

September 02, 2023

To,

BSE Limited, New Trading Ring, Rotunda Building, P.J. Towers, Dalal Street, MUMBAI-400001 Scrip Code: 543915	The National Stock Exchange of India Ltd, Exchange Plaza, Bandra-Kurla Complex, Bandra (East), MUMBAI-400 051 Scrip Code: PAVNAIND
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Subject:- Notice of 29th Annual General Meeting for F/Y 2022-23

Dear Sir,

Notice is hereby given that 29th Annual General Meeting of the Company, to be held on **Friday 29th September, 2023 at Pavna International School, Agra-Aligarh Highway, near Mangalayatan Mandir, Aligarh-202001, UP at 11:00 A.M.**

The Notice is also uploaded on the Company's Website www.pavna.in

Please find enclosed herewith copy of the Notice.

Kindly take the same on records.

Thanking you.

Yours faithfully

For Pavna Industries Limited

Charu Singh
Company Secretary & Compliance Officer
M.No. A48257

NOTICE

(PURSUANT TO SECTION 101 OF THE COMPANIES ACT, 2013)

NOTICE IS HEREBY GIVEN THAT THE 29TH ANNUAL GENERAL MEETING OF THE MEMBERS OF PAVNA INDUSTRIES LIMITED TO BE HELD AT PAVNA INTERNATIONAL SCHOOL, ALIGARH—AGRA HIGHWAY, NEAR MANGALAYATAN MANDIR, ALIGARH-202001, UTTAR PRADESH INDIA ON SEPTEMBER 29, 2023 FRIDAY AT 11:00 A.M TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone and Consolidated Audited Balance Sheet as at March 31, 2023 and the Profit and Loss Account for the year ended on that date together with the Schedules thereon, along with the Reports of the Directors and Auditors thereon.
2. To re-appoint Mrs. Priya Jain (DIN: 03355623), who retires by rotation at this Annual General Meeting and being eligible, offers herself for re-appointment.

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

“RESOLVED THAT pursuant to the provisions of section 152 of the Companies Act, 2013, Mrs. Priya Jain (DIN: 03355623) who retires by rotation and being eligible offers herself for reappointment, be and is hereby re-appointed as a director of the company.

SPECIAL BUSINESS:**3. Appointment of Mr. Dhruv Jain (DIN: 09835701) as an Independent Director of the Company**

The following resolution was passed as Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies ACT, 2013 (including statutory modifications or re-enactment thereof for the time being in force), approval and recommendation of the Nomination and Remuneration Committee and that of the Board, Mr. Dhruv Jain (DIN: 09835701) was appointed as an Additional Non-Executive Independent Director on the Board of the Company with effect from 14th February, 2023, the approval of the members/shareholders of the Company be and are hereby accorded to the appointment of Mr. Dhruv Jain (DIN:09835701) as an independent Director of the Company on the Board of the Company to hold office for a term of five (5) consecutive years from 14th February, 2023 to 13th February, 2028 and that he will be liable to determination by retirement of directors by rotation.”

“RESOLVED FURTHER THAT pursuant to the provisions of Section 149, 197 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder [including any statutory modifications(s) or re-enactment(s) thereof], Mr. Dhruv Jain be paid such sitting fees as the Board may approve from time to time and subject to such limits, prescribed or as may be prescribed by the Company from time to time.”

RESOLVED FURTHER THAT any of the Directors of the Company be and is/are hereby authorised on behalf of the board to sign, submit, attest, place papers and Form(s) for Certification, as if required and uploading with ROC Office through MCA Portal, to provide certified true copies of this resolution and

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is/are also authorize to take all necessary steps in pursuance of the matter and to file necessary forms, execute all needful compliance with regard to the matter, his/her or their all acts and deeds will be binding to the company.”

4. **Appointment of Mrs. Priyanka Moondra Rathi (DIN: 09485101) as an Independent Director of the Company**

The following resolution was passed as Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 read with schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies ACT, 2013 (including statutory modifications or re-enactment thereof for the time being in force), approval and recommendation of the Nomination and Remuneration Committee and that of the Board, Mrs. Priyanka Moondra Rathi (DIN: 09485101) was appointed as an Additional Non-Executive Independent Director on the Board of the Company with effect from 14th August, 2023, the approval of the members/shareholders of the Company be and are hereby accorded to the appointment of Mrs. Priyanka Moondra Rathi (DIN: 09485101) as an independent Director of the Company on the Board of the Company to hold office for a term of five (5) consecutive years from 14th August, 2023 to 13th August, 2028 and that he will be liable to determination by retirement of directors by rotation.”

“**RESOLVED FURTHER THAT** pursuant to the provisions of Section 149, 197 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder [including any statutory modifications(s) or re-enactment(s) thereof], Mrs. Priyanka Moondra Rathi be paid such sitting fees as the Board may approve from time to time and subject to such limits, prescribed or as may be prescribed by the Company from time to time.”

RESOLVED FURTHER THAT any of the Directors of the Company be and is/are hereby authorised on behalf of the board to sign, submit, attest, place papers and Form(s) for Certification, as if required and uploading with ROC Office through MCA Portal, to provide certified true copies of this resolution and is/are also authorize to take all necessary steps in pursuance of the matter and to file necessary forms, execute all needful compliance with regard to the matter, his/her or their all acts and deeds will be binding to the company.”

5. **Appointment of Mrs. Himani Bhootra (DIN: 09811030) as an Independent Director of the Company**

The following resolution was passed as Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 read with schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies ACT, 2013 (including statutory modifications or re-enactment thereof for the time being in force), approval and recommendation of the Nomination and Remuneration Committee and that of the Board, Mrs. Himani Bhootra (DIN: 09811030) was appointed as an Additional Non-Executive Independent Director on the Board of the Company with effect from 17th April, 2023, the approval of the members/shareholders of the Company be and are hereby accorded to the appointment of Mrs. Himani Bhootra (DIN: 09811030) as an independent Director of the Company on the Board of the Company to hold office for a term of five (5) consecutive years from 17th April, 2023 to 16th April, 2028 and that he will be liable to determination by retirement of directors by rotation.”

“**RESOLVED FURTHER THAT** pursuant to the provisions of Section 149, 197 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder [including any statutory modifications(s) or re-enactment(s) thereof], Mrs. Himani Bhootra be paid such sitting fees as the Board

may approve from time to time and subject to such limits, prescribed or as may be prescribed by the Company from time to time.”

RESOLVED FURTHER THAT any of the Directors of the Company be and is/are hereby authorised on behalf of the board to sign, submit, attest, place papers and Form(s) for Certification, as if required and uploading with ROC Office through MCA Portal, to provide certified true copies of this resolution and is/are also authorize to take all necessary steps in pursuance of the matter and to file necessary forms, execute all needful compliance with regard to the matter, his/her or their all acts and deeds will be binding to the company.”

6. Re-Appointment of Mr. Achyutanand Ramchandra Mishra (DIN: 08940098) as an Independent Director of the Company

The following resolution was passed as Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 read with schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies ACT, 2013 (including statutory modifications or re-enactment thereof for the time being in force), Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval and recommendation of the Nomination and Remuneration Committee and that of the Board, Mr. Achyutanand Ramchandra Mishra (DIN: 08940098) was re-appointed as an Additional Non-Executive Independent Director on the Board of the Company with effect from 1st September, 2023, the approval of the members/shareholders of the Company be and are hereby accorded to the re-appointment of Mr. Achyutanand Ramchandra Mishra (DIN: 08940098) as an independent Director of the Company on the Board of the Company to hold office for a term of five (5) consecutive years from 1st September, 2023 to 31st August, 2028 and that he will be liable to determination by retirement of directors by rotation.”

“**RESOLVED FURTHER THAT** pursuant to the provisions of Section 149, 197 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder [including any statutory modifications(s) or re-enactment(s) thereof], Mr. Achyutanand Ramchandra Mishra be paid such sitting fees as the Board may approve from time to time and subject to such limits, prescribed or as may be prescribed by the Company from time to time.”

RESOLVED FURTHER THAT any of the Directors of the Company be and is/are hereby authorised on behalf of the board to sign, submit, attest, place papers and Form(s) for Certification, as if required and uploading with ROC Office through MCA Portal, to provide certified true copies of this resolution and is/are also authorize to take all necessary steps in pursuance of the matter and to file necessary forms, execute all needful compliance with regard to the matter, his/her or their all acts and deeds will be binding to the company.”

7. Disinvestment in Wholly Owned Subsidiary (Pavna Govam Auto Private Limited) under Section 180(1)(a) of the Companies Act, 2013:

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

“**RESOLVED THAT** pursuant to the provisions of section 180(1)(a) and other applicable provisions if any, of the Companies Act, 2013, and the relevant rules made thereunder, Regulation 24 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modifications, amendments or re-enactments of any of them for the time being in force), the Memorandum and Articles of Association of the company and subject to other requisite approvals to the extant necessary as may be required, the consent of the members be and is hereby accorded to the Board

of Directors of the Company (hereinafter referred to as Board) to sell/ transfer or otherwise dispose-off in one or more tranches, the entire investments i.e. 25,50,000/- shares held in Pavna Goyam Auto Private Limited., a wholly owned subsidiary company to the purchasers and at the consideration not less than the amount as mentioned below; or to any other purchasers (not being related) with whom the Board may finalise the agreement and on such other terms and conditions as may be approved by the Board:

S.No.	Purchaser	No.of Shares	Consideration (In Rs.)
1.	Pankaj Premchand Phulpagar	21,70,000/-	2,17,00,000/-
2.	Lokesh Pankaj Fulfagar	3,80,000/-	38,00,000/-
	Total	25,50,000/-	

RESOLVED FURTHER THAT for the purpose of implementation of this resolution, the Board be and is hereby authorised to do all such acts, deeds, matter and things, including but not limited to deciding the time, mode, manner, extent of tranches, if required and other terms and conditions of the disinvestment/ sales of the shares as aforesaid, negotiating and finalising the terms of sale/ offer for sale as may be necessary, desirable and expedient to be agreed, and all incidental and necessary steps for and on behalf of the company and to settle all questions or queries that may arise in the course of implementing this resolution.

8. Review and approve the Related Party Transactions

To approve Related Party Transactions of the Company and in this regard, to consider and if thought fit, to pass the following resolution as Special Resolution:

“RESOLVED THAT pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Meeting of Board and its Powers) Rules, 2014 and in terms of applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and pursuant to the consent of the Audit Committee vide resolutions passed in their respective meetings, the approval of the Company be and is hereby accorded to the Related Party Transactions as entered by the company during Financial Year 2023-24 as per details set out under item no. 8 of the Statement annexed to this Notice.

RESOLVED FURTHER THAT Board of Directors (hereinafter referred to as the “Board” which term shall be deemed to include any Committee thereof) be and are hereby authorized to perform and execute all such deeds, matters and things including delegation of authority as may be deemed necessary or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto”.

By Order of the Board of Directors

Sd/-

Charu Singh

Company Secretary

Aligarh

September 1, 2023

Registered office:

Vimlanchalhari nagar Aligarh, Uttar Pradesh-202001,India

Tel:+91-0571-2410010

Website: www.pavna.in, Email; cs@pavnagroup.com

CIN:L34109UP1994PLC016359

NOTES:

2022-23

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

The instrument of Proxy in order to be effective and valid, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form MGT -11 is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

Members are requested to note that a person can act as a proxy on behalf of Members not exceeding 50 members provided shareholding of those members in aggregate should not be more than 10% of the total share capital of the Company carrying voting rights. 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.

2. Corporate members intending to send their authorized representatives to attend the meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the Board resolution authorizing their representatives to attend and vote on their behalf at the meeting.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto. The relevant details, pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this Annual General Meeting ("AGM") is also annexed.
4. Members are requested to bring their attendance slip along with copy of the report and accounts to Annual General Meeting. Duplicate attendance slips shall not be issued.
5. Relevant documents referred to in the accompanying Notice & Explanatory Statement would be available for inspection by the members at the Registered Office of the Company on all working days, except Saturday / Sunday & Public Holidays, between 11.00 a.m. to 1.00 p.m. up to the date of the Annual General Meeting.
6. Members are requested to notify immediately any changes, if any, in their registered addresses at an early date to the Registrar and Share Transfer Agent, quoting their folio numbers/client ID/ DP ID in all correspondence, so as to enable the Company to address any future communication at their correct address.
7. Members holding shares in dematerialised mode are requested to intimate all changes pertaining to their bank details/NECS/ mandates, nominations, power of attorney, change of address/ name, Permanent Account Number ('PAN') details, etc. to their Depository Participant only and not to the Company's RTA. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and its RTA provide efficient and better service to the members.
8. Members attending the meeting are requested to complete the enclosed attendance slip and deliver the same at the entrance of the meeting Venue.

9. Members desirous of seeking any information concerning the Accounts of the Company are requested to address their queries in writing to the Company at least seven days prior to the Annual General Meeting so that the requested information can be made available at the time of the meeting.
10. In case of joint holders attending the meeting, only such joint holders who are higher in the order of names will be entitled to vote.
11. No gifts shall be provided to members before, during or after the AGM.
12. Rule 11 of the Companies (accounts) Rules, 2014 permits circulation of Annual Report through electronic means to such of the shareholders whose e-mail addresses are registered with NSDL or CDSL or the shareholders who have registered their e-mail IDs with the Company to receive the documents in electronic form and physical copies to those shareholders whose e-mail IDs have not been registered either with the Company or with the depositories. To support “Green Initiative in Corporate Governance” Electronic copy of the Annual Report is being sent to all the members who’s Email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report is being sent in the permitted mode.
13. Members are requested to address all correspondence pertaining to their securities mentioning Client ID or DP ID numbers, as applicable, including any change of address, if any, to the Registrar and Transfer Agent of the Company viz.:
LINK INTIME INDIA PRIVATE LIMITED
C-101, 1 Floor, 247 Park, L.B.S. Marg, Vikhroli
(West), Mumbai, Maharashtra, India, 400083
Tel: +91 22 4918 6200
Email: pavna.ipo@linkintime.co.in,
Website: www.linkintime.co.in
Investor Grievance Email: pavna.ipo@linkintime.co.in
14. Members are requested to support this green initiative by registering / updating their e-mail addresses, in respect of shares held in dematerialized form with their respective Depository participants. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts.
15. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, Companies can serve Annual Reports & other communications through electronic mode to those members whose email IDs are registered with the Company. As per provisions of Section 20 of the Companies Act, 2013 read with Rules made there under, a document may be served on any member by sending it to him/her by post or by registered post or by speed post or by courier or by delivering at his/her office/home address or by such electronic mode as may be prescribed including by facsimile telecommunication or to electronic mail address, which the member has provided to the Company from time to time for sending communications, provided that a member may request for delivery of any document through a particular mode, for which he/she shall pay such fees as may be determined by the

Company in its Annual General Meeting. For members who have not registered their email address with the Company, the service of documents will be affected by other modes of services as provided in Section 20 of the Companies Act, 2013 read with the relevant Rules there under. Printed copies of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of voting along with Attendance Slip and Proxy Form is being sent to all members in the permitted mode.

16. Members may also note that the Notice of the Annual General Meeting and the Annual Report for 2021 will also be available on the Company's website www.pavna.in for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, free of cost. For any communication, the shareholders may also send requests to the Company's designated email id: mail to:cs@pavnagroup.com

17. Pursuant to the provisions of Section 91 of the Companies Act, 2013 **the Register of Members and Share Transfer Books of the Company will remain close from Saturday, 23rd September, 2023 to Friday, 29th September, 2023 (both days inclusive)** in connection with the Annual General Meeting.

18. VOTING SYSTEM:

Pursuant to the provisions of section 108 of the Companies Act, 2013, rules 20 and 21 of the Companies (Management & Administration) Rules 2014 and sub Reg. (1) & (2) of Reg. 44 of SEBI (LODR) Regulations, 2015, the Company is not required to provide mandatorily to its members the electronic facility to exercise their right to vote at the AGM. Therefore, in terms the provisions of section 108 of the Companies Act, 2013, at any general meeting, a resolution put to the vote of the meeting shall, unless a poll is demanded under section 109 or the voting is carried out electronically, be decided on a show of hands. A declaration by the Chairman of the meeting of the passing of a resolution or otherwise by show of hands under sub-section (1) and an entry to that effect in the books containing the minutes of the meeting of the Company shall be conclusive evidence of the fact of passing of such resolution or otherwise.

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

The remote e-voting period begins on 26th September, 2023 at 09:00 A.M. and ends on 28th September, 2023 at 05: 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. 22nd September, 2023, 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 22nd September, 2023.

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 and joining virtual meeting 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
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.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. 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.nsd.com. Select “Register Online for IDEAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="border: 1px solid black; padding: 5px; margin-top: 10px;"> <p style="text-align: center; color: #0070C0;">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> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> </div>

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their 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 www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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</p>

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
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or</p>

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 user 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.co.in 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 and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
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 nitin@servamail.in with a copy marked to evoting@nsdl.co.in. 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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Himali Singh at evoting@nsdl.co.in

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 cs@pavnagroup.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 cs@pavnagroup.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 and joining virtual meeting for Individual shareholders holding securities in demat mode](#).
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in 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.

The instructions for members for e-voting on the day of the AGM are as under:

- 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.
- Every Member entitled to vote on a Resolution and present in person shall, on a show of hands, have only one vote irrespective of the number of shares held by him.
- A Proxy cannot vote on a show of hands.
- The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, within two working days of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total

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votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.

- The Results on above resolutions shall be declared within two working days of the conclusion of the AGM of the Company and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favor of the Resolutions.
- The Results of voting declared along with Scrutinizer's Report(s) will be displayed on the website of the Company (www.pavnagroup.com) and on Service Provider's website (<https://evoting.nSDL.com>) and the same shall also be simultaneously communicated to the National Stock Exchange of India Limited (NSE).

By Order of the Board of Directors
Sd/-

Aligarh
September 1, 2023

Charu Singh
Company Secretary

Registered office:

Vimlanchalhari Nagar Aligarh, Uttar Pradesh-202001,India

Tel: [+91-0571-2410010](tel:+91-0571-2410010)

Website: www.pavna.in, Email; cs@pavnagroup.com

CIN:L34109UP1994PLC016359



**ANNEXURE-I TO NOTICE
DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE
TWENTY-NINTH ANNUAL GENERAL MEETING
[PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND
DISCLOSURE REQUIREMENTS) REGULATIONS, 2015]**

Name of Director	Mr. Dhruv Jain (DIN:09835701)	Mrs. Priyanka Moondra Rathi (DIN: 09485101)
Age	36 Years	30 Years
Date of Appointment	14-02-2023	14-08-2023
Period of Appointment	5 (Five) Years	5 (Five) Years
Profile & Expertise in specific Functional Areas	He is experienced Tax Advisor and consultant with over 12 years of expertise in the areas of Tax Planning, Settlement Negotiation, Government relationship Management and submission to Indian Tax Authorities, Proficient in the Computation of the Corporate, Partnership Firms, and Individual Taxes.	She has worked with Advani Power Limited, Rathi Eduserve & Corporate Consultancy Services Private Limited, Sigma Minerals Limited and currently she is working with Transmissions International India Private Limited Rajasthan as an Internal Controller & Company Secretary, Finance Department. She has an experience of more than 4 years including internship in the field of Secretarial, Compliances and Legal work.
Qualifications	Bachelors of Commerce and a Bachelor's degree in Law	Associate member of ICSI, Bachelors of Commerce and Diploma in MBA in Finance from International Business Management Institute, Berlin, Germany
Other Positions	Nil	Nil
Directorship of other Companies	Nil	1.Uma Polymers Limited 2.Rex Sealing and Packing Industries Limited 3.CFF Fluid Control Limited 4.Capstor Finance Private Limited 5.Arrowhead Separation Engineering Limited 6.Shreeshay Engineers Limited
Membership of Committees in other Unlisted Public Companies	Nil	Nil
Inter Relationship	Not Related	Not Related
Shares in the Company as at 31 st march, 2023	Nil	Nil

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Name of Director	Mrs. Himani Bhootra (DIN: 09811030)	Mr.Achyutanand Ramchandra Mishra (DIN: 08940098)
Age	31 Years	85 Years
Date of Appointment	17-04-2023	01-09-2023
Profile & Expertise in specific Functional Areas	She has expertise in the field of Secretarial, Compliances and Legal Work.	He has a total experience of 38 years in the field of Mass Media. He was previously associated with Amar Ujala, Lucknow as Reported and Chief Bureau; Jansatta, Delhi as Senior Editor; Amar Ujala, Kanpur as Founder Editor; Navbharat Times as Senior Editor; Lokmat Samachar as Chief Editor. He has also held an important position of a Vice Chancellor of Makhanlal Chaturvedi Rashtriya Patrakarita Evam Sanchar Vishwavidyalaya, Bhopal.
Qualifications	Associate member of ICSI, Bachelors of Commerce (B.Com) and Masters of Commerce (M.Com) and a Bachelor's degree in Law (LLB)	He has been awarded with a Masters of Arts in Political Science by Banaras Hindu University in the Year 1960
Other Positions	Nil	Nil
Directorship of other Companies	Nil	
Membership of Committees in other Unlisted Public Companies	Nil	Nil
Inter Relationship	Not Related	Not Related
Shares in the Company as at 31 st march, 2023	Nil	Nil

Name of Director	Mrs. Priya Jain (DIN: 03355623)
Age	36 Years
Original Date of Appointment	01-04-2020
Period of Appointment	N.A
Profile & Expertise in specific Functional Areas	She has a total experience of 9 years in the automotive industry. She is responsible for the day to day operations and Business Development of Our Company.
Qualifications	She has been awarded with a Degree of Bachelor of Technology in Computer Science and Engineering from Mangalayatan University, Aligarh in the year 2012.
Other Positions	Nil
Directorship of other Companies	Nil
Membership of Committees in other Unlisted Public Companies	Nil
Inter Relationship	Wife of Mr. Swapnil Jain (Managing Director)
Shares in the Company as at 31 st march, 2023	4,04,000/-

Statement / Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 and additional information as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Circulars issued Thereunder

The following Statement sets out all material facts relating to the business mentioned under Item No.3 to 8

Item 3: Appointment of Mr. Dhruv Jain (DIN: 09835701) as an Independent Director

Mr. Dhruv Jain (DIN: 09835701) has been appointed as an additional non-executive Independent Director of the Company on the approval and recommendation of the Nomination and Remuneration Committee and the Board of Directors w.e.f 14th February, 2023 for a period of five years from 14th February, 2023 to 13th February, 2028 subject to the approval of members in the General Meeting. Mr. Dhruv Jain is qualified to be appointed as a Director in terms of Section 164 of the Companies Act, 2013 (the “Act”) and has given his consent to act as a Director. The Company has also received declaration from Mr. Dhruv Jain that he meets the criteria of independence as prescribed, both, under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”) and that he is not debarred from holding the office of director by virtue of any order from Securities and Exchange Board of India (“SEBI”) or any such authority.

He is a Commerce graduate and also having a Bachelor’s degree in Law. He is an experienced Tax Advisor and consultant with over 12 years of expertise in the areas of Tax Planning, Settlement Negotiation, Government relationship Management and submission to Indian Tax Authorities, Proficient in the Computation of the Corporate, Partnership Firms, and Individual Taxes.

Mr. Dhruv Jain is interested in the resolution set out at Item no.4 of the Notice with regard to his appointment. Relatives of Mr. Dhruv Jain may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors/ Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

Item 4: Appointment of Mrs. Priyanka Moondra Rathi (DIN: 09485101) as an Independent Director of the Company

Mrs. Priyanka Moondra Rathi (DIN: 09485101) has been appointed as an additional non-executive Independent Director of the Company on the approval and recommendation of the Nomination and Remuneration Committee and the Board of Directors w.e.f 14th August, 2023 for a period of five years from 14th August, 2023 to 13th August, 2028 subject to the approval of members in the General Meeting. Mrs. Priyanka Moondra Rathi is qualified to be appointed as a Director in terms of Section 164 of the Companies Act, 2013 (the “Act”) and has given her consent to act as a Director. The Company has also received declaration from Mrs. Priyanka Moondra Rathi that she meets the criteria of independence as prescribed, both, under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”) and that she is not debarred from holding the office of director by virtue of any order from Securities and

Exchange Board of India (“SEBI”) or any such authority.

She has completed Bachelors of Commerce degree from Jai Narayan Vyas University in the year 2013 and is a member of Institute of Company secretaries of India since 2017. She has completed Diploma in MBA in Finance from International Business Management Institute, Berlin, Germany in the year 2020 and is currently pursuing Certified Public Accountants course. She has worked with Adani Power Limited, Rathi Eduserve & Corporate Consultancy Services Private Limited, Sigma Minerals Limited and currently she is working with Transmissions International India Private Limited Rajasthan as an Internal Controller & Company Secretary, Finance department She has an experience of more than 4 years including internship in the field of Secretarial, Compliances and Legal work.

Mrs. Priyanka Moondra Rathi is interested in the resolution set out at Item no.4 of the Notice with regard to his appointment. Relatives of Mrs. Priyanka Moondra Rathi may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors/ Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

Item 5: Appointment of Mrs. Himani Bhootra (DIN: 09811030) as an Independent Director of the Company

Mrs. Himani Bhootra (DIN: 09811030) has been appointed as an additional non-executive Independent Director of the Company on the approval and recommendation of the Nomination and Remuneration Committee and the Board of Directors w.e.f 17th April, 2023 for a period of five years from 17th April, 2023 to 16th April, 2028 subject to the approval of members in the General Meeting. Mrs. Himani Bhootra is qualified to be appointed as a Director in terms of Section 164 of the Companies Act, 2013 (the “Act”) and has given her consent to act as a Director. The Company has also received declaration from Mrs. Himani Bhootra that she meets the criteria of independence as prescribed, both, under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”) and that she is not debarred from holding the office of director by virtue of any order from Securities and Exchange Board of India (“SEBI”) or any such authority.

She is an Associate member of ICSI and holds degree of Bachelors of Commerce (B.Com) and Masters of Commerce (M.Com) and a Bachelor’s degree in Law (LLB) from JNVU, Jodhpur.

Mrs. Himani Bhootra is interested in the resolution set out at Item no.5 of the Notice with regard to his appointment. Relatives of Mrs. Himani Bhootra may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors/ Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

Item 6: Re-Appointment of Mr. Achyutanand Ramchandra Mishra (DIN: 08940098) as an Independent Director of the Company

Mr. Achyutanand Ramchandra Mishra (DIN: 08940098) was earlier appointed as an additional non-executive Independent Director of the Company on October 8, 2020 and then he was regularized as non-executive Independent Director of the Company on November 27, 2020. Due to his personal reasons, he resigned on April 20, 2023.

Mr. Achyutanand Ramchandra Mishra is qualified to be appointed as a Director in terms of Section 164

of the Companies Act, 2013 (the “Act”) and has given his consent to act as a Director. The Company has also received declaration from Mr. Achyutanand Ramchandra Mishra that he meets the criteria of independence as prescribed, both, under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”) and that he is not debarred from holding the office of director by virtue of any order from Securities and Exchange Board of India (“SEBI”) or any such authority.

Mr. Achyutanand Ramchandra Mishra (DIN: 08940098) has been again re-appointed as an additional non-executive Independent Director of the Company on the approval and recommendation of the Nomination and Remuneration Committee and the Board of Directors w.e.f 1st September, 2023 for a period of five years from 1st September, 2023 to 31st August, 2023 subject to the approval of members in the General Meeting.

Mr. Achyutanand Ramchandra Mishra is above the age of Seventy five years. The Company has earlier grown under his guidance and wisdom and it would be in the interest of the Company that he guide the Company as an independent Director even after he has attained the age of Seventy-five years. Accordingly, approval of the Members is sought for passing the resolution proposed at Item 6 as a Special Resolution in compliance with Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018.

He has a total experience of 38 years in the field of Mass Media. He was previously associated with Amar Ujala, Lucknow as Reported and Chief Bureau; Jansatta, Delhi as Senior Editor; Amar Ujala, Kanpur as Founder Editor; Navbharat Times as Senior Editor; Lokmat Samachar as Chief Editor. He has also held an important position of a Vice Chancellor of Makhanlal Chaturvedi Rashtriya Patrakarita Evam Sanchar Vishwavidyalaya, Bhopal. He has been awarded with a Masters of Arts in Political Science by Banaras Hindu University in the Year 1960.

Mr. Achyutanand Ramchandra Mishra is interested in the resolution set out at Item no.4 of the Notice with regard to his appointment. Relatives of Mr. Achyutanand Ramchandra Mishra may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors/ Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

Item 7: Disinvestment in Subsidiary (Pavna Goyam Auto Private Limited) under Section 180(1)(a) of the Companies Act, 2013:

The company proposed to disinvest its entire investment of 25,50,000/- shares of Face Value of Rs. 10/- each in Pavna Goyam Auto Private Limited., which is a wholly owned subsidiary Company of the Pavna Industries Limited to Mr. Pankaj Premchand Phulpagar and Lokesh Pankaj Fulfagar. The Board keeping in view the hardship incurred as the subsidiary company has not received the expected growth, it feels that's its prudent to withdraw investment from the wholly owned Subsidiary and considers the proposed disinvestment in the best interest of the Company. Such disinvestment will amount to sale of substantial interest in undertaking by the Company, your Directors propose resolution under section 180(1)(a) of the Companies Act, 2013 for the approval of the shareholders. The Company at the same time is in the process of scoping other viable projects and business opportunities. Members of the Company are further requested to note that Section 180(1)(a) of the Companies Act, 2013 mandates that the Board of Directors of the company shall exercise the power to sell, lease or otherwise dispose off the whole or substantially the whole of any undertaking(s) of the company, only with the approval of the members of the Company by way of a special resolution. The Board recommends the Resolutions at Item No.7 of the accompanying Notice for approval by the Members of the Company. None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the passing of the Resolution

at Item No 7 of the accompanying Notice except to the extent of their shareholding in the company.

Item 8: Review and approve the Related Party Transactions

All related party transactions have been unanimously approved by the Audit Committee and the Board of Director after satisfying itself that the related party transactions are at arm’s length and in the ordinary course of business. The Audit Committee of the Company reviews on a quarterly basis, the details of all related party transactions entered into by the Company during the previous quarter, pursuant to its approvals.

A).	Particulars	Remarks
1.	Name of the Related Party	Swapnil Switches Private Limited (SSPL)
2.	Name of the Director or KMP who is related	Mrs. Asha Jain & Mrs. Priya Jain
3.	Nature of Relationship	SSPL is a subsidiary of PIL. PIL holds 50.74% shares in SSPL. SSPL and PIL have the common Promoter and Director
4.	Nature, material terms, monetary value and particulars of the contract or arrangement and maximum permissible Limit per annum	Contract for purchase of Switch parts from SSPL is on continuous basis. Monetary value of proposed aggregate transactions during financial year 2023-24 is expected to be Rs. 15(fifteen) Crores. Contract for sale of Lock parts from SSPL is on continuous basis. Monetary value of proposed aggregate transactions during financial year 2023-24 is expected to be Rs. 15(fifteen) Crores. The above transactions will be at arm’s length price and in the ordinary course of business.
5.	Justification for Related Party Transactions	PIL will leverage SSPL’s strengths in sourcing Switch Parts at competitive prices. SSPL will leverage PIL’s strength in sourcing of Lock Parts at competitive prices.
6.	Date of Approval by the Board of Directors	30 th May, 2023
7.	Date of Approval by the Audit Committee	30 th May, 2023

B).	Particulars	Remarks
1.	Name of the Related Party	Pavna Auto Engineering Private Limited (PAEPL)
2.	Name of the Director or KMP who is related	Mr. Swapnil Jain, Mrs.Asha Jain and Mrs. Priya Jain
3.	Nature of Relationship	PAEPL is a subsidiary of pIL. PIL holds 50.74% shares in PAEPL. PAEPL and PIL have the common Promoter and Director
4.	Nature, material terms, monetary value and particulars of the contract or arrangement and maximum permissible Limit per annum	Contract for purchase of Motor Vehicles parts from PAEPL is on continuous basis. Monetary value of proposed aggregate transactions during financial year 2023-24 is expected to be Rs. 25(Twenty-five) Crores. Contract for sale of Lock parts from PAEPL is on continuous basis. Monetary value of proposed aggregate transactions during financial year 2023-24 is expected to be Rs. 30(Thirty) Crores.

		The above transactions will be at arm's length price and in the ordinary course of business.
5.	Justification for Related Party Transactions	PIL will leverage PAEPL's strengths in sourcing Motor Vehicles Parts at competitive prices. PAEPL will leverage PIL's strength in sourcing of Lock Parts at competitive prices.
6.	Date of Approval by the Board of Directors	30 th May, 2023
7.	Date of Approval by the Audit Committee	30 th May, 2023

C).	Particulars	Remarks
1.	Name of the Related Party	Pavna Sunworld Autotech Private Limited (PSAPL)
2.	Name of the Director or KMP who is related	Mr. Swapnil Jain, Mrs. Asha Jain and Mrs. Priya Jain
3.	Nature of Relationship	PSAPL is a subsidiary of PIL. PIL holds 71.50% shares in PSAPL. PSAPL and PIL have the common Promoter and Director
4.	Nature, material terms, monetary value and particulars of the contract or arrangement and maximum permissible Limit per annum	Contract for sale of Casting and Plastic parts from PAEPL is on continuous basis. Monetary value of proposed aggregate transactions during financial year 2023-24 is expected to be Rs. 5 (Five) Crores. The above transactions will be at arm's length price and in the ordinary course of business.
5.	Justification for Related Party Transactions	PIL will leverage PSAPL's strength in selling Casting and Plastic Parts at competitive prices.
6.	Date of Approval by the Board of Directors	30 th May, 2023
7.	Date of Approval by the Audit Committee	30 th May, 2023

D).	Particulars	Remarks
1.	Name of the Related Party	Pavna Marketing Private Limited (PMPL)
2.	Name of the Director or KMP who is related	Mr. Swapnil Jain, Mrs. Asha Jain and Mrs. Priya Jain
3.	Nature of Relationship	PMPL is a subsidiary of PIL. PIL holds 99.99% shares in PMPL. PMPL and PIL have the common Promoter and Director
4.	Nature, material terms, monetary value and particulars of the contract or arrangement and maximum permissible Limit per annum	Contract for purchase of Finished Goods from PMPL is on continuous basis. Monetary value of proposed aggregate transactions during financial year 2023-24 is expected to be Rs. 20 (Twenty) Crores. Contract for sale of Finished Goods from PMPL is on continuous basis. Monetary value of proposed aggregate transactions during financial year 2023-24 is expected to be Rs. 35 (Thirty-Five) Crores. The above transactions will be at arm's length price and in the ordinary course of business.

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5.	Justification for Related Party Transactions	PIL will leverage PMPL's strengths in selling Finished goods under Pavna Brand to distributors at competitive prices.
6.	Date of Approval by the Board of Directors	30 th May, 2023
7.	Date of Approval by the Audit Committee	30 th May, 2023

E).	Particulars	Remarks
1.	Name of the Related Party	PJ Wealth Management & Consultant Private Limited (PVMCPL)
2.	Name of the Director or KMP who is related	Mr. Swapnil Jain
3.	Nature of Relationship	PVMCPL is a Group Company of PIL. PVMCPL and PIL have the common Promoter and Director
4.	Nature, material terms, monetary value and particulars of the contract or arrangement and maximum permissible Limit per annum	Loan is taken by PIL from PVMCPL of Rs.20 Crores. Interest rate-As charged in compliance with the provisions of Companies Act, 2013 Nature-Unsecured Tenure- Five Years
5.	Justification for Related Party Transactions	Loan is taken to cater to the Working Capital requirements of the Company
6.	Date of Approval by the Board of Directors	30 th May, 2023
7.	Date of Approval by the Audit Committee	30 th May, 2023

F).	Particulars	Remarks
1.	Name of the Related Party	Mr. Swapnil jain
2.	Name of the Director or KMP who is related	Mr. Swapnil Jain, Mrs. Asha Jain and Mrs. Priya Jain
3.	Nature of Relationship	Mr. Swapnil Jain is the Managing Director of PIL.
4.	Nature, material terms, monetary value and particulars of the contract or arrangement and maximum permissible Limit per annum	Loan is taken by PIL from Mr. Swapnil Jain of Rs.10 Crores Interest rate-As charged in compliance with the provisions of Companies Act, 2013 Nature-Unsecured Tenure- Five Years
5.	Justification for Related Party Transactions	Loan is taken to cater to the Working Capital requirements of the Company
6.	Date of Approval by the Board of Directors	30 th May, 2023
7.	Date of Approval by the Audit Committee	30 th May, 2023

G).	Particulars	Remarks
1.	Name of the Related Party	Mrs. Priya Jain

2022-23

2.	Name of the Director or KMP who is related	Mr. Swapnil Jain, Mrs. Asha Jain and Mrs. Priya Jain
3.	Nature of Relationship	Mr. Priya Jain is the Managing Director of PIL.
4.	Nature, material terms, monetary value and particulars of the contract or arrangement and maximum permissible Limit per annum	Loan is taken by PIL from Mr. Swapnil Jain of Rs.10 Crores Interest rate-As charged in compliance with the provisions of Companies Act, 2013 Nature-Unsecured Tenure- Five Years
5.	Justification for Related Party Transactions	Loan is taken to cater to the Working Capital requirements of the Company
6.	Date of Approval by the Board of Directors	30 th May, 2023
7.	Date of Approval by the Audit Committee	30 th May, 2023

H).	Particulars	Remarks
1.	Name of the Related Party	Mrs. Asha Jain
2.	Name of the Director or KMP who is related	Mr. Swapnil Jain, Mrs. Asha Jain and Mrs. Priya Jain
3.	Nature of Relationship	Mr. Priya Jain is the Managing Director of PIL.
4.	Nature, material terms, monetary value and particulars of the contract or arrangement and maximum permissible Limit per annum	1.Loan is taken by PIL from Mr. Swapnil Jain of Rs.10 Crores Interest rate-As charged in compliance with the provisions of Companies Act, 2013 Nature-Unsecured Tenure- Five Years 2. Building Rent-Rs.0.10 Crores per annum. 3.Trademark Royalty- Upto Rs.1 Crores per annum 4.Lease Rent-Upto Rs.0.01 Crores per annum
5.	Justification for Related Party Transactions	1.Loan is taken to cater to the Working Capital requirements of the Company 2.Building Rent is provided to Mrs. Asha Jain. 3.Amount of royalty is given to Mrs.Asha Jain to use the Trademark registered in her name which is the identity of the Company. 4. Lease Rent is provided to Mrs. Asha Jain
6.	Date of Approval by the Board of Directors	30 th May, 2023
7.	Date of Approval by the Audit Committee	30 th May, 2023

The Board has recommended the resolution specified in Item 8 to be passed as Special Resolution

None of the Directors, Key Managerial Personnel or their relatives except Mrs. Asha Jain, Mr. Swapnil Jain and Mrs. Priya Jain are concerned or interested in the proposed resolution as set out in Item No.8 of this Notice.

By Order of the Board of Directors

Sd/-

Charu Singh

Company Secretary

Aligarh

September 1, 2023

Registered office:

Vimlanchal hari nagar Aligarh, Uttar Pradesh-202001,India

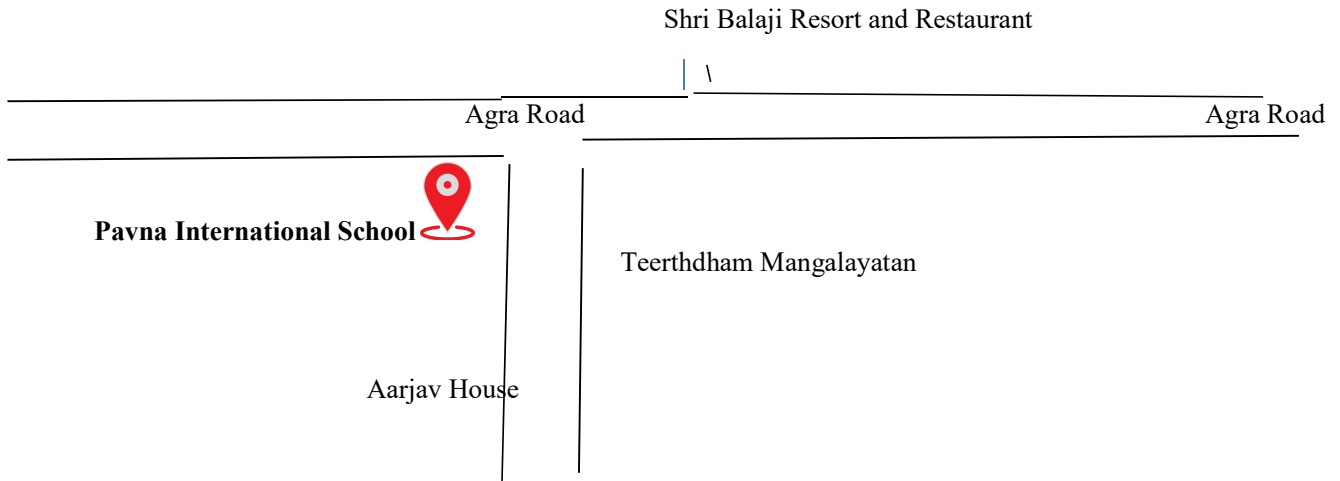
[Tel:+91-0571-2410010](tel:+91-0571-2410010)

Website: www.pavna.in, Email; cs@pavnagroup.com

CIN:L34109UP1994PLC016359

PAVNA

ROUTE MAP OF PAVNA INTERNATIONAL SCHOOL



ATTENDANCE SLIP

29TH ANNUAL GENERAL MEETING ON FRIDAY, 29TH SEPTEMBER, 2023

Client ID	
Name of Shareholder	
Address	
No. of Shares	

I hereby record my presence at the 29th Annual General Meeting of the Company at Pavna International School, Agra-Aligarh Highway near Mangalayatan Mandir, Aligarh-202001, Uttar Pradesh on Friday, 29th September, 2023 at 11.00 A.M.

Shareholder / Proxy name in block letters



Signature of the Shareholder or Proxy

Email Address:

Note:

- A) 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.
- B) Shareholder/Proxy holder desiring to attend the meeting should bring his copy of the Annual Report for reference at the meeting.

FORM NO. MGT-11

PROXY FORM

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

**PAVNA INDUSTRIES LIMITED
CIN: L34109UP1994PLC016359
VIMLANCHAL, HARI NAGAR
ALIGARH 202001 UP IN**

Name of the Member(s)	
Registered address	
E-mail Id	
DP. Id	
Client Id	

I/We being a member / members 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 29th Annual general meeting of the company, to be held on the Friday of September 29, 2023 At 11:00 a.m. at Pavna International School, Aligarh and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr.No	Description.	No. of shares held	FOR	AGAINST
1	To receive, consider and adopt the Standalone and consolidated Audited Balance Sheet as at March 31, 2023 and the Profit and Loss Account for the year ended on that date together with the Schedules thereon, along with the Reports of the Directors and Auditors thereon.			
2	To reappoint Mrs. Priya Jain (DIN: 03355623), who retires by rotation at this Annual General Meeting and being eligible, offers himself for reappointment.			
3	Appointment of Mr. Dhruv Jain (DIN: 09835701) as an Independent Director			
4	Appointment of Mrs. Priyanka Moondra Rathi (DIN: 09485101) as an Independent Director of the Company			
5	Appointment of Mrs. Himani Bhootra (DIN: 09811030) as an Independent Director of the Company			
6	Re-Appointment of Mr. Achyutanand Ramchandra Mishra (DIN: 08940098) as an Independent Director of the Company			
7	Disinvestment in Wholly Owned Subsidiary (Pavna Goyam Auto Private Limited)			
8	Approval of Related Party Transactions.			

Signed this day of..... 2023

Signature of shareholder

Signature of Proxy holder(s)

Notes: 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.