

06th September, 2025

Corporate Relationship Department
BSE Limited
P.J. Towers, Dalal Street, Fort,
Mumbai - 400 001

Scrip Code: 519003

Dear Sir / Madam,

- Sub: i. Notice of 51st Annual General Meeting of the Company - Regulation 30 of SEBI (LODR) Regulations, 2015
ii. Intimation of date of Book Closure for AGM
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Pursuant to Regulation 30 and 42 of SEBI LODR Regulations, 2015, we are enclosing herewith the Notice of the 51st Annual General Meeting ("AGM") of the Members of Company to be scheduled on **Tuesday, 30th September 2025 at 2:30 p.m.** through Video Conferencing ('VC'/ Other Audio-Visual means ("OAVM"). Notice of the 51st AGM of the Company is being sent via email only to those Members whose email addresses are registered with the Company /Company's Registrar and Share Transfer Agent (RTA) / Depositories, on 6th September 2025.

Further, the Company has fixed **Tuesday, 23rd September 2025** as the "Cut Off Date" for the purpose of determining the Members eligible to vote on the resolutions set out in the Notice of the AGM and to attend the AGM. The remote e-voting period shall commence on **Saturday, September 27, 2025, at 9:00 am (IST) and end on Monday, September 29, 2024 at 5:00 pm (IST)**. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Tuesday, September 23, 2025, may cast their vote electronically. The e-voting module shall be disabled by the CDSL for voting thereafter. The detailed instructions for the e-voting process are given in the Notes forming part of the Notice of the AGM.

Further, this is to inform you that the Share Transfer Register and Member Register of the Company shall remain closed from **Friday, 26th September 2025 to Tuesday, 30th September 2025 (both days inclusive)** for the purpose of said 51st AGM of the Company.

The said AGM Notice along with the Annual Report for the financial year 2024-25 is available on Company's website -www.modinaturals.com

This is for your kind information and records.

Yours truly,
For **Modi Naturals Limited**

Rajan Kumar Singh
Company Secretary & Compliance Officer

Encl: As Above

NOTICE

Notice is hereby given that the Fifty-first Annual General Meeting of Modi Naturals Limited will be held on **Tuesday, 30th September, 2025, at 2:30 P.M.**, through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) to transact the following businesses:

ORDINARY BUSINESS

1. To consider and adopt the audited standalone financial statements of the Company for the financial year ended 31st March 2025 and the reports of the Board of Directors and Auditors thereon and the audited consolidated financial statements of the Company for the financial year ended 31st March 2025 and the reports of the Auditors thereon, and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:
 - a) **"RESOLVED THAT** the audited standalone financial statement of the Company for the financial year ended 31st March 2025, and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."
 - b) **"RESOLVED THAT** the audited consolidated financial statement of the Company for the financial year ended 31st March 2025, and the reports of the Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."
2. To appoint Mr. Anil Modi, who retires by rotation as a Director and being eligible offers himself for reappointment and, in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Anil Modi (DIN: 00187078), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company."

SPECIAL BUSINESS

3. **Re-appointment of Mr. Anil Modi (DIN-00187078) as Chairman & Managing Director of the Company.**

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

"RESOLVED that pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, and in accordance with the provision of Articles of Association of the Company and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and based on the recommendation of the Nomination and Remuneration Committee, the approval of the Members of the Company be and is hereby accorded for the re-appointment and terms of remuneration of Mr. Anil Modi (DIN: 01187078) as the Chairman cum Managing Director of the Company for the period of three years from 1st January, 2026 to 31st December 2028, upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment), with liberty to the Board of Directors to alter, amend, vary and modify the terms and conditions of the said re-appointment and remuneration payable from time to time, as they deem fit, in such manner as may be agreed to between the Board of Directors and Mr. Anil Modi within the limits prescribed under Schedule V to the said Act or any statutory amendment(s) and/or modification(s) thereof.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

4. **Re-appointment of Mr. Akshay Modi (DIN-03341142) as Joint Managing Director of the Company.**

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

"RESOLVED that pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, and in accordance with the provision of Articles of Association of the Company and the Securities and Exchange

Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and based on the recommendation of the Nomination and Remuneration Committee, the approval of the Members of the Company be and is hereby accorded for the re-appointment and terms of remuneration of Mr. Akshay Modi (DIN: 03341142) as the Joint Managing Director of the Company for the period of three years from 15th December 2025 to 14th December 2028, upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment), with liberty to the Board of Directors to alter, amend, vary and modify the terms and conditions of the said re-appointment and remuneration payable from time to time, as they deem fit, in such manner as may be agreed to between the Board of Directors and Mr. Akshay Modi within the limits prescribed under Schedule V to the said Act or any statutory amendment(s) and/or modification(s) thereof.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

5. Re-appointment of Mrs. Aditi Gupta (DIN-01786037) as Whole Time Director of the Company.

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

"RESOLVED that pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, and in accordance with the provision of Articles of Association of the Company and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and based on the recommendation of the Nomination and Remuneration Committee, the approval of the Members of the Company be and is hereby accorded for the re-appointment and terms of remuneration of Mrs. Aditi Gupta (DIN-01786037) as the Whole Time Director of the Company for the period of three years from 14th August 2025 to 13th August 2028, upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of her appointment), with liberty to the Board of Directors to alter, amend, vary and modify the terms and conditions of the said appointment and remuneration payable from time to time as they deem fit in such manner as may be agreed to between the Board of Directors and Mrs. Aditi Gupta within the limits prescribed under Schedule V to the said Act or any statutory amendment(s) and/or modification(s) thereof.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

6. Ratification of remuneration payable to Cost Auditors

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

"RESOLVED that the remuneration of 70,000/- (₹ Seventy Thousand only) plus Goods and Service Tax and out of pocket expenses, if any, payable to M/s. Manisha & Associates (FR No.: 000321), Cost Accountants, who was appointed as the Cost Auditors of the Company for the Financial Year 2025-26 as recommended by the Audit Committee and approved by the Board of Directors of the Company, in terms of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules 2014, be and is hereby ratified."

7. To appoint M/s. Deepak Bansal & Associates, Company Secretaries, as Secretarial Auditors for the term of 5 (Five) consecutive years.

To consider and if thought fit, to pass, with or without modification, 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 read with the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 as amended, Regulation 24A and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory amendment(s), modification(s), variation(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, consent of the Members be and is hereby accorded to appoint M/s. Deepak Bansal & Associates, Company Secretaries (FCS No.: 3736, C. P. No.: 7433) as Secretarial Auditors of the Company for a term of five (5) consecutive

years commencing from 1st April, 2025 till 31st March, 2030 at such remuneration as may be determined by the Board of Directors of the Company in consultation with the Secretarial Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution."

Registered Office:

405, Deepali Building, 92,
Nehru Place, New Delhi-110019
CIN: L15142DL1974PLC007349

for and on behalf of the Board

Sd/-

Anil Modi

Chairman & Managing Director
DIN – 00187078

05th September 2025, New Delhi

NOTES:

- (a) An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect of the Special Business set out at Item no. 1 of the accompanying Notice is annexed hereto.
- (b) Pursuant to the General Circular No. 09/2024 dated 19th September, 2024 read with General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013", General Circular Nos. 20/2020 dated May 5, 2020, 10/2022 dated December 28, 2022 and subsequent circulars issued in this regard, the latest being 09/2023 dated September 25, 2023 in relation to "Clarification on holding of Annual General Meeting ('AGM') through Video Conferencing (VC) or Other Audio Visual Means (OAVM)", (collectively referred to as "MCA Circulars") the Company is convening the 37th AGM through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM'), without the physical presence of the Members at a common venue. Further, the Securities and Exchange Board of India ('SEBI'), vide its Circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023 and October 7, 2023 ('SEBI Circulars') and other applicable circulars issued in this regard, has provided relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR Regulation). In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 ("the Act") read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 51st AGM of the Company is being held through VC / OAVM. The deemed venue for the 51st AGM will be the registered office of the Company.
- (c) **In terms of SEBI's Circular dated 16th March 2023, it is mandatorily required for all members holding shares in physical mode to furnish PAN, KYC details (Address proof, Bank details, E-mail address and Mobile Number) and Nomination for all eligible folios to the RTA. The folios, wherein any of the cited documents /details are not made available on or after 01st October 2023, shall be frozen by the RTA.**

Shareholders of physical securities are requested to take note of the same and furnish their KYC details at the earliest to the Company's RTA. The relevant forms for update of KYC are available on the websites of the Company at 'www.modinaturals.com' and the Company's RTA at 'www.skylinertal.com'. The Company, through the RTA, has sent individual letters, along with the relevant forms to the shareholders of physical securities with incomplete KYC details, requesting them to furnish/update their KYC details at the earliest.

Members, holding shares in electronic form, are requested to submit the details to their respective DPs only and not to the Company. Further, Shareholders holding shares in physical form are requested to ensure that their PAN is linked to Aadhaar to avoid freezing of folios. If the securities continue to remain frozen as on December 31, 2025, the RTA / the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002, after 31 December 2025.

- (d) The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with Secretarial Standard -2 issued by ICSI, in respect of Director(s) seeking appointment/re-appointment at this AGM is annexed hereto.
- (e) 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 and Attendance Slip are not annexed to this Notice. However, Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
- (f) Members desirous of seeking information in respect of Accounts of the Company are requested to send their queries to investors@modinaturals.org on or before September 23, 2025.
- (g) The Register of Directors' and Key Managerial Personnel 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 this Notice will be available for inspection in electronic mode.

- (h) 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 will be entitled to vote at the AGM through e-voting.
- (i) The Share Transfer Books and Register of Members of the Company shall remain closed from Friday, September 26, 2025, to Tuesday, September 30, 2025 (both dates inclusive) for the purpose of AGM.
- (j) As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred, transmission or transposition of securities only in dematerialized form. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrar and Transfer Agent – Skyline Financial Services Private Limited (SFSPL) for assistance in this regard.
- (k) As per the provisions of Section 72 of the Companies Act, 2013 (the "Act") the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to Skyline Financial Services Private Limited, in case the shares are held by them in physical form.
- (l) The format of the Register of Members prescribed by MCA under the Act requires the Company/ Registrar and Share Transfer Agents to record additional details of Members, including their PAN details, e-mail address, bank details for payment of dividend etc. Members holding shares in physical form are requested to submit the filled in form to the Company at investors@modinaturals.org or to SFSPL in physical mode, after restoring normalcy or in electronic mode at admin@skylinerta.com, as per instructions mentioned in the form. Members holding shares in electronic form are requested to submit the details to their respective DP only and not to the Company or SFSPL.
- (m) Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to the Company's Registrars and Transfer Agents, Skyline Financial Services Private Limited for shares held in physical mode, with relevant documents that may be required.
- (n) In line with the MCA Circulars and SEBI Circulars, the Notice of the AGM along with the Annual Report 2024-25 is being sent only by electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2024-25 will also be available on the Company's website www.modinaturals.com, websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of CDSL www.evotingindia.com. For any communication, the shareholders may also send requests to the Company's dedicated investor email-id: investors@modinaturals.org.
- (o) Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communications including Annual Report, Notices, Circulars etc. from the Company electronically.

Voting through Electronic Means (For Remote e-voting and e-voting during AGM)

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015, (including any statutory modification(s) or re-enactment thereof, for the time being in force), and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standard on General Meetings (SS-2) issued by the ICSI and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
- II. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of 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 to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- III. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- (i) The e-voting period begins on **Saturday, September 27, 2025 (10:00 am) and ends on Monday, September 29, 2025 (5:00 pm)**. During this period shareholders of the Company holding shares either in physical form or in dematerialized form, as on

the **cut-off date i.e. September 23, 2025** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Members, the Member shall not be allowed to change it subsequently.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

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

- (iv) In terms of SEBI circular **no. SEBI/HO/CFD/CMD/CIR/P/2020/242** 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	1) Users of who have opted for CDSL's 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 URLs for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting Menu. On clicking thee-voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL/ NSDL/ KARVY/ LINK INTIME as per information provided by Issuer / Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/ EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in 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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is 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/IdcasDirectReg.jsp

	3) 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider’s website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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. CDSL and NSDL

Login type	Helpdesk details
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 22 55
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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting and joining virtual meetings for **shareholders other than individual shareholders in Demat Form & physical shareholders.**

- 1) The shareholders should log on to the e-voting website **www.evotingindia.com**.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through

CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN of MODI NATURALS LIMITED.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES (FOR OBTAINING ANNUAL REPORT AND LOGIN CREDENTIALS FOR E-VOTING):

- For Physical Shareholders – please provide necessary details like 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 Company/RTA email id investors@modinaturals.org and admin@skylinerta.com respectively.
- For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
- For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM AND E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting and e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
 2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
 3. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
 4. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 5. 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.
 6. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 72 hours prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at investors@modinaturals.org.
 7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
 8. Only those shareholders, who are 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 available during the AGM.
 9. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
 10. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians – For Remove Voting Only**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, by email to the Scrutinizer at depakbansal.fcs@gmail.com and to the Company and investors@modinaturals.org, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai— 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

- (xvii) The voting rights of Members shall be in proportion to their shares of the paid-up equity Share Capital of the Company as on the cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of voting, either through remote e-voting or voting at the AGM through electronic voting system.
- (xviii) Any person who acquires shares of the Company and becomes Member of the Company after mailing of the Notice and holding shares as of the cut-off date, may follow the same instructions as mentioned above for e-voting.
- (xix) The Company has appointed Mr. Deepak Bansal, Company Secretary in Practice (CP No. 7433) as the Scrutinizer to scrutinize the voting during the meeting and remote e-voting process, in a fair and transparent manner.
- (xx) The Scrutiniser will, after the conclusion of e-voting at the Meeting, scrutinise the votes cast at the Meeting (Insta Poll) and votes cast through remote e-voting, make a consolidated Scrutiniser's Report and submit the same to the Chairman and Managing Director of the Company or any person authorised by him
- (xxi) The Results declared along with the report of the Scrutinizer shall be placed on the Company's website: www.modinaturals.com and on the website of CDSL www.evotingindia.com. The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed.

Annexure to Notice

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND / OR REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

Item No. 3: Mr. Anil Modi (DIN: 00187078), is Chairman & Managing Director of the Company, having four decades of invaluable experience and is involved in general conduct and management of affairs of the Company.

The Board of Directors, at their meeting held on 05th September 2025 have approved his re-appointment as Chairman & Managing Director for a period of three years with effect from 1st January 2026 to 31st December 2028 based on the recommendation of the Nomination and Remuneration Committee subject to the approval of shareholders on terms and conditions as set out below:

1. Term of Appointment:

For a period of 3 (three) years with effect from 1st January 2026 to 31st December 2028.

2. Remuneration:

- I. **Salary:** W.e.f. 01st January, 2026 of ₹ 6,00,000/- per month and W.e.f. 1st April 2026 in the pay scale of (₹ 6,00,000 – 50,000 – 7,00,000)- per month.

- II. **Commission:** Up to 3% of Net Profit computed in accordance with Sections 197 and 198 of the Companies Act, 2013, as determined by the Nomination and Remuneration Committee for each financial year
- III. **Perquisites and allowances:** In addition to the above, Mr. Anil Modi shall also be entitled to perquisites and allowances which will include House Rent Allowance, Medical Allowance, Special Allowance, Provident Fund, Conveyance, Medical Reimbursement for self and family, Bonus, Gratuity, Utilities expenses, House maintenance, Books, Periodicals and Annual subscription for residence, use of company maintained car for personal use and communication expenses as may be provided by the Company and as agreed upon by the Board of Directors of the Company provided that the aggregate of the remuneration as aforesaid shall be within the maximum limits as laid down under Sections 196, 197, 198 and all other applicable provisions, if any, of the Act, read with Schedule V of the Act as amended from time to time.
3. **Minimum Remuneration:** The Minimum Remuneration is subject to the limit of 5% of the Annual Net Profits of the Company and subject to the overall limit of 10% of the Annual Net Profits of the Company on the remuneration of Managing Directors / Whole-Time Director / Manager of the Company taken together as per Section 197 of the Companies Act, 2013 and Rules made thereunder or such higher percentage of net profits of the Company as may be prescribed from time to time (including any subsequent amendment(s) and/or modification(s) in the Rules, Act and/or applicable laws in this regard). However, where in any financial year, during the currency of the tenure of Mr. Anil Modi as Chairman cum Managing Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration to him by way of salary, perquisites and allowances as specified in the resolution being item no 3 of the accompanying notice as minimum remuneration, subject to the limits and conditions as prescribed under Schedule V of the Companies Act, 2013, as may be amended from time to time.
4. **Other terms and conditions:**
 - a. Subject to the superintendence, control and direction of the Board, Mr. Anil Modi shall be responsible for the general conduct and management of the affairs of the Company.
 - b. As long as Mr. Anil Modi functions as Chairman cum Managing Director of the Company, no sitting fees will be paid to him for attending the meetings of the Board of Directors or Committee thereof.
 - c. Mr. Anil Modi shall be liable to retire by rotation whilst he continues to hold office of Managing Director; however, his retirement will not break his length of service.
 - d. Mr. Anil Modi shall be entitled to the reimbursement of expenses actually and properly incurred by him, in the course of business of the Company and traveling, hotel and other expenses incurred by him in India and abroad, exclusively on the business of the Company.
 - e. The Office shall be liable to termination with 3 months' notice from either side.
 - f. The terms and conditions of the said re-appointment may be altered, amended, varied and modified from time to time by the Board or Committee thereof as it may be permissible and if deem fit, within the limits prescribed in Schedule V to the Companies Act, 2013.

The proposed appointment, remuneration and perquisites conform to the requirement of Schedule V to the Companies Act, 2013, and requires to be approved by a resolution of the shareholders in general meeting.

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

The Board considers that his educational qualification, skills, experience & exposure in FMCG and various other industries would be of immense benefit to the Company, and it is desirable to avail services of Mr. Anil Modi as Chairman & Managing Director, at a remuneration & terms set out in the resolution.

A statement containing the information as required under Section-II, Part-II of Schedule V to the Companies Act, 2013 is annexed & forms part of this Explanatory Statement

The Board recommends the special resolution set out at Item No.3 of the Notice for your approval.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013 and Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Item No. 4: Mr. Akshay Modi (DIN: 03341142), Joint Managing Director of the Company, is an Engineer from the University of Leeds, U.K and an alumnus of The Doon School. He is a visionary entrepreneur who conceptualized the launch of Edible Oils in consumer packs under the brand names, 'Oleev', 'Tarai', 'Rizolo', 'Miller' and 'Olivana wellness'. He is having 28 years of invaluable experience in FMCG sector and is involved in operations, planning, strategy, finance, marketing, management, business development, public relationships, and regulatory affairs of the company.

He was appointed on the Board of Directors of the Company on 15th December 2010.

The Board of Directors, at their meeting held on 05th September 2025 have approved his re-appointment as Joint Managing Director for a period of three years with effect from 15th December 2025 to 14th December 2028 based on the recommendation of the Nomination and Remuneration Committee subject to the approval of shareholders on terms and conditions as set out below:

1. Term of Appointment:

For a period of 3 (three) years with effect from 15th December 2025 to 14th December 2028

2. Remuneration:

- I. **Salary:** W.e.f. 15th December, 2025 of ₹ 6,00,000/- per month and W.e.f. 1st April 2025 in the pay scale of (₹ 6,00,000 – 50,000 – 7,00,000)- per month.
- II. **Commission:** Up to 3% of Net Profit computed in accordance with Sections 197 and 198 of the Companies Act, 2013, as determined by the Nomination and Remuneration Committee for each financial year
- III. **Perquisites and allowances:** In addition to the above, Mr. Akshay Modi shall also be entitled to perquisites and allowances which will include House Rent Allowance, Medical Allowance, Special Allowance, Provident Fund, Conveyance, Medical Reimbursement for self and family, Bonus, Gratuity, Utilities expenses, House maintenance, Books, Periodicals and Annual subscription for residence, use of company maintained car for personal use and communication expenses as may be provided by the Company and as agreed upon by the Board of Directors of the Company provided that the aggregate of the remuneration as aforesaid shall be within the maximum limits as laid down under Sections 196, 197, 198 and all other applicable provisions, if any, of the Act, read with Schedule V of the Act as amended from time to time.
3. **Minimum Remuneration:** The Minimum Remuneration is subject to the limit of 5% of the Annual Net Profits of the Company and subject to the overall limit of 10% of the Annual Net Profits of the Company on the remuneration of Managing Directors / Whole-Time Director / Manager of the Company taken together as per Section 197 of the Companies Act, 2013 and Rules made thereunder or such higher percentage of net profits of the Company as may be prescribed from time to time (including any subsequent amendment(s) and/or modification(s) in the Rules, Act and/or applicable laws in this regard). However, where in any financial year, during the currency of the tenure of Mr. Akshay Modi as Joint Managing Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration to him by way of salary, perquisites and allowances as specified in the resolution being item no 4 of the accompanying notice as minimum remuneration, subject to the limits and conditions as prescribed under Schedule V of the Companies Act, 2013, as may be amended from time to time.

4. Other terms and conditions:

- a. Subject to the superintendence, control and direction of the Board, Mr. Akshay Modi shall provide advice, guidance and assistance to the Chairman & Managing Director and other Senior Management personnel as and when required with respect to the business and affairs of the Company including advice on strategic planning, finance, accounting, taxation, legal affairs and human resources and in that regard he shall faithfully and diligently conduct the business and affairs of the Company and, for that purpose, he shall have the powers to do all such matters, deeds and things on behalf of the Company as may be or are usual, necessary or expedient so to do and/or as fixed by the Board/ or Committee thereof time to time.
- b. As long as Mr. Akshay Modi functions as Joint Managing Director of the Company, no sitting fees will be paid to him for attending the meetings of the Board of Directors or Committee thereof.
- c. Mr. Akshay Modi shall be liable to retire by rotation whilst he continues to hold office of Joint Managing Director; however, his retirement will not break his length of service.
- d. Mr. Akshay Modi shall be entitled to the reimbursement of expenses actually and properly incurred by him, in the course of business of the Company and traveling, hotel and other expenses incurred by him in India and abroad, exclusively on the business of the Company.
- e. The Office shall be liable to termination with 3 months' notice from either side.
- f. The terms and conditions of the said re-appointment may be altered, amended, varied and modified from time to time by the Board or Committee thereof as it may be permissible and if deem fit, within the limits prescribed in Schedule V to the Companies Act, 2013.

The proposed appointment, remuneration and perquisites conform to the requirement of Schedule V to the Companies Act, 2013, requires the appointment and remuneration to be approved by a resolution of the shareholders in general meeting.

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

The Board considers that his educational qualification, skills, experience & exposure in FMCG Industry would be of immense benefit to the Company and it is desirable to avail services of Mr. Akshay Modi as Joint Managing Director, at a remuneration & terms set out in the resolution.

A statement containing the information as required under Section-II, Part-II of Schedule V to the Companies Act, 2013 is annexed & forms part of this Explanatory Statement

The Board recommends the special resolution set out at Item No.4 of the Notice for your approval.

Item No. 5: Mrs. Aditi Gupta (DIN: 01786037), Whole-Time Director is a Woman Director of the Company with effect from 31st March, 2015.

The Board of Directors, at their meeting held on 13th August, 2025 have approved her re-appointment as Whole-Time Director for a period of three years with effect from 14th August 2025 to 13th August 2028 based on the recommendation of the Nomination and Remuneration Committee subject to the approval of shareholders on terms and conditions as set out below:

1. Term of Appointment:

For a period of 3 (three) years with effect from 14th August, 2025 to 13th August 2028.

2. Remuneration:

I. Salary: W.e.f. 13th August, 2025 of ₹ 2,00,000/- per month and W.e.f. 01st April 2026 in the pay scale of (₹ 1,75,000 -25,000 - 2,00,000) per month.

II. Commission: Up to 3% of Net Profit computed in accordance with Sections 197 and 198 of the Companies Act, 2013 as determined by the Nomination and Remuneration Committee for each financial year

III. Perquisites and allowances: In addition to the above, Mrs. Aditi Gupta shall also be entitled to perquisites and allowances which will include House Rent Allowance, Medical Allowance, Special Allowance, Provident Fund, Conveyance, Medical Reimbursement for self and family, Bonus, Gratuity, Utilities expenses, House maintenance, Books, Periodicals and Annual subscription for residence, use of company maintained car for personal use and communication expenses as may be provided by the Company and as agreed upon by the Board of Directors of the Company provided that the aggregate of the remuneration as aforesaid shall be within the maximum limits as laid down under Sections 196, 197, 198 and all other applicable provisions, if any, of the Act, read with Schedule V of the Act as amended from time to time.

3. Minimum Remuneration: The Minimum Remuneration is subject to the limit of 5% of the Annual Net Profits of the Company and subject to the overall limit of 10% of the Annual Net Profits of the Company on the remuneration of Managing Directors / Whole-Time Director / Manager of the Company taken together as per Section 197 of the Companies Act, 2013 and Rules made thereunder or such higher percentage of net profits of the Company as may be prescribed from time to time (including any subsequent amendment(s) and/or modification(s) in the Rules, Act and/or applicable laws in this regard). However, where in any financial year, during the currency of the tenure of Mrs. Aditi Gupta as Whole Time Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration to him by way of salary, perquisites and allowances as specified in the resolution being item no 5 of the accompanying notice as minimum remuneration, subject to the limits and conditions as prescribed under Schedule V of the Companies Act, 2013, as may be amended from time to time.

4. Other terms and conditions:

- Subject to the superintendence, control and direction of the Board, Mrs. Aditi Gupta shall devote such time to the affairs of the company and perform such duties as determined by the Board/ or Committee thereof time to time.
- As long as Mrs. Aditi Gupta functions as Whole Time Director of the Company, no sitting fees will be paid to her for attending the meetings of the Board of Directors or Committee thereof.
- Mrs. Aditi Gupta shall be liable to retire by rotation whilst she continues to hold office of Whole Time Director; however, her retirement will not break her length of service.
- Mrs. Aditi Gupta shall be entitled to the reimbursement of expenses actually and properly incurred by him, in the course of legitimate business of the Company and traveling, hotel and other expenses incurred by her in India and abroad, exclusively on the business of the Company.
- The Office shall be liable to termination with 3 months' notice from either side.
- The terms and conditions of the said appointment may be altered, amended, varied and modified from time to time by the Board or Committee thereof as it may be permissible and if deem fit, within the limits prescribed in Schedule V to the Companies Act, 2013.

The proposed appointment, remuneration and perquisites conform to the requirement of Schedule V to the Companies Act, 2013, requires the appointment and remuneration to be approved by a resolution of the shareholders in general meeting.

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

The Board considers that her educational qualification, skills, experience & exposure in FMCG and various other industries would be of immense benefit to the Company, and it is desirable to avail services of Mrs. Aditi Gupta as Whole-Time Director, at a remuneration & terms set out in the resolution.

A statement containing the information as required under Section-II, Part-II of Schedule V to the Companies Act, 2013 is annexed & forms part of this Explanatory Statement

The Board recommends the special resolution set out at Item No.5 of the Notice for your approval.

Item No. 6: The Board of Directors at their meeting held on 05th September 2025, appointed M/s. Manisha & Associates, Cost Accountants (FRN: 000321), as Cost Auditor of the Company, in terms of Section 148 of the Companies Act, 2013 and fixed a sum of ₹ 70,000/- as remuneration plus Goods and Service Tax and out of pocket expenses, if any, payable to them, for the Financial Year 2025-26. The remuneration, as recommended by the Audit Committee and approved by the Board, is required to be ratified by the shareholders of the Company, as per the requirements of the Companies (Audit and Auditors) Rules 2014, read with Section 148(3) of the Act 2013.

None of the directors or key managerial personnel or their relatives is concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the ordinary resolution set out at Item no. 6 of the Notice for approval of the Members.

Item No. 7: SEBI vide notification no. SEBI/LAD-NRO/GN/2024/218 dated 12th December, 2024 has introduced 'SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024' to establish detailed norms governing the appointment, re-appointment, and removal of Secretarial Auditors in listed entities, effective from 31st December, 2024. The recent amendment mandates that the listed companies have to obtain shareholders' approval for appointment of Secretarial Auditors.

Accordingly, the Board of Directors of the Company at their Meeting held on 6th September, 2025, based on the recommendation of the Audit Committee, approved appointment of M/s. Deepak Bansal & Associates, Company Secretaries, having Peer Reviewed Certificate No.7057/2025 as Secretarial Auditor of the Company, in accordance with the provisions of Section 204 of the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 24A of the SEBI Listing Regulations and other applicable provisions, if any, for a term of Five (5) consecutive years, commencing from 1st April, 2025 till 31st March, 2030, subject to approval of the Members of the Company at the AGM.

M/s. Deepak Bansal & Associates is a firm founded in 2007 by CS Deepak Bansal. The firm brings deep domain knowledge and extensive experience in compliance requirements for listed companies, with specialization in Secretarial Audits, Company Law matters, and SEBI Regulations. CS Deepak Bansal has over 30 years of experience. He is also an Insolvency Professional and registered Social Impact Assessor. He also served as an Independent Director on the Board of reputed Media Company for two consecutive terms of five years from 2014 to 2024.

The recommendations are based on the fulfilment of the eligibility criteria and qualification prescribed under the Act, rules made thereunder and the SEBI Listing Regulations. M/s. Deepak Bansal & Associates, Company Secretaries, has given their consent to act as Secretarial Auditors of the Company and holds a valid Peer Review Certificate issued by the Peer Review Board of the Institute of Company Secretaries of India ("ICSI") and they are not disqualified from being appointed as Secretarial Auditors and have no conflict of interest. M/s. Deepak Bansal & Associates has furnished a declaration that they have not taken up any prohibited non-secretarial audit assignments for the Company, its holding and Subsidiary Companies.

The Board has approved remuneration of ₹2,00,000/- for conducting the audit for the financial year 2025-26, excluding applicable taxes. The Board of Directors has authorised Chairman and Managing Director of the Company to alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Secretarial Auditors.

None of the Directors and Key Managerial Personnel of the Company or their relatives, is concerned or interested, financially or otherwise, in the proposed resolution.

The Board, therefore, recommends the Special Resolution as set out at Item No.7 for your approval.

Statement containing the information as required under Section-II, Part-II of Schedule V to the Companies Act, 2013

I. GENERAL INFORMATION:

1. Nature of industry The Company is engaged in the business of edible oils processing and fast-moving consumer goods.
2. Date or expected date of commencement of commercial production Not Applicable
3. In case of new Companies, expected date of commencement of activities as per project approved by Financial Institutions appearing in the prospectus Not Applicable

4. Financial performance based on given indicators		(₹ Lakhs)	
Particulars	2024-25	2023-24	
Sales and Other Income	33532	35776.61	
Profit Before Tax and Depreciation	1028.84	95.02	
Profit After Tax	764.60	91.15	
Paid up Equity Share Capital	1330.63	1330.63	
Reserves and Surplus	8722.24	7941.96	
Basic & Diluted Earnings Per Share (₹)	5.64	0.82	

5. Foreign investments or collaborators if any The Company has not entered into any foreign collaboration and no direct capital investment has been made in the company in the last three financial years.

II. INFORMATION ABOUT THE APPOINTEE:

S. N.	Particulars	Mr. Anil Modi	Mr. Akshay Modi	Mrs. Aditi Gupta
1.	Background details	Mr. Anil Modi, 68 years of age, is an Industrialist and Chairman & Managing Director of the Company. He is also a Director in Modi Biotech Pvt. Ltd., Modi Infratech Pvt. Ltd, and Halwasiya Properties Pvt. Ltd.	Mr. Akshay Modi, 40 years of age, is an Industrialist and Joint Managing Director of the Company. He is also a Director in Modi Biotech Pvt. Ltd. and Modi Infratech Pvt. Ltd..	Mrs. Aditi Modi, 39 years of age, the Whole-Time Director of the Company. She is also a Director in Osain Incubex Pvt. Ltd.
2.	Recognition or awards	Bachelor of Commerce	Bachelor of Engineering from the University of Leeds, U.K and an alumnus of The Doon School.	B.Sc. (Hons) from the University of Nottingham
3.	Past Remuneration in FY 2023-25(PA)	₹ 73.92 lakhs	₹ 66.00 lakhs	₹ 18.00 lakhs
4.	Job profile and his suitability	He is the Chairman & Managing Director of the Company. He is having four decades of invaluable experience in the FMCG and various other industries and is involved in general conduct and management of the company.	He is the Joint Managing Director of the Company. He is having 28 years of sound experience in the FMCG sector and is involved strategy, project, planning, public & customer relations, marketing, management and regulatory affairs of the company	She is the Whole-Time Director of the Company. She is having 19 years of sound experience in FMCG and various other Industries.
5.	Remuneration proposed	Refer Resolution No. 3	Refer Resolution No. 4	Refer Resolution No. 5

6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case expatriates the relevant details would be w.r.t. the country of his origin)	Taking into consideration the size of the Company, the profile of the appointee, the responsibilities shouldered on him and the industry bench marks, the remuneration proposed to be paid is commensurate with the remuneration packages paid in comparable companies.	Taking into consideration the size of the Company, the profile of the appointee, the responsibilities shouldered on him and the industry bench marks, the remuneration proposed to be paid is commensurate with the remuneration packages paid in comparable companies.	Taking into consideration the size of the Company, the profile of the appointee, the responsibilities shouldered on her and the industry bench marks, the remuneration proposed to be paid is commensurate with the remuneration packages paid in comparable companies.
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Chairman & Managing Director of the Company. He is related to Mr. Akshay Modi, Joint Managing Director. He holds 2120343 shares in the Company.	Joint Managing Director of the Company. He is related to Mr. Anil Modi, Managing Director and Mrs. Aditi Gupta, Whole-Time Director. He holds 2054001 shares in the Company.	Whole-Time Director designated as Woman Director of the Company. She is related to Mr. Akshay Modi, Joint Managing Director.

I. OTHER INFORMATION

•	Reasons of loss or inadequate profits	Not Applicable
•	Steps taken or proposed to be taken for improvement	Not Applicable
•	Expected increase productivity and profits measurable terms	Not Applicable

✓. DISCLOSURES:

- The information, as required, is provided under Corporate Governance Section of this Annual Report. The Report on Corporate Governance in the Annual Report indicates the remuneration paid to the managerial personnel as well as to all other Directors. There is no severance fee or stock option in the case of the aforesaid managerial personnel.

DETAILS OF THE DIRECTOR(S) SEEKING APPOINTMENT / RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD-2 ON GENERAL MEETINGS

Particulars	Mr. Anil Modi	Mr Akshay Modi	Mrs Aditi Modi
DIN	00187078	03341142	01786037
Date of Birth (Age)	28-01-1957	28-11-1985	22-08-1986
Designation	Chairman & Managing Director	Jt. Managing Director	Whole Time Director
Date of initial appointment on the Board	05-04-1976	15-12-2010	31-03-2015
Terms and Conditions of Appointment	As approved by shareholders in the 51 st Annual General Meeting held on 30.09.2025		
Qualifications	Bachelor of Commerce	Bachelor of Engineering from the University of Leeds, U.K and an alumnus of The Doon School.	B.Sc. (Hons) from the University of Nottingham
Expertise in specific functional areas	Business Planning & Development, Finance, Marketing, Management etc.	Business Planning & Development, Finance, Marketing, Management etc	Business Planning & Development, Finance, Marketing, Management etc
Nationality	Indian	Indian	Indian
Relationship with other Directors or KMPs of the Company	Relative (Father) of Mr. Akshay Modi, Joint Managing Director	Relative (Son) of Mr. Anil Modi, Joint Managing Director	Relative (Spouse) of Mr. Akshay Modi, Joint Managing Director
Directorships held in other public companies (excluding foreign companies and Section 8 companies) including Listed Companies	1. Modi Biotech Private Limited 2. Modi Infratech Pvt. Ltd. 3. Halwasiya Properties Pvt. Ltd	1. Modi Biotech Private Limited 2. Modi Infratech Pvt. Ltd.	Osain Incubex Pvt. Ltd.
Memberships/Chairmanships of Committees of other public companies including Listed Companies from which resigned in past three years.	Nil	Nil	Nil
No of shares held in the company as on March 31, 2025	2120343 (15.93%) equity shares of Rs 10 each	2054001 (15.44%) equity shares of Rs 10 each	42000 (0.32%) equity shares of Rs 10 each
No. of Board Meetings Held / Attended during the year 2024-25	6/6	6/6	6/6

Registered Office:

405, Deepali Building,
92, Nehru Place, New Delhi-110019
CIN: L15142DL1974PLC007349

05th September 2025, New Delhi

for and on behalf of the Board

Sd/-
Anil Modi
Chairman & Managing Director
DIN – 00187078

