

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or reenactment thereof for the time being in force) and pursuant to other applicable laws and regulations and the Listing Agreement, the resolutions being forwarded herewith are proposed to be passed by the members by way of postal ballot or electronic voting (e-voting).

The Scrutinizer will submit his report to the duly authorized person of the Company after the receipt of assent or dissent of the Members (including e-voting). The result of the Postal Ballot (including e-voting) shall be declared by the Managing Director or any other duly authorized person of the Company on November 17, 2023. The voting results will be communicated to the stock exchanges, depositories, registrar and share transfer agents and shall also be displayed on the Company's website on November 17, 2023 and will be intimated to the Stock Exchanges where the shares of the Company are listed i.e. National Stock Exchange of India Limited and Bombay Stock Exchange (BSE) in accordance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board of Directors of the Company now propose to obtain the consent of the members by way of Postal Ballot for the matters as considered in the Resolutions appended below. The Explanatory Statement pursuant to Section 102 of the Act pertaining to the said Resolutions setting out material facts and the reasons for the Resolution is also annexed.

You are requested to peruse the proposed Resolutions along with their respective Explanatory Statement and thereafter record your assent or dissent by means of remote e-voting or Postal Ballot facility provided by the Company.

SPECIAL BUSINESS:

Item No. 1 Increase Authorised Share Capital of the Company:

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

“RESOLVED that pursuant to the provisions of Section 61 and other applicable provisions of the Companies Act, 2013 and the rules issued there under (including any statutory modification or re-enactment thereof for the time being in force), the Authorized Share Capital of the Company be and is hereby increased from Rs.15,00,00,000/- (Rupees Fifteen Crores Only) comprising 1,50,00,000 (Rupees One Crore Fifty Lakhs only) Equity Shares of

Rs. 10/- (Rupees Ten) each to Rs. Rs.18,00,00,000/- (Rupees Eighteen Crores Only) comprising into 1,80,00,000 (Rupees One Crore Eighty Lakhs only) Equity Shares of Rs. 10/- (Rupees Ten) each.

Item No. 2 Alteration of the Capital Clause of the Memorandum of Association:

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

“RESOLVED THAT pursuant to the provisions of Sections 13 and 61 and other applicable provisions of the Companies Act, 2013 and the rules issued there under (including any statutory modification or re-enactment thereof for the time being in force), the existing Clause V of the Memorandum of Association of the Company be and are hereby deleted and substituted by the following:

V. The Authorised Share Capital of the Company is Rs. 18,00,00,000 (Rupees Eighteen Crores only) comprising of: 1,80,00,000 (One Crore Eighty Lakhs Only) Equity Shares of Rs. 10 (Rupees Ten) each

RESOLVED FURTHER THAT , for the purpose of giving effect to this resolution, the Board (which expression shall also include a Committee thereof), be and is hereby authorized to do all such acts, deeds, matters and things, including delegation of any of its powers herein conferred to its Directors, Company Secretary or any other officer(s).”

Item No. 3 Raising of Capital through a Further Public Offering:

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

“RESOLVED THAT pursuant to provision of section 23, Section 62 (1)(C) and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the rules and regulations made thereunder, as amended (including any statutory modifications or re-enactment thereof, for the time being in force) (the **“Companies Act”**), and in accordance with and subject to the provisions of the Securities Contracts (Regulation) Act, 1956, and the rules and regulations made thereunder, as amended, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the **“SEBI ICDR Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**“SEBI Listing Regulations”**), the Foreign Exchange Management Act, 1999, as amended, and the rules and regulations made thereunder, as amended, including the Foreign Exchange Management Act, 1999 as amended, and the rules and regulations made thereunder, as amended, including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, and any other applicable rules, regulations, guidelines, clarifications, circulars and notifications issued by the Government of India (**“GoI”**), the Department for Promotion of Industry and Internal Trade (**“DPIIT”**), the Securities and Exchange Board of India (**“SEBI”**) and the Reserve Bank of India (**“RBI”**) and any other applicable laws, rules and regulations, in India or

outside India (including any amendment thereto or re-enactment thereof for the time being in force) (collectively, the “Applicable Laws”), and in accordance with the enabling provisions of the Memorandum of Association and the Articles of Association of the Company and the uniform listing agreement entered into between the Company, BSE Limited (“**BSE**”) and National Stock Exchange of India Limited (“**NSE**”, and together with **BSE**, the “**Stock Exchanges**”), the stock exchanges in India where the equity shares of face value of ₹10 of the Company (“**Equity Shares**”) are listed, and subject to any approvals, consents, permissions and sanctions, as may be required from the Registrar of Companies, Kanpur (“**RoC**”), SEBI, Stock Exchanges and all other appropriate governmental, statutory and regulatory authorities in India (the “**Regulatory Authorities**”) and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions and sanctions, which may be agreed to by the board of directors of the Company (hereinafter referred to as the “**Board**” which term shall include a duly authorized committee thereof for the time being, namely “**FPO Committee**”, exercising the powers conferred by the Board), the consent and approval of the shareholders of the Company be and is hereby accorded create, issue, offer and allot such number of Equity Shares by way of a fresh issue of Equity Shares through a further public offer subject to meeting the requisite prescribed criteria under the SEBI ICDR Regulations. (“**Equity Shares**” and such further public offer, an “**FPO**” or “**Issue**”), for cash, either fully or partly paid, wherein calls are made in one of tranches, either at par or premium or discount such that the amount being raised in one or more tranches including pursuant to the Issue aggregates up to ₹ 200 crores (Rupees Two hundred Crores Only), (with an option to the Company to retain an over-subscription to the extent as may be permitted under the Applicable Laws, for the purpose of rounding off to the nearest integer while finalising the basis of allotment in consultation with the designated stock exchange), and to offer and allot in the Issue such number of Equity Shares, in terms of the SEBI ICDR Regulations at a price to be determined by the Company in consultation with the book running lead manager appointed for the Issue (“**BRLM**”), through the book building process in terms of the SEBI ICDR Regulations or otherwise in accordance with Applicable Laws, at par or at such premium or discount per Equity Share as permitted under Applicable Laws and as may be fixed and determined by the Company in more consultation with the BRLM in accordance with the SEBI ICDR Regulations, to any category of person or persons as permitted under Applicable Laws, who may or may not be the shareholder(s) of the Company as the Board may decide, including anchor investors, if any, one or more of the members of the Company, eligible employees (through a reservation or otherwise), Hindu undivided families, foreign portfolio investors other than individuals, corporate bodies and family offices, registered alternative investment funds, foreign venture capital investors registered with SEBI, multilateral and bilateral development financial institutions, non-resident Indians, public financial institutions, scheduled commercial banks, state industrial development corporations, insurance companies registered with the Insurance Regulatory and Development Authority of India, provident funds, pension funds, the National Investment Fund, insurance funds set up by army, navy, or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India, Indian mutual funds registered with the SEBI, systemically important nonbanking finance companies, trusts / societies registered under the Societies Registration Act, 1860, as amended, Indian public, bodies corporate, companies (private or public) or other entities, authorities, and to such other persons, including retail individual bidders

eligible to invest in equity shares and / or any other category of investors as may be permitted to invest under Applicable Laws by way of the Issue, in one or more combinations thereof, whether through the Issue or otherwise in one or more modes or combinations thereof, through an offer document, offering circular, prospectus and/or an information memorandum, if any, in one or more tranches in consultation with the BRLM and/or underwriters and/or the stabilizing agent and/or other advisors or such persons appointed for the Issue and on such terms and conditions as may be finalised by the Board in consultation with the BRLM through an offer document, prospectus and/or an offering memorandum, as required, and that the Board in consultation with the BRLM may finalise all matters incidental thereto as it may in its absolute discretion think fit.

RESOLVED FURTHER THAT subject to the approval of shareholders, in accordance with Applicable Laws, the Board be and is hereby authorized on behalf of the Company to make available for allocation a portion of the Issue to any category(ies) of persons permitted under Applicable Laws, including without limitation, of eligible employees (the “**Reservation**”) or to provide a discount to the issue price to retail individual bidders or eligible employees (the “**Discount**”); and to take any and all actions in connection with any Reservation or Discount as the Board may think fit or proper in its absolute discretion, including, without limitation, to negotiate, finalize and execute any document or agreement, and any amendments, supplements, notices or corrigenda thereto; seek any consent or approval required or necessary; give directions or instructions and do all such acts, deeds, matters and things as the Board may, from time to time, in its absolute discretion, think necessary, appropriate, or desirable; and settle any question, difficulty, or doubt that may arise with regard to or in relation to the foregoing.

“**RESOLVED FURTHER THAT** subject to the approval of shareholders in a general meeting, in accordance with the provisions of Sections 23, 62(1)(c), 42 and any other applicable provisions, if any, of the Companies Act, 2013, in-principle approval of the Board is hereby accorded to allot such number of Equity Shares as may be decided by it as permitted under Applicable Laws, to certain investors prior to filing of the red herring prospectus with SEBI (“**Pre-FPO Placement**”), at such other price as the Board may, determine, in consultation with the BRLM, underwriters, placement agents and / or other advisors, in light of the then prevailing market conditions and in accordance with the Companies Act, 2013, the SEBI ICDR Regulations and other applicable laws, regulations, policies or guidelines. In the event of happening of Pre-FPO Placement, the size of the Issue would be reduced to the extent of Equity Shares issued under Pre-FPO Placement.”

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Equity Shares pursuant to the issue, the Board be and is hereby authorised on behalf of the Company to seek listing of any or all of such Equity Shares on the Stock Exchanges.

RESOLVED FURTHER THAT the Equity Shares issued or transferred pursuant to the issue shall be subject to the Memorandum of Association and the Articles of Association of

the Company, as applicable and shall rank *pari passu* in all respects with the existing Equity Shares of the Company including rights in respect of dividend.

RESOLVED FURTHER THAT all monies received out of the Issue shall be transferred to a separate bank account referred to in Section 40(3) of the Companies Act, 2013, and application monies received pursuant to the Issue shall be refunded within such time, as specified by SEBI and in accordance with applicable law, or the Company shall pay interest on failure thereof, as per applicable law.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions and any transfer of Equity Shares pursuant to the Issue, the Board and any other committee thereof, in consultation with the BRLM, be and is hereby authorized to determine the terms of the Issue including the class of investors to whom the Equity Shares are to be transferred, the number of Equity Shares to be transferred, issue price, premium amount, discount (as allowed under Applicable Laws), listing on one or more Stock Exchanges in India as the Board in its absolute discretion deems fit and do all such acts, deeds, matters and things and to negotiate, finalize and execute such deeds, documents agreements and any amendment thereto, as it may, in its absolute discretion, deem necessary, proper or desirable including arrangements with BRLM, underwriters, escrow agents, legal advisors, etc., to approve incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Issue and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise, in regard to the offering, issuance, allotment of the Equity Shares and such other activities as may be necessary in relation to the Issue and to accept and to give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as it may, in its absolute discretion, deem fit and proper in the best interest of the Company and the Issue, without requiring any further approval of the members and that all or any of the powers conferred on the Company and the Board pursuant to these resolutions may be exercised by the Board or such Committee thereof as the Board may constitute in its behalf.”

RESOLVED FURTHER THAT subject to compliance with Applicable Laws, such Equity Shares as are not subscribed may be disposed of by the Board in consultation with the BRLM to such persons and in such manner and on such terms as the Board in its absolute discretion thinks most beneficial to the Company including offering or placing them with banks/financial institutions/investment institutions/mutual funds /bodies corporate/such other persons or otherwise.

RESOLVED FURTHER THAT in connection with any of the foregoing resolutions, the members of the Board and such other persons as may be authorized by the Board, on behalf of the Company, be and are hereby severally or jointly authorized to execute and deliver any and all other documents, papers or instruments, issue and provide certificates and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in

order to carry out the purposes and intent of the foregoing resolutions for the Issue; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.

RESOLVED FURTHER THAT a copy of the above resolution, certified to be true by any Director or Company Secretary, be forwarded to concerned authorities for necessary actions.”

Registered Office:

Vimlanchal Hari Nagar,
Aligarh, Uttar Pradesh- 202001, India
CIN: L34109UP1994PLC016359
Tel. No. 079-26304241/26305751
Website: <https://www.pavna.in/>
E-mail: cs@pavnagroup.com

**By the Order of Board of Director
For Pavna Industries Limited**

Place: Aligarh
Date: 11/10/2023

-SD/-
Swapnil Jain
Managing Director
DIN: 01542555

Notes:

1. The explanatory statement and reasons for the proposed resolution pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("The Rules") setting out material facts is annexed herewith and forms part of this notice.
2. The Board has appointed Mr. Shantanu Jain, S.B. Jain and Associates (Advocate), as the scrutinizer ("**Scrutinizer**") for conducting the Postal Ballot / e-voting process in a fair and transparent manner.
3. This Postal Ballot Notice is being sent to the members whose names appear on the register of members / list of beneficial owners as received from the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on October 11, 2023. A person who is not a member as on the cut-off date should treat this Postal Ballot Notice for informational purposes only.
4. The Postal Ballot Notice is being sent to /published/displayed for all the Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") as on October 11, 2023 in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and Ministry of Corporate Affairs, Government of India's General Circular No. 17/2020, General Circular No. 19/2021 and General Circular No. 20/2021.
5. Members may note that this Postal Ballot Notice will also be available on the Company's website i.e. <https://www.pavna.in/>
6. Resolutions passed by the members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the members.
7. In compliance with provisions of Section 108 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws, and General Circular Nos. 14/2020 and 17/2020 dated 8th April 2020 and 13th April 2020, General Circular No. 19/2021 and General Circular No. 20/2021 dated 08.12.2021 respectively issued by the Ministry of Corporate Affairs (MCA) the Company is pleased to offer e-voting facility to its Members holding equity shares as on October 11, 2023 being the cut-off date, to exercise their right to vote electronically on the above resolution.
8. The voting rights for the Equity Shares of the Company are one vote per equity share, registered in the name of the member. The voting rights of the members shall be in proportion to the percentage of paid-up share capital of the Company held by them, which

will be determined on the basis of the paid-up value of shares registered in the name of each member as on October 11, 2023.

9. In compliance with Sections 108 and 110 of the Act and the rules made thereunder, the Company has provided the facility to members to exercise their votes electronically and to vote on all resolutions through the e-voting service facility arranged by NSDL. The instructions for electronic voting are annexed to this Postal Ballot Notice. Members cannot exercise votes by proxy, though corporate and institutional members shall be entitled to vote through their authorized representatives with proof of their authorization.

10. The Scrutinizer will submit his report to the Managing Director or any other person authorized by the Managing Director after the completion of scrutiny, and the result of the voting by Postal Ballot will be announced by the Managing Director or any director of the Company duly authorized, on or before November 17, 2023 and will also be displayed on the Company website <https://www.pavna.in/> and will be intimated to the Stock Exchanges where the shares of the Company are listed i.e. National Stock Exchange of India Limited-SME in accordance with the provisions of SEBI Listing Regulations.

11. Members can also contact to Mrs. Charu Singh, Company Secretary and Compliance Officer of the company to resolve any grievances with regard to voting by Postal Ballot. Address: - Pavna Industries Limited, Vimlanchal Hari Nagar, Uttar Pradesh-202001
Email Id: cs@pavnagroup.com ,Phone number – +91 8006409332.

14. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by Postal Ballot / e-voting.

15. Resolutions, if passed by the Members through postal ballot are deemed to have been duly passed on the last date specified for the e-voting i.e. November 15, 2023 in terms of Secretarial Standard – 2 on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India.

16. A member cannot exercise his vote by proxy on Postal Ballot.

17. The Scrutinizer's decision on the validity of the postal ballot shall be final and binding.

18. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the facility to the Members to exercise their votes electronically and vote on all resolutions through the e-voting service facility arranged by NSDL. The instructions for electronic voting are given in this Notice. **E-Voting will commence on October 17, 2023 at 9:00 a.m. and will end on November 15, 2023 at 5:00 p.m.** E-Voting shall not be allowed beyond the said time and date.

19. In accordance with Regulation 44 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Rule 22 of the Rules, the Company is pleased to offer

e-voting facility to shareholders through such e-voting system. Notice of this meeting has been sent to all the shareholders who have registered their e-mail id's with the Company or the Registrar and Transfer Agent/ Depository Participants. Necessary arrangements have been made by the Company with National Securities Depository Limited (NSDL) to facilitate e-voting as an alternate to the dispatch of Postal Ballot Forms.

A. VOTING THROUGH ELECTRONIC MEANS





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"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the

	<p>icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  App Store </div> <div style="text-align: center;">  Google Play </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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 https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 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 e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will

	authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
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 or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

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

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

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

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

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox.

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

Step 2: Cast your vote electronically 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.
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 with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Himali Singh at evoting@nsdl.co.in

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

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

Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102(1) AND 110 OF THE COMPANIES ACT, 2013

Item No. 1 & 2 Increased Authorised Share Capital of the Company:

Presently, the Authorised Share Capital of your Company is Rs. 15,00,00,000 (Rupees Fifteen Crores only) comprising of 1,50,00,000 (One Crore Fifty lakhs only) Equity Shares of Rs. 10 (Rupees Ten) each.

Considering the overall business growth and operational needs of the Company, the Company may propose to raise additional Capital. The proposed aforesaid increase of share capital would require increase in the Authorized Share Capital of the Company. Therefore, it is proposed to increase the Authorised Share capital of the Company from Rs. 15,00,00,000 (Rupees Fifteen Crores only) comprising of 1,50,00,000 (One Crore Fifty Lakhs Only) Equity Shares of Rs. 10 (Rupees Ten) each to Rs. 18,00,00,000 (Rupees Eighteen Crores only) comprising of 1,80,00,000 (One Crore Eighty Lakhs Only) Equity Shares of Rs. 10 (Rupees Ten) each.

Consequently, the existing Clause V of the Memorandum of Association needs to be altered accordingly. Therefore, the consent of the Members of the Company is being sought under the applicable provisions of the Companies Act, 2013. None of the Directors, Key Managerial Personnel and their Relatives is, in any way, concerned or interested in these Resolutions.

A draft of altered Memorandum with the aforesaid alterations, shall be available for inspection by the Members of the Company on any working day between 11.00 a.m. and 1.00 p.m. up to November 15, 2023, at the Registered Office of the Company.

Item No. 3 Raising of Capital through a Further Public Offering:

Board has approved to create, issue, offer and allot / transfer such number of Equity Shares by way of a fresh issue of Equity Shares through a further public offer subject to meeting the requisite prescribed criteria under the SEBI ICDR Regulations ("Equity Shares" and such further public offer, an "FPO" or "Issue"), for cash, either fully or partly paid, wherein calls are made in one of tranches, either at par or premium or discount such that the amount being raised in one or more tranches including pursuant to the Issue aggregates up to ₹ 200 crores (Rupees Two Hundred Crores Only) on October 11, 2023.

Subject to receipt of regulatory approvals and other approvals to the extent necessary, the Company proposes to undertake a further public offer of its equity shares of face value of ₹ 10 each of the Company (the "Equity Shares") by way of a fresh issue of Equity Shares (the "Offer") and listing of the Equity Shares on BSE Limited and National Stock Exchange of

India Limited in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”) and the Companies Act, 2013, and the rules made thereunder, as amended. The Company intends to undertake the Offer and list its Equity Shares at an opportune time in consultation the book running lead managers appointed for the Offer (the “BRLMs”) and other advisors to be appointed for the Offer and subject to applicable regulatory and other approvals, to the extent necessary.

The Company proposes to create, offer, issue and allot in the Offer such number of Equity Shares, for cash either at par or premium, partly or fully paid, such that the amount being raised pursuant to the Offer aggregates up to ₹ 200 crores on such terms and at such price and at such time as may be considered appropriate by the board of directors of the Company (the “Board”), or a duly authorized committee thereof, to the various categories of permitted investors, who may or may not be the shareholder(s) of the Company, in the further public offer by way of book building method under the SEBI Regulations. The Equity Shares, if any, allotted pursuant to the Offer shall rank in all respects pari passu with the existing equity shares of the Company.

The proceeds from the Offer will be utilised for purpose and objects, as may be decided by the Board (including any committee thereof) at a later date, including, among others, capital expenditure, repayment / pre-payment of borrowings, strategic acquisitions and investments and general corporate purpose. The Company, in accordance with applicable laws, may consider to make available for allocation a portion of the Offer or to provide a discount to the offer price to any category(ies) of persons permitted under applicable laws.

Further, the Company shall be entitled to take all decisions in relation to the Offer in accordance with applicable laws. The Company reserves the right, at its sole discretion, to modify or vary the terms and conditions of the participation of such shareholder(s) in the offer for sale, including where any relevant approvals are not obtained in a timely manner or at all. The Equity Shares to be issued pursuant to the Offer are proposed to be listed on BSE Limited and National Stock Exchange of India Limited (together, the “Stock Exchanges”).

In view of the above and in terms of Section 62(1)(c), and other applicable provisions of the Companies Act, 2013 and the rules and regulations made thereunder, each as amended, the approval of the shareholders of the Company is sought through a special resolution. The Company will not make an offer of Equity Shares to the Promoters of the Company in the Offer. However, the key managerial personnel of the Company may apply for the Equity Shares in the various categories under the Offer in accordance with the SEBI ICDR Regulations. Other than through their participation in the Offer as mentioned above, none of the directors or key managerial personnel of the Company or the relatives of the said persons are interested in the said resolution. No change in control of the Company or its management of its business is intended or expected pursuant to the Offer.

Registered Office:

By the Order of Board of Director



CIN - L34109UP1994PLC016359, GSTIN - 09AACCP0664L1Z6, PAN - AACCP0664L

+91 8006409330

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CIN: L34109UP1994PLC016359
Tel. No. 079-26304241/26305751
Website: <https://www.pavna.in/>
E-mail: cs@pavnagroup.com

For Pavna Industries Limited

Place: Aligarh
Date: 11/10/2023

Sd/-
Swapnil Jain
Managing Director
DIN: 01542555