

# NOTICE OF 31<sup>ST</sup> ANNUAL GENERAL MEETING

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## NOTICE

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

**NOTICE IS HEREBY GIVEN THAT THE 31<sup>ST</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF PAVNA INDUSTRIES LIMITED TO BE HELD AT PAVNA INTERNATIONAL SCHOOL, ALIGARH—AGRA HIGHWAY, NEAR MANGALAYATAN MANDIR, ALIGARH-204216, UTTAR PRADESH INDIA ON SEPTEMBER 24, 2025 WEDNESDAY AT 09:00 A.M TO TRANSACT THE FOLLOWING BUSINESS:**

### ORDINARY BUSINESS:

- 1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended on March 31, 2025 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.**

To consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:

“RESOLVED THAT the Audited Standalone and Consolidated Financial Statements of the Company comprising of the balance sheet as at March 31, 2025, the statement of profit and loss, cash flow statement and statement of equity, for the financial year ended on March 31, 2025, together with the notes thereto, report of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”

- 2. To re-appoint Mr. Sanjay Kumar Jain (DIN: 03008142), 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, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of section 152 of the Companies Act, 2013, Mr. Sanjay Kumar Jain (DIN: 03008142) who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a director of the company.

### SPECIAL BUSINESS:

- 3. To re-appoint M/s D Sagar & Associates, Practising Company Secretary (COP No.: 11547) as Secretarial Auditor of the Company**

To consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Regulation 24A (1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws, if any, the relevant circulars issued by SEBI (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) approval of the members of the Company be and is hereby accorded to the Board of the Company and pursuant to the recommendation of the Audit Committee and Board for re-appointment of M/s D Sagar & Associates, Practising Company Secretary (Certificate of Practice number: 11547) as Secretarial Auditor of the Company for an Audit period of 5 (five) consecutive years commencing from April 01, 2025 to March 31, 2030 at a remuneration and as per the terms and conditions as may be and out of pocket expenses incurred in connection with the aforesaid audit and other applicable taxes, as may be mutually agreed upon by them and Audit Committee/ Board of Directors.

**RESOLVED FURTHER THAT** approval of the Members of the Company be and is hereby accorded to the Board to delegate all or any of its powers herein conferred to any Committee of the Board and / or Director(s) and / or officer(s) / employee(s) of the Company to give effect to the aforesaid resolution and to sign and execute all such documents, contracts, agreements, deeds and writings and to do all such acts, deeds, matters and things as may be deemed necessary, expedient and incidental to give effect to the aforesaid resolution.”

#### **4. Approve the Related Party Transactions**

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

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and in terms of applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended till date, and pursuant to the consent of the Audit Committee and Board vide resolutions passed in their respective meetings,, approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) as entered by the company with the related parties within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations during Financial Year 2025-26 as per details set out under item no. 4 of the Explanatory Statement annexed to this Notice provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm’s length basis and in the ordinary course of business of the Company.

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”.

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

Sd/-  
**Swapnil Jain**  
**Managing Director**  
**DIN:01542555**

**Date: August 30, 2025**

**Place: Aligarh**

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**Registered Office:** Vimlanchal, Hari nagar Aligarh, Uttar Pradesh-202001,India

**Corporate Office:** Sushayat Khurd Aligarh-Agra Road, Near Mangalayatan Mandir,  
Sasni, Hathras, Aligarh, Uttar Pradesh, India, 204216

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

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

## 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.:

**MUFG INTIME INDIA PRIVATE LIMITED,**  
 (Formerly Link Intime India Private Limited)  
 C-101, 1 Floor, 247 Park, L.B.S. Marg,  
 Vikhroli (West), Mumbai, Maharashtra, India, 400083  
 Tel: +91 22 4918 6270 / 810 811 6767  
 Fax No.: +91 22 4918 6767  
 Email: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)  
 Website: [www.linkintime.co.in](http://www.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 2024-25 will also be available on the Company's website [www.pavna.in](http://www.pavna.in) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, free of cost. For any communication, the shareholders may also send requests to the Company's designated email id: mail to:cs@pavnagroup.com

## 18. VOTING SYSTEM:

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

The remote e-voting period begins on Sunday, September 21, 2025 at 09:00 A.M. and ends on Tuesday, September 23, 2025 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. September 17, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 17, 2025.

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

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





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

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

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

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	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 "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

	<p>and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDEAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDEAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></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> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service</li> </ol>

	<p>Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

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

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

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

**B) Login Method for e-Voting for shareholders other than Individual shareholders holding**



## securities in demat mode and shareholders holding securities in physical mode.

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

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

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID 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](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

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

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

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

### **General Guidelines for shareholders**

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

the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to Mr. Kaushal Kumar at [evoting@nsdl.com](mailto:evoting@nsdl.com)

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

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

Statement Provided Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 And Para 1.25 Of Secretarial Standard on General Meetings (SS-2) Issued by the Institute of Company Secretaries of India:

<b>Name of Director</b>	<b>Mr. Sanjay Kumar Jain</b>
<b>DIN</b>	03008142
<b>Date of Birth &amp; Age</b>	24/12/1964
<b>Date of Appointment</b>	31/12/2021
<b>Qualifications</b>	He holds a master's degree in commerce from Rani Durgavati Vishwavidyalaya, Jabalpur.
<b>Expertise in specific Functional Areas</b>	He has more than three (3) decades of work experience.
<b>Terms and Conditions of Appointment/Re-appointment</b>	In terms of Sec 152(6) of the Companies Act, 2013 she is liable to retire by rotation and being eligible offer herself for re-appointment.
<b>List of outside Directorship held excluding Alternate Directorship and Private Companies.</b>	Nil
<b>Chairman/ Member of the Committee of the Board of Directors of the Company</b>	Refer to Director's Report
<b>Last drawn remuneration details along with Remuneration sought to be paid</b>	Entitled for sitting fees
<b>Relationship with other Directors and KMP</b>	Father of Mrs. Priya Jain (Executive Director)
<b>Shares in the Company as at 31<sup>st</sup> march, 2025</b>	Nil

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

### **ITEM NO.3**

In terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) ('LODR') Regulations, 2015, the Secretarial Auditor shall be appointed on the recommendation of the Board with the approval of shareholders of the Company.

Accordingly, the Board has recommended the re-appointment of M/s D Sagar & Associates, Practising Company Secretary (Certificate of Practice number: 11547), a peer reviewed firm as Secretarial Auditor of the Company for Audit period of 5 (five) consecutive years commencing from Financial year 2025-26 till Financial Year 2029-30 at a fee as mutually agreed between the parties, for the approval of shareholders. M/s D Sagar & Associates is a firm of Practising Company Secretaries are Maharashtra based Indian professionally managed and innovative corporate law service provider Peer reviewed firm, with a multi-disciplinary focus providing top quality professional Consultancy Services keeping in mind the client service mentality and the rapidly changing Indian business environment with strictest and highest quality of independence and ethical standards to our various clients. The firm provides professional services in the field of Corporate Laws, SEBI Regulations, FEMA Regulations including carrying out Secretarial Audit, Due Diligence Audits and Compliance Audits. The firm is Peer Reviewed by the Institute of Company Secretaries of India. M/s D Sagar & Associates confirmed that the firm has not incurred any disqualification and eligible to be appointed as Secretarial Auditor of the Company in terms of Regulation 24 (1A) of SEBI (LODR) Regulations, 2015. The services to be rendered by M/s D Sagar & Associates as Secretarial Auditor are within the purview of Regulation 24 (1B) of SEBI (LODR) Regulations, 2015 read with SEBI circular no. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024

None of the Directors and/ or Key Managerial Personnel of the Company and/ or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3.

The Board of Directors of the Company recommends the passing of the resolution in Item No. 3 of the notice as an ordinary resolution.

### **ITEM NO.4**

Section 188 of the Act and the applicable Rules framed thereunder provide that any Related Party Transaction will require prior approval of shareholders through resolution, if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company as per last audited financial statements of the Company.

The value of proposed aggregate transactions with following related parties are likely to exceed the said threshold limit, as specified for the F.Y 2025-26.

Hence, approval of the shareholders is being sought for the said Related Party Transaction(s) to be entered into by your Company with following related parties in the financial year 2025-26.



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

S.No.	Particulars	A	B	C	D	E	F	G	H
1	Name of the Related Party	<b>Swapnil Switches Private Limited (SSPL)</b>	<b>Pavna Auto Engineering Private Limited (PAEPL)</b>	<b>Pavna Sunworld Autotech Private Limited (PSAPL)</b>	<b>Pavna Marketing Private Limited (PMPL)</b>	<b>PJ Wealth Management &amp; Consultant Private Limited (PWCPL)</b>	<b>Mr. Swapnil Jain</b>	<b>Mrs. Priya Jain</b>	<b>Mrs. Asha Jain</b>
2	Name of the Director or KMP who is related	Mrs. Asha Jain & Mrs. Priya Jain	Mr. Swapnil Jain, Mrs. Asha Jain and Mrs. Priya Jain	Mr. Swapnil Jain, Mrs. Asha Jain and Mrs. Priya Jain	Mr. Swapnil Jain, Mrs. Asha Jain and Mrs. Priya Jain	Mr. Swapnil Jain	Mr. Swapnil Jain, Mrs. Asha Jain and Mrs. Priya Jain	Mr. Swapnil Jain, Mrs. Asha Jain and Mrs. Priya Jain	Mr. Swapnil Jain, Mrs. Asha Jain and Mrs. Priya Jain
3	Nature of Relationship	SSPL is a subsidiary of PIL. It holds 50.74% shares in SSPL. SSPL and PIL have the common Promoter and Director	PAEPL is a subsidiary. PIL holds 50.74% shares in PAEPL. PAEPL and PIL have the common Promoter and Director	PSAPL is a subsidiary. PIL holds 71.50% shares in PSAPL. PSAPL and PIL have the common Promoter and Director	PMPL is a wholly-owned subsidiary of PIL. PMPL and PIL have the common Promoter and Director	PWCPL is a Group Company of PIL. PWCPL and PIL have the common Promoter and Director	Mr. Swapnil Jain is the Managing Director of PIL.	Mr. Priya Jain is the Managing Director of PIL.	Mr. Priya Jain is the Managing Director of PIL.
4	Nature, material terms, monetary value and particulars of the contract or arrangement	1. Contract for purchase of Switch parts from SSPL is on continuous basis. Monetary value of proposed	1. Contract for purchase of Motor Vehicles parts from PAEPL is on continuous basis. Monetary value of proposed	1. Contract for sale of Casting and Plastic parts from PAEPL is on continuous basis. Monetary value of proposed	1. Contract for purchase of Finished Goods from PMPL is on continuous basis. Monetary	Loan is taken by PIL from PWCPL of Rs.20 Crores. Interest rate-As charged in compliance with the provisions of	Loan is taken by PIL from Mr. Swapnil Jain of Rs.10 Crores. Interest rate-As charged in compliance	Loan is taken by PIL from Mr. Priya Jain of Rs.10 Crores. Interest rate-As charged in compliance with the	1.Loan is taken by PIL from Mr. Asha Jain of Rs.10 Crores. Interest rate-As charged in compliance with the provisions of Companies Act, 2013.Nature-

	and maximum permissible Limit per annum	value of proposed aggregate transactions during financial year 2025-26 is expected to be Rs. 15(fifteen) Crores. 2.Contract for sale of Lock parts from SSPL is on continuous basis. Monetary value of proposed aggregate transactions during financial year 2025-26 is expected to be Rs. 15(fifteen) Crores.The above transactions will be at arm's length price and in the ordinary course of business.	aggregate transactions during financial year 2025-26 is expected to be Rs. 25(Twenty-five) Crores. 2.Contract for sale of Lock parts from PAEPL is on continuous basis. Monetary value of proposed aggregate transactions during financial year 2025-26 is expected to be Rs. 40(Forty) Crores.The above transactions will be at arm's length price and in the ordinary course of business.	aggregate transactions during financial year 2025-26 is expected to be Rs. 8 (Eight) Crores. 2. Purchase of Rs.8 (Eight) Crores.The above transactions will be at arm's length price and in the ordinary course of business.	value of proposed aggregate transactions during financial year 2025-26 is expected to be Rs. 20 (Twenty) Crores.The above transactions will be at arm's length price and in the ordinary course of business. 2. Contract for sale of Finished Goods from PMPL is on continuous basis. Monetary value of proposed aggregate transactions during financial year 2025-26 is expected to be Rs. 40 (Forty) Crores.	Companies Act, 2013.Nature- Unsecured. Tenure- Five Years.	with the provisions of Companies Act, 2013.Nature- Unsecured. Tenure- Five Years.	provisions of Companies Act, 2013.Nature- Unsecured. Tenure- Five Years.	Unsecured. Tenure- Five Years. 2. Building Rent- Rs.0.20 Crores per annum. 3.Trademark Royalty- Upto Rs.1.20 Crores per annum. 4.Lease Rent-Upto Rs.1.50 Crores per annum.
5	Justification for Related Party Transactions	PIL will leverage SSPL's strengths in sourcing Switch Parts at competitive prices. SSPL will leverage PIL's strength in sourcing of Lock Parts at competitive prices.	PIL will leverage PAEPL's strengths in sourcing Motor Vehicles Parts at competitive prices. PAEPL will leverage PIL's strength in sourcing of Lock Parts at competitive prices.	PIL will leverage PSAPL's strength in selling Casting and Plastic Parts at competitive prices.	PIL will leverage PMPL's strengths in selling Finished goods under Pavna Brand to distributors at competitive prices.	Loan is taken to cater to the Working Capital requirements of the Company	Loan is taken to cater to the Working Capital requirements of the Company	Loan is taken to cater to the Working Capital requirements of the Company	1.Loan is taken to cater to the Working Capital requirements of the Company.2.Building Rent is provided to Mrs. Asha Jain.3.Amount of royalty is given to Mrs.Asha Jain to use the Trademark registered in her name which is the identity of the Company.4. Lease Rent is provided to Mrs. Asha Jain

6	Date of Approval by the Board of Directors	26 <sup>th</sup> May, 2025	26 <sup>th</sup> May, 2025	26 <sup>th</sup> May, 2025	26 <sup>th</sup> May, 2025	26 <sup>th</sup> May, 2025	26 <sup>th</sup> May, 2025	26 <sup>th</sup> May, 2025	26 <sup>th</sup> May, 2025
7	Date of Approval by the Audit Committee	26 <sup>th</sup> May, 2025	26 <sup>th</sup> May, 2025	26 <sup>th</sup> May, 2025	26 <sup>th</sup> May, 2025	26 <sup>th</sup> May, 2025	26 <sup>th</sup> May, 2025	26 <sup>th</sup> May, 2025	26 <sup>th</sup> May, 2025

The Board has recommended the resolution specified in Item No. 4 to be passed as Special Resolution.

None of the Directors, Key Managerial Personnel or their relatives except Mrs. Asha Jain, Mr. Swapnil Jain and Mrs. Priya Jain are concerned or interested in the proposed resolution as set out in Item No.4 of this Notice.

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

**Sd/-  
Swapnil Jain  
Managing Director  
DIN:01542555**

**Date: August 30, 2025**

**Place: Aligarh**

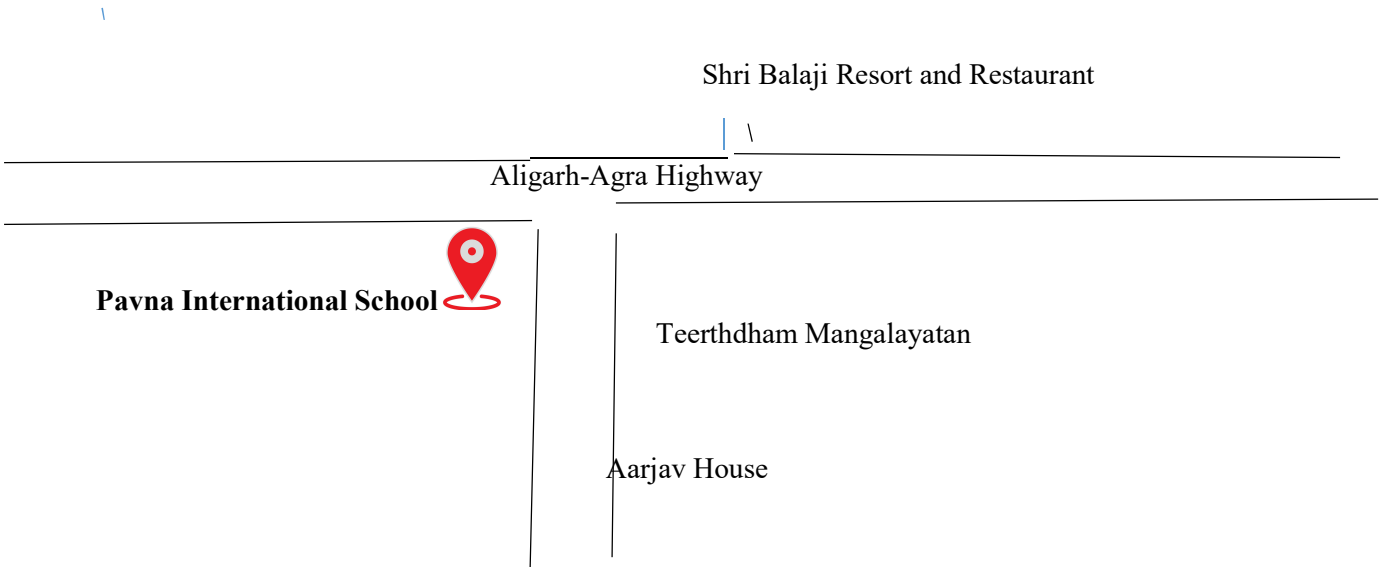
**Registered Office:** Vimlanchal, Hari nagar Aligarh, Uttar Pradesh-202001,India

**Corporate Office:** Sushayat Khurd Aligarh-Agra Road, Near Mangalayatan Mandir, Sasni, Hathras, Aligarh, Uttar Pradesh, India, 204216

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

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

**ROUTE MAP OF PAVNA INTERNATIONAL SCHOOL**



## ATTENDANCE SLIP

31<sup>ST</sup> ANNUAL GENERAL MEETING ON WEDNESDAY, 24<sup>TH</sup> SEPTEMBER, 2025

Client ID	
Name of Shareholder	
Address	
No. of Shares	

I hereby record my presence at the 31<sup>st</sup> Annual General Meeting of the Company at Pavna International School, Agra-Aligarh Highway near Mangalayatan Mandir, Aligarh-204216, Uttar Pradesh on Wednesday, 24<sup>th</sup> September, 2025 at 9.00 A.M.

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Shareholder / Proxy name in block letters

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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 31<sup>st</sup> Annual general meeting of the company, to be held on the Wednesday, 24<sup>th</sup> September, 2025 at 9.00 A.M. at Pavna International School, Aligarh and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr.No	Description.	No. of shares held	For	Against
1	To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended on March 31, 2025 and the Profit and Loss Account for the year ended on that date together with the Schedules thereon, along with the Reports of the Directors and Auditors thereon.			
2	To re-appoint Mr. Sanjay Kumar Jain (DIN: 03008142), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment			
3	To re-appoint M/s D Sagar & Associates, Practising Company Secretary (COP No.: 11547) as Secretarial Auditor of the Company			
4	Approve the Related Party Transactions			

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

Signature of shareholder

Signature of Proxy holder(s)

**Notes:** This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.