

**NOTICE**

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

**NOTICE IS HEREBY GIVEN THAT THE 28<sup>th</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF PAVNA INDUSTRIES LIMITED (FORMERLY KNOWN AS PAVNA ZADI SECURITY SYSTEMS LIMITED) TO BE HELD AT PAVNA INTERNATIONAL SCHOOL, ALIGARH-AGRA HIGHWAY, NEAR MANGALAYATAN MANDIR, ALIGARH-202001 UP IN ON SEPTEMBER 27, 2022 TUESDAY AT 01:00 P.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, 2022 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. Asha Jain (DIN: 00035024), who retires by rotation at this Annual General Meeting and being eligible, offers himself 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. Mrs. Asha Jain (DIN: 00035024) who retires by rotation and being eligible offers himself for reappointment, be and is hereby re-appointed as a director of the company.

**SPECIAL BUSINESS :**

3. To appoint **M/s. Rajeev Kumar & Co., Chartered Accountants**, Aligarh as Statutory Auditors of the Company to hold office for a period of 5 (Five) consecutive financial years, from the conclusion of the 28th Annual General Meeting of the Company until the conclusion of the 33rd Annual General Meeting of the Company and to authorise the Board of Directors of the Company to fix their remuneration.

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

**“RESOLVED THAT** pursuant to provisions of Section 139(8) and other applicable provisions if any of the Companies Act, 2013, as amended from time to time or any other law for the time being in force, (including any statutory modification(s) or amendment thereto or reenactment thereof), and pursuant to recommendation by the Board of Directors, **M/s. Rajeev Kumar & Co., Chartered Accountants**, (FRN No: 000633C), be and are/is hereby appointed as Statutory Auditors of the Company for the financial year 2022-23 to fill the casual vacancy caused to the resignation of M/s. Das Maheshwari & Co., Chartered Accountants ((Firm Registration No 007259C), Chartered Accountants.”

**“RESOLVED FURTHER THAT** M/s. Rajeev Kumar & Co., Chartered Accountants, (FRN: 000633C), shall hold office of auditors from the conclusion of this Annual general meeting till the conclusion of 33rd Annual General Meeting of the Company to be held in the year 2027-28 at a remuneration as may be fixed by the Board of Directors in consultation with the said Auditors.”

**“RESOLVED FURTHER THAT** Mr. Swapnil Jain or Mrs. Charu Singh, be and is hereby authorised to do all such acts, deeds and things as may be necessary to give effect to the said resolution and file Form ADT-1 for appointment of M/s. Rajeev Kumar & Co., Chartered Accountants, (FRN/Membership No: 000633C) with the Registrar of Companies.”

**4. Regularization of Additional Non-Executive Director, Mr. Sanjay Jain (DIN: 03008142) as Non-Executive Director of the company.**

**To consider and, if thought fit, to pass with or without modifications, the following resolution as Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of section 149, 152, 160 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, including any statutory modification(s) or re-enactment thereof from time to time, read with Articles of Association and Regulation 19 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, and subject to the approval of the shareholders in the ensuing annual general meeting, Mr. Sanjay Jain (DIN: 03008142), who was appointed as an Additional Director of the Company with effect from 31, December, 2021 by the Board of Directors pursuant to section 161 of the Act and as recommended by the Nomination and Remuneration Committee and who holds office upto the date of the ensuing Annual General Meeting of the Company and who is eligible for appointment and has consented to act as Director of the Company, be and is hereby appointed as a Non Executive Director of the Company.”

**5. Approval of Remuneration of Managing Director, Mr. Swapnil Jain(DIN: 01542555)**

**To consider and, if thought fit, to pass with or without modifications, the following resolution as Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of section 196, 197, 198 and other applicable of Companies Act, 2013 (including any statutory modification from time to time or any re-enactment thereof for the time being in force) read with Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, Schedule V of Companies Act, 2013, Articles of Association and Memorandum of Association, the consent of the Board be and is hereby accorded subject to the approval of the members for payment of total remuneration to Mr. Swapnil Jain, Managing Director of the Company a sum of upto Rs. 5 Crores (Rupees Five Crores ) per annum with effect from April 1, 2022.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to alter and vary the terms and conditions including authority, from time to time, to determine the amount of salary as also the type and amount of perquisites, and other benefits payable to Mr. Swapnil Jain, in such manner as may be agreed to between the Company and Mr. Swapnil Jain within the overall limits approved by the Board and to the extent the Board may consider appropriate.

**RESOLVED FURTHER THAT** where in any financial year during the tenure of the said Managing Director, the Company has no profits or inadequate profits, the remuneration to be paid shall be approved by the Board based on the recommendation of Nomination and Remuneration Committee not exceeding Rs. 5 Crore (Rupees Five Crores) per annum.

**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. Approval of Related party Transactions

**To consider and, if thought fit, to pass with or without modifications, 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 2021-22 as per details set out under item no. 6 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”.

**Registered Office:**

By Order of the Board of Directors

“Vimalanchal”, Hari Nagar, Aligarh 202001 UP IN  
Tel: +91 0571 2410010  
Email: [cs@pavnagroup.com](mailto:cs@pavnagroup.com)  
Website: [www.pavnagroup.com](http://www.pavnagroup.com)  
CIN: L34109UP1994PLC016359  
Aligarh, September 01, 2022

SD/-  
Charu Singh  
Company Secretary  
M. No. ACS 48257

**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. 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 whose 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](mailto:pavna.ipo@linkintime.co.in),

Website: [www.linkintime.co.in](http://www.linkintime.co.in)

Investor Grievance Email: [pavna.ipo@linkintime.co.in](mailto: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.pavnagroup.com](http://www.pavnagroup.com) 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

**20. 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 24<sup>th</sup> September, 2022 at 09:00 A.M. and ends on 26<sup>th</sup> September, 2022 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. 20<sup>th</sup> September, 2022, 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 20<sup>th</sup> September, 2022.**

**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   |
|---|--|
| Individual Shareholders holding securities in demat mode with NSDL. | 1. 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 |

|   |  |
|---|--|
|   | <p>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></p> <ol style="list-style-type: none"> <li>2. 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 “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.</li> <li>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.</li> </ol> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>   </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div> |
| <p>Individual Shareholders holding securities in demat mode with CDSL</p> | <ol style="list-style-type: none"> <li>1. 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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> </ol>   |



|   |   |
|---|---|
|   | <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</p>  |
| <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.

| <b>Login type</b>   | <b>Helpdesk details</b>   |
|---|---|
| <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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43</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.nsd.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:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:

- a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
- b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://www.evoting.nsd.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](mailto: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](mailto:nitin@servamail.in) with a copy marked to [evoting@nsdl.co.in](mailto: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](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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Himali Singh at [evoting@nsdl.co.in](mailto: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](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 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](mailto: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 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](http://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).

**Registered Office:**

“Vimalanchal”, Hari Nagar, Aligarh 202001 UP IN  
Tel: +91 0571 2410010  
Email: [cs@pavnagroup.com](mailto:cs@pavnagroup.com)  
Website: [www.pavnagroup.com](http://www.pavnagroup.com)  
CIN: L34109UP1994PLC016359  
Aligarh, September 01, 2022

By Order of the Board of Directors

SD/-  
Charu Singh  
Company Secretary  
M. No. ACS 48257

**Additional Information on Directors recommended for appointment/re-appointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Mrs. Asha Jain, is the Chairman cum Executive Director of the Company. She is graduate. She is a house wife.

|  |                     |
|--|---------------------|
| Name of Director                         | Asha Jain           |
| Age                                      | 71 years            |
| Date of First Appointment                | 19/04/1994          |
| Directorship in Other Companies          | 5                   |
| No. of Equity Shares held in the Company | 47.80%              |
| DIN                                      | 00035024            |
| Experience                               | She is a housewife. |

|  |  |
|--|--|
| Name of Director                         | Sanjay Jain  |
| Age                                      | 58 years   |
| Date of First Appointment                | 31-Dec-2021  |
| Directorship in Other Companies          | Nil  |
| No. of Equity Shares held in the Company | Nil  |
| DIN                                      | 03008142   |
| Profile                                  | Mr. Sanjay Jain is Post Graduate. He is a businessman having around 40 years of experience in the business of Clothes and Bag accessories. |



## ANNEXURE TO NOTICE

**EXPLANATORY STATEMENT PURSUANT TO SECTION 110 OF COMPANIES ACT 2013**

## Item No. 3

M/s. Das Maheshwari & Co., Chartered Accountants has been the Statutory Auditors of Pavna Industries Limited since 2020. As per the section 139 of Companies Act, 2013, the Company appointed M/s. Das Maheshwari & Co., Chartered Accountants for five financial years in the annual general meeting of financial year 2019-20 held on August 13, 2020. But the Peer Review Certificate of the Statutory Auditor was expired which is essential for the appointment in listed Companies .

Hence, Das Maheshwari & Co., Chartered Accountants retires as the Statutory Auditors of the company at the conclusion of the 28th Annual General Meeting.

Accordingly, as per the requirements of the Act and based on the recommendations of the Audit Committee, the board of directors of the company in the board meeting held on 01 September, 2022 proposed to appoint M/s M/s. Rajeev Kumar & Co., Chartered Accountants, Aligarh (Firm Registration No.: 000633C) as the Statutory Auditors of the company for a period of five years commencing from the conclusion of 28th AGM till the conclusion of the 33<sup>rd</sup> AGM. M/s. M/s. Rajeev Kumar & Co., Chartered Accountants, Aligarh (Firm Registration No.: 000633C), have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have further confirmed that they are not disqualified to be appointed as statutory auditors in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

None of the Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at item No. 4 & 5 of the notice.

The Board recommends the resolution set forth in item No.3 of the notice for approval of the members.

**Special Business:****Item No.4**

Regularization of Mr. Sanjay Jain (DIN: 03008142) as Non-Executive Director of the company.

Mr. Sanjay Jain was first inducted to the Board at the Board Meeting held on 31<sup>st</sup> December 2021 and in the same meeting he was appointed as the Additional Non Executive Director. In terms of Section 161(1) of the Companies Act, 2013. Mr. Sanjay Jain can hold office only up to the date of the ensuing Annual General Meeting. The Board is of the opinion that the appointment and presence of Mr. Sanjay Jain on the Board will be desirable, beneficial and in the best interest of the Company. The Board recommends the resolution set out in item no. 3 of the accompanying Notice for approval and adoption of the Members. A copy of the Board Resolution issued to Mr. Sanjay Jain, Non Executive Director will be available for inspection between 11.00 a.m. to 01.00 p.m. on all working days (Monday to Friday) at the Registered Office of the Company. None of the Directors of the Company except Mr. Sanjay Jain, is concerned or interested in the proposed resolution

**Special Business:**

**Item No. 5**

Remuneration of Managing Director, Mr. Swapnil Jain (DIN: 01542555) of the Company.

As per Section 197(1) of the Companies Act, 2013, provides flexibility to the Company to pay in excess of 11% of Net profit as managerial remuneration, subject to the approval of shareholders. Accordingly the approval of the Shareholders is being sought in terms of the provisions of section 197 of the Companies Act, 2013 and rules made thereunder and other applicable provisions for payment of Managerial Remuneration to Mr. Swapnil Jain in excess of the limit computed under section 197 and 198 of the Companies Act, 2013. Pursuant to the provisions of section 196, 197, 198 and other applicable of Companies Act, 2013 (including any statutory modification from time to time or any re-enactment thereof for the time being in force) read with Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, Schedule V of Companies Act, 2013, Articles of Association and Memorandum of Association, the consent of the Board be and is hereby accorded subject to the approval of the members for payment of total remuneration to Mr. Swapnil Jain, Managing Director of the Company a sum of upto Rs. 5 Crores (Rupees Five Crores ) per annum with effect from April 1, 2022.

None of other Directors, Key Managerial Personnel or their relatives are, in anyway concerned or interested in the resolution set out at Item No 4

**Special Business:**
**Item No.6**

Approval of Related Party Transactions.

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides that all Related Party Transactions shall require approval of the Audit Committee and all Material Related Party Transactions require approval of the shareholders through Special Resolution. A transaction with a related party shall be considered material, if the, transaction/ transactions to be entered into individually or taken together with previous transactions during a financial year exceeds ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company. Section 188 of the Companies Act, 2013 deals with Related Party Transactions and Sub section (1) of Section 188 of the Companies Act, 2013 provides that nothing in this sub section shall apply to any transaction entered into by the company in its ordinary course of business and at arm's length basis.

Therefore, the Board recommends the resolution set out at Item No. 6 as an Special resolution to the shareholders for their approval.

None of other Directors, Key Managerial Personnel or their relatives are, in anyway concerned or interested in the resolution set out at Item No 6

| Sr. No | Name Of Party                          | Relation with Company | Type of Transaction | Permissible Amount |
|--------|--|-----------------------|---------------------|--------------------|
| 1.     | Asha Jain                              | Director              | Building Rent       | 10 Lakh            |
|        |  |                       | TM Royalty          | 100 Lakh           |
|        |  |                       | Lease Rent          | 1 Lakh             |
| 2.     | Swapnil Jain                           | Managing Director     | Remuneration        | 5 Cr               |
| 3.     | Swapnil Switches Private Limited       | Subsidiary Company    | Purchase            | 10 Cr.             |
|        |  |                       | Sale                | 10 Cr.             |
| 4.     | Pavna Auto Engineering Private Limited | Subsidiary Company    | Purchase            | 10 Cr.             |
|        |  |                       | Sale                | 10 Cr.             |



|    |   |                    |            |        |
|----|---|--------------------|------------|--------|
| 5. | Pavna Sunworld Autotech Private Limited     | Subsidiary Company | Purchase   | 5 Cr.  |
|    |   |                    | Sale       | 5 Cr.  |
| 6. | Pavna Marketing Private Limited             | Subsidiary Company | Purchase   | 10 Cr. |
|    |   |                    | Sale       | 10 Cr. |
| 7. | PJ Wealth Management & Consultant Pvt. Ltd. | Group Company      | Loan Taken | 15 cr. |
| 8. | Pavna Goyam Auto Private Limited            | Subsidiary Company | Purchase   | 20Cr   |
|    |   |                    | Sale       | 1 Cr   |

## ATTENDANCE SLIP

28<sup>TH</sup> ANNUAL GENERAL MEETING ON TUESDAY, 27TH SEPTEMBER, 2022

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

I hereby record my presence at the 28<sup>th</sup> Annual General Meeting of the Company at Pavna International School, Agra-Aligarh Highway near Mangalayatan Mandir, Aligarh-202001, UP on Tuesday, 27th September, 2022 at 1.00 P.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 28<sup>th</sup> Annual general meeting of the company, to be held on the Tuesday of September 27, 2022 At 01:00 p.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, 2022 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. Asha Jain (DIN: 00035024), who retires by rotation at this Annual General Meeting and being eligible, offers himself for reappointment.  |                    |     |         |
| 3     | To Appoint Statutory Auditor M/s Rajeev Kumar & Co. Chartered Accountants.   |                    |     |         |
| 4     | To regularize Mr. Sanjay Kumar Jain (DIN: 03008142) as a Non Executive Director  |                    |     |         |
| 5     | Approval of Remuneration of Managing Director, Mr. Swapnil Jain (DIN: 01542555).   |                    |     |         |
| 6     | Approval of Related Party Transactions.  |                    |     |         |

Signed this ..... day of..... 2022

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.**