



NOTICE OF THE 4th ANNUAL GENERAL MEETING OF THE SHAREHOLDERS

NOTICE be and is hereby given that the 4th Annual General Meeting ("AGM") of the members of **Modi's Navnirman Limited** (the "Company") will be held on Friday, September 19th, 2025 at 11:00 A.M., at the registered office of the Company at Shop No.1, Rashmi Heights, M.G.Road, Kandivali (West), Mumbai - 400067 to transact the following businesses:

ORDINARY BUSINESS:

1. **To consider and adopt the audited standalone financial statements of the Company for and the audited consolidated financial statements of the Company for the financial year ended March 31, 2025, together with the reports of the Board of Directors and the Auditors thereon and other reports**, in this regard, to pass the following resolutions as an Ordinary Resolutions:
 - a] **"RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended March 31, 2025 and the Reports of the Board of Directors and Auditors thereon, laid before this Meeting, be and are hereby considered and adopted."
 - b] **"RESOLVED THAT** the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025 and the Report of the Auditors thereon laid before this meeting, be and are hereby considered and adopted."
2. **To appoint a director in place of Mrs. Payal Sheth (DIN: 09520424), who retires by rotation and being eligible, offers himself for re-appointment.**

SPECIAL BUSINESS:

1. **Regularization of Additional Director Mr. Anil Suresh Kapasi (DIN: 03524165) as the Non-Executive Independent Director of the company for a term of five years with effects from July 10, 2025.**

To consider appointment of Mr. Anil Suresh Kapasi (DIN: 03524165) as Non-Executive Independent Director and if thought fit, to pass with or without modifications, the following resolution as ordinary resolution:

"RESOLVED THAT pursuant to Section 152, 161 and other applicable provisions (including any modification or re-enactment thereof for the time being in force), Rules made there under and Article of Association of the Company, Mr. Anil Suresh Kapasi (DIN: 03524165), who was appointed as an Additional Director by the Board of Directors with effect from July 10, 2025 and who holds office upto 5 years from the date of appointment, be and is hereby appointed as an Director of the Company.

RESOLVED FURTHER THAT any one Director or Mrs. Nishi Modi, Chief Compliance Officer & Company Secretary of the company be and is hereby authorised severally to do all acts



including filing Forms to Registrar of Companies and to take all such steps as may be necessary, proper or expedient to give effect to the foregoing resolution."

2. Regularization of Additional Director Mr. Chintan Suresh Shah (DIN: 05288038) as the Non-Executive Independent Director of the company for a term of five years with effects from July 10, 2025.

To consider appointment of Mr. Chintan Suresh Shah (DIN: 05288038) as Non-Executive Independent Director and if thought fit, to pass with or without modifications, the following resolution as ordinary resolution:

"RESOLVED THAT pursuant to Section 152, 161 and other applicable provisions (including any modification or re-enactment thereof for the time being in force), Rules made there under and Article of Association of the Company, Mr. Chintan Suresh Shah (DIN: 05288038), who was appointed as an Additional Director by the Board of Directors with effect from July 10, 2025 and who holds office upto 5 years from the date of appointment, be and is hereby appointed as an Director of the Company.

RESOLVED FURTHER THAT any one Director or Mrs. Nishi Modi, Chief Compliance Officer & Company Secretary of the company be and is hereby authorised severally to do all acts including filing Forms to Registrar of Companies and to take all such steps as may be necessary, proper or expedient to give effect to the foregoing resolution."

3. To appoint M/s. JNG & Co. LLP, Practicing Company Secretaries, as Secretarial Auditors of the Company.

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

"RESOLVED THAT pursuant to the provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') read with applicable provisions of the Companies Act, 2013, each as amended, and based on the recommendation(s) of the Audit Committee and the Board of Directors of the Company ('Board'), M/s JNG & Co. LLP, Practicing Company Secretaries having firm registration number L2024MH017500, be and is hereby appointed as the Secretarial Auditors of the Company for a period of five years to hold office from the conclusion of this Annual General Meeting till the conclusion of the 9th Annual General Meeting of the Company to be held in the year 2030, to conduct Secretarial Audit of the Company in terms of Section 204 and other applicable provisions of the Companies Act, 2013 read with Regulation 24A and other applicable provisions of the SEBI Listing Regulations, for the period beginning from the Financial Year 2025-26 through the Financial Year 2029-30, at such remuneration as may be mutually agreed upon between the Board, based on the recommendation(s) of the Audit Committee, and the Secretarial Auditors of the Company.

RESOLVED FURTHER THAT the Board and/or any person authorised by the Board, be and is hereby authorised, severally, to settle any question, difficulty or doubt, that may arise in giving



effect to this resolution and to do all such acts, deeds, matters and things, as may be considered necessary, desirable and expedient to give effect to this Resolution and/ or otherwise considered by them to be in the best interest of the Company.”

**By Order of Board of Directors
For Modi's Navnirman Limited**

Sd/-

**Dinesh Modi
Chairman & Managing Director
DIN: 02793201**

Date: August 18th, 2025

Registered Office:

Shop 1, Rashmi Heights,
M.G.Road, Kandivali (West),
Mumbai – 400067.

CIN: U45203MH2022PLC377939



NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF. SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A proxy shall not have the right to speak and shall not be entitled to vote except on a poll.
A person can act as proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
2. The instrument 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 AGM. A Proxy Form is annexed to this Notice.
3. Institutional/Corporate Shareholders [i.e. other than HUF, NRI etc] intending to attend the meetings through their authorized representatives are requested to send a scanned copy [PDF/JPG Format] of certified true copy of the Board Resolution to the Company authorizing their representative to attend and to vote through e-voting, to the Scrutinizer through e-mail at jigar.gandhi@jngandco.in and to the Company at info@modisnirman.com].
4. Attendance Slip enclosed herewith along with their copy of the Notice to attend the Meeting. In case of joint holders attending the Meeting, the first holder as per the Register of Members of the Company will be entitled to vote.
5. All documents referred to in the Notice will be available for inspection at the Company's registered office during normal business hours on working days up to the date of the AGM.
6. In accordance with the circulars issued by the Ministry of Corporate Affairs i.e. General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being 10/2022 dated December 28, 2022 (collectively referred to as "MCA Circulars") and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 issued by Securities Exchange Board of India (collectively referred to as "SEBI Circulars"), the notice of the 4th AGM along with the Annual Report 2024-25 are being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company's Registrar and Share Transfer Agent – Big Share Private Limited ["RTA"] / Depositories. Members may please note that this Notice and Annual Report 2024-25 will also be available on the Company's website at www.modisnirman.com website of the Stock Exchange i.e. BSE Limited at www.bseindia.com].
7. Mr. Jigarkumar Gandhi, Practicing Company Secretary (Membership No. F7569) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
8. The facility for voting, either through electronic voting system or ballot or polling paper shall also be made available at the meeting and Members attending the meeting who have not



already cast their vote by remote voting or by ballot form shall be able to exercise their right at the meeting.

9. The route map showing directions to reach the venue of the AGM is annexed and forms part of the Notice.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER: -

The remote e-voting period begins on Monday, September 15th, 2025 at 9:00 A.M. and ends on Thursday, September 18th, 2025 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. September 12th, 2025 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 12th, 2025.

How do I vote electronically using NSDL e-Voting system?

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

Step 1: Access to NSDL e-Voting system





A) Login method for e-Voting for Individual shareholders holding securities in demat mode

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password.



	<p>After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <ol style="list-style-type: none"> 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting



	<p>period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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

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

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



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

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?



- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "[Forgot User Details/Password?](#)"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.



General Guidelines for shareholders

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

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to (info@modisnirman.com)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (info@modisnirman.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. [Login method for e-Voting for Individual shareholders holding securities in demat mode](#).
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.



Annexure – A

The relevant details of directors who is proposed to be re-appointed directors of the Company, as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 issued by the Company Secretaries of India are as under;

PARTICULARS	Mrs . Payal Sheth,
Current Position	Non-Executive Director
Age:	39
Profile, Experience and Expertise in specific functional areas	<p>Mrs. Payal Sheth, aged 39 years holds Bachelors of Physiotherapy and Master of Physiotherapy in Neurological Conditions from D.Y. Patil College in the year 2008 and 2011 respectively.</p> <p>He is currently responsible for enabling efficiency in project implementation of projects and also building self-organizing team.</p>
Date of first Appointment:	March 14 th , 2022
Terms and Conditions of Appointment:	NA
Number of Board Meetings attended during the year:	4
Shareholding in the Company:	1000
Relationship with Other Directors:	<p>Daughter of Mr. Dinesh Modi (Chairman and Managing Director) and Mrs. Rashmi Modi (Whole-Time Director)</p> <p>Brother of Mr. Mahek Modi (Whole-time director and CFO).</p>
Other Directorships:	NA
Memberships / Chairmanship of Committees:	Member of Stakeholders Relationship Committee and Nomination and Remuneration Committee.



Explanatory Statement as required under Section 102 of the Companies Act, 2013

SPECIAL BUSINESS:

- 1. Regularization of Additional Director Mr. Anil Suresh Kapasi (DIN: 03524165) as the Non-Executive Independent Director of the company for a term of five years with effects from July 10, 2025.**

Pursuant to the provisions of Section 152 of the Companies Act, 2013 the directors shall be appointed by the members in the General Meeting of the company. In view of the same, Mr. Anil Suresh Kapasi will be appointed by the members at the ensuing Annual General Meeting of the company. The Company has received consent to act as a Director of the Company in Form DIR 2 and a declaration that he is not disqualified from being appointed as a Director of the Company in Form DIR 8.

Mr. Kapasi by qualification is Msc. B.Ed. Mumbai University. Anil Kapasi is the Founder and Managing Director of Arihant Academy, where he leads the Science and ICSE sections. He has over 32 years of experience in the coaching sector. A relentless, tireless, and industrious worker, he excels in maintaining excellent relationships with everyone. An out-of-the-box thinker, sharp negotiator, and a perfectionist at heart, he believes in solving problems at the root-cause level. Pursuant to the provisions of Section 152 of the Companies Act, 2013 the directors shall be appointed by the members through Ordinary Resolution in the General Meeting of the company.

In view of the same, Mr. Kapasi shall be appointed as an Non-executive Independent Director by the members in the Annual General Meeting of the company. None of the other Directors or Key Managerial Personnel of the Company, is in any way, concerned or interested, financially or otherwise, in the resolution.

- 2. Regularization of Additional Director Mr. Chintan Suresh Shah (DIN: 05288038) as the Non-Executive Independent Director of the company for a term of five years with effects from July 10, 2025.**

Pursuant to the provisions of Section 152 of the Companies Act, 2013 the directors shall be appointed by the members in the General Meeting of the company. In view of the same, Mr. Chintan Suresh Shah will be appointed by the members at the ensuing Annual General Meeting of the company. The Company has received consent to act as a Director of the Company in Form DIR 2 and a declaration that he is not disqualified from being appointed as a Director of the Company in Form DIR 8.

Mr. Shah has completed his Post Graduation Diploma in Business Management from Narsee Monjee Institute of Management Studies and has completed Bachelor in Engineering (Mechanical) from the University of Mumbai. He has over 22 years of experience in the field of manufacturing and Business Management. He is the Founder of Chemo Fab Industries LLP, a specialised company for manufacturing centrifuges, focusing exclusively on the design and development of centrifuges for the chemical and pharmaceutical sectors and manufacturing custom-built and application-specific equipment. Pursuant to the provisions of Section 152 of



the Companies Act, 2013 the directors shall be appointed by the members through Ordinary Resolution in the General Meeting of the company.

In view of the same, Mr. Shah shall be appointed as an Non-executive Independent Director by the members in the Annual General Meeting of the company. None of the other Directors or Key Managerial Personnel of the Company, is in any way, concerned or interested, financially or otherwise, in the resolution.

3. To appoint M/s. JNG & Co. LLP, Practicing Company Secretaries, as Secretarial Auditors of the Company.

Pursuant to Section 204 of the Companies Act, 2013 read with Rules made thereunder and Regulation 24A of the Listing Regulations, a listed entity shall appoint or reappoint an individual as Secretarial Auditor, on the basis of the recommendation of the Board of Directors, for not more than one term of five consecutive years or a Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years, with the approval of its shareholders in the Annual General Meeting. M/s. JNG & Co. LLP are currently the Secretarial Auditors of the Company.

M/s. JNG & Co. LLP are currently the Secretarial Auditors of the Company and as per Regulation 24A (1C) of the Listing Regulations, any association of the individual or the firm as the Secretarial Auditor of the listed entity before March 31, 2025 shall not be considered for the purpose of calculating the tenure.

Accordingly, pursuant to the recommendation of the Audit Committee, the Board of Directors of the Company at its meeting held on May 26th, 2025, approved the appointment of M/s. JNG & Co. LLP, Practicing Company Secretaries (Firm Registration Number: L2024MH017500), as the Secretarial Auditors of the Company for a term of five consecutive years to hold office from the conclusion of this AGM till the conclusion of the 9th AGM to be held in the year 2030.

M/s. JNG & Co. LLP, is a reputed firm of Company Secretaries in Practice, specialized in Secretarial Audit and other corporate law matters. The firm is registered with the Institute of Company Secretaries of India and has an experience of more than 16 years in providing various corporate law services such as incorporation of companies and Limited Liability Partnerships, secretarial audit for various listed companies, voluntary winding up of companies, acting as scrutinizer and appearances before the National Company Law Tribunal on various matters on behalf of clients, etc. The firm also holds a valid Peer Review Certificate.

M/s. JNG & Co. LLP has given their consent to act as Secretarial Auditors of the Company and confirmed that their aforesaid appointment (if made) would be within the limits specified by the Institute of Company Secretaries of India. They have also confirmed that they are not disqualified to be appointed as Secretarial Auditors and are in compliance with independence requirements as prescribed under the Auditing Standards issued by the Institute of Company Secretaries of India, and other applicable rules and regulations.



The proposed remuneration payable to M/s. JNG & Co. LLP for secretarial audit services will be in the range as decided between both the parties, per financial year plus out of pocket expenses. Revision, if any, to the fees for subsequent year(s) of their term, shall be approved by the Board of Directors of the Company (including its Committee(s) thereof), as may be required from time to time.

Further, the Company may obtain certifications and avail other permissible services under statutory regulations from M/s. JNG & Co. LLP, as may be required from time to time. The remuneration for certifications and other permissible services will be paid on mutually agreed terms.

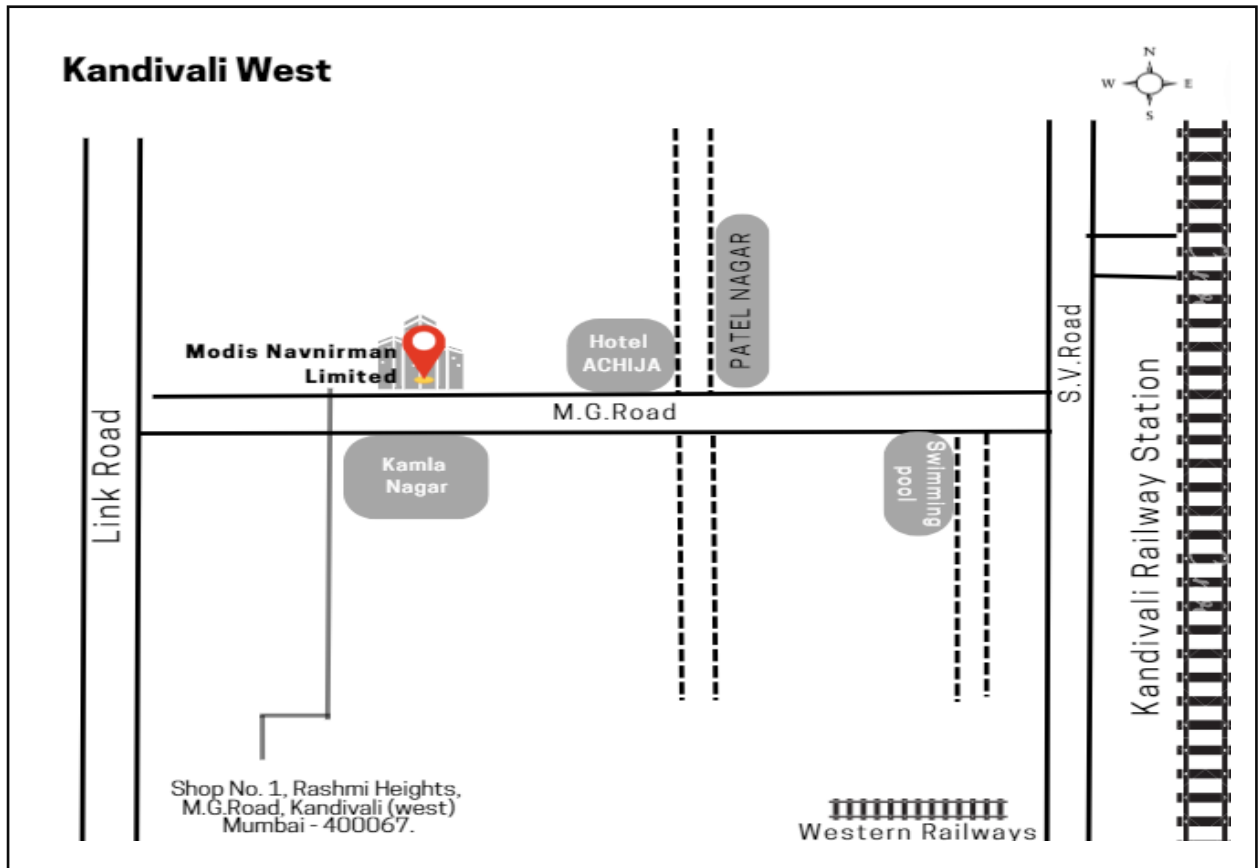
None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6.

The Board of Directors recommends the resolution as set out in Item No. 6, for approval of the Members of the Company by way of an Ordinary Resolution.



ROUTE MAP TO THE 4th AGM VENUE

Venue Address: Shop No.1, Rashmi Heights, M.G. Road, Kandivali (West),
Mumbai – 400067.





MODI'S NAVNIRMAN LIMITED

CIN: U45203MH2022PLC377939

Regd Office: Shop No.1, Rashmi Heights, M.G. Road, Kandivali (West), Mumbai - 400067

Tel No.: +91 9819 9891 00, **Email ID:** info@modisnirman@gmail.com

ATTENDANCE SLIP

**4th Annual General Meeting on Friday, September 19th, 2025 at 11:00 A.M.
at Shop No.1, Rashmi Heights, M.G.Road, Kandivali (West), Mumbai - 400067.**

Shareholders attending the Meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall.

Folio No:	DP ID:	Client ID:
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I / We hereby record my/our presence at the Fourth ANNUAL GENERAL MEETING of the Company at Shop No.1, Rashmi Heights, M.G.Road, Kandivali (West), Mumbai - 400067, at Friday, September 19th, 2025 at 11:00 A.M.

..... Full Name of Shareholder (in Block Capitals) Signature
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..... Full Name of Proxy (in Block Capitals) Signature
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PROXY FORM

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

4th Annual General Meeting- Friday, September 19th, 2025 at 11:00 A.M.

I/We, _____, being a Shareholder of **Modi's Navnirman Limited** hereby appoint

1. Name : _____
Address : _____
E-mail ID : _____
Signature : _____
2. Name : _____
Address : _____
E-mail ID : _____
Signature : _____

As my proxy to attend and vote (on a poll) for me and on my behalf at the 4th Annual General Meeting ("AGM") of the members of Modi's Navnirman Limited (the "Company") will be held on Friday, September 19th, 2025 at 11:00 A.M. at the registered office of the Company at Shop No.1, Rashmi Heights, M.G.Road, Kandivali (West), Mumbai - 400067 and any adjournment thereof in respect of such resolutions as are indicated below:

	Resolutions	For	Against	Abstain
	Ordinary Business			
1.	To consider and adopt the audited standalone financial statements of the Company for and the audited consolidated financial statements of the Company for the financial year ended March 31, 2025, together with the reports of the Board of Directors and the Auditors thereon and other reports			
2.	To appoint a director in place of Mrs. Payal Sheth (DIN: 09520424), who retires by rotation and being			



	eligible, offers himself for re-appointment.			
	SPECIAL BUSINESS:			
1	Regularization of Additional Director Mr. Anil Suresh Kapasi (DIN: 03524165) as the Non-Executive Independent Director of the company for a term of five years with effects from July 10, 2025.			
2	Regularization of Additional Director Mr. Chintan Suresh Shah (DIN: 05288038) as the Non-Executive Independent Director of the company for a term of five years with effects from July 10, 2025.			
3	To appoint M/s. JNG & Co. LLP, Practicing Company Secretaries, as Secretarial Auditors of the Company.			

Signed this _____ day of _____ 2025

Signature of shareholder _____

Signature of proxy holder(s) _____

Affix
revenue
stamp

Notes:

1. This form of proxy in order to be effective should be duly completed, signed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting.
2. It is optional to indicate your preference. If you leave for, against or abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.
3. The proxy need not be a member of the company. Appointing proxy does not prevent a member from attending in person if he so wishes.
4. In case of Joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.