To,
The Members,
MODI ILLVA INDIA PRIVATE LIMITED

NOTICE

NOTICE is hereby given that Thirteenth Annual General Meeting of the Members of the Company will be held on Thursday, 29th day of September, 2022 at 03:00 PM (IST) at the registered office of the Company at 1513, Modi Tower, 98, Nehru Place, New Delhi-110019 to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statement of the Company along with its schedules and notes thereon for the Financial Year ended on 31st March, 2022, together with the Reports of the Board of Directors and Auditors thereon.

2. To receive, consider and adopt the Audited Consolidated Financial Statement of the Company along with its schedules and notes thereon for the Financial Year ended on 31st March, 2022, together with the Report of Auditors thereon.

3. To confirm the Interim Dividend paid to the shareholder for the financial year ended on 31st March, 2022.

SPECIAL BUSINESS:

4. 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 Section 186 of the Companies Act, 2013("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any of the Act (including any enactment, re-enactment or modifications thereof for the time being in force), consent of the members of the Company be and is hereby accorded to the Board of Directors to provide loan to Modi Industries Limited to the extent of Rupees 150 Crores (Rupees One Hundred Fifty Crores only).

   RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take all such steps as necessary, proper and expedient to give effect to this Resolution."

5. 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 Section 185 and other applicable provisions, if any, of the Companies Act, 2013 including any enactment, re-enactment or statutory modifications thereof for the time being in force, read with the relevant rules framed thereunder, consent of the members of the Company be and is hereby accorded to provide loan to Modi Industries Limited (hereinafter referred to as "borrowing company") to the extent of Rs. 150 Crores (Rupees One Hundred Fifty Crores only) to be utilized for the principal business activities of the borrowing company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take all such steps as necessary, proper and expedient to give effect to this Resolution."

On behalf of the Board of Directors
Modi Illva India Private Limited

Place: London
Date: 24th September, 2022

Umesh Kumar Modi
Chairman
DIN:00002757

NOTES:

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the company. Proxies in order to be effective must be received by the company not later than forty eight (48) hours before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. Instrument appointing the proxy is annexed herewith as **Annexure-I.**

2. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

3. The relative Explanatory Statement pursuant to section 102 (1) of the Companies Act, 2013 in respect of the Special Business set out in agenda item no.4 and 5 are annexed hereto.

4. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No., Attendance Slip is annexed herewith as **Annexure-II.**

5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.

6. Relevant documents referred to in the accompanying Notice are open for inspection by the Members at the Company's Registered Office on all working days of the Company, during business hours up to the date of the Meeting.

7. Corporate members are requested to send a duly certified copy of the Board resolution/ Power of Attorney authorizing their representative to attend and vote on their behalf at the Annual General Meeting. Alternatively, such an authority duly certified should be brought by the representative attending on behalf of the Body Corporate, at the meeting.

8. Members seeking any information with regard to the Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.

9. A route map showing directions to reach the venue of 13^{th} Annual General Meeting is given at the end of this notice.

On behalf of the Board of Directors
Modi Illva India Private Limited

Place: London
Date: 24^{th} September, 2022

Umesh Kumar Modi
Chairman
DIN:00002757

MODI ILLVA INDIA PRIVATE LIMITED
New Delhi

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:

<u>Agenda Item No. 4:</u>

The Company intends to provide loan upto Rs. 150 Crore to Modi Industries Limited for its Working Capital requirements. The said loan amount exceeds sixty percent of paid up capital and free reserves of the Company as per the Companies Act, 2013.

Since granting of the said loan, in terms of Section 186 of the Companies Act 2013 requires approval of the shareholders, therefore, this resolution is being put before you for your approval.

Mr. Umesh Kumar Modi and Mr. Abhishek Modi, Directors of the Company are concerned and interested, financially or otherwise, in passing of the special resolution set out in Item No. 4.

None of the Directors and Key Managerial Personnel except the above mentioned Directors, of the Company are interested, either directly or indirectly, in the said resolution.

The Board commends the passing of the Special Resolution set out at Item No. 4 of accompanying notice.

<u>Agenda Item No. 5:</u>

The Company intends to provide loan upto Rs. 150 Crore to Modi Industries Limited for its Working Capital requirements to be utilized for distillery division.

Since Modi Industries Limited and Modi Illva India Private Limited are group companies and in terms of Section 185 of the Companies Act 2013 providing loan to a group company require approval of the shareholders, therefore, this resolution is being put before you for your approval.

Mr. Umesh Kumar Modi and Mr. Abhishek Modi, Directors of the Company are concerned and interested, financially or otherwise, in passing of the special resolution set out in Item No.5.

None of the Directors and Key Managerial Personnel except the above mentioned Directors, of the Company are interested, either directly or indirectly, in the said resolution.

The Board commends the passing of the Special Resolution set out at Item No. 5 of accompanying notice.

On behalf of the Board of Directors
Modi Illva India Private Limited

Place: London
Date: 24th September, 2022

Umesh Kumar Modi
Chairman
DIN:00002757

MODI ILLVA INDIA PRIVATE LIMITED
New Delhi

Form No. MGT-11 **Annexure-I**

PROXY FORM

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

CIN	U15400DL2009PTC191424
Name of the Company	Modi Illva India Private Limited
Registered Office	1513 Modi Tower, 98 Nehru Place, New Delhi-110019

Name of the shareholder	
Registered address	
E-mail ID	
Folio No.	

I / we, being the shareholder(s) of .... shares of the above named company, hereby appoint :

1	Name	
	Address	
	E-mail ID	
	Signature	

or failing him

2	Name	
	Address	
	E-mail ID	
	Signature	

or failing him

3	Name	
	Address	
	E-mail ID	
	Signature	

or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Thirteenth Annual General Meeting of the Company, to be held on Thursday, 29th September, 2022 at 03:00 P.M.(IST) at 1513 Modi Tower, 98, Nehru Place, New Delhi-110019 and at any adjournment thereof in respect of such resolutions as are indicated below:

S.No.	Resolution(s)	Vote	
1	To receive, consider and adopt the Audited Standalone Financial Statement of the Company along with its schedules and notes thereon for the Financial Year ended on 31st March, 2022, together with the Reports of the Board of Directors and Auditors thereon.		
2.	To receive, consider and adopt the Audited Consolidated Financial Statement of the Company along with its schedules and notes thereon for the Financial Year ended on 31st March, 2022, together with the Report of Auditors thereon.		
3	To confirm the interim Dividend for the financial year ended on 31st March, 2022.		
4	To provide loan to Modi Industries Limited (Distillery Division) to the extent of Rs. 150 Crores.		
5.	To provide loan to Group Company (Modi Industries Limited).		

Signed this ………… day of ………………… 2022.

Affix revenue stamp

Signature of shareholder :
Signature of Proxy holder(s):

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.

ATTENDANCE SLIP **Annexure-II**

(To be handed over at the entrance of the meeting hall)

13th Annual General Meeting on Thursday, 29th September, 2022.

Full name of the members attending____________________________________
(In block capitals)

Ledger Folio No. /Client ID No. ________________ No. of shares held:_______________

Name of Proxy ____________________________________

(To be filled in, if the proxy attends instead of the member)

I hereby record my presence at the 13th Annual General Meeting of the Modi Illva India Private Limited, at 1513, Modi Tower, 98, Nehru Place, New Delhi-110019 on Thursday, the 29th day of September, 2022 at 03:00 P.M.

(Member's /Proxy's Signature)

Note:

1) Members are requested to bring their copies of the Annual Report to the meeting, since further copies will not be available.

2) The Proxy, to be effective should be deposited at the Registered Office of the Company not less than FORTY EIGHT HOURS before the commencement of the meeting.

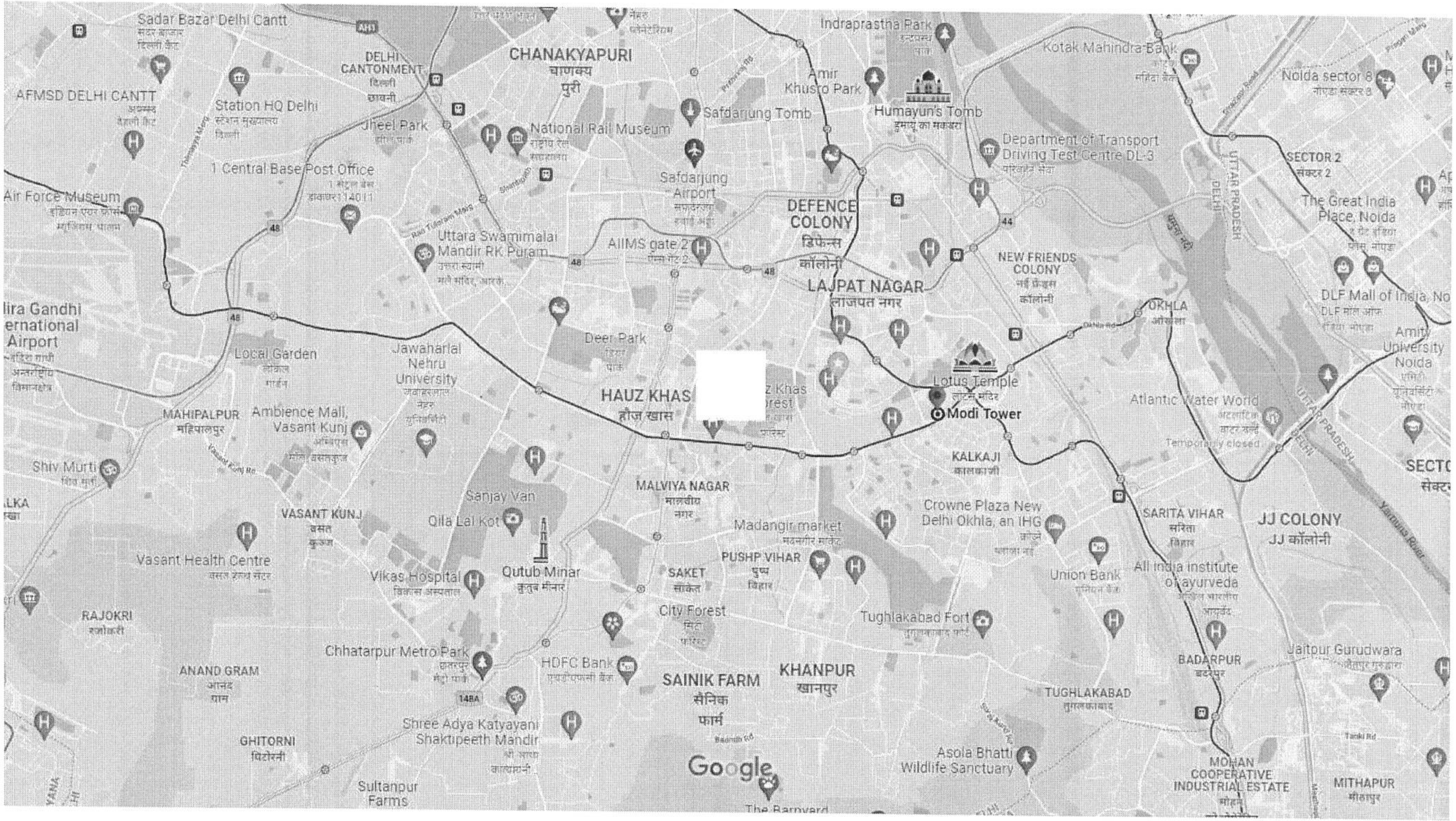
3) A Proxy need not be a member of the Company.

4) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.

5) The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.

Google Maps Modi Tower to Modi Tower

13 th Annual General Meeting of Modi Illva India Private Limited at 1513, Modi Tower, 98, Nehru Place, New Delhi-110019



Map data ©2021 1 km