier issue proceeds as on March 31, 2019.

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 March 31, 2019.

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. This Report is also placed before the Board for its noting.

h. Certificate from Practicing Company Secretary

The Company has obtained a Certificate from Practicing Company Secretary

M/s. J Vadhvana Associates, 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. 33,61,444.
- 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 2018-19: Nil
 - b. number of complaints disposed of during the financial year 2018-19: Nil

- c. number of complaints pending as on end of the financial year 2018-19: 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
2	Audit Committee	18(1)	Composition of Audit Committee & presence of the Chairman of the Committee at the AGM	Yes
		18(2)	Meeting of Audit Committee	Yes
		18(3)	Role of the Committee and review of information by the Committee	Yes
3	Nomination & Remuneration Committee	19(1) & (2)	Composition of Nomination & Remuneration Committee	Yes
		19(3)	Presence of the Chairman of the Committee at the AGM	Yes
		19(4)	Role of the Committee	Yes

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

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

Suchit Punnose
Whole Time Director
DIN: 02184524

Place: Mumbai

Date: November 14, 2019

Ajay Palekar
Managing Director

DECLARATION IN RESPECT OF CODE OF CONDUCT

In accordance with 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 March 31, 2019.

Place: Mumbai
Date: November 14, 2019

Ajay Palekar
Managing Director
02708940

CERTIFICATE UNDER REGULATION 34(3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

To
The Board of Directors of
Modulex Construction Technologies Limited
(Formerly known as Tumus Electric Corporation Limited)

In my opinion and to the best of my information and according to our examination of the relevant records and information provided by **MODULEX CONSTRUCTION TECHNOLOGIES LIMITED** ('the Company') and based on declarations submitted by the Directors in this regard for the period from 1st April, 2018 to 31st March, 2019 for the purpose of issuing a Certificate as per Regulation 34(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the LODR Regulations') read with Part C of Schedule V of the LODR Regulations, I hereby certify that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India or Ministry of Corporate Affairs or any such statutory authority for the period from 1st April, 2018 to 31st March, 2019.

For J Vadhvana & Associates
Company Secretaries

CS Jagruti Vadhvana
ACS. No.: 24538
CP No.: 11965

Place: Mumbai
Date: June 5, 2019

CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members of
Modulex Construction Technologies Limited
(Formerly known as Tumus Electric Corporation Limited)

I have examined the compliance of the conditions of Corporate Governance by Modulex Construction Technologies Limited ('the Company') for the year ended 31st March 2019, as stipulated in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations').

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

In my opinion and to the best of my information and according to the explanations given to me, and the representations made by the Directors and the management, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations during the year ended 31st March 2019.

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

SONAM JAIN

Practicing Company Secretary
FCS No. 9871
CP No. 12402

Place: Mumbai

Date: 24th July, 2019

MD –CFO CERTIFICATE

To,
The Board of Directors
Modulex Construction Technologies Limited
(Formerly known as Tumus Electric Corporation Limited)

Subject: Certificate on financial statements for the financial year ended March 31, 2019 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 March 31, 2019 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
Chief Financial Officer

Place: Mumbai

Date: November 14, 2019

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF MODULEX CONSTRUCTION TECHNOLOGIES LIMITED ("Formerly known as Tumus Electric Corporation Limited")

REPORT ON THE STANDALONE IND AS FINANCIAL STATEMENTS

Opinion

We have audited the accompanying Standalone Ind AS financial statements of **Modulex Construction Technologies Limited ("Formerly known as Tumus Electric Corporation Limited") ("the Company")**, which comprises the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss (including other comprehensive Income), the Statement of Change in Equity and the Cash Flows for the year then ended, and notes to the Financial Statements, including a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Ind AS 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, 2019, and its Profit (including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

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

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.

<i>Key Audit Matter</i>	<i>Auditor's Response</i>
<p><i>Investments in subsidiaries</i></p> <p>During the year the Company has acquired 5,56,91,886 equity shares of Modulex Modular Buildings Private Limited by allotting 4,15,72,186 equity shares on preferential basis by swap of shares as per valuation approved by Bombay Stock Exchange.</p> <p>Investments in subsidiaries made during the year, account for a significant percentage of the Company's net assets. Management assesses major investments whether there are indications of impairment and determines the recoverable amounts of the investments recognized on the balance sheet.</p> <p>As such investment is made recently during the current year based on independent valuation, impairment testing is not considered necessary.</p> <p>Refer Notes 2 to the Standalone Financial Statements.</p>	<p><i>Principal Audit Procedures</i></p> <p>Our audit approach consisted of complete verification of the correctness of accounting and legal compliance for such investments</p> <p>Testing the design and operating effectiveness of the internal controls and substantive testing as follows:</p> <ul style="list-style-type: none"> • Relying on the appropriateness of the valuation report provided by the management for the fair value of shares of the company. • Relying on the valuation report based on which shares were acquired during the year • Verification of the share certificate as evidence of investments in possession of the Company.
<p><i>Issue of Share Capital on Private Placement Basis</i></p> <p>During the year, the Company has issued 4,15,72,186 number of equity shares on Private Placement basis to shareholders of Modulex Modular Buildings Private Limited. The valuation and issue price of Equity Shares done in accordance Stock Exchange regulations along with various compliances/ rules and regulations of Companies Act 2013, Securities and Exchange Board of India (SEBI) and any other relevant Act to be adhered to before the issue of shares.</p>	<p><i>Principal Audit Procedures</i></p> <p>Our audit procedure included the following:</p> <ul style="list-style-type: none"> • Review of resolutions passed by the Company for issue of shares • Review of "in-principle" approval received for issue of shares • Obtaining valuation certificate of independent valuer to determine issue price, which is also approved by Bombay Stock Exchange (BSE) • Obtaining listing certificate received from BSE • Verification of post issue compliances

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

The Company's Board of Directors is responsible for the preparation of 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 statements and our auditor's report thereon. Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Standalone Ind AS financial statements to give a true and fair view of the state of affairs (financial position), Profit and Loss (financial performance including other comprehensive income), cash flows and change in equity of the Company in accordance with the accounting principles generally accepted in India, including the accounting standards specified under section 133 of the Act.

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

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

The Board of Directors are also responsible for overseeing the company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

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

As part of an audit in accordance with SAs, we exercise professional judgment and maintain 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 Act, 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 controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the 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 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 financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matter

1. The comparative financial information of the Company for the year ended March 31, 2018 prepared in accordance with Ind AS, included in these standalone financial statements, have been audited by the predecessor auditors. The report of the predecessor auditor on the comparative information dated May 28, 2018 expressed an unmodified opinion.

Report on Other Legal and Regulatory Requirements

- 1) As required by 'the Companies (Auditor's Report) Order, 2016, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (hereinafter referred to as the "Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the Order.
- 2) As required by Section 143 (3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

- c) The Balance Sheet, the statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this report are in agreement with the books of account;
- d) In our opinion, the aforesaid Standalone Ind AS financial statements comply with the 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, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 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” to this report;
- g) With respect to the other matters to be included in the Auditors’ Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our knowledge and belief and according to the information and explanations given to us:
 - i. the Company has no pending litigations as at March 31, 2019 on its financial position in its Standalone Ind AS financial statements to the extent determinable/ascertainable;
 - ii. the Company does not have long term contracts including derivate contracts for which there were any requirement to provide for 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 T. P. Ostwal & Associates LLP

Chartered Accountants

(Registration No. 124444W/W100150)

Anil A. Mehta

Partner

Membership Number: 030529

Place: Mumbai

Date: May 29, 2019

ANNEXURE A TO INDEPENDENT AUDITORS' REPORT ON THE STANDALONE IND AS FINANCIAL STATEMENT OF MODULEX CONSTRUCTION TECHNOLOGIES LIMITED

Referred to in paragraph 1 under “Report on Other Legal and Regulatory requirement” section of our report of even date

- i According to information and explanation given to us, the Company does not have any fixed asset and accordingly Paragraph 3 (i)(a) to (c) of the Order are not applicable to the Company.
- ii According to information and explanation given to us, the Company has no inventories during the year or as at 31st March 2019 and accordingly the clause is not applicable to the Company.
- iii According to information and explanation given to us, the Company has not granted any loan, secured or unsecured to companies, firms, Limited Liability Partnership firm or other parties, covered in the register maintained under section 189 of the Companies Act 2013. Accordingly Paragraph 3 (iii) (a), 3 (iii)(b) and 3(iii)(c) of the Order are not applicable to the Company.
- iv In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Companies Act, 2013, to the extent applicable, in respect of the loans, investments, guarantees and security.
- v The Company has not accepted any deposits from the public within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly Paragraph 3(v) of the Order is not applicable to the Company.
- vi According to the information and explanations given to us, the maintenance of cost records under sub section (1) of section 148 of the Companies Act is not applicable to the Company.
- vii (a) According to the information and explanations given to us and for the records of the Company examined by us, undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales tax, Service Tax, duty of Custom, duty of excise, Value Added Tax, Cess, Goods and Service Tax (GST) and other material statutory dues, as applicable, have not been regularly deposited with the appropriate authorities.

According to the information and explanation given to us by the management, the dues of Income Tax deducted and outstanding for more than six months are as follows:

Nature of the Statute	Nature of Dues	Amount (in Rs)	Period to which the Amount relates
Income Tax Act 1961	Tax deducted at Source (194J)	2,08,147	2018-19

- (b) According to the information and explanations given to us and the records of the Company examined by us, there are no disputed statutory dues that have not been deposited on account of disputed matters pending before appropriate authorities.
- viii There are no loans or borrowings payable to government, any financial institution or banks during the year. The Company has no debenture during the year. Accordingly, the paragraph 3 (viii) of the Order is not applicable to the Company.
- ix According to the information and explanations given to us, the term loans have been applied for the purposes for which they were obtained. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments).

- x 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.
- xi According to the information and explanations given to us, the Company has not paid / provided for any managerial remuneration during the year.
- xii In our opinion and according the information and explanation given to us, the Company is not a Nidhi Company. Accordingly, paragraph 3(xii) of the Order is not applicable to the Company.
- xiii According to the information and explanation given to us and based on our verification of the records of the Company and on the basis of review and approval by the Board and Audit Committee, the transactions with related parties are in compliance with Section 177 and 188 of the Act where applicable and the details of such transactions have been disclosed in the Standalone Ind AS financial statements as required by the applicable accounting standards.
- xiv During the year, the Company has made private placement of shares during the year on non-cash basis under swap arrangement for the purpose of acquiring shares of subsidiary as stated in note 6 to the standalone financial statements. In respect of the same, in our opinion, the Company has complied with the requirements of section 42 of the Act and Rules framed there under.
- xv According to the information and explanation given to us and based on our examination of the records of the Company, the Company has not entered into any non-cash transactions with its directors or persons connected with them during the year. Accordingly, paragraph 3(xv) of the Order is not applicable to the Company.
- xvi The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, paragraph 3(xvi) of the Order is not applicable to the Company.

For T. P. Ostwal & Associates LLP

Chartered Accountants

(Registration No. 124444W/W100150)

Anil A. Mehta

Partner

Membership Number: 030529

Place: Mumbai

Date: May 29, 2019

ANNEXURE B TO INDEPENDENT AUDITORS' REPORT ON THE STANDALONE IND AS FINANCIAL STATEMENT OF MODULEX CONSTRUCTION TECHNOLOGIES LIMITED ("Formerly known as Tumus Electric Corporation Limited")

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

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

1. We have audited the internal financial controls over financial reporting of Modulex Construction Technologies Limited ("the Company") as of March 31, 2019 in conjunction with our audit of the Standalone Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

3. 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 and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.
4. 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 Ind AS financial statements, whether due to fraud or error.
5. 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

6. 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 Ind AS 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
- i. Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
 - ii. Provide reasonable assurance that transactions are recorded as necessary to permit preparation of Standalone Ind AS 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
 - iii. 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 Ind AS financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

7. 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

8. 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 March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For T. P. Ostwal & Associates LLP

Chartered Accountants

(Registration No. 124444W/W100150)

Anil A. Mehta

Partner

Membership Number: 030529

Place: Mumbai

Date: May 29, 2019

Modulex Construction Technologies Limited
(CIN: L45100PN1973PLC182679)
Balance Sheet as on 31st March 2019

(Amount in Rs)

Particulars	Note No	As at 31st March 2019	As at 31st March 2018
ASSETS			
Non-current assets			
Property, Plant and Equipment		-	-
Financial Assets			
Non Current Investments	2	2,784,505,018	-
		2,784,505,018	-
Current assets			
Financial Assets			
Cash and cash equivalents	3	63,826	8,064,707
Bank balances other than cash & cash equivalents	4	500,000	500,000
Other current assets	5	121,314	117,579
		685,140	8,682,286
TOTAL		2,785,190,158	8,682,286
EQUITY AND LIABILITIES			
EQUITY			
Equity Share capital	6	428,574,610	12,852,750
Other Equity	7	2,351,589,352	(4,194,064)
		2,780,163,962	8,658,686
LIABILITIES			
Non-current liabilities			
Financial liabilities			
Long Term Borrowings	8	3,087,036	-
		3,087,036	-
Current liabilities			
Financial Liabilities			
Other financial liabilities	9	1,294,281	23,600
Other current liabilities	10	644,880	-
		1,939,161	23,600
TOTAL		2,785,190,158	8,682,286
The accompanying notes form an integral part of the financial statements	1		

As per our report of even date attached

T.P. Ostwal & Associates LLP
Chartered Accountants
Firm Registration No. 124444W/W100150

For and on behalf of the Board

Anil A. Mehta
Partner
Membership No. 030529

Ajay Palekar
Managing Director
(DIN 02708940)

Suchit Punnose
Director
(DIN 02184524)

Place: Mumbai
Date : May 29, 2019

Manish Mourya
Company Secretary

Mahendra Kumar Bhurat
Chief Financial Officer

Modulex Construction Technologies Limited
(CIN: L45100PN1973PLC182679)

Statement of Profit and Loss for the year ended 31st March 2019

(Amount in Rs)

Particulars	Notes	Year ended 31st March 2019	Year ended 31st March 2018
INCOME			
Revenue from operations	11	-	-
Other income	12	176,447	719,976
Total income		176,447	719,976
EXPENSES			
Employee benefits expense	13	706,667	725,000
Finance costs	14	25,521	8,386
Other expenses	15	4,313,683	695,579
Total expenses		5,045,871	1,428,965
Profit / (Loss) before tax		(4,869,424)	(708,989)
Less : Tax expenses			
- Current tax		-	-
- Deferred tax		-	-
Total tax expense		-	-
Profit / (loss) for the year		(4,869,424)	(708,989)
Other Comprehensive Income			
<u>Items that will not be reclassified subsequently to profit or loss</u>		-	-
Total comprehensive income for the year		(4,869,424)	(708,989)
Earnings per equity share	16		
Nominal value of share Rs.10 : Basic		(0.17)	(0.55)
: Diluted		(0.17)	(0.55)
The accompanying notes form an integral part of the financial statements	1		

As per our report of even date attached

T.P. Ostwal & Associates LLP
Chartered Accountants
Firm Registration No. 124444W/W100150

For and on behalf of the Board

Anil A. Mehta
Partner
Membership No. 030529

Ajay Palekar
Managing Director
(DIN 02708940)

Suchit Punnose
Director
(DIN 02184524)

Place: Mumbai
Date : May 29, 2019

Manish Mourya
Company Secretary

Mahendra Kumar Bhurat
Chief Financial Officer

Modulex Construction Technologies Limited
(CIN: L45100PN1973PLC182679)
Statement of Cash Flow for the Year Ended 31st March 2019

(Amount in Rs)

Particulars	Year ended 31st March 2019		Year ended 31st March 2018	
A. Cash Flow From Operating Activities				
Net Profit Before Tax and Extraordinary item :-		(4,869,424)		(708,989)
Adjustment for:				
Prior Period Item	-		924,868	
Profit/loss on Sale of Securities	-		-	
Interest Received on FDR	(45,251)		(45,252)	
Interest Income on Loans Receivables measured at AC	(131,196)			
Finance Cost	25,521		8,386	
		(150,926)		888,002
Operating Profit before Working Capital Charges		(5,020,350)		179,013
Adjustment for:				
(Increase) / Decrease in Other Current Assets	(3,735)		(21,410)	
Increase / (Decrease) in Financial Liabilities	1,270,681		600	
Increase / (Decrease) in Other Current Liabilities	644,880		-	
		1,911,826		(20,810)
Cash generated from Operations		(3,108,524)		158,203
Taxes Paid		-	-	-
Net Cash Flow from operating activity		(3,108,524)		158,203
B. Cash Flow From Investing Activities				
Interest Received on FDR	45,251		45,252	
Interest Income on Loans Receivables measured at AC	131,196		-	
Investment/Sale of Bonds	-		367,428	
		176,447		412,680
Net Cash used in investing activities		176,447		412,680
C. Cash Flow From Financing Activities				
Loan	3,087,036		-	
Interest & Finance Charges Paid	(25,521)		(8,386)	
Share Issue Expense	(8,130,319)		-	
		(5,068,804)		(8,386)
Net cash flow from financing activities		(5,068,804)		(8,386)
Net Increase/ (Decrease) in cash and other equivalents (A+B+C)		(8,000,881)		562,497
Cash and cash equivalents				
Opening Balance		8,564,707		8,002,210
Closing Balance		563,826		8,564,707

Note: Previous year's figures have been regrouped/rearranged to confirm to the current year's presentation, wherever necessary.

T.P. Ostwal & Associates LLP
Chartered Accountants
Firm Registration No. 124444W/W100150

For and on behalf of the Board

Anil A. Mehta
Partner
Membership No. 030529

Ajay Palekar
Managing Director
(DIN 02708940)

Suchit Punnose
Director
(DIN 02184524)

Place: Mumbai
Date : May 29, 2019

Manish Mourya
Company Secretary

Mahendra Kumar Bhurat
Chief Financial Officer

Modulex Construction Technologies Limited
(CIN: L45100PN1973PLC182679)

Statement of Changes in Equity for the year ended 31st March 2019

(a) Equity Share Capital

Particulars	Number of Shares	Amount (in Rs)
As at 1 April 2017	1,285,275	12,852,750
Add : Issue of equity share capital	-	-
As at 31 March 2018	1,285,275	12,852,750
Add : Issue of equity share capital	41,572,186	415,721,860
As at 31 March 2019	42,857,461	428,574,610

(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 1 April 2017	9,745,481	(8,541,784)	-	(4,688,771)	-	(3,485,074)
Total profit for the year	-	-	-	(708,989)	-	(708,989)
Other comprehensive income for the year	-	-	-	-	-	-
Total comprehensive income for the year	-	-	-	(708,989)	-	(708,989)
Add: Prior Period Items	-	-	-	-	-	-
As at 31 March 2018	9,745,481	(8,541,784)	-	(5,397,760)	-	(4,194,063)
As at 1 April 2018	9,745,481	(8,541,784)	-	(5,397,760)	-	(4,194,063)
Total profit/(loss) for the year	-	-	-	(4,869,424)	-	(4,869,424)
Other comprehensive income for the year	-	-	-	-	-	-
Total comprehensive income for the year	-	-	-	(10,267,184)	-	(9,063,487)
Add: Fair Value of the Equity Instrument granted	-	-	2,368,783,158	-	-	2,368,783,158
Add: Transaction Cost on the Equity Instruments	-	-	-	-	(8,130,319)	(8,130,319)
As at 31 March 2019	9,745,481	(8,541,784)	2,368,783,158	(10,267,184)	(8,130,319)	2,351,589,352

The accompanying notes form an integral part of the financial statements

1

As per our report of even date attached

T.P. Ostwal & Associates LLP
Chartered Accountants
Firm Registration No. 124444W/W100150

For and on behalf of the Board

Anil A. Mehta
Partner
Membership No. 030529

Ajay Palekar
Managing Director
(DIN 02708940)

Suchit Punnose
Director
(DIN 02184524)

Place: Mumbai
Date : May 29, 2019

Manish Mourya
Company Secretary

Mahendra Kumar Bhurat
Chief Financial Officer

Notes to 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.

1(a) Summary of significant accounting policies

1.1 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).

1.2 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; 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.

1.3 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.

1.4 Property, plant and equipment ('PPE')

The company does not have any property, plant and equipment.

1.5 Impairment of non-financial assets

The company does not have any Property, plant and equipment, So that not applicable for the Impairment of non-financial assets.

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

The company 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 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).

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.

1.7 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 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.

1.8 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.

1.9 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.

1.10 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.

1.11 Revenue recognition

Revenue is recognized when it is probable that the entity will receive the economic benefits associated with the transaction and the related revenue can be measured reliably.

1.12 Earnings per share ('EPS')

The Company presents the Basic and Diluted EPS data.

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.

1.13 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.

1.14 Standards issued but not yet effective up to the date of issuance of the Company's financial statements

The new Standards, amendments to Standards that are issued but not yet effective until the date of authorization for issuance of the said financial statements are discussed. The Company has not considered these amendments adoption and intends to adopt when they become effective. They are as follows and the effective date of these amendments are from 1st April, 2019:

- i. **Ind AS 116, Lease:** Amendment by MCA on March 30, 2019, notified Ind AS-116 new standard, which will replace existing lease standard Ind AS -17, Lease and Related Interpretation.
- ii. **Ind AS 12, Income Tax:** Amendment by MCA on March 30, 2019 in connection with accounting for dividend distribution taxes and has notified Appendix C, Uncertainty over Income Tax Treatments.
- iii. **Ind AS 19, Employees Benefits:** Amendment by MCA on March 30, 2019 in connection with accounting for plan amendments, curtailments and settlement.

1.15 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.

Financial Assets

Note 2 : Non Current Investments

(Amount in Rs)

Particulars	As at 31st March 2019	As at 31st March 2018
Investment in Subsidiary - Measured at Cost		
Investment in Equity Instruments of Modulex Moduler Buildings Pvt Ltd.* (5,56,91,886/- Equity shares of face value Rs. 10/- each)	2,784,505,018	-
	2,784,505,018	-

*The Company has made the investment in equity shares of Modulex Modular Buildings Private Limited by allotting 4,15,72,186 equity shares on preferential basis by swap of shares vide resolution dated October 26, 2018. Further, the Company has recognized its investment at cost as permitted by Ind AS 27, Separate Financial Statement.

Note 3 : Cash and cash equivalents

Particulars	As at 31st March 2019	As at 31st March 2018
Balance with Banks	63,325	8,064,207
Cash on Hand	500	500
Total	63,826	8,064,707

Note 4 : Bank balances other than cash & cash equivalents

Particulars	As at 31st March 2019	As at 31st March 2018
In Fixed Deposit with Bank of India (Maturity more than Twelve months)	500,000	500,000
Total	500,000	500,000

Note 5 : Other current assets

Particulars	As at 31st March 2019	As at 31st March 2018
Unsecured, Considered Good		
TDS Receivable	113,414	109,679
Interest Accrued on FDR	7,900	7,900
	121,314	117,579

Note 6 : Equity Share Capital

Particulars	As at 31st March 2019		As at 31st March 2018	
	Number of Shares	Amount (Rs)	Number of Shares	Amount (Rs)
Authorised Share Capital				
Cumulative Redeemable Pref Shares of Rs 10/- each	50,000	500,000	50,000	500,000
Equity Shares of Rs 10/- each	72,950,000	729,500,000	1,950,000	19,500,000
	73,000,000	730,000,000	2,000,000	20,000,000
Issued, Subscribed and Fully Paid Up Issued Capital				
Paid Up Capital Equity Shares of Rs 10/- each	65,268,404	652,684,040	1,285,275	12,852,750
Subscribed Capital				
Paid Up Capital Equity Shares of Rs 10/- each	42,857,461	428,574,610	1,285,275	12,852,750
	42,857,461	428,574,610	1,285,275	12,852,750

“Note: The Company vide Board resolution dated June 23rd, 2018 and postal ballot resolution passed on August 1st, 2018, has approved to issue its own 6,39,83,129 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 has allotted 4,15,72,186 fully paid equity shares against 5,56,91,886 fully paid equity shares on MMBPL in terms of swap ratio approved by Bombay stock Exchange (BSE).”

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

Particulars	As at 31st March 2019		As at 31st March 2018	
	No. of Shares	Amount (In Rs)	No. of Shares	Amount (In Rs)
Equity Shares				
At the beginning of the year	1,285,275	12,852,750	1,285,275	12,852,750
Issued during the year	41,572,186	415,721,860	-	-
Outstanding at the end of the year	42,857,461	428,574,610	1,285,275	12,852,750

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 2019		As at 31st March 2018	
	Number of Share	% holding	Number of Share	% holding
Red Ribbon Modulex Buildings Ltd	9,797,636	22.86%	886,790	69.00%
Providence Educational Academy Pvt Ltd.	5,451,853	12.72%	-	-
Synthite Industries	3,345,725	7.81%	-	-
Ethix Realtors Private Limited	2,987,317	6.97%	-	-
Reward Constructions Pvt Ltd	2,240,488	5.23%	-	-

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 2019		As at 31st March 2018	
	Number of Share	Amount (Rs)	Number of Share	Amount (Rs)
Equity Shares Issued under shares swap basis (refer to note number 6.1)	41,572,186	415,721,860	-	-

Note 7 : 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 2017	9,745,481	(8,541,784)	-	(4,688,771)	-	(3,485,074)
Total profit for the year	-	-	-	(708,989)	-	(708,989)
Other comprehensive income for the year	-	-	-	-	-	-
Total comprehensive income for the year	-	-	-	(708,989)	-	(708,989)
Add: Prior Period Items	-	-	-	-	-	-
	-	-	-	-	-	-
As at 31 March 2018	9,745,481	(8,541,784)	-	(5,397,760)	-	(4,194,063)

As at 1 April 2018	9,745,481	(8,541,784)	9,745,481	9,745,481	-	(4,194,063)
Total profit for the year	-	-	-	(4,869,424)	-	(4,869,424)
Other comprehensive income for the year	-	-	-	-	-	-
Total comprehensive income for the year	-	-	-	(10,267,184)	-	(9,063,487)
Add: Fair Value of the Equity Instrument granted	-	-	2,368,783,158	-	-	2,368,783,158
Add: Transaction Cost on the Equity Instruments	-	-	-	-	(8,130,319)	(8,130,319)
As at 31 March 2019	9,745,481	(8,541,784)	2,368,783,158	(10,267,184)	(8,130,319)	2,351,589,352

Financial Liabilities

Note 8 : Borrowing (Amount in Rs)

Particulars	As at 31st March 2019	As at 31st March 2018
Financial Liabilities measured at Amortised Cost		
Loan- Suchit Punnose	187,182	-
Give Vinduet Windows and Doors Private Limited	443,379	-
Modulex Modular Buildings Private Limited	2,456,475	-
	3,087,036	-

Note 9 : Other Financial Liabilities

Particulars	As at 31st March 2019	As at 31st March 2018
Audit Fees Payable	265,500	23,600
Creditors for Expense	1,028,781	-
	1,294,281	23,600

Note 10 : Other Current Liabilities

Particulars	As at 31st March 2019	As at 31st March 2018
Statutory Dues	344,317	-
Salaray Payable	266,667	-
Other	33,896	-
Total	644,880	-

Note 11 : Revenue From Operations

(Amount in Rs)

Particulars	31st March 2019	31st March 2018
Revenue From Operations	-	-
	-	-

Note 12 : Other Income

Particulars	31st March 2019	31st March 2018
Interest From Bank FDR	45,251	45,252
Interest other than FDR	-	629,880
Gain on Securities	-	44,844
Interest Income on Loans Receivables measured at Amortised Cost	131,196	-
	176,447	719,976

Note 13 : Employee Benefits Expenses

Particulars	31st March 2019	31st March 2018
Employee Benefits Expenses		
Salaries and Wages	706,667	725,000
	706,667	725,000

Note 14 : Finance Costs

Particulars	31st March 2019	31st March 2018
Interest on OD against FDR	-	386
Interest Expenses	25,521	8,000
	25,521	8,386

Note 15 : Other Expenses

Particulars	31st March 2019	31st March 2018
BSE Expenses	765,500	287,500
Advertisement Expenses	314,914	52,905
Professional & Legal Expenses	2,356,635	42,898
Other Expenses	521,690	312,276
Auditor's Remuneration	354,944	-
	4,313,683	695,579

Note 15.1: Auditor's Remuneration

Particulars	31st March 2019	31st March 2018
As auditor:		
Audit fee	177,000	-
Tax audit fee	-	
Other Matters	177,944	-
Total	354,944	

Note 16 : Earning Per Share

Particulars	31st March 2019	31st March 2018
Earnings Per Share		
Net Profit/(Loss) as per Statement of Profit & Loss (A)	(4,869,424)	(708,989)
Weighted average number of Equity Share used in computing basic/diluted earning per share (B)	28,848,204	1,285,275
Earning Per Share (Rs.) Basic/Diluted- (A/B)	(0.17)	(0.55)

17 Related Party Transactions

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

S.No.	Particulars
A)	Subsidiaries
1	Modulex Modular Buildings Pvt Ltd
B)	Step Down Subsidiary
1	Give Vinduet Windows and Doors Private Limited
C)	Key Management Personnel
1	Suchit Punnose

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

S.No.	Particulars	Amount (In Rs)	
		31st March 2019	31st March 2018
A)	Loan Taken		
	Modulex Modular Buildings Pvt Ltd	2,160,000	-
	Give Vinduet Windows and Doors Private Limited	460,000	-
	Suchit Punnose	192,000	-

iii) Related Party balances outstanding are as follows:

S.No.	Particulars	Amount (In Rs)	
		31st March 2019	31st March 2018
A)	Credit Balances		
i	Modulex Modular Buildings Pvt Ltd	2,456,475	-
ii	Give Vinduet Windows and Doors Private Limited	443,379	
iii	Suchit Punnose	187,182	-

18 Segment Reporting

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

19 Financial Instruments

A) Categories of Financial Instruments

Particulars	31st March 2019	31st March 2018
Financial Assets		
Measured at Cost		
Investment in the Equity Instruments - Subsidiary	2,784,505,018	-
Financial Liabilities		
Measured at Amortised Cost		
Loan Taken	3,087,036	-

20 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 taken loans from its subsidiary Modulex Modular Buildings private Limited worth Rs. 21,60,000/-, Step Down Subsidiary of Rs. 4,60,000/- and from its Director Suchit Punnose worth Rs. 1,92,000.

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.

21 Equity risks

The company is exposed only to non-listed equity investments. In the current year the company has invested in the equity of Modulex Modular Buildings Private Limited. The investment is to the extent of Rs. 2,78,45,05,018/- (5,56,91,886/- Equity Shares) and is 78% of its total Equity.

22 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. The maximum exposure of the financial assets represents trade receivables, work in progress and receivables from group companies.

In the current year, the Company is not exposed to any Credit Risk.

23 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 31st March 2019.

Particulars	Carrying Amount
Loans Taken	3,087,036

24 Fair Value Measurements

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

		As at 31st March 2019	
	Fair Value Hierarchy	Carrying Amount	Fair Value
Financial Assets			
Financial Assets at amortized cost			
Cash & Cash Equivalents	Level 2	500	500
Bank Balances other than Cash & Cash Equivalents	Level 2	63,325	63,325
Financial Assets at Cost			
Investments	Level 2	2,784,505,018	2,784,505,018
Financial Liabilities			
Financial Liabilities at amortized cost			
Borrowings	Level 2	3,087,036	3,087,036

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

24.1 Shares issued expenses incurred during the year in relation to Equity Instruments issued to Modular Modulex Builders Private Limited has been showned as deduction from the other equity in the “other equity note”.

25 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.

26 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.

27 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.

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

As per our report of even date attached

T.P. Ostwal & Associates LLP
Chartered Accountants
Firm Registration No. 124444W/W100150

For and on behalf of the Board

Anil A. Mehta
Partner
Membership No. 030529

Ajay Palekar
Managing Director
(DIN 02708940)

Suchit Punnose
Director
(DIN 02184524)

Place: Mumbai
Date : May 29, 2019

Manish Mourya
Company Secretary

Mahendra Kumar Bhurat
Chief Financial Officer

INDEPENDENT AUDITORS' REPORT

**TO THE MEMBERS OF
MODULEX CONSTRUCTION TECHNOLOGIES LIMITED
("Formerly known as Tumus Electric Corporation Limited")**

REPORT ON THE CONSOLIDATED IND AS FINANCIAL STATEMENTS

Qualified Opinion

We have audited the accompanying Consolidated Ind AS financial statements of **Modulex Construction Technologies Limited ("Formerly known as Tumus Electric Corporation Limited")** ("hereinafter referred to as **"the Holding Company"**) and its subsidiaries (the Holding Company and its subsidiaries together referred to as **"the Group"**), which comprise the Consolidated Balance Sheet as at March 31, 2019, the Consolidated Statement of Profit and Loss (including other comprehensive Income) and the Consolidated Statement of Changes in Equity for the year ended, and a summary of the significant accounting policies and other explanatory information, (hereinafter referred to as **"the Consolidated Ind AS financial statements"**).

The Holding Company being listed company is required to submit standalone and consolidated financial results for the quarter and year ended 31st March 2019 pursuant to requirement of Regulation 33 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Such results have been submitted to Bombay Stock Exchange along with our report dated 29th May 2019, based on our audit of the standalone financial results. We have also issued a separate report dated 29th May 2019 on the consolidated financial results based on the fit for consolidation report obtained from the auditors of the material subsidiary company issued specifically for the purpose of consolidation.

Subsequently, Independent Auditors' Report of the material subsidiary company Modulex Modular Buildings Private Limited for the year ended 31st March 2019 has been issued on 12th November 2019, and their observations in such report have been considered for the preparation of this report.

In our opinion and to the best of our information and according to the explanations given to us, *except for the effects of the matter described in the Basis for Qualified Opinion section of our report*, the aforesaid consolidated Ind AS 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 consolidated state of affairs of the Group as at March 31, 2019 and their consolidated profit, consolidated total comprehensive income and consolidated statement of changes in equity for the year ended on that date.

Basis for Qualified Opinion

We draw your attention to the following qualifications to the audit opinion of the financial statements of Modulex Modular Buildings Private Limited, a material subsidiary of the holding company, issued by an independent firm of Chartered Accountants vide its report dated 12th November 2019 reproduced by us as follows:

- a. *During the year the Company has issued 60,00,000 equity shares of Rs. 10/- each, fully paid up amounting to Rs.6,00,00,000, to a vendor for consideration other than cash. Post the financials were authorized for issue, the vendor has confirmed allotment of only 30,00,000 equity shares. Based on this, the Company has cancelled the allotment of 30,00,000 equity shares of Rs. 10/- each and accordingly has filed the revised and rectified returns with the Registrar of Companies. As a result of this, the issued and paid up capital of the Company is overstated by an amount of Rs. 300,00,000. Refer foot note to Note 13(e).*

- b. *The Company, based on certain RA bills submitted by the above mentioned vendor has booked Rs. 3,27,69,435 as Capital WIP for its undergoing construction plant at Indapur, Maharashtra and issued equity shares for consideration other than cash as mentioned in para (a) above. Post the financials were authorized for issue, the confirmation received from the said vendor did not contain the said RA bills. Accordingly, the Company has reduced the capital WIP by the said amount. As a result of this the capital WIP as disclosed in Note 4 of the financial statements is overstated by an amount of Rs. 3,27,69,435.*
- c. *The Company has transferred 508,580 partly paid equity shares as fully paid up shares without recording the calls receivable in the financial statements for the year ended 31st March 2019. As a result of this, the issued and paid up capital and calls receivable of the company is understated by Rs 50,34,942.*
- d. *There is a difference between the number of shares held by the holding company (Modulex Construction Technologies Ltd 'MCTL') in the company as per MCTL's records and as per the records of the company. This is due to the fact, during the year MCTL has allotted 3,81,473 equity shares of Rs 10 each, fully paid up amounting to Rs 38,14,730 against 5,10,790 equity shares of Rs 10 each held in the company by two shareholders of the company in the ratio of 1:1.34 based on the scheme of swap of shares as approved by BSE by letter dated 12th October, 2018. However, the above 5,10,790 equity shares of Rs 10 each were only subsequently allotted, post the financials were authorized for issue. Such subsequent allotment has been made against invoices for providing consultancy services and project management services by the said parties. As a result of this the issue and paid up capital of the company is understated and the loss for the year is understated by an amount of Rs 51,07,900.*

The impact of the aforesaid qualifications reported by the Statutory Auditor of the subsidiary on our basis of qualified opinion is as under:

- i. *In view of what is stated in point (a) and (d) above, the consolidated financial statements are prepared by considering 78.59 % as the shareholding of the holding company, instead of 82.26 %, resulting in overstatement of Goodwill by Rs 98,10,545 and understatement of minority interest by Rs 1,20,46,348.*
- ii. *In view of what is stated in point (b) above, the Capital Work in Progress considered in the consolidated financial statements of the holding company is overstated by Rs 3,27,69,435.*
- iii. *In view of what is stated in point (c) above, receivables is understated by Rs.50,56,821 and Goodwill is understated by similar amount.*

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India, and we have fulfilled our other ethical responsibilities in accordance with the provision of the Act. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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

The Company's Board of Directors is responsible for the preparation of 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 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 and, in doing so, 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. 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.

Management's Responsibility for the Consolidated Ind AS Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated Ind AS financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated statement of changes in equity of the Group including its associates and jointly controlled entities in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act.

The Holding Company Board of Directors, and the respective Board of Directors / management of the companies included in the Group, and its associate companies and joint venture companies covered under the Act are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and its associates and jointly controlled entities and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the 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 Ind AS 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 Ind AS financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the Consolidated financial statements, the respective Board of Directors of the Companies included in the Group and of its Associates and Jointly Control Entities are responsible for assessing the ability of the Group and its of its Associates and Jointly Control Entities 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 respective Board of Directors of the Companies included in the Group and of its Associates and Jointly Control Entities are responsible for overseeing the company's financial reporting process of the Group and its of its Associates and Jointly Control Entities.

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

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

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

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

We communicate with those charged with governance of the company and such other entities included in the consolidated financial statements of which we are the independent auditors 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.

Emphasis of Matter

The following matters of Audit Report of Modulex Modular Buildings Private Limited, a subsidiary of the Holding Company, issued by their statutory auditors vide their report dated 12th November 2019 are reproduced as under:

- i. We draw attention to note 5 of the financial statements regarding possible impairment in the value of investments in one of the group companies due to reasons described in the said note.
- ii. We draw attention to note 30 of the financial statements regarding the payments of advances to certain related parties including opening balance amounting to Rs 12,24,14,970 in nature of expenses, advances and loans. In the opinion of the management these expenses and advances are incurred for the business purpose and the amount of advances and loans are good and recoverable.

Our opinion is not modified in respect to above matters.

Other Matters

- i. We did not audit the financial statements of 2 subsidiaries, whose financial statements/financial information reflect Net Total Assets of Rs 44,04,72,892 as at 31st March, 2019, Total Revenues of Rs. 62,96,527 (Including other income) and net cash outflows amounting to Rs 7,61,74,552 for the year ended on that date, as considered in the consolidated Ind AS financial statements. These financial statements/ financial information have been audited by other auditors whose report have been furnished to us by the Management and our opinion on the consolidated Ind AS financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in term of the subsection (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries is based solely on the report of the auditors. Our report is not modified with respect to above matter.
- ii. The Holding Company has acquired controlling interest in MMBPL whereby MMBPL has become a subsidiary company during the year. In absence of any requirement for consolidated financial statement in the previous year, consolidated comparative figures are not provided.

Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, based on our audit and on the consideration of reports of the other auditors on standalone/consolidated Ind AS financial statements, as applicable, and the other financial information of subsidiaries as noted in the 'Other Matters' paragraph, we report to the extent applicable, that

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated Ind AS financial statements;
- b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated Ind AS financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors;

- c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated Ind AS financial statements;
- d) In our opinion, the aforesaid Consolidated Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act.
- e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2019 taken on record by the Board of Directors of the Holding Company, and the reports of the statutory auditors of its subsidiary companies, none of the directors of the Holding Company, its subsidiary companies are disqualified as on March 31, 2019 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 subsidiary is 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 Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our knowledge and belief and according to the information and explanations given to us and based on the consideration of reports of the other auditors on separate Ind AS financial statements, as applicable, and also the other financial information of the subsidiaries as noted in the 'Other Matters' paragraph:
 - i. the Company has no pending litigations as at March 31, 2019 on its financial position in its Standalone Ind AS financial statements to the extent determinable/ascertainable;
 - ii. the Company does not have long term contracts including derivate contracts for which there were any requirement to provide for 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 T. P. Ostwal & Associates LLP
Chartered Accountants
(Registration No. 124444W/W100150)

Anil A. Mehta
Partner
Membership Number: 030529

Place: Mumbai
Date: November 14, 2019
UDIN: 19030529AAAALX5128

ANNEXURE A TO INDEPENDENT AUDITORS' REPORT ON THE CONSOLIDATED IND AS FINANCIAL STATEMENT OF MODULEX CONSTRUCTION TECHNOLOGIES LIMITED

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

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

1. We have audited the internal financial controls over financial reporting (“IFCOFR”) of Modulex Construction Technologies Limited (“the Holding Company”) and its subsidiaries as of March 31, 2019 in conjunction with our audit of the Consolidated Ind AS financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

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

Auditors’ Responsibility

3. Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting of the Holding Company, its subsidiary companies and its associate companies which are incorporated in India as aforesaid based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.
4. 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 consolidated Ind AS financial statements, whether due to fraud or error.

5. We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting of the Holding company, its subsidiary companies and associate companies as aforesaid.

Meaning of Internal Financial Controls over Financial Reporting

6. 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 consolidated Ind AS 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
 - i. Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
 - ii. Provide reasonable assurance that transactions are recorded as necessary to permit preparation of Consolidated Ind AS 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
 - iii. 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 Consolidated Ind AS financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

7. 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

8. In our opinion and to the best of our information and according to the explanations given to us and based on consideration of the reports of the other auditors as mentioned in the Other matters 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 March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Other Matter

9. Our aforesaid reports under section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting in so far as it relates to consolidated/ standalone financial statements of 2 subsidiaries which are companies incorporated in India, is based on the corresponding reports of the auditors of such companies.

For T. P. Ostwal & Associates LLP

Chartered Accountants

(Registration No. 124444W/W100150)

Anil A. Mehta

Partner

Membership Number: 030529

Place: Mumbai

Date: November 14, 2019

UDIN: 19030529AAAALX5128

Modulex Construction Technologies Limited
(CIN: L45100PN1973PLC182679)
CONSOLIDATED BALANCE SHEET AS ON MARCH 31, 2019

(Amount in Rs)

Particulars	Note No	As at 31st March 2019
ASSETS		
Non-current assets		
Property, plant and equipment	2	31,659,195
Intangible Assets	3	2,574,520,340
Capital work in progress	4	265,251,397
Financial assets:		
Loans	5	9,822,888
		2,881,253,820
Current assets		
Financial assets:		
Cash and cash equivalents	6	885,984
Bank balances other than cash and cash equivalents	7	500,000
Loans	8	40,420,870
Other financial assets	9	390,416
Current Tax Assets (net)	10	393,898
Other current assets	11	83,909,685
		126,500,854
TOTAL		3,007,754,675
EQUITY AND LIABILITIES		
EQUITY		
Share Capital	12	428,574,610
Other equity	13	2,399,466,361
Non Controlling interest	14	70,275,309
		2,898,316,280
LIABILITIES		
Non-current liabilities		
Provisions	15	515,352
Borrowings	16	597,388
		1,112,740
Current Liabilities		
Financial Liabilities:		
Borrowings	17	792,360
Other financial liabilities	18	76,484,720
Other current liabilities	19	30,779,431
Provisions	20	269,144
		108,325,655
TOTAL		3,007,754,675

As per our report of even date attached

T.P. Ostwal & Associates LLP
Chartered Accountants
Firm Registration No. 124444W/W100150

Anil A. Mehta
Partner
Membership No. 030529

Place: Mumbai
Date : November 14, 2019

For and on behalf of the Board

Ajay Palekar
Managing Director
(DIN 02708940)

Manish Mourya
Company Secretary

Place: Mumbai
Date : May 29, 2019

Suchit Punnoshe
Director
(DIN 02184524)

Mahendra Kumar Bhurat
Chief Financial Officer

Modulex Construction Technologies Limited
(CIN: L45100PN1973PLC182679)

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2019

(Amount in Rs)

Particulars	Notes	Year ended 31st March 2019
INCOME		
Other income	21	3,779,544
TOTAL INCOME (I)		3,779,544
EXPENSES		
Employee benefits expenses	22	10,334,787
Finance costs	23	5,787,994
Depreciation	24	466,198
Other expenses	25	64,444,082
TOTAL EXPENSES (II)		81,033,061
Profit before tax		(77,253,517)
Tax expense		
Current tax		-
Adjustment of tax relating to earlier periods		-
Deferred tax		-
PROFIT FOR THE YEAR		(77,253,517)
Attributable to		
Shareholders of the Group		-
Non-Controlling Interests		-
OTHER COMPREHENSIVE INCOME		
Items that will not be reclassified to profit or loss		
Remeasurement of the defined benefit plans (Net)		(50,744)
Other comprehensive income for the year (net of tax)		(50,744)
Total comprehensive income for the year (net of tax)		(77,304,261)
Attributable to		
Parent Co.		(60,745,689)
Non-Controlling Interest		(16,558,573)
Earnings per equity share	26	
Nominal value of share Rs.10 : Basic		(2.68)
: Diluted		(2.68)
Significant Accounting Policies	1	

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

As per our report of even date attached

T.P. Ostwal & Associates LLP

Chartered Accountants

Firm Registration No. 124444W/W100150

Anil A. Mehta

Partner

Membership No. 030529

For and on behalf of the Board

Ajay Palekar

Managing Director
(DIN 02708940)

Manish Mourya

Company Secretary

Suchit Punnose

Director
(DIN 02184524)

Mahendra Kumar Bhurat

Chief Financial Officer

Place: Mumbai

Date : November 14, 2019

Place: Mumbai

Date : May 29, 2019

Modulex Construction Technologies Limited
(CIN: L45100PN1973PLC182679)

Consolidated Statement of Changes in Equity for the year ended 31st March 2019

(a) Equity Share Capital

Particulars	Number of Shares	Amount (in Rs)
As at 1 April 2017	1,285,275	12,852,750
Add : Issue of equity share capital	-	-
As at 31 March 2018	1,285,275	12,852,750
Add : Issue of equity share capital	41,572,186	415,721,860
As at 31 March 2019	42,857,461	428,574,610

(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 1 April 2017	9,745,481	(8,541,784.18)	-	(4,688,771)	-	(3,485,074)
Total profit for the year	-	-	-	(708,989)	-	(708,989)
Other comprehensive income for the year	-	-	-	-	-	-
Total comprehensive income for the year	-	-	-	(708,989)	-	(708,989)
Add: Prior Period Items	-	-	-	-	-	-
As at 31 March 2018	9,745,481	(8,541,784)	-	(5,397,760)	-	(4,194,063)
As at 1 April 2018	9,745,481	(8,541,784)	-	(5,397,760)	-	(4,194,063)
Total profit/(loss) for the year	-	-	-	(4,869,424)	-	(4,869,424)
Other comprehensive income for the year	-	-	-	-	-	-
Total comprehensive income for the year	-	-	-	(10,267,184)	-	(9,063,487)
Add: Fair Value of the Equity Instrument granted	-	-	2,368,783,158	-	-	2,368,783,158
Add: Transaction Cost on the Equity Instruments	-	-	-	-	(8,130,319)	(8,130,319)
As at 31 March 2019	9,745,481	(8,541,784)	2,368,783,158	(15,664,944)	(8,130,319)	2,351,589,352
Add: Post Acquisition Profit						47,877,009
						2,399,466,361

The accompanying notes form an integral part of the financial statements

1

As per our report of even date attached

T.P. Ostwal & Associates LLP
Chartered Accountants

Firm Registration No. 124444W/W100150

Anil A. Mehta

Partner

Membership No. 030529

For and on behalf of the Board

Ajay Palekar
Managing Director
(DIN 02708940)

Manish Mourya
Company Secretary

Suchit Punnoose
Director
(DIN 02184524)

Mahendra Kumar Bhurat
Chief Financial Officer

Place: Mumbai
Date : November 14, 2019

Place: Mumbai
Date : May 29, 2019

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.

1(a). Significant Accounting Policies

1.1 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 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; 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.

1.2 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.

1.3 Principles of Consolidation

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

- (a) **Modular Construction Technologies Ltd** consolidates entities which it controls. The consolidated financial statements comprise the financial statements of the company and its subsidiaries as disclosed in Note 26 of Identification of Related Parties. 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, 2019.
- (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.

1.4 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 recognised directly in equity and attributed to shareholders of the Company.

When the Group loses control of a subsidiary, a gain or loss is recognised 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.

1.5 Revenue Recognition

Revenue is recognized when it is probable that the entity will receive the economic benefits associated with the transaction and the related revenue can be measured reliably.

1.6 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.

Long Term Benefits

The company does not have any long term employee benefits other than gratuity and the same is accounted for on accrual basis, as per the terms and provisions of the Payment of Gratuity Act, 1972.

1.7 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.

1.7.1 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 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.

1.7.2 *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.

1.7.3 *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.

1.8 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, upto 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.

1.9 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 straight line method as per the useful life prescribed in Schedule II to the Companies Act, 2013.

1.10 Provisions, Contingent Liabilities & Contingent Assets

1.10.1 *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.

1.10.2 *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.

1.11 Financial Instruments

1.11.1 *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 recognizes its investment in subsidiary at cost less any impairment losses.

The company 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 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.

1.11.2 *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.

1.11.3 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 Company has transferred substantially all risks and rewards of ownership. The difference in the carrying amount is recognized in statement of profit and loss.

1.12 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 that are potentially favorable to the entity.

1.12.1 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.

1.13 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.

1.14 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.

1.15 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.

1.16 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.

1.17 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.

1.18 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.

1.19 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.

1.20 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.

1.21 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.

1.22 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.

1.23 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.

1.24 Standards issued but not yet effective up to the date of issuance of the Company's Financial Statements

The new Standards, amendments to Standards that are issued but not yet effective until the date of authorization for issuance of the said financial statements are discussed. The Company has not early these amendments adopted and intends to adopt when they become effective. They are as follows and the effective date of these amendments are from 1st April, 2019:

- i. **Ind AS 116, Lease:** Amendment by MCA on March 30, 2019, notified Ind AS-116 new standard, which will replace existing lease standard Ind AS -17, Lease and Related Interpretation.
- ii. **Ind AS 12, Income Tax:** Amendment by MCA on March 30, 2019 in connection with accounting for dividend distribution taxes and has notified Appendix C, Uncertainty over Income Tax Treatments.
- iii. **Ind AS 19, Employees Benefits:** Amendment by MCA on March 30, 2019 in connection with accounting for plan amendments, curtailments and settlement.

Notes To Consolidated Financial Statements For The Year Ended March 31, 2019
Note 2 : Property, Plant and Equipment

Particulars	Leasehold Land	Computer	Vehicles	Plant and equipments	Office equipments	Furniture and fixtures	Total
As at 01.04.2017							
Gross Block	33,642,000	333,355	5,384,881		840,188	506,250	40,706,674
Accumulated Depreciation	2,231,263	269,280	3,992,203		701,086	360,109	7,553,941
Deemed Cost as at 01.04.2017*	31,410,737	64,075	1,392,678	-	139,102	146,141	33,152,733
Additions					99,778	3,600	103,378
Disposals	-	-	-	-	-	-	-
As at 31.03.2018	31,410,737	64,075	1,392,678	-	238,880	149,741	3,256,111
Additions	-	105,458	-	-	41,896		147,354
Disposals	-	-	-	-	-	-	-
As at 31.03.2019	31,410,737	169,533	1,392,678	-	280,776	149,741	33,403,465
Accumulated Depreciation							
As at 01.04.2017*	-	-	-	-	-	-	-
Additions	342,666	32,424	452,120		72,127	39,807	939,144
Disposals	-	-	-	-	-	-	-
As at 31.03.2018	342,666	32,424	452,120	-	72,127	39,807	939,144
Additions	338,928	52,664	304,826	-	79,094	29,614	805,126
Disposals	-	-	-	-	-	-	-
As at 31.03.2019	681,594	85,088	756,946	-	151,221	69,421	1,744,270
Net Block							
As at 01.04.2017*	31,410,737	64,075	1,392,678	-	139,102	146,141	33,152,733
As at 31.03.2018	31,068,071	31,651	940,558	-	166,753	109,934	32,316,967
As at 31.03.2019	30,729,143	84,445	635,732	-	129,555	80,320	31,659,195
Note - 4							
Capital Work in Progress (CWIP)							
Balance as beginning of the year					160,381,406	73,712,623	73,712,623
Direct cost of construction					101,740,813	76,331,443	-
Indirect cost of constructions					-	38,110,450	-
Amortization Expenses on Lease hold land					338,928	342,666	-
Finance cost					90,249	13,006,050	-
Net Other expenses (net of income earned on funds)					2,700,000	(3,011,375)	-
Impairment of indirect cost of constructions (Refer Note -iii below and Note 24)					-	38,110,450)	-
					265,251,396	160,381,406	73,712,623

Note-i

The Group has elected to consider the carrying value of all its items of property, plant and equipment and intangible assets recognised in the financial statements prepared under Previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment.

Note-ii

Capital work in progress (CWIP) includes expenses that are being incurred by the group 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.

Due to financials and other regulatory constraints, there has been continuous delay in completion and implementation of the project. Due to this, there has been delay in commencement of commercial operations of the group. However, the group plans to continue with the project once all the required financial tie ups are in place and other regulatory formalities are completed.

In view of these delays in completion of the project, the management has carried out impairment testing on the project cost included in capital-work-in progress.

Assets that are subject to depreciation and amortization are reviewed for impairment, whenever events or changes in circumstances indicate that carrying amount may not be recoverable. Impairment loss is recognised if the carrying amount of an asset exceeds its estimated recoverable amount. The Group has assessed ‘recoverable amount’ of Project cost. Fair value less cost to disposal is the best estimate of the amount recoverable from the sale of an asset in an arm’s length transaction between knowledgeable, willing parties, less the cost of disposal.

Note 3 : Intangible Assets	As at March 31, 2019
Goodwill (On the Acquisition of the Subsidiary)	2,574,520,340
	2,574,520,340

Note 4 : Capital Work In Progress	As at March 31, 2019
Capital Work in Progress	
Balance as beginning of the year	160,381,407
Direct cost of construction	101,740,813
Amortization Expenses on Lease hold land	338,928
Finance cost	90,249
Net Other expenses (net of income earned on funds)	2,700,000
	265,251,397

Note 5 : Loans (Non Current)	As at March 31, 2019
(Unsecured, considered good unless otherwise stated)	
Loan to Related Parties	9,822,888
	9,822,888

Note :- Loan to related party includes loan to Eco Hotels Private Limited of Rs.1,41,10,000/-. As per the loan agreement dated May 05, 2018 between MMBPL and EHPL. Management is of the opinion that no impairment is required to be provided and confident that amount will be recovered from EHPL and MCTL as per the loan agreement between the companies.

Note “6” : CASH AND CASH EQUIVALENTS	As at March 31, 2019
Cash on hand	217,916
<u>Balance with bank:</u>	
- In Current accounts	668,069
	885,984

Note 7 : Bank Balances Other Than Cash And Cash Equivalnets	As at March 31, 2019
In Fixed Deposit with Bank of India	500,000
<u>(Maturity more than Twelve months)</u>	
	500,000

Note 8 : Loans (Current)	As at March 31, 2019
(Unsecured, considered good unless otherwise stated)	
Loan to Related Parties	39,968,824
Advance to Employees	452,046
	40,420,870

Note 9 : Other Financial Assets	As at March 31, 2019
Security Deposit	390,416
	390,416

Note 10 : Current Tax Assets (Net)	As at March 31, 2019
Current Tax Assets (net)	393,898
	393,898

Note 11 : Other Current Assets	As at March 31, 2019
(Unsecured, considered good unless otherwise stated)	
Balance with Govt. authorities	46,720,779
Prepaid Expenses	964,441
Other Receivable	369,393
TDS Receivable	114,592
Advance to Vendors	35,732,580
Interest Accrued on FDR	7,900
	83,909,685

Note:

- a) Balances with government authorities includes input tax credit on GST for financial year 2018-19. However same is not netted off against GST Liabilities since the Group is yet to make payment and file returns and Hence set off is subject to regulatory compliances. Till that time management is confident of full set off/recovery of above mentioned duties. Therefore considered as fully recoverable in financial statement and It also includes IGST input tax credit on reverse charge basis of Rs. 71,99,260/- which will be availed in the month of payment of IGST Liability on reverse charge basis.

- b) Advance to vendor includes:

As per agreement between Moulex Modular Building Plc and Modulex Modular Buildings Private Limited dated July 1, 2017 , Master Franchisee Fees paid to Modulex Modular Building Plc is Rs. 3,57,32,580/-. Since Company has not started any operations, payment towards License Fees/Royalty payment is treated as advance given to the vendors.

Note 12 : Equity Share Capital

Particulars	As at 31.03.2019		As at 31.03.2018	
	Number of Shares	Amount	Number of Shares	Amount
<u>Authorised Share Capital</u>				
Cumulative Redeemable Pref Shares of Rs 10/- each	50,000	500,000	50,000	500,000
Equity Shares of Rs 10/- each	72,950,000	729,500,000	1,950,000	19,500,000
	73,000,000	730,000,000	2,000,000	20,000,000
<u>Issued, Subscribed and Fully Paid Up</u>				
Issued				
Paid Up Capital Equity Shares of Rs 10/- each	65,268,404	652,684,040	1,285,275	12,852,750
Subscribed				
Paid Up Capital Equity Shares of Rs 10/- each	42,857,461	428,574,610	1,285,275	12,852,750
	42,857,461	428,574,610	1,285,275	12,852,750

“Note: The Company vide Board resolution dated October 26, 2019 and postal ballot resolution passed on June 23rd, 2018, has approved to issue its own 6,39,83,129 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 has allotted 4,15,72,186 fully paid equity shares against 5,56,91,886 fully paid equity shares on MMBPL in terms of swap ratio approved by Bombay stock Exchange (BSE).”

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

Particulars	As at 31.03.2019		As at 31.03.2018	
	No. of Shares	Amount	No. of Shares	Amount
Equity Shares				
At the beginning of the year	1,285,275	12,852,750	-	-
Issued during the year	41,572,186	415,721,860	-	-
Outstanding at the end of the year	42,857,461	428,574,610	-	-

(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 31.03.2019		As at 31.03.2018	
	Number of Share	% holding	Number of Share	% holding
Red Ribbon Modulex Buildings Ltd	9,797,636	22.86%	886,790	69.00%
Providence Educational Academy Pvt Ltd.	5,451,853	12.72%	-	-
Synthite Industries	3,345,725	7.81%	-	-
Ethix Realtors Private Limited	2,987,317	6.97%	-	-
Reward Constructions Pvt Ltd	2,240,488	5.23%	-	-

(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 31.03.2019		As at 31.03.2018	
	Number of Share	Amount	Number of Share	Amount
Equity Shares Issued under shares swap arrangement with Moduler Modulex Buildings Private Limited	41,572,186	415,721,860	-	-

Note 13 : Other Equity

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 2017	9,745,481	(8,541,784)	-	(4,688,771)	-	(3,485,074)
Total profit for the year	-	-	-	(708,989)	-	(708,989)
Other comprehensive income for the year	-	-	-	-	-	-
Total comprehensive income for the year	-	-	-	(708,989)	-	(708,989)
Add: Prior Period Items	-	-	-	-	-	-
As at 31 March 2018	9,745,481	(8,541,784)	-	(5,397,760)	-	(4,194,063)
As at 1 April 2018	9,745,481	(8,541,784)	-	(5,397,760)	-	(4,194,063)
Total profit for the year	-	-	-	(4,869,424)	-	(4,869,424)
Other comprehensive income for the year	-	-	-	-	-	-
Total comprehensive income for the year	-	-	-	(10,267,184)	-	(9,063,487)
Add: Fair Value of the Equity Instrument granted	-	-	2,368,783,158	-	-	2,368,783,158
Add: Transaction Cost on the Equity Instruments	-	-	-	-	(8,130,319)	(8,130,319)
As at 31 March 2019	9,745,481	(8,541,784)	2,368,783,158	(15,664,944)	(8,130,319)	2,351,589,352
Add: Post Acquisition Profit						47,877,009
						2,399,466,361

Note 14 : Non Controlling Interest	As at March 31, 2019
Modulex Modular Buildings Private Limited	70,900,921
Give Vinduet Windows and Doors Private Limited	(625,612)
	70,275,309

Note 15 : Provisions (Non Current)	As at March 31, 2019
<u>Provision for Employee benefits (Non-funded)</u>	
- Provision for gratuity	515,352
	515,352

Note 16 : Borrowings (Non Current)	As at March 31, 2019
Loan on Vehicle	410,206
Unsecured Loan	
- From related Parties	187,182
	597,388

Note 17 : Borrowings (Current)	As at March 31, 2019
Current Maturities - Long Term Debts	427,360
Loan from Directors	365,000
	792,360

Note 18 : Other Financial Liabilities	As at March 31, 2019
Security deposits	50,000
Salary, Wages and Bonus payable	488,605
Expenses payable	15,874,561
Dividend Liability On Preference Shares- (Borrowings)	58,664,575
Creditors for Expenses	1,141,479
Audit Fees Payable	265,500
	76,484,720

Note : During the year MCTL Group had issued 60,00,000 equity shares to Reward Constructions Private Limited against services and expenses payables includes Rs.40,54,488/- payable to Reward Constructions Private Limited.

Note 19 : Other Current Liabilities	As at March 31, 2019
Advance received from customer	7,032,386
Statutory Dues Payable	14,246,482
Debenture Application Money	9,200,000
Salaray Payable	266,667
Other	33,896
	30,779,431

Note 20 : Provisions (Current)	As at March 31, 2019
Provision for Employee benefits (Non-funded)	
- Provision for gratuity	251,644
Audit Fees Payable	10,000
Ramesh Associates	7,500
	269,144

Note 21 : Other Income	As at March 31, 2019
Interest from Bank FDR	45,251
Interest income on It Refund	-
Discount Received	6,307
<u>Finance Income</u>	3,727,986
- From Financial Assets measured at Amortised Cost	
	3,779,544

Note:

The Group is under the process of establishing its business and hence no revenue is generated during the year of audit.

Due to financials and other regulatory constraints, there has been continuous delay in completion and implementation of the project. Due to this, there has been delay in commencement of commercial operations of the company. However, the company plans to continue with the project once all the required financial tie ups are in place and other regulatory formalities are completed.

Interest income on loan includes interest income recognised due to fair valuation of financial assets.

Note 22 : EMPLOYEE BENEFIT EXPENSES	As at March 31, 2019
Salary, wages and bonus etc.	10,059,905
Gratuity	174,573
Staff welfare expenses.	100,309
	10,334,787

Note 23 : FINANCE COST	As at March 31, 2019
Interest on borrowing from bank	102,248
Interest on Debenture	-
Interest on borrowing from related party*	13,844
Bank Charges	543,601
Interest Expenses	
- Loss on Fair Value of Loans/Borrowings and Interest Expenses Recognised	5,128,301
- Fair Value Loss on Initial Recognition of Financial Assets	
- Difference on FV due to Consolidation on Amortised Cost	
	5,787,994

*It included interest expenses recognised due to fair valuation of financial liabilities

Note 24 : Depreciation And Amortization Expenses	For the year ended March 31, 2019
Depreciation on tangible assets	466,198
	466,198

Note 25 : Other Expenses	For the year ended March 31, 2019
Legal and Professional Fees	20,444,791
Advertisement, marketing & business promotion expenses	18,412,790
Travelling & conveyance expenses	5,624,736
Rent, rates & taxes	4,007,644
TDS Expenses	2,820,000
Interest on tds	74,179
ROC & Filing Fees	3,263,092
Auditors's Remuneration	3,361,444
Recruitment Service	2,520,946
Hotel & lodging expenses	778,814
Repairs & maintenance	548,877
Security Charges	629,200
Printing & stationery expenses	199,982
Insurance	157,180
Miscellaneous	526,391
BSE Listing Expenses	765,500
Accounting Expenses	18,000
Donation	20,000
Office Expenses	50,822
ROC Filing & Other Fees	22,400
GST Expenses	196,211
Bank Charges	1,084
	64,444,082

Note 26 : Earning Per Share	For the year ended March 31, 2019
Earnings Per Share	
Net Profit/(Loss) as per Statement of Profit & Loss (A)	(77,304,261)
Weighted average number of Equity Share used in computing basic/diluted earning per share (B)	28,848,204
Earning Per Share (Rs.) Basic/Diluted- (A/B)	(2.68)

Note 27 : Related Party Transactions

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

S.No.	Particulars
A)	Subsidiaries Modulex Modular Buildings Pvt Ltd
B)	Step Down Subsidiary Give Vinduet Windows and Doors Private Limited
C)	Key Management Personnel
1	Suchit Punnose
2	Ajay Palekar
3	P. Punnose
4	Sandeep Khurana
5	Adrian Michael Geoffrey Bryars
6	Andrew Pearson
7	Prem Nath Pasricha
D)	Enterprises Under same Management Eco Hotels India P. Ltd.
E)	Enterprises Under same Management Eco Hotels India Private Limited Armaec Energy Private Limited Give Vinduet Windows And Doors Private Limited Modulex Construction Technologies Limited Redribbon Advisory Services Private Limited Crowdsource Global Private Limited

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

S.No.	Particulars	Amount (In INR)
		2018-19
A)	Loan Taken	
	Suchit Punnose	192,000
B)	Advance given for acquisition of technology (Know-how)	
	Modulex Modular Building Plc	35,732,580
C)	Rent Deposit Paid on behalf of director	
	Ajay Shridhar Palekar	60,000
D)	Loans/Advance Given To	
	Suchit Punnose	13,622,895
	Eco Hotels Private Limited	14,110,000

E)	Reimbursement of Expenses	
	Suchit Punnose	1,764,498
F)	Interest Income	
	Suchit Punnose	4,849,312
	Eco Hotels Private Limited	683,788
G)	Director Remuneration	
	Suchit Punnose	5,000,000
H)	Professional/Technical fees	
	Ajay Shridhar Palekar	9,000,000
	Sandeep Khurana	2,213,333
	Prem Nath Pasricha	1,620,000
I)	Rent Expenses	
	Ajay Palekar	3,311,160
J)	Commission Expenses	
	RedRibbon Advisory Services Private Limited	13,362,500

iii) Related Party balances outstanding are as follows:

S.No.	Particulars	Amount (In INR)
		2018-19
A)	Debit Balances	
	Eco Hotels India P Ltd - Advance	10,779,434
	Advance to Ajay Palekar	500,000
	Loan to Suchit Punnose	39,468,824
	Loan to Modulex Modular Building PLC	35,732,580
	Suchit Punnose - Reimbursement A/c	369,393
	Rent deposit paid on behalf of director - Ajay Palekar	300,000
B)	Credit Balances	
	Loan from Suchit Punnose	552,182
	Advance received from Eco Hotels India Pvt Ltd	7,032,386
	Redribbon Advisory Services Private Ltd.	4,976,000

iv) Disclosure in respect of transactions which are more than 10% of the total transactions of the same type with Related Parties during the year.

Particulars	Amount (In INR)
	2018-19
Advances to Eco Hotels India Private Limited	10,779,434
Loan to Suchit	39,468,824

Note 27.1 : 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
		2018-19
Modulex Modular Buildings Pvt Ltd	India	78.59%
Give Vinduet Windows and Doors Private Limited	India	78.58%

Note 27.2 : 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 Modular Buildings Pvt Ltd	11.43%	331,157,967	88.67%	(68,503,824)	100.00%	(50,744)	88.68%	(68,554,568)
Give Vinduet Windows and Doors Private Limited	-0.88%	(2,920,981)	4.27%	(2,923,723)	0.00%	-	4.26%	(2,923,723)

Note 28 : 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 29 : Financial Instruments
A) Categories of Financial Instruments

Particulars	2018-19
Financial Assets	
Measured at Amortised Cost	
Loan to related parties - Non- Current	9,822,888.15
Cash and Cash Equivalent	885,984.46
Bank Balalnce other than Cash and Cash Equivalent	500,000.00
Loan to related parties - (Current)	39,968,824.00
Advance to Employees	452,046.06
Security Deposits	390,416.00

Financial Liabilities	
Measured at Amortised Cost	
Loan on Bank	837,566
Loan from Related Parties	187,182
Loan from Directors	365,000
Security Deposits	50,000
Dividend Liability On Preference Shares- (Borrowings)	58,664,575

Note 30 : 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 Director Suchit Punnose worth Rs. 1,92,000.

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 31 : Equity risks

The group is not exposed to any equity instruments.

Note 32 : Credit Risk Management

Credit Risk refers to the risk for a counter party default on its contractual obligation resulting a financial loss to the Group. In the current year, the Group is not exposed to any Credit Risk.

Note 33 : 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 including estimated interest payments as at 31st March 2019.

Particulars	Carrying Amount As on 31.03.2019
Loans Taken	
Loan for Vehicle	837,566
Unsecured Loan from the Related Parties	187,182
Loan from Directors	365,000
Dividend Liability On Preference Shares- (Borrowings)	58,664,575

Note 34 : Fair Value Measurement

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

	As at 31st March 2019		
	Fair Value Hierarchy	Carrying Amount	Fair Value
Financial Assets			
Financial Assets at amortized cost			
Cash & Cash Equivalents	Level 2	885,984	885,984
Bank Balances other than Cash & Cash Equivalents	Level 2	500,000	500,000
Loan to Related Party	Level 2	39,968,824	39,968,824
Security Deposits	Level 2	390,416	390,416
Financial Liabilities			
Financial Liabilities at amortized cost			
Dividend Liability On Preference Shares- (Borrowings)	Level 2	58,664,575	58,664,575
Loan from Directors	Level 2	365,000	365,000
Loan on Vehicle	Level 2	837,566	837,566

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

Financial Instrument by category and hierarchy

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

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.
- 34.1 Shares issued expenses incurred during the year in relation to Equity Instruments issued to Modular Modulex Buildings Private Limited has been showned as deduction from the other equity in the “other equity note”.
- 34.2 MCLT “Holding Company”, has acquired Modular Modulex Buildings Private Limited (“MMBPL”) as on 26.10.2018 by Swap of Shares. Holding Company holds 78.59% shares in the MMBPL. And the following Details for the acquired share in MMBPL:

- i) Identifiable Net Assets- 26,89,72,506/-
- ii) Goodwill- 2,57,31,19,526/-
- iii) Non- Controlling Interest- 7,09,00,921/-

34.3 MCLT “Holding Company”, has acquired Modular Modulex Buildings Private Limited (“MMBPL”) as on 26.10.2018 by Swap of Shares. MMBPL holds 99.99% shares of Give Vinduet Windows and Doors Private Limited (“Step Down Subsidiary”), hence shareholding of holding company in step down subsidiary is 78.58%. And the following Details for step down subsidiary:

- i) Identifiable Net Assets- (16,55,369)/-
- ii) Goodwill- 14,00,815/-
- iii) Non- Controlling Interest- (6,25,612)/-

Note 35 : Micro Small And Medium Enterprises (“MSME”) Disclosure

Particulars	As at March 31, 2019
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 36 : Contingent Liabilities And Capital & Other Commitments

a) Contingent liabilities

Particulars	As at March 31, 2019
Income tax liability	-

b) Capital Commitment and other Commitment

Particulars	As at March 31, 2019
Estimated amount of contracts remaining to be executed on capital account commitments:	-
Other Commitments	
Licence Fess to Modulex Modular Building Plc, United Kingdom (Agreement Date : July 01, 2017)	
In cash excluding all local taxes (GBP)	650,000
In Equity Shares in Franchisee at Par (GBP)	1,000,000
Royalty & Design Fees to Modulex Modular Building Plc, United Kingdom (Refere Note below)	
Total	1,650,000

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 37 :

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 38 :

The group 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.

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, 2019 and March 31, 2018 are as follows :

Change in Defined Benefit Obligation

Particulars	As at March 31, 2019
Defined Benefit Obligation at the beginning	541,680
Current Service Cost	133,947
Past Service Cost	-
(Gain) / Loss on settlements	-
Interest Expense	40,626
Benefit Payments from Plan Assets	-
Benefit Payments from Employer	-
Settlement Payments from Plan Assets	-
Settlement Payments from Employer	-
Other (Employee Contribution, Taxes, Expenses)	-
Increase / (Decrease) due to effect of any business combination / divesture / transfer)	-
Increase / (Decrease) due to Plan combination	-
Remeasurements - Due to Demographic Assumptions	-
Remeasurements - Due to Financial Assumptions	(17,334)
Remeasurements - Due to Experience Adjustments	68,078
Defined Benefit Obligation at the end	766,997
Discount Rate	7.65%
Salary Escalation Rate	6.00%

Weighted Average Asset Allocations at end of current period

Particulars	As at March 31, 2019
Equities	0%
Bonds	0%
Insurance Policies	0%
Total	0%

Components of Defined Benefit Cost

Particulars	As at March 31, 2019
Current Service Cost	133,947
Past Service Cost	-
(Gain) / Loss on Settlements	-
Reimbursement Service Cost	-
Total Service Cost	133,947
Interest Expense on DBO	40,626
Interest (Income) on Plan Assets	-
Interest (Income) on Reimbursement Rights	-
Interest Expense on (Asset Ceiling) / Onerous Liability	-
Total Net Interest Cost	40,626
Reimbursement of Other Long Term Benefits	-
Defined Benefit Cost included in statement of profit and loss	174,573
Remeasurements - Due to Demographic Assumptions	-
Remeasurements - Due to Financial Assumptions	(17,334)
Remeasurements - Due to Experience Adjustments	68,078
(Return) on Plan Assets (Excluding Interest Income)	-
(Return) on Reimbursement Rights	-
Changes in Asset Ceiling / Onerous Liability	-
Total Remeasurements in OCI	50,744
Total Defined Benefit Cost recognized in statement of profit and loss and OCI	225,317

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, 2019
Current Liabilities	251,644
Past Service Cost	515,352

Amounts recognized in the Statement of Financial Position:

Particulars	As at March 31, 2019
Defined Benefit Obligation	766,997
Fair Value of Plan Assets	-
Funded Status	766,997
Effect of Asset Ceiling / Onerous Liability	-
Net Defined Benefit Liability / (Asset)	766,997
Of which, Short term Liability	251,644

Experience Adjustments on Present Value of DBO and Plan Assets

Particulars	As at March 31, 2019
(Gain) / Loss on Plan Liabilities	68,078
% of Opening Plan Liabilities	12.57%
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, 2019
Year 1	251,644
Year 2	9,088
Year 3	9,572
Year 4	10,088
Year 5	10,641
Year 6	11,233
Year 7	11,870
Year 8	12,554
Year 9	13,293
Year 10	14,091

The weighted average duration of the defined benefit obligation is 25.07

Note 41 : Going Concern

Due to financials and other regulatory constraints, there has been continuous delay in completion and implementation of the project. Due to this, there has been delay in commencement of commercial operations of the Group and the group has incurred accumulated book losses. However, the managements plans to continue with the project once all the required financial tie ups are in place and other regulatory formalities are completed. Therefore Financial statements have been prepared on going concern basis.

Note 42 :

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

T.P. Ostwal & Associates LLP
Chartered Accountants

Firm Registration No. 124444W/W100150

Anil A. Mehta

Partner

Membership No. 030529

Place: Mumbai

Date : November 14, 2019

For and on behalf of the Board

Ajay Palekar

Managing Director
(DIN 02708940)

Manish Mourya

Company Secretary

Place: Mumbai

Date : May 29, 2019

Suchit Punnose

Director
(DIN 02184524)

Mahendra Kumar Bhurat

Chief Financial Officer

NOTES

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NOTES

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