

September 26, 2024

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

Dear Sir/Ma'am,

Pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, please find attached herewith the Notice of Extra-Ordinary General Meeting (EGM) of the Company scheduled to be held on **ON WEDNESDAY, OCTOBER 23, 2024 WEDNESDAY AT 11:00 A.M AT PAVNA INTERNATIONAL SCHOOL, ALIGARH—AGRA HIGHWAY, NEAR MANGALAYATAN MANDIR, ALIGARH-202001, UTTAR PRADESH INDIA**

The remote e-voting period begins on Sunday, October 20, 2024 at 09:00 A.M. and ends on Tuesday, October 22, 2024 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. Wednesday, October 16, 2024, may cast their vote electronically.

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

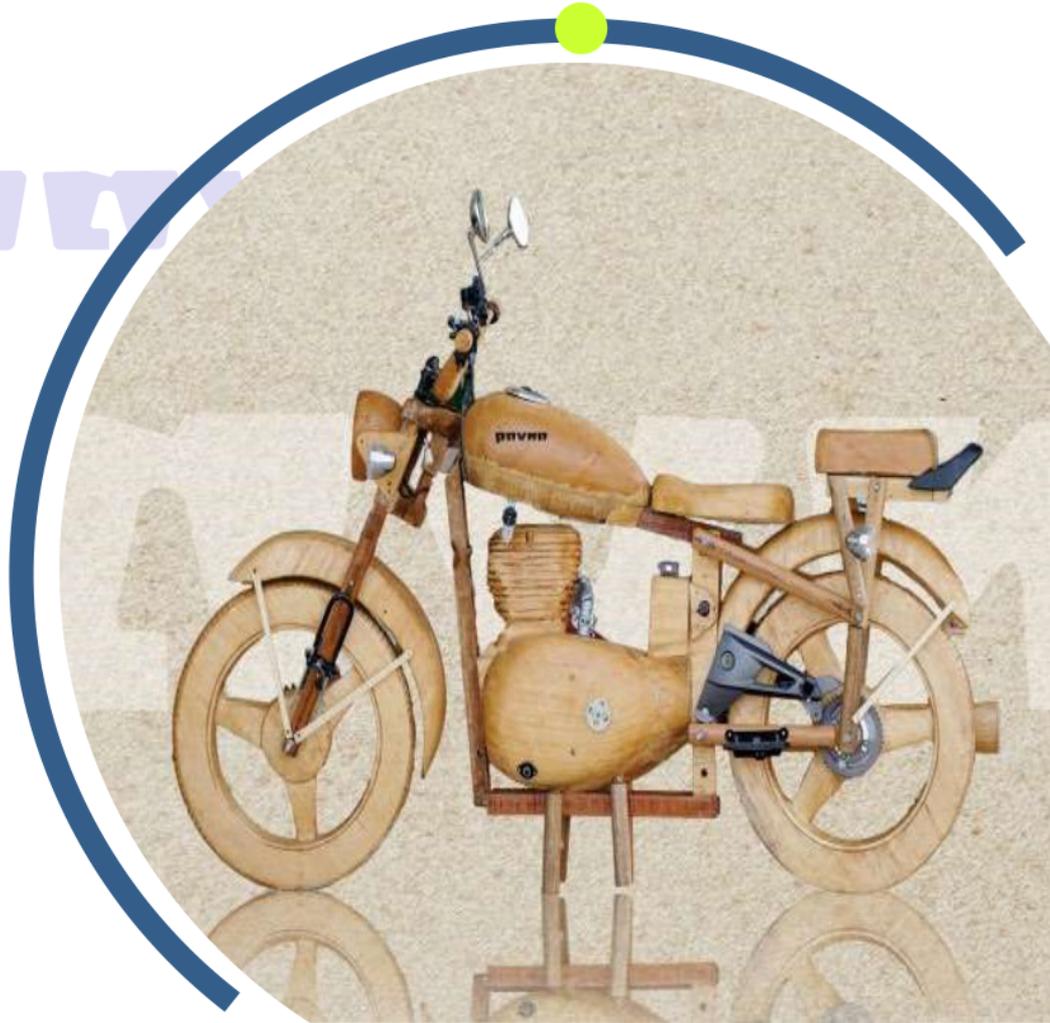
This is for your information and records.

For Pavna Industries Limited

Swapnil Jain
Managing Director
DIN:01542555

Encl: Notice of EGM

NOTICE OF EXTRA ORDINARY GENERAL MEETING



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

NOTICE IS HEREBY GIVEN THAT THE EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF PAVNA INDUSTRIES LIMITED TO BE HELD AT PAVNA INTERNATIONAL SCHOOL, ALIGARH—AGRA HIGHWAY, NEAR MANGALAYATAN MANDIR, ALIGARH-202001, UTTAR PRADESH INDIA ON WEDNESDAY, OCTOBER 23, 2024 WEDNESDAY AT 11:00 A.M TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

1. AMENDMENT IN OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

“RESOLVED THAT pursuant to Section 13, 15 and other applicable provisions read with the rules and regulations made there under including any amendment, re-enactment or statutory modification thereof, and subject to such other requisite approvals, if any, in this regard from appropriate authorities and terms(s), condition(s), amendment(s), modification(s), as may be required or suggested by any such appropriate authorities, and agreed to by the Board of Directors of the Company (hereinafter referred to as “Board” which term shall include any Committee), consent of the members be and is hereby accorded to amend Clause III (the Object Clause) of the Memorandum of Association of the Company in the following manner:

a) The following new clause shall be added as point (5) after the existing point (4) in main objects of the Clause III(A) of Memorandum of Association of the company:

(5) To engage in the aforementioned businesses, both within India and globally, and to acquire entities involved in similar or complementary sectors that align with the company’s objectives, either individually or in collaboration with other persons, companies or corporations and to enter into agreements and contracts, strategic alliances, business association, joint-ventures, partnerships or into any arrangement for sharing profits, union of interest, cooperation, reciprocal concession or other alike business propositions, with such person, firm, corporate or other entity carrying on or engaged in or about to carry on or engage in any business or transaction which this company is authorised to carry on or engage in or any business or undertaking or transaction which may seem capable of being carried on or conducted so as directly or indirectly to benefit the company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, proper or expedient to give effect to this resolution and for matters connected therewith or incidental thereto, and to deal with any matters, take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

2. ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Section 5, 8 and 14 of the Companies Act, 2013 read with the rules there under and all other applicable provisions, if any, of the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations, 2015”), or any other applicable laws for the time being in force and subject to all other necessary approvals, permissions, consents and sanctions, if required, of concerned statutory, regulatory and other appropriate authorities, if any, the consent of the Members of the Company be and is hereby accorded for alteration of the Article by inserting a new clause with the heading “Further issue of capital “after clause 91 to the Articles of Association of the company.

RESOLVED FURTHER THAT consequent to the above alterations, the below mentioned new clause shall be inserted following clause 91 to the Articles of Association of the company:

“92. Further issue of capital

- *The Board or the Company, as the case may be, may, in accordance with the Act and the Rules, issue further shares to –*
 - (a) *persons who, at the date of offer, are holders of equity shares of the Company; such offer shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person; or*
 - (b) *employees under any scheme of employees’ stock option; or*
 - (c) *any persons, whether or not those persons include the persons referred to in clause (a) or clause (b) above.*
- *A further issue of shares may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement, subject to and in accordance with the Act and the Rules and other applicable laws.*
- *The Company may from time to time issue sweat equity shares in compliance with Section 54 of the Act and other applicable laws.”*

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, proper or expedient to give effect to this resolution and for matters connected therewith or incidental thereto, and to deal with any matters, take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution

3. PREFERENTIAL ISSUANCE OF UPTO 23,77,000 (TWENTY THREE LAKHS SEVENTY SEVEN THOUSAND ONLY) EQUITY SHARES TO THE PERSONS BELONGING TO “NON-PROMOTER, PUBLIC CATEGORY”.

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

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Companies Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made

there under including any statutory modification(s) thereto or re-enactment thereof for the time being in force, enabling provisions in Memorandum and Articles of Association of the Company, provisions of the listing agreement executed with the Stock Exchanges, where the shares of the Company are listed ("Stock Exchange"), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India ("SEBI"), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), as amended, the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 ("Takeover Regulations") as amended, the Foreign Exchange Management Act, 1999 as amended and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Reserve Bank of India ("RBI"), Ministry of Corporate Affairs, SEBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, RBI, Stock Exchange, and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, on a preferential basis to persons belonging to 'Non-Promoter, Public Category', up to 23,77,000 (Twenty Three Lakhs Seventy Seven Thousand Only) Equity Shares of face value of Rs.10/- (Rupees Ten Only) each fully paid up, for cash, at an at an issue price of Rs. 505/- (Rupees Five Hundred and Five only) per equity share (including a premium of Rs. 495/- per share) higher than the floor price determined in accordance with the Regulation 164 of Chapter V of SEBI ICDR Regulations, payable in cash for aggregating amount of up to Rs. 120,03,85,000 /- (Rupees One Hundred Twenty Crores & Three Lakhs Eighty Five Thousand Only) on such further terms and conditions as detailed herein below, to the below mentioned persons ("Proposed Allottees");

S. No.	Name(s) of the Proposed Allottees	Investor Category	Maximum Equity Shares to be allotted
1	Sveltetech Technology Pvt. Ltd	Body Corporate	25,000
2	Nitin Ganpati Kulkarni	Individual	30,000
3	Indira Consultancy LLP	LLP	70,000
4	Vikas Kamal Jain	Individual	15,000
5	Rohit Gupta	Individual	1,00,000
6	Rajeev Tulshyan	Individual	1,00,000
7	Pooja Tulshyan	Individual	1,00,000
8	VUI Consultancy Private Limited	Body Corporate	50,000
9	Shrinivas Subrahmanyam Kantheti	Individual	10,000
10	Venkata Leetha Sravanthi Ummareddy	Individual	75,000
11	Gaddam Venkata Ramana Reddy	Individual	25,000
12	Sridevi Dinavahi Valli	Individual	10,000
13	Veeranna Sajjanar	Individual	20,000
14	Abhuri Shashi Kanthi	Individual	5,000
15	Chhotelal Upadhyay	Individual	20,000
16	Sandeep Murlilal Singhania	Individual	5,000
17	Rakesh Tulshyan	Individual	20,000
18	Shah Avneet Abhay	Individual	5,000
19	Hemant Nanji Dedhia	Individual	5,000

20	Hemen Ratilal Shah	Individual	5,000
21	Sayariben Uttamchand Jain	Individual	5,000
22	Raghvendra Kedia	Individual	5,000
23	Forbes EMF	FPI/FII	5,00,000
24	Shweta Oswal	Individual	1,00,000
25	Raj Bhadur Sharma	Individual	1,02,000
26	Kavish Kalra	Individual	20,000
27	Aparna Kalra	Individual	10,000
28	Tajwant Kalra	Individual	20,000
29	Dr. Ajay Jain	Individual	21,000
30	Krishna Jain	Individual	21,000
31	Chetan Jain	Individual	7,000
32	Anjali Jain	Individual	14,000
33	Sumit Jain	Individual	5,100
34	Sambhav Kumar Jain	Individual	5,100
35	Neelu Jain	Individual	5,100
36	Preeti Jain	Individual	5,100
37	Anurag Jain	Individual	5,100
38	Vineet Khandelwal	Individual	8,000
39	Vijay Kumar Khandelwal	Individual	8,000
40	Veena Khandelwal	Individual	8,000
41	Shreya Bhandia	Individual	21,000
42	Geetika Singh	Individual	16,000
43	Vivek Lodha	Individual	10,000
44	Vigyan Lodha	Individual	10,000
45	Vinod Lodha	Individual	10,000
46	Naresh Kumar Bhargav	Individual	10,000
47	Priyanka Chaudhary	Individual	10,500
48	Priyank Gupta	Individual	6,000
49	Trapti Jain	Individual	6,000
50	Surendar Kumar Jain	Individual	5,000
51	Abhishek Malpani	Individual	4,100
52	Sudarshan Rajendra Malpani	Individual	6,100
53	Rajesh Kumar Jain	Individual	5,000
54	Dhruv Jain	Individual	5,000
55	Saumik Ketan Doshi	Individual	20,000
56	Nova global Opportunities fund PCC-Touchstone	FPI/FII	5,00,000
57	AVA Paisa Growth Private Limited	Body Corporate	26,800
58	Raj Narendra Mehta (HUF)	HUF	30,000
59	Rajvati Devi	Individual	4,000
60	Harish Kumar Sharma	Individual	1,00,000
61	Shailendra Kumar Soni	Individual	2,000
Total			23,77,000

RESOLVED FURTHER THAT the 'Relevant Date', as per the provisions of Chapter V of the SEBI ICDR Regulations for the purpose of determining the minimum issue price of the Equity Shares proposed to be allotted to the above mentioned allottees is Monday, September 23, 2024 (i.e. being the date, which is 30 days prior to the date of passing of this resolution being the date of Extra-Ordinary General Meeting i.e. Wednesday, October 23, 2024).

RESOLVED FURTHER THAT the Equity Shares to be issued to the Proposed Equity Allottee(s) in the preferential issue shall be listed on the Stock Exchange where the existing Equity Shares are listed.

RESOLVED FURTHER THAT the Board or any committee thereof, be and is hereby authorized to make an offer to the Proposed Equity Allottee (s) through private placement offer cum application letter in Form PAS-4 as prescribed under the Companies Act after passing of this shareholders' resolution with a stipulation that the allotment would be made only upon receipt of in-principle approval from the Stock Exchange(s), receipt of the consideration as aforesaid and within the timelines prescribed under the applicable laws.

RESOLVED FURTHER THAT the aforesaid issue of Equity Shares shall be subject to the following terms and conditions:

- The proposed allottees shall be required to bring in 100% of the consideration, for the Equity Shares to be allotted, on or prior to the date of allotment thereof, from their respective bank account;
- The pre-preferential shareholding of the proposed allottees, if any and the equity shares to be allotted to the Proposed Allottees shall be under lock in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations;
- The Equity Shares so allotted to the Proposed Allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations, 2018 except to the extent and in the manner permitted thereunder;
- Allotment shall only be made in dematerialized form;
- The allotment of Equity Shares is proposed to be completed within a period of 15 days from the date of passing a Special Resolution by the members, provided that where the issue and allotment of said equity shares is pending on account of pendency of any approval for such issue and allotment by the Stock Exchange(s) and/or Regulatory Authorities, or Central Government, the issue and allotment shall be completed within the period of 15 days from the date of last such approval or within such further period/s as may be prescribed or allowed by the SEBI, the Stock Exchange(s) and/or Regulatory Authorities etc.
- The Equity Shares proposed to be issued shall rank pari-passu with the existing Equity Shares of the Company in all respects and that the Equity Shares so allotted shall be entitled to the dividend declared and/or any other corporate action/benefits, if any, for which the book closure or the record date falls subsequent to the allotment of equity shares.
- The issue and allotment of Equity Shares shall be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT subject to any applicable statutory approval(s) or permission(s), if required, the aforesaid approval accorded by the members of the Company, shall not become infructuous in its entirety for the mere reason that if any of the above Proposed Allottee(s) is/are held either ineligible or disqualified or otherwise failed to comply with any of the statutory requirement including the terms of this approval by members; and the Board/Committee(s) of the Board may, in the best interest of the Company, give effect to this resolution after eliminating the name(s) of such Proposed Allottee(s).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company and/or any Committee constituted by the Board for this purpose and/or Executive Director and/or KMP of the Company be and are hereby authorized severally on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient, including without limitation to make application to Stock Exchange(s) for obtaining of in-principle approval, listing of shares, opening of one or more bank accounts in the name of the Company, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said equity shares, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders.

RESOLVED FURTHER THAT in connection with any of the foregoing resolutions, the Board of Directors/Committee(s) of the Board and/or Executive Director and/or KMP of the Company be and are hereby severally authorized to execute and deliver any and all other documents, papers 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 preferential 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 for the purpose of giving effect to this Resolution, the Board of Directors of the Company be and is hereby authorized severally to settle any question, difficulty or doubt that may arise in this regard and also to delegate to the extent permitted by law, all or any of the powers herein conferred to any committee of directors or the Executive Director or any director(s) or any other Key Managerial Personnel or any other officer(s) of the Company."

4. PREFERENTIAL ISSUANCE OF UP TO 40,00,000 (FORTY LAKHS ONLY) FULLY CONVERTIBLE WARRANTS ("WARRANTS") ON PREFERENTIAL BASIS TO THE PERSON BELONGING TO "PROMOTER/PROMOTER GROUP"

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

"RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 {including any statutory modification(s) or re-enactment(s) thereof, for the time being in force} (hereinafter referred to as the "**Act**"), and in accordance with the provisions of Memorandum and Articles of Association of the Company, Uniform Listing Agreements entered into by the Company with the stock exchanges where the shares of the Company are listed ("**Stock Exchanges**"), the Rules, Regulations and Guidelines issued by the Securities and Exchange Board of India ("**SEBI**") including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**ICDR Regulations**"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 ("**Takeover Regulations**") as amended, the Foreign Exchange Management Act, 1999 as amended and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Reserve Bank of India ("**RBI**"), Ministry of Corporate Affairs, SEBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the

Government of India, SEBI, RBI, Stock Exchange(s), and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, on a preferential basis, up to 40,00,000 (Forty Lakhs Only) Fully Convertible Warrants ("Warrants"), to the person belonging to "Promoter/Promoter Group", at an issue price of Rs. 505/- (Rupees Five Hundred and Five only) per warrant higher than the floor price determined in accordance with the Regulation 164 of Chapter V of SEBI ICDR Regulations, payable in cash for aggregating amount of up to Rs. 202,00,00,000/- (Rupees Two Hundred and Two Crores Only), on such further terms and conditions as detailed herein below, to the below mentioned person ("Proposed Allottee"):

S. No.	Name of the Proposed Allottees	Category	Warrants Quantity*
1	Asha Jain	Promoter	18,00,000
2	Swapnil Jain	Promoter	11,00,000
3	Priya Jain	Promoter Group	11,00,000
Total			40,00,000

RESOLVED FURTHER THAT the 'Relevant Date', as per the provisions of Chapter V of the SEBI ICDR Regulations for the purpose of determining the minimum issue / exercise price of Warrants / Equity Shares to be allotted on conversion of Warrants, shall be Monday, September 23, 2024 (i.e. being the date, which is 30 days prior to the date of passing of this resolution being the date of Extra-Ordinary General Meeting i.e. Wednesday ,October 23, 2024).

RESOLVED FURTHER THAT Warrants shall be convertible into equivalent number of fully paid-up equity shares of face value of Rs. 10/- (Rupees Ten Only) each ("**Equity Shares**") at the option of Proposed Allottees, in one or more tranches, within 18 (eighteen) months from the date of allotment of such Warrants, on such further terms and conditions as may be finalized by the Board.

RESOLVED FURTHER THAT the Equity Shares proposed to be so allotted upon conversion of Warrants shall rank *pari-passu* in all respects including as to dividend, with the existing fully paid-up Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each of the Company, subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT issue of Warrants and Equity Shares to be allotted on exercise of Warrants shall be subject to the following terms and conditions:

- a) Each Warrant held by Proposed Allottees shall entitle them to apply for and obtain allotment of one Equity Share at any time after the date of allotment but on or before the expiry of 18 months from the date of allotment of Warrants ("**Warrant Exercise Period**").
- b) The Proposed Allottee(s) shall, on or before the date of allotment of Warrants, pay an amount equivalent to at least 25% of the Warrant Issue Price fixed per Warrant in terms of the SEBI ICDR Regulations which will be kept by the Company to be adjusted and appropriated against

the Warrant Issue Price of the Equity Shares. The balance 75% of the Warrant Issue Price shall be payable by the Warrant Holder at the time of exercising the Warrants.

- c) The pre-preferential shareholding, if any, of Proposed Allottees along with Warrants, being allotted and Equity Shares proposed to be allotted to Proposed Allottees pursuant to the conversion of Warrants, shall be under lock-in for such period as may be prescribed under Chapter V of ICDR Regulations.
- d) Warrants being allotted to Proposed Allottees shall not be sold, transferred, hypothecated or encumbered in any manner during the lock-in period provided under Chapter V of ICDR Regulations except to the extent and in the manner permitted there under.
- e) Warrants shall be issued and allotted by the Company only in dematerialized form within a period of 15 days from the date of passing a Special Resolution by the members, provided that where the issue and allotment of said warrants is pending on account of pendency of any approval for such issue and allotment by the Stock Exchange(s) and/or Regulatory Authorities, or Central Government, the issue and allotment shall be completed within the period of 15 days from the date of last such approval or within such further period/s as may be prescribed or allowed by the SEBI, the Stock Exchange(s) and/or Regulatory Authorities etc.
- f) Warrants and Equity Shares to be issued and allotted by the Company upon exercise of Warrants shall, in each case, be in dematerialized form.
- g) The consideration for allotment of Warrants and/or Equity Shares arising out of exercise of such Warrants shall be paid to the Company from the bank account of the Proposed Allottee(s).
- h) Upon exercise of the option to convert the convertible Warrants within the tenure specified above, the Company shall ensure that the allotment of equity shares pursuant to exercise of the convertible Warrants is completed within 15 days from the date of such exercise by the allottee of such warrants.
- i) In the event the Warrant Holder(s) do not exercise Warrants within the Warrant Exercise Period of 18 months from the date of allotment, the Warrants shall lapse and the amount paid shall stand forfeited by the Company.
- j) The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the Stock Exchanges in accordance with the Listing Regulations and all other applicable laws, rules and regulations.
- k) The Warrants shall be listed and traded on the stock exchange, where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be
- l) The Warrants by itself until converted into Equity Shares, do not give to the Warrant Holder any voting rights in the Company in respect of such Warrants. However, warrants holders shall be entitled to any corporate action such as issuance of bonus shares, right issue, split or consolidation of shares etc. announced by the Company between the date of warrants allotment and their conversion into Equity Shares.

RESOLVED FURTHER THAT subject to any applicable statutory approval(s) or permission(s), if required, the aforesaid approval accorded by the members of the Company, shall not become infructuous in its entirety for the mere reason that if any of the above Proposed Allottee(s) is/are held either ineligible or disqualified or otherwise failed to comply with any of the statutory requirement including the terms of this approval by members; and the Board/Committee(s) of the Board may, in the best interest of the Company, give effect to this resolution after eliminating the name(s) of such Proposed Allottee(s).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company and/or any Committee constituted by the Board for this purpose and/or Executive Director and/or KMP of the Company be and are hereby authorized severally on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient, including without limitation to make application to Stock Exchange(s) for obtaining of in-principle approval, listing of shares/warrants, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) or such other authorities as may be necessary for the purpose and/or including opening of one or more bank accounts in the name of the Company for this purpose, signing and execution of various deeds, documents and agreements and also to modify, accept and give effect to any modifications therein and the terms and conditions of the proposed issue, offer and allotment of the said Warrants, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders.

RESOLVED FURTHER THAT in connection with any of the foregoing resolutions, the Board of Directors/Committee(s) of the Board and/or Executive Director and/or KMP of the Company be and are hereby severally authorized to execute and deliver any and all other documents, papers 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 preferential 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 for the purpose of giving effect to this Resolution, the Board of Directors/ Committee(s) of the Board be and is hereby authorized severally to settle any question, difficulty or doubt that may arise in this regard and also to delegate to the extent permitted by law, all or any of the powers herein conferred to any Executive Director or any other Key Managerial Personnel or any other officer(s) of the Company.”

5. FOR RAISING OF FUNDS AND ISSUANCE OF SECURITIES

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

“RESOLVED THAT pursuant to the provisions of Sections 23, 41, 42, 62, 71 and other applicable provisions, if any, of the Companies Act, 2013, and the applicable rules thereunder (the ‘Act’), , the Foreign Exchange Management Act, 1999, as amended and rules and regulations framed thereunder, including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, the Consolidated FDI Policy issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India from time to time, as in force, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended, the Depository Receipts Scheme, 2014, the Rules, Regulations, Guidelines, Notifications and Circulars, if any, prescribed by the Government of India, the Reserve Bank of India

(‘RBI’), the Securities and Exchange Board of India (‘SEBI’), including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the ‘ICDR Regulations’), relevant Registrar of Companies, or by any other competent authority, whether in India or abroad, from time to time, to the extent applicable including enabling provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the ‘Listing Regulations’) and any other applicable law or regulation, (including any statutory amendment(s) or modification(s) or variation(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company and subject to necessary approvals, consents, permissions and/or sanctions of concerned statutory and other authorities and as may be required, and subject to such conditions as might be prescribed while granting such approvals, consents, permissions and sanctions and which may be agreed to by, the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), be and is hereby authorized on behalf of the Company, to create, offer, issue and allot in one or more tranches, in the course of domestic and/ or international offering(s) in one or more foreign markets, by way of a public issue, preferential issue, qualified institutions placement, private placement or a combination thereof of equity shares of the Company having face value of Rs. 10/- (Rupees Ten only) each (the ‘Equity Shares’) or through an issuance of Global Depository Receipts (‘GDRs’), Foreign Currency Convertible Bonds (‘FCCBs’), fully convertible debentures/partly convertible debentures/ non-convertible debentures with or without warrants, with a right exercisable by the warrant holder to exchange the said warrants with Equity Shares/any other securities (other than warrants), which are convertible into or exchangeable with Equity Shares, whether rupee denominated or denominated in foreign currency (hereinafter collectively referred to as the ‘Securities’) or any combination of Securities, to all eligible investors, including residents and/or non-residents and/or institutions/ banks/ venture capital funds/alternative investment funds/foreign portfolio investors, mutual funds / pension funds, multilateral financial institutions, qualified institutional buyers and/or other incorporated bodies and/or individuals and/or trustees and/or stabilizing agent or otherwise, and whether or not such investors are Members of the Company (collectively the ‘Investors’), as may be decided by the Board in its absolute discretion and permitted under applicable laws and regulations, through one or more prospectus and/or letter of offer or circular, and/or placement document and/or on private placement basis, at such time or times, at such price or prices, and on such terms and conditions considering the prevailing market conditions and other relevant factors wherever necessary, for, or which upon exercise or conversion of all Securities so issued and allotted, could give rise to the issue of Equity Shares aggregating (inclusive of such premium as may be fixed on the securities) for an amount not exceeding to Rs. 500 Crore or an amount equivalent in foreign currency, in one or more tranches.

RESOLVED FURTHER THAT:

- a. the offer, issue and allotment of the Equity Shares shall be made at appropriate time or times, as may be approved by the Board subject, however, to applicable laws, guidelines, notifications, rules and regulations; and
- b. the Equity Shares to be issued by the Company as stated aforesaid shall rank pari-passu with all existing Equity Shares of the Company, including receipt of dividend that may be declared for the financial year in which the allotment is made in terms of the applicable laws.

RESOLVED FURTHER THAT in case of a qualified institutions placement pursuant to the ICDR Regulations, the allotment of Securities (or any combination of the Securities as decided by the Board) shall only be made to Qualified Institutional Buyers within the meaning of the ICDR Regulations, such Securities shall be allotted as fully paid-up and the allotment of such Securities shall be completed within 365 days from the date of this resolution at such price being not less than the price determined in

accordance with the pricing formula provided under the ICDR Regulations. The Company may, in accordance with applicable law, also offer a discount of not more than 5% or such percentage as permitted under applicable law on the floor price calculated in accordance with the pricing formula provided under the ICDR Regulations.

RESOLVED FURTHER THAT in the event that Equity Shares are issued by way of a qualified institutional placement under the ICDR Regulations, the relevant date for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board decides to open the proposed issue of Equity Shares.

RESOLVED FURTHER THAT in the event that convertible securities and/or warrants which are convertible into Equity Shares of the Company are issued along with non-convertible debentures to qualified institutional buyers under Chapter VI of the ICDR Regulations, the relevant date for the purpose of pricing of such securities, shall be the date of the meeting in which the Board decides to open the issue of such convertible securities and/or warrants simultaneously with non-convertible debentures and such securities shall be issued at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VI of the ICDR Regulations.

RESOLVED FURTHER THAT subject to applicable laws, the issue to the holders of the Securities, which are convertible into or exchangeable with Equity Shares at a later date shall be, inter alia, subject to the following terms and conditions:

a) in the event the Company is making a bonus issue by way of capitalization of its profits or reserves prior to the allotment of the Equity Shares pursuant to the proposed issue, the number of Equity Shares to be allotted shall stand augmented in the same proportion in which the equity shares capital increases as a consequence of such bonus issue and the premium, if any, shall stand reduced proportionately;

b) in the event of the Company making rights offer by issue of Equity Shares prior to the allotment of the Equity Shares, the entitlement to the Equity Shares will stand increased in the same proportion as that of the rights offer and such additional Equity Shares shall be offered to the holders of the Securities at the same price at which they are offered to the existing Members;

c) in the event of merger, amalgamation, takeover or any other re-organization or restructuring or any such corporate action, the number of Equity Shares, the price and the time period as aforesaid shall be suitably adjusted; and

d) in the event of consolidation and/or division of outstanding Equity Shares into smaller number of Equity Shares (including by way of stock split) or reclassification of the Securities into other securities and/or involvement in such other event or circumstances which in the opinion of concerned stock exchange requires such adjustments, necessary adjustments will be made.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the aforesaid Securities may have such features and attributes or any terms or combination of terms in accordance with international practices to provide for the tradability and free transferability thereof as per the prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of dividend, issue of additional Equity Shares, variation of the conversion price of the Securities or period of conversion of Securities into Equity Shares during the duration of the Securities and the Board be and is hereby authorized, in its absolute discretion, in such manner as it may deem fit, to dispose-off such of the Securities that are not subscribed.

RESOLVED FURTHER THAT the Board be and is hereby authorized to create, issue, offer and allot such number of Equity Shares as may be required to be issued and allotted, including issue and allotment of Equity Shares upon conversion of any depository receipts or other Securities referred to above or as may

be necessary in accordance with the terms of the offer, and all such Equity Shares shall be issued in accordance with the terms of the Memorandum of Association and Articles of Association and shall rank pari-passu inter-se and with the then existing Equity Shares of the Company in all respects.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Equity Shares or Securities or instruments representing the same, as described above, the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of terms and conditions for issuance of Securities including the number of Securities that may be offered in domestic and international markets and proportion thereof, determination of investors to whom the Securities will be offered and allotted in accordance with applicable law, timing for issuance of such Securities and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, entering into and executing arrangements for managing, underwriting, marketing, listing, trading and providing legal advice as well as acting as depository, custodian, registrar, stabilizing agent, paying and conversion agent, trustee, escrow agent and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalize, approve and issue any document(s), including but not limited to prospectus and/or letter of offer and/or placement document(s) and/or circular, documents and agreements including filing of registration statements, prospectus and other documents (in draft or final form) with any Indian or foreign regulatory authority or stock exchanges and sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Equity Shares or Securities or instruments representing the same, as described above, the Board be and is hereby authorized on behalf of the Company to seek listing of any or all of such Securities on one or more Stock Exchanges in India or outside India and the listing of Equity Shares underlying the GDRs on the Stock Exchanges in India.

RESOLVED FURTHER THAT

- i. the offer, issue and allotment of the aforesaid Equity Shares shall be made at such time or times as the Board may in its absolute discretion decide, subject, however, to applicable guidelines, notifications, rules and regulations;
- ii. the Equity Shares to be issued by the Company as stated aforesaid shall rank pari-passu with all existing Equity Shares of the Company;
- iii. the Board be and is hereby authorized to decide and approve the other terms and conditions of the issue of the above-mentioned Equity Shares and also shall be entitled to vary, modify or alter any of the terms and conditions, including size of the issue, as it may deem expedient;
- iv. the Board be and is hereby authorized to do all such acts, deeds, matters and things including but not limited to finalization and approval of the preliminary as well as final offer document(s), placement document or offering circular, as the case may be, execution of various transaction documents, as it may in its absolute discretion deem fit and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution

RESOLVED FURTHER THAT the Board be and is hereby authorized to engage/appoint merchant bankers, underwriters, guarantors, depositories, custodians, registrars, trustees, stabilizing agents, bankers, lawyers, advisors and all such agencies as may be involved or concerned in the issue and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, contracts/agreements, memoranda, documents, etc., with such agencies, to seek the listing of Securities on one or more recognized stock exchange(s), as may be required.

RESOLVED FURTHER THAT subject to applicable law, the Board be and is hereby authorized to delegate all or any of its powers herein conferred by this resolution to any Committee of Director or Directors or any one or more executives of the Company to give effect to the above resolutions.”

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

Sd/-

Swapnil Jain

Managing Director

DIN:01542555

Date: September 26, 2024

Place: Aligarh

Registered office:

Vimlanchalhari nagar Aligarh, Uttar Pradesh-202001,India

Tel:+91-0571-2410010

Website: www.pavna.in, Email; cs@pavnagroup.com

CIN:L34109UP1994PLC016359

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

The instrument of Proxy in order to be effective and valid, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form MGT -11 is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

Members are requested to note that a person can act as a proxy on behalf of Members not exceeding 50 members provided shareholding of those members in aggregate should not be more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

2. Corporate members intending to send their authorized representatives to attend the meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the Board resolution authorizing their representatives to attend and vote on their behalf at the meeting.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
4. Members are requested to bring their attendance slip along with copy of the report and accounts to Extra Ordinary General Meeting. Duplicate attendance slips shall not be issued.
5. Relevant documents referred to in the accompanying Notice & Explanatory Statement would be available for inspection by the members at the Registered Office of the Company on all working days, except Saturday / Sunday & Public Holidays, between 11.00 a.m. to 1.00 p.m. up to the date of the Extra Ordinary General Meeting.
6. Members are requested to notify immediately any changes, if any, in their registered addresses at an early date to the Registrar and Share Transfer Agent, quoting their folio numbers/client ID/ DP ID in all correspondence, so as to enable the Company to address any future communication at their correct address.
7. Members holding shares in dematerialised mode are requested to intimate all changes pertaining to their bank details/NECS/ mandates, nominations, power of attorney, change of address/ name, Permanent Account Number ('PAN') details, etc. to their Depository Participant only and not to the Company's RTA. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and its RTA provide efficient and better service to the members.
8. Members attending the meeting are requested to complete the enclosed attendance slip and deliver the same at the entrance of the meeting Venue.

9. Members desirous of seeking any information concerning the Accounts of the Company are requested to address their queries in writing to the Company at least seven days prior to the Extra Ordinary General Meeting so that the requested information can be made available at the time of the meeting.
10. In case of joint holders attending the meeting, only such joint holders who are higher in the order of names will be entitled to vote.
11. No gifts shall be provided to members before, during or after the EGM.
12. Members are requested to address all correspondence pertaining to their securities mentioning Client ID or DP ID numbers, as applicable, including any change of address, if any, to the Registrar and Transfer Agent of the Company viz.:

LINK INTIME INDIA PRIVATE LIMITED

C-101, 1 Floor, 247 Park, L.B.S. Marg, Vikhroli

(West), Mumbai, Maharashtra, India, 400083

Tel: +91 22 4918 6200

Email: pavna.ipo@linkintime.co.in,

Website: www.linkintime.co.in

Investor Grievance Email: pavna.ipo@linkintime.co.in

13. Members are requested to support this green initiative by registering / updating their e-mail addresses, in respect of shares held in dematerialized form with their respective Depository participants. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts.
14. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, Companies can serve any communications through electronic mode to those members whose email IDs are registered with the Company. As per provisions of Section 20 of the Companies Act, 2013 read with Rules made there under, a document may be served on any member by sending it to him/her by post or by registered post or by speed post or by courier or by delivering at his/her office/home address or by such electronic mode as may be prescribed including by facsimile telecommunication or to electronic mail address, which the member has provided to the Company from time to time for sending communications, provided that a member may request for delivery of any document through a particular mode, for which he/she shall pay such fees as may be determined by the Company in its Extra Ordinary General Meeting. For members who have not registered their email address with the Company, the service of documents will be affected by other modes of services as provided in Section 20 of the Companies Act, 2013 read with the relevant Rules there under. Printed copies of the Notice of the Extra Ordinary General Meeting of the Company inter alia indicating the process and manner of voting along with Attendance Slip and Proxy Form is being sent to all members in the permitted mode.
15. Members may also note that the Notice of the Extra Ordinary General Meeting will also be available on the Company's website www.pavna.in for their download. The physical copies of the aforesaid

documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, free of cost. For any communication, the shareholders may also send requests to the Company's designated email id: mail to:cs@pavnagroup.com

16. VOTING SYSTEM:

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

The remote e-voting period begins on Sunday, October 20, 2024 at 09:00 A.M. and ends on Tuesday, October 22, 2024 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. Wednesday, October 16, 2024, 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 Wednesday, October 16, 2024.

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

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

Step 1: Access to NSDL e-Voting system

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li data-bbox="630 1133 1385 1725">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.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.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp <li data-bbox="630 1732 1385 1875">Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon

	<p>“Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or 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>3. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com 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 helpdesk.evoting@cdslindia.com 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.nsd.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

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

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

- a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.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 > with a copy marked to 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 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 : 022 - 4886 7000 or send a request to Mr. Kaushal Kumar at 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.
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.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.

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

The following Explanatory Statement sets out all the material facts relating to the Special Business mentioned in the accompanying Notice:

ITEM NO. 1:

Considering the company's long-term business plan to acquire entities involved in similar or complementary sectors that align with the company's objectives, the management has decided to amend the Main Objects which will enable your Company to acquire, enter into contracts/ arrangements with the business entities both within India and globally,

The Board of Directors thinks that it is in the best interest of the Company and its Shareholders that the activities of the Company be diversified, therefore, to facilitate enlarging the Company's scope of operations, the Board of Directors of your Company has approved and recommended amendment to the object clause of the MOA by addition of following object(s) by addition of clause 5 , as detailed in the resolution stated at item No. 1 of this notice, after existing sub clause 4 of the of the Clause III(A) (Main Objects) of Memorandum of Association of the Company.

The proposed alteration/amendment to MOA requires the approval of the Shareholders by means of Special Resolution(s) pursuant to the provisions of the Companies Act, 2013 and relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and accordingly, Board recommends the resolution set out at Item No. 1 of this notice for the approval of the members by means of passing Special Resolution.

None of the Directors 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. 1 of the Notice, except to the extent of their shareholding, if any.

ITEM NO. 2:

The Board of directors in their meeting held on September 26, 2024 proposed to alter the Articles of Association of the Company in order to enable the Company to issue further share capital pursuant to the resolution proposed in Item No. 2

The Board of Directors apprised that it is mandatory to raise funds in consonance with the powers entailed in Articles of Association. Since the company doesn't have further issue/fund raising related powers, it is a necessary measure to alter the Articles of Association to broaden the powers of company.

Consequently, the Board of Directors of your Company has approved and recommended amendment to the Articles of Association by insertion of new clause following clause 91 to the Articles of Association of the company.

The proposed alteration/amendment to AOA requires the approval of the Shareholders by means of Special Resolution(s) pursuant to the provisions of the Companies Act, 2013 and relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and accordingly, Board recommends the resolution set out at Item No. 2 of this notice for the approval of the members by means of passing Special Resolution

None of the Directors or any Key Managerial Personnel of the Company is, in any way, concerned or interested (financially or otherwise), either directly or indirectly in passing of the said resolution, save and except to the extent of their respective interest as shareholders of the Company (if any).

ITEM NO. 3 AND 4:

The Special Resolution contained in Item No. 1 and 2 of the notice, has been proposed pursuant to the provisions of Sections 42 and 62 of the Companies Act, 2013, to issue and allot 23,77,000 (Twenty Three Lakhs Seventy Seven Thousand Only) Equity Shares having face value of Rs.10/- each, to the persons belonging to "Non-Promoter, Public Category", at an issue price of Rs. 505/- per equity share (including a premium of Rs. 495/- per share) for aggregate amount of up to Rs. 120,03,85,000/- (Rupees One Hundred Twenty Crores & Three Lakhs Eighty Five Thousand Only) & 40,00,000 (Forty Lakhs Only) Fully convertible warrants convertible into equivalent number of fully paid up equity shares of the Company having face value of Rs. 10/- (Rupees Ten Only), to the persons belonging to "Promoter/Promoter Group", on preferential basis, at an issue price of Rs. 505/- per warrant for aggregate amount of up to Rs. 202,00,00,000/- (Rupees Two Hundred and Two Crores Only) for cash on preferential basis.

The preferential issue to Proposed Allottees is subject to the receipt of necessary approvals including approval of Members, Stock Exchanges.

The said proposal has been considered and approved by the Board in its meetings held on Thursday, September 26, 2024.

The details of the issue and other particulars as required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, in terms of BSE Notice No. 20221213-47 dated December 13, 2022 and NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 with respect to the additional disclosures for objects of the issue and Regulation 163 of the SEBI (ICDR), Regulations are set forth below:

1. Objects of the Preferential Issue**Objects of the proposed Fund Raising under separate head:**

Subject to applicable laws and regulations, our Company intends to use the Net Proceeds to finance (in whole or part) one or more, or any combination of the following:

(a) Issue Related Expenses;

(b) Working Capital Requirements;

(c) General Corporate Purposes; and

(d) Strategic Acquisitions

(collectively, referred to hereinafter as the "Objects")

However, the funds to be used for general Corporate purposes shall not exceed twenty-five percent of the funds to be raised through this preferential issue.

Utilization of Gross Proceeds

The intended use of the Gross Proceeds of the Issue is as under: -

S. No.	Particulars	Total estimated amount to be utilized (₹ in Crores)*	Tentative timeline for utilization of funds
1.	Issue Related Expenses	0.28	Up to May 2025
2.	Working Capital Requirements	81.50	Up to August 2026
3.	General Corporate Purposes#	80.25	Up to August 2026
4.	Strategic Acquisitions#	160.00	Up to August 2026
	Total	322.03	

* Given that the preferential issue is for convertible Warrants, the issue proceeds shall be received by the Company within 18 (eighteen) months from the date of allotment of the Warrants in terms of Chapter V of ICDR Regulations, and as estimated by the management, the entire issue proceeds would be utilized for all the aforementioned Objects, in phases, as per the availability of issue proceeds, and the Company's business requirements and within the periods as set out in the table.

Amount proposed for these objects may be utilized in any combination, with full interchangeability, as maybe approved by the Board of Directors of the company, or any committee thereof, as per the business requirements.

In terms of BSE Notice No. 20221213-47 dated December 13, 2022 and NSE Circular No. NSE/CML/2022/56 dated December 13, 2022, the amount specified for the above-mentioned object of issue size may deviate +/- 10% depending upon the future circumstances given that the Objects are based on management estimates and other commercial and technical factors.

Interim Use of Proceeds

Our Company will have flexibility to deploy the Gross Proceeds. Pending utilization of the Gross Proceeds will be deposited only with scheduled commercial banks included in the second schedule of the Reserve Bank of India Act, 1934.

Monitoring of Utilization of Funds

Since the issue size exceeds Rs. 100,00,00,000/- (Rupees One Hundred Crores only) in terms of Regulation 162A of Chapter V of the SEBI ICDR Regulations, the Company has identified CARE Ratings Limited or such other Credit Rating Agency duly registered with the SEBI as the monitoring agency to monitor the use of the proceeds of the Issue. The monitoring agency shall submit its report to the Company on a quarterly basis, till 100% of the proceeds of the issue are utilized.

Schedule of Implementation and Deployment of Funds

Since present preferential issue is for equity shares and convertible warrants, issue proceeds in respect of warrants shall be received by the Company in 18 months period from the date of allotment of warrants in terms of Chapter V of the SEBI (ICDR) Regulation, and as estimated by our management, the entire proceeds received from the issue would be utilized for the all the above-mentioned objects, in phases, as per the company's business requirements and availability of issue proceeds. However, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

If the Issue Proceeds are not utilized (in full or in part) for the Objects during the period stated above due

to any such factors, the remaining Issue Proceeds shall be utilized in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws. Further, if the full issue proceeds as stated above not received due to technical factors, all heads under objects of the issue, shall get adjusted proportionately as may be determined by the Board/ Committee constituted by the Board, subject to compliance with applicable laws

2. Particulars of the offer including date of passing of Board resolution, kind of Securities offered, maximum number of Securities to be issued, manner of issue of shares, class or classes of persons to whom allotment is proposed to be made and the Issue Price

The Board of Directors at its meeting held on September 26, 2024 has, subject to the approval of the Members and such other approvals as may be required, approved the issuance and allotment of up to 23,77,000 (Twenty Three Lakhs Seventy Seven Thousand Only) Equity Shares having face value of Rs.10/- (Rupees Ten Only) each fully paid, to persons belonging to 'Non-Promoter, Public Category', at an issue price of Rs. 505/- per equity share (including a premium of Rs. 495/- per share) for aggregating amount of up to Rs. 120,03,85,000/- (Rupees One Hundred Twenty Crores & Three Lakhs Eighty Five Thousand Only) and 40,00,000 (Forty Lakhs Only) Fully convertible warrants convertible into equivalent number of fully paid up equity shares of the Company having face value of Rs. 10/- (Rupees Ten Only), to the persons belonging to "Promoter/ Promoter Group", on preferential basis, at an issue price of Rs. 505/- per warrant for aggregating amount of up to Rs. 202,00,00,000/- (Rupees Two Hundred and Two Crores Only) for cash on preferential basis.

3. Relevant date:

In terms of the provisions of Chapter V of ICDR Regulations, 'Relevant Date' for the purpose of determining the minimum issue price of the Equity Shares and Warrants is Monday, September 23, 2024 (i.e. being the date, which is 30 days prior to the date of passing of this resolution being the date of Extra-Ordinary General Meeting i.e. Wednesday , October 23, 2024)

4. Basis on which the price has been arrived at, justification for the price (including premium, if any);

The Equity Shares of the Company are listed on BSE Limited and National Stock Exchange of India Limited (NSE). The Equity Shares are frequently traded in terms of the provisions of SEBI ICDR Regulations and floor price has been determined in accordance with the SEBI ICDR Regulations. NSE being the stock exchange with highest trading volume during preceding 90 trading days has been considered for the purpose of price determination.

In case of the frequently traded shares, as per Regulation 164(1) of the SEBI (ICDR) Regulations, 2018, a minimum issue price of the Equity Shares/ Convertible Warrants in preferential issue has to be calculated as under:

- a. the 90 trading days volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date; which computes to Rs. 504.26/- or
- b. the 10 trading days volume weighted average price of the related equity shares quoted on a recognized stock exchange preceding the relevant date; which computes to Rs. 427.68/-.

Whichever is higher

In terms of the provisions of Regulation 164(1) of the SEBI ICDR Regulations, the minimum price at which the equity shares/warrants may be issued computes to Rs. 504.26 /- each.

Further, Method of determination of price as per the Articles of Association of the Company is not applicable as the Articles of Association of the Company are silent on the determination of a floor price/ minimum price of the shares/Convertible warrants issued on preferential basis.

As the proposed allotment is more than 5% of the post issue fully diluted share capital of the Company to an allottee or to allottees acting in concert. Hence, in terms of Regulation 166A of ICDR Regulations, the Company has obtained a valuation report from an independent registered valuer for determining the price. The price determined through Valuation report of Mr. Manish Manwani, an independent Registered Valuer (IBBI Registration No.: IBBI/RV/03/2021/14113), having office at Unit No. 125, Tower B-3, Spaze Itech Park, Sohna Road, Sector-49, Gurugram, Haryana-122018 is Rs. 504.26/- per Equity share/Warrant. The said report is available under the "Notices" tab in the Investor Relations section titled "Valuation Report for Preferential issue" on the website of the Company at www.pavna.in.

After considering the above, it was decided to issue these equity shares/warrants to be allotted on preferential basis to the proposed allottees at issue price of Rs. 505/- each.

5. Amount which the company intends to raise by way of such securities;

Equity Shares: Aggregate amount of up to Rs. 120,03,85,000/- (Rupees One Hundred Twenty Crores & Three Lakhs Eighty Five Thousand Only)

Warrants: Aggregate amount of up to Rs. 202,00,00,000/- (Rupees Two Hundred and Two Crores Only).

6. Name and address of valuer who performed valuation:

Mr. Manish Manwani, independent registered valuer (IBBI Registration No.: IBBI/RV/03/2021/14113), having office at Unit No. 125, Tower B-3, Spaze Itech Park, Sohna Road, Sector-49, Gurugram, Haryana-122018

7. Principal terms of Assets charged as securities: Not Applicable

8. Material terms of raising such securities: The same has been disclosed in the respective resolution.

9. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: Not Applicable

10. Valuation for consideration other than cash: Not Applicable

11. The class or classes of persons to whom the allotment is proposed to be made:

The Preferential Issue of Equity Shares/ Warrants is proposed to be made to the Proposed Allottees, who fall under "Promoter/ Promoter Group" and "Non-Promoter, Public Category" of the Company

12. Current and proposed status of the allottee(s) post the preferential issues namely, promoter or non- promoter :

S. No.	Name(s) of the Proposed Allottees	Current Status	Post Status
	Equity Shares:		
1	Sveltetech Technology Pvt. Ltd	Non-Promoter, Public	Non-Promoter, Public
2	Nitin Ganpati Kulkarni	Non-Promoter, Public	Non-Promoter, Public
3	Indira Consultancy LLP	Non-Promoter, Public	Non-Promoter, Public

4	Vikas Kamal Jain	Non-Promoter, Public	Non-Promoter, Public
5	Rohit Gupta	Non-Promoter, Public	Non-Promoter, Public
6	Rajeev Tulshyan	Non-Promoter, Public	Non-Promoter, Public
7	Pooja Tulshyan	Non-Promoter, Public	Non-Promoter, Public
8	VUI Consultancy Private Limited	Non-Promoter, Public	Non-Promoter, Public
9	Shrinivas Subrahmanyam Kantheti	Non-Promoter, Public	Non-Promoter, Public
10	Venkata Leetha Sravanthi Unmareddy	Non-Promoter, Public	Non-Promoter, Public
11	Gaddam Venkata Ramana Reddy	Non-Promoter, Public	Non-Promoter, Public
12	Sridevi Dinavahi Valli	Non-Promoter, Public	Non-Promoter, Public
13	Veeranna Sajjanar	Non-Promoter, Public	Non-Promoter, Public
14	Abburi Shashi Kanthi	Non-Promoter, Public	Non-Promoter, Public
15	Chhotelal Upadhyay	Non-Promoter, Public	Non-Promoter, Public
16	Sandeep Murlilal Singhanian	Non-Promoter, Public	Non-Promoter, Public
17	Rakesh Tulshyan	Non-Promoter, Public	Non-Promoter, Public
18	Shah Avneet Abhay	Non-Promoter, Public	Non-Promoter, Public
19	Hemant Nanji Dedhia	Non-Promoter, Public	Non-Promoter, Public
20	Hemen Ratilal Shah	Non-Promoter, Public	Non-Promoter, Public
21	Sayariben Uttamchand Jain	Non-Promoter, Public	Non-Promoter, Public
22	Raghvendra Kedia	Non-Promoter, Public	Non-Promoter, Public
23	Forbes EMF	Non-Promoter, Public	Non-Promoter, Public
24	Shweta Oswal	Non-Promoter, Public	Non-Promoter, Public
25	Raj Bhadur Sharma	Non-Promoter, Public	Non-Promoter, Public
26	Kavish Kalra	Non-Promoter, Public	Non-Promoter, Public
27	Aparna Kalra	Non-Promoter, Public	Non-Promoter, Public
28	Tajwant Kalra	Non-Promoter, Public	Non-Promoter, Public
29	Dr. Ajay Jain	Non-Promoter, Public	Non-Promoter, Public
30	Krishna Jain	Non-Promoter, Public	Non-Promoter, Public
31	Chetan Jain	Non-Promoter, Public	Non-Promoter, Public
32	Anjali Jain	Non-Promoter, Public	Non-Promoter, Public
33	Sumit Jain	Non-Promoter, Public	Non-Promoter, Public
34	Sambhav Kumar Jain	Non-Promoter, Public	Non-Promoter, Public
35	Neelu Jain	Non-Promoter, Public	Non-Promoter, Public
36	Preeti Jain	Non-Promoter, Public	Non-Promoter, Public
37	Anurag Jain	Non-Promoter, Public	Non-Promoter, Public
38	Vineet Khandelwal	Non-Promoter, Public	Non-Promoter, Public
39	Vijay Kumar Khandelwal	Non-Promoter, Public	Non-Promoter, Public
40	Veena Khandelwal	Non-Promoter, Public	Non-Promoter, Public
41	Shreya Bhandia	Non-Promoter, Public	Non-Promoter, Public
42	Geetika Singh	Non-Promoter, Public	Non-Promoter, Public
43	Vivek Lodha	Non-Promoter, Public	Non-Promoter, Public
44	Vigyan Lodha	Non-Promoter, Public	Non-Promoter, Public
45	Vinod Lodha	Non-Promoter, Public	Non-Promoter, Public
46	Naresh Kumar Bhargav	Non-Promoter, Public	Non-Promoter, Public
47	Priyanka Chaudhary	Non-Promoter, Public	Non-Promoter, Public
48	Priyank Gupta	Non-Promoter, Public	Non-Promoter, Public
49	Trapti Jain	Non-Promoter, Public	Non-Promoter, Public
50	Surendar Kumar Jain	Non-Promoter, Public	Non-Promoter, Public
51	Abhishek Malpani	Non-Promoter, Public	Non-Promoter, Public
52	Sudarshan Rajendra Malpani	Non-Promoter, Public	Non-Promoter, Public
53	Rajesh Kumar Jain	Non-Promoter, Public	Non-Promoter, Public

a) Individuals & HUF	75,83,360	62.26	-	75,83,360	52.09	40,00,000	1,15,83,360	62.42
b) Others	9,97,040	8.19	-	9,97,040	6.85	-	9,97,040	5.37
Sub Total (A)(1)	85,80,400	70.44	-	85,80,400	58.94	40,00,000	1,25,80,400	67.79
2) Foreign (A) (2)	-	-	-	-	-	-	-	-
Total Promoter Shareholding A=A1 +A2	85,80,400	70.44	-	85,80,400	58.94	40,00,000	1,25,80,400	67.79
B1) Institutions (Domestic)	-	-	-	-	-	-	-	-
B2) Institutions (Foreign)	-	-	10,00,000	10,00,000	6.87	-	10,00,000	5.39
B3) Central Govt./State Govt./POI	-	-	-	-	-	-	-	-
a) Individuals	27,57,771	22.64	11,75,200	39,32,971	27.02	-	39,32,971	21.19
b) Bodies Corporate	7,72,867	6.34	1,01,800	8,74,667	6.01	-	8,74,667	4.71
c) Non-Resident Indians (NRIs)	13,022	0.11	-	13,022	0.09	-	13,022	0.07
d) Others (Foreign Companies, HUF, Trusts, Firms LLP etc.)	56,740	0.47	1,00,000	1,56,740	1.08	-	1,56,740	0.84
Total Public Shareholding B=B1+B2+ B3+B4	36,00,400	29.56	23,77,000	59,77,400	41.06	-	59,77,400	32.21
C) Non-Promoter - Non-Public	-	-	-	-	-	-	-	-
Total Shares (A+B+C)	1,21,80,800	100.00	23,77,000	1,45,57,800	100.00	40,00,000	1,85,57,800	100.00

(1) The pre-issue shareholding pattern is as on latest shareholding pattern filed to the stock exchanges i.e. June 30, 2024

(2)* These percentages have been calculated on the basis of post preferential issue capital i.e. Rs. 14,55,78,000 divided into 1,45,57,800 Equity Shares of Rs. 10/- (Rupees Ten Only) each.

(3)**These percentages have been calculated on the basis of post preferential issue capital on fully diluted basis i.e. Rs. 18,55,78,000 divided into 1,85,57,800 Equity Shares of Rs. 10/- (Rupees Ten Only) each assuming full conversion of warrants Notes:

4 Post shareholding structure may change depending upon any other corporate action in between.

15. The identity of the natural persons who are the ultimate beneficial owners of the equity shares proposed to be allotted and / or who ultimately control the proposed allottee(s) and the percentage of post preferential issue capital that may be held by them:

S.No	Name	Pre-Issue Shareholding Structure ^s		Equity shares to be allotted	Post Issue Shareholding		No. of Warrants To be Allotted	Post Equity Shareholding (Presuming full conversion of Warrants)		Name of ultimate beneficial owners
		No. of shares	%		No. of shares	%*		No. of shares	%*	
1	Sveltetech Technology Pvt. Ltd	Nil	-	25,000	25,000	0.17	Nil	25,000	0.13	Swatee Seth, Achen Jakher
2	Nitin Ganpati Kulkarni	20,010	0.16	30,000	50,010	0.34	Nil	50,010	0.27	NA [@]
3	Indira Consultancy LLP	10,000	0.08	70,000	80,000	0.55	Nil	80,000	0.43	Manish Mangilal Shah, Pushpak Mangilal Shah, Vikas Mangilal Shah, Manita Manish Shah, Diple Pushpak Shah, Bhavna Vikas Shah
4	Vikas Kamal Jain	Nil	-	15,000	15,000	0.10	Nil	15,000	0.08	NA [@]
5	Rohit Gupta	Nil	-	1,00,000	1,00,000	0.69	Nil	1,00,000	0.54	NA [@]
6	Rajeev Tulshyan	Nil	-	1,00,000	1,00,000	0.69	Nil	1,00,000	0.54	NA [@]
7	Pooja Tulshyan	Nil	-	1,00,000	1,00,000	0.69	Nil	1,00,000	0.54	NA [@]
8	VUI Consultancy Private Limited	Nil	-	50,000	50,000	0.34	Nil	50,000	0.27	Aman Goel
9	Shrinivas Subrahmanyam Kantheti	Nil	-	10,000	10,000	0.07	Nil	10,000	0.05	NA [@]

10	Venkata Leetha Sravanthi Unmareddy	Nil	-	75,000	75,000	0.52	Nil	75,000	0.40	NA®
11	Gaddam Venkata Ramana Reddy	25,000	0.21	25,000	50,000	0.34	Nil	50,000	0.27	NA®
12	Sridevi Dinavahi Valli	5,000	0.04	10,000	15,000	0.10	Nil	15,000	0.08	NA®
13	Veeranna Sajjanar	21,528	0.18	20,000	41,528	0.29	Nil	41,528	0.22	NA®
14	Abburi Shashi Kanthi	Nil	-	5,000	5,000	0.03	Nil	5,000	0.03	NA®
15	Chhotelal Upadhyay	Nil	-	20,000	20,000	0.14	Nil	20,000	0.11	NA®
16	Sandeep Murlilal Singhanian	Nil	-	5,000	5,000	0.03	Nil	5,000	0.03	NA®
17	Rakesh Tulshyan	Nil	-	20,000	20,000	0.14	Nil	20,000	0.11	NA®
18	Shah Avneet Abhay	Nil	-	5,000	5,000	0.03	Nil	5,000	0.03	NA®
19	Hemant Nanji Dedhia	Nil	-	5,000	5,000	0.03	Nil	5,000	0.03	NA®
20	Hemen Ratilal Shah	Nil	-	5,000	5,000	0.03	Nil	5,000	0.03	NA®
21	Sayariben Uttamchand Jain	Nil	-	5,000	5,000	0.03	Nil	5,000	0.03	NA®
22	Raghvendra Kedia	Nil	-	5,000	5,000	0.03	Nil	5,000	0.03	NA®
23	Forbes EMF	Nil	-	5,00,000	5,00,000	3.43	Nil	5,00,000	2.69	Li Hoy Choo LI KIM FOR
24	Shweta Oswal	Nil	-	1,00,000	1,00,000	0.69	Nil	1,00,000	0.54	NA®
25	Raj Bhadur Sharma	Nil	-	1,02,000	1,02,000	0.70	Nil	1,02,000	0.55	NA®
26	Kavish Kalra	6,04,800	4.97	20,000	6,24,800	4.29	Nil	6,24,800	3.37	NA®
27	Aparna Kalra	Nil	-	10,000	10,000	0.07	Nil	10,000	0.05	NA®
28	Tajwant Kalra	Nil	-	20,000	20,000	0.14	Nil	20,000	0.11	NA®

29	Dr. Ajay Jain	14,400	0.12	21,000	35,400	0.24	Nil	35,400	0.19	NA®
30	Krishna Jain	22,400	0.18	21,000	43,400	0.30	Nil	43,400	0.23	NA®
31	Chetan Jain	Nil	-	7,000	7,000	0.05	Nil	7,000	0.04	NA®
32	Anjali Jain	Nil	-	14,000	14,000	0.10	Nil	14,000	0.08	NA®
33	Sumit Jain	Nil	-	5,100	5,100	0.04	Nil	5,100	0.03	NA®
34	Sambhav Kumar Jain	Nil	-	5,100	5,100	0.04	Nil	5,100	0.03	NA®
35	Neelu Jain	Nil	-	5,100	5,100	0.04	Nil	5,100	0.03	NA®
36	Preeti Jain	Nil	-	5,100	5,100	0.04	Nil	5,100	0.03	NA®
37	Anurag Jain	Nil	-	5,100	5,100	0.04	Nil	5,100	0.03	NA®
38	Vineet Khandelwal	Nil	-	8,000	8,000	0.05	Nil	8,000	0.04	NA®
39	Vijay Kumar Khandelwal	Nil	-	8,000	8,000	0.05	Nil	8,000	0.04	NA®
40	Veena Khandelwal	Nil	-	8,000	8,000	0.05	Nil	8,000	0.04	NA®
41	Shreya Bhantia	Nil	-	21,000	21,000	0.14	Nil	21,000	0.11	NA®
42	Geetika Singh	Nil	-	16,000	16,000	0.11	Nil	16,000	0.09	NA®
43	Vivek Lodha	Nil	-	10,000	10,000	0.07	Nil	10,000	0.05	NA®
44	Vigyan Lodha	Nil	-	10,000	10,000	0.07	Nil	10,000	0.05	NA®
45	Vinod Lodha	Nil	-	10,000	10,000	0.07	Nil	10,000	0.05	NA®
46	Naresh Kumar Bhargav	Nil	-	10,000	10,000	0.07	Nil	10,000	0.05	NA®
47	Priyanka Chaudhary	Nil	-	10,500	10,500	0.07	Nil	10,500	0.06	NA®
48	Priyank Gupta	Nil	-	6,000	6,000	0.04	Nil	6,000	0.03	NA®
49	Trapti Jain	Nil	-	6,000	6,000	0.04	Nil	6,000	0.03	NA®
50	Surendar Kumar Jain	Nil	-	5,000	5,000	0.03	Nil	5,000	0.03	NA®
51	Abhishek Malpani	Nil	-	4,100	4,100	0.03	Nil	4,100	0.02	NA®

52	Sudarshan Rajendra Malpani	1,600	0.01	6,100	7,700	0.05	Nil	7,700	0.04	NA [@]
53	Rajesh Kumar Jain	Nil	-	5,000	10,555	0.07	Nil	10,555	0.06	NA [@]
54	Dhruv Jain	5,000	0.04	5,000	10,000	0.07	Nil	10,000	0.05	NA [@]
55	Saumik Ketan Doshi	Nil	-	20,000	20,000	0.14	Nil	20,000	0.11	NA [@]
56	Nova global Opportunities fund PCC-Touchstone	Nil	-	5,00,000	5,00,000	3.43	Nil	5,00,000	2.69	Nityesh Pradeep
57	AVA Paisa Growth Private Limited	Nil	-	26,800	26,800	0.18	Nil	26,800	0.14	Avinash Agarwal Vineet Gupta Amit Kumar Garg
58	Raj Narendra Mehta (HUF)	Nil	-	30,000	30,000	0.21	Nil	30,000	0.16	Raj Narendra Mehta
59	Rajvati Devi	Nil	-	4,000	4,000	0.03	Nil	4,000	0.02	NA [@]
60	Harish Kumar Sharma	Nil	-	1,00,000	1,00,000	0.69	Nil	1,00,000	0.54	NA [@]
61	Shailendra Kumar Soni	Nil	-	2,000	2,000	0.01	Nil	2,000	0.01	NA [@]
62	Asha Jain	5821960	-	Nil	5821960	39.99	18,00,000	76,21,960	41.07	NA [@]
63	Swapnil Jain	1356560	-	Nil	1356560	9.32	11,00,000	24,56,560	13.24	NA [@]
64	Priya Jain	404000	-	Nil	404000	2.78	11,00,000	15,04,000	8.10	NA [@]

@being individual

(1) ^sThe pre-issue holding of the respective allottees is as on relevant date i.e. September 23, 2024

(2) * These percentages have been calculated on the basis of post preferential issue capital i.e. Rs. 14,55,78,000 divided into 1,45,57,800 Equity Shares of Rs. 10/- (Rupees Ten Only) each.

(3) **These percentages have been calculated on the basis of post preferential issue capital on fully diluted basis i.e. Rs. 18,55,78,000 divided into 1,85,57,800 Equity Shares of Rs. 10/- (Rupees Ten Only) each assuming full conversion of warrants

16. Proposed time limit within which the allotment shall be completed:

In terms of Regulation 170 of the SEBI ICDR Regulations, preferential allotment of said warrants/ equity shares will be completed within a period of 15 (fifteen) days from the date of passing of such resolution provided that where the issue and allotment of said warrants/ equity shares is pending on account of pendency of any approval for such issue and allotment by the Stock Exchange(s) and/or Regulatory Authorities, or Central Government, the issue and allotment shall be completed within the period of 15 days from the date of last such approval or within such further period/s as may be prescribed or allowed by the SEBI, the Stock Exchange(s) and/or Regulatory Authorities etc.

17. Change in control, if any, in the Company consequent to the preferential issue:

As a result of the proposed preferential issue, there will be no change in the control or management of the Company pursuant to the proposed preferential issue. However, voting rights will change in tandem with the change in shareholding pattern of the Company.

18. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

During the Financial Year, the Company has not made any allotment on preferential basis till date.

19. Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects: Nil**20. Lock-in Period:**

- a) The warrants/equity shares to be allotted shall be subject to lock-in in accordance with Chapter V of the SEBI ICDR Regulations.
- b) The entire pre-preferential allotment shareholding, if any, of the Proposed Allottees, shall be locked-in as per Chapter V of the SEBI ICDR Regulations.

21. Certificate from Practicing Company Secretary:

The Certificate from Mr. Sagar Ramrao Deo, Proprietor of M/s. D. Sagar & Associates, (COP No. - 11547), Practicing Company Secretaries, certifying that the preferential issue of warrants is being made in accordance with requirements of Chapter V of SEBI ICDR Regulations has been obtained considering the said preferential issue. The copy of said certificate is available under the "Notices" tab in the Investor Relations section titled "PCS certificate for Preferential issue" on the website of the Company at www.pavna.in.

22. Undertakings:

- i) None of the Company, its Promoters or Directors are categorized as willful defaulter or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) of ICDR Regulations is not applicable.
- ii) As the equity shares of the Company have been listed on a recognized Stock Exchange for a period of more than 90 trading days as on Relevant Date, the provisions of Regulation 164(3) of ICDR Regulations governing re-computation of the price of shares shall not be applicable. Consequently, the

undertakings required under Regulation 163(1)(g) and 163(1)(h) of ICDR Regulations are not applicable.

iii) None of the Company's Directors or Promoters are fugitive economic offenders as defined under ICDR Regulations.

iv) The Company do not have any outstanding dues to the SEBI, stock exchanges or the depositories.

In terms of Sections 42 and 62 of the Act, approval of Members by way of special resolution is required for the resolution as set out in Item No. 3 and 4 of this Notice. Hence, the Board recommends the resolution proposed at Item No. 1 and 2 for your approval by way of a special resolution.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives is/ are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item no. 3 and 4 of this Notice except to the extent of their respective shareholding entitlements in the Company, if any.

ITEM NO. 5

In order to fuel the growth, expand the business and network, facilitate potential acquisition and to pursue other strategic business opportunities, alliances, and ventures as deemed fit by management, in terms of company's long term growth plans, the company may require additional funding. And accordingly, the Board of Directors of your Company in their meeting duly held on September 26, 2024 considered and approved the proposal to raise additional funds for an amount not exceeding to Rs. 500 Crore or an amount equivalent in foreign currency, in one or more tranches, by way of issuance of securities, convertible instruments, FCCB, QIP/Preferential Allotment/GDRs, or any combination thereof, subject to all statutory approvals and in accordance with the SEBI (ICDR) Regulations and other applicable laws, and to identify the list of proposed allottees for the aforesaid purpose,

The Board may in their discretion adopt any one or more of the mechanisms to meet its objectives as stated in the aforesaid paragraphs without the need for fresh approval from the Members of the Company. The proposed issue of capital is subject to the approvals of the by the Securities and Exchange Board of India and any other government/regulatory approvals as may be required in this regard.

In case the issue is made through a qualified institutions placement, the pricing of the Securities that may be issued to qualified institutional buyers pursuant to a qualified institutions placement shall be determined by the Board in accordance with the regulations on pricing of securities prescribed under Chapter VI of the ICDR Regulations. The resolution enables the Board to offer such discount as permitted under applicable law on the price determined pursuant to the ICDR Regulations. The Company may, in accordance with applicable law, offer a discount of not more than 5% or such percentage as permitted under applicable law on the floor price determined pursuant to the ICDR Regulations (not be less than the average of the weekly high and low of the closing prices of the equity shares quoted on a stock exchange during the two weeks preceding the Relevant Date', less a discount of not more than 5%). Moreover, as per the same regulations, the Company shall not make any subsequent QIP until the expiry of two weeks from the date of the prior QIP made pursuant to one or more special resolutions. The Relevant Date for this purpose would be the date when the Board or a duly authorized Committee of the Board decides to open the qualified institutions placement for subscription, if Equity Shares are issued, or, in case of issuance of convertible securities, the date of the meeting in which the Board decides to open the issue of the convertible securities as provided under Chapter VI of the SEBI ICDR Regulations.

The Company proposes to utilize the funds raised through the proposed issuance to support growth and expansion and general corporate purposes.

The Special Resolution also seeks to give the Board powers to issue Securities in one or more tranche or tranches, at such time or times, at such price or prices and to such person(s) including institutions, incorporated bodies and/or individuals or otherwise as the Board in its absolute discretion deem fit. The detailed terms and conditions for the issue(s)/offering(s) will be determined by the Board or its committee in its sole discretion in consultation with the advisors, lead managers, underwriters and such other authority or authorities as may be necessary considering the prevailing market conditions and in accordance with the applicable provisions of law and other relevant factors.

The Equity Shares to be allotted would be listed on one or more stock exchanges in India and in case of GDR internationally. The offer/ issue/ allotment would be subject to the availability of the regulatory approvals, if any. The conversion of Securities held by foreign investors into Equity Shares would be subject to the applicable foreign investment cap and relevant foreign exchange regulations. As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the stock exchanges as may be required under the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Further, Section 62(1)(a) of the Act provides, inter alia, that when it is proposed to increase the issued capital of a company by allotment of further Equity Shares, such further Equity Shares shall be offered to the existing Members of such company in the manner laid down therein unless the Members by way of a special resolution in a General Meeting/ postal ballot decide otherwise. Since, the Special Resolution proposed in the business of the Notice may result in the issue of Equity Shares of the Company to persons other than existing Members of the Company, consent of the Members is also being sought pursuant to the provisions of Section 62(1)(c) and other applicable provisions of the Act as well as applicable rules notified by the Ministry of Corporate Affairs and in terms of the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board recommends the resolution set forth in Item No. 5 for the approval of the members.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the resolution set out in the Notice, except to the extent of their shareholding, if any.

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



Sd/-

Swapnil Jain

Managing Director

DIN:01542555

Date: September 4, 2024

Place: Aligarh

Registered office:

Vimlanchal hari nagar Aligarh, Uttar Pradesh-202001,India

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

Website: www.pavna.in, Email: cs@pavnagroup.com

CIN:L34109UP1994PLC016359

ROUTE MAP OF PAVNA INTERNATIONAL SCHOOL



ATTENDANCE SLIP

EXTRA ORDINARY GENERAL MEETING ON WEDNESDAY, 23rd OCTOBER, 2024

Client ID	
Name of Shareholder	
Address	
No. of Shares	

I hereby record my presence at the Extra Ordinary General Meeting of the Company at Pavna International School, Agra-Aligarh Highway near Mangalayatan Mandir, Aligarh-202001, Uttar Pradesh on Wednesday, 23rd October, 2024 at 11.00 A.M.

Shareholder / Proxy name in block letters

Signature of the Shareholder or Proxy

Email Address:

Note:

- A) Shareholders attending the Meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall.
- 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 Extra Ordinary general meeting of the company, to be held on the Wednesday of September 23, 2024 At 11:00 a.m. at Pavana 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	AMENDMENT IN OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY			
2	ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY			
3	PREFERENTIAL ISSUANCE OF UPTO 23,77,000 (TWENTY THREE LAKHS SEVENTY SEVEN THOUSAND ONLY) EQUITY SHARES TO THE PERSONS BELONGING TO "NON-PROMOTER, PUBLIC CATEGORY".			
4	PREFERENTIAL ISSUANCE OF UP TO 40,00,000 (FORTY LAKHS ONLY) FULLY CONVERTIBLE WARRANTS ("WARRANTS") ON PREFERENTIAL BASIS TO THE PERSON BELONGING TO "PROMOTER/PROMOTER GROUP"			
5	FOR RAISING OF FUNDS AND ISSUANCE OF SECURITIES			

Signed this day of..... 2024

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.