NOTICE

NOTICE is hereby given that the **FORTIETH ANNUAL GENERAL MEETING** of the Members of National General Industries Limited (CIN: L74899DL1987PLC026617) will be held on Wednesday, the 30th September, 2026 at 01.30 p.m. through Video Conferencing (VC) or Other Audio Visual Means (OAVM), to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended 31 March, 2026, the Report of the Board of Directors' and Auditors' thereon.

2. To appoint Director in place of Mr. Manhar Modi (DIN: 00051746) who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **To approve holding of office or place of profit by Mr. Manhar Modi, Non-Executive Director**
   To consider and, if thought fit, to pass with or without modification, the following resolution as **SPECIAL RESOLUTION**:

   "RESOLVED THAT pursuant to the provisions of Sections 188, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the applicable Rules framed thereunder, Schedule V to the Act, the Articles of Association of the Company, and Regulation 17(6), 23 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), and subject to such approvals as may be necessary and based on the recommendation of the Nomination & Remuneration Committee and Audit Committee, the consent of the Members of the Company be and is hereby accorded for payment of consultancy/professional fees of Rs. 1,50,000/- per month (exclusive of applicable taxes and reimbursement of out-of-pocket expenses) to Mr. Manhar Modi (DIN : 00051746), Non-Executive Director of the Company, for rendering professional/consultancy services to the Company, with effect from 1st October, 2026 for a period of one year, which shall be in addition to the sitting fees and commission, if any, payable to him as a Director of the Company.

   RESOLVED FURTHER THAT the Board of Directors (including any duly authorized Committee thereof) be and is hereby authorized to take all necessary steps, execute all agreements, applications, documents and writings and to do all such acts, deeds, matters and things as may be necessary or desirable to give effect to this resolution, including modification of the terms within the limits approved by the Members."

4. **To approve holding of office or place of profit by Mrs. Nandini Modi as Consultant (HR)**
   To consider and, if thought fit, to pass with or without modification, the following resolution as **SPECIAL RESOLUTION**:

   "RESOLVED THAT pursuant to the provisions of Sections 188, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the applicable Rules framed thereunder, Schedule V to the Act, the Articles of Association of the Company, and Regulation 17(6), 23 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), and subject to such approvals as may be necessary and based on the recommendation of the Nomination & Remuneration Committee and Audit Committee, the consent of the Members of the Company be and is hereby accorded to avail consultancy / professional services of Mrs. Nandini Modi as Consultant (HR) on a payment of consultancy/professional fees of Rs. 50,000/- per month (exclusive of applicable taxes and reimbursement of out-of-pocket expenses), with effect from 1st October, 2026 for a period of three years.

RESOLVED FURTHER THAT the Board of Directors (including any duly authorized Committee thereof) be and is hereby authorized to take all necessary steps, execute all agreements, applications, documents and writings and to do all such acts, deeds, matters and things as may be necessary or desirable to give effect to this resolution, including modification of the terms within the limits approved by the Members."

5. **Adoption of New Memorandum of Association in conformity with the Companies Act, 2013**

To consider and, if thought fit, to pass with or without modification, the following resolution as **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the rules made thereunder, the existing Memorandum of Association ("MOA") of the Company be and is hereby substituted by a new Memorandum of Association in conformity with the provisions of the Companies Act, 2013 and in the form placed before the Meeting and initialled by the Chairperson for the purpose of identification.

RESOLVED FURTHER THAT the new Memorandum of Association shall comprise, inter alia, the Name Clause, Registered Office Clause, Objects Clause, Liability Clause and Capital Clause as applicable to a company incorporated under the Companies Act, 2013, and shall replace the existing Memorandum of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company be and are hereby severally authorised to make such alterations, modifications, additions, deletions or corrections in the new Memorandum of Association as may be required by the Registrar of Companies, SEBI, Stock Exchange(s) or any other statutory or regulatory authority and to file all necessary forms, documents and returns and to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution."

6. **Adoption of New Article of Association in conformity with the Companies Act, 2013**

To consider and, if thought fit, to pass with or without modification, the following resolution as **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Sections 5, 14 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the rules made thereunder, the Securities and Exchange Board of India Act, 1992, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended from time to time, the existing Articles of Association ("AOA") of the Company be and are hereby substituted by a new set of Articles of Association in conformity with the provisions of the Companies Act, 2013 and applicable regulations, in the form placed before the Meeting and initialled by the Chairperson for the purpose of identification.

RESOLVED FURTHER THAT the new Articles of Association shall replace and supersede the existing Articles of Association of the Company and shall contain such provisions as are applicable to a public company limited by shares under the Companies Act, 2013 and to a company whose securities are listed on a recognised stock exchange.

RESOLVED FURTHER THAT the new Articles of Association shall include provisions authorising the Company to purchase or buy-back its own shares or other specified securities, subject to the applicable provisions of the Companies Act, 2013, rules made thereunder and the applicable SEBI regulations.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company be and are hereby severally authorised to make such alterations, modifications, additions, deletions or corrections in the new Articles of Association as may be required by the Registrar of Companies, SEBI, BSE Limited or any other statutory or regulatory authority and to file all necessary forms, documents and returns and to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board
For **NATIONAL GENERAL INDUSTRIES LIMITED**

Sd/-
Place : New Delhi **Vandana Gupta**
Date : 14.08.2026 **Company Secretary**
Membership No.: ACS 24012

NOTES :

1. The Ministry of Corporate Affairs ("MCA") allows companies to hold AGM through VC/OAVM, without physical presence of Members at a common venue. In compliance with the MCA Circulars, AGM of the Company is being held through VC/OAVM. [General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020 and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025, collectively referred to as "MCA Circulars"]. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 ("Act") read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the AGM of the Company is being held through VC / OAVM.The Registered Office of the Company, i.e. 1st Floor, Surya Plaza, K-185/1, Sarai Julena, New Friends Colony, New Delhi - 110025 shall be deemed to be the venue for the AGM.
2. Since the AGM will be held through VC / OAVM, the route map of the venue of the Meeting is not annexed hereto.
3. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. HOWEVER, AS THIS AGM IS BEING HELD THROUGH VC / OAVM, AND PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THE AGM AND THEREFORE THE PROXY FORM AND ATTENDANCE SLIP IS NOT ANNEXED TO THIS NOTICE.** Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act. Members will be able to attend the AGM through VC/OAVM or view the live webcast of AGM by logging on the e-voting website by using their secure login credentials.
4. 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 atleast 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.
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.

6. In compliance with the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with circular of SEBI on e-Voting Facility provided by Listed Entities, dated December 9, 2020, Members have been provided with the facility to cast their vote electronically through the e-voting services provided by Central Depository Services (India) Limited (CDSL), on all resolutions set forth in this Notice. The business set out in the Notice can be transacted through such voting.
7. The Company has appointed M/s Skyline Financial Services Private Limited, Registrars and Transfer Agents, to provide Video Conferencing facility for the Annual General Meeting and the attendant enablers for the conduct of the AGM.
8. In terms of the provisions of Section 152 of the Act, Mr. Manhar Modi, Director of the Company, retire by rotation at the Meeting. The Nomination and Remuneration Committee and the Board of Directors of the Company have recommended his re-appointment.
9. A statement pursuant to the provisions of Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM, is annexed hereto.
10. Details of Directors retiring by rotation / seeking appointment and/or re-appointment at this Meeting form part of this Notice.
11. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 25th September, 2026 to Wednesday, 30th September, 2026 (both days inclusive) for the purpose of this Annual General Meeting.
12. Relevant documents referred to in the accompanying Notice and the Statements are open for inspection by the members at the Registered Office of the Company on all working days, during business hours up to the date of the meeting.
13. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and The Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection through electronic mode by the members at the AGM.

Dispatch of Annual Report through Electronic Mode

14. In compliance with the MCA Circulars and SEBI Circular, Notice of the AGM along with the Annual Report for the financial year 2025-26 is being sent only through electronic mode to those Members whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Members may note that the Notice and Annual Report for the financial year 2025-26 will also be available on the Company's website at www.modisteel.com websites of the Stock Exchanges, that is, BSE Limited at www.bseindia.com and on the website of CDSL i.e. www.evotingindia.com
15. **For receiving all communication (including Annual Report) from the Company electronically:** Members holding shares in dematerialized mode are requested to register / update their e-mail address with the relevant Depository Participant. Members holding shares in physical mode are requested to follow the process set out in this Notice.

Other Information:

16. As mandated by the Securities and Exchange Board of India ("SEBI"), securities of the Company can be transferred / traded only in dematerialized form. Members holding shares in physical form are advised to avail the facility of dematerialization. To mitigate unintended challenges on account of freezing of folios, SEBI vide its Circular No. SEBI/HO/MIRSD/POD-1/P/ CIR/2023/181 dated November 17, 2023, has done away with the provision regarding freezing of folios not having PAN, KYC, and Nomination details.
17. Members are requested to intimate/update changes, if any, in postal address, e-mail address, mobile number, PAN, nomination, bank details such as name of the bank and branch, bank account number, IFS Code etc.
    a) For shares held in electronic form to their Depository Participant for making changes
    b) For shares held in physical form by submitting to RTA following forms along with requisite supporting documents:

ISR-1 : Registration of PAN, postal address, e-mail address, mobile number, Bank Account Details or changes /updation thereof;
ISR-2 : Confirmation of Signature of shareholder by the Banker
SH-13 : Registration of Nomination
SH-14 : Cancellation or Variation of Nomination
ISR-3 : Declaration to opt out of Nomination

18. Non-Resident Indian members are requested to inform the Company/RTA (if shareholding is in physical mode) / respective DPs (if shareholding is in demat mode), immediately of change in their residential status on return to India for permanent settlement.
19. Members may please note that the Listing Regulations mandate transfer, transmission and transposition of securities of listed companies held in physical form only in demat mode. Further, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_ RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests, viz., issue of duplicate securities certificate; renewal/ exchange of securities certificate; endorsement; subdivision/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, members are requested to make service requests for issue of duplicate securities certificate; renewal/ exchange of securities certificate etc., by submitting a duly filled and signed Form ISR-4 along with requisite supporting documents to RTA as per the requirement of the aforesaid circular.
The aforesaid forms can be downloaded from the Company's website at https://modisteel.com/wp-content/uploads/2023/05/Letter_to_Shareholder_KYC_Compliance.pdf and is also available on the website of RTA at www.skylinerta.com. All aforesaid documents/requests should be submitted to Registrar and Share Transfer Agent of the Company, viz, Skyline Financial Services Private Limited, D-153A, 1st Floor, Okhla Industrial Area, Phase I, New Delhi – 110020.
20. SEBI vide its Circular dated July 31, 2023 issued guidelines for members to resolve their grievances by way of Online Dispute Resolution ('ODR') through a common ODR portal.
Members are requested to first take up their grievance, if any, with Skyline Financial Services Private Limited, Registrar and Share Transfer Agent of the Company. If the grievance is not redressed satisfactorily, the member may escalate the same through: i) SCORES Portal in accordance with the SCORES guidelines, and ii) if the member is not satisfied with the outcome, dispute resolution can be initiated through the ODR Portal at https://smartodr.in/login.

INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in DEMAT mode.

(i) The voting period begins on on Saturday, 26th September, 2026 (10.00 a.m. IST) and ends on Tuesday, 29th September, 2026 (5.00 p.m. IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Thursday, 24th September, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cutoff date i.e., Thursday, September 24, 2026.
(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.
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.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(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 above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in DEMAT mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in DEMAT mode with CDSL	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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit 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 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 period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, 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 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 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.

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/IdeasDirectReg.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 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 1800 22 55 33.
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.: 022-4886 7000 and 022-2499 7000

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in DEMAT mode.

(v) Login method for e-Voting and joining virtual meeting for **Physical shareholders and shareholders other than individual holding in Demat form**.

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 for the National General Industries Limited on which you choose to vote.

(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.

(xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) **Additional Facility for Non – Individual Shareholders and Custodians –Remote Voting**

- 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 will be mapped automatically & can be delink in case of any wrong mapping.
- 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, to the Scrutinizer and to the Company at the email address viz; cs@modisteel.net, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

a) The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.

b) 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 Remote e-voting.

c) Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.

d) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

e) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

f) 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.

g) 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 atleast **7 days prior to meeting** mentioning their name, DEMAT account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, DEMAT account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.

h) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

i) 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.

j) 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.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. 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 at cs@modisteel.net / info@skylinerta.com.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. 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.

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 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. 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 at 18002255 33.

21. Other Instructions:
    a. The e-voting period commences on Saturday, 26th September, 2026 (10.00 a.m. IST) and ends on Tuesday, 29th September, 2026 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on Thursday, 24th September, 2026, 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 Member, he shall not be allowed to change it subsequently.
    b. Mr. Deepak Bansal, Practicing Company Secretary (FCS No. : 3736 and C. P. No. : 7433), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
    c. The Scrutinizer shall, immediately after conclusion of voting at the annual general meeting, make, not later than 2 working days from the conclusion of the meeting, scrutinizer's report of the total vote cast in favour and against, if any, to the Chairman, or an authorized person by him, of the Company.
    d. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.modisteel.com and on the website of CDSL and communicated to the BSE Limited, where shares of the Company are listed.

DETAILS OF DIRECTORS PURSUANT TO THE PROVISIONS OF (I) THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND (II) SECRETARIAL STANDARD ON GENERAL MEETING (SS-2), ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA

Name of Director	Mr. Manhar Modi
DIN Number	00051746
Designation / Category of Director	Non-Executive and Non-Independent
Date of Birth	16-09-1983
Date of Appointment	30-06-2021
Expertise in Specific functional area	Wide experience in sales and marketing.
Qualification	B. B. A.
Terms and conditions of Appointment	He is liable to retire by rotation.
Directorship in other Public Limited Company including listed company (As on 31.03.2026)	Nil
Chairman/Member of Committee in other public limited company (As on 31.03.2026)	Nil
Name of Listed Companies from which resigned in past three years	Nil
Shareholding in the Company (As on 31.03.2026)	4,12,798 (9.21%)
Relationship with other Directors / Key Managerial Personnel of the Company	Mr. Pawan Kumar Modi, Managing Director, Mr. Manhar Modi and Mr. Vasu Modi, Director are immediate relatives
Remuneration last drawn from Company	Consultancy Fees of Rs. 1.50 Lakhs per month (w.e.f. 1st October, 2025)
Remuneration proposed to be paid	Consultancy Fees of Rs. 1.50 Lakhs per month (w.e.f. 1st October, 2026)
Numbers of Board Meeting attended during FY 2025-26	6 / 6

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("the Act")
The following Statements sets out all material facts relating to the Special Business mentioned in the accompanying notice.

ITEM NO. 3
To approve holding of office or place of profit by Mr. Manhar Modi, Non-Executive Director

The Company proposes to continue to avail consultancy/professional services from Mr. Manhar Modi, who is a Non-Executive Director of the Company, in the area of strategic advisory for a period of one year, with effect from 1st October, 2026. Mr. Manhar Modi has been engaged to provide such services since 1st October, 2025 after approval of shareholders at annual general meeting held on 30th September, 2025. Mr Manhar Modi holds BBA degree with requisite experience to render the desired advisory services to the Company.

In consideration of the said services, the Company proposes to pay consultancy/professional fees of Rs. 1,50,000/- per month, exclusive of applicable taxes and reimbursement of out-of-pocket expenses. The proposed remuneration shall be in addition to the sitting fees and commission, if any, payable to him in the capacity of Non-Executive Director.

Since Mr. Manhar Modi is a Director and Promoter shareholder as well as son of Mr. Pawan Kumar Modi, the proposed engagement falls under the definition of Related Party Transaction as per Section 188 of the Act and Regulation 2(1)(zb) of SEBI LODR. Based on the recommendation of the Nomination and Remuneration Committee and Audit Committee, the Board of Directors of the Company, at their respective meetings held on 14th August, 2026, have approved the payment of consultancy/professional fees to Mr. Manhar Modi and recommended it for the approval of Members by way of special resolution.

The details of the transaction, as required under the applicable provisions of SEBI (LODR) Regulations and Companies Act, 2013, are as under:

Particulars	**Details**
Name of Related Party	Mr. Manhar Modi
Name of the director or KMP who is related, if any.	Mr. Pawan Kumar Modi
Nature of Relationship	Non-Executive Director is Promoter Group Shareholder and son of Mr. Pawan Kumar Modi, Managing Director of the Company.
Type, Nature, Material Terms, Monetary Value	Consultancy/professional services in the area of strategic advisory; Fees of Rs. 1,50,000 per month (exclusive of taxes & expenses)
Duration of Contract	One Year
The percentage of the listed entity's annual turnover	2.01% of Turnover of Rs. 895.30 Lakhs for Audited Balance Sheet for FY 2025-26.
Any other relevant information	The engagement is on arm's length basis and in the ordinary course of business and is not a material transaction.
Justification for proposed transaction	The company main focus is on development of business on job work basis which needs involvement of professional services to promote business of the company. Hence, availing professional service from Mr. Manhar Modi, Non-Executive Director of the Company who is B.B.A. will be in the interests of the company.

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

The Board recommends the resolution set out at Item No. 3 for approval of the Members as a Special Resolution.

ITEM NO. 4
To approve holding of office or place of profit by Mrs. Nandini Modi as Consultant (HR)

The Company proposes to avail consultancy/professional services from Mrs. Nandini Modi, as Consultant (HR) of the Company, for a period of three years, with effect from 1st October, 2026. Mrs. Nandini Modi, graduate have requisite experience to render the desired services to the Company.

In consideration of the said services, the Company proposes to pay consultancy/professional fees of Rs. 50,000/- per month, exclusive of applicable taxes and reimbursement of out-of-pocket expenses.

Since Mrs. Nandini Modi is a Promoter shareholder holding 2,70,977 (6.05%) equity shares in the company and wife of Mr. Pawan Kumar Modi, Managing Director, mother of Mr. Manhar Modi, Non-executive and Non-Independent Director, the proposed engagement falls under the definition of Related Party Transaction as per Section 188 of the Act and Regulation 2(1)(zb) of SEBI LODR. Based on the recommendation of the Nomination and Remuneration Committee and Audit Committee, the Board of Directors of the Company, at their respective meetings held on 14th August, 2026, have approved the payment of consultancy/professional fees to Mrs. Nandini Modi and recommended it for the approval of Members by way of special resolution.

The details of the transaction, as required under the applicable provisions of SEBI (LODR) Regulations and Companies Act, 2013, are as under:

Particulars	**Details**
Name of Related Party	Mrs. Nandini Modi
Name of the director or KMP who is related, if any.	Mr. Pawan Kumar Modi and Mr. Manhar Modi
Nature of Relationship	She is Promoter Group Shareholder and wife of Mr. Pawan Kumar Modi, Managing Director and mother of Mr. Manhar Modi, Non-executive and Non-independent director of the Company.
Type, Nature, Material Terms, Monetary Value	Consultancy/professional services in the area of human resource advisory; Fees of Rs. 50,000 per month (exclusive of taxes & expenses)
Duration of Contract	Three Year
The percentage of the listed entity's annual turnover	0.67% of Turnover of Rs. 895.30 Lakhs for Audited Balance Sheet for FY 2025-26.
Any other relevant information	The engagement is on arm's length basis and in the ordinary course of business and is not a material transaction.
Justification for proposed transaction	The company needs to manage HR operations efficiently. Hence, availing service from Mrs. Nandini Modi, who is graduate will be in the interests of the company.

None of the Directors, Key Managerial Personnel of the Company and their relatives, except Mr. Pawan Kumar Modi, Mr. Manhar Modi and Mrs. Nandini Modi and her relatives, are in any way concerned or interested in the said resolution.

The Board recommends the resolution set out at Item No. 4 for approval of the Members as a Special Resolution.

ITEM NO. 5
Adoption of New Memorandum of Association in conformity with the Companies Act, 2013

The Company was originally incorporated under the provisions of the Companies Act, 1956 and its existing Memorandum of Association contains provisions and terminology originating from the erstwhile Companies Act, 1956.

The existing constitutional documents of the Company have been in force for several years and contain various historical provisions relating to the incorporation and functioning of the Company under the Companies Act, 1956. The existing documents also contain references to provisions of the Companies Act, 1956 which are no longer applicable.

The Board of Directors, with a view to aligning the Memorandum of Association of the Company with the Companies Act, 2013, has proposed to substitute the existing MOA with a new MOA.

The proposed substitution is therefore intended to bring the Memorandum of Association into conformity with the Companies Act, 2013, without changing the fundamental nature of the Company's existing business.

Section 13 of the Companies Act, 2013 permits alteration of the Memorandum of Association by means of a Special Resolution.

Accordingly, approval of the Members is sought by way of a Special Resolution for adoption of the new Memorandum of Association.

Inspection of Documents
A copy of the existing Memorandum of Association and the proposed new Memorandum of Association will be available for inspection by the Members electronically. Members desirous of inspecting the same may send a request to cs@modisteel.net

The proposed new MOA will also be available for inspection at the Registered Office of the Company during business hours on all working days up to the date of the AGM.

Interest of Directors/KMP
None of the Directors, Key Managerial Personnel of the Company and their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their respective shareholding, if any, in the Company.

The Board recommends the Special Resolution set out at Item No. 5 for approval of the Members.

ITEM NO. 6
Adoption of New Article of Association in conformity with the Companies Act, 2013

The existing Articles of Association of the Company were framed under the provisions of the Companies Act, 1956.

The existing AOA expressly states that the Company is governed by the Companies Act, 1956 and contains several provisions referring to the provisions of the erstwhile Act.

In view of the enactment of the Companies Act, 2013, the Board considers it appropriate to replace the existing AOA with a new set of Articles of Association based on the Companies Act, 2013.

Statutory requirement
Section 14 of the Companies Act, 2013 permits alteration of the Articles of Association by passing a Special Resolution.

Accordingly, approval of the Members is sought for substitution of the existing AOA with the proposed new AOA.

Inspection of Documents
A copy of the existing Articles of Association and the proposed new Articles of Association will be available for inspection by the Members electronically. Members desirous of inspecting the same may send a request to cs@modisteel.net

The proposed new AOA will also be available for inspection at the Registered Office of the Company during business hours on all working days up to the date of the AGM.

Interest of Directors/KMP
None of the Directors, Key Managerial Personnel of the Company and their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their respective shareholding, if any, in the Company.

The Board recommends the Special Resolution set out at Item No. 6 for approval of the Members.

By Order of the Board
For **NATIONAL GENERAL INDUSTRIES LIMITED**
Sd/-
Vandana Gupta
Company Secretary
Memb. No. : ACS 24012

Place : New Delhi
Date : 14.08.2026