

# PAVNA INDUSTRIES LIMITED

Registered Office: Vimlanchal, Hari Nagar, Aligarh, Uttar Pradesh – 202001

CIN-L34109UP1994PLC016359

Email: [cs@pavnagroup.com](mailto:cs@pavnagroup.com); Website: [www.pavna.in](http://www.pavna.in)

Tel No.: +91 8006409332

Date-April 11, 2025

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| <b>To,</b><br><b>The BSE Limited</b><br>Dept of Corporate Services<br>Phirozee Jeejeebhoy Towers,<br>Dalal Street, Fort,<br>Mumbai - 400 001 (Maharashtra)<br><br><b>Scrip Code : 543915</b> | <b>To,</b><br><b>The National Stock Exchange of India Limited</b><br>The Listing Department<br>Exchange Plaza, C-1, Block G, Bandra Kurla<br>Complex, Bandra (East),<br>Mumbai- 400 051(Maharashtra)<br><br><b>Symbol :PAVNAIND</b> |
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**Sub: Notice of Extra-Ordinary General Meeting (EGM).**

**INE07S101020**

Dear Sir/Ma'am,

Pursuant to the Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, please find attached herewith the Notice of Extra-Ordinary General Meeting (EGM) of the Company scheduled to be held on **MONDAY, MAY 05, 2025, AT 11:00 A.M AT PAVNA INTERNATIONAL SCHOOL, ALIGARH—AGRA HIGHWAY, NEAR MANGALAYATAN MANDIR, ALIGARH-202001, UTTAR PRADESH INDIA**

The remote e-voting period begins on Friday, May 02, 2025, at 09:00 A.M. and ends on Sunday, May 04, 2025, 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. Monday, April 28, 2025, may cast their vote electronically.

The detailed instructions for e-Voting process are given in the Notes forming part of the Notice of the EGM.

This is for your information and records.

**For Pavna Industries Limited**

**Kanchan Gupta**  
**Company Secretary & Compliance officer**  
**M.NO. A64223**

**Encl: Notice of EGM**

# **NOTICE OF EXTRA-ORDINARY GENERAL MEETING**

**PAVNA INDUSTRIES LIMITED**

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## NOTICE

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

NOTICE IS HEREBY GIVEN THAT THE EXTRA ORDINARY 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 MONDAY, MAY 05, 2025 AT 11:00 A.M TO TRANSACT THE FOLLOWING BUSINESS:

The Company is desirous of seeking your consent for the proposal as contained in the Resolution given hereinafter. The Explanatory Statement pursuant to Sections 102 of the Act pertaining the Special Resolution setting out the material facts concerning the same and the reasons thereof are annexed hereto for your consideration.

In compliance with the Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 of the Act read with the Rules and the MCA Circulars, the Company is pleased to offer remote e-voting facility to all its members to cast their votes electronically.

Pursuant to Section 108 of the Act read with Rule 20 of the Rules and Regulation 44 of the Listing Regulations, the Company has engaged National Securities Depository Limited's ('NSDL'), as the agency to provide e-Voting facility for its Shareholders.

You are requested to peruse the proposed resolution along with the Explanatory Statement and thereafter record your assent or dissent by means of remote e-voting facility provided by the Company not later than Sunday, May 04, 2025 at 5:00 PM. Members desiring to exercise their votes by way of remote e-voting facility are requested to carefully read the instructions in the Notes under the section Instructions for voting through e-voting.

### **SPECIAL BUSINESS:**

#### **ITEM NO. 1 – TO CONSIDER AND APPROVE RAISING OF FUNDS THROUGH ISSUANCE OF EQUITY SHARES TO QUALIFIED INSTITUTIONAL BUYERS.**

To consider, and if thought fit, to pass the following resolution(s) as a special resolution:

**“RESOLVED THAT** pursuant to the applicable provisions of Section 23, 42, 62(1)(c) and all other applicable provisions of the Companies Act, 2013, read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable rules framed thereunder (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force) (**“the Act”**); Memorandum of Association and Articles of Association of the Company; Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations”**), as amended from time to time, read with all circulars and notifications issued thereunder; Listing agreements entered into by the Company with BSE Limited (**“BSE”**) and National Stock Exchange of India Limited (**“NSE”**),

and together with BSE, the “**Stock Exchanges**”) where the equity shares of the Company are listed; Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time, read with all circulars and notifications issued thereunder (“**SEBI ICDR Regulations**”); Foreign Exchange Management Act, 1999, read with the Foreign Exchange Management (Non- Debt Instruments) Rules, 2019, the current Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (“**GOI**”), as amended or restated and other applicable rules, circulars, notifications, regulations, guidelines and press notes issued thereunder; and such other laws, statutes, rules, regulations, circulars, guidelines, notifications, clarifications, frequently asked questions issued thereunder, as amended from time to time by GOI, Ministry of Corporate Affairs (“**MCA**”), Reserve Bank of India (“**RBI**”), Securities and Exchange Board of India (“**SEBI**”), and Stock Exchanges or any other competent authorities / institutions / bodies (herein referred to as “Applicable Regulatory Authorities”); and subject to such approval(s) / consent(s) / permission(s) / sanction(s), as may be required, from the Applicable Regulatory Authorities, and subject to such term and conditions and modifications as may be prescribed by any such Applicable Regulatory Authorities while granting such approval(s) / consent(s) / permission(s) / sanction(s) and which may be agreed to and accepted by the Board of Directors of the Company (hereinafter referred to as the “**Board**”, which expression shall deem to mean and include a Committee of Directors authorized by the Board and / or such other persons who may be authorized in this regard by the Board or such Committee, from time to time to exercise the powers conferred on the Board of Directors including vide this resolution), and subject to any other alterations, modifications, conditions, changes and variations that may be decided by the Board in its absolute discretion, the consent, authority and approval of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot such number of fully paid-up Equity Shares of the Company (“**Equity Shares**”) of face value ₹ 10/- (Rupee Ten only) each, to be subscribed by Qualified Institutional Buyers as defined in the SEBI ICDR Regulations, whether or not such QIBs are members of the Company (collectively called “**QIBs**”), for cash, at such price or prices as the Board may deem fit in consultation with the Book Running Lead Manager(s) to be appointed in this regard (“**Lead Manager(s)**”) and / or other advisor(s) to be appointed in this regard, including a discount of up to 5% (five per cent) on the floor price calculated as per Regulation 176 of the SEBI ICDR Regulations, such that the total amount to be raised through the issue of Equity Shares shall not exceed **₹ 320 Crores (Rupees Three hundred twenty crores only)**, inclusive of such premium on the face value of the Equity Shares at such time or times, at a discount or premium to market price or prices permitted under applicable laws, in such manner and on such terms and conditions with authority to retain oversubscription up to such percentage, as may be deemed appropriate by the Board in its absolute discretion, by way of private placement through one or more tranche of Qualified Institutions Placement (“**QIP**”) in accordance with Chapter VI of the SEBI ICDR Regulations, by way of one or more issuances of Equity Shares, through placement documents, private placement offer cum application letters and / or such other documents / writings / circulars / memoranda, on such terms, conditions and limitations as the Board may determine considering the prevailing market conditions and other relevant factors, in consultation with the Lead Managers and / or other advisor(s) appointed in relation to the QIP and without requiring any further approval or consent from the shareholders.

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**RESOLVED FURTHER THAT** the issue and allotment of Equity Shares through QIP in terms of Chapter VI of the SEBI ICDR Regulations shall be subject to the following:

- a) the allotment of Equity Shares shall only be made to the eligible QIBs as defined in the SEBI ICDR Regulations and no allotment shall be made, either directly or indirectly, to any QIB who is a promoter, or any person related to the promoters of the Company, as defined under the SEBI ICDR Regulation.
- b) the Equity Shares to be so created, offered, issued and allotted, shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- c) the allotment of the Equity Shares shall be completed within 365 days from the date of passing of this special resolution by the members of the Company or such other time as may be allowed under the SEBI ICDR Regulations.
- d) the Equity Shares shall only be allotted as fully paid-up Equity Shares in dematerialised form.
- e) the Equity Shares allotted shall rank pari-passu in all respects with the existing Equity Shares of the Company, including with respect to entitlement to dividend and voting rights, if any, from the date of allotment thereof be subject to the requirements of all applicable laws.
- f) the Equity Shares shall be listed and traded on the Stock Exchanges, subject to the receipt of necessary regulatory permissions and approvals as the case may be.
- g) the QIBs belonging to the same group or who are under same control shall be deemed to be a single allottee.
- h) the **“relevant date”** for the purpose of pricing of the Equity Shares, shall be the date of the meeting in which the Board (including Committee of Directors authorized by the Board) decides to open the proposed QIP;
- i) no single allottee shall be allotted more than 50% of the size of a QIP and the minimum number of allottees shall be in accordance with the SEBI ICDR Regulations.
- j) the QIP shall be at such price which is not less than the price determined in accordance with the pricing formula provided in Chapter VI of the SEBI ICDR Regulations (**“QIP Floor Price”**), provided that the Board may at its sole and absolute discretion and in consultation with the Lead Managers and / or other advisor(s) appointed in relation to the QIP, offer a discount of not more than 5% (five percent) on the QIP Floor Price or such other discount as may be permitted under SEBI ICDR Regulations. The price determined for the QIP



shall be subject to appropriate adjustments as per the provisions of the SEBI ICDR Regulations, as may be applicable.

- k) the Equity Shares allotted in the QIP shall not be eligible for sale by the respective allottees, for a period of one year from the date of allotment, except on a recognized stock exchange or as may be permitted from time to time by the SEBI ICDR Regulations.
- l) the unsubscribed portion of the QIP may be disposed of by the Board to such person or persons and in such manner and on such terms as the Board may in its absolute discretion think fit in accordance with the provisions of applicable laws.
- m) the issue of Equity Shares shall be, inter-alia, subject to appropriate adjustment in the number of shares, the price and/or the time period etc., in the event of any change in the equity capital structure of the Company consequent upon capitalisation of profits (other than by way of dividend on shares), rights issue of Equity Shares, consolidation of its outstanding Equity Shares into smaller number of shares, etc. in accordance with the provisions of applicable laws;
- n) minimum of 10% of the Equity Shares to be issued and allotted pursuant to Chapter VI of the SEBI ICDR Regulations shall be allotted to Mutual Fund(s) and if the Mutual Fund(s) do not subscribe to said minimum percentage or any part thereof, such minimum portion or part thereof may be allotted to other QIBs; and
- o) the Company shall not undertake any subsequent qualified institutions placement until the expiry of two weeks (or such other period as may be prescribed) from the date of the prior QIP made pursuant to this special resolution.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board (including Committee of Directors authorized by the Board) be and is hereby authorized to take all actions and do all such acts, deeds, matters and things and take all such steps as it may, in its absolute discretion, deem necessary, desirable or expedient for the issue and allotment of Equity Shares through the QIP and listing thereof with the Stock Exchanges or otherwise as may be required in relation to or in connection with or for the matters consequential to the QIP and to solve and settle all questions and difficulties that may arise in the issue, offer and allotment of the Equity Shares, in consultation with the Lead Manager(s) and / or other advisor(s) appointed in relation to the QIP, including but not limited to (a) finalization of the number, terms and timing of the issue of Equity Shares to be issued in each tranche thereof, (b) identification of the eligible QIBs to whom Equity Shares would be offered and finalisation of the allotment of the Equity Shares on the basis of the subscriptions received, (c) utilization of the proceeds of the QIP, (d) date of opening and closing of the QIP, (e) to enter into, execute and amend from time to time all such

arrangements / agreements with any Lead Managers, placement agents, underwriters, lawyers, independent chartered accountants, independent chartered engineer, agency for industry report, monitoring agencies, advisors, guarantors, depositories, custodians, registrars and all such agencies and any other advisors, professionals, intermediaries as may be involved or concerned in the QIP for their appointment and deemed appropriate by the Board in its sole discretion subject to the conditions set forth in the resolutions herein, (f) to remunerate all such agencies including by way of payment of commissions, brokerage, fees or the like and also to reimburse them out of pocket expenses incurred by them, (g) approval of any Condensed Interim Financial Statements to be included in the preliminary placement documents and final placement documents for the QIP, if and as may be required, (h) to finalize, approve and issue any document(s) or agreements including, but not limited, to placement documents, private placement offer cum application letters and / or such other documents / writings / circulars / memoranda / corrigenda thereto and filing such documents (in draft or final form) with any appropriate authorities, (i) to submit relevant application to the Stock Exchange(s) for obtaining in-principle approval for the QIP or listing of the Equity Shares, (j) filing of requisite documents/ making declarations with the RBI, SEBI, MCA and any other appropriate authorities, and any other deed(s), document(s), declaration(s) as may be required under the applicable laws, signing all deeds, documents and writings, (k) to make such other applications to concerned statutory or regulatory authorities as may be required in relation to the issue of Equity Shares and to agree and accept to such conditions or modifications that may be imposed by any relevant authority or that may otherwise be deemed fit or proper by the Board, (l) to accept any modification in the proposal as may be required or imposed by SEBI/Stock Exchanges where the equity shares of the Company are listed or such other appropriate authorities at the time of according/granting their approvals to issue, allotment and listing thereof and as agreed to by the Board; (m) to delegate all or any of its powers herein conferred to any director(s), officer(s) or authorised representative(s) of the Company and (n) to give such directions as may be necessary or desirable and to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

**For & On Behalf of the Board of Directors of  
Pavna Industries Limited**

**Sd/-**

**Swapnil Jain**

**Managing Director**

**DIN:01542555**

**Date: April 09, 2025**

**Place: Aligarh**

**Registered office:**

**Vimlanchal Hari Nagar Aligarh, Uttar Pradesh-202001,India**

**Tel:+91-8006409332**

**Website: [www.pavna.in](http://www.pavna.in), Email; [cs@pavnagroup.com](mailto:cs@pavnagroup.com)**

**CIN: L34109UP1994PLC016359**

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## **NOTES**

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.
4. Members are requested to bring their attendance slip along with copy of the report and accounts to Extra Ordinary 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 Extra Ordinary 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 Extra Ordinary 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 EGM and No Travel Allowance shall be provided from the company side to any members of the company who attended the EGM.
12. 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.:

**MUFG INTIME INDIA PRIVATE LIMITED,**  
**(Formerly 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 6270 / 810 811 6767**  
**Fax No.: +91 22 4918 6767**  
**rnt.helpdesk@linkintime.co.in**  
**Website: [www.linkintime.co.in](http://www.linkintime.co.in)**

13. 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.
14. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, Companies can serve any 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 Extra Ordinary 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 Extra Ordinary 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.
15. Members may also note that the Notice of the Extra Ordinary General Meeting will also be available on the Company's website [www.pavna.in](http://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

## 16. VOTING SYSTEM:

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

The remote e-voting period begins on Friday, May 02, 2025 at 09:00 A.M. and ends on Sunday, May 04, 2025 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. April 28, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being April 28, 2025.

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





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

#### Step 1: Access to NSDL e-Voting system

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

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

| Type of shareholders  | Login Method  |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL. | <ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDeAS</b>' 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 "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> 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 <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon</li> </ol> |

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|   | <p>“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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>3. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></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>      |
| <p>Individual Shareholders holding securities in demat mode with CDSL</p> | <ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>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. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-</li> </ol> |

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|  | Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> 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) login through their depository participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. |

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

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

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

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at*

<https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is:  |
|--|---|
| a) For Members who hold shares in demat account with NSDL.     | 8 Character DP ID followed by 8 Digit Client ID<br>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<br>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<br>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:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- 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.
- How to retrieve your 'initial password'?
  - 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'.
  - 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:

- 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](http://www.evoting.nsdl.com).
- Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.



- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
  8. Now, you will have to click on “Login” button.
  9. After you click on the “Login” button, Home page of e-Voting will open.

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

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

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

**General Guidelines for shareholders**

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

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [cs@pavnagroup.com](mailto: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](mailto: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 for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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**STATEMENT PURSUANT TO SECTION 102(1) AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013, SETTING OUT MATERIAL FACTS IN RESPECT OF SPECIAL BUSINESS PROPOSED IN THIS NOTICE ("EXPLANATORY STATEMENT")**

**ITEM NO. 1 – TO CONSIDER AND APPROVE RAISING OF FUNDS THROUGH ISSUANCE OF EQUITY SHARES TO QUALIFIED INSTITUTIONAL BUYERS.**

Pavna Industries Limited (the "Company") is on a consistent growth trajectory as reflected in its financial and operational performance. The Company is engaged in manufacturing of wide range of automotive components for reputed Original Equipment Manufacturers (OEMs) as per their requirements primarily catering to various vehicle segments, including, passenger vehicles, two-wheelers, three-wheelers, heavy and light commercial vehicles and off-road vehicles. The Company along with its subsidiaries has a diversified product portfolio, which consists of high-quality reliable parts such as Ignition Switches, Fuel Tank Caps, Latches, Auto Locks, Handles, Switches, Oil Pump, Carburettor, Throttle Body, Fuel Cocks, Injection System, Casting Components etc. PAVNA also provide aftermarket sales and services. Aftermarket products include products manufactured by us such as Ignition switches, fuel tanks, casting components, levers, horns and switches

The Company has been pursuing both organic and inorganic growth opportunities. Additionally, there is an ongoing requirement for working capital and capital expenditure (capex) for the upgradation and expansion of the Company's businesses and ongoing projects. The generation of internal funds may not be sufficient to meet all the requirements of the Company's growth plans. Therefore, it is prudent for the Company to have the requisite enabling approvals in place to meet the funding requirements for its organic and inorganic growth, capital expenditure for upgradation and expansion of the Company's businesses, long-term working capital and other corporate purposes as permitted under applicable laws and specified in the appropriate approvals.

Having these approvals in place will enable the Company to take quick and effective action to capitalize on opportunities, particularly those related to organic and inorganic growth, as and when they arise.

**Particulars of the issuance of Securities**

In accordance with the provisions of the Companies Act, 2013 read with rules framed thereunder ("**Act**"), Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**") and such other acts, rules and regulations and subject to such regulatory / statutory approvals as may be applicable, the Board of Directors of the Company at its meeting held on April 09, 2025, subject to the approval of the members of the Company by way of a special resolution, has approved raising of funds by way of issue of Equity Shares ("**Equity Shares**") of the Company on private placement basis to qualified institutional buyers as defined in the SEBI ICDR Regulations, whether or not such QIBs are members of the Company (collectively called

“QIBs”), through Qualified Institutions Placements (“QIP”), for an aggregate amount up to **₹ 320 crores (Rupees Three Hundred Twenty Crores only)**, and the proposed issue of Equity Shares may be consummated in one or more tranches, at such time or times, at such price or prices, at a discount or premium to market price, in such manner and on such terms and conditions as may be deemed appropriate in its absolute discretion by the Board of Directors of the Company (hereinafter referred to as the “**Board**”, which expression shall deem to mean and include a Committee of Directors authorized by the Board of Directors and / or such other persons who may be authorized in this regard by the Board of Directors or such Committee, from time to time to exercise the powers conferred on the Board of Directors including vide the special resolution set out at Item No. 1 of the Notice) taking into consideration market conditions and other relevant factors and in consultation with the lead manager(s) and / or other advisor(s) appointed in relation to the QIP and subject to SEBI regulations and other applicable laws, regulations, rules and guidelines, in accordance with applicable law.

The Equity Shares to be offered, issued, and allotted by the Company through QIP in terms of this resolution would be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company. The present authorised share capital of the Company is sufficient to accommodate the proposed issue and allotment of Equity Shares.

The equity share that may be created, offered, issued and allotted by the Company through QIP shall rank pari-passu in all respects with the existing equity shares of the Company, including entitlement to dividend and voting rights, if any, from the date of allotment thereof be subject to the requirements of all applicable laws. The Equity Shares to be allotted would be listed on the stock exchanges where the Equity Shares of the Company are listed. The offer, issue and allotment of Equity Shares through QIP would be subject to inter alia, the applicable statutes, rules, regulations, guidelines, notifications, circulars and clarifications, as amended from time to time, issued by the SEBI, the BSE Limited and National Stock Exchange Limited (“**Stock Exchanges**”), Reserve Bank of India, Ministry of Corporate Affairs, Government of India, the Registrar of Companies with which the Company is incorporated, to the extent applicable, and any other approvals, permits, consents and sanctions of any regulatory/ statutory authorities and guidelines and clarifications issued thereon from time to time.

None of the promoters / promoter group / directors / key managerial personnel / senior management of the Company shall be eligible for offer, issue, and allotment of Equity Shares of the Company through QIP.

**Kinds of securities offered price at which security is being offered and basis or justification of pricing.**

The Company is eligible to make a qualified institutions placement of its Equity Shares and it is proposed to create, offer, issue and allot such number of fully paid-up Equity Shares of the Company of face value ₹ 10/- (Rupee Ten only) each, for cash, at such price or prices as the Board may deem fit in consultation with the lead manager(s) and / or other advisor(s) to be appointed in this regard such that the total amount to be raised through the issue of

Equity Shares shall not exceed **₹ 320 crores (Rupees Three Hundred Twenty Crores only)**, inclusive of premium on the face value of the Equity Shares. The pricing of the Equity Shares shall be determined in accordance with the relevant provisions of the SEBI ICDR Regulations, Act and any other applicable law. This special resolution enables the Board in consultation with the lead manager(s) and / or other advisor(s) appointed in relation to the QIP and in accordance with applicable law, to offer a discount of not more than 5% or such percentage as may be permitted under applicable law on the floor price determined in accordance with the SEBI ICDR Regulations. The price determined for the QIP shall be subject to appropriate adjustments as per the provisions of the SEBI ICDR Regulations, as may be applicable.

The issue is made through a qualified institutions placement shall be undertaken in terms of the SEBI ICDR Regulations as follows:

- a) the allotment of Equity Shares shall only be made to the eligible QIBs as defined in the SEBI ICDR Regulations and no allotment shall be made, either directly or indirectly, to any QIB who is a promoter, or any person related to the promoters of the Company, as defined under the SEBI ICDR Regulation;
- b) the allotment of the Equity Shares shall be completed within 365 days from the date of passing of this special resolution by the members of the Company or such other time as may be allowed under the SEBI ICDR Regulations;
- c) the Equity Shares shall only be allotted as fully paid-up Equity Shares in dematerialised form;
- d) the QIBs belonging to the same group or who are under same control shall be deemed to be a single allottee;
- e) the **“relevant date”** for the purpose of pricing of the Equity Shares, shall be the date of the meeting in which the Board (including Committee of Directors authorized by the Board) decides to open the proposed QIP,
- f) no single allottee shall be allotted more than 50% of the size of a QIP and the minimum number of allottees shall be in accordance with the SEBI ICDR Regulations;
- g) the QIP shall be at such price which is not less than the price determined in accordance with the pricing formula provided in Chapter VI of the SEBI ICDR Regulations (“QIP Floor Price”), provided that the Board may at its sole and absolute discretion and in consultation with the Lead Managers and / or other advisor(s) appointed in relation to the QIP, offer a discount of not more than 5% (five percent) on the QIP Floor Price or such other discount as may be permitted under SEBI ICDR Regulations. The price determined for the QIP shall be subject to appropriate adjustments as per the provisions of the SEBI ICDR Regulations, as may be applicable;



- h) the Equity Shares allotted in the QIP shall not be eligible for sale by the respective allottees, for a period of one year from the date of allotment, except on a recognized stock exchange or as may be permitted from time to time by the SEBI ICDR Regulations;
- i) the unsubscribed portion of the QIP may be disposed of by the Board to such person or persons and in such manner and on such terms as the Board may in its absolute discretion think fit in accordance with the provisions of applicable laws;
- j) the issue of Equity Shares shall be, inter-alia, subject to appropriate adjustment in the number of shares, the price and/or the time period etc., in the event of any change in the equity capital structure of the Company consequent upon capitalisation of profits (other than by way of dividend on shares), rights issue of Equity Shares, consolidation of its outstanding Equity Shares into smaller number of shares, etc. in accordance with the provisions of applicable laws;
- k) minimum of 10% of the Equity Shares to be issued and allotted pursuant to Chapter VI of the SEBI ICDR Regulations shall be allotted to Mutual Fund(s) and if the Mutual Fund(s) do not subscribe to said minimum percentage or any part thereof, such minimum portion or part thereof may be allotted to other QIBs; and
- l) the Company shall not undertake any subsequent qualified institutions placement until the expiry of two weeks (or such other period as may be prescribed) from the date of the prior QIP made pursuant to this special resolution.

**Name of valuer who performed valuation**

Not Applicable

**Amount of the Offering**

This special resolution enables the Board to issue Equity Shares for an aggregate amount of up to **₹ 320 crores (Rupees Three Hundred Twenty Crores only)**.

**Relevant Date**

The 'relevant date' for the purpose of the pricing of the Equity Shares to be issued and allotted pursuant to the proposed QIP shall be the date of the meeting in which the Board (including Committee of Directors authorized by the Board) decides to open the proposed QIP.

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### **Objects of the QIP**

The Company proposes to utilise the proceeds from the issue of Equity Shares through QIP (after adjustment of expenses related to the offering, if any) ("Net Proceeds") at various stages, towards one or more, or a combination of the following: (A) (i) for its future growth and expansion, (ii) short and / or long term working capital requirements of the Company; (iii) capital expenditure for organic growth, strategic initiatives, expansion; (iv) repayment or prepayment of debt or any servicing or any present / future indebtedness of the Company as may be required from time to time; (B) general corporate purposes and/ or other purpose(s) as may be permissible under applicable laws and approved by the Board of the Company or its duly authorized committee. The utilisation of the funds towards repayment or pre-payment, in full or in part, of certain of our borrowings, present/ future, will help reduce our indebtedness and guarantee obligations, leading to a reduction in debt servicing costs and an improvement in the debt-equity ratio and credit ratings. Not more than 25% of the proceeds from the issue of Equity Shares through QIP shall be utilized towards general corporate purposes in such a manner as may be decided by the Board from time to time.

The aforementioned objects are based on management estimates, and other commercial and technical factors and accordingly, are dependent on a variety of factors such as timing of completion of the offering, financial, market and sectoral conditions, business performance and strategy, competition, interest or exchange rate fluctuations and other external factors, which may not be within the control of the Company and may result in rescheduling the proposed schedule for utilization of the Net Proceeds at the discretion of the Board, subject to compliance with applicable laws.

Further details of the utilisation of funds raised pursuant to the Issue will be decided by the Board at their discretion and will be disclosed in issue related documents in accordance with applicable law.

Pending utilization of the proceeds from the issue of Equity Shares through QIP, the Company shall invest such proceeds in one or more scheduled commercial banks included in the Second Schedule of the Reserve Bank of India Act, 1934 or to temporarily invest the funds in creditworthy instruments including money market / mutual funds, as approved by the Board and/or a duly authorized committee of the Board, from time to time, and in accordance with applicable laws.

As required under SEBI ICDR Regulations and other applicable laws, the Company will be appointing a monitoring agency to monitor the use of proceeds from the issue of Equity Shares through QIP by the Company till hundred percent of such proceeds have been utilized.

### **Other material terms**

The special resolution proposed is an enabling resolution and the exact price, final list of objects, estimated utilisation of the Net Proceeds, proportion and timing of the issue of the Equity Shares in one or more tranches and the other detailed terms and conditions for the QIP will be decided by the Board in accordance with the SEBI ICDR Regulations, in

consultation with lead manager(s) and / or other advisor(s) appointed in relation to the QIP and such other authorities and agencies as may be required to be consulted by the Company. Also, while the approval is being sought to raise funds up to **₹ 320 crores (Rupees Three Hundred Twenty Crores only)**, the Board may choose to raise less than the aforesaid amount.

There will be no change in control over the Company pursuant to the issuance and allotment of Equity Shares of the Company.

Further, the Company is yet to identify the QIBs and decide the quantum of Equity Shares to be issued to them at this point of time. Hence, the details of the proposed allottees including their shareholding in the Company, their ultimate beneficial owners, percentage of their post QIP shareholding and the pre & post QIP shareholding pattern of the Company are not provided. The proposal, therefore, seeks to confer upon the Board the absolute discretion and adequate flexibility to determine the terms of the QIP, including but not limited to the identification of the proposed investors / QIBs in the QIP and quantum of Equity Shares to be issued and allotted to each such investor / QIB, negotiate, finalize and execute such documents and agreements as may be required and do all such acts, deeds and things in this regard for and on behalf of the Company and to take all steps which are consequential, incidental and ancillary, in accordance with the provisions of the SEBI ICDR Regulations, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Act, the Foreign Exchange Management Act, 1999 and the regulations made thereunder, including the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, and other applicable law.

Section 62(1)(c) of the Act, read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, inter alia, provides that when it is proposed to increase the subscribed capital of a company by issue of further Equity Shares, such Equity Shares may be offered to any persons other than the existing members or employees of the company if it is authorised by a special resolution. Further, Section 42 of the Act, read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, inter alia, provides that a company shall not make an offer or invitation to subscribe to securities through private placement unless the proposal has been previously approved by the shareholders of the company, by a special resolution. Also, Regulation 172 of the SEBI ICDR Regulations, inter alia, provides that a listed entity may make a qualified institutions placement if a special resolution approving such qualified institutions placement has been passed by its shareholders.

Accordingly, the approval of the members of the Company by way of special resolution as set out at Item No. 1 of the Notice, is sought for the Board to decide on the proposed issue and allotment of the Equity Shares on private placement basis to QIBs through QIP to the extent and in the manner stated in the said special resolution, pursuant to the applicable provisions of the Act, read with applicable rules framed thereunder, the SEBI ICDR Regulations and the Articles of Association of the Company.

### **Schedule of the offering**

The detailed terms and conditions for the offering of the Equity Shares through QIP will be determined in consultation with the advisors, lead managers and placement agents and such other authority or authorities as may be required, considering the prevailing market conditions and other regulatory requirements. If approved by members of the Company, allotment of Equity Shares pursuant to the QIP shall be completed within 365 days from the date of passing of this special resolution.

The proposed QIP is in the interest of the Company and the Board recommends the resolution set out in Item No. 1 of the Notice for approval by members of the Company by way of a special resolution.

### **Interest of Promoter, Directors and Key Managerial Personnel**

None of the Directors or Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested, financially or otherwise, in passing of the special resolution set out at Item No. 1 of the Notice, except to the extent of their shareholding, if any, in the Company and to the extent of Equity Shares that may be subscribed by any QIBs in which they are directors or members

**For & On Behalf of the Board of Directors of  
Pavna Industries Limited**



**Sd/-**

**Swapnil Jain**

**Managing Director**

**DIN:01542555**

**Date: April 09, 2025**

**Place: Aligarh**

**Registered office:**

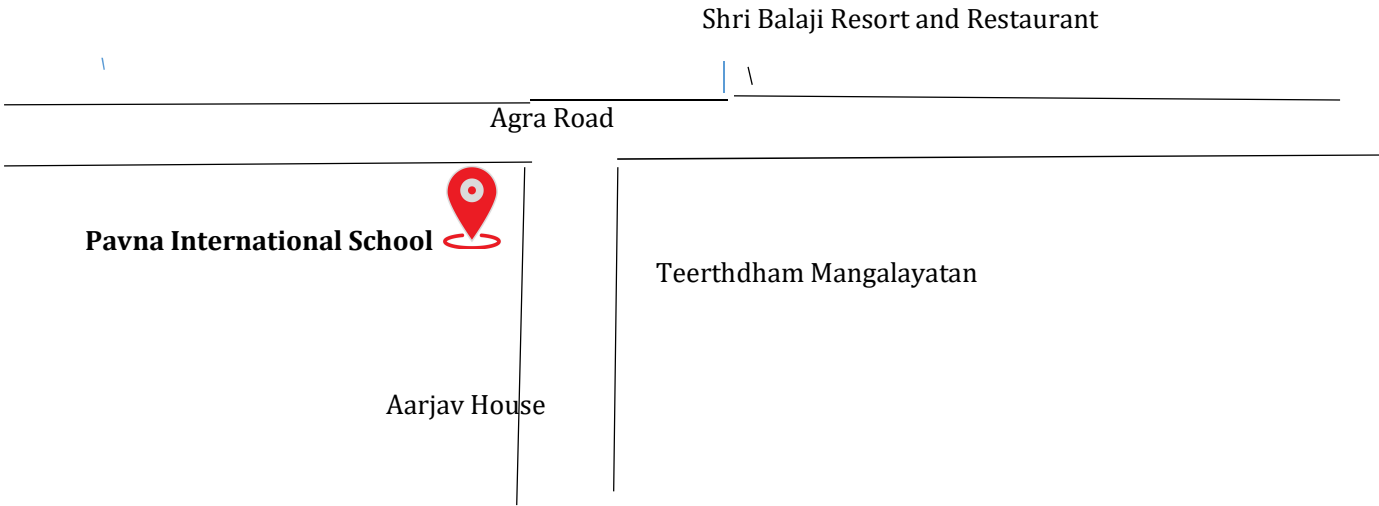
**Vimlanchal hari Nagar Aligarh, Uttar Pradesh-202001,India**

**Tel:+91-8006409332**

**Website: [www.pavna.in](http://www.pavna.in), Email: [cs@pavnagroup.com](mailto:cs@pavnagroup.com)**

**CIN: L34109UP1994PLC016359**

**ROUTE MAP OF PAVNA INTERNATIONAL SCHOOL**





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**ATTENDANCE SLIP**

**EXTRA ORDINARY GENERAL MEETING ON MONDAY, 05<sup>TH</sup> MAY 2025**

|                     |  |
|---------------------|--|
| DP & Client ID      |  |
| Name of Shareholder |  |
| Address             |  |
| No. of Shares       |  |

I hereby record my presence at the Extra Ordinary General Meeting of the Company at Pavna International School, Agra-Aligarh Highway near Mangalayatan Mandir, Aligarh-202001, Uttar Pradesh on Monday, 05<sup>th</sup> May, 2025 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.

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**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]

**TO,  
THE BOARD OF DIRECTORS  
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 Extra Ordinary general meeting of the company, to be held on the Monday of May 05, 2025, At 11:00 a.m. at Pavna International School, Aligarh and at any adjournment thereof in respect of such resolutions as are indicated below:

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| Sr.No | Description.  |
|-------|---|
| 1     | TO CONSIDER AND APPROVE RAISING OF FUNDS THROUGH ISSUANCE OF EQUITY SHARES TO QUALIFIED INSTITUTIONAL BUYERS. |

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

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.**