

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 42nd Annual General Meeting (AGM) of the Members of Modison Limited will be held on **Tuesday, September 09, 2025** at **11.30 A.M.** through **Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”)** to transact the following businesses.

ORDINARY BUSINESS:**1. ADOPTION OF AUDITED FINANCIAL STATEMENTS (STANDALONE AND CONSOLIDATED) ALONG WITH DIRECTORS’ REPORT AND AUDITORS’ REPORT THEREON**

To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the financial year ended March 31, 2025, together with the reports of the Board of Directors’ and Auditors’ thereon in this regard if thought fit, to pass, with or without modification(s), the following resolutions as **Ordinary Resolution**:

“RESOLVED THAT the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025, and the Reports of the Board of Directors and Auditors thereon, be and are hereby received, considered, and adopted.

“RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025, together with the Auditors’ Report thereon, be and are hereby received, considered, and adopted.”

2. CONFIRMATION OF INTERIM DIVIDEND AND DECLARATION OF FINAL DIVIDEND

To confirm interim dividend of Rs. 1.50 per Equity Share of Rs. 1/- each declared during the financial year 2024-25 and to declare final dividend on Equity Shares for the financial year 2024-25 and in this regard if thought fit, to pass, with or without modification(s), the following resolutions as **Ordinary Resolution**:

“RESOLVED THAT an Interim Dividend @ 150% (Rs. 1.50/- per Equity Share of Rs. 1/- each), on fully paid-up 3,24,50,000 Equity Shares, as approved by the Board of Directors and accordingly paid to the Shareholders of the Company during the financial year 2024–25, be and is hereby confirmed.

“RESOLVED THAT final dividend @ 200% (Rs. 2.00 /- per share on Equity Shares of Rs. 1/- each) on fully paid-up 3,24,50,000 Equity Shares, as recommended by the Board of Directors of the Company, be and is hereby declared out of the profits of the Company for the financial year 2024–25.”

3. APPROVE RE-APPOINTMENT OF DIRECTOR WHO IS LIABLE TO RETIRE BY ROTATION

To appoint Mr. Rajkumar Mohanlal Modi (DIN:00027449), Jt. Managing Director of the Company, who retires by rotation as Director and being eligible, offers himself for re-appointment as Directors of the Company and in this regard if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT in accordance to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Rajkumar Mohanlal Modi (DIN:00027449), Jt. Managing Director of the Company, who retired by rotation at this meeting, be and is hereby re-appointed as a Director of the Company.”

SPECIAL BUSINESS:**4. RATIFICATION OF REMUNERATION PAYABLE TO THE COST AUDITORS FOR FINANCIAL YEAR 2025-26**

To ratify the remuneration payable to the Cost Auditors for the financial year 2025-26 and in this regard if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including all statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company hereby ratifies the remuneration of Rs. 60,000/- (Rupees Sixty Thousand only) as approved by the Board of Directors payable to M/s. N. Ritesh & Associates, Cost Auditors (Firm Registration No.100675) appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year 2025-26 as per detail set out in the Statement annexed to the Notice convening this Meeting.

“FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds, matters and things as may be considered necessary, desirable or expedient for giving effect to this resolution.”

5. APPOINTMENT OF SECRETARIAL AUDITORS

To approve and consider the appointment of Secretarial Auditors as recommended by the Board of Directors of the Company and in this regard if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (including any statutory

modification(s) or re-enactment(s) thereof for the time being in force), and based on the recommendation of the Audit Committee and approval of the Board of Directors of the Company, the consent of the Members be and is hereby accorded for the appointment of M/s. Ragini Chokshi & Co., Practicing Company Secretaries (Firm Registration No. 92897), as the Secretarial Auditor of the Company for a period of five (5) years, commencing from April 1, 2025 to March 31, 2030, to conduct the Secretarial Audit of the Company and to issue the Secretarial Audit Report in accordance with applicable provisions of the Act and rules made thereunder.

“RESOLVED FURTHER THAT the remuneration for the Secretarial Audit for the financial year 2025–26 shall be Rs. 70,000/- (Rupees Seventy Thousand only) plus applicable taxes.

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things and to take such steps as may be necessary, proper or expedient to give effect to this resolution, including filing of necessary forms and returns with regulatory authorities.”

6. TO APPROVE RELATED PARTY TRANSACTION:

To approve related party transaction with M/s. Modison Copper Private Limited and in this regard, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23 of the SEBI (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), and in terms of the Company’s Policy on Related Party Transactions, and based on the approval of the Audit Committee and recommendation of the Board of Directors of the Company, the approval of the Members be and is hereby accorded to the Company to enter into contract(s)/arrangement(s)/transaction(s) with M/s. Modison Copper Private Limited, a related party, for the purchase, sale or supply of goods/materials and/or availing or rendering of services, in the ordinary course of business and on an arm’s length basis, on such terms and conditions as may be mutually agreed upon between the parties, provided that the value of such transactions, in aggregate, shall not exceed Rs. 80 Crores (Rupees Eighty Crores only) during the period commencing from April 1, 2025 and ending on the date of the Annual General Meeting of the Company to be held for the financial year 2025-26.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof and executing necessary documents, including contract(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any

matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any questions that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

“RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee thereof which the Board may have constituted or may hereafter constitute to exercise its powers conferred by this resolution), be and is hereby authorised to do and perform all such acts, deeds, matters and things and to execute such documents, agreements or writings as may be necessary, desirable or expedient to give effect to this resolution and for matters connected therewith or incidental thereto.

“RESOLVED FURTHER THAT all actions taken by the Board or any other person so authorised by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.”

7. TO ENHANCE THE BORROWING LIMIT OF THE COMPANY:

To consider and approve the enhancement of borrowing limit of the Company and in this regard, if thought fit, to pass with or without modification(s), the following as a **Special Resolution**;

“RESOLVED THAT in supersession of all earlier resolutions passed in this regard and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any Committee thereof), to borrow, from time to time, any sum or sums of money for and on behalf of the Company, from any one or more banks, financial institutions, multilateral agencies, export-import banks, bodies corporate or other lenders, whether by way of cash credit, term loans, working capital loans, debentures (whether secured or unsecured), bank guarantees, or in any other form whatsoever, notwithstanding that the money so borrowed together with the monies already borrowed and outstanding at any one time (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company, its securities premium and free reserves (that is to say, reserves not set apart for any specific purpose), provided that the total amount of such borrowings shall not, at any time, exceed a sum of Rs. 300 Crores (Rupees Three Hundred Crores only).

“RESOLVED FURTHER THAT the Board be and is hereby authorised to negotiate, finalise and execute all such deeds, documents, writings, papers and agreements as

may be required and to do all such acts, deeds, matters and things, as may be necessary, desirable or expedient to give effect to this resolution.”

8. AUTHORISATION FOR CREATION OF SECURITY ON THE ASSETS OF THE COMPANY

To consider and approve the enhancement limit for creation of charge on the assets of the Company and in this regard, if thought fit, to pass with or without modification(s), the following as a **Special Resolution**;

“**RESOLVED THAT** pursuant to the provisions of section 180(1)(a) and other applicable provisions if any, of the Companies Act, 2013(including any statutory modifications or re-enactment thereof), the Members be and hereby accord their approval, to create any security interest whether by way of any pledge , charge, mortgage, hypothecation , assignment or otherwise, in such form and manner and with such ranking and at such time and on such terms as Board may determine on all or any of the movable, immovable properties and/or any other assets of the Company, both present and future, in favour of lender(s), agent and trustees for securing the borrowing/financial assistance obtained / to be obtained from Bank, financial institutions, body(ies) Corporate or any other party and/or otherwise to charge the assets of the Company, for monies availed / to be availed by way of loans, securities (comprising debentures and/or bonds and/or any other debt instruments) issued/to be issued by the Company and any other financial assistance availed by the Company, from time to time , up to an amount not exceed Rs. 300 Crores (Rupees Three Hundred Crores only) together with interest , at the respective agreed rate, additional interest , compoundable interest, accumulated interest, commitment charges, remuneration to agent(s)/trustee(s), premium on redemption, all other cost, charges and expenses and all other monies payable by the Company in terms of loan agreement , debenture trust deed or any other document entered / to be entered between the Company and the lenders and the lenders, agents and/or trustees in respect of the said Loans/borrowing/financial assistance/issuance of securities. ”

**By Order of the Board of Directors
For Modison Limited**

**Pooja Birendra Sinha
Company Secretary & Compliance Officer**

Registered Office

33-Nariman Bhavan,
227-Nariman Point,
Mumbai 400021

Place: Mumbai

Date: May 27, 2025

NOTES

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") with respect to Item No. 4, Item No. 5, Item No. 6, Item No. 7, and Item No. 8, of the Notice forms part of this Notice. The Board of Directors has considered and decided to include Item No. 4, Item No. 5, Item No. 6, Item No. 7, and Item No. 8, as given above as special business in the forthcoming AGM, as it is unavoidable in nature. The relevant details, as set out under Item Nos. 3 of the Notice pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") in respect of the Director seeking re-appointment at this AGM are also part of this Notice.
2. The above-mentioned Explanatory Statement with respect to Item No. 4, Item No. 5, Item No. 6, Item No. 7, and Item No. 8 and the disclosure required pursuant to Regulation 36(3) of the SEBI Listing Regulations in respect of the Director who seeking re-appointment at this AGM, is provided in the **Annexure** to this Notice.
3. The Ministry of Corporate Affairs, Government of India ("MCA") has, vide its circular No. 9/2024 dated September 19, 2024, read with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 28, 2022 and September 25, 2023 (collectively referred to as "MCA Circulars"), allowed inter-alia the conducting of AGMs through Video Conferencing/ Other Audio-Visual Means ("VC/OAVM") facilities on or before September 30, 2025, in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular dated May 5, 2020. The Securities and Exchange Board of India ("SEBI") has also, vide its Circular No. SEBI/HO/CFD/CFDPoD-2/P/CIR/2024/133 dated October 3, 2024 ("SEBI Circular"), provided certain relaxations from compliance with certain provisions of the SEBI Listing Regulations. In compliance with these Circulars, the provisions of the Act and SEBI Listing Regulations, the 42nd AGM of the Company is being conducted through the VC/OAVM facility without the physical presence of members at a common venue. The deemed venue for the 42nd AGM shall be the registered office of the Company. As the AGM is conducted through VC/ OAVM, the facility for the appointment of a proxy by the members is not available for this AGM and hence the Proxy Form and Attendance Slip including the Route Map, are not annexed to this Notice.
4. In compliance with the MCA Circulars and SEBI Circular dated October 7, 2023, SEBI has dispensed with the requirement of printing and dispatch of Annual Report by the companies to their shareholders. Notice of the AGM along with the Annual Report 2024-25 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Registrar and Share Transfer Agent / Depository Participants / Depositories. Members may note that the Notice and Annual Report 2024-25 will also be available on the Company's website www.modisonltd.com, websites of the Stock Exchanges at www.bseindia.com (BSE Limited), www.nseindia.com (National Stock Exchange of India Limited) and on the

website of National Securities Depository Limited (“NSDL”) (agency for providing the Remote e-Voting facility) at www.evoting.nsdl.com.

5. Pursuant to Section 113 of the Act, Institutional/ Corporate members are requested to send a duly certified copy of the board resolution authorizing their representative to attend and/or vote at the AGM at shareholder@modison.com
6. Pursuant to the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), the Secretarial Standard on General Meetings (SS-2) issued by the ICSI, Regulation 44 of the SEBI Listing Regulations, and the Circulars issued by the MCA dated April 8, 2020, April 13, 2020, May 5, September 25, 2023 and September 19, 2024, the Company is providing facility for remote e-Voting to its Members in respect of the business to be transacted at the 42nd AGM and to those Members participating in the 42nd AGM, to cast their vote through the e-Voting system during the AGM. For this purpose, the Company has entered into an agreement with the National Securities Depository Limited (“NSDL”) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using the remote e-Voting system, as well as e-Voting on the date of the AGM, will be provided by NSDL.
7. The remote e voting facility will be available during the following voting period:

Commencement of remote e-voting	9:00 A.M. (IST) on Friday, September 05, 2025
End of remote e-voting	5:00 P.M. (IST) on Monday, September 08, 2025

The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be forthwith disabled by NSDL upon expiry of the aforesaid period.

8. A person whose name is recorded in the Register of Members or in the Beneficial Owners register maintained by depositories as of the cut-off date, i.e., Tuesday, September 02, 2025, shall be entitled to avail of the facility of remote e-Voting as well as the e-Voting system during the AGM. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member/Beneficial Owner (in case of shares held in dematerialized form) as of the cut-off date, i.e., Tuesday, September 02, 2025. A person who is not a member as of the cut-off date should treat this Notice for informational purposes only.
9. The e-Voting during the AGM will begin on Tuesday, September 09, 2025, at 11.30 A.M. and will end 30 minutes after the conclusion of the AGM. Within this period, all Members who are present at the AGM through the VC facility and who have not yet exercised their vote through remote e-Voting can still exercise their vote electronically. The facility for e-Voting during the meeting is available only to those Members participating in the meeting through the VC facility. If a Member has exercised his/her vote during the AGM through e-Voting but has not attended the AGM through the VC facility, then the votes cast by such a Member shall be considered invalid.

- 10.** The Board of Directors of the Company has appointed M/s. Ragini Chokshi & Co., Practicing Company Secretaries, as the Scrutinizer for conducting the voting process for remote e-Voting and e-Voting during the AGM in a fair and transparent manner. The results of the e-Voting shall be declared to the Stock Exchanges within the timeframe prescribed under the Act and SEBI Listing Regulations. The results, along with the Scrutinizer's Report, shall also be placed on the website of the Company at www.modisonltd.com
- 11.** The Register of Directors and Key Managerial Personnel (KMP) and their shareholding, maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, under Section 189 of the Act, and all other documents referred to in the Notice can be inspected in electronic mode by sending a request via email to shareholder@modison.com
- 12.** The Register of Members of the Company shall remain closed from Wednesday, September 03, 2025, to Tuesday, September 09, 2025 (both days inclusive).
- 13.** Payment of dividend, as recommended by the Board of Directors, if approved at the meeting, will be made on or before Saturday, October 08, 2025, to those members whose names are on the Company's Register of Members on Tuesday, September 02, 2025, and those whose names appear as Beneficial Owners at the close of business hours on Tuesday, September 02, 2025, as per the details to be furnished by the Depositories, viz. NSDL and Central Depository Services (India) Limited (CDSL) for this purpose.
- 14.** In accordance with the provisions of the Income Tax Act, 1961, as amended by and read with the provisions of the Finance Act, 2020, with effect from April 1, 2020, the dividend declared and paid by the Company is taxable in the hands of its Members, and the Company is required to deduct tax at source (TDS) from the dividend paid to the Members at the applicable rates. A separate email will be sent to the registered email ID of the Members providing details about the process for submitting the documents/ declarations along with the formats required for the deduction of tax at source on the dividend payout. Sufficient time will be provided for submitting the documents/declarations by the Members who wish to claim a beneficial tax treatment. The intimation will also be uploaded on the Company's website at www.modisonltd.com
- 15.** Members holding shares in electronic form are advised to keep their bank details updated with the respective Depositories, viz., NSDL and CDSL. Members holding shares in physical form are requested to update their bank details with the Company's Registrar and Share Transfer Agents.
- 16.** Pursuant to the provisions of the Act and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer, and Refund) Rules, 2016, and the Amendment Rules of 2017, notified by the Ministry of Corporate Affairs, the Company is required to transfer any unpaid or unclaimed dividends that remain outstanding for a continuous period of seven years, along with the corresponding shares for which dividends have

remained unpaid or unclaimed for seven consecutive years, to the account of the Investor Education and Protection Fund (IEPF) Authority.

17. SEBI, vide its Master Circular No. SEBI/HO/MIRSD/ POD-1/P/CIR/2024/37 dated May 7, 2024, read with SEBI Circular No. SEBI/HO/MIRSD/POD-1/P/ CIR/2024/81 dated June 10, 2024, has mandated that, with effect from April 1, 2024, dividends to security holders (holding securities in physical form) shall be paid only through electronic mode. Such payment shall be made only after furnishing the PAN, choice of nomination, contact details, including mobile number, bank account details, and specimen signature ("KYC Details"). For folios where these details are not registered, the dividend payment will be withheld by the Company. The same shall be released only upon registering the aforementioned required details.
18. Members are requested to submit their PAN, contact details, bank account details, nomination details, and specimen signature (as applicable) to their DP in case they hold securities in dematerialised form or to Company's Registrar and Share Transfer Agents through Form ISR-1, Form ISR-2, and Form ISR-3 (as applicable), available at Shareholder Corner in case they hold securities in physical form. It is in the members' interest to ensure that correct and updated bank account details are available with their Depository Participant (DP) in case of shares held in dematerialized form so that dividends paid by the Company are credited to the investor's bank account on time.
19. Members holding shares in physical form, in identical order of names, in more than one folio, are requested to send the details of such folios, along with the share certificates and the requisite KYC documents, to the Company's Registrar and Share Transfer Agents for consolidation of their holdings into one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
20. SEBI, vide Master Circular no. SEBI/HO/OIAE/OIAE_ IAD-3/P/CIR/2023/195 dated December 28, 2023, has specified that a shareholder shall first take up his/ her/their grievance with the listed entity by lodging a complaint directly with the concerned listed entity, and if the grievance is not redressed satisfactorily, the shareholder may, in accordance with the SCORES guidelines, escalate the same through the SCORES Portal in accordance with the process laid out therein. Only after exhausting all available options for resolution of the grievance, and if the shareholder is not satisfied with the outcome, he/she/they may initiate dispute resolution through the Online Dispute Resolution ("ODR") Portal. Shareholders are requested to take note of the same. The aforesaid SEBI Circular can be viewed at the following link: <https://www.modisonltd.com/investors/modison-online-dispute-resolution--odr>
21. The Members can join the AGM in the VC/OAVM mode 15 minutes before the scheduled time and up to 15 minutes after the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 members on a first-come, first-served basis. This will not include large Shareholders (shareholders holding 2% or more shares), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, the Nomination and Remuneration Committee, and the Stakeholders' Relationship Committee, or Auditors,

etc., who are allowed to attend the AGM without restriction based on a first come, first-served basis.

22. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

23. The Instructions for Members for remote E-Voting and joining Annual General Meeting

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in Demat mode:

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., 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 Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under

	<p>Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <ol style="list-style-type: none"> If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>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 Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.</p> <p>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-</p>

	<p>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 e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<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. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

Procedure to Log-in to NSDL e-Voting website

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is

	101456001***
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5. Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

- (i) After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
- (ii) Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
- (iii) Now you are ready for e-Voting as the Voting page opens.
- (iv) Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
- (v) Upon confirmation, the message “Vote cast successfully” will be displayed.
- (vi) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- (vii) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

24. Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

- (i) In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to shareholder@modison.com
- (ii) In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to shareholder@modison.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

- (iii) Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
- (iv) In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

25. Instructions for Members for e-Voting on the day of the AGM

The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

- (i) Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- (ii) Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AG
- (iii) The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

26. Instructions for Members for attending the AGM through VC/OAVM:

- (i) Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- (ii) Members are encouraged to join the Meeting through Laptops for better experience.
- (iii) Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- (iv) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss

due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

- (v) Shareholders, who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at shareholder@modison.com. The same will be replied by the company suitably.
- (vi) The Speaker Registration will be open from Monday, August 25, 2025 to Wednesday, August 27, 2025. The Company reserves the right to restrict the number of questions or number of speakers at the AGM depending on the availability of time appropriate for smooth conduct of AGM.

27. General Guidelines for shareholders;

- a. Institutional/Corporate shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send duly signed copy of the relevant Board Resolution/ Authority letter with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to mail@csraginichokshi.com with a copy marked to evoting@nsdl.com. Institutional/Corporate shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
- b. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
- c. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Mr. Sagar S. Gudhate, Senior Manager at evoting@nsdl.com

Annexure to the Notice dated May 27, 2025**Explanatory Statement**

[Pursuant to Section 102 of the Companies Act, 2013 and/or Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

The following Explanatory Statement sets out the material facts relating to the businesses mentioned under Item Nos. 4, 5, 6, 7, and 8 of the accompanying Notice of the Annual General Meeting, as required under Section 102 of the Companies Act, 2013.

Item no. 4: Ratification of remuneration to Cost Auditors

The Board of Directors, on the recommendation of the Audit Committee, has approved the appointment of M/s. N. Ritesh & Associates, Cost Accountants, as Cost Auditors to conduct the audit of the cost accounts maintained by the Company for the financial year 2025-26, at a remuneration of 60,000/- (Rupees Sixty Thousand only), per annum, plus applicable taxes.

In accordance with the provisions of Section 148 of the Act, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors must be ratified by the members of the Company. Accordingly, the consent of the Members is sought for the approval of the remuneration payable to the Cost Auditors for the financial year 2025-26.

The Board recommends the approval of the remuneration payable to M/s. N. Ritesh & Associates, Cost Accountants, for conducting the cost audit and the passing of the Ordinary Resolution set out at Item No. 4 of the Notice.

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

Item no. 5: Appointment of Secretarial Auditors

In accordance with the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("the Act"), every listed company and certain other prescribed categories of companies are required to annex a Secretarial Audit Report, issued by a Practicing Company Secretary, to their Board's report, prepared under Section 134(3) of the Act.

Furthermore, pursuant to recent amendments to Regulation 24A of the SEBI Listing Regulations, every listed entity is required to conduct a Secretarial Audit and annex the Secretarial Audit Report to its annual report. Additionally, a listed entity must appoint a Secretarial Audit firm for a maximum of two terms of five consecutive years, with shareholder approval to be obtained at the Annual General Meeting.

Accordingly, based on the recommendation of the Audit Committee, the Board of Directors has approved the appointment of M/s. Ragini Chokshi & Co., Practicing Company Secretaries, as the Secretarial Auditors of the Company for a period of five years, commencing from April 01, 2025, to March 31, 2030. The appointment is subject to shareholders' approval at the Annual General Meeting.

While recommending M/s. Ragini Chokshi & Co, for appointment, the Board and the Audit Committee evaluated various factors, including the firm's capability to handle a diverse and complex business environment, its existing experience in the Company's business segments, its industry standing, the clientele it serves, and its technical expertise. M/s. Ragini Chokshi & Co was found to be well-equipped to manage the scale, diversity, and complexity associated with the Secretarial Audit of the Company.

M/s. Ragini Chokshi & Co., is a peer reviewed and a well-established firm of Practicing Company Secretaries, registered with the Institute of Company Secretaries of India, Mumbai. The firm is led by experienced partners, all of whom are distinguished professionals in the field of corporate governance and compliance. Their collective expertise spans corporate advisory, transactional services, litigation, advocacy, and legal due diligence. The firm also has associate partners with strong professional credentials who align with its core values of character, competence, and commitment. They specialize in compliance audit and assurance services, advisory and representation services, and transactional services.

The terms and conditions of M/s. Ragini Chokshi & Co 's appointment include a tenure of five years, from April 01, 2025, to March 31, 2030. The fixed remuneration for the Secretarial Audit for the year 2025-26 is set at 70,000/- (Rupees Seventy Thousand only), plus applicable taxes. The proposed fees are determined based on the scope of work, team size, industry experience, and the time and expertise required by M/s. Ragini Chokshi & Co to conduct the audit effectively.

Additional fees for statutory certifications and other professional services will be determined separately by the management, in consultation with M/s. Ragini Chokshi & Co, and will be subject to approval by the Board of Directors and/or the Audit Committee, as and when required. The remuneration for the subsequent years from 2026-27 to 2029-30 will also be approved by the Board and/ or the Audit Committee.

M/s. Ragini Chokshi & Co has provided its consent to act as the Secretarial Auditors of the Company and has confirmed that the proposed appointment, if made, will be in compliance with the provisions of the Act and the SEBI Listing Regulations. Accordingly, the consent of the shareholders is sought for the appointment of M/s. Ragini Chokshi & Co as the Secretarial Auditors of the Company.

This explanatory statement is provided in accordance with Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

The Board of Directors recommends the resolution for approval by the Members, as set out at Item No. 5 of the Notice.

None of the Directors, Key Managerial Personnel (KMP), or their relatives have any financial or other interest in the proposed resolution.

Item No. 6: To Approve Related Party Transaction

The Company proposes to enter into contract(s) / arrangement(s) / transaction(s) with Modison Copper Private Limited, a related party of the Company, for purchase, sale, supply of goods / materials and/or availing or rendering various services as per business requirements and as considered beneficial to Company's interest on such terms and conditions as may be mutually agreed upon between the both parties and considered appropriate by the Audit Committee and Board of Directors of the Company, provided that the total amount of such transactions put together should not exceed Rs. 80 Crores (Rupees Eighty Crores only) during the period April 01, 2025 up to the conclusion of Annual General Meeting of the Company scheduled to be held for the financial year 2025-26.

Effective from April 01, 2022, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary (ies), exceed(s) Rs. 1000 Crore or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower. Further, the definition of Related Party Transaction as per Regulation 2(1)(zc) of the SEBI Listing Regulations includes the transaction involving a transfer of resources, services or obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand.

The Company proposes to enter into a related party transaction(s) as mentioned below, on mutually agreed terms and conditions, and the aggregate of such transaction(s), are expected to cross the applicable materiality thresholds as mentioned above. Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for all such arrangements / transactions proposed to be undertaken by the Company. The said transactions shall be in the ordinary course of business of the Company and on an arm's length basis.

The Audit Committee of the Company has, on the basis of relevant details provided by the management as required, at its meeting held on February 13, 2025, reviewed and approved the said transaction, subject to approval of the Members, while noting that such transaction shall be on arms' length basis and in the ordinary course of business of the Company and are in accordance with Related Party Transactions Policy of the Company.

As per the provisions of Section 188 of the Act read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23(4) of the Listing Regulations, prior approval of the members by passing Ordinary Resolution is required for all material related party transaction(s), including any subsequent material modification(s) thereto.

Further, the Information required under Regulation 23 of SEBI Listing Regulations read with SEBI Circular dated November 22, 2021 is provided herein below:

Sr. No	Particulars	Details of Related Parties
1	Name of the related party	Modison Copper Private Limited (MCPL)
2	Type of transaction	<ul style="list-style-type: none"> • Purchase of Silver Bearings Copper, Contact Parts made of Copper & Copper Alloys, Copper, Copper Chromium / Zinconium and Alloy Products, Copper Nickel Bar, Cathode Copper, Cadum Copper Rod, Labour Job (Payment). • Purchase / Sale of non-ferrous metals products; • Sales of Copper Boring, Copper Chromium By Products, Copper/Tungsten end/cut pcs, Non-Ferrous Metal Scarp, Copper Silver Master Alloy, Copper Cadum Master Alloy, Chromium Zinconium Rod/ Strip, Labour Job (Receipt), Sale of RoDTEP License.
3	Material terms and particulars of the proposed transaction	Material terms and conditions are based on the contracts which inter alia include the rates based on prevailing market price and commercial terms as on the date of entering into the contract(s)
4	Nature of relationship with the Company including nature of its concern or interest (financial or otherwise)	<p>Modison Copper Private Limited (MCPL) forms part of the Promoter/Promoter Group of Modison Limited (ML). It is an entity over which the Directors of Modison Limited exercise significant influence and control.</p> <p><u>Common Directorship:</u></p> <ul style="list-style-type: none"> • Mr. Girdhari Lal Modi • Mr. Rajkumar Mohanlal Modi (resigned from the Board of MCPL effective April 15, 2025) • Mr. Kumar Jay Modi <p><u>Shareholding in MCPL:</u></p> <ul style="list-style-type: none"> • Mr. Girdhari Lal Modi and Mr. Kumar Jay Modi hold equity shares in MCPL

5	Tenure of the proposed transaction	The proposed transactions will be executed during the period commencing from April 01, 2025, up to the conclusion of the Annual General Meeting of the Company scheduled to be held for the financial year 2025–26.							
6	Value of the proposed transaction (<i>the proposed value of transaction is net of GST</i>)	Aggregate value of transactions(s) with MCPL would be upto Rs.80 Crores. Break-up of such transaction shall be: <table><tr><td>Nature of transaction</td><td>Upto an Amount</td></tr><tr><td>Gross purchase of goods and/or Labour Job</td><td>Rs. 65 Crores.</td></tr><tr><td>Gross Sales and/or sales related services, if any</td><td>Rs. 15 Crores.</td></tr></table> (During Financial Year 2024-25, the Company had entered into transaction(s) with MCPL to the tune of Rs.45.21 Crores for similar goods and/or services)		Nature of transaction	Upto an Amount	Gross purchase of goods and/or Labour Job	Rs. 65 Crores.	Gross Sales and/or sales related services, if any	Rs. 15 Crores.
Nature of transaction	Upto an Amount								
Gross purchase of goods and/or Labour Job	Rs. 65 Crores.								
Gross Sales and/or sales related services, if any	Rs. 15 Crores.								
7	Value of RPT as % of Company's audited consolidated annual turnover.	The proposed transaction with MCPL would be 16.32% (approx.) of the Company's annual consolidated turnover for the financial year 2024 – 25. The Consolidated annual turnover of the Company is Rs. 490.24 Crores for the financial year 2024-25 (<i>the annual turnover is net of GST</i>)							
8	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	Not Applicable							
	a) details of the source of funds in connection with the proposed transaction;	Not Applicable							
	b)where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments; nature of indebtedness; cost of funds; and tenure;	Not Applicable							

	c) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	Not Applicable
	d) the purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
9	Justification as to why the RPT is in the interest of the Company	<p>MCPL is into Silver Bearings Copper, Contact Parts made of Copper & Copper Alloys, Copper, Copper Chromium / Zirconium and Alloy Products, Copper Nickel Bar, Cathode Copper, Cadmium Copper Rod and the Company is purchasing said products and services considering various factors which is beneficial to the Company.</p> <p>Further, the transactions entered / to be entered with MCPL are in the ordinary course of business and entered at arm's length price. Omnibus approval of the Audit Committee of the Company is granted.</p> <p>Hence, considering the aforesaid and the fact that the transactions with MCPL is being conducted for past many years without any hindrances, and, the Management believes that the transactions with MCPL would be beneficial to the Company.</p>
10	Copy of the valuation or other external party report, if any such report has been relied upon.	Not Applicable
11	Any other information relevant or important for the members to take a decision on the proposed transaction	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013

Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution as set out at item no. 6 of the Notice for approval by the members.

Except, Mr. Girdhari Lal Modi, Managing Director and Mr. Kumar Jay Modi, Joint Managing Director and their relatives, none of the other Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the said resolution.

Item No. 7 & 8: Approval for Enhancement of Borrowing Powers and Creation of Security on Assets

As per the provisions of section 180(1)(c) of the Companies Act, 2013, the Board of Directors of the Company cannot, except with the consent of Members of the Company at the general meeting borrow monies , apart from temporary loans obtained from the Company's banker in ordinary course of business, in excess of aggregate of the paid up capital , its free reserve, that is the reserve not set for any specific purpose and securities premium . The members had earlier accorded their consent to the Board for borrowing upto an outstanding amount of Rs. 200 Crores at their meeting held on August 03, 2021.

It is important for the Company to establish appropriate and sufficient financial arrangements to address emerging operational needs and secure additional capital to support its business objectives. The Company is accelerating plans to expand its operations and scale up capacity in the near future, and is committed to ensuring adequate liquidity to support these initiatives and for these it is necessary to enhance/increase its existing borrowing limits. The approval of members, is therefore being sought by way of Special Resolution, pursuant to the provisions of section 180(1)(c) of the Companies Act, 2013, to increase the limit for outstanding borrowing from Rs. 200 Crores to Rs. 300 Crores.

The said borrowing may be secured by way of pledge, charge, mortgage, hypothecation, and assignment or otherwise on the Company's assets in favour of lender(s). For creation of such pledge, charge, mortgage, hypothecation, and assignment or otherwise on the Company's assets it is necessary to pass a special resolution under section 180(1)(a) of the Companies Act, 2013, consenting to creation of such pledge, charge, mortgage, hypothecation, and assignment or otherwise on the Company's assets for amount not exceeding Rs. 300 Crores (Rupees Three Hundred Crores Only).

The Board of Directors at their Meeting held on May 27, 2025, recommended the special resolutions as mentioned under Item No 7 and 8 of the accompanying Notice for the approval of the Members of the Company.

None of the Directors and Key Managerial Personnel and their relatives are , in any way interested or concerned in the above resolutions.

Annexure to the Notice dated May 27, 2025
Details of Directors retiring by rotation at the Meeting pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)

Name	Mr. Rajkumar Mohanlal Modi
DIN	00027449
Age	60 years
Qualification	Mr. Rajkumar M. Modi holds Bachelor’s Degree in Commerce and Post Graduate Degree in Master of Business Administration.
Experience (including expertise in specific functional area) / Brief Resume	He has vide experience in export Marketing and excellent administration skills. He joined the Board of Director of the Company with effect from June 09, 1998 and was re-appointed as Jt. Managing Director with effect from October 14, 2024.
Terms and Conditions of re-appointment	Mr. Rajkumar Mohanlal Modi, Jt. Managing Director of the Company, is retired by rotation, as per the provisions of section 152 and other applicable provisions of the Companies Act, 2013
Remuneration (including sitting fees, if any) last drawn	Rs. 251.21 Lakhs
Remuneration proposed to be paid	Not Applicable as the re-appointment is pursuant to the retirement by rotation
Date of first appointment on the Board	June 09, 1998
Shareholding in the Company including shareholding as a beneficial owner as on March 31, 2025	6747305 Equity Shares of Rs. 1/-each.
Relationship with other Directors / Key Managerial Personnel	Mr. Rajkumar Mohanlal Modi is not related to any other Director of the Company, except for Mr. Girdhari Lal Modi and Mr. Kumar Jay Modi. For reference, Mr. Girdhari Lal Modi (in his capacity as Karta of Girdharilal Modi HUF), Mr. Kumar Jay Modi, and Mr. Rajkumar Mohanlal Modi are all part of the Promoter/Promoter Group of the Company.
Number of meetings of the Board attended during the financial year	4 out of 4 meetings held
Directorships of other Boards as on March 31, 2025	Names of Companies in which Mr. Rajkumar Modi is associated as Director:

	(i) Modison Techweld Private Limited (ii) Modison Hitech Private Limited (iii) Modison Chemtech Private Limited (iv) Modison HV Private Limited (v) Modison Copper Private Limited (vi) Hydrogenium Plus Technology Private Limited (vii) Green Shepherd Energy Private Limited Except for Modison Limited, there is no other Listed Company in which he is associated as Director.
Membership / Chairmanship of Committees of other Boards as on March 31, 2025	Nil
Listed entities from which the Director has resigned in the past three years	Nil

**By Order of the Board of Directors
For Modison Limited**

**Pooja Birendra Sinha
Company Secretary & Compliance Officer**

Registered Office

33-Nariman Bhavan,
227-Nariman Point,
Mumbai 400021

Place: Mumbai

Date: May 27, 2025

*For the purpose of this Notice and the accompanying explanatory statement, the terms "**shareholder**" and "**member**" are used interchangeably and shall be deemed to refer to the same person/entity entitled to exercise rights under the Companies Act, 2013.*