

NOTICE OF POSTAL BALLOT

[(Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, each as amended)]

VOTING START ON	VOTING END ON
Monday, October 20, 2025, 09:00 A.M.	Tuesday, November 18, 2025, 05:00 P.M.

To,
Members
Naman In-Store (India) Limited,

NOTICE is hereby given that the resolutions set out below are proposed to be passed by the Members of Naman In-Store (India) Limited ("**the Company**") by means of Postal Ballot only through remote e-voting by electronic means ("**remote e-voting**") pursuant to Section 108 and 110 of the Companies Act, 2013 ("**Act**") read along with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("**Rules**") and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs ("**MCA Circulars**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), and any other applicable provision of Listing Regulations, any circular issued by the Securities and Exchange Board of India ("**SEBI**"), Secretarial Standards issued by the Institute of Company Secretaries of India on General Meeting ("**SS-2**") and other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

As per MCA Circulars, the Company is sending Postal Ballot Notice ("**Notice**") only by email to its members who have registered their address with the Company/Registrar and Share Transfer Agent or Depository(ies)/Depository Participants and the communication of assent/dissent of the shareholders on the resolutions proposed in the Notice will only take place through the remote e-voting system.

An explanatory statement pursuant to Section 102 of the Act and other applicable provisions of the Act, pertaining to the resolutions, setting out the material facts and reasons thereof, is appended to this Notice. Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company has appointed CS Bhavesh Chheda, Proprietor of M/s. Bhavesh Chheda & Associates, Practicing Company Secretary having Membership No. A-48035 and Certificate of Practice No. 24147, as a Scrutinizer to conduct the Postal Ballot through remote e-voting in a fair and transparent manner. The remote e-voting period commences from Monday, October 20, 2025, 09:00 A.M. and shall end on Tuesday, November 18, 2025, 05:00 P.M. The details of

the procedure to cast the votes through remote e-voting form part of the notes to this Notice. The voting results along with the scrutinizer's report would be intimated to the National Stock Exchange of India Limited ("NSE"), where the Equity Shares of the Company are listed. The same will also be uploaded on the Company's website i.e. <https://www.namaninstore.com/index.php>.

Shareholders desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the 'Notes' section of this Notice for the casting of votes by remote e-voting not later than Tuesday, November 11, 2025, 05:00 P.M. The remote e-voting facility will be disabled by the Bigshare Services Private Limited ("Bigshare") immediately thereafter.

SPECIAL BUSINESS:

Item No. 01:

TO APPROVE CHANGE OF NAME OF THE COMPANY AND CONSEQUENT ALTERATION IN THE MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION OF THE COMPANY.

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

"RESOLVED THAT pursuant to Sections 4, 5, 13, 14, 15 and other applicable provisions, if any, of the Companies Act, 2013 read with rule 29 of the Companies (Incorporation) rules 2014, including any statutory modifications or re-enactments thereof for the time being in force and any other applicable law(s), regulation(s), rule(s) or guideline(s), the enabling provisions of the Memorandum of Association and the Articles of Association of the Company and Regulation 45 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), and subject to the approval of Central Government (power delegated to Registrar of Companies ("**ROC**")) and other regulatory authorities, as may be applicable, consent of the shareholders of the Company be and is hereby accorded to change the name of the Company from "**NAMAN IN-STORE (INDIA) LIMITED**" to "**NAMAN INDUSTRIES PROXIMA LIMITED**".

RESOLVED FURTHER THAT the existing Name Clause of the Memorandum of Association of the Company be altered and substituted with the following clause:

1. The name of the Company is "**NAMAN INDUSTRIES PROXIMA LIMITED**".

RESOLVED FURTHER THAT in accordance with the Section 14 of the Companies Act, 2013, the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company.

RESOLVED FURTHER THAT the name “**NAMAN IN-STORE (INDIA) LIMITED**” wherever appearing in any of the documents/records of the Company be substituted by the new name “**NAMAN INDUSTRIES PROXIMA LIMITED**” in accordance with the provisions of applicable laws.

RESOLVED FURTHER THAT any director of the company or company secretary of the Company be and are hereby severally authorized to file all the necessary forms and / or returns and make an application to the ROC and / or to Central Government, stock exchanges and / or any other statutory authorities, to act, represent and/or appear before any statutory authorities for and on behalf of the Company, to delegate all or any of the aforesaid powers in favor of any person(s) / official(s) etc., to settle any question, doubt or difficulty which may arise in this regard and to do all such acts, deeds, matters and things as may be considered necessary, expedient, usual or proper to give effect to this Resolution.

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to appoint any consultant/advisor for the compliance with regard to the change of name of the Company and to sub-delegate him any of the above power as he may deemed be fit/appropriate for the above purpose;.

RESOLVED FURTHER THAT a certified copy of this resolution be furnished to any person under the signature of any one Director of the Company.”

Item No. 2:

TO APPROVE THE ALTERATIONS/AMENDMENTS/ADDITIONS IN THE MAIN OBJECTS OF THE COMPANY AND CONSEQUENT ALTERATION IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION (MOA).

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

“**RESOLVED THAT** pursuant to the provisions of the Section 4, 13 and other applicable provision, if any, of the Companies Act, 2013 and the rules made there under and the as per applicable regulations of SEBI (LODR) regulations, 2015, the consent of the Shareholders of the Company be and are hereby accorded for the following

alterations/amendments/additions in the existing Object Clause of the Memorandum of Association of the Company in the Following Manner:

In Clause III (A) of the Memorandum of Association of the Company, the following additional object clauses shall be inserted after the existing object clauses:

2. To carry on the business of designing, developing, manufacturing, assembling, fabricating, importing, exporting, buying, selling, supplying, distributing and dealing in all kinds of furniture, including but not limited to in-store furniture, modular furniture, office furniture, home furniture, kitchen furniture, wardrobes, counters, shelving, storage systems, display units, chairs, tables, sofas, workstations, partitions, fixtures, fittings, accessories and all types of wooden, steel, plastic, metal, glass, composite furniture or any other type of furniture & fixtures.
3. To undertake the business of interior design, space planning, shop-fittings, in-store display solutions, modular interiors, turnkey furnishing solutions, carpentry works, upholstery, flooring, lighting and related decorative works for retail outlets, offices, homes, showrooms, malls, restaurants, hotels and other establishments.
4. To act as manufacturers, importers, exporters, dealers, traders, contractors, consultants, job-workers, service providers and retailers of furniture, furnishing goods, handicrafts, home décor products, accessories, fixtures and allied products of every kind and description.
5. To establish and operate showrooms, retail stores, display centers, e-commerce platforms, warehouses and distribution networks for marketing, trading, sale and supply of furniture, furnishings and allied products in India and abroad.
6. To carry on the business of designing, developing, manufacturing, assembling, fabricating, altering, repairing, maintaining, importing, exporting, buying, selling, supplying, distributing, installing, commissioning and dealing in all kinds of electrical switchgear panels, control panels, distribution boards, power factor panels, bus ducts, rising mains, feeder pillars, motor control centers (MCC), power control centers (PCC), relay panels, automation panels, LT/HT panels, VFD panels, synchronizing panels, and any other related or allied electrical and electronic equipment, components, parts, devices, systems and accessories thereof.
7. To undertake business as manufacturers, dealers, importers, exporters, job-workers, service providers, contractors, consultants, erectors, and maintainers of electrical equipment, switchgear, control systems, transformers, circuit breakers, fuses, relays,

wiring accessories, cabling systems and all related apparatus, appliances and instruments required for generation, transmission, distribution, control and utilization of electrical energy, renewal energy or other power supply equipment.

“RESOLVED FURTHER THAT pursuant to the addition of new object clauses under Clause III(A) – the Main Objects clause – of the Memorandum of Association of the Company, the existing object clauses in Clause III (B) be and are hereby renumbered accordingly to maintain proper sequence and clarity.”

“RESOLVED FURTHER THAT the draft Copy of the amended MOA as tabled before the Members at the Meeting duly initiated by the Chairperson Mr. Raju Mathuradas Paleja be and is hereby approved and adopted.”

“RESOLVED FURTHER THAT Mr. Raju Mathuradas Paleja, Chairman & Managing Director of the Company and Ms. Foram Rupin Desai, Whole Time Director of the Company be and is hereby severally Authorised on the behalf of the Company to sign and execute all such application, forms and documents as required and to do all such acts, deeds, matters and things as may be necessary and to settle any questions difficulties, or doubts that may arise in this regards , and to accede to such modification to the aforementioned resolution as may be suggested by the Registrar of the Companies Affairs or such other authorities arising from or incidental to the said amendment without requiring any further approval of the Board.”

For Naman In-Store (India) Limited

Roshni
Tiwari

Digitally signed by
Roshni Tiwari
Date: 2025.10.16
18:47:35 +05'30'

CS Roshni Tiwari

Company Secretary & Compliance Officer

Membership Number-A75178

Date: 16-10-2025

Place: Vasai

NOTES:

1. The Explanatory Statement under the provisions of Section 102 of the Companies Act, 2013 ('Act') read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014 ('Rules'), each as amended, setting out the material facts relating to the aforesaid Resolutions and the reasons thereof is annexed hereto and forms part of this Notice.
2. In terms of the MCA Circulars, the Company is sending this Notice only in electronic form to those Shareholders whose names appear in the Register of Members/List of Beneficial Owners as received by the Company from the Depositories/Registrar and Transfer Agent ('RTA'), as on October 03, 2025, ("Cut-Off Date") and whose e-mail addresses are registered with the Company/RTA/Depositories/Depository Participants or who will register their e-mail address in accordance with the process outlined in this Notice. The voting rights of the Shareholders shall be in proportion to their share of the paid-up equity share capital of the Company as of the Cut-Off Date.
3. Only those Shareholders whose names are appearing in the Register of Members / List of Beneficial Owners as of the Cut-Off Date shall be eligible to cast their votes through postal ballot by remote e-voting. A person who is not a Shareholder as of the Cut-Off Date should treat this Notice for information purposes only. It is however clarified that all Shareholders of the Company as on the Cut-Off Date (including those Shareholders who may not have received this Notice due to non-registration of their e-mail addresses with the Company/ RTA/ Depositories / Depository Participants) shall be entitled to vote concerning the aforementioned Resolutions in accordance with the process specified in this Notice.
4. The voting rights of Shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on October 03, 2025, being the cut-off date fixed for the purpose.
5. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, SS-2, and the MCA Circulars, the Company is pleased to provide a remote e-voting facility to its Shareholders, to enable them to cast their votes electronically. The detailed procedure with respect to remote e-voting is mentioned in Note No. 13 of this Notice.
6. The remote e-voting shall commence on Monday, October 20, 2025, 09:00 A.M. (IST) and shall end on Tuesday, November 18, 2025, 05:00 P.M. (IST). During this period, Shareholders of the Company holding shares in physical or electronic form as on the Cut-

Off Date may cast their vote electronically. The remote e-voting module shall be disabled by Bigshare for e-voting thereafter.

7. The Board of Directors has appointed CS Bhavesh Chheda, Proprietor of M/s. Bhavesh Chheda & Associates, Practicing Company Secretary having Membership No. A-48035 and Certificate of Practice No. 24147, as the Scrutinizer to scrutinize the postal ballot process fairly and transparently.
8. The Scrutinizer will submit his report to the Chairman, or any other person authorized by him, after scrutiny of the votes cast, on the result of the Postal Ballot within two working days from the conclusion of the postal ballot e-voting. The Scrutinizer's decision on the validity of the votes cast will be final.
9. The results declared along with the Scrutinizer's Report shall be placed on the Company's website <https://www.namaninstore.com/index.php> and on the website of Bigshare at <https://ivote.bigshareonline.com> immediately after the results are declared by the Chairman or any other person so authorized by him, and the same shall be communicated to the Stock Exchanges, where the equity shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of the Company.
10. The Resolutions, if passed by the requisite majority through Postal Ballot by remote e voting, will be deemed to have been passed on the last date specified for e-voting i.e., November 18, 2025.
11. Shareholders may download the Notice from the website of the Company at <https://www.namaninstore.com/index.php> or from the website of Bigshare at <https://ivote.bigshareonline.com> (agency providing the remote e-voting facility). A copy of the Notice is also available on the website of NSE at www.nseindia.com/.
12. The vote in this Postal Ballot cannot be exercised through proxy.
13. Shareholders desirous of inspecting the documents referred to in the Notice or Statement may send their requests to compliance@nipl.co from their registered e-mail addresses mentioning their names, folio numbers, DP ID, and Client ID between the e-voting period.

E-VOTING INSTRUCTIONS FOR POSTAL BALLOT ARE AS UNDER:

- i. The voting period begins on Monday, October 20, 2025, 09:00 A.M. (IST) and shall end on Tuesday, November 18, 2025, 05:00 P.M. (IST). 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 October 03, 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.

- i. 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	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

securities in Demat mode with CDSL	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 e-voting is in progress as per the information provided by company. On clicking the e-voting 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 be opened. 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.
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.

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

<u>Login type</u>	<u>Helpdesk details</u>
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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 contacting 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

ii. **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.
 - Shareholders holding shares in CDSL demat account should enter 16 Digit Beneficiary ID as user id.
 - Shareholders holding shares in NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID as user id.
 - 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.*

- e) If you have forgotten the password: Click on 'LOGIN' under 'INVESTOR LOGIN' tab and then Click on 'Forgot your password'?
- f) 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:

- a) After successful login, Bigshare E-voting system page will appear.
- b) Click on "VIEW EVENT DETAILS (CURRENT)" under 'EVENTS' option on investor portal.
- c) Select event for which you are desire to vote under the dropdown option.
- d) Click on "VOTE NOW" option which is appearing on the right hand side top corner of the page.
- e) 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.
- f) 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.
- g) Shareholder can "CHANGE PASSWORD" or "VIEW/UPDATE PROFILE" under "PROFILE" option on investor portal.

iii. 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.
 - Click on "DOCUMENT TYPE" dropdown option and select document type power of attorney (POA).
 - 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.)
 - 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 dropdown 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:

<u>Login type</u>	<u>Helpdesk details</u>
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.

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

In terms of the provisions of Section 102 of the Companies Act 2013 ("the Act"), Secretarial Standard on the General Meeting ("SS-2") and Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the following statement set out the material facts relating to agenda item as set out in this Notice.

Item No. 01:

The Company was incorporated on July 23, 2010 under the provisions of the erstwhile Companies Act, 1956, as Naman In-Store (India) Private Limited. With a legacy of 15 years, the Company has consistently engaged in Manufacturing of the In-Store Furniture and Fixture Business, establishing a reputation for quality, customer focus, or industry standing. Over the years, the Company has steadily expanded its operations and strengthened its presence in the market. Today company operates into wide range of the business not limited to the In-Store furniture etc. The Nature of the business has grown in to same conglomerate.

In view of the additional line(s) of business, it is observed that the word 'In-Store' in the existing name does not appropriately reflect or represent the expanded nature of business activities of the Company. On the contrary, the word 'In-Store' appears restrictive in scope and conveys a limited object, whereas the Company has now evolved into a multi-sectoral enterprise with a wider purview of operations.

Accordingly, it is felt that changing the name of the Company would more effectively represent the diversified business structure and strategic outlook. The proposed new name will also better reflect the Company's expansion beyond its initial line of business and enhance brand recognition as a broad-based enterprise.

The Board consider and approved the agenda, at its meeting held on October 09, 2025, subject to the approval of Central Registration Centre [CRC] at Ministry of Corporate Affairs [MCA], Shareholders, NSE and/or any other competent authority, accorded its consent to apply for change in the name of the Company from "Naman In-Store (India) Limited" to "Naman Industries Proxima Limited" or any other name as may be approved by CRC, MCA. Subsequently, on applying vide form 'RUN', CRC, vide its letter dated 15th October, 2025, informed about the availability of the proposed new name 'Naman Industries Proxima Limited'.

The Board believes that the proposed change in the name of the company, being undertaken as a strategic transition, would make the name of the company focused and relatable to the activities of the Company. The proposed change in name of the Company would not result in change of the legal status, constitution, turnover, operations or activities of the Company, nor would it affect any rights or obligations of the Company or the members and stakeholders.

The Company has complied with Regulation 45 of the Listing Regulations to the extent they are applicable, and has also obtained a certificate from a Practicing Chartered Accountant in respect of the same, copy of which is annexed herewith as **Annexure A**, and the Board has confirmed that: (1) the Company has not changed its name since last one year; (2) The Company has not changed its main business activity in the preceding one year; (3) The Company has not changed its main business activity nor it has invested in any new business activity/project.

As per the provisions of Section 13 and 14 of the Companies Act, 2013, approval of the shareholders is required for changing the name of the Company and consequent alteration in the Memorandum of Association & Articles of Association, by way of passing a **Special Resolution**.

The Board recommends the resolution, as set out at Item No. 1 of this notice, for your approval as a **Special Resolution**.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested in the aforesaid resolution, except to the extent of their shareholding, if any.

Item No. 02:

The members are informed that the Company was incorporated on July 23, 2010, under the provisions of the erstwhile Companies Act, 1956 as "Naman In-Store (India) Private Limited" and was subsequently converted into a public company under the Companies Act, 2013.

Since incorporation, the Company has been engaged in its existing line of business as set out in the Memorandum of Association. The Board of Directors, after reviewing the present and future business opportunities, is of the view that it is necessary to expand the scope of activities to include additional business objects.

The existing Object Clause is confined to be the present business model and may not adequately cover the new business activities that the Company proposes to undertake. In order to provide the Company with greater operational flexibility and to enable

diversification into new sectors, it is proposed to insert additional object clause(s) under Clause III(A) of the Memorandum of Association.

Pursuant to Section 13 of the Companies Act, 2013, alteration of the Object Clause of the MOA requires the approval of the members of the Company by way of a Special Resolution and subsequent approval of the Registrar of Companies and such other regulatory approvals, as may be required.

The Board recommends the resolution set out at Item No. 02 of the accompanying Notice as a **Special Resolution** for the approval of the members.

None of the Directors, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

For Naman In-Store (India) Limited

Digitally signed by Roshni
Tiwari
Date: 2025.10.16 18:48:25
+05'30'

CS Roshni Tiwari

Company Secretary & Compliance Officer
Membership Number-A75178

Date: 16-10-2025

Place: Vasai



RUSHABH DAVDA & ASSOCIATES
CHARTERED ACCOUNTANTS

CA RUSHABH DAVDA

(M.COM, A.C.A.)

Mobile No.: 9833516726

Email ID: rushabhdavda01@gmail.com

C-101, AMAN BUILDING
SHANKAR LANE, KANDIVALI (W)
MUMBAI - 400 067

To,
Board of Directors,
Naman In-Store (India) Limited
S No. 90 H No. 3B Kantharia Compound,
Opp. Sopara Phata Police Station, Pelhar,
Thane, Vasai-401208, Maharashtra, India.

Certificate pursuant to Regulation 45 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulation, 2015

1. This report is issued in accordance with the terms of our engagement with the company.
2. We have been requested by the management of **Naman In-Store (India) Limited** ("the Company" or "NAMAN") to issue a certificate certifying compliance with the conditions prescribed under **sub-regulation (1) of Regulation 45 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015** ("the Regulations"), in connection with the proposed change of name of the Company from "**Naman In-Store (India) Limited**" to "**Naman Industries Proxima Limited**."

3. Management responsibility

The management of the Company is responsible for the preparation and maintenance of all accounting and other records and documents supporting the particulars mentioned in this certificate.

This responsibility includes the design, implementation, and maintenance of adequate internal controls relevant to the preparation and presentation of financial information, and for applying an appropriate basis of preparation and making reasonable estimates in the circumstances.

The management is also responsible for ensuring that the Company complies with the requirements of the said Regulations.

4. Practitioner's responsibility

Our responsibility is to express a reasonable assurance opinion, based on the procedures performed and evidence obtained, as to whether anything has come to our attention that causes us to believe that the particulars mentioned in this certificate are not in accordance with the underlying records maintained by the Company.

We conducted our examination in accordance with the **Guidance Note on Reports or Certificates for Special Purposes** issued by the **Institute of Chartered Accountants of India (ICAI)**. The Guidance Note requires that we comply with the ethical requirements of the ICAI Code of Ethics.



RUSHABH DAVDA & ASSOCIATES

CHARTERED ACCOUNTANTS

CA RUSHABH DAVDA

(M.COM, A.C.A.)

Mobile No.: 9833516726

Email ID: rushabhdavda01@gmail.com

C-101, AMAN BUILDING

SHANKAR LANE, KANDIVALI (W)

MUMBAI - 400 067

We have also complied with the applicable requirements of **Standard on Quality Control (SQC) 1**, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

5. Opinion

Based on the procedures performed as outlined above, and on the basis of information and explanations provided to us by the management, we confirm that the Company's compliance with Regulation 45(1) is as follows:

Regulations	Particulars	Our Opinion
45(1)(a)	Time period of at least one year has elapsed from the last name change.	The Company has not changed its name during the last one year.
45(1)(b)	At least fifty percent, of the total revenue in the preceding one year period has been accounted for by the new activity suggested by the new name.	The Company has not changed its main activity in the preceding one year.
45(1)(C)	The amount invested in the new activity / project is at least fifty percent of the assets of the listed entity.	The Company has not changed its main activity nor invested in any new activity / project.

6. Restrictions on use

This certificate is addressed to and provided solely for the use of the management of the Company. It may be included in the explanatory statement to the Notice of the General Meeting and/or submitted to the Stock Exchange(s) as required. It should not be used by or distributed to any other person without our prior written consent. We do not accept any responsibility or liability to any third party

For Rushabh Davda & Associates

Chartered Accountants

Firm Registration No: 156559W

CA Rushabh K Davda

Membership Number: 188053

Peer Review No. 016545

Place: Mumbai

Date: 16th October, 2025

UDIN: 25188053BMJHPB4954

