



MODULEX CONSTRUCTION TECHNOLOGIES LIMITED

CIN: L25999PN1973PLC182679

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

Email: compliance@modulex.in; **Website:** www.modulex.in; **Tel:** 02111-299200

NOTICE OF POSTAL BALLOT

[Pursuant to Section 108 & 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given to the members of Modulex Construction Technologies Limited (“the **Company**”) pursuant to the provisions of sections 108 and 110 of the Companies Act, 2013 (“the **Act**”) read with rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“the **Rules**”), regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the **Listing Regulations**”), Secretarial Standards on the General Meetings issued by The Institute of Company Secretaries of India, General Circulars dated 8th April, 2020, 13th April, 2020, 5th May, 2020 and other relevant circulars, the latest being General Circular dated 22nd September, 2025 issued The Ministry of Corporate Affairs (“**MCA**”) (“**MCA Circulars**”), The Securities and Exchange Board of India (“**SEBI**”) circulars dated 12th May, 2020, 15th January, 2021, 13th May, 2022, 5th January, 2023, 7th October, 2023, 3rd October, 2024 and 22nd September, 2025 (“**SEBI Circulars**”) (MCA Circulars for General Meetings and SEBI Circulars for General Meetings are collectively referred to as “**the MCA and SEBI Circulars**”) including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and pursuant to all other applicable laws and regulations, the attached special resolutions is proposed to be passed by the members of the Company (whose name stands registered in the (i) Register of Members maintained by the Company and / or Purva Shareregistry India Private Limited (“**RTA**”) and (ii) Register of Beneficial Ownership maintained by the National Securities Depository Limited (“**NSDL**”) and Central Depository Services Limited (“**CDSL**”) (NSDL and CDSL are collectively referred to as “**the Depositories**”) as on 14th November, 2025 (“**Cut-Off Date**”) through Postal Ballot by way of e-voting (“**Remote e-voting**”).

Members will be able to cast their votes (for assent or dissent) only through the Remote e-voting system. Pursuant to the provisions of section 102 of the Act, the explanatory statement pertaining to the proposed special resolutions setting out the material facts concerning the resolution and the reason and rationale thereof is annexed hereto.

The businesses as set out in the postal ballot notice dated 14th November, 2025 (“Postal Ballot Notice”) shall be transacted through electronic voting system. In compliance with the provisions of sections 108 and 110 of the Act read with rules 20 and 22 of the Rules, standards 7.2 and 8 of the Secretarial Standard on General Meetings, regulation 44 of the Listing Regulations and pursuant to the MCA and SEBI Circulars, the Company is pleased to offer the Remote e-voting facility to all its members to enable them to cast their votes electronically. The Company has made necessary arrangements with CDSL to facilitate the members to cast their votes through Remote e-voting.

The Board of Directors (“the Board”) has appointed Mr. Dharmesh Zaveri, (Membership No. FCS 5418, COP No. 4363) M/s. D. M. Zaveri & Co, Practicing Company Secretaries, Mumbai, to act as the scrutinizer to conduct the Remote e-voting in a fair and transparent manner.

Members are requested to read the instructions in the Notes in this Postal Ballot Notice so as to cast their vote electronically. The votes can be cast during the following voting period:

Commencement of e-voting:	9:00 a.m. (IST) on Tuesday, 18 th November, 2025
End of e-voting:	5:00 p.m. (IST) on Wednesday, 17 th December, 2025

The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairman of the Company or any person authorized by him. The results of e-voting will be announced on or before Friday, 19th December, 2025, and will be displayed on the Company's website www.modulex.in and the website of Central Depository Services (India) Limited (CDSL), the agency for providing e-voting facility at <https://evotingindia.com>. The results will simultaneously be communicated to the Stock Exchange.

SPECIAL BUSINESS:

1. APPOINTMENT OF MRS. SUDHA PRAJAPATI (DIN: 01387259) AS AN NON-EXECUTIVE, INDEPENDENT DIRECTOR OF THE COMPANY.

To consider, and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and 161 of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV and other applicable provisions, if any, of the Act and Rules framed thereunder and applicable provisions 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 Articles of Association of the Company, recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mrs. Sudha Prajapati (DIN: 01387259), who was appointed as an Additional Director, designated as an Independent Director with effect from 30th September, 2025, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period of 5 (five) consecutive years with effect from 30th September, 2025 up to 29th September, 2030.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee or Director(s) or Company Secretary or any other Officer(s) / Authorized Representative(s) of the Company and take all such steps as may be necessary, proper or expedient to give effect to this Resolution and all action(s) taken/to be taken by the Company in connection with this Resolution, be and are hereby approved, ratified and confirmed in all respects.”

2. ISSUANCE OF EQUITY SHARES TO THE PROMOTER AND NON-PROMOTER CATEGORIES OF PERSONS, ON A PREFERENTIAL BASIS:

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

“RESOLVED THAT pursuant to Sections 23, 42 and 62 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment thereof for the time being in force) (“the Act”) and the enabling provisions of the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI (ICDR) Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI (LODR) Regulations”) and the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“SEBI (Takeover) Code”) (including any statutory modification(s) or reenactment(s) thereof, for the time

being in force) and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines thereon issued from time to time by the Government of India (“GOI”), Reserve Bank of India (“RBI”) and the provisions of the Foreign Exchange Management Act, 1999, the Registrar of Companies (the “ROC”), Ministry of Corporate Affairs (“MCA”), Securities and Exchange Board of India (“SEBI”) and the Stock Exchanges where the shares of the Company are listed (“Stock Exchanges”) and/or any other competent authorities (hereinafter referred to as ‘Applicable Regulatory Authorities’) to the extent applicable, the Listing Agreements entered into by the Company with the Stock Exchanges and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the statutory, regulatory, appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the above authorities while granting any such approvals, consents, permissions and/or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter called ‘the Board’ which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution or any person authorized by the Board or its committee for such purpose) and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of the Members of the Company be and is hereby accorded to the Board to create, offer, issue, allot, and deliver in one or more tranches up to 19,22,512 (Nineteen Lakhs Twenty Two Thousand Five Hundred Twelve) Equity Shares of Rs. 10/- (Rupees Ten Only) at a price of Rs. 25/- (Rupees Twenty-Five Only) per Equity Share on a preferential basis (“Preferential Allotment Price”), aggregating to not exceeding Rs. 4,80,62,800/- (Rupees Four Crores Eighty Lakhs Sixty Two Thousand Eight Hundred Only), which is not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations (hereinafter referred to as the “Floor Price”), for consideration other than cash (i.e. swap of shares of Proposed Allottee as listed in the below table) towards payment of the total consideration payable for the acquisition of 48,06,280 Equity Shares representing 16.22% shareholding of the Give Vinduet Windows and Doors Private Limited (“GVWDPL” or “Target Company”) on a preferential basis (“Preferential Allotment”), to the Promoter and Non-Promoter categories of persons, pursuant to the such terms and conditions, as determined by the Board, in accordance with the SEBI ICDR Regulations, and other applicable laws and the aforesaid 19,22,512 fully paid-up Equity Shares shall be issued and allotted to the Proposed Allottees, on a proportionate basis in proportion to the shareholding held by them in Give Vinduet Windows and Doors Private Limited.

Details of the Proposed Allottees:

Sr. No.	Name of the Proposed Allottees	No. of Equity Shares to be swapped in GVWDPL	No. of Equity Shares to Issue and Allot of MCTL against swapping	Current Status / Category	Proposed Status / Category
1.	Redribbon Modulex Buildings Limited	14,19,930	5,67,972	Promoter	Promoter
2.	Prashant Developers Private Limited	6,00,000	2,40,000	Non-Promoter	Non-Promoter
3.	Prafulchandra Yahwantrai Mehta	1,35,000	54,000	Non-Promoter	Non-Promoter
4.	Ajay Dilkush Sarupria	10,00,000	4,00,000	Non-Promoter	Non-Promoter
5.	Laxmi Devi Khare	1,00,000	40,000	Non-Promoter	Non-Promoter
6.	G. Padmanabhan	1,00,000	40,000	Non-Promoter	Non-Promoter
7.	Trivikram Prabhakar Phadke	1,00,000	40,000	Non-Promoter	Non-Promoter
8.	Devika Kailash Rajawat	1,00,000	40,000	Non-Promoter	Non-Promoter

9.	Vijay Vajinath Bhatt	1,00,000	40,000	Non-Promoter	Non-Promoter
10.	Jasbir Singh	1,00,000	40,000	Non-Promoter	Non-Promoter
11.	Sanjay Ramchandra Muley and Samidha Sanjay Muley	1,00,000	40,000	Non-Promoter	Non-Promoter
12.	R. Parvathavardhini	1,00,000	40,000	Non-Promoter	Non-Promoter
13.	Samidha Sanjay Muley	1,00,000	40,000	Non-Promoter	Non-Promoter
14.	Anil Rasiklal Shah	1,00,000	40,000	Non-Promoter	Non-Promoter
15.	D. Vathsala and DSL Prasad	1,00,000	40,000	Non-Promoter	Non-Promoter
16.	M. Sudandiradevi	1,00,000	40,000	Non-Promoter	Non-Promoter
17.	Vigneshwar Mani	1,50,000	60,000	Non-Promoter	Non-Promoter
18.	Vijay Guntantlal Shah and Daxaben Vijay Shah	1,350	540	Non-Promoter	Non-Promoter
19.	Thennarasu Velayutham	1,00,000	40,000	Non-Promoter	Non-Promoter
20.	Bharat Kumar Jain S	1,00,000	40,000	Non-Promoter	Non-Promoter
21.	M Suresh	1,00,000	40,000	Non-Promoter	Non-Promoter
Total		48,06,280	19,22,512		

RESOLVED FURTHER THAT the equity shares to be issued and allotted to the proposed Allottees shall be fully paid up and rank *pari passu* with the existing equity shares of the Company, in all respects from the date of allotment thereof, be subject to the requirements of all applicable laws, and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT the “Relevant Date” for the purpose of determination of the price of the equity shares to be issued and allotted as above, as per SEBI ICDR Regulations is 17th November, 2025, being the date 30 (thirty) days prior to the date of this passing of the resolution and the minimum issue price has been determined accordingly in terms of the provisions of chapter V of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of equity shares under preferential allotment to the Proposed Allottees shall be subject to the following terms and conditions, apart from others, as prescribed under applicable laws:

- (i) The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchanges subject to receipt of necessary regulatory permissions and approvals as the case may be.
- (ii) The Equity Shares shall be subject to a lock-in period in accordance with the applicable provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations") and allotted equity shares shall be listed on the stock exchanges subject to the receipt of necessary permissions and approvals. For clarity, this lock-in is contractual and more stringent than the minimum requirements under SEBI regulations.

- (iii) The equity shares shall be allotted in dematerialized form within a period of 15 days from the date of passing the special resolution by the Members, provided that where the allotment of equity shares is subject to receipt of any approval or permission from any Regulatory Authority or Government of India, the allotment shall be completed within a period of 15 days from the receipt of last of such approval or permissions.
- (iv) The Equity Shares so offered, issued and allotted shall not exceed the number of Equity Shares as approved herein above.
- (v) Without prejudice to the generality of the above, the issue of the Equity Shares shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof.

RESOLVED FURTHER THAT the Board is authorized to take necessary steps for listing the equity shares, issued and allotted to the Proposed Allottees on BSE, where the securities of the Company are listed, as per SEBI (LODR) Regulations, 2015 and other applicable laws and regulations.

RESOLVED FURTHER THAT the Board is authorized to accept any modification(s) in the terms of issue of equity shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT the members of the Company take note of the Certificate issued from the Practicing Company Secretary, certifying that the proposed issued of equity shares on preferential basis is being made in accordance with the SEBI ICDR Regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchange as appropriate and Consideration for share swap (no cash proceeds) of the Preferential Issue, open one or more bank accounts in the name of the Company or otherwise, as may be necessary or expedient in connection with the Preferential Issue, apply to Stock Exchange for obtaining of in-principle and listing approval of the Equity Shares and other activities as may be necessary for obtaining listing and trading approvals, file necessary forms with the appropriate authority or expedient in this regard and undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

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

RESOLVED FURTHER THAT all actions taken by the Board in connection with the above, and all incidental and ancillary things done are hereby specifically approved and ratified.”

By Order of the Board of Directors
For Modulex Construction Technologies Limited

Sd/-
Bhoomi Mewada
Company Secretary and Compliance Officer
(M. No. A34561)

Registered Office:
A-82, MIDC Industrial Estate,
Indapur, Pune, Maharashtra -413 132
CIN: L25999PN1973PLC182679
Tel: +912111 299200
Website: www.modulex.in
Email: company.secretary@modulex.in

NOTES:

1. The Explanatory Statement pursuant to the provisions of section 102 of The Companies Act, 2013 ("the Act"), in respect of the business mentioned in the Postal Ballot Notice setting out all material facts pertaining to the resolution is annexed hereto.
2. In compliance with the MCA and SEBI Circulars, the Postal Ballot Notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company / Depositories / RTA / DP as on the Cut-Off Date.
3. Members who have not registered their email IDs, are requested to register their email IDs with their DPs in respect of shares held in electronic form and in respect of shares held in physical form, members are requested to register / update their email IDs with the Company / RTA by submitting Form No. ISR-1 and ISR- 2 duly filled and signed along with requisite supporting documents Purva Shareregistry (India) Private Limited, email at support@purvashare.com or at courier at Purva Shareregistry (India) Private Limited at Unit No. 9, Ground Floor, Shiv Shakti Ind. Estt, J. R. Boricha Marg, Lower Parel East, Mumbai, Maharashtra 400011 for receiving all the communications including the annual report, notices, letters, etc., in electronic mode from the Company.
4. The Postal Ballot Notice will also be made available on the website of the company at www.modulex.in , on the websites of the stock exchange i.e. BSE Limited at www.bseindia.com respectively and on the website of the RTA at <https://www.purvashare.com/>
5. Resolution passed by the members with the requisite majority through postal ballot shall be deemed to have been passed on the last date specified for remote e-voting i.e., Wednesday, 17th December, 2025.
6. **E-voting (voting through electronic means):**

i. A person whose name is recorded in the Register of Members / List of Beneficial Owners maintained by the Depositories as on Friday, 14th November, 2025, being the cut-off date, shall be entitled to avail the facility of remote e-voting.

The members whose names appear in the Register of Members / List of Beneficial Owners as on Friday, 14th November, 2025, are entitled to vote on the resolution set forth in the Postal Ballot Notice.

ii. Process for those members whose e-mail ids / mobile numbers are not registered with the Company / RTA / Depositories:

I. **The members holding shares in physical mode** - please provide to the Company / RTA, duly filled and signed Form No. ISR-1 and ISR-2.

II. **The members holding shares in demat mode** - please update your e-mail id and mobile number with your respective DP.

III. **Individual members holding shares in demat mode** - please update your e-mail id and mobile number with your respective DP which is mandatory for remote e-voting through Depository.

IV. Instructions for members for remote e-voting are as under:

i. The remote e-voting period commences at 9:00 a.m. (IST) on Tuesday, 18th November, 2025, and ends at 5:00 p.m. (IST) on Wednesday, 17th December, 2025. During this period members of the Company holding shares either in physical mode or in demat mode, as on the cut-off date i.e. Friday, 14th November,

2025, may cast their votes electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.

ii. Pursuant to SEBI Circular No. SEBI/HO/CFD/ CMD/CIR/P/2020/242 dated 9th December, 2020, under regulation 44 of the Listing Regulations, listed companies are required to provide remote e-voting facility to its members in respect of all members' resolutions.





Currently there are multiple e-voting service providers ("ESPs") providing e-voting facility to listed companies in India. This necessitates registration on various ESPs and maintenance of multiple user ids and passwords by the members.

In order to increase the efficiency of the voting process, pursuant to a public consultation, SEBI has decided to enable e-voting for all the demat account holders by way of a single login credential, through their demat accounts / websites of Depositories / DPs. Demat account holders would be able to cast their votes without having to register again with the ESPs, thereby, not only facilitating seamless authentication, but also enhancing ease and convenience of participating in e-voting process.

iii. In view of the aforesaid SEBI Circular dated 9th December, 2020, individual members holding shares in demat mode are allowed to vote through their demat account maintained with Depositories and DPs.

Members are advised to update their mobile number and e-mail id in their demat accounts in order to access e-voting facility. Pursuant to the aforesaid SEBI Circular, login method for e-voting and joining virtual meetings for individual members holding shares in demat mode is given below:

Type of members	Login methods
<p>Individual member holding shares in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li data-bbox="505 961 1409 1129">1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon and My Easi New (Token) Tab. <li data-bbox="505 1161 1409 1367">2. After successful login, the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the ESP for casting your vote during the remote e-voting period. Additionally, there are also links provided to access the system of all ESPs, so that the user can visit the website of ESPs directly. <li data-bbox="505 1398 1409 1499">3. If the user is not registered for Easi/Easiest, option to register is available at the website of CDSL www.cdslindia.com and click on login and My Easi New (Token) Tab and then click on registration option. <li data-bbox="505 1530 1409 1736">4. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN from a link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered mobile number & e-mail id as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP where the remote e-voting is in progress.

<p>Individual member holding shares in demat mode with NSDL</p>	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a personal computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on “Access to e-voting” under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com . Select “Register Online for IDeAS” Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a personal computer or on a mobile. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL website wherein you can see e-voting page. Click on company name or ESP name and you will be redirected to ESP website for casting your vote during the remote e-voting period. 4. For OTP based login you can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN, verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL website wherein you can see e-voting page. Click on company name or ESP name and you will be re-directed to ESP website for casting your vote during the remote e-voting period. 5. Members can also download NSDL mobile app “NSDL SPEED-e” facility by scanning the QR code mentioned below for seamless voting experience. <div data-bbox="532 1423 862 1577" style="text-align: center;"> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around;">   </div> </div>
<p>Individual member (holding shares in demat mode) login through their DPs</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. After Successful login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL website after successful authentication, wherein you can see e-voting feature. Click on company name or ESP name and you will be redirected to ESP website for casting your vote during the remote e-voting period.</p>

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

Helpdesk for individual members holding securities in demat mode for any technical issues related to login through Depositories:

Login type	Helpdesk numbers
Individual members holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free No. 1800 21 09911.
Individual members holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or contact at 022-48867000 or 022-24997000.

iv. Login method for Remote e-voting for **members holding shares in physical mode and members other than individual members holding shares in demat mode** is as under:

- The members should login on to the remote e-voting website www.evotingindia.com.
- Click on Shareholders.
- Now enter your User ID.
 - For CDSL: 16 digits beneficiary ID, (e.g. if your beneficiary ID is 12***** , then your user ID is 12*****)
 - For NSDL: 8 Character DP ID followed by 8 digits Client ID, (e.g. if your DP ID is IN300*** and Client ID is 12***** , then your user ID is IN300***12*****)
 - Members holding shares in physical mode should enter Folio Number registered with the Company (e.g. if your folio number is 1***** , then your user ID is 1*****)
- Next enter the Image Verification as displayed and click on Login.
- If you are holding shares in demat mode and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- If you are a first-time user follow the steps given below:

	For members holding shares in physical mode and members other than individual members holding shares in demat mode
PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (applicable for both, members holding shares in physical mode and members other than individual members holding shares in demat mode).
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank details or Date of Birth (DOB) (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- After entering these details appropriately, click on "SUBMIT" tab.
- Members holding shares in physical mode will then directly reach the Company selection screen. However, members holding shares in demat mode will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is also to be used by the demat holders for voting on resolutions of any other company in which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

9. For members holding shares in physical mode, the details can be used only for e-voting on the resolution contained in the Postal Ballot Notice.
10. Click on the EVSN for **MODULEX CONSTRUCTION TECHNOLOGIES LIMITED** on which you choose to vote.
11. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES / NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent (agree) to the Resolution and option NO implies that you dissent (disagree) to the Resolution.
12. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire resolution details.
13. After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
14. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
15. You can also take a print of the vote cast by clicking on “Click here to print” option on the Voting page.
16. If demat account holder has forgotten the login password, then enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
17. For members other than individual members, there is also an optional provision to upload Board Resolution (“BR”) / Power of Attorney (“POA”) which if uploaded, will be made available to scrutinizer for verification.
18. Note for Non-Individual members and Custodians (for remote e-voting only):
 - Non-Individual members (i.e. other than Individuals, HUF, NRI, etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com .
 - After receiving the login details, a Compliance User should be created using the admin login and password. Compliance Users would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically and can be delinked in case of any wrong mapping.
 - A scanned copy of the BR and POA which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively, Non-Individual members are required to send the relevant Board Resolution / Authority Letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the scrutinizer at his email id i.e. compliance@modulex.com and to the Company at the email id i.e. company.secretary@modulex.com , if they have voted from individual tab and not uploaded the same in the CDSL e-voting system for the scrutinizer to verify the same.
 - A member can vote only through remote e-voting.
 - The results declared along with the Scrutinizer’s Report, will be posted on the website of the Company www.modulex.in and on the website of CDSL www.evotingindia.com and will be displayed on the Notice Board of the Company at its registered office immediately after the declaration of the results by the Chairman or any other person authorized by him and communicated to the Stock Exchanges.
 - If you have any queries or issues regarding remote e-voting, you can write an e-mail to helpdesk.evoting@cdslindia.com or contact at toll free No. 1800 21 09911.
 - All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager (CDSL), A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai-400013 or send an e-mail to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 AND 110 OF THE COMPANIES ACT, 2013 (THE "ACT"), REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 ("SEBI LISTING REGULATIONS") AND SECRETARIAL STANDARD ON GENERAL MEETINGS ("SS-2")

Item No.1:

In accordance with the provisions of Sections 149, 150, 152, 161 and other applicable provisions of the Act, SEBI Listing Regulations and the Articles of Association of the Company, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company through circular resolution passed on 30th September, 2025, approved the appointment of Mrs. Sudha Prajapati (DIN: 01387259), as an Additional Director in the category of Non-executive, Independent Director of the Company, not liable to retire by rotation, for a term of five (5) consecutive years, with effect from 30th September, 2025 till 29th September, 2030, subject to approval of Members of the Company.

Brief profile of the newly inducted Independent Director is given below:

Mrs. Sudha Prajapati, a Chartered Accountant with more than 20 years of experience, is recognized as a collaborative, strategic, and solutions-driven finance leader, with strong expertise in the chemical industry and financial controlling.

She also has Experience in Strategic development activities for entities like mergers & acquisitions including post mergers integrations.

She has expertise in Direct and indirect tax laws - Indian as well as international taxation support including Transfer Pricing compliance. She is keen analyst with exceptional negotiation & relationship management skills.

The Nomination and Remuneration Committee and the Board has assessed the qualifications, skills, expertise, and competencies of the said Director and is of the view that the same is in alignment with the requirements of the Company. Accordingly, appointment of the aforesaid Independent Director would be in the interest of the Company.

Their relevant details in accordance with the requirements of Regulation 36(3) of the SEBI Listing Regulations and SS-2 are provided in the Annexure A to this Notice.

The Company has received requisite documents from Mrs. Sudha Prajapati:

- a) Consent to act as a Director.
- b) Confirmation that she is not disqualified from being appointed as a Director in terms of Section 164 of the Act;
- c) Declaration confirming that they meet the criteria of independence as prescribed under the Act and the SEBI Listing Regulations;
- d) Declaration that she has not been debarred from holding the office of Director by virtue of any order passed by the SEBI or any other authority.
- e) Confirmation that she has registered herself in the Independent Director's data bank maintained by the Indian Institute of Corporate Affairs;

- f) Confirmation that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties as an Independent Director of the Company.

In the opinion of the Nomination and Remuneration Committee and the Board, Mrs. Sudha Prajapati, fulfils the conditions of independence specified in the Act and the SEBI Listing Regulations and are independent of the management.

The Company has, in terms of Section 160 of the Act, received, in writing, a notice from a Member, proposing the candidature Mrs. Sudha Prajapati for the office of Director.

As per Regulation 17(1C) of the SEBI Listing Regulations, approval of the shareholders for appointment or reappointment of a person on the Board of Directors is required to be taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Further, in accordance with the provisions of Section 149 of the Act read with Schedule IV thereto and Regulation 25(2A) of the SEBI Listing Regulations, the appointment of Independent Directors requires the approval of the Members by way of a Special Resolution. Accordingly, the approval of the Members is being sought.

Mrs. Sudha Prajapati shall be paid remuneration by way of sitting fee for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings within the limits stipulated under Section 197 of the Act.

A copy of the letter of appointment issued to Mrs. Sudha Prajapati, setting out the terms and conditions of appointment shall be available for inspection by the Members electronically as per the details provided in the Notice.

Accordingly, the Board recommends passing the Special Resolutions as set out in Item No. 1 of the accompanying Notice for approval by the members of the Company.

None of the Directors or Key Managerial Personnel, other than Mrs. Sudha Prajapati, is concerned or interested (financially or otherwise) in the above-mentioned Special Resolution.

Item No.2

The special resolution as mentioned under Item no. 2 proposes to authorize the Board of Directors to issue and allot up to 19,22,512 (Nineteen Lakhs Twenty-Two Thousand Five Hundred Twelve) Equity Shares of Rs. 10/- (Rupees Ten Only) each at a price of Rs. 25/- (Rupees Twenty-Five Only) per share (face value Rs. 10/- and at premium of Rs. 15/-) on preferential basis to the Proposed Allottees for a consideration other than cash in such manner and on such terms of conditions as prescribed under SEBI (ICDR) Regulations and in compliance with Sections 23, 42 and 62 and other applicable provisions of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014. Consent of the shareholders is sought for issuing the Equity Shares as stated in the resolution on a preferential basis.

Modulex Construction Technologies Limited ("MCTL" or the "Company") currently holds 83.75% of the share capital of Give Vinduet Windows and Doors Private Limited ("GVWDPL"). Pursuant to the proposed transaction, MCTL will acquire an additional 16.22% equity stake from the existing shareholders of GVWDPL. After completion of the transaction, MCTL's shareholding in GVWDPL will increase to 99.97%.

Disclosure as required under Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (“SEBI (ICDR) Regulations “) are as follows:

1. Particulars of the offer including date of passing of Board resolution; material terms of issue of securities:

The Board of Directors of your Company at its meeting held on 14th November, 2025 passed the board resolution for issue of shares on preferential basis for consideration other than cash (swap of shares) i.e. Issue of 19,22,512 (Nineteen Lakhs Twenty Two Thousand Five Hundred Twelve) Equity Shares of Modulex Construction Technologies Limited for 48,06,280 Equity Shares of Give Vinduet Windows and Doors Private Limited, subject to the approval of the Members of the Company (“Members”) and such other approvals as may be required.

2. Objects of the Preferential Issue:

The object of the preferential issue is to discharge the total purchase consideration payable for the acquisition of the shares of the shareholders of Give Vinduet Windows and Doors Private Limited (CIN: U28111KL2011PTC028899). Accordingly, 19,22,512 equity shares of the Company will be issued and allotted to the proposed allottees in exchange for their shareholding in Give Vinduet Windows and Doors Private Limited, for the purpose of acquiring the said company.

3. The total/maximum number of securities to be issued / particulars of the offer / Kinds of securities offered and the price at which security is being offered number of securities to be issued and pricing:

The resolution set out in the accompanying notice authorizes the Board to create, offer, issue, and allot up to 19,22,512 (Nineteen Lakhs Twenty-Two Thousand Five Hundred Twelve) Equity Shares of Rs. 10/- (Rupees Ten only) at a price of Rs. 25/- (Rupees Twenty-Five Only) per Equity Share on a preferential basis.

4. Issue Price, Relevant Date and the Basis or justification on which the price has been arrived at or offer/invitation is being made:

The Equity Shares of the Company are listed on BSE Limited. The Equity shares of the Company are frequently traded, the price is determined pursuant to Regulation 164(1) of SEBI (ICDR) Regulations and the Valuation Report.

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

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

As per the requirement of Articles of Association for issue of shares at the price of such shares is determined by the valuation report of a Registered Valuer subject to such conditions prescribed in the rules made thereunder and a valuation report from an independent registered valuer is obtained pursuant to Companies Act, 2013 and the Valuation Report also be accessed on the Company website on the following link www.modulex.in.

As per the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Equity Shares will be issued at a price of Rs. 25/- (Rupees Twenty-Five Only) per Equity Share (face value Rs. 10/- and premium Rs. 15/-) which is not less than the price as determined by the registered valuer.

The valuation report of the Registered Valuer pursuant to Regulation 164 (1) of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 can also be accessed on the Company website on the following link www.modulex.in.

5. Name and Address of Valuer who performed Valuation:

Bhavesh M Rathod Chartered Accountants Registered Valuer IBBI Reg. No: IBBI/RV/06/2019/10708 Address: SFA 12D, White Spring, A wing, Rivali Park Complex, Western Express Highway, Borivali East, Mumbai – 400066, Email: info.cabhavesh@gmail.com; Mobile: +91 9769113490, As per the requirement of Articles of Association for issue of shares at the price of such shares is determined by the valuation report of a Registered Valuer subject to such conditions prescribed in the rules made thereunder and a valuation report from an independent registered valuer is obtained pursuant to Companies Act, 2013 and the Valuation Report also be accessed on the Company website on the following link www.modulex.in.

6. Amount which the Company intends to raise by way of issue of Equity Shares:

The shares are being allotted for a consideration other than cash as part of the consideration payable for the acquisition as mentioned above.

7. Principal terms of Assets charged as securities:

Not applicable.

8. Intention/ Contribution of Promoters / Directors / Key Managerial Personnel to subscribe to the offer:

None of the promoters, members of the Promoter and Promoter Group, Directors, or Key Managerial Personnel of the Company have indicated any intention to subscribe to the proposed preferential issue, except M/s. Redribbon Modulex Buildings Limited, a promoter of the Company, which is proposed to be allotted shares as part of the consideration payable for the acquisition of shares of Give Vinduet Windows and Doors Private Limited.

The proposed preferential allotment is being made for consideration other than cash, and accordingly, no Promoter, Director, or Key Managerial Personnel is contributing any funds towards the proposed issue.

9. The shareholding pattern of the Company before the proposed issue and after the proposed issue of Equity Shares is as follows:

Sr. No.	Category	Pre-issue		Post Issue (without Warrants consider)		Post Issue (with Warrants Consider)*	
		No. of shares held	% of Shareholding	No. of shares held	% of Shareholding	No. of shares held	% of Shareholding
A	Promoters Holding						
1	Indian						
	Individuals	18,92,489	2.73	18,92,489	2.66	18,92,489	1.75
	Bodies Corporate	6,11,929	0.88	6,11,929	0.86	6,11,929	0.57

	Sub Total	25,04,418	3.62	25,04,418	3.52	25,04,418	2.31
2	Foreign Promoters	1,31,45,723	19.00	1,37,13,695	19.28	1,37,13,695	12.66
	Sub Total (A)	1,56,50,141	22.62	1,62,18,113	22.80	1,62,18,113	14.97
B	Non-promoters' holding						
1	Institutional investors						
	Banks	200	0.00	200	0.00	200	0.00
	Central Government / President of India	1000	0.00	1000	0.00	1000	0.00
2	Non-institution						
	Resident Individuals holding nominal share capital up to Rs. 2 lakhs	78,07,453	11.28	78,07,993	10.98	78,07,993	7.21
	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	2,64,24,892	38.19	27458892	38.61	6,07,80,557	56.12
	Non-Resident Indians (NRIs)	16,22,085	2.34	16,22,085	2.28	16,22,085	1.50
	Foreign Nationals	10,40,892	1.50	11,20,892	1.58	11,20,892	1.03
	Bodies Corporate	1,13,91,908	16.46	1,16,31,908	16.35	1,16,31,908	10.74
	Directors and relatives	18,02,425	2.60	18,02,425	2.53	42,61,315	3.93
	others (including HUF, Firm, etc.)	34,60,790	5.00	34,60,790	4.87	48,60,790	4.49
	Sub Total (B)	5,35,51,645	77.38	5,49,06,185	77.20	9,20,86,740	85.03
	Grand Total	6,92,01,786	100.00	7,11,24,298	100.00	10,83,04,853	100.00

*Note: The Company has allotted 1,16,89,473 warrants on 18th December, 2024 and 2,54,91,082 warrants on 1st January, 2025, which have not yet been converted into equity shares as of the date of this notice. However, for the purposes of the above post-issue shareholding with warrant consideration, it has been assumed that all such warrants are fully converted into equity shares. Consequently, the post-conversion share capital and shareholding percentages have been calculated on a fully diluted basis.

10. Proposed time schedule/ time frame within which the allotment/ preferential issue shall be completed:

The allotment of Equity Shares shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s).

11. Change in control, if any, in the Company that would occur consequent to the preferential offer/issue:

The proposed preferential issue is not resulting change in control of the Company.

12. No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

The Company has not made any preferential allotment during the year.

13. Valuation for consideration other than cash:

The valuation of the same is based on the independent valuation report dated 14th November 2025, received from by Mr. Bhavesh Rathod, a Registered Valuer (Reg. No. IBBI/RV/06/2019/10708) having his office at 12D, White Spring, A wing, Rivali Park Complex, Western Express Highway, Borivali East, Mumbai - 400 066 in compliance with Regulation 163(3) of the SEBI (ICDR) Regulations 2018 can also be accessed on the company website on the following link www.modulex.in.

14. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer OR where the specified securities are issued on a preferential basis for consideration other than cash, the valuation of the assets in consideration for which the equity shares are issued shall be done by an independent valuer, which shall be submitted to the stock exchanges where the equity shares of the issuer are listed:

The object of the preferential issue is to discharge the total purchase consideration payable for the acquisition of the shares of the shareholders of Give Vinduet Windows and Doors Private Limited (CIN: U28111KL2011PTC028899). Accordingly, 19,22,512 equity shares of the Company will be issued and allotted to the proposed allottees in exchange for their shareholding in Give Vinduet Windows and Doors Private Limited, for the purpose of acquiring the said company.

15. Lock-in:

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

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

16. Listing:

The Company will make an application to the Stock Exchange on which the existing shares are already listed, for listing of the equity shares being issued. Such Equity Shares, once allotted, shall rank *pari-passu* with the existing equity shares of the Company in all respects, including dividend.

17. Certificate:

As required in Regulation 163(2) of the SEBI (ICDR) Regulations, a certificate from Mr. Hitesh Gupta (ACS Membership No. 33684 & COP 12722), a Practicing Company Secretary, certifying that the issue is being made in accordance with the requirements of the SEBI (ICDR) Regulations. The certificate of the practicing company secretary can also be accessed on the Company website on the following link www.modulex.in

18. Undertakings:

The Company hereby undertakes that:

- i. Since the Company's equity shares are listed on BSE for a period of more than 90 trading days prior to the Relevant Date, the Company is neither required to re-compute the price, nor is required to

submit an undertaking as specified under applicable provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

- ii. If the amount payable, if any, on account of the re-computation of price is not paid within the stipulated in SEBI (ICDR) regulations the above Equity shares shall be continued to be locked in till such amount is paid by the allottees.
- iii. All the equity shares held by the proposed allottees in the Company are in dematerialized form only.

19. Disclosures specified in Schedule VI of the SEBI (ICDR) Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or a fraudulent borrower:

It is hereby confirmed that, neither the Company nor its Promoters or Directors is a wilful defaulter or a fraudulent borrower as per Regulation 163(1)(i) of Chapter V read with schedule VI of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. Further, none of its Directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.

20. Identity of proposed allottees (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/ or who ultimately control), the percentage (%) of Post Preferential Issue Capital that may be held by them and Change in Control, if any, consequent to the Preferential issue and the Current and proposed status of the allottee(s) post preferential issues namely, promoter or non-promoter:

Sr. No.	Name of the proposed allottees	Pre issue Category	Name of the Natural persons who are the ultimate beneficial owners	Pre issue Shareholding		No. of Equity Shares to be allotted	Post issue		
				No of share	%		No of share	% of total Capital (without considering warrants)	% of total Capital (assuming Full conversion of Warrants) *
1.	Redribbon Modulex Buildings Limited	Promoter	Suchit Punnose	1,31,45,723	19.00	5,67,972	1,37,13,695	19.28	12.66
2.	Prashant Developers Private Limited	Non-Promoter	Ajit Hardas Khodbhaya	32,52,033	4.70	2,40,000	34,92,033	4.91	3.22
3.	Prafulchandra Yahwantra Mehta	Non-Promoter	NA	18,500	0.03	54,000	72,500	0.10	0.07
4.	Ajay Dilkush Sarupria	Non-Promoter	NA	0	0.00	4,00,000	4,00,000	0.56	0.37
5.	Laxmi Devi Khare	Non-Promoter	NA	0	0.00	40,000	40,000	0.06	0.04
6.	G. Padmanabhan	Non-Promoter	NA	0	0.00	40,000	40,000	0.06	0.04
7.	Trivikram Prabhakar Phadke	Non-Promoter	NA	0	0.00	40,000	40,000	0.06	0.04
8.	Devika Kailash Rajawat	Non-Promoter	NA	0	0.00	40,000	40,000	0.06	0.04
9.	Vijay Vaijnath Bhatt	Non-Promoter	NA	0	0.00	40,000	40,000	0.06	0.04
10.	Jasbir Singh	Non-Promoter	NA	0	0.00	40,000	40,000	0.06	0.04
11.	Sanjay Ramchandra	Non-Promoter	NA	0	0.00	40,000	40,000	0.06	0.04

Sr. No.	Name of the proposed allottees	Pre issue Category	Name of the Natural persons who are the ultimate beneficial owners	Pre issue Shareholding		No. of Equity Shares to be allotted	Post issue		
				No of share	%		No of share	% of total Capital (without considering warrants)	% of total Capital (assuming Full conversion of Warrants) *
	Muley and Samidha Sanjay Muley								
12.	R. Parvathavardhini	Non-Promoter	NA	1,12,024	0.16	40,000	1,52,024	0.21	0.14
13.	Samidha Sanjay Muley	Non-Promoter	NA	0	0.00	40,000	40,000	0.06	0.04
14.	Anil Rasiklal Shah	Non-Promoter	NA	0	0.00	40,000	40,000	0.06	0.04
15.	D. Vathsala and DSL Prasad	Non-Promoter	NA	0	0.00	40,000	40,000	0.06	0.04
16.	M. Sudandiradevi	Non-Promoter	NA	0	0.00	40,000	40,000	0.06	0.04
17.	Vigneshwar Mani	Non-Promoter	NA	0	0.00	60,000	60,000	0.08	0.06
18.	Vijay Gunvantlal Shah and Daxaben Vijay Shah	Non-Promoter	NA	0	0.00	540	540	0.00	0.00
19.	Thennarasu Velayutham	Non-Promoter	NA	0	0.00	40,000	40,000	0.06	0.04
20.	Bharat Kumar Jain S	Non-Promoter	NA	0	0.00	40,000	40,000	0.06	0.04
21.	M Suresh	Non-Promoter	NA	0	0.00	40,000	40,000	0.06	0.04
Total				1,65,28,280	23.88	19,22,512	1,84,50,792	25.94	17.04

**Note: The Company has allotted 1,16,89,473 warrants on 18th December, 2024 and 2,54,91,082 warrants on 1st January, 2025, which have not yet been converted into equity shares as of the date of this notice. However, for the purposes of the above post-issue shareholding with warrant consideration, it has been assumed that all such warrants are fully converted into equity shares. Consequently, the post-conversion share capital and shareholding percentages have been calculated on a fully diluted basis.*

In accordance with the provisions of the Companies Act, 2013 read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations, 2018, approval of the members for the issue and allotment of the said equity shares to the above mentioned allottees is being sought by way of a special resolution as set out in said items of the notice. The issue of equity shares would be within the Authorized Share Capital of the Company.

None of the Directors and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise in this resolution.

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and therefore board recommends the Special Resolution as set out in Item Number 2 in the accompanying notice for approval by the Members.

By Order of the Board of Directors
For Modulex Construction Technologies Limited
Sd/-
Bhoomi Mewada
Company Secretary and Compliance Officer
(M. No. A34561)

Registered Office:
A-82, MIDC Industrial Estate,
Indapur, Pune, Maharashtra -413 132
CIN: L25999PN1973PLC182679
Tel: +912111 299200
Website: www.modulex.in
Email: company.secretary@modulex.in

ANNEXURE – A

DETAILS OF DIRECTOR(S) SEEKING APPOINTMENT/RE-APPOINTMENT PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETINGS

Name of Director	Mrs. Sudha Prajapati
Category/Designation	Non-Executive Independent Director
DIN	01387259
Date of Birth	19 th May, 1976
Date of first appointment on the Board	30 th September, 2025
Resume / Experience, skill, capabilities and expertise in specific functional areas	Refer to the Explanatory Statement annexed
Qualifications	Chartered Accountant
Summary of performance evaluation/ Justification for choosing the appointee as an Independent Director	Since the appointment is for the first term, performance evaluation is not relevant. Justification for selecting Mrs. Sudha Prajapati for this appointment is given in explanatory statement.
Terms and condition of the appointment	As per the resolution set out in this Notice read with the Explanatory Statement.
Remuneration last drawn	Not applicable
Remuneration proposed to be Drawn	Remuneration by way of sitting fees for attending meetings of the Board or Committees thereof
Age	49 years
Experience / Expertise in functional field and brief resume	Mrs. Sudha Prajapati, a Chartered Accountant with more than 20 years of experience, is recognized as a collaborative, strategic, and solutions-driven finance leader, with strong expertise in the chemical industry and financial controlling. She also has Experience in Strategic development activities for entities like mergers & acquisitions including post mergers integrations. She has expertise in Direct and indirect tax laws - Indian as well as international taxation support including Transfer Pricing compliance. She is keen analyst with exceptional negotiation & relationship management skills.
No. of Shares held in the Company	Nil
No. of Board Meetings attended during the financial year 2025-26	NA
Other Directorships	<ul style="list-style-type: none"> • Modulex Modular Buildings Private Limited • Stecko Techno Corporates Private Limited
Membership/Chairmanship of Committees of Board and other Companies	Modulex Construction Technologies Limited and Modulex Modular Buildings Private Limited: Member of Audit Committee

Listed entities from which the Director has resigned in the past three years	None
Disclosure of relationships between directors inter-se	She is not related to any Director / Key Managerial Personnel of the Company.
