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Encl: Scrutinizer Report



SCRUTINIZER'S REPORT

To,

Date: 30.09.2023

The Chairman

PAVNA INDUSTRIES LIMITED

Vimlanchal Hari Nagar,

Aligarh, Uttar Pradesh- 202001, India

In reference to the 29th Annual General Meeting of shareholders of Pavna Industries Limited, (hereinafter referred to as "Company") held on **29th September 2023** at Pavna International School, Aligarh-Agra Highway, Near Mangalayatan Mandir, Aligarh, Uttar Pradesh – 202001, I, **Nitin Jain**, have been appointed as the Scrutinizer to conduct and scrutinize the E-voting process in a fair and transparent manner in respect of all the Resolutions as circulated/stated in the AGM Notice dated **02nd September 2023** ('Notice').

In compliance with the provisions of Sections 108 and other applicable provisions, if any, of the Companies Act, 2013 and other applicable laws, rules and regulations, to transact the business as per the AGM Notice, the Company had provided a facility for remote e-voting to all the Members of the Company to enable them to cast their votes only through electronic means on the items mentioned in the Notice. The company is not required to provide mandatorily to its members the electronic facility to exercise their right to vote at the AGM. In terms of 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. The Company has engaged the services of its Registrars and Transfer Agents viz. National Securities Depository Limited ("NSDL") as the Electronic Voting Service Provider hereinafter referred to as "NSDL" or "EVSP" or "RTA" who had made necessary arrangements to facilitate E-voting by the shareholders of the Company on their website <https://www.evoting.nsdl.com/>.

Accordingly, the Company had sent the AGM Notice including all the requisite information required to cast the vote, in electronic form only to all its 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 September 22, 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.

In order to facilitate those members who had not yet registered their e-mail addresses, a proper procedure was laid down for the shareholders to get their email addresses registered with the RTA so that they could also participate in the E-voting facility extended by the Company. The Company and the EVSP had uploaded the Notice together with the explanatory statement on their respective websites viz.





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www.pavna.in and www.evoting.nsdl.com and Electronic Voting Event Number "125913" ('EVEN') was generated for casting the votes through E-voting mode.

The Company and the EVSP have complied with, all the necessary formalities specified under the Act, the Rules, and the Circulars issued in this regard. The aforesaid AGM Notice was sent to all the Members of the Company through e-mail who had registered their e-mail addresses.

The Management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules there under, and SEBI Listing Regulations relating to the items being placed for approval of the members through postal ballot by e- voting.

My responsibility as the Scrutinizer of the voting process (through E-voting), was restricted to scrutinizing the E-voting process, in a fair and transparent manner and preparing a Scrutinizer's Report of the votes cast in favour and against the resolutions stated in the Notice, based on the reports generated from the E-voting system provided by EVSP.

The E-voting period commenced on **Tuesday, September 26, 2023 (from 9.00 a.m. IST)** and ended on **Thursday, September 28, 2023 (at 5.00 p.m. IST)**. The members who were the members of the company on the "cut-off" date i.e., September 22, 2023, were entitled to vote on the resolutions as set out in the notice of the 29th AGM of the Company.

The items for which approval of the Members of the Company was sought as stated in the Notice are mentioned hereunder: -

S.No.	Type of Resolution	Description of Resolution
1.	Ordinary Resolution	To receive, consider and adopt the Standalone and consolidated Audited Balance Sheet as at March 31, 2023 and the Profit and Loss Account for the year ended on that date together with the Schedules thereon, along with the Reports of the Directors and Auditors thereon.
2.	Ordinary Resolution	To re-appoint Mrs. Priya Jain (DIN: 03355623), who retires by rotation at this Annual General Meeting and being eligible, offers herself for re-appointment.
3.	Ordinary Resolution	Appointment of Mr. Dhruv Jain (DIN:09835701) as an Independent Director of the Company
4.	Ordinary Resolution	Appointment of Mrs. Priyanka Moondra Rathi (DIN: 09485101) as an Independent Director of the Company
5.	Ordinary Resolution	Appointment of Mrs. Himani Bhootra (DIN:09811030) as an Independent Director of the Company





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6.	Special Resolution	Re-Appointment of Mr. Achyutan and Ramchandra Mishra (DIN: 08940098) as an Independent Director of the Company
7.	Special Resolution	Disinvestment in Wholly Owned Subsidiary (Pavna Goyam Auto Private Limited) under Section 180(1)(a) of the Companies Act, 2013
8.	Special Resolution	Review and Approve the Related Party Transactions

SUMMARY OF VOTES CAST:

The E-voting process concluded at 5 p.m. on September 28, 2023. After the closure of the E-voting process, the votes cast through the E-voting facility were duly unblocked by me as a Scrutinizer. Since the E-voting facility was provided by NSDL, the details of the E-voting exercised by the Members were duly compiled by NSDL. The details of the E-voting, the compilation of the Register containing the statement of Member's name, DP Id Client Id and/or folio number, number of shares held, number of votes exercised, votes in favour, and votes against were generated by NSDL i.e. <https://www.evoting.nsdl.com/>, were duly scrutinized.

The details of results for the items placed for consideration and approval of the Members is given below:

Resolution No. 1- To receive, consider and adopt the Standalone and consolidated Audited Balance Sheet as at March 31, 2023 and the Profit and Loss Account for the year ended on that date together with the Schedules thereon, along with the Reports of the Directors and Auditors thereon **(Ordinary Resolution)**

(i) Voted in favour of the resolution:		
Number of members present and Voting (in person or by proxy)	Numbers of votes cast by them	% of total number of valid votes cast
27	11391100	100.00

(ii) Voted against the resolution:		
Number of members present and Voting (in person or by proxy)	Numbers of votes cast by them	% of total number of valid votes cast
1	1	100.00

(iii) Invalid Votes:	
Total Number of members (in person or by proxy) whose votes were declared invalid	Total numbers of votes cast by them





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0	0
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NOTE:

1. Votes cast in favour or against has been considered on the basis of number of shares held as on the cut-off date.
2. A Vote Cast In favour or against is calculated based on the Valid Votes cast through Remote E-voting

RESULT: -

As the number of votes cast in favour of the Resolution is more than the number of votes cast against, I report that the Ordinary Resolution as per Item No.1 as set forth in the AGM Notice has been passed by the Members with a requisite majority.

Resolution No. 2 - To re-appoint Mrs. Priya Jain (DIN: 03355623), who retires by rotation at this Annual General Meeting and being eligible, offers herself for re-appointment. **(Ordinary Resolution)**

(i) Voted in favour of the resolution:		
Number of members present and Voting (in person or by proxy)	Numbers of votes cast by them	% of total number of valid votes cast
26	11389525	96.45

(ii) Voted against the resolution:		
Number of members present and Voting (in person or by proxy)	Numbers of votes cast by them	% of total number of valid votes cast
1	1	100.00

(iii) Invalid Votes:	
Total Number of members (in person or by proxy) whose votes were declared invalid	Total numbers of votes cast by them
1	404000

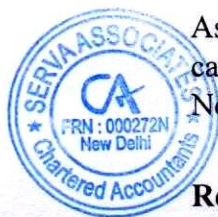
NOTE:

1. Votes cast in favour or against has been considered on the basis of number of shares held as on the cut-off date
2. A Vote Cast In favour or against is calculated based on the Valid Votes cast through Remote E-voting
3. In terms of SEBI (ICDR) Regulations, 2018, the votes casted by interested persons are categorized as "Invalid Votes".

RESULT: -

As the number of valid votes cast in favour of the Resolution is more than the number of votes cast against, I report that the Ordinary Resolution as per Item No. 2 as set forth in the AGM Notice has been passed by the Members with a requisite majority.

Resolution No. 3 - Appointment of Mr. Dhruv Jain (DIN: 09835701) as an Independent Director of the Company **(Ordinary Resolution)**





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(i) Voted in favour of the resolution:		
Number of members present and Voting (in person or by proxy)	Numbers of votes cast by them	% of total number of valid votes cast
26	11389525	99.96

(ii) Voted against the resolution:		
Number of members present and Voting (in person or by proxy)	Numbers of votes cast by them	% of total number of valid votes cast
1	1	100.00

(iii) Invalid Votes:	
Total Number of members (in person or by proxy) whose votes were declared invalid	Total numbers of votes cast by them
1	5000

NOTE:

1. Votes cast in favour or against has been considered on the basis of number of shares held as on the cut-off date
2. A Vote Cast In favour or against is calculated based on the Valid Votes cast through Remote E-voting
3. In terms of SEBI (ICDR) Regulations, 2018, the votes casted by interested persons are categorized as "Invalid Votes".

RESULT: -

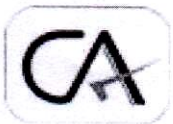
As the number of valid votes cast in favour of the Resolution is more than the number of votes cast against, I report that the Ordinary Resolution as per Item No. 3 as set forth in the AGM Notice has been passed by the Members with a requisite majority.

Resolution No. 4- Appointment of Mrs. Priyanka Moondra Rathi (DIN: 09485101) as an Independent Director of the Company (**Ordinary Resolution**)

(iv) Voted in favour of the resolution:		
Number of members present and Voting (in person or by proxy)	Numbers of votes cast by them	% of total number of valid votes cast
26	11389525	100.00

(v) Voted against the resolution:		
Number of members present and Voting (in person or by proxy)	Numbers of votes cast by them	% of total number of valid votes cast
1	1	100.00





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(vi) Invalid Votes:		
Total Number of members (in person or by proxy) whose votes were declared invalid	Total numbers of votes cast by them	
0	0	

NOTE:

1. Votes cast in favour or against has been considered on the basis of number of shares held as on the cut-off date
2. A Vote Cast In favour or against is calculated based on the Valid Votes cast through Remote E-voting

RESULT: -

As the number of votes cast in favour of the Resolution is more than the number of votes cast against, I report that the Ordinary Resolution as per Item No. 4 as set forth in the AGM Notice has been passed by the Members with a requisite majority.

Resolution No. 5- Appointment of Mrs. Himani Bhootra (DIN: 09811030) as an Independent Director of the Company (**Ordinary Resolution**)

(vii) Voted in favour of the resolution:		
Number of members present and Voting (in person or by proxy)	Numbers of votes cast by them	% of total number of valid votes cast
26	11389525	100.00

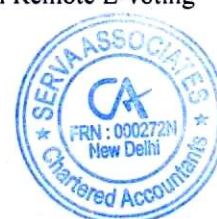
(viii) Voted against the resolution:		
Number of members present and Voting (in person or by proxy)	Numbers of votes cast by them	% of total number of valid votes cast
1	1	100.00

(ix) Invalid Votes:		
Total Number of members (in person or by proxy) whose votes were declared invalid	Total numbers of votes cast by them	
0	0	

NOTE:

1. Votes cast in favour or against has been considered on the basis of number of shares held as on the cut-off date
2. A Vote Cast In favour or against is calculated based on the Valid Votes cast through Remote E-voting

RESULT: -





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As the number of votes cast in favour of the Resolution is more than the number of votes cast against, I report that the Ordinary Resolution as per Item No. 5 as set forth in the AGM Notice has been passed by the Members with a requisite majority.

Resolution No. 6- Re-Appointment of Mr. Achyutan and Ramchandra Mishra (DIN: 08940098) as an Independent Director of the Company (**Special Resolution**)

(x) Voted in favour of the resolution:		
Number of members present and Voting (in person or by proxy)	Numbers of votes cast by them	% of total number of valid votes cast
26	11389525	100.00

(xi) Voted against the resolution:		
Number of members present and Voting (in person or by proxy)	Numbers of votes cast by them	% of total number of valid votes cast
1	1	100.00

(xii) Invalid Votes:	
Total Number of members (in person or by proxy) whose votes were declared invalid	Total numbers of votes cast by them
0	0

NOTE:

1. Votes cast in favour or against has been considered on the basis of number of shares held as on the cut-off date
2. A Vote Cast In favour or against is calculated based on the Valid Votes cast through Remote E-voting

RESULT: -

As the number of votes cast in favour of the Resolution is more than three times the number of votes cast against, I report that the Special Resolution as per Item No.6 as set forth in the AGM Notice has been passed by the Members with a requisite majority.

Resolution No. 7- Disinvestment in Wholly Owned Subsidiary (Pavna Goyam Auto Private Limited) under Section 180(1)(a) of the Companies Act, 2013 (**Special Resolution**)

(xiii) Voted in favour of the resolution:		
Number of members present and Voting (in person or by proxy)	Numbers of votes cast by them	% of total number of valid votes cast
27	11391100	100.00

(xiv) Voted against the resolution:
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Number of members present and Voting (in person or by proxy)	Numbers of votes cast by them	% of total number of valid votes cast
1	1	100.00

(xv) Invalid Votes:	
Total Number of members (in person or by proxy) whose votes were declared invalid	Total numbers of votes cast by them
0	0

NOTE:

1. Votes cast in favour or against has been considered on the basis of number of shares held as on the cut-off date
2. A Vote Cast In favour or against is calculated based on the Valid Votes cast through Remote E-voting

RESULT: -

As the number of votes cast in favour of the Resolution is more than three times the number of votes cast against, I report that the Special Resolution as per Item No.7 as set forth in the AGM Notice has been passed by the Members with a requisite majority.

Resolution No. 8- Review and Approve the Related Party Transactions (Special Resolution)

(xvi) Voted in favour of the resolution:		
Number of members present and Voting (in person or by proxy)	Numbers of votes cast by them	% of total number of valid votes cast
27	11391100	24.68

(xvii) Voted against the resolution:		
Number of members present and Voting (in person or by proxy)	Numbers of votes cast by them	% of total number of valid votes cast
1	1	100.00

(xviii) Invalid Votes:	
Total Number of members (in person or by proxy) whose votes were declared invalid	Total numbers of votes cast by them
4	8579560

NOTE:

1. Votes cast in favour or against has been considered on the basis of number of shares held as on the cut-off date
2. A Vote Cast In favour or against is calculated based on the Valid Votes cast through Remote E-voting
3. In terms of SEBI (ICDR) Regulations, 2018, the votes casted by interested persons are categorized as "Invalid Votes".

RESULT: -





I further report that Rule 22 of the Companies (Management and Administration) Rules, 2014 has been duly complied with and the records maintained by me including the data as obtained from NSDL, the Service Provider for the E-voting facility extended by them, and also the Registrar and Share Transfer Agent recording the consent or otherwise received from the Members, by E-voting which includes all the particulars of the Members such as the name, folio number/DP ID and Client ID, number of shares held, number of shares voted and number of shares assented, number of shares dissented, number of shares rejected, and other related data/papers are in my safe custody which will be handed over to the Company Secretary of the Company authorized by the Board for safekeeping.



Date: 29-09-2023
Place: DELHI
UDIN: 23506898BG R4HC6435

SWAPN Digitally signed by SWAPN, IAIN
DN: cn=, postalCode=202001, st=UTTAR PRADESH,
street=VIMLANCHAL, ALGABAR, HARI NAGAR,
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Date: 2023.09.10 16:46:10 AEST

Date: _____
Place: ALIGARH