To,
The Members,
MODI ILLVA INDIA PRIVATE LIMITED

SHORTER NOTICE

SHORTER NOTICE is hereby given that Sixteenth Annual General Meeting of the Members of the Company will be held on Friday, 21st day of November, 2025 at 04:00 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, 2025, 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, 2025, together with the Report of Auditors thereon.

SPECIAL BUSINESS

3. To consider and if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

   "RESOLVED THAT pursuant to applicable provisions of the Companies Act, 2013 and rules framed there under, including any enactment, re-enactment or modifications thereof, Mr. Marco Giovanni Ferrari (DIN:10827478), whose term of office as an Additional Director expires at the conclusion of this Annual General Meeting be and is hereby appointed as the Director of the Company."

   "RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, Mr. Sanjay Kumar Garg or Mr. Abhishek Modi, Directors be and is hereby severally authorized to sign and file the necessary form with the Registrar of Companies, NCT of Delhi & Haryana."

4. To consider and if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

   "RESOLVED THAT pursuant to applicable provisions of the Companies Act, 2013 and rules framed there under, including any enactment, re-enactment or modifications thereof, Mr. Alan Edward Dempsey (DIN:11175887), whose term of office as an Additional Director expires at the conclusion of this Annual General Meeting be and is hereby appointed as the Director of the Company."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, Mr. Sanjay Kumar Garg or Mr. Abhishek Modi, Directors be and is hereby severally authorized to sign and file the necessary form with the Registrar of Companies, NCT of Delhi & Haryana."

5. To consider and if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to applicable provisions of the Companies Act, 2013 and rules framed there under, including any enactment, re-enactment or modifications thereof, Ms. Samara Orsatti (DIN:11300210), whose term of office as an Additional Director expires at the conclusion of this Annual General Meeting be and is hereby appointed as the Director of the Company."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, Mr. Sanjay Kumar Garg or Mr. Abhishek Modi, Directors be and is hereby severally authorized to sign and file the necessary form with the Registrar of Companies, NCT of Delhi & Haryana."

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

Place: London
Date: 30th October, 2025

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 16th 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: 30th October, 2025

Umesh Kumar Modi
Chairman
DIN:00002757

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

Agenda Item No. 3:

Mr. Marco Giovanni Ferrari, was appointed as an Additional Director of the Company on 12th December, 2024 by the Board of Directors, and according to the provisions of Section 161(1) of the Companies Act, 2013, he vacates his office on the date of Annual General Meeting of the Company.

The Company has received a notice in writing from him proposing his candidature for the office of the Director of the Company

Since his appointment as a Director of the Company requires approval of the Shareholders, therefore, this resolution is being put before you for your approval.

None of the Directors of your Company are interested, either directly or indirectly, in the said resolution.

Agenda Item No. 4:

Mr. Alan Edward Dempsey, was appointed as an Additional Director of the Company on 03rd July, 2025 by the Board of Directors, and according to the provisions of Section 161(1) of the Companies Act, 2013, he vacates his office on the date of Annual General Meeting of the Company.

The Company has received a notice in writing from him proposing his candidature for the office of the Director of the Company

Since his appointment as a Director of the Company requires approval of the Shareholders, therefore, this resolution is being put before you for your approval.

None of the Directors of your Company are interested, either directly or indirectly, in the said resolution.

Agenda Item No. 5:

Ms. Samara Orsatti, was appointed as an Additional Director of the Company on 22nd September, 2025 by the Board of Directors, and according to the provisions of Section 161(1) of the Companies Act, 2013, she vacates her office on the date of Annual General Meeting of the Company.

The Company has received a notice in writing from her proposing her candidature for the office of the Director of the Company

Since her appointment as a Director of the Company requires approval of the Shareholders, therefore, this resolution is being put before you for your approval.

None of the Directors of your Company are interested, either directly or indirectly, in the said resolution.

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

Place: London
Date: 30th October, 2025

Umesh Kumar Modi
Director
DIN:00002757

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 Sixteenth Annual General Meeting of the Company, to be held on Friday, 21st November, 2025 at 04:00 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, 2025, 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, 2025, together with the Report of Auditors thereon.		
3.	Regularization of Mr. Marco Giovanni Ferrari from Additional Director to Director of the Company.		
4.	Regularization of Mr. Alan Edward Dempsey from Additional Director to Director of the Company.		
5.	Regularization of Ms. Samara Orsatti from Additional Director to Director of the Company.		

Signed this .... day of .... 2025.

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)

16th Annual General Meeting on Friday, 21st November, 2025.

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 16th Annual General Meeting of the Modi Illva India Private Limited, at 1513, Modi Tower, 98, Nehru Place, New Delhi-110019 on Friday, the 21st day of November, 2025 at 04:00 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.