

June 09, 2025

To,

BSE Limited

Phiroze Jeejeebhoy Towers

Dalal Street, Mumbai - 400 001

Scrip Code: 543539

Sub: Outcome of the Board Meeting held on June 09, 2025.

1. The Scheme of Amalgamation under Section 233 and other applicable provisions of the Companies Act, 2013 and the rules and regulations made thereunder for amalgamation of Shree Modi's Navnirman Private Limited ("**Transferor Company**") with and into the Company ("**Scheme**").

The Scheme as approved by the Board of Directors would be available on the website of the Company at www.modisnirman.com after submission of the same with the BSE Limited.

2. The Board hereby authorises Mr. Dineshkumar Chunilal Modi (DIN: 02793201) and Mr. Mahek Dinesh Modi (DIN: 06705998), Directors of the Company, to fix the latest practical date for the list of creditors and Members, as the date on which list of creditors and members will be identified for the purposes of obtaining approval under Section 233 of the Companies Act, 2013 up on receipt of comment, if any, from Register of companies and official liquidator or after 30 days from the date of submission of the CAA-9 to the Registrar of Companies or official liquidator or any other authority, whichever is earlier.
3. The draft notice of Postal Ballot to seek necessary approval of the members, for the aforementioned Scheme of Amalgamation under Section 233 and other applicable provisions of the Companies Act, 2013 and the rules and regulations made thereunder. The cut-off date for the notice of postal ballot would be 11th July 2025 or such date as may be decided by Mr. Dineshkumar Chunilal Modi (DIN: 02793201) and Mr. Mahek Dinesh Modi (DIN: 06705998), Directors of the Company.
4. Migration of Company from SME platform of BSE to Main Board of BSE Limited and NSE Limited.
5. Approval of Draft EOGM Notice and Calendar of events for the agenda of Migration of Company from SME platform of BSE to Main Board of BSE Limited and NSE Limited.
6. The Board has appointed Mr. Jigarkumar Gandhi - M/s JNG Co. and LLP, Practicing Company Secretary (Membership No. FCS: 7569; CP No: 8108), to act as the Scrutinizer' to scrutinise e-voting results to be carried out in the above EGM as well as postal ballot.



The detailed disclosures on S. Nos. 1 pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, are enclosed herewith as Annexure I.

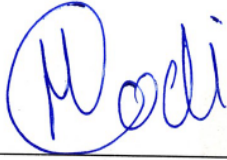
The meeting commenced at 5.00 p.m. and concluded at 6.15 p.m.

You are requested to take the same on record.

Thanking you,

Yours sincerely,

For and on Behalf of Board of Directors of,
MODI'S NAVNIRMAN LIMITED



MAHEK DINESH MODI
CFO and Whole-time director
DIN: 06705998
Address: B-5, 202, Kamla Nagar,
M.G.Road, Kandivali (West)
Mumbai, Maharashtra
400067



Annexure I

The details of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024

Sr. No.	Details of the Events that need to be provided	Information of such event
1.	Name of the entity(ies) forming part of the amalgamation/merger, details in brief such as, size, turnover etc.	Shree Modi's Navnirman Private Limited ("SMNPL" or "Transferor Company") The turnover of Transferor Company for the financial year ended as of March 31, 2025, is Rs. 11,48,03,691.
2.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length"	Yes, the companies involved in the Scheme are related parties to each other. In terms of General Circular No. 30/2014 dated July 17, 2014, issued by the Ministry of Corporate Affairs, transactions resulting from compromises, arrangements, and amalgamations under the Companies Act, 2013, will not attract the requirements of Section 188 of Companies Act, 2013. Since the Transferor Companies are being amalgamated as wholly owned subsidiaries through the Scheme, there will be no issuance of shares by the Company. Accordingly, no consideration is payable, and no valuation is presently required.
3.	Area of business of the entity(ies)	Transferor Company engaged in the business of infrastructure development, construction, and real estate, including redesigning, repairing, and renovation projects.
4.	Rationale for amalgamation/ merger	The proposed amalgamation will streamline the group structure, optimize resource utilization, and achieve operational synergies through the consolidation of administrative and operational functions.
5.	In case of cash consideration—amount or otherwise share exchange ratio	There will be no cash or share consideration involved in this process.
6.	Brief details of change in shareholding pattern (if any) of listed entity	There will be no change in the shareholding of the Transferee Company.

