

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 43rd Annual General Meeting (AGM) of the Members of Modison Limited will be held on **Tuesday, July 21, 2026 at 5:30 P.M. [IST]** 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, 2026, 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, 2026, 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, 2026, 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. 2.50 per Equity Share of Rs. 1/- each declared during the financial year 2025-26 and to declare final dividend on Equity Shares for the financial year 2025-26 and in this regard if thought fit, to pass, with or without modification(s), the following resolutions as **Ordinary Resolution**:

“RESOLVED THAT the Interim Dividend at the rate of 250% (i.e., Rs. 2.50 per Equity Share of Rs. 1/- each) on 3,24,50,000 fully paid-up Equity Shares, as declared and approved by the Board of Directors and accordingly paid to the shareholders of the Company during the financial year 2025–26, be and is hereby noted and confirmed.

RESOLVED FURTHER THAT the Final Dividend at the rate of 300% (i.e., Rs. 3.00 per Equity Share of Rs. 1/- each) on 3,24,50,000 fully paid-up 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 2025–26.”

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

To appoint Mr. Kumar Jay Modi (DIN: 00059396), 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 pursuant to the provisions of Section 152 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), Mr. Kumar Jay Modi (DIN: 00059396), Jt. Managing Director of the Company, who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS:**4. RATIFICATION OF REMUNERATION PAYABLE TO THE COST AUDITORS FOR FINANCIAL YEAR 2026-27**

To ratify the remuneration payable to the Cost Auditors for the financial year 2026-27 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 2026-27 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. TO APPROVE MATERIAL RELATED PARTY TRANSACTION WITH MODISON COPPER PRIVATE LIMITED

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 Regulation 2(1) (zc), 23(4) of the Securities and Exchange Board of India (“SEBI”) (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) as amended from time to time and as per Section 188 and other applicable provisions of the Companies Act, 2013 (“the Act”) and Rules framed thereunder (including any statutory modification(s), amendment(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), and the Company’s Policy on Related Party Transactions, and as per the recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Board of Directors to enter into, contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in the explanatory statement with Modison Copper Private Limited (“MCPL”), a related party of the Company, on such terms and conditions as may be agreed between the Company and MCPL, for an aggregate value of up to Rs.8,000 Lakhs (Rupees Eight Thousand Lakhs Only) for a period commencing from the 43rd (Forty third) Annual General Meeting upto the date of 44th (Forty Fourth) Annual General Meeting of the Company to be held in the year 2027, subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company.

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 negotiate, finalise and execute such contracts, agreements, documents and writings as may be necessary, and to do all such acts, deeds, matters and things, including filing applications, making representations and obtaining approvals from statutory, regulatory and/or governmental authorities, as may be required, and to take all such steps as may be necessary, proper or expedient to give effect to this resolution and to settle any questions or difficulties that may arise in this regard, without being required to seek any further approval of the Members, it being deemed that such approval has been accorded expressly by authority of this resolution.

RESOLVED FURTHER THAT all actions taken by the Board or any person authorised by the Board in connection with or incidental to the matters referred to in the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.”

6. APPROVAL FOR OVERALL BORROWING LIMITS OF THE COMPANY UNDER SECTION 180(1)(c) OF THE COMPANIES ACT, 2013

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, for and on behalf of the Company, any sum or sums of money from 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 facilities, debentures (secured or unsecured), bank guarantees or in any other form whatsoever, notwithstanding that the monies so borrowed together with the monies already borrowed and outstanding at any one time (excluding temporary loans obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital, securities premium and free reserves of the Company (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 Rs. 50,000 Lakhs (Rupees Fifty Thousand Lakhs Only).

RESOLVED FURTHER THAT this resolution shall remain valid and in force unless and until amended, modified, or revoked by the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or to any one or more Directors or officers of the Company, on such terms and conditions as it may deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorized to negotiate, finalise and execute all such deeds, documents, writings and agreements, and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient for the purpose of giving effect to this resolution.”

7. APPROVAL UNDER SECTION 180(1)(a) OF THE COMPANIES ACT, 2013 INTER ALIA FOR CREATION OF MORTGAGE OR CHARGE ON THE ASSETS, PROPERTIES OF UNDERTAKING(S) 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 modification(s) or re-enactment 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 create charge, mortgage, hypothecation, pledge, assignment or any other security interest, in such form, manner and ranking and at such time(s) as the Board may deem fit, on all or any of the movable and/or immovable properties and/or any other assets of the Company, both present and future, in favour of lenders, agents and trustees, for securing the borrowings/financial assistance obtained or to be obtained from banks, financial institutions, body corporates or any other entities, and/or for securing any debentures, bonds or other debt instruments issued or to be issued by the Company, together with interest, additional interest, compound interest, commitment charges, remuneration of trustees/agents, premium on redemption, costs, charges and expenses and all other monies payable by the Company under the respective loan agreements, debenture trust deeds or any other documents entered into or to be entered into between the Company and the lenders, agents and/or trustees, provided that the total amount of such borrowings and financial assistance shall not exceed Rs. 50,000 Lakhs (Rupees Fifty Thousand Lakhs only).

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 duly constituted or to be constituted by the Board to exercise its powers conferred under this resolution) be and is hereby authorised to negotiate, finalise, vary, amend and execute such contracts, agreements, deeds and other documents as may be necessary, and to do all such acts, deeds, matters and things as may be required, including filing of necessary forms, making applications, representations and obtaining approvals, sanctions or consents from any statutory, regulatory and/or governmental authorities, as may be required, and to take all such steps as may be necessary, proper or expedient to give effect to this resolution and to settle any question, difficulty or doubt that may arise in this regard, without being required to seek any further approval of the Members, it being deemed that such approval has been accorded expressly by authority of this resolution.

RESOLVED FURTHER THAT all actions taken by the Board or any person authorised by the Board in connection with or incidental to the matters referred to in the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects."

**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

Mumbai, May 22, 2026

NOTES

1. The Ministry of Corporate Affairs (“MCA”) allows companies to hold AGM through VC/OAVM, without physical presence of Members at a common venue. In compliance with the MCA Circulars, AGM of the Company is being held through VC/OAVM. The Registered Office of the Company, i.e., 33, Nariman Bhavan, 227 Nariman Point, Mumbai 400021, shall be deemed to be the venue for the AGM. [General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020 and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025, collectively referred to as “MCA Circulars”].
2. Pursuant to the provisions of the Companies Act 2013, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. since this AGM is being held pursuant to the MCA circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this AGM and hence, the proxy form, attendance slip and route map of AGM are not annexed to this Notice.
3. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of Item Nos. 4, 5, 6 and 7 of the Notice, forms part of this Notice and is set out in **Annexure A**. The Board of Directors has approved the inclusion of these items as Special Business at the ensuing AGM.
4. Details of the Director seeking re-appointment at the AGM, as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard–2 on General Meetings issued by the Institute of Company Secretaries of India, are provided in **Annexure B** and form part of this Notice.

5. Institutional Investors/Corporate Members:

Institutional Investors/Corporate Members (i.e. other than individuals, HUFs, NRIs, etc.) who are intending to appoint their authorized representatives pursuant to Sections 112 or 113 of the Act, as the case may be, to attend the AGM and vote through e-Voting, are requested that certified copy of the Board Resolution/Power of Attorney/Authority Letter are:

- sent to the Scrutinizer by e-mail at mail@csraginichokshi.com with a copy marked to evoting@nsdl.com.
- uploaded by clicking on the "Upload Board Resolution/Authority Letter" displayed under the “e-Voting” tab in their login

6. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company as on the cutoff date will be entitled to vote at the AGM.

7. Dispatch of Annual Report:

The Notice of the AGM along with the Annual Report for FY 2025-26 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Registrar & Transfer Agent ("RTA")/ Depository Participants ("DP").

Letter is being sent to the shareholders whose email addresses are not registered, providing the web-link of Company's website from where the Annual Report can be accessed. The Company shall send physical copy of the Annual Report FY 2025-26 to those Members who request for the same at shareholder@modison.com mentioning their Folio No./DP ID and Client ID.

The Notice along with the Annual Report 2025-26 will also be available on the (i) Company's website www.modisonltd.com (ii) websites of the Stock Exchanges at www.bseindia.com (BSE Limited), www.nseindia.com (National Stock Exchange of India Limited) and (iii) website of National Securities Depository Limited ("NSDL") (agency for providing the Remote e-Voting facility) at www.evoting.nsdl.com.

8. Members desirous of inspecting the documents referred to in the Notice or Explanatory Statement may send their requests to shareholder@modison.com from their registered email addresses mentioning their name, folio numbers/DP ID and Client ID, until the last date of remote e-voting.

9. Record Date:

The Record date fixed for determining the entitlement of Members to dividend for the financial year ended March 31, 2026, if approved at the AGM is Tuesday, July 14, 2026.

10. Dividend:

The dividend of Rs. 3.00/- per equity share of Rs. 1.00/- each i.e Dividend @ of 300% will be paid subject to deduction of tax at source (TDS), on and before Thursday, August 20, 2026 only through electronic mode as under:

- i) Shares held in electronic form: To all Beneficial Owners as per the details made available by DP as of close of business hours on Tuesday, July 14, 2026 and
- ii) Shares held in physical form: To all Members after giving effect to valid transmission or transposition requests lodged with the Company, if any as of close of business hours on Tuesday, July 14, 2026.

- **Dividend to Members holding shares in Physical form:**

Folios of Members should be KYC compliant to receive the dividends directly in their bank accounts through National Automated Clearing System or any other electronic mode of remittance. Members are requested to send the following documents to RTA on or before the record date, i.e., Tuesday, July 14, 2026.

- (i) Form No. ISR-1 duly filled and signed by the holders stating their name, contact details, folio number, complete address with pincode and the bank account details;
- (ii) Original copy of cheque bearing the name of the Member or first holder, in case shares are held jointly;
- (iii) Self-attested copy of the PAN Card of all holders; Self-attested copy of any document (such as Aadhaar Card, Driving License, Election Identity Card, Passport) in support of the address of the Member as registered with the Company;
- (iv) Form ISR 2 duly filled and signed. The signature of holders should be attested by the Bank Manager;
- (v) Form SH 13 – Nomination Form or Form ISR-3 – to opt out from Nomination

The above Investor Service Request Forms (ISR) are available on RTA's website at: www.purvashare.com/investor-corner/investor-resources

- **Dividend to Members holding shares in electronic form:**

Members may please note that their bank details as furnished by the respective DPs to the Company will be considered for remittance of dividends as per the applicable regulations and the Company will not accept any direct request for change/addition/deletion of such bank details.

Accordingly, the Members are requested to ensure that correct/latest complete bank details are updated against their demat account with their respective DPs.

Instructions, if any, already given by Members in respect of shares held in physical form, will not be automatically applied to the dividend paid on shares held in electronic form.

11. Tax Deducted at Source (“TDS”) on dividend:

The Company is required to deduct TDS from the dividend to be paid to the Members as per rates prescribed under the Income Tax Act, 2025 (“IT Act”) and the Finance Acts of the respective years.

Members are requested to update their Residential Status, PAN details and Category with:

- i) the DP (if shares are held in electronic form) or
- ii) the Company/RTA (if shares are held in physical form)

Please send documents mentioned below to shareholder@modison.com or support@purvashare.com on or before Wednesday, July 15, 2026 (upto 7:00 pm) to enable the Company to determine the appropriate TDS/withholding tax rate and provide exemption, if applicable.

Key documents to be submitted/uploaded as per Income Tax Rules 2026:

Category of Shareholder	Document(s) to be submitted/ uploaded
Resident individual shareholders with PAN* and whose income does not exceed maximum amount not chargeable to tax or who is not liable to pay income tax	Form 121 (erstwhile Form No. 15G or Form No. 15H)
Non-resident shareholders [including Foreign Portfolio Investors (FPIs)] who can avail beneficial rates under tax treaty between India and their country of tax residence	(i) No Permanent Establishment Declaration (ii) Beneficial Ownership Declaration (iii) Tax Residency Certificate (iv) Copy of electronically filed Form 41 (erstwhile Form 10F) (v) Any other document which may be required

**If PAN is not furnished or is incorrect/invalid/inoperative, tax shall be deducted at higher rates as prescribed under Section 397(2) of the Income-tax Act, 2025. Further, the deductee may face difficulties in obtaining TDS credit and refunds until a valid and operative PAN is available.*

12. Unclaimed Dividend and Investor Education and Protection Fund (IEPF):

Dividends, if not encashed for a period of 7 consecutive years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the IEPF Account. The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members/ Claimants are requested to claim their dividends from the Company within the stipulated timeline.

The Members whose unclaimed dividends and/or shares have been transferred to IEPF may write to the Company/RTA and submit the required documents for issue of Entitlement Letter. The Members may then make an application to the IEPF Authority in web Form IEPF-5 (available on www.iepf.gov.in) by attaching the Entitlement Letter and other documents.

For further details, please refer to Corporate Governance Report, which forms part of the Annual Report, and the Company's website at www.modison.com .

13. Details of Members:

Members are requested to intimate changes, if any, about their name, postal address, e-mail address, telephone/ mobile numbers, PAN, power of attorney registration, Bank Mandate details, etc. to their DPs in case the shares are held in electronic form and to the RTA/Company in case the shares are held in physical form, in prescribed Form No. ISR-1, quoting their folio number and enclosing the self-attested supporting documents. Further, Members may note that SEBI has mandated the submission of PAN by every participant in the securities market.

To prevent fraudulent transactions, Members are advised (i) to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible (ii) not to leave their demat account(s) dormant for long and (iii) to obtain periodic statement of holdings from the concerned DPs and verify from time to time.

14. Nomination facility:

The facility for making nomination is available to the Members in respect of the shares held by them. Members who have not yet registered their nominations are requested to register the same by submitting Form SH-13. [Section 72 of the Act]

If a Member desires to opt-out or cancel the earlier nomination and record a fresh nomination, the Member may submit the requisite application in Form ISR-3 or Form SH-14, as the case may be. The said forms can be downloaded from the RTA's website at www.purvashare.com/investor-corner/investor-resources . Members are requested to submit the said form to their DPs, in case the shares are held in electronic form, quoting their DP ID/ Client ID and to the RTA, in case the shares are held in physical form, quoting their folio no(s)

15. Dematerialization of shares:

The listed companies are mandated to issue securities in dematerialized form only while processing service requests subject to folio being KYC Compliant. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the RTA at www.purvashare.com/investor-corner/investor-resources .

Request for Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-

division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition.

Further, all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialised form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or the RTA for assistance in this regard.

16. Special window for re-lodgement of physical share transfer requests:

Members who had submitted transfer deeds for physical shares before April 1, 2019, and whose requests were rejected, returned, or remained unprocessed due to deficiencies, have been provided a special re-lodgement window till February 4, 2027, to re-lodge the transfer requests.

Transfers would be approved if all the requisite documents are in place. Transfer under this window will be credited only in dematerialised form and will carry a one-year lock-in period from the date of transfer registration. Members can contact the Company or the RTA, for assistance in this regard.

17. Simplification of Procedure for Issuance of Duplicate Share Certificates:

SEBI has simplified the process for issuing duplicate share certificates. The documentation requirements have been standardized as below:

- **Value up to Rs. 10,000-** Undertaking on plain paper (No Notarization required)
- **Value above Rs. 10,000 and up to Rs. 10 lakh-**Single Affidavit cum-Indemnity Bond
- **Value above Rs. 10 lakh-** Affidavit-cum-Indemnity Bond along with FIR/Police Complaint and Newspaper Advertisement

Letter of Confirmation will not be issued with effect from April 2, 2026, and the RTA will directly credit the shares to the Member's demat account. Members must provide a Client Master List, not older than 2 months, attested by their DP.

18. Dispute Resolution:

SEBI has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Post exhausting the option to resolve their grievance with the RTA/Company directly and/or through the SEBI SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's website at www.modisonltd.com/investors/modison-online-dispute-resolution--odr.

19. Voting Through Electronic Means

The Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. [Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and SEBI Circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to “e-voting Facility Provided by Listed Entities”]

The remote e voting facility will be available during the following voting period:

Commencement of remote e-voting	9.00 AM (IST) on Friday, 17 July, 2026
End of remote e-voting	5.00 PM (IST) on Monday, 20 July, 2026

During this period, Members holding shares either in physical form or in dematerialized form, as on Tuesday, July 14, 2026, i.e. cut-off date, may cast their vote electronically.

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.

Members have the option to cast their vote on any of the resolutions using the remote e-voting facility, either during the period commencing from Friday, 17 July, 2026, from 9.00 a.m. (IST) to Monday, 20 July, 2026, till 5.00 p.m. (IST) or e-voting during the AGM. Members who have voted on some of the resolutions during the said voting period are also eligible to vote on the remaining resolutions during the AGM.

Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote on such resolution again.

The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.

The e-Voting during the AGM will begin on Tuesday, July 21, 2026 at 5.30 P.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.

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.

Any person holding shares in physical form and non- individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the User ID and Password by sending a request at evoting@nsdl.com. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and Password for casting the vote.

In case of individual shareholders holding securities in dematerialized mode and who acquires shares and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned under "Login method for remote e-voting and joining virtual meeting for individual shareholders holding securities in dematerialized mode."

20. The Register of Members of the Company shall remain closed from Wednesday, July 15, 2026 Tuesday, July 21, 2026 (both days inclusive).
21. 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.

22. The Instructions for Members for remote E-Voting and joining AGM-

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.	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 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. 3. 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 4. 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. 5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store   Google Play 
Individual Shareholders holding securities in demat mode with CDSL	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. 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 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. 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. 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.

Individual Shareholders (holding securities in demat mode) login through their depository participants	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.
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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***

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.

23. 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.

24. 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.

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

- (i) Members will be able to attend the AGM through VC/OAVM or view the live webcast of AGM provided by NSDL at www.evoting.nsdl.com following the steps mentioned above for login to NSDL e-voting system. After successful login, you can see VC/ OAVM link placed under Join meeting menu against the Company name. You are requested to click on VC/OAVM link placed under “Join Meeting” menu.
- (ii) 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 this Notice. Further Members can also use the OTP based login for logging into the e-voting system of NSDL.
- (iii) Facility of joining the AGM through VC/ OAVM shall open 30 minutes before the time scheduled for the AGM.
- (iv) Members who need assistance before or during the meeting, can contact NSDL on evoting@nsdl.com or +91 22 48867000 or contact Mr. Sagar , Deputy Manager - NSDL at evoting@nsdl.com.
- (v) Members are encouraged to submit their questions with regard to the financial statements or any other matter to be placed at the AGM from their registered e-mail address, mentioning their name, DP ID and Client ID/ Folio No. and Mobile No. in advance at shareholder@modison.com before Monday, July 13, 2026 (5.00 p.m. IST). Such questions by the Members shall be suitably replied by the Company

(vi) Speaker Registration:

Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered e-mail ID mentioning their name, DP ID and Client ID/Folio number, PAN, mobile number at shareholder@modison.com on Wednesday, 15 July, 2026 to Friday, 17 July, 2026. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM.

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.

26. General Guidelines for shareholders

- (i) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting (votes cast during the AGM and votes cast through remote e-voting) and will submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing. The results will be announced within the time stipulated under the applicable laws.
- (ii) The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.modisonltd.com/investors/modison-annual-report and on the website of NSDL [https:// www.evoting.nsdl.com](https://www.evoting.nsdl.com) immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

Annexure A to the Notice dated May 22, 2026**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 and 7 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 2026-27, 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 2026-27.

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: To Approve Related Party Transaction

Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), inter alia, states that all Material Related Party Transactions ('RPTs') shall require prior approval of the Members by way of an Ordinary Resolution, even if such transaction(s) are in the ordinary course of business and at an arm's length pricing basis. A transaction with a Related Party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds the limits prescribed under Schedule XII of the SEBI Listing Regulations, as reproduced hereunder:

Sr. No	Consolidated Turnover of Listed Entity	Threshold
(i)	Upto Rs. 20,000 crore	10% of the annual consolidated turnover of the listed entity
(ii)	More than Rs. 20,000 crore to upto Rs. 40,000 crore	Rs. 2,000 Crore + 5% of the annual consolidated turnover of the listed entity above Rs. 20,000 Crore
(iii)	More than Rs. 40,000 crore	Rs. 3,000 crore + 2.5% of the annual consolidated turnover of the listed entity above Rs. 40,000 crore or Rs. 5,000 crore, whichever is lower

Further, SEBI Master Circular No. SEBI/HO/CFD/PoD2/ CIR/P/0155 dated November 11, 2024, SEBI Circular no. SEBI/ HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 and SEBI Master Circular No. HO/49/14/14(7)2025-CFDPOD2/ I/3762/2026 dated January 30, 2026 ('SEBI Circulars') prescribe the minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions as 'RPT Industry Standards' formulated by the Industry Standards Forum. Additionally, Regulation 2(1) (zb) of the SEBI Listing Regulations defines a related party and Regulation 2(1)(zc) of the SEBI Listing Regulations defines a related party transaction which includes a transaction involving a transfer of resources, services or obligations between (i) 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; or (ii) a listed entity or any of its subsidiaries on one hand and any other person or entity on the other hand, the purpose and effect of which is to benefit any related party of the listed entity or any of its subsidiaries, regardless of whether a price is charged or not.

It is pertinent to note that the Management has provided the Audit Committee, comprising of three (3) out of four (4) Independent Directors of the Company, with relevant details of the proposed RPT, including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted a prior approval for entering into the below mentioned RPT, subject to approval by the Members at the ensuing Annual General Meeting. The Audit Committee has noted that the said RPT will be at an arm's length pricing basis and will be in the ordinary course of business.

Details of the proposed RPT between the Company and Modison Copper Private Limited ('MCPL'), including the information required to be disclosed in the Explanatory Statement pursuant to the above referenced regulatory provisions are reproduced herein below for the Members of the Company to approve.

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, and supply of goods and materials and/or for availing or rendering of various services, in the ordinary course of business and in the interest of the Company. Such transactions shall be undertaken on terms and conditions mutually agreed between the parties and as may be approved by the Audit Committee and the Board of Directors from time to time. The aggregate value of such transactions shall not exceed Rs. 8,000 Lakhs (Rupees Eight Thousand Lakhs Only) during the period commencing from April 1, 2026 up to the conclusion of the Annual General Meeting of the Company to be held for the financial year 2026–27

Minimum information to be provided to the Audit Committee and shareholder for approval of Related Party Transactions as per RPT Industry Standards

PART A - MINIMUM INFORMATION OF THE PROPOSED RPT

A(1) Basic details of the related party

Sr. No	Particulars of the information	Information
1	Name of the related party	M/s. Modison Copper Private Limited [MCPL]
2	Country of incorporation of the related party	India
3.	Nature of business of the related party	Modison Copper Private Limited (MCPL) is engaged in the manufacture and supply of high-performance copper and copper alloy products. The company specializes in precision-engineered copper alloy components catering to industries such as switchgear, automotive, engineering, railways, marine, aerospace and defence. MCPL operates an integrated manufacturing facility with capabilities ranging from melting and extrusion to machining, supported by advanced technology, skilled manpower, and accredited testing and research facilities.

A(2) Relationship and ownership of the related party

Sr. No	Particulars of the information	Information
1	Relationship between the listed entity and the related party including nature of its concern (financial or	M/s. Modison Copper Private Limited is a related party of the Company within the meaning of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including in terms of the proviso

	otherwise).	to Regulation 2(1)(zb) thereof. The said entity is also classified as part of the Promoter Group of the Company in accordance with Regulation 2(1)(pp) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. Mr. Girdhari Lal Modi, Managing Director, and Mr. Kumar Jay Modi, Joint Managing Director, are interested in Modison Copper Private Limited and may be deemed to be concerned or interested, financially or otherwise, in the proposed transactions, to the extent of their shareholding and/or managerial interest, if any, in the said entity.
	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	Nil. The Company does not hold any equity share capital, directly or indirectly, in Modison Copper Private Limited. MCPL is, however, controlled by certain promoters of the Company and their immediate relatives, who collectively hold more than 98% of its equity share capital.
	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Not Applicable
	Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary)	Modison Copper Private Limited (MCPL) holds 1.26% of the paid-up equity share capital of the Company through direct shareholding.

A(3) Details of previous transactions with the related party

Sr. No	Particulars of the information	Information	
		Nature of Transaction	Amount
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	Purchase / sale of goods and availing as well as rendering of services to the Company during the period April 01, 2025 upto March 31, 2026.	Rs. 5,041.74 Lakhs

2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Nil
		*The immediately preceding quarter in which the approval is sought is March 2026. Accordingly, the required details are provided in the aforesaid point i.e. A(3)(1).
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	Nil

A(4) Amount of the proposed transaction

Sr. No	Particulars of the information	Information								
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee.	Following are the list of proposed transactions being placed for approval in the meeting of the Shareholders: <table><tr><td>Nature of transaction</td><td>Amount (in Lakhs)</td></tr><tr><td>purchase of goods and/or availing of job work services</td><td>Rs. 6,500</td></tr><tr><td>sale of goods and/or rendering of related services.</td><td>Rs. 1,500</td></tr><tr><td>Total</td><td>Rs. 8,000</td></tr></table>	Nature of transaction	Amount (in Lakhs)	purchase of goods and/or availing of job work services	Rs. 6,500	sale of goods and/or rendering of related services.	Rs. 1,500	Total	Rs. 8,000
Nature of transaction	Amount (in Lakhs)									
purchase of goods and/or availing of job work services	Rs. 6,500									
sale of goods and/or rendering of related services.	Rs. 1,500									
Total	Rs. 8,000									
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes, the proposed transaction is a material Related Party Transaction (“RPT”) under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)								
3	Value of the proposed transactions as a percentage of the listed entity’s annual consolidated turnover for the immediately preceding financial year.	The value of the proposed transaction is 11.27 % of Company’s annual consolidated turnover of Rs. 70,957.70 Lakhs for FY 2025-26.								

4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year	Not Applicable								
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	The value of the proposed transaction is 48.76% of MCPL's annual turnover of Rs. 16,406.88 Lakhs for FY 2025-26. <i>The annual turnover provided herein is provisional and subject to audit, as the audited financial statements are yet to be finalized and signed.</i>								
6	Financial performance of the related party for the immediately preceding financial year:	Provisional financial performance: <table><tr><th>Particulars</th><th>Amount (in Lakhs)</th></tr><tr><td>Net Worth</td><td>4,343.80</td></tr><tr><td>Turnover</td><td>16,406.88</td></tr><tr><td>Profit After Tax</td><td>1,005.57</td></tr></table> <i>Aforementioned figures are provisional and subject to audit, as the audited financial statements are yet to be finalized and signed.</i>	Particulars	Amount (in Lakhs)	Net Worth	4,343.80	Turnover	16,406.88	Profit After Tax	1,005.57
Particulars	Amount (in Lakhs)									
Net Worth	4,343.80									
Turnover	16,406.88									
Profit After Tax	1,005.57									

A(5) Basic details of the proposed transaction

Sr. No	Particulars of the information	Information				
1	Specific type of the proposed transaction	Following are the list of proposed transactions being placed for approval in the meeting of the Shareholders: <table><tr><td>Nature of transaction</td><td>Amount (in Lakhs)</td></tr><tr><td>Purchase of goods and/or availing of job work services</td><td>Rs. 6,500</td></tr></table>	Nature of transaction	Amount (in Lakhs)	Purchase of goods and/or availing of job work services	Rs. 6,500
Nature of transaction	Amount (in Lakhs)					
Purchase of goods and/or availing of job work services	Rs. 6,500					

		Sale of goods and/or rendering of related services.	Rs. 1,500								
		Total	Rs. 8,000								
2	Details of type of the proposed transaction	(i) Purchase of silver bearings, copper contact parts and copper & copper alloy products, including copper chromium/zirconium and alloy products, copper nickel bars, cathode copper, cadmium copper rods, and availing of job work services. (ii) Purchase and/or sale of non-ferrous metal products. (iii) Sale of copper borings, copper chromium by-products, copper/tungsten end or cut pieces, non-ferrous metal scrap, copper silver master alloy, copper cadmium master alloy, chromium zirconium rods/strips, rendering of job work services, and sale of RoDTEP licences.									
3	Tenure of the proposed transaction	Till the Annual General Meeting of the Company to be held in the year 2027									
4	Whether omnibus approval is being sought?	Yes									
5	Value of the proposed transaction during a financial year.	Following is the list of proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders: <table><tr><td>Nature of transaction</td><td>Amount (in Lakhs)</td></tr><tr><td>purchase of goods and/or availing of job work services</td><td>Rs. 6,500</td></tr><tr><td>sale of goods and/or rendering of related services.</td><td>Rs. 1,500</td></tr><tr><td>Total</td><td>Rs. 8,000</td></tr></table>		Nature of transaction	Amount (in Lakhs)	purchase of goods and/or availing of job work services	Rs. 6,500	sale of goods and/or rendering of related services.	Rs. 1,500	Total	Rs. 8,000
Nature of transaction	Amount (in Lakhs)										
purchase of goods and/or availing of job work services	Rs. 6,500										
sale of goods and/or rendering of related services.	Rs. 1,500										
Total	Rs. 8,000										
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	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. 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.
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	List of the promoter(s) and director(s) of the Company who have direct/indirect interest in the transaction is given hereunder; 1. Girdhari Lal Modi (HUF)- Girdhari Lal Modi (Karta of HUF) 2. Rajkumar Mohanlal Modi 3. Kumar Jay Modi 4. Sarla Girdharilal Modi 5. Anshika Mukund Nemani 6. Paridhi Kumar Jay Modi 7. Manju Kashiprasad Modi 8. Rashmi Raj Modi 9. Chandramani Devi Modi 10. Modison Copper Private Limited [Pursuant to Regulation 2(zb) state that any person or entity forming part of the Promoter or Promoter group of listed Company is deemed to be a Related Party.] The Non-Executive Independent Directors and Key Managerial Personnels have no direct or indirect interest in the proposed transaction.
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9	Other information relevant for decision making.	The transaction is proposed to be carried out in the ordinary course of business and on an arm's length basis. Further All relevant information forms a part of this disclosure setting out requisite facts.

PART B - ADDITIONAL INFORMATION FOR SPECIFIC TYPE OF RPT**B(1) Sale, purchase or supply of goods or services or any other similar business transaction and trade advances**

Sr. No	Particulars of the information	Information
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services	No bidding or any other process has been applied for choosing a party for sale, purchase or supply of goods or services. Transactions within the Group provides better economies of scale, ensures cost optimization, reduces administrative burden and associated costs, making the process more efficient
2	Basis of price determination	The price / consideration for the transactions is determined based on prevailing market prices, cost benchmarks, scope and nature of goods or services, volume, quality specifications, delivery timelines, and other relevant commercial terms, ensuring that the transactions are undertaken in the ordinary course of business and on an arm's length basis.
3	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction:	Nil
a)	Amount of Trade advance	Not Applicable
b)	Tenure	Not Applicable
c)	Whether the same is self-liquidating	Not Applicable

The Audit Committee at its meeting held on February 02, 2026, considered and granted its prior approval for the proposed related party transactions 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. The Audit Committee also noted that, in view of its materiality, the said transaction shall be submitted to the Shareholders for approval at the forthcoming General Meeting. Pursuant to Regulation 23(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, only

the Independent Directors approved the aforementioned Related Party Transaction, and Mr. Rajkumar Mohanlal Modi, Joint Managing Director, refrained from voting on the same.

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.

In accordance with Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, no related party shall vote to approve the Ordinary Resolution mentioned under item no.6, whether such related party is a party to the particular transaction or not, and all related parties shall abstain from voting on the said resolution.

Item No. 7 & 8:

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. 30,000 Lakhs at their meeting held on September 9, 2025.

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. 30,000 Lakhs (Rupees Thirty Thousand Lakhs Only) to Rs. 50,000 Lakhs (Rupees Fifty Thousand Lakhs Only).

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. 50,000 Lakhs (Rupees Fifty Thousand Lakhs Only).

The Board of Directors at their Meeting held on May 22, 2026, 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 B to the Notice dated May 22, 2026

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. Kumar Jay Modi
DIN	00059396
Age	47
Qualification	Mr. Kumar Jay Modi holds a Bachelor's degree in Commerce.
Experience (including expertise in specific functional area) / Brief Resume	Mr. Kumar Jay Modi has over 25 years of experience in International sales and marketing along with B2B and B2C sector. He joined the Board of Directors of the Company on April 01, 2012.
Terms and Conditions of re-appointment	Mr.Kumar Jay Modi, Jt. Managing Director of the Company, is liable to 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.252.94 Lakhs.
Remuneration proposed to be paid	Not applicable, as the re-appointment is pursuant to retirement by rotation.
Date of first appointment on the Board	April 01, 2012.
Shareholding in the Company including shareholding as a beneficial owner as on March 31, 2026	17,89,674 Equity Shares of Rs. 1/-each.
Relationship with other Directors / Key Managerial Personnel	Mr. Kumar Jay Modi is an immediate relative of Mr. Girdhari Lal Modi, Managing Director of the Company. He is also part of the Promoter Group along with Mr. Rajkumar Mohanlal Modi, Joint Managing Director.
Number of meetings of the Board attended during the financial year	6/6
Directorships of other Boards as on March 31, 2026	Names of Companies in which Mr. Kumar Jay Modi is associated as Director:

	(i) Modison Minex Private Limited (ii) Modison Techweld Private Limited (iii) Modison Solartech Private Limited (iv) Modison Chemtech Private Limited (v) Modison HV Private Limited (vi) Modison Copper Private Limited (vii) Modison Engineering 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, 2026	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

Mumbai, May 22, 2026