



Naman In-Store (India) Limited

Notice of the Annual General Meeting



NOTICE IS HEREBY GIVEN THAT 15TH (FIFTEENTH) ANNUAL GENERAL MEETING ("AGM") OF THE MEMBERS OF NAMAN IN-STORE (INDIA) LIMITED ("COMPANY") WILL BE HELD ON FRIDAY, 26TH SEPTEMBER, 2025 AT 04:00 P.M. (IST) THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO-VISUAL MEANS ("OAVM") AT THE REGISTERED OFFICE OF THE COMPANY (DEEMED VENUE) TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

ITEM NO. 1:

TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2025, TOGETHER WITH CASH FLOW STATEMENTS AND THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON:

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

"RESOLVED THAT the Audited Financial Statement of the Company for the financial year ended 31st March, 2025 including Balance Sheet as at 31st March, 2025, Statement of Profit and Loss Account for the year ended 31st March, 2025 and Cash Flow Statement for the year ended as on that date together with Notes forming part of Accounts as audited and reported by the Auditors of the Company and the reports of the Board of Directors and Auditors' Report thereon, as circulated to the shareholders and laid before the meeting, be and are hereby received, considered, approved and adopted."

ITEM NO. 2:

TO APPOINT A DIRECTOR IN PLACE OF MR. JAY JITENDRA SHAH (DIN: 07223478), WHOLE- TIME DIRECTOR, WHO RETIRES BY ROTATION AT THIS ANNUAL GENERAL MEETING AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT:

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

"RESOLVED THAT in accordance with provisions of Section 152 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) re-enactment thereof, for the time being in the force), the approval of the Shareholders of the Company, be and is hereby accorded for the re-appointment of Mr. Jay Jitendra Shah (DIN: 07223478) as a Whole Time Director, who shall be liable to retire by rotation."

ITEM NO. 3:

TO APPOINT A DIRECTOR IN PLACE OF MR. MEHUL DIPAKBHAI NAIK (DIN: 08881884), WHOLE-TIME DIRECTOR, WHO RETIRES BY ROTATION AT THIS ANNUAL GENERAL MEETING AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT:

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

"RESOLVED THAT in accordance with provisions of Section 152 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) re-enactment thereof, for the time being in the force), the approval of the Shareholders of the Company, be and is hereby accorded for the re-appointment of Mr. Mehul Dipakbhai Naik (DIN: 08881884), as a Whole Time Director, who shall be liable to retirement by rotation."

SPECIAL BUSINESS:

ITEM NO.4

TO APPROVE THE MATERIAL RELATED PARTY TRANSACTIONS ("RPT"):

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

“RESOLVED THAT pursuant to Regulations 2(1)(zc), 23(4) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI LODR Regulations”**) to the extent applicable, and Section 188 of the Companies Act, 2013 (**“Act”**) read with the related rules framed thereunder, including any amendment, modification, variation or re-enactment thereof, the Company’s Policy on Related Party Transactions and upon the recommendation(s)/ approval(s)/ consent(s), permission(s) and/ or sanction(s) as may be required from appropriate regulatory authorities/ institutions or bodies and subject to such terms and conditions as may be prescribed/ imposed by such authorities while granting such approval(s), consent(s), permission(s) and sanction(s) and which may be agreed to and accepted by the Audit Committee/ Board of Directors, the approval of members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as **“Board”** which term shall be deemed to include the Audit Committee), to continue with the existing contract(s) / arrangement(s) / transaction(s) and / or enter into and / or carry out new contract(s) / arrangement(s) / transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), as detailed in the Explanatory Statement, with the following Related Party on arm’s length basis for the maximum amount as mentioned in the table below, with respective Related Parties and maximum amount per annum during the period as mentioned herein below:

Sr. No.	Name of the related party	Nature of contracts/ arrangements/ transactions:	Nature of Relationship	Expected Annual Value of Transaction
1.	Mr. Raju Paleja	Remuneration to Director including One-time Bonus, if any	Promoter & Managing Director of the Company	Upto INR 10 Crore
		Interest paid		
		Rent Paid		
		Unsecured Loan Accepted/ Repaid		
2.	Mr. Jay Shah	Remuneration to Director including One-time Bonus, if any	Promoter & Whole time Director of the Company	Upto INR 10 Crore
		Interest paid		
		Unsecured Loan Accepted/ Repaid		
3.	Mr. Mehul Naik	Remuneration to Director including One-time Bonus, if any	Promoter & Whole time Director of the Company	INR 10 Crore
		Interest paid		
		Unsecured Loan Accepted/ Repaid		
4.	Mr. Abdul Shahid Shaikh	Remuneration to Director including One-time Bonus, if any	Promoter & Whole time Director of the Company	Upto INR 10 Crore
		Interest paid		
		Unsecured Loan Accepted/ Repaid		
5.	Ms. Foram Desai	Remuneration to Director including One-time Bonus, if any	Whole time Director of the Company	Upto INR 3 Crore
6.	Mr. Mathuradas Paleja	Interest paid	Relative of Mr. Raju Paleja (Managing Director of the company)	Upto INR 10 Crore
		Salary/ Remuneration/ Professional Fees		
		Rent Paid		
		Unsecured Loan Accepted/ Repaid		
7.	Ms. Binita Jay Shah	Salary/ Remuneration/ Professional Fees	Relative of Jay Shah, (Promoter & Whole-time Director of the Company)	Upto INR 3 Crore



8	Ms. Bhavika Raju Paleja	Salary/ Remuneration/ Professional Fees	Spouse of Mr. Raju Paleja, (Promoter & Managing Director of the Company)	Upto INR 3 Crore
9	Ms. Dipti Mehul Naik	Salary/ Remuneration/ Professional Fees	Spouse of Mr. Mehul Naik, (Promoter & Whole-time Director of the Company)	Upto INR 3 Crore
10	Ms. Sakerabanu A Shaikh	Salary/ Remuneration/ Professional Fees	Spouse of Mr. Abdul Shaikh, (Promoter & Whole-time Director of the Company)	Upto INR 3 Crores

RESOLVED FURTHER THAT the Board be and is hereby authorised severally to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary document(s), contract(s), scheme(s), agreement(s) and such other document(s) as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions powers herein conferred to, 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 authorised to delegate all or any of the powers herein conferred to any director(s), committee(s), executive(s), officer(s) or representatives(s) of the Company or to any other person to do all such acts, deeds, matters and things as may be considered necessary or expedient and also to execute such documents, writings etc. as may be necessary to give effect to this resolution."

ITEM NO.5

TO APPROVE THE APPOINTMENT OF MS. HEMALI AMIT SHAH AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 (the 'Act'), the Companies (Appointment and Qualification of Directors) Rules, 2014, Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), and based on the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors, Ms. Hemali Amit Shah (DIN: 10362856) who was appointed as an Additional Director in the category of Non-Executive, Independent, with effect from 5th August, 2025 in terms of Section 161 of the Act and who holds office up to the date of this Annual General Meeting, and who has submitted a declaration confirming eligibility and independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of five (5) consecutive years commencing from 5th August, 2025.

FURTHER RESOLVED THAT the Board of Directors be and is hereby authorized to sign and execute all such documents and papers as may be required for the purpose and file necessary e-forms with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard."

By the Order of the Board
Naman In-Store (India) Limited

Sd/-
CS Roshni Tiwari
Company Secretary and Compliance Officer
Membership No. A75178

Date: 22.08.2025

Place: Vasai

Registered office:

S No. 90 H No. 3B Kantharia Compound,
Opp Sopara Phata Police Station, Pelhar,
Thane, Vasai 401208, Maharashtra, India.

NOTES:

1. The Ministry of Corporate Affairs, Government of India ("MCA"), vide its latest Circular No. 09/2024 dated 19th September, 2024, read with earlier circulars dated 8th April, 2020 (No. 14/2020), 13th April, 2020 (No. 17/2020), 5th May, 2020 (No. 20/2020), 13th January, 2021 (No. 02/2021), 8th December, 2021 (No. 21/2021), 28th December, 2022 (No. 10/2022), and 25th September, 2023 (No. 09/2023) (collectively referred to as "MCA Circulars"), has permitted companies to conduct their Annual General Meetings ("AGM") through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM") on or before 30th September, 2025, without the physical presence of members at a common venue. In line with the above, the Securities and Exchange Board of India ("SEBI"), vide its circulars SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October, 2023, and SEBI/HO/CFD/CFDPoD-2/P/CIR/2024/133 dated 3rd October, 2024 (collectively referred to as "SEBI Circulars"), has also provided relaxations under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") in relation to the conduct of general meetings through electronic means. Accordingly, in compliance with the aforementioned MCA Circulars, SEBI Circulars, the Companies Act, 2013, and the SEBI Listing Regulations, the 15th Annual General Meeting ("AGM") of the Company for the financial year ended 31st March, 2025 is being convened and conducted through VC/OAVM facility, without the physical presence of the Members at the deemed venue for the AGM will be the Registered Office of the Company, i.e. S No. 90 H No. 3B Kantharia Compound, Opp Sopara Phata Police Station, Pelhar, Thane, Vasai 401208, Maharashtra India, Members can attend and participate in the AGM through VC/OAVM only. The detailed procedure for participation in the meeting through VC/OAVM is provided in the Notes below and is also available on the Company's website at <https://www.namaninstore.com/>.
2. Information regarding appointment/ re-appointment of Director(s) and Explanatory Statement in respect of special businesses to be transacted pursuant to Section 102 of the Companies Act, 2013 and/ or Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard II is annexed hereto.
3. The attendance of the Members attending the AGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
4. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI"), as revised with effect from 01st April, 2024, read with Clarification/ Guidance on applicability of Secretarial Standards 2 dated April 15, 2020 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.
5. Pursuant to the MCA Circular No. 14/2020 dated 08th April, 2020 read with SEBI Circular dated 5th January, 2023 and SEBI Circular SEBI/HO/ CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October, 2023 ("SEBI Circular"), the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. Hence, the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting. Institutional/ Corporate Shareholders are required to send a scanned copy (PDF/JPG format) of its Board or governing body resolution / authorization etc., authorising its representative to attend the AGM through VC/ OAVM on its behalf and to vote through remote e-voting. The said resolution/ authorization shall be sent to the company by email to compliance@nipl.co with a copy marked to <https://evoting.bigshareonline.com> and scrutinizer at bhaveschhedaassociates@gmail.com, at least 48 hours before the commencement of AGM.
6. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.



8. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (as amended), the MCA Circulars and SEBI Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the businesses to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Bigshare Services Private Limited for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by Bigshare Services Private Limited.
9. Electronic dispatch of Notice and Annual Report in accordance with the MCA General Circular Nos. 20/2020 dated 5th May, 2020 and 10/2022 dated 28th December, 2022 and SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023, the Financial Statements (including Board's Report, Auditors' Report or other documents required to be attached therewith) for the Financial Year ended 31st March 2025 pursuant to Section 136 of the Companies Act, 2013 and Notice calling the AGM pursuant to section 101 of the Companies Act, 2013, read with the Rules framed thereunder, such statements including the Notice of AGM are being sent only in electronic mode to those Members whose email addresses are registered with the Company/ Bigshare Services Private Limited or the Depository participant(s): as on 29th August 2025. The physical copies of such statements and Notice of AGM will be dispatched only to those shareholders who request for the same.
10. The Notice has also been uploaded on the website of the Company at <https://www.namaninstore.com/investor.php> and the website of the Stock Exchange i.e. NSE at www.nseindia.com and is also made available on the website of Bigshare services Private Limited (agency for providing the Remote e-Voting facility) i.e. <https://ivote.bigshareonline.com>.
11. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc. to their respective Depository Participants.
12. Members seeking clarifications on the Annual Report are requested to send in written queries to the Company at least one week before the date of the meeting. This would enable the Company to compile the information and provide the replies at the Meeting.
13. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
14. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. 26th September 2025. Members seeking to inspect such documents can send an email to compliance@nipl.co.
15. Pursuant to regulation 44(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Company is providing VC/ OAVM facility to its members to attend the AGM.
16. There being no physical shareholders in the Company, the Register of members and share transfer books of the Company will not be closed. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. 19th September 2025, shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
17. The members who have cast their vote by remote e-voting prior to AGM may also attend the AGM but shall not be entitled to cast their vote again.

18. As all the shares of the Company is in dematerialised mode, our Company is not required to comply with the SEBI Circular SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated 02nd July, 2025 w.r.t. Special Window for Re-lodgement of Transfer Requests of Physical Shares/.

A. GENERAL INSTRUCTIONS FOR REMOTE E-VOTING AND THE AGM ARE AS FOLLOWS:

1. In terms of the provisions of section 108 of the Act, read with rule 20 of the Companies (Management and Administration) Rules, 2014, as amended (hereinafter called 'the Rules' for the purpose of this section of the Notice) and Regulation 44 of the SEBI Listing Regulations and in terms of SEBI Master circular dated 11th July 2023 in relation to e-voting facility provided by Listed Entities, the members are provided with the remote e-voting facility to exercise votes on the items of business given in the Notice, through the e-voting services provided by **Bigshare Services Private Limited ("BIGSHARE")** at the AGM.
2. Members, whose names appear in the Register of Members/list of Beneficial Owners as on 19th September 2025, being the cut-off date fixed for determining voting rights of members are entitled to participate in the e-voting process. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
3. Members can cast their vote through remote e-voting from 23rd September 2025, (09:00 a.m.) to 25th September 2025 (05:00 p.m.) voting beyond the said date and time shall not be allowed and the remote e-voting facility shall forthwith be blocked.

The details of the process and manner for remote e-voting are explained herein below:

- i. The voting period begins on 23rd September 2025, (09:00 a.m.) and ends on 25th September 2025 (05:00 p.m.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form as on the cut-off date (record date) of 19th September 2025 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- ii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- iii. In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

1. Pursuant to above said SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode** is given below:



Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	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 URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use 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 BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website 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 i.e. BIGSHARE, 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 https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin 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. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.
Individual Shareholders holding securities in demat mode with NSDL	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page with all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-vote (E-voting website) for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5) Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.
	NSDL Mobile App is available on  App Store  Google Play  

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. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
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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. CDSL and NSDL

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

2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
 - o Shareholders holding shares in **CDSL demat account** should enter **16 Digit Beneficiary ID** as user id.
 - o Shareholders holding shares in **NSDL demat account** should enter **8 Character DP ID followed by 8 Digit Client ID** as user id.
 - o Shareholders holding shares in **physical form** should enter **Event No + Folio Number** registered with the Company as user id.

Note If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.
- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**INVESTOR LOGIN**’ tab and then Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**Reset**’.

(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on “**VOTE NOW**” option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option “**IN FAVOUR**”, “**NOT IN FAVOUR**” or “**ABSTAIN**”



and click on **"SUBMIT VOTE"**. A confirmation box will be displayed. Click **"OK"** to confirm, else **"CANCEL"** to modify. Once you confirm, you will not be allowed to modify your vote.

- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can **"CHANGE PASSWORD"** or **"VIEW/UPDATE PROFILE"** under **"PROFILE"** option on investor portal.

3. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on **"REGISTER"** under **"CUSTODIAN LOGIN"**, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with **"User id and password will be sent via email on your registered email id"**.

NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on **'LOGIN'** under **'CUSTODIAN LOGIN'** tab and further Click on **'Forgot your password?'**
- Enter **"User ID"** and **"Registered email ID"** Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on **'RESET'**.

(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
 - i. **Investor Mapping:**
 - First you need to map the investor with your user ID under **"DOCUMENTS"** option on custodian portal.
 - o Click on **"DOCUMENT TYPE"** dropdown option and select document type power of attorney (POA).
 - o Click on upload document **"CHOOSE FILE"** and upload power of attorney (POA) or board resolution for respective investor and click on **"UPLOAD"**.
 - Note:** The power of attorney (POA) or board resolution has to be named as the **"InvestorID.pdf"** (Mention Demat account number as Investor ID.)
 - o Your investor is now mapped and you can check the file status on display.
 - ii. **Investor vote File Upload:**
 - To cast your vote select **"VOTE FILE UPLOAD"** option from left hand side menu on custodian portal.
 - Select the Event under drop down option.
 - Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on **"UPLOAD"**. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
 - Custodian can **"CHANGE PASSWORD"** or **"VIEW/UPDATE PROFILE"** under **"PROFILE"** option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22.

4. Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the AGM of the Company through VC/ OAVM and e-Voting during the meeting.

- i. Member will be provided with a facility to attend the AGM through VC / OAVM platform provided by Bigshare Services Private Limited. Members may access the same at <https://www.bigshareonline.com> by using the e-voting login credentials provided in the email received from the Company. After logging in, click on the Video Conference tab and select the EVENT of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote eVoting instructions mentioned above.
- ii. Facility for joining AGM through VC/ OAVM shall open at least 15 minutes before the commencement of the Meeting.
- iii. Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi- Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- iv. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.
- v. As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name, demat account number / folio number and email id.
- vi. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
- vii. Facility of joining the AGM through VC / OAVM shall be available for at least 1000 members on first come first served basis.
- viii. Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM.

5. Other Instructions:

Speaker Registration: The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can Visit <https://www.bigshareonline.com> and login through the user id and password provided in the mail received from Bigshare Services Private Limited. On successful login, select 'Speaker Registration' which will be open from 21st September 2025 (09.00 Hours IST) to 23rd September 2025 (17.00 Hours IST). Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.

Post your Question: The Members who wish to post their questions prior to the meeting can do the same by visiting <https://www.bigshareonline.com/>. Please login through the user id and password provided in the mail received from Bigshare. On successful login, select 'Post Your Question' option which will be open from 21st September 2025 (09.00 Hours IST) to 23rd September 2025 (17.00 Hours IST).



Contact Details:

<u>Particulars</u>	<u>Details</u>
Company	Naman In-Store (India) Limited Address: S No. 90 H No. 3B Kantharia Compound , Opp Sopara Phata Police Station, Pelhar, Thane, Vasai 401208, Maharashtra, India. Email id- compliance@nipl.co Website: https://www.namaninstore.com
<u>Registrar and Transfer Agent</u>	Bigshare Services Private Limited Address : 6th floor Pinnacle Business Park Next to Ahura Centre Mahakali Caves Road Andheri (East) Mumbai – 400093 Email.id : ivote@bigshareonline.com Website: www.bigshareonline.com
<u>e-Voting Agency & VC / OAVM</u>	Bigshare Services Private Limited Address : 6th floor Pinnacle Business Park Next to Ahura Centre Mahakali Caves Road Andheri (East) Mumbai – 400093 Email.id : ivote@bigshareonline.com Website: www.bigshareonline.com
<u>Scrutinizer</u>	M/s Bhavesh Chheda & Associates (M. No.: ACS 48035 , COP: 24147) Email: bhaveshchhedaassociates@gmail.com Mobile No: 9773527836

STATEMENT PURSUANT TO SECTION 102(1) AND 110 OF THE COMPANIES ACT, 2013 ('ACT')

ITEM NO.4: TO APPROVE THE MATERIAL RELATED PARTY TRANSACTIONS ("RPT"):

Minimum information of the proposed RPT:

1. Basic details of the related party

Sr. No.	Particulars of the information	Details	
1.	Name of the related party	Sr. No.	Name of the related party
		1.	Mr. Raju Paleja
		2.	Mr. Jay Shah
		3.	Mr. Mehul Naik
		4.	Mr. Abdul Shahid Shaikh
		5.	Ms. Foram Desai
		6.	Mr. Mathuradas Paleja
		7.	Ms. Binita Jay Shah
		8.	Ms. Bhavika Raju Paleja
		9.	Ms. Dipti Mehul Naik
		10.	Ms. Sakerabanu A Shaikh
2.	Country of incorporation of the related party	Not Applicable	
3.	Nature of business of the related party	Not Applicable	

2. Relationship and ownership of the related party

Sr. No.	Particulars of the information	Details														
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following: - Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. - Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). - Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Not Applicable Not Applicable <table><tr><td>Raju Mathuradas Paleja</td><td>16,55,500</td></tr><tr><td>Jay Jitendra Shah</td><td>25,41,000</td></tr><tr><td>Mehul Deepak Naik</td><td>8,85,500</td></tr><tr><td>Abdul Shahid Shaikh</td><td>12,70,500</td></tr><tr><td>Bhavika Paleja</td><td>7,70,000</td></tr><tr><td>Mahi Paleja</td><td>1,92,500</td></tr><tr><td>Dipti Mehul Naik</td><td>3,85,000</td></tr></table>	Raju Mathuradas Paleja	16,55,500	Jay Jitendra Shah	25,41,000	Mehul Deepak Naik	8,85,500	Abdul Shahid Shaikh	12,70,500	Bhavika Paleja	7,70,000	Mahi Paleja	1,92,500	Dipti Mehul Naik	3,85,000
Raju Mathuradas Paleja	16,55,500															
Jay Jitendra Shah	25,41,000															
Mehul Deepak Naik	8,85,500															
Abdul Shahid Shaikh	12,70,500															
Bhavika Paleja	7,70,000															
Mahi Paleja	1,92,500															
Dipti Mehul Naik	3,85,000															



3. Details of previous transactions with the related party

Sr. No.	Particulars of the information	Details		
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	Sr. No.	Name of the related party	Amount for Financial year 2024-25 (INR. In Lakhs)
		1.	Mr. Raju Paleja	Remuneration to Director including One-time Bonus, if any
				Interest paid
				Rent Paid
				Unsecured Loan Accepted
				Unsecured Loan Repaid
		2.	Mr. Jay Shah	Remuneration to Director including One-time Bonus, if any
		3.	Mr. Mehul Naik	Remuneration to Director including One-time Bonus, if any
		4.	Mr. Abdul Shahid Shaikh	Remuneration to Director including One-time Bonus, if any
		5.	Ms. Forum Desai	Remuneration to Director including One-time Bonus, if any
		6.	Mr. Mathuradas Paleja	Interest paid
				Rent Paid
				Unsecured Loan Accepted
				Unsecured Loan Repaid
		7.	Ms. Binita Jay Shah	Salary / Remuneration / Professional Fees
		8.	Ms. Bhavika Raju Paleja	Salary / Remuneration / Professional Fees
				Interest paid
				Unsecured Loan Accepted/Repaid
				Unsecured Loan Repaid
		9.	Ms. Dipti Mehul Naik	Salary / Remuneration / Professional Fees
		10.	Ms. Sakerabanu A Shaikh	Salary / Remuneration / Professional Fees
		11.	Late Indumati Paleja	Unsecured Loan Accepted
				Unsecured Loan Repaid
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Particulars		Current Financial Year up to the June Quarter (Amount in lakhs)
		Director Remuneration		
		Raju Paleja		7.5
		Jay Shah		11.55
		Mehul Naik		7.5
		Abdul Shahid Shaikh		7.5
		Forum Desai		4.5
		Interest Paid		
		Mathuradas Paleja		1.63
		Bhavika Raju Paleja		-
		Raju Paleja		1.00
		Salary Paid		
		Binita Jay Shah		6.45
		Bhavika Raju Paleja		1.50
		Dipti Mehul Naik		1.50
		Sakerabanu A Shaikh		1.50
		Unsecured Loans Repaid		
		Mathuradas Paleja		51.46
		Total		103.58 Crores

3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	Not Applicable
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4. Amount of the proposed transaction(s)

Sr. No.	Particulars of the information	Details
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	resolution 65.00 Crore
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	All the Proposed Related Party Transactions taken together maybe around 43% of the Annual Turnover of the Listed Company. However the approval of the Proposed Related Party Transaction is sought considering the value on a higher side. Actual Related Party Transactions may or may not be material.
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not Applicable
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	All the Proposed Related Party Transactions taken together maybe around 43% of the Annual Turnover of the Listed Company. However the approval of the Proposed Related Party Transaction is sought considering the value on a higher side. Actual Related Party Transactions may or may not be material.
6.	Financial performance of the related party for the immediately preceding financial year.	Not Applicable



5. Basic details of the proposed transaction:

Sr. No.	Particulars of the information	Details			
	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	1.	Remuneration of Key Managerial Personnel		
		2.	Rent		
		3.	Loan		
		4.	Interest		
		5.	Place of Profit		
	Details of each type of the proposed transaction	Sr. No.	Name of the related party	Nature of contracts/ arrangements/ transactions:	Expected Annual Value of Transaction
		1.	Mr. Raju Paleja	Remuneration to Director including One-time Bonus, if any Interest paid Rent Paid Unsecured Loan Accepted/Repaid	Promoter & Managing Director of the Company Upto INR 10 Crore
		2.	Mr. Jay Shah	Remuneration to Director including One-time Bonus, if any Interest paid Unsecured Loan Accepted/Repaid	Promoter & Whole time Director of the Company Upto INR 10 Crore
		3.	Mr. Mehul Naik	Remuneration to Director including One-time Bonus, if any Interest paid Unsecured Loan Accepted/Repaid	Promoter & Whole time Director of the Company INR 10 Crore
		4.	Mr. Abdul Shahid Shaikh	Remuneration to Director including One-time Bonus, if any Interest paid Unsecured Loan Accepted/Repaid	Promoter & Whole time Director of the Company Upto INR 10 Crore
		5.	Ms. Foram Desai	Remuneration to Director including One-time Bonus, if any	Whole time Director of the Company Upto INR 3 Crore
		6.	Mr. Mathuradas Paleja	Interest paid Salary/ Remuneration/ Professional Fees Rent Paid Unsecured Loan Accepted/Repaid	Relative of Mr. Raju Paleja (Managing Director of the company) Upto INR 10 Crore
		7.	Ms. Binita Jay Shah	Salary/ Remuneration/ Professional Fees	Relative of Jay Shah, (Promoter & Whole-time Director of the Company) Upto INR 3 Crore
		8.	Ms. Bhavika Raju Paleja	Salary/ Remuneration/ Professional Fees	Spouse of Mr. Raju Paleja, (Promoter & Managing Director of the Company) Upto INR 3 Crore

		<table><tr><th>Sr. No.</th><th>Name of the related party</th><th>Nature of contracts/ arrangements/ transactions:</th><th>Nature of Relationship</th><th>Expected Annual Value of Transaction</th></tr><tr><td>9.</td><td>Ms. Dipti Mehul Naik</td><td>Salary/ Remuneration/ Professional Fees</td><td>Spouse of Mr. Mehul Naik, (Promoter & Whole-time Director of the Company)</td><td>Upto INR 3 Crore</td></tr><tr><td>10.</td><td>Ms. Sakerabanu A Shaikh</td><td>Salary/ Remuneration/ Professional Fees</td><td>Spouse of Mr. Abdul Shaikh, (Promoter & Whole-time Director of the Company)</td><td>Upto INR 3 Crore</td></tr></table>	Sr. No.	Name of the related party	Nature of contracts/ arrangements/ transactions:	Nature of Relationship	Expected Annual Value of Transaction	9.	Ms. Dipti Mehul Naik	Salary/ Remuneration/ Professional Fees	Spouse of Mr. Mehul Naik, (Promoter & Whole-time Director of the Company)	Upto INR 3 Crore	10.	Ms. Sakerabanu A Shaikh	Salary/ Remuneration/ Professional Fees	Spouse of Mr. Abdul Shaikh, (Promoter & Whole-time Director of the Company)	Upto INR 3 Crore
Sr. No.	Name of the related party	Nature of contracts/ arrangements/ transactions:	Nature of Relationship	Expected Annual Value of Transaction													
9.	Ms. Dipti Mehul Naik	Salary/ Remuneration/ Professional Fees	Spouse of Mr. Mehul Naik, (Promoter & Whole-time Director of the Company)	Upto INR 3 Crore													
10.	Ms. Sakerabanu A Shaikh	Salary/ Remuneration/ Professional Fees	Spouse of Mr. Abdul Shaikh, (Promoter & Whole-time Director of the Company)	Upto INR 3 Crore													
	Tenure of the proposed transaction (tenure in number of years or months to be specified)	The shareholders' approval will be valid for the period commencing from the Fifteenth Annual General Meeting up to the date of Sixteenth Annual General Meeting of the Company to be held in the year 2026.															
	Whether omnibus approval is being sought?	Yes															
	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Up to the Limits as mentioned in the Resolution.															
	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The proposed Related Party Transactions (RPTs) are in the interest of the listed entity as they facilitate operational efficiency and cost-effectiveness while aligning with the company's strategic objectives. These transactions are conducted transparently and on arm's length terms, ensuring compliance and protecting shareholder value.															
	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. a. Name of the director / KMP b. Shareholding of the director / KMP, whether direct or indirect, in the related party	<table><tr><th>Sr. No.</th><th>Name of the Director/ KMP</th></tr><tr><td>1.</td><td>Mr. Raju Paleja</td></tr><tr><td>2.</td><td>Mr. Jay Jitendra Shah</td></tr><tr><td>3.</td><td>Mr. Abdul Shahid Shaikh</td></tr><tr><td>4.</td><td>Mr. Mehul Dipakbhai Naik</td></tr><tr><td>5.</td><td>Ms. Foram Rupin Desai</td></tr></table> Not Applicable since the Related parties are individuals and not Body Corporate				Sr. No.	Name of the Director/ KMP	1.	Mr. Raju Paleja	2.	Mr. Jay Jitendra Shah	3.	Mr. Abdul Shahid Shaikh	4.	Mr. Mehul Dipakbhai Naik	5.	Ms. Foram Rupin Desai
Sr. No.	Name of the Director/ KMP																
1.	Mr. Raju Paleja																
2.	Mr. Jay Jitendra Shah																
3.	Mr. Abdul Shahid Shaikh																
4.	Mr. Mehul Dipakbhai Naik																
5.	Ms. Foram Rupin Desai																
	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable															
	Other information relevant for decision making.	Not Applicable															



6. Additional Information to be provided to the shareholders for consideration of RPTs

Sr. No.	Particulars	Details
1.	Justification as to why the proposed transaction is in the interest of the listed entity.	The proposed related party transaction is aligned with the Company's strategic and operational requirements and is necessary for the smooth conduct of business activities. The arrangement is undertaken in the ordinary course of business and on an arm's length basis, ensuring that the pricing, terms, and conditions are comparable to similar transactions with unrelated parties in the industry. The approval for Proposed Related Party Transactions is sought on higher side, however the actual Transactions with Related Party may or may not be significant or material. Further, the transaction contributes to the enhancement of revenue streams and profitability of the Company, while maintaining compliance with applicable legal and regulatory frameworks. The Audit Committee has reviewed the terms and confirmed that the arrangement is in line with good corporate governance practices and does not have any detrimental effect on the interests of minority shareholders. Considering the above, the Board is of the opinion that the proposed transaction is fair, reasonable, and in the best interest of the Company, its shareholders, and other stakeholders, as it supports sustainable growth, operational stability, and long-term value creation.
2.	Disclosure Regarding Redaction of Information	The Audit Committee has reviewed all certificates and disclosures placed before it. No part of the information has been redacted, since there are no trade secrets or commercially sensitive details that would prejudice the company's competitive position.
3.	Statement of Assessment by the Audit Committee	The Audit Committee, after reviewing all material documents, terms, and conditions placed before it in relation to the proposed related party transaction(s), noted that the requisite disclosures, including the nature, scope, value, and commercial rationale of the transaction(s), were provided to facilitate informed decision-making. Based on such review and evaluation, the Committee is of the considered view that: - The proposed transaction(s) are in the ordinary course of business of the Company and undertaken on an arm's length basis. - The transaction(s) do not confer any undue advantage or benefit to the promoter(s) of the Company. - The interests of public shareholders remain protected, and the promoter(s) will not derive any benefit at the expense of minority or non-promoter shareholders.
4.	Disclosure of Audit Committee Review	The Audit Committee confirms that, while considering the proposed related party transaction(s), it had duly reviewed and taken on record: - The certificate provided by the CFO of the Company, certifying that the transaction(s) are in the ordinary course of business and undertaken on an arm's length basis; and - The certificate provided by the promoter directors of the Company, affirming that they shall not derive any benefit from the transaction(s) at the expense of public shareholders. The Audit Committee, after reviewing the above certificates and all relevant documents placed before it, is satisfied that the proposed transaction(s) meet the requirements under Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Para 3(2)(b) of the applicable Standards.
5.	Comments of the Board/ Audit Committee of the listed entity, if any	Not Applicable
6.	Any other information that may be relevant.	Not Applicable

ANNEXURE TO THE NOTICE

INFORMATION PURSUANT TO REGULATION 36(3) OF THE SEBI LISTING REGULATIONS AND SECRETARIAL STANDARDS

ITEM NO. 2 - APPROVAL OF APPOINTMENT OF DIRECTOR IN PLACE OF MR. JAY JITENDRA SHAH (DIN: 07223478), WHOLE- TIME DIRECTOR, WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT:

The Information/Disclosure in compliance with the Secretarial Standard (SS-2) issued by the Institute of Company Secretaries of India along with Regulation 36(3) of the SEBI LODR Regulations has been provided herein below:

Name of Director	Jay Jitendra Shah
DIN	07223478
Date of Birth (Age in Years)	06/09/1984 (40 Years)
Category of Director	Promoter, Whole-time Director
Date of First Appointment on the Board	25/09/2020
Brief Resume, Education Qualification, No. of Years of Experience	Mr. Jay is a seasoned professional with over 20 years of experience in the manufacturing industry, specializing in metal and wooden fixtures. He is SSC qualified, with a proven track record of excellence in key leadership roles including Production Head and Project Leader. Known for delivering high-quality results on time, Jay has consistently demonstrated strong leadership, operational efficiency, and project execution skills. His outstanding performance and commitment to excellence have led to his current role as Director at one of India's largest retail furniture companies.
Nature of Expertise in specific functional areas	• Production Management: Over 20 years of hands-on experience in manufacturing metal and wooden fixtures with a focus on process efficiency and quality. • Project Leadership: Successfully led large-scale retail fixture projects, ensuring timely and cost-effective execution. • Team & Operations Management: Proven ability to lead cross-functional teams and streamline operations for enhanced productivity. • Quality Assurance: Strong focus on delivering high-quality outputs through strict quality control measures. • Client & Delivery Focus: Consistently achieved on-time delivery while maintaining strong client relationships and satisfaction. • Supply Chain Coordination: Effective in managing vendor networks and ensuring smooth supply chain operations. • Sales & Marketing: Active involvement in sales and marketing strategies to support business growth. Experienced in understanding client needs, promoting product value, and contributing to market expansion efforts.
Terms and conditions of appointment/re-appointment	Same as per Original Terms of Appointment.



Directorships held in other Companies	Renam Retail Private Limited
Chairmanship Membership of Committees of the Company	NIL
Chairmanships/ Memberships of committees of other Companies	NIL
Number of Board Meetings attended during the year	3 out of 8
Relationships between Directors inter-se	He is not a relative of any of the existing Directors.
Last Remuneration Drawn	Rs. 47,61,236/-
Proposed Remuneration	Within the Original Limits approved by the Shareholders in the EGM held on 24 th November 2023.
Number of shares held in the Company	25,41,000 (19.45 %)
No. of Equity Shares held in the Company	25,41,000
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years	NIL
Shareholding of non-executive directors in the listed entity, including shareholding as a beneficial owner	N.A.
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	N.A.
Information as required pursuant to NSE Circular No. NSE/CML/2018/02 dated 20th June, 2018	The Director being re- appointed is not debarred from holding the office of director by virtue of any SEBI order or any other such authority

He is not disqualified from being appointed as a director in terms of section 164 of the Act.

Except Mr. Jay Jitendra Shah, none of the Directors and/ or Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested either directly or indirectly, except to the extent of their respective shareholding in the Company, if any, in the Resolution mentioned at Item No. 2 of the Notice.

ITEM NO.3 - APPROVAL OF APPOINTMENT OF DIRECTOR IN PLACE OF MR. MEHUL DIPAKBHAI NAIK (DIN: 08881884), WHOLE-TIME DIRECTOR, WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT:

The Information/Disclosure in compliance with the Secretarial Standard (SS-2) issued by the Institute of Company Secretaries of India along with Regulation 36(3) of the SEBI LODR Regulations has been provided herein below:

Name of Director	Mehul Dipakbhai Naik
DIN	08881884
Date of Birth (Age in Years)	25/10/1976 (48 Years)
Category of Director	Promoter, Whole-time Director
Date of First Appointment on the Board	25/09/2020

Brief Resume, Education Qualification, No. of Years of Experience	Mr. Mehul Dipakbhai Naik is a dynamic and experienced professional with over 20 years of business experience, particularly in the mechanical and technical domains. A Mechanical Engineering graduate, he has also completed a specialized certification in Mechanical Drafting and Estimating from the Technical Examination Board, Gujarat State. As one of the founding promoters and a Director of the company for over four years, Mr. Naik has played a pivotal role in driving the company's strategic and operational success. His strong technical expertise and leadership capabilities have been instrumental in ensuring smooth business operations and sustained growth.
Nature of Expertise in specific functional areas	• Technical Expertise: Strong background in mechanical engineering with certified skills in drafting and estimating, applied effectively in manufacturing and project execution. • Business Management: Over 20 years of experience in managing business operations, strategy, and growth initiatives across technical and commercial functions. • Production & Operations: Skilled in optimizing production processes and ensuring efficient, high-quality output. • Project Leadership: Proven ability to lead and deliver projects on time while aligning with business objectives. • Sales & Marketing: Involved in business development, client relations, and market-driven promotion of technical solutions. • Team & Strategic Leadership: Experienced in team building, decision-making, and steering business strategy as a company director.
Terms and conditions of appointment/re-appointment	Same as per Original Terms of Appointment.
Directorships held in other Companies	NIL
Chairmanship/ Membership of Committees of the Company	NIL
Chairmanships/ Memberships of committees of other Companies	NIL
Number of Board Meetings attended during the year	8 out of 8
Relationships between Directors inter-se	He is not a relative of any of the existing Directors.
Last Remuneration Drawn	Rs. 32,44,369 /-
Proposed Remuneration	Within the Original Limits approved by the Shareholders in the EGM held on 24 th November 2023.



Number of shares held in the Company	8,85,500 (6.78 %)
No. of Equity Shares held in the Company	8,85,500
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years	NIL
Shareholding of non-executive directors in the listed entity, including shareholding as a beneficial owner	N.A.
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	N.A.
Information as required pursuant to NSE Circular No. NSE/CML/2018/02 dated 20th June, 2018	The Director being re- appointed is not debarred from holding the office of director by virtue of any SEBI order or any other such authority

He is not disqualified from being appointed as a director in terms of section 164 of the Act.

Except Mr. Mehul Dipakbhai Naik, none of the Directors and/ or Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested either directly or indirectly, except to the extent of their respective shareholding in the Company, if any, in the Resolution mentioned at Item No. 3 of the Notice.

ITEM NO.5 - APPROVAL FOR THE APPOINTMENT OF MS. HEMALI AMIT SHAH AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

The Board of Directors of the Company at its meeting held on 05th August 2025 had appointed Ms. Hemali Amit Shah (DIN: 10362856) as an Additional Director (Independent) of the Company in accordance with the Articles of Association of the Company and pursuant to the provisions of Section 149, 150, and 161 of the Act read with Schedule IV to the Act.

The Board is of the view that the association of Ms. Hemali Amit Shah (DIN: 10362856) and her rich experience and knowledge would benefit the Company and support the Board in discharging its functions and duties effectively. Also, she fulfils the conditions specified in the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 for the appointment as an Independent Director of the Company and is independent of the management. She is not disqualified from being appointed as Director in terms of section 164 of the Act and the Company has received from his all the requisite consent and declaration as required under the provisions of the Act, to act as an Independent Director.

Pursuant to provisions of Section 161(1) of the Act, she shall hold office up to the date of the next annual general meeting or the last date on which the annual general meeting should have been held, whichever is earlier. The Board recommends her appointment as an Independent Director, not liable to retire by rotation for a term of five consecutive years with immediate effect.

Ms. Hemali Amit Shah has also confirmed that she has not been debarred from holding the office of a director by virtue of any Order passed by SEBI or any other such authority. Further, Ms. Hemali Amit Shah has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge his duties as an Independent Director of the Company.

A brief profile including experience and other details as required under the act is attached herewith.

Copy of draft letter of appointment constituting the terms and conditions of appointment and other allied documents are available for inspection by Shareholders at the registered office of the Company on all working days, during business hours up to the date of the meeting and will also be made available at the meeting.

Except for Ms. Hemali Amit Shah, none of the other directors and key managerial personnel of the Company or their relatives is in any way, financially or otherwise, concerned or interested in the proposed resolution.

In accordance with the provisions of Section 149 read with Schedule IV, the appointment of Independent

Directors requires the approval of the Shareholders, the Board recommends the resolution set out in Item No. 5 of the accompanying notice for your approval as a Special Resolution.

The Information/Disclosure in compliance with the Secretarial Standard (SS-2) issued by the Institute of Company Secretaries of India has been provided herein below:

Particulars	Details
Name of Director	Ms. Hemali Amit Shah
DIN	10362856
Date of Birth (Age in Years)	19/06/1988
Category of Director	Independent Director
Date of First Appointment on the Board	05 th August ,2025
Brief Resume, Education Qualification, No. of Years of Experience	Ms. Hemali Shah is an accomplished governance professional with over 15 years of extensive experience in Corporate Laws, Compliance Management, and Secretarial Practice. A Fellow Member of the Institute of Company Secretaries of India (FCS), and a qualified Law and Commerce Graduate, she possesses a unique combination of legal, financial, and regulatory expertise. Her career spans diverse industries, including significant roles in both listed and private sector companies, where she has effectively guided corporate boards through the complexities of compliance, governance frameworks, and stakeholder management. Hemali is known for her strategic insight, meticulous approach to regulatory adherence, and commitment to fostering sound corporate governance practices.
Nature of Expertise in specific functional areas	• Corporate Laws & Compliance: In-depth knowledge of corporate legal frameworks with a strong focus on statutory compliance for listed and private companies. • Secretarial Practice: Extensive experience in managing board procedures, regulatory filings, and governance documentation. • Governance & Board Advisory: Skilled in advising boards on governance best practices, risk mitigation, and regulatory obligations. • Stakeholder Management: Proven ability to manage relationships with regulators, shareholders, and other key stakeholders. • Legal & Regulatory Advisory: Expertise in interpreting and applying legal provisions to support strategic and operational decision-making. • Cross-Industry Exposure: Practical experience across multiple sectors, enhancing adaptability and insight into varied compliance environments.
Terms and conditions of appointment/re-appointment	As given in the Resolution and Explanatory Statement forming part of this Notice of Annual General Meeting.



Directorships held in other Companies	NIL
Chairmanship/ Membership of Committees of the Company	NIL
Chairmanships/ Memberships of committees of other Companies	NIL
Number of Board Meetings attended during the year	NIL
Relationships between Directors inter-se	She is independent of the Management of the Company
Last Remuneration Drawn	NA
Proposed Remuneration	Independent Directors may be paid sitting fees for attending the meeting of the Board of Directors and Committees thereof.
Number of shares held in the Company	NIL

The information and details as required under Regulation 36(3) are provided below for your reference:

Particular	Details
Disclosure of relationships between directors inter-se	NIL
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years	NIL
Shareholding of non-executive directors in the listed entity, including shareholding as a beneficial owner	N.A.
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	As mentioned in the statement annexed to the Notice
Information as required pursuant to NSE Circular No. NSE/CML/2018/02 dated 20th June, 2018	The Director being appointed is not debarred from holding the office of director by virtue of any SEBI order or any other such authority

Accordingly, the Board recommends Item No. 5 of this Notice for approval for Members by way of the Ordinary Resolution.

